



COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.

ANNUAL GENERAL SHAREHOLDERS' MEETING

NOTICE OF CALL

The Board of Directors of the Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), in its meeting on December 14th, 2023, unanimously agreed to call the Annual Ordinary General Shareholders' Meeting of the Company, to be held in the registered office at Calle Trigo, 39, Polígono Industrial Polvoranca, Leganés (Madrid), at 12.00 on February 2nd, 2024, at the first call, and on the following day, February 3rd, 2024, at the same time and place, at the second call, with the following:

AGENDA

First.- Examination and approval of 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) and the Management Report of Compañía de Distribución Integral Logista Holdings, S.A. and of its consolidated group, corresponding to the financial year ended September 30th, 2023.

1.1 Approval of the individual Annual Accounts and management report of Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year ended September 30th, 2023.

1.2 Approval of the consolidated Annual Accounts and management report of Compañía de Distribución Integral Logista Holdings, S.A. and its group, corresponding to the financial year ended September 30th, 2023.

Second.- Examination and approval of 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, corresponding to the financial year ended September 30th, 2023.

Third.- Examination and approval of the management of the Board of Directors during the financial year closed on September 30th, 2023.

Fourth.- Examination and approval of the Board of Directors' proposal of allocation of results corresponding to the financial year ended September 30th, 2023 of Compañía de Distribución Integral Logista Holdings, S.A.

Fifth.- Amendment of article 1 of the Bylaws of Compañía de Distribución Integral Logista Holdings, S.A. to modify the corporate name.



- Sixth.-** Directors' ratification, appointment and re-election
- 6.1 Ratification and appointment of the proprietary Director Mr. David Michael Tillekeratne.
 - 6.2 Ratification and appointment of the proprietary Director Ms. Julia Lefèvre.
 - 6.3 Ratification and appointment of the independent Director Ms. Teresa Paz-Ares Rodríguez.
 - 6.4 Appointment of the independent Director Mr. Manuel González Cid
 - 6.5 Re-election of the executive Director Mr. Íñigo Meirás Amusco.
 - 6.6 Re-election of the executive Director Ms. María Echenique Moscoso del Prado.
 - 6.7 Re-election of the independent Director Ms. Pilar Platero Sanz.
 - 6.8 Re-election of the proprietary Director Mr. Richard Guy Hathaway.
- Seventh.-** Examination and approval of the 2024-2026 Directors' Remuneration Policy
- Eighth.-** Examination and approval of the long-term incentive Plan 2024-2026
- Ninth.-** Advisory vote on the Annual Report on Directors' Remunerations of the financial year ended on 30 September 2023.
- Tenth.-** Information to the General Shareholders' Meeting on the amendment of articles 3.1, 3.2, 14.1, 14.3, 16.1, 16.2, 16.3, 16.4, 16.7 and 33.1 of the Board of Directors' Regulations.
- Eleventh.-** Delegation to the Board of Directors of the necessary powers to interpret, complete, correct, develop, execute, formalise and register the foregoing resolutions and place them on public record, as well as to substitute the powers granted by the General Meeting.



GENERAL RECOMMENDATION

Shareholders are reminded that the event will be broadcast in streaming, through the Company's website www.logista.com. Likewise, it is recalled that the Company has implemented remote voting and electronic voting mechanisms so that shareholders can exercise their voting rights.

I. ADDENDUM TO THE ANNOUNCEMENT AND PRESENTATION OF NEW PROPOSALS OF RESOLUTION

In accordance with Article 519 of the refunded text of the Capital Companies Act, approved by Legislative Royal Decree 1/2010, of July 2nd, shareholders representing at least three per cent (3%) of the share capital may (i) request the publication of an addendum to the announcement of the Ordinary General Shareholders' Meeting, including one or more points in the Agenda, provided that the new points are accompanied by a justification or, if appropriate, by a justified proposed resolution; and (ii) present justified agreement proposals about subjects already included or which are to be included in the Agenda of the Meeting that has been called. To that end, shareholders must irrefutably prove that they represent at least the said percentage of the share capital and must send reliable notification of that information to the Company, which will have to receive it at its registered office, for the attention of the Secretary of the Board (calle Trigo 39, Polígono Industrial Polvoranca, 28914 Leganés (Madrid)), within five (5) days of the publication of this announcement.

II. RIGHT TO INFORMATION

From the publication of this notice until the holding of the General Shareholders' Meeting, shareholders are entitled to examine, at the registered office, located in Leganés (Madrid), calle Trigo, 39, Polígono Industrial Polvoranca, or through the Company's website (www.logista.com), and to obtain or request the sending, free of charge, where legally appropriate, of the documents submitted for the approval and information of the General Shareholders' Meeting:

- The Notice of the Call to the Meeting.
- The total number of shares and voting rights, which at the date of this announcement was 132,750,000 fully subscribed and paid-up shares, each of nominal value of 20 centimes of a euro. Each share gives the right to one vote in the General Shareholders' Meeting, excepting for the treasury shares.
- The individual Annual Accounts and the Report on the Company's Management for the financial year ended on September 30th, 2023.
- The consolidated Annual Accounts and Report on the Company's Management for the financial year ended on September 30th, 2023.



- Integrated Report of the Company and its consolidated group, for the financial year ended on September 30th, 2023, including the statement of non-financial information.
- The proposed allocation of results corresponding to financial year ended on September 30th, 2023.
- The Report of the external auditors on the Company's individual and consolidated Annual Accounts for the financial year ended on September 30th, 2023.
- The Company's Annual Corporate Governance Report corresponding to financial year ended on September 30th, 2023.
- The Company's Annual Directors' Remuneration Report corresponding to financial year ended on September 30th, 2023.
- The Board of Directors' Report dated December 14th, 2023, for the purposes of article 286 of the Capital Companies Act, regarding the modification of the Bylaws.
- The identity, curriculum vitae and category of the directors whose ratification, re-election and appointment is proposed belong, as well as the proposals and reports of the Board and the Appointments and Remuneration Committee referred to in article 529 decies of the Capital Companies Act.
- Report-Proposal of the Appointments and Remuneration Committee of December 14th, 2023, and reasoned proposal of the Board of Directors of December 14th, 2023, on the new Policy on the Company's Directors' Remuneration for 2024-2026.
- The Policy on the Company's Directors' Remuneration for 2024-2026
- The Board of Directors' Report of December 14th, 2023, regarding the amendment of articles 3.1, 3.2, 14.1, 14.3, 16.1, 16.2, 16.3, 16.4, 16.7 and 33.1 of its Regulations.
- The complete texts of the proposed resolutions on each item of the Agenda.
- The procedure and the forms to be used for representation and voting from a distance. If, for technical reasons, it is not possible to publish these in the Company's website, the said website will indicate how to obtain the forms on paper, which will be sent to every shareholder who so requests.
- In general, any document or report that is presented to the General Shareholders' Meeting.

Furthermore, in accordance with recommendation number 6 of the Code of Good Governance of Listed Companies drawn up by the National Securities Market Commission, the following documents are made available to shareholders:



- The Report of the Audit, Control and Sustainability Committee, of November 6th , 2023, on the independence of the external auditor.
- The Report of the Audit, Control and Sustainability Committee, of November 6th , 2023, on its functioning and activities during financial year ended on September 30th, 2023.
- The Report of the Audit, Control and Sustainability Committee, of November 6th 2023, on related party transactions.
- The Report of the Appointments and Remuneration Committee, of November 7th 2023, on its functioning and activities during financial year ended on September 30th, 2023.

In addition, and in accordance with the provisions of the Capital Companies Act, from the time of publication of this Announcement until the time when the General Shareholders' Meeting is held, all the documentation and information relating to that Meeting will be available in the Company's website (www.logista.com/ "Shareholders and Investors"/"General Shareholders Meeting 2024").

Likewise, from the date of publication of this notice until the fifth day prior to the date scheduled for the General Meeting, any shareholder may request in writing from the Board of Directors any information or clarification as he/she deems necessary, or submit in writing such questions as he/she deems appropriate regarding the items on the agenda and the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held, and regarding the auditor's Report.

For that purpose, shareholders may approach the Shareholders' Services Department (Tel: +34 91 481 98 26, e-mail: <mailto:investor.relations@logista.com> or through the Company's website), identifying themselves as shareholders, and giving their full name or company name, fiscal identification number, and the number of shares which they hold.

When, prior to the formulation of a specific question, the information requested by the shareholder was clearly, expressly and directly available to all shareholders through the Company's website, in the format of question and answer, the Board of Directors of the Company may restrict its reply to a reference to the information already available in that format.

III. RIGHT OF ATTENDANCE AND REPRESENTATION

Those having the right to attend the General Shareholders' Meeting will be all those shareholders of the Company who, at least five (5) days before the day appointed for the holding of the Meeting have recorded their shares against their names in the appropriate accounting register of book entries, and can demonstrate it either by means of the relevant attendance card, issued by name by Logista or by the entity in charge of the accounting register, or its participating entities.



Any shareholder who has the right to attend may be represented at the General Shareholders' Meeting by another person, and even by a non-shareholder, provided that they fulfil the legal requirements and those laid down in the By-Laws, in the Regulations of the General Shareholders' Meeting and in this Notice of Call.

One and the same shareholder may not be represented in the Meeting by more than one representative. A representative may represent more than one shareholder, and may cast different votes in accordance with the instructions given by each of them.

Representation may be conferred in writing by completing the proxy form printed on the attendance card or by means of remote communication (as indicated below).

Except in those cases where proxy is granted or is understood to be granted, according to this Notice of Call, to a member of the Company's Board of Directors, the designated representative must identify himself or herself, on the day when and at the place where the Meeting is held, to the personnel responsible for the register of shareholders, by means of a national identification document or passport and power of attorney, if the shareholder is a legal person.

The documents attesting representation for the General Shareholders' Meeting will include instructions with the direction of the vote. Unless the shareholder who confers the representation expressly indicates otherwise, it will be understood that (i) the representation refers to all the items included in the agenda of the call, (ii) the shareholder is instructing the representative to vote in favour of the proposed resolutions formulated by the Board of Directors on the subjects listed in the Agenda of the Meeting, and (iii) that such representation extends to the items not foreseen in the said agenda that may be dealt with in the General Meeting in accordance with the Law, in respect of which the representative shall vote in the sense which he/she believes is most favourable to the interests of the represented, within the framework of the social interest.

If the representation document does not name the particular person by whom the shareholder wishes to be represented, it will be understood that the representative will be the Chairman of the Board of Directors, or whoever substitutes him in the Chair of the General Shareholders' Meeting, or in the event of a conflict of interests of any of them, the Chief Executive Officer, or in the event of a conflict of interest of the latter, the Secretary of the Board, or any person that the Board of Directors determines, who is not involved in a conflict of interest.

Representation is always revocable. The personal attendance of the represented shareholder at the General Shareholders' Meeting will constitute revocation of the representation, no matter how it was conferred.

IV. REPRESENTATION AND VOTING THROUGH REMOTE COMMUNICATION MEANS

The Company's Board of Directors, conforming to the provisions of article 9th of the By-Laws and of article 7.4 of the Regulations of the General Shareholders' Meeting, has agreed to



authorize the exercise of rights of representation and early voting through remote communication means, subject to the following terms and conditions:

4.1 Representation or voting prior to the holding of the General Shareholders' Meeting, by electronic means.

Shareholders who wish to grant proxy or vote prior to the holding of the General Meeting should consult the following sections of the corporate website (www.logista.com) before the Meeting: "Shareholders and Investors" / "General Shareholders Meeting 2024" / "Electronic Representation and Voting", which will be active from the date of publication of this call, and within the period laid down in paragraph 4.3 below, and should follow the instructions for granting proxy, or for exercising their right to vote, which are given in the computer program.

To that end, shareholders should prove their identity in the computer program provided for that purpose in the aforementioned website, by means of: (i) An electronic national identification document, or (ii) a valid and current user's electronic certificate, which revocation has not been noted, in accordance with the provisions of Law 59/2003 of 19 December relating to Electronic Signature, and issued by the Spanish Public Certification Authority (CERES), which is dependent on the Fábrica Nacional de Moneda y Timbre (the Spanish Mint). The Company reserves the right to request any additional means of identification from shareholders, which it considers necessary to prove their status of shareholder, and to guarantee the authenticity of the representation and of the voting.

4.2 Representation or voting prior to the holding of the General Shareholders' Meeting, by post

Shareholders who wish to grant a representation or vote by post prior to the holdings of the General Meeting, should complete the Representation or Remote Voting section, as appropriate, of the attendance card, sign it and send it to the attention of the Department of Services to Shareholders (Calle Trigo 39, Polígono Industrial Polvoranca, 28914 Leganés (Madrid)), together with the nominative document which proves ownership of the shares, issued for that purpose by the entity which has custody of the same, and a photocopy of the shareholder's national identification document or passport, and if the shareholder is a legal entity, a photocopy of the power of attorney attesting to the powers of the physical person who signs in the attendance Card for the representation or voting from a distance, and a photocopy of that physical person's national identification document.

When a shareholder grants the representation to a person other than a member of the Board of Directors, he or she will have to send a copy of the attendance card to the designated person, who will have to identify himself or herself to the personnel responsible for the register of shares, as explained in section III above.

Shareholders may obtain from the Company the card for representation or voting from a distance, by downloading it from the Company's website, by collecting it from the registered office, or by asking the Department of Services to Shareholders (Tel: +34 91 481 98 26, e-mail: investor.relations@logista.com) to send it without charge.



Shareholders also have the option of granting a representation or early voting from a distance, by using the attendance card issued by the entity which has custody of the shares. The section entitled Proxy or Remote voting' section must be completed, and the attendance card sent by post to the Company, and, if appropriate, to the designated representative, who will have to identify himself or herself to the personnel responsible for the register of shares, as explained in section III above.

4.3 Rules common to Representation or Voting prior to the holding of the General Shareholders' Meeting by remote communication

a) Deadline for receipt. Proof of shareholder status.

Representation conferred, or votes cast in advance, whether electronically or by post, must, in order to be valid, be received by the Company before midnight of the day immediately before to that of the General Meeting holding, in first or second call as appropriate. After that time, only attendance cards issued by the entities having custody of the shares, and presented by the representative in the place where the Meeting is held, will be accepted. Such cards must be presented to the personnel responsible for the register of shares, and such representatives must identify themselves as explained in section III above.

The representation and the vote will only be deemed to be valid if the status of the shareholder is confirmed as such, and if the Company verifies that the ownership and the number of shares of the people conferring representation or exercising their right to vote by remote communication coincide with the data provided by Iberclear to the Company.

b) Priority rules governing the relationship between the Representation and the Voting by remote communication

When a shareholder confers several proxies and/or casts several remote votes (whether electronically or by post), the last action taken (the granting of proxy or the remote voting) will prevail. When there is a doubt about the moment when the shareholder conferred the proxy or cast a vote, the latter (regardless of the means used to cast it) will prevail over the giving of the proxy. If the shareholder had cast several votes differently, electronically or by post, the last vote cast would prevail.

c) Suspension of electronic systems. Failures in connection.

The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for representation or voting when that is advisable or imperative for technical reasons or for reasons related to security. If any of these situations occurred, it would be announced in the Company's website. None of this would affect the validity of representations already conferred, of votes already cast, or of the shareholders' rights to attend or to be represented.

The Company will not be held responsible for any harm caused to shareholders by breakdowns, overloading, fallen lines, failures in connection or any other occurrence of a



similar nature, beyond the control of the Company, which preclude the use of the electronic mechanisms for representation or voting. Consequently, these circumstances would not constitute unlawful deprivation of shareholders' rights.

V. SHAREHOLDERS' ELECTRONIC FORUM

According to the provisions of article 539.2 of the Capital Companies Act, for the period between the publication of this notice of call and the time when the General Shareholders' Meeting is held, the Company has made available in its corporate website www.logista.com a Shareholders' Electronic Forum, to which, with the due guarantees, both individual shareholders and the voluntary associations that they may constitute may have access for the purpose of facilitating their communications prior to the holding of that Meeting. The following can be published in the Forum: proposals that are intended to be submitted as a complement to the Agenda announced in the convocation, requests for assent to such proposals, initiatives for reaching a percentage sufficient to exercise a minority right provided for by law, and offers of, or requests for, voluntary representation.

The rules and conditions for the operation and use of the Forum are available in the Company's website.

To gain access to the Electronic Forum, shareholders have to prove their status as such, in the manner indicated in the website, and identify themselves in the manner laid down in section 4.1 of this Notice of Call.

VI. INTERVENTION OF A NOTARY

The Board of Directors has agreed to request the presence of a notary who would record the Minutes of the General Shareholders' Meeting, in accordance with the provisions of article 203 of the Capital Companies Act.

VII. DATA PROTECTION

Compañía de Distribución Integral Logista Holdings, S.A. informs you that the personal data which shareholders send to the Company for the purpose of exercising their rights of attendance, delegation and voting at the General Shareholders' Meeting, or which are provided by the banks and stockbroking Companies or Agencies in which the said shareholders have deposited their shares, through the entity legally entrusted with the registration of shares, Iberclear, will be included in a file and will be processed for the purpose of managing the development, accomplishment and control of the existing shareholding relationship. These data will be given to the notary exclusively in connection with the recording of the minutes of the General Shareholders' Meeting.

This data processing is essential for the compliance with legal obligations applicable to the controller. The personal data of the shareholders will be stored as long as they are necessary for the purposes indicated above. As soon as they are not necessary for these purposes, the data will be blocked during the period in which they may be necessary for the exercise or



defence against administrative or judicial legal proceedings and may only be unblocked and processed again on these grounds. Once this period comes to an end, the data will be definitively erased.

Shareholders may exercise their rights of access, rectification, erasure, restriction of processing of their data or portability of data, when technically possible, and opposition, in accordance with the provisions of Organic Law 3/2018, of 5 December, Protection of Personal Data and guarantee of digital rights, by contacting Compañía de Distribución Integral Logista Holdings, S.A., at the address c / Trigo 39, P.I. Polvoranca, 28914, Leganés Madrid, or www.logista.com, with a copy of your ID card duly accrediting your identity. Likewise, we inform you that the contact data of the Data Protection Officer of the Logista Group are the aforementioned. Shareholders have the right to file a claim with the Spanish Data Protection Agency (AEPD), if they consider their rights infringed.

Shareholders are informed that the General Shareholders' Meeting is expected to be held on the first call.

Leganés, December 20th, 2023

The Secretary of the Board of Directors,
María Echenique Moscoso del Prado