

**BOARD OF DIRECTORS' JUSTIFYING REPORT ON THE PROPOSAL OF RATIFICATION
AND APPOINTMENT, BY THE GENERAL SHAREHOLDERS' MEETING, OF
MS. JULIA LEFÈVRE, AS PROPRIETARY DIRECTOR**

I

By letter dated October 9th, 2023, Ms. Lillian Alice Blohm has tendered her resignation as Director of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), with effect from 24.00 hours of October 31st, 2023, as she will cease to provide Imperial Brands Plc with professional services.

Ms. Blohm had worked in the capacity of proprietary Director, in application of article 529 duodecies 3 of the Capital Companies Act, because she represented Imperial Brands – the Company's majority indirect shareholder – on the Board of Directors.

After Ms. Blohm resignation, the Board of Directors that took place on November 7th 2023, appointed by co-option Ms. Julia Lefèvre as proprietary Director of the Company, with the favourable opinion of the Appointments and Remuneration Committee.

II

In accordance with the provisions of article 244 in relation to article 529 decies of the Capital Companies Act, the appointment by co-option has to be submitted to the first General Meeting of the Company that is held. Therefore, the Board of Directors, following a report from the Appointments and Remuneration Committee, has proposed the submission to the General Shareholders' Meeting of the ratification and appointment of Ms. Julia Lefèvre as proprietary Director.

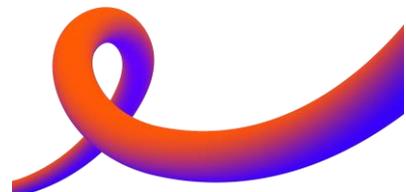
III

In the context of the exercise of the proportional representation right, recognized by the Capital Companies Act and in accordance with the rules of the Relationship Framework Agreement of 12th June 2014, signed between the Company and Imperial Brands (formerly, Imperial Tobacco Group, "IB"), the latter proposed the appointment of five directors in the Company's Board of Directors.

The vacancy created by Ms. Blohm's resignation must be filled, as per the Framework Agreement rules, with another Director who represents IB on the Board.

IB, in exercise of its right of proportional representation and in accordance with the requirements of the said Framework Agreement, has proposed to the Chairman of the Company's Board of Directors the appointment of Ms. Julia Denise Catherine Lefèvre to fill the vacancy.

Ms. Lefèvre serves as Head of Mergers & Acquisitions at Imperial Brands. During her six years in the Corporate Development team, she has had a relevant role in Imperial's different corporate transactions.



Prior to joining Imperial Brands, Ms Lefèvre worked as an investment banker at Credit Suisse for seven years in France, United Kingdom and Australia, advising FMCG companies on a variety of transactions. She also worked for RELX plc, a FTSE 100 technology company for two years in Corporate Finance managing bolt-on acquisitions for the Group.

Ms Lefèvre received an honours degree in economics from Sciences Po Paris in 2008. She is a French-British dual national and speaks both languages fluently.

IV

The Appointments and Remuneration Committee at the meeting held today, has assessed Ms. Lefèvre profile, and has noted that:

- i) she fulfils the requirements of the law and of the Company's Policy on the Selection of Directors of 19th December 2017, (knowledge, professional experience, recognized soundness and competence, responsibility for the exercise of her office, and absence of conflicts of interest) to be appointed Director;
- ii) she is not involved in any case involving prohibition or incompatibility under the Law or under the Company's Policy on the Selection of Directors;
- iii) she fulfils the legal and statutory requirements for inclusion in the category of proprietary director.

Additionally, the Committee has valued the proven professional experience of Ms. Lefèvre in M&A and business development due to its importance in the present Company's strategy, as well as her experience in the innovation sector. It has also valued her capabilities in corporate and international management positions, and her knowledge of French market.

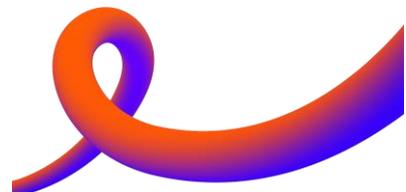
Consequently, the Appointments and Remuneration Committee has unanimously issued a favourable opinion on the ratification and appointment of Ms. Julia Lefèvre, as proprietary Director.

V

Ms. Julia Lefèvre will hold the status of proprietary Director, in accordance with the provisions of article 529 duodecies 3 of the Capital Companies Law and article 4.1 b) of the Company's Director Selection Policy, of 19 December 2017.

VI

In view of the foregoing, the Board of Directors, (with the personal abstention of Ms. Lefèvre) unanimously agreed to adopt the above-mentioned report of the Appointments and Remuneration Committee, and therefore proposes the ratification and appointment by the General Shareholders Meeting of Ms. Julia Lefèvre as proprietary Director, on the understanding that Mr. Lefèvre has the necessary skills, experience and merits, and fulfils the requirements to be ratified and appointed by the General Shareholders' Meeting as proprietary Director of the Company, for the statutory period of four years.



It is also noted that Ms. Lefèvre's appointment as proprietary Director complies with the Framework Agreement of 12 June 2014, signed between the Company and Imperial Brands Plc, at the time of the Public Offering of Shares of the Company of that year.

The Report was unanimously approved by the Board of Directors, prior a favourable report of the Appointments and Remuneration Committee, in accordance with the provisions of the Capital Companies' Act and will be joined to the Minutes of the Board meeting, which formalized the ratification and appointment as Director.

Leganés (Madrid), 14th, December 2023

The Secretary Director

María Echenique Moscoso del Prado