



Compañía de Distribución Integral Logista Holdings, S.A.

ORDINARY GENERAL SHAREHOLDERS' MEETING March 2020

Attendance, Proxy and Remote Voting Card

Attendance, proxy and remote voting card for the Ordinary General Shareholders' Meeting of Compañía de Distribución Integral Logista Holdings, S.A., which will be held, on first call, in Leganés, Madrid, in the registered office at calle Trigo 39, Polígono Industrial Polvoranca, on the 24th March 2020, at 11.30 am or on second call, on the following day, on the 25th March 2020 at the same time and in the same place. **The ordinary General Meeting is expected to be held on first call, that is, on the 24th March 2020.**

Cardholder:		Address:	
Securities account no.	Minimum number of shares to attend	Number of shares	Number of votes
	1		

The holder of this card may attend, grant proxy representation or vote remotely by completing and signing the relevant section. If the proxy representation and voting section is signed, remote voting shall prevail and the proxy will be null and void.

PERSONAL ATTENDANCE OF THE MEETING

All shareholders may attend the General Meeting and take part in deliberations with speaking and voting rights provided their shares have been entered in the relevant ledger at least five days in advance of the meeting and can prove this by presenting the attendance card.

To attend the Ordinary General Meeting, the shareholder must sign in the space below and appear in person at the place of the meeting at the time scheduled for the start of the meeting, and identify himself with his national identity card, passport or, power of attorney in case the shareholder is a legal person, and deliver this card.

Signature of attending shareholder

In....., on.....2020

PROXY

The shareholder for whom this card has been issued confers powers of representation for the General Meeting specified therein to:

(Check only one of the following boxes and designate a representative, if appropriate.)

- The Chairman of the Board of Directors or of the General Meeting
- Mr./Mrs.

If one of the above boxes is not checked, or the person to whom powers of representation are conferred is not named therein, such powers shall have been conferred on the Chairman of the Board of Directors or of the General Meeting.

VOTING INSTRUCTIONS FOR PROPOSED RESOLUTIONS OF AGENDA

To confer your voting instructions, place an X in the relevant box below. **If any of these boxes are not completed, it shall be assumed that specific instructions were given to vote in favour of the proposals put forth by the Board of Directors.**

Agenda items	1.1	1.2	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	5.7	6	7	8	9	10
In favour																	
Against																	
Abstention																	
Blank																	

For the purposes of Articles 523 and 526 of the Corporate Enterprises Act, approved by Spanish Royal Legislative Decree 1/2010, of 2 July (LSC in Spanish), shareholders are hereby informed that the Chairman of the Board of Directors and any other member of the Board of Directors may be in a conflict of interest (i) with regard to items second and six of the Agenda and (ii) with regard to item four (ratification and re-election of Directors), exclusively in the particular case of the Director whose ratification or re-election is proposed; and (iii) pursuant to the provisions of sections a), b), c) and d) of Article 526.1 of the LSC that should be put forth outside the Agenda, in accordance with the law. In the latter case, and unless indicated otherwise, proxy representation shall be understood to have been conferred upon the Managing Director, and in case this is in conflict of interest, upon the Secretary of the Board of Directors, or any Directors not in a situation of conflict of interest, who shall cast a negative vote unless the represented shareholder marks the following NO box (in which case, it shall be understood that the shareholder has instructed the proxy-holder to abstain).

NO

EXTENSION OF PROXY POWER TO BUSINESS NOT INCLUDED IN THE AGENDA

Unless otherwise indicated by the shareholder, by checking the following NO box (in which case it shall be understood that the shareholder is instructing the proxy-holder to abstain), the proxy power shall include business not included in the agenda of the meeting but that may be submitted to a vote in the General Meeting. In such a case, the proxy-holder shall cast a negative vote. **NO**

Signature of proxy-holder

Signature of shareholder conferring proxy power

In....., on.....2020

In....., on.....2020

REMOTE VOTING

If the shareholder for whom this card has been issued wishes to cast a remote vote prior to the meeting either by post or electronically on the proposals of the Agenda of the General Meeting, he must mark the relevant box with an X.

If the shareholder fails to mark any of the boxes for any of the items of the Agenda, it shall be understood that the shareholder has given specific instructions to vote in favour of the proposals put forth by the Board of Directors.

Agenda items	1.1	1.2	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	5.7	6	7	8	9	10
In favour																	
Against																	
Abstention																	
Blank																	

Shareholders who cast a remote vote shall be considered present for the purposes of the quorum of the General Meeting.

EXTENSION OF PROXY POWER TO BUSINESS NOT INCLUDED IN THE AGENDA

For business not included in the Agenda that may legally put forth, proxy powers shall be understood to be conferred upon the Chairman of the Board of Directors or of the General Meeting, with application of rules on the content of the vote and substitution in the event of a conflict of interest contained in the Proxy section of this card for the proxy-holder to cast a negative vote. Mark the NO box below only if you oppose the granting of proxy representation and authorise substitution (in which case, the shareholder shall be understood to have abstained in such proposed resolutions).

NO

Signature of shareholder casting remote vote

In....., on..... 2020

PROTECTION OF PERSONAL DATA

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 defense 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 his or her rights of access, rectification, erasure, opposition, limitation of processing and, in the event that processing is carried out by automated means, and whenever technically possible, the right to portability of his or her data, pursuant to the provisions of the Organic Law 3/2018 of December 5, Protection of Personal Data and Guarantee of Digital Rights, by contacting Compañía de Distribución Integral Logista Holdings, S.A. at c/ Trigo 39, P.I. Polvoranca, 28914, Leganés Madrid, or info.lopd@logista.es, quoting 'Data protection' as the reference, and accompanied by a copy of his/her identity card duly proving his/her identity. We further inform you that the contact details of the Data Protection Officer are those mentioned above. The Shareholder has the right to file a complaint with the Spanish Data Protection Agency (AEPD) if he or she believes that his or her rights have been infringed.

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 the “Compañía de Distribución Integral Logista Holdings, S.A.” and of the consolidated Group, corresponding to the financial year ended September 30th, 2019.
- 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, 2019.
- 1.2. Approval of the consolidated Annual Accounts and management report of Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year ended September 30th, 2019.
- Second.- Examination and approval of the consolidated non-financial statement of Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year ended September 30th, 2019.
- Third.- Examination and approval of the management of the Board of Directors during financial year closed on September 30th, 2019.
- Fourth.- Examination and approval of the Board of Directors' proposal of allocation of results corresponding to the financial year ended September 30th, 2019 of the Compañía de Distribución Integral Logista Holdings, S.A.
- Fifth.- Ratification and appointment of Directors.
- 5.1 Determination of the number of Directors.
- 5.2 Ratification and appointment of Mr. Gregorio Marañón y Bertrán de Lis as independent Director.
- 5.3 Ratification and appointment of Mr. Íñigo Meirás Amusco as executive Director.
- 5.4 Ratification and appointment of Ms. Pilar Platero Sanz as independent Director.
- 5.5 Appointment of Mrs. María Echenique Moscoso del Prado as executive Director.
- 5.6 Appointment of Ms. Lisa Anne Gelpey as proprietary Director.
- 5.7 Appointment of Ms. Marie Ann D' Wit as proprietary Director.
- Sixth.- Appointment of Accounts Auditors.
- Seventh.- Examination and approval of the Policy on Directors' Remuneration 2020-2022.
- Eighth.- Examination and approval of the Long-term Incentive Plan 2020.
- Ninth.- 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.
- Tenth.- Advisory vote on the Annual Report on Remuneration of Directors of the Company corresponding to the financial year ended September 30th, 2019.