
*JUSTIFICATION REPORT OF THE BOARD OF DIRECTORS
REGARDING THE PROPOSAL FOR THE RATIFICATION AND APPOINTMENT
BY THE GENERAL SHAREHOLDERS' MEETING OF
MR. KEVIN MASSIE AS PROPRIETARY DIRECTOR*

I

By written communication dated July 1, 2025, Mr. Murray McGowan submitted his resignation as a director of Logista Integral, S.A. ("the Company"), with effect from 24:00 hours on August 31, 2025.

Mr. Murray held the position of proprietary director, pursuant to Article 529 duodecies 3 of the Spanish Companies Act, as he represented the Company's indirect majority shareholder, Imperial Brands Plc., on the Board of Directors.

Following the vacancy arising from Mr. McGowan's resignation, the Board of Directors of the Company, at its meeting held on 16 July 2025, resolved—after receiving a favourable report from the Appointments and Remuneration Committee and upon the proposal of Imperial Brands Plc., within the framework of the exercise of the proportional representation right recognized under the Spanish Companies Act and in accordance with the rules of the Framework Agreement dated 12 June 2014 entered into between the Company and Imperial Brands Plc. (formerly Imperial Tobacco Group)—to appoint Mr. Kevin Massie as proprietary director by means of the co-option procedure, with effects 1 September 2025.

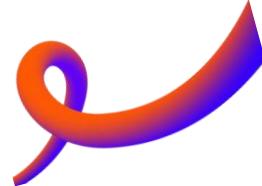
II

In accordance with the provisions of Article 244, in relation to Article 529 decies of the Spanish Companies Act, the appointment by co-option must be submitted to the consideration of the first General Shareholders' Meeting held thereafter. It is the responsibility of the Board, following a report from the Appointments and Remuneration Committee, to propose to the General Shareholders' Meeting the ratification and appointment of Mr. Kevin Massie as proprietary director.

III

Mr. Massie joined Imperial Brands Plc in 2024 as General Counsel. He is a member of the Group Executive Leadership Team and head of the Legal, Governance, Risk and Compliance functions at Imperial Brands Plc. He has 20 years' experience of international legal practice across regulated and consumer goods sectors, having practised in Asia, Africa and North America.

Prior to joining Imperial Brands Plc, Mr. Massie was General Counsel and Company Secretary at PZ Cussons Plc. Prior to his work with PZ Cussons, Mr Massie held senior legal and



compliance roles at Vivo Energy Plc and Tullow Oil Plc. He began his career as a capital markets and M&A lawyer in Canadian firms, later joining Ashurst LLP in its Dubai office.

He holds a Juris Doctorate degree in Law from Queen's University in Canada and an undergraduate degree in History and Politics from Trent University.

IV

The Appointments and Remuneration Committee, in its session held today, has confirmed that Mr. Massie:

- i) still meets the legal requirements as well as those set out in the Company's Director Selection Policy of 16 July 2025 to be appointed as a director (recognized integrity, soundness, competence and experience, availability and commitment for the proper discharge of duties, and absence of conflicts of interest).
- ii) he is not subject to any legal prohibition or incompatibility, and
- iii) he meets the legal and statutory requirements to be classified as a proprietary director.

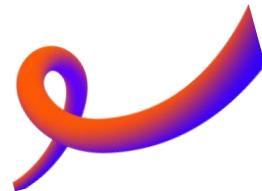
Additionally, the Committee, in its meeting of 16 July 2025, valued Mr. Massie's professional profile, and his proven professional experience in the legal and management field, in listed companies from various sectors, including regulated sectors, at an international level, and particularly in sectors especially relevant to the Company's diversification strategy, such as consumer goods.

Accordingly, the Appointments and Remuneration Committee, unanimously -with the personal abstention of Mr. Massie- has issued a favourable report on the Board of Directors' proposal to submit to next General Shareholders' Meeting the ratification and appointment of Mr. Kevin Massie as proprietary director for the statutory term of three years.

V

In view of the foregoing, the Board of Directors unanimously resolved—with Mr. Massie abstaining personally and following a favourable report from the Appointments and Remuneration Committee—to endorse the Committee's proposal and to propose to the next General Shareholders' Meeting the ratification and appointment of Mr. Kevin Massie as a proprietary director of the Company for the statutory term of three years, considering that Mr. Massie possesses the appropriate competence, experience and merits.

Mr. Massie holds the position of proprietary director, in accordance with Article 529 duodecies 3 of the Spanish Companies Act and Article 4.1 b) of the Company's Director Selection Policy dated 16 July 2025.



Logista

This Report is unanimously approved by the Board of Directors -with the indicated abstention- in compliance with the provisions of the Spanish Companies Act, and shall be attached to the minutes of the General Shareholders' Meeting that resolves his ratification and appointment as director.

Leganés (Madrid), 10 December 2025

The Secretary of the Board of Directors,
María del Mar Oña López

