

**COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.****ORDINARY 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 10<sup>th</sup> February, 2020, unanimously agreed to call an Ordinary General Meeting of Shareholders of the Company, to be held in the registered office at Calle Trigo, 39, Polígono Industrial Polvoranca, Leganés (Madrid), at 11.30 on 24<sup>th</sup> March, 2020, at the first call, and on the following day, 25<sup>th</sup> March, 2020, 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 the "Compañía de Distribución Integral Logista Holdings, S.A." and of the consolidated Group, corresponding to the financial year ended September 30<sup>th</sup>, 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 30<sup>th</sup>, 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 30<sup>th</sup>, 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 30<sup>th</sup>, 2019.
- Third.-** Examination and approval of the management of the Board of Directors during financial year closed on September 30<sup>th</sup>, 2019.
- Fourth.-** Examination and approval of the Board of Directors' proposal of allocation of results corresponding to the financial year ended September 30<sup>th</sup>, 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 30<sup>th</sup>, 2019.

## **I. ADDENDUM TO THE ANNOUNCEMENT AND PRESENTATION OF THE 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 2<sup>nd</sup>, 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 proposals based on agreements 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 days of the publication of this announcement.

## **II. RIGHT TO INFORMATION**

Following the publication of this announcement, and until the holding of the General Shareholders' Meeting, shareholders have the right to examine, at the registered office situated at Leganés (Madrid), calle Trigo, 39, Polígono Industrial Polvoranca, or through the Company's website ([www.grupologista.com](http://www.grupologista.com)), or to obtain, immediately and without charge, the documents which are submitted for the approval and information of the General Shareholders' Meeting, namely:

- 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 20 centimes of a euro. Each share gives the right to one vote in the General Shareholders' Meeting, excepting for the treasury shares.
- The Annual Accounts and the Report on the Management of the Company and of its consolidated group, for the financial year ended September 30<sup>th</sup>, 2019.
- The proposed allocation of results corresponding to financial year ended September 30<sup>th</sup>, 2019.
- The Report of the external auditors on the Company's individual and consolidated Annual Accounts for the financial year ended September 30<sup>th</sup>, 2019.

- The annual Report on the Company's Corporate Governance corresponding to financial year ended September 30<sup>th</sup>, 2019.
- The annual Report on the Remuneration of the Company's Directors corresponding to financial year ended September 30<sup>th</sup>, 2019.
- The Report of the Audit and Control Committee, of 29<sup>th</sup> October 2019, on the independence of the external auditor.
- The Report of the Audit and Control Committee, of 29<sup>th</sup> October 2019, on the functioning and activities of the Audit and Control Committee, during financial year ended September 30<sup>th</sup>, 2019.
- The Report of the Appointments and Remuneration Committee, of 29<sup>th</sup> October 2019, on the functioning and activities of the Appointments and Remuneration Committee, during financial year ended September 30<sup>th</sup>, 2019.
- The Annual Report on Corporate Social Responsibility, of 29<sup>th</sup> October 2019.
- The Report of the Board of Directors of February 10<sup>th</sup>, 2020, justifying the proposal for the ratification and appointment by the General Shareholders meeting of Mr. Gregorio Marañón y Bertrán de Lis as independent Director, and the curriculum of Mr. Marañón y Bertrán de Lis.
- The Report of the Board of Directors of 28<sup>th</sup> January 2020, justifying the proposal for the ratification and appointment by the General Shareholders meeting of Mr. Íñigo Meirás Amusco as executive Director, and the curriculum of Mr. Meirás Amusco.
- The Report of the Board of Directors of 28<sup>th</sup> January 2020, justifying the proposal for the ratification and appointment by the General Shareholders meeting of Ms. Pilar Platero Sanz as independent Director, and the curriculum of Ms. Platero Sanz.
- The Report of the Board of Directors of 10<sup>th</sup> February 2020, justifying the proposal for the appointment of Mrs. María Echenique Moscoso del Prado as executive Director, and the curriculum of Mrs. Echenique Moscoso del Prado.
- The Report of the Board of Directors, of 10<sup>th</sup> February 2020, justifying the proposal for the appointment of Ms. Lisa Anne Gelpey as proprietary Director, and the curriculum of Ms. Gelpey.

- The Report of the Board of Directors, of 10<sup>th</sup> February 2020, justifying the proposal for the appointment of Ms. Marie Ann D' Wit as proprietary Director, and the curriculum of Ms. D' Wit.

Each of the Reports of the Board of Directors, supporting the proposals of appointments, or when appropriate, the ratification and appointment of the said Directors, include the relevant proposals and/ reports from the Appointments and Remuneration Committee.

- Report-Proposal of the Appointments and Remuneration Committee of February 10<sup>th</sup>, 2020 and reasoned proposal of the Board of Directors of February 10<sup>th</sup>, 2020, on the new Policy on the Company Directors' Remuneration 2020-2022.
- 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.

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.grupologista.com/Shareholders and Investors"/"General Shareholders Meeting 2020"](http://www.grupologista.com/Shareholders%20and%20Investors/General%20Shareholders%20Meeting%202020)).

Additionally, up to the fifth day before the day on which their Meeting is to be held, or verbally during the holding of the meeting, shareholders may request information or clarification, or formulate in writing any questions which they consider pertinent, on the subjects of the Agenda and on the information available to the public which the Company would have provided to the Comisión Nacional del Mercado de Valores, since the last General Shareholders' Meeting held, and concerning the auditor's report.

For that purpose, shareholders may approach the Department of Services to Shareholders (Tel: +34 91 481 98 26, e-mail: <mailto:investor.relations@grupologista.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, this is, March 19<sup>th</sup> or 20<sup>th</sup>, 2020, depending on whether the Meeting is held on the first or second call, have recorded their shares against their names in the appropriate accounting register of book entries, and can demonstrate that either by means of the relevant attendance Card, sent by the financial entity member of Iberclear, in which their shares are deposited, or by means of the attendance Card sent by the Company (the 'Logista Card').

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 either in writing, by completing the form of delegation printed on the attendance Card, or electronically.

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 that 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 against them when it is a matter of subjects which are not included in the Agenda, but which are submitted to a vote in the General Shareholders' Meeting.

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 other Director 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 FROM A DISTANCE**

The Company's Board of Directors, conforming to the provisions of the 26th Article of the By-Laws and of Article 12 of the Regulations of the General Shareholders' Meeting, has agreed to authorize the exercise of rights of representation and early voting from a distance, 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 to vote before the General Shareholders' Meeting should consult the following sections of the corporate website ([www.grupologista.com](http://www.grupologista.com)) before the Meeting: "Shareholders and Investors"/"General Shareholders Meeting 2020"/"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, 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.

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

Shareholders who wish to grant proxy or to vote by post should complete the 'Delegation' or 'Voting' section as appropriate, and should sign the 'Logista Card' issued by the Company and send it for 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 proxy 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 proxy, 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@grupologista.com](mailto:investor.relations@grupologista.com)) to send it without charge.

Shareholders also have the option of granting proxy or of early voting from a distance, by using the card issued by the entity which has custody of the shares. The section entitled "Delegación a Distancia" must be completed and the 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 by 23 March 2020, before midnight. 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) Rules governing the relationship between the conferring of proxy and the casting of votes by remote communication

When a shareholder confers several proxies and/or casts several votes (whether electronically or by post), the last action taken (the granting of proxy or the 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, overloadings, 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**

In conformity with 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.grupologista.com](http://www.grupologista.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 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 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 [info.lopd@logista.es](mailto:info.lopd@logista.es), 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, February 20<sup>th</sup>, 2020

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