

## TO THE NATIONAL SECURITIES MARKET COMMISSION

Compañía de Distribución Integral Logista Holdings, S.A. (**the Company**), pursuant to the provisions of Article 228 of the Consolidated Text of the Law on the Securities Market, informs the National Securities Market Commission (CNMV) of the following

### RELEVANT FACT

The General Shareholders meeting of the Company, validly held on 16 March 2016, in first call, has approved each and every of the proposed resolutions submitted by the Board of Directors, in relation to the different points of the Agenda, and according to their full and literal text, which was referred to the National Securities Market Commission, last 9 February 2016, through relevant fact number 234745.

In particular, and according to the provisions of article 513 of the Capital Companies Law, the Company informs that the resolutions adopted by the General Shareholders Meeting, include the amendment of Article 6 of the Regulations of the General Shareholders Meeting of 4 June 2014, amended on February 17th, 2015, which is set out in the enclosed Annexe.

Also, pursuant to the provisions of article 528 of the Capital Companies Law, the General Shareholders' meeting has been informed of the amendments made to the Regulations of the Board of Directors of 16 December 2014, and of the approval of a new Consolidated Text, with the literal content that was submitted to the National Securities Market Commission, on 5th February 2016, through relevant fact number 234687

Leganés, 16 March 2016.

Compañía de Distribución Integral Logista Holdings, S.A.

## ANNEXE

### AMENDMENT OF ARTICLE 6 OF THE REGULATIONS OF THE GENERAL SHAREHOLDERS MEETING OF THE COMPANY OF 4 JUNE 2014, AMENDED ON 17 FEBRUARY 2015

#### "Article 6. Competences

1. *The shareholders at a General Shareholders Meeting shall decide the matters assigned thereto by law, the By-Laws, and these Regulations, and particularly regarding the following matters:*
  - a) *Approval of the annual accounts, allocation of profits, and GRUPO LOGISTA's management activities.*
  - b) *Appointment, re-election and removal of Directors, liquidators and accounts auditors, as well as the exercise of the Company's power to enforce liability against any of them.*
  - c) *Amendment of the By-Laws of GRUPO LOGISTA.*
  - d) *Any share capital increase or reduction or the issue of bonds within its competence, according to the Provisions set forth by Law and by the Company By-Laws, as well as the delegation to the Board of Directors of the power to do any increase, reduction or issuance, in which case it may also grant thereto the power to exclude or limit the right of preferential subscription, upon the terms established by law.*
  - e) *The transformation, merger, demerger or global transfer of assets and liabilities of GRUPO LOGISTA and the transfer of the corporate address abroad.*
  - f) *The transfer of essential activities until then undertaken by the Company itself to subsidiary entities, even if GRUPO LOGISTA maintains full ownership thereof. The essential nature of activities and operating assets will be presumed when the volume of the transaction exceeds 25% of the total assets on the Company's balance sheet;*
  - g) *The approval of the establishment of remuneration systems for GRUPO LOGISTA's Directors and senior officers, consisting of the delivery of shares or of*

*rights therein, or remuneration that takes as its reference the value of the shares.*

- h) The authorisation to the Board of Directors for the acquisition of any of its own shares.*
- i) GRUPO LOGISTA's dissolution.*
- j) Final liquidation balance approval.*
- k) Approval of transactions for the acquisition, disposition or contribution to another company of essential assets. The essential nature of the asset will be presumed when the amount of the transaction exceeds 25% of the assets appearing on the last balance sheet approved by the Company.*
- l) The approval of transactions which effect is equivalent to the liquidation of GRUPO LOGISTA.*
- m) The acquisition of assets during the time between the date of formalisation of its deed of incorporation or of its conversion to such corporate status and two years after its registration in the Commercial Registry if the amount of the acquisition is, at least, the 10% of the share capital of the Company, except if such acquisitions are included in the ordinary course of business of the Company or are conducted on an official secondary market or through public auction.*
- n) The approval and amendment of the Regulations for the General Shareholders Meeting.*
- o) The remuneration policy for Directors, on the terms established by law.*
- p) Any other matters stated by law or by the By-Laws.*

*The shareholders acting at a General Shareholders Meeting shall also decide any other matter submitted to them by the Board of Directors or by the shareholders as provided by law.*

*2. With the exception of the matters included in section 1 of this article, the General Shareholders Meeting is not authorised to give instructions to the Board of Directors or submit adoption by that body of decisions or resolutions regarding management matters to its authorisation."*