

## TO THE NATIONAL SECURITIES MARKET COMMISSION

Compañía de Distribución Integral Logista Holdings, S.A. (hereinafter, the Company), pursuant to the provisions of Article 227 of the Refunded Text of Law on the Securities Market, approved by Royal Legislative Decree 4/2015, of October 23<sup>rd</sup>, reports the following:

### OTHER RELEVANT INFORMATION

For the purposes of the provision of article 529 unciencies of Legislative Decree 1/2010, of 2 July, approving the revised text of the Corporate Enterprises Act (hereinafter, "LSC"), the Company informs the CNMV of the following related-party transactions, concluded between the Company and Imperial Tobacco Brands Plc, its majority shareholder or any of its affiliates (hereinafter, "Imperial"), as their estimated aggregated value for the last 12 months has exceeded the 2.5% of the Company's annual turnover, taking as reference the annual turnover published in the Company's latest available consolidated accounts:

- Date: 05/10/21. Transaction: Exclusive license agreement in Italy for the use of a commercial name. Counterparty: Imperial Tobacco Italia, Srl. Income: Free of charge.
- Date: 17/12/21. Transaction: Market analysis of convenience products in Spain. Counterparty: Imperial Tobacco International GMBH. Income: ██████████ €
- Date: 17/12/21. Transaction: Modification of the tobacco distribution contract to include distribution in duty free shops in Portugal. Counterparty: Imperial Tobacco International GMBH. Estimated income: ██████████ €
- Date: 03/02/22. Transaction: Agreement to guarantee vending machines availability. Counterparty: Imperial Tobacco Portugal SPPLC. Estimated income: ██████████ €
- Date: 31/03/22. Transaction: Services provision agreement for the identification of points of sales. Counterparty: Imperial Tobacco Portugal SPPLC. Estimated income: ██████████ €.
- Date: 31/03/22. Transaction: Market analysis of convenience products in Spain. Counterparty: Imperial Tobacco Portugal SPPLC . Estimated income: ██████████ €
- Date: 20/07/22. Transaction: Amendment to the Tobacco distribution Agreement. Counterparty: Imperial Tobacco Italia Srl. Estimated income: ██████████ €

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- Date: 20/07/22. Modification to the e-cigarettes distribution contract. Counterparty: Imperial Tobacco Italia Srl. Estimated income: ████████ €.
- Date: 20/07/22. Market analysis for tobacco products. Counterparty: Altadis, SAU. Estimated income: ████████ €.
- Date: 09/08/22. Distribution contract in Portugal for tobacco devices. Counterparty: Imperial Tobacco International GMBH. Estimated income: ████████ €.
- Date: 18/08/22. Amendment to the tobacco distribution contract in Portugal. Counterparty: Imperial Tobacco International GMBH. Estimated income: ████████ €.

In relation to the above mentioned transactions, the Company points out:

1. In accordance with the provisions of article 529 duovicies.4 a) of the LSC, and in accordance with the agreement of the Board of Directors of 22/07/2021, by which the Board delegated in the CEO the approval of related party transactions between affiliates of the same group in the field of ordinary management, under market conditions and up to a certain amount, the following transactions were approved by the CEO, and reported to the Audit and Control Committee in its first meeting after the approval, on the following dates:
  - Transaction: Exclusive license agreement in Italy for the use of a commercial name. Counterparty: Imperial Tobacco Italia, Srl. Reported to the Audit and Control Committee on 3/11/2021.
  - Transaction: Market analysis of convenience products in Spain. Counterparty: Imperial Tobacco International GMBH. Reported to the Audit and Control Committee on 02/02/2022.
  - Transaction: Provision of Services Agreement for the research of point of sales. Counterparty: Imperial Tobacco Portugal SPPLC. Reported to the Audit and Control Committee on 4/05/2022.
  - Transaction: Market analysis of convenience products. Counterparty: Imperial Tobacco Portugal SPPLC. Reported to the Audit and Control Committee on 4/05/2022.
2. In accordance with the provisions of article 529 ter.2, in relation to 529 ter.1 h) of the LSC, the following related transaction was approved by the CEO due to urgency reasons and was ratified by the Board of Directors in its first meeting after the adoption of the decision on the following date:
  - Transaction: Modification of the tobacco distribution contract in Portugal. Counterparty: Imperial Tobacco International GMBH. Ratified by the Board of

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Directors on 03/02/2022, prior the report of the Audit and Control Committee on 02/02/2022.

3. With regards to the other related party transactions included herein, the Audit and Control Committee, prior to the Board of Directors approval on the date indicated for each transaction, has issued a favorable opinion on all the following transactions, and the relevant reports are attached to this communication:
  - a) Agreement to guarantee vending machines availability. Counterparty: Imperial Tobacco Portugal SPPLC.
  - b) Amendment to the tobacco distribution agreement. Counterparty: Imperial Tobacco Italia, Srl.
  - c) Amendment to the e-cigarettes distribution agreement. Counterparty: Imperial Tobacco Italy Srl.
  - d) Market analysis of tobacco products. Counterparty: Altadis, SAU
  - e) Distribution Agreement tobacco devices in Portugal. Counterparty: Imperial Tobacco International GMBH.
  - f) Amendment to tobacco distribution agreement in Portugal. Counterparty: Imperial Tobacco International GMBH.

The Company expressly outlines that certain commercial information, which was taken into account in the reports, has been omitted in the view of the strictly commercial nature of the transactions carried out, and in protection of the Company's interests, as well as of the market competition.

In Leganés (Madrid), on August 19<sup>th</sup>, 2022

Compañía de Distribución Integral Logista Holdings

María Echenique Moscoso del Prado  
The Secretary of the Board of Directors



## AUDIT AND CONTROL COMMITTEE REPORTS ON RELATED-PARTY TRANSACTIONS (\*)

*(\*) Certain commercial data have been omitted, the publication of which could harm the interests of the Company and of the market competition*

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- Transaction 3 a): Agreement to guarantee vending machines availability. Counterparty: Imperial Tobacco Portugal SPPLC. Estimated income: ██████████ €. Date of the Audit and Control Committee Report: 2/02/2022.
  - *The Audit and Control Committee is asked to issue a report on a related party transaction, between Imperial Tobacco Portugal SPPLC – Sociedade de Unipessoal, Lda. (hereinafter, Imperial Portugal), regarding the contract of presence in our vending machines for 2022.*
  - *MIDSID annually negotiates all Channels (distribution) and visibility (Share of Facings) in Vending Machines Operated with main Tobacco Manufacturers. For 2022, MIDSID has reached an agreement with Imperial Portugal, to assure presence of their brands in ██████████ slots ██████████. The agreement settled a value per slot of ██████████, which represents an annual contract of ██████████ €.*
  - *Key contractual points:*
    - *1 year duration*
    - *Yearly fees per slot in market conditions;*
    - *Annual revenues: ██████████ €/year*

*The agreement has been negotiated in the ordinary course of the Company's business and has been agreed at arm's-length and in market conditions, attending to commercial conditions of third parties in similar contracts.*

*On that basis, the transaction is considered fair and reasonable for the Company and its shareholders other than the Imperial Brands group, and is favourably reported.*

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- Transaction 3 b): Amendment to the tobacco distribution agreement. Counterparty: Imperial Tobacco Italia Srl. Estimated income: ██████████€. Date of Audit and Control Committee Report: 20/07/22.

- *Authorization is requested to sign an Amendment to the Tobacco distribution agreement with Imperial in Italy ██████████.*

- *Key contractual points:*

- *Until September 2025, as per current Tobacco distribution agreement*
- *Application of Framework Fee (including T&T update), ██████████ as per current conditions. Such market Framework Fee is ██████████ applied for ██████████ in other distribution contracts already in place.*
- *Purchase with ██████████, as per current Tobacco distribution agreement*
- *Estimated economic sales of ██████████, with a turnover of ca. ██████████ along the three years contract duration*

- *Annex:*

*Framework Fee applied to ██████████ provides fee improvements linked to the increased distributed volumes. Framework Fee Table for year 2022, applicable based on the yearly sales level for each specific Product code, sets a distribution fee level which ranges from ██████████.*

*On this basis, on the understanding that the transaction is carried out under market conditions similar to those applied to other counterparties, the transaction is considered fair and reasonable for the Company and its shareholders, other than the Imperial group, and is favourably reported.*

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- Transaction 3 c): Amendment to the e-cigarettes distribution agreement. Counterparty: Imperial Tobacco Italia Srl. Estimated income: ██████████ €. Date of Audit and Control Committee Report: 20/07/22.

➤ *Authorization is requested to sign an amendment to the e-Cigarettes distribution agreement with Imperial in Italy ██████████.*

➤ *Key contractual points:*

- *Until September 2025, as per current e-Cig distribution agreement*
- *Application of the Fee structure included in the e-Cig distribution agreement linked to sales volumes, ██████████ as per current conditions. Such market Fee structure is aligned with the ones applied for ██████████ in other distribution contracts already in place.*
- *Purchase with ██████████ as per current eCig distribution agreement*
- *Unmarketable products responsibility of ██████████*
- *Estimated economic sales ca. ██████████ with ca. ██████████ turnover along the three years contract duration*

➤ *Annex:*

*In a theoretical scenario in which the ██████████ distributed volumes would be those estimated by Imperial, the resulting average margin per unit (other conditions unchanged) for the other contracts in place would be in a range of ca. ██████████ linked to the overall distributed volumes on other categories.*

*On this basis, on the understanding that the transaction is carried out under market conditions similar to those applied to other counterparties, the transaction is considered fair and reasonable for the Company and its shareholders, other than the Imperial group, and is favourably reported.*

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- Transaction 3 d): Market Analysis of tobacco products. Counterparty: Altadis, SAU. Estimated income: [REDACTED]. Date of the Report of the Audit and Control Committee: 20/07/22
  - *Authorization is requested to sign a contract for Insight Services in Spain (Market Analytics).*
  - *Key contractual points:*
    - *5 years duration, extendable annually thereafter.*
    - *On annual basis, the Service Fee will be updated according to the CPI, with certain corrections*
    - *Estimated turnover: [REDACTED]*
    - *Service scope: [REDACTED]*
  - *Annex:*
    - *The agreement has been negotiated on the ordinary course of the Company's business and has been agreed at arm's-length conditions.*
    - *The price of this agreement depends on the scope of the services. The average of similar agreements with other equivalent third parties is [REDACTED], depending on the level of detail of Panel.*

*On this basis, on the understanding that the transaction is carried out under market conditions similar to those applied to other counterparties, the transaction is considered fair and reasonable for the Company and its shareholders, other than the Imperial group, and is favourably reported.*



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➤ Transaction 3 e): Distribution Agreement in Portugal. Counterparty: Imperial Tobacco International GMBH. Estimated income: [REDACTED] Date of the Audit and Committee Report: 20/07/22.

➤ *Companhia Distribuição Integral Logista Portugal S.A. requests the authorization to sign a new agreement with Imperial Tobacco International GMBH [REDACTED].*

➤ *Key contractual points:*

○ *Duration until 31/12/2027*

○ *Application of a [REDACTED] as per current conditions with this manufacturer.*

○ *Purchase [REDACTED]*

○ *Estimated economic sales ca. [REDACTED] with a turnover of ca. [REDACTED] along the contract duration*

➤ *Annex:*

*The fixed margin applied to this [REDACTED] is [REDACTED]. The resulting average margin per unit for these proposals would be in a range of ca. [REDACTED].*

*On this basis, on the understanding that the transaction is carried out under market conditions similar to those applied to other counterparties, the transaction is considered fair and reasonable for the Company and its shareholders, other than the Imperial group, and is favourably reported.*

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- Transaction 3 f): Amendment to tobacco distribution agreement in Portugal. Counterparty: Imperial Tobacco International GMBH. Estimated income: [REDACTED]. Date of the Audit and Control Committee Report: 20/07/22

➤ *Companhia Distribuição Integral Logista Portugal S.A. requests the authorization to sign an Amendment to the tobacco distribution agreement with Imperial Tobacco International GMBH to include in its scope the distribution [REDACTED].*

➤ *Key contractual points:*

- *Duration until 31/12/2027*
- *Application of Framework Fee (including T&T update), [REDACTED] as per current agreement.*
- *Purchase [REDACTED], as per current Tobacco distribution agreement*
- *Unmarketable Products responsibility of [REDACTED]*
- *Estimated economic sales ca. [REDACTED], with ca. [REDACTED] turnover along the contract duration*

➤ *Annex:*

*The Framework Fee applied to [REDACTED], [REDACTED] which provides fee improvements linked to increased distributed volumes.*

*Framework Fee Table for distribution to wholesalers for year 2022, based on the yearly sales level, sets a distribution fee level which ranges, on average, [REDACTED]*

*Framework Fee Table for distribution to retailers for year 2022, based on the yearly sales level, sets a distribution fee level which ranges, on average, [REDACTED]*

*On this basis, on the understanding that the transaction is carried out under market conditions similar to those applied to other counterparties, the transaction is considered fair and reasonable for the Company and its shareholders, other than the Imperial group, and is favourably reported.*