



Report issued by the Board of Directors of Applus Services, S.A. to justify the appointment of a new Independent Director for the purposes of provisions of article 529 decies of Spanish Companies Act

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between this translation and the text of the original Spanish-language document, the text of the original Spanish-language document shall prevail.

I. Introduction and purpose of the report

This report is issued and approved by all members of the Board of Directors of Applus Services, S.A. (hereinafter “**Applus**” or the “**Company**”) at its meeting held on October 27, 2015, to justify the proposed appointment of a new independent member of the Board of Directors of Applus as an Independent Director.

In accordance with the fourth section of article 529 decies of Royal Legislative Decree 1/2010, of July 2, approving the Consolidated Text of the Spanish Companies Act (hereinafter, the “**Spanish Companies Act**”) (*Ley de Sociedades de Capital*), proposals to appoint or re-elect members of the Board of Directors correspond to the Appointment and Compensation Committee, if the appointment relates to Independent Directors, and to the Board in all other cases. Additionally, the fifth section of the aforementioned article sets forth that the appointment proposal must be accompanied, in any case, by a report issued by the Board justifying the appointment, assessing the competence, experience and merits of the proposed candidate, to be attached to the minutes of the general meeting or, as the case may be, of the board meeting.

To comply with this legal mandate, the Board of Directors subscribes the present report in connection with the appointment of Mr. Nicolás Villén Jiménez as member of the Board of Directors of the Company, as Independent Director. The purpose of Mr. Villén’s appointment is to cover the vacancy caused last May 5, 2015 by Mr. Josep Maria Panicello Primé’s resignation of his position as Director and member of the Audit Committee.

In accordance with best practices in corporate governance and, in particular, with article 6 of the Internal Regulations of the Board, the Board of Directors of the Company has undertaken an analysis of its current composition and needs. In this regards, it has assessed the convenience of appointing a new Independent Director, to reinforce, where necessary, the weight of Independent Directors, in accordance with the Unified Code of Good Governance of Listed Companies (*Código de Buen Gobierno de las Sociedades Cotizadas*) and best international practices in corporate governance.

For the requisite purposes, it is expressly noted that Mr. Villén’s appointment will be submitted to the consideration of the next General Shareholders’ Meeting.

II. Elegibility of the director

The Appointments and Compensation Committee, at its meeting held last May 5, 2015, set forth the requirements to be met, in its opinion, by the proposed candidate in terms of professional background and experience. In particular, the Committee determined that it would be highly advisable for the proposed candidate to have: (i) experience in the finance sector; (ii) experience as member of the Board of Directors of listed companies; and (iii) knowledge of the industry and of the business conducted by Applus and its group.

For the requisite purposes, it is expressly noted that the Appointments and Compensation Committee has taken the advice of a well reputed executive search company.

III. Profile of the director and assessment of his circumstances

Having analysed the curriculum vitae and professional career of Mr. Villén, the Appointments and Compensation Committee has considered Mr. Villén to be the ideal candidate to cover the vacancy caused by Mr. Panicello's resignation, in view of his substantial experience and professional career path, and his notable financial expertise.

Mr. Nicolás Villén Jiménez holds an Industrial Engineering degree from the University of Madrid, an MSc in Electrical Engineering from the University of Florida and an MBA from Columbia University in New York. In the past few years, Mr. Villén has worked for Ferrovial, where he has held the position of Chief Financial Officer (*Director General Económico-Financiero*) of the group, and of Chief Executive Officer of Ferrovial airports. He has also been a member of the Board of Directors of Ono, Cintra and Dinamia in Spain, Aer Lingus in Ireland, Budimex in Poland and BAA in the United Kingdom, among other companies.

Mr. Villén is currently an External Advisor of IFM Investors (Australian infrastructure fund) and Airports of Regions (Russian airport group), and Director at ACR Group and CLH.

Attached as Schedule hereto is a copy of Mr. Nicolás Villén Jiménez's curriculum vitae, providing greater detail.

IV. Category of the director

After analysing Mr. Villén's professional background, in accordance with the proposal made by the Appointments and Compensation Committee, the Board of Directors considers that Mr. Nicolás Villén meets the requirements of impartiality, objectivity, professional reputation, acknowledged solvency, competence and experience set forth in the Spanish Companies Act and in the Internal Regulations of the Board of Apphus to merit his appointment as Independent External Director.

Having verified that Mr. Villén meets the requirements set forth in article 529 duodecies of the Spanish Companies Act, the Board of Directors considers that he may perform his duties without being conditioned by his relations with the Company, its significant shareholders or its management.

For the requisite purposes, it is expressly noted that Mr. Villén has confirmed that he suffers no incompatibility for the exercise of the position of Independent Director, in accordance with the provisions of Act 3/2015, of March 30th, and other applicable state and regional regulations.

In Barcelona, October 27, 2015.

Schedule. Curriculum Vitae – Mr. Nicolás Villén

<<Mr. Villén's curriculum vitae follows in the Spanish version>>

Actualmente Asesor Externo de IFM Investors (fondo de infraestructuras de Australia) y de Airports of Regions (grupo de aeropuertos en Rusia), y Consejero en ACR Grupo y CLH.

CONSEJOS DE ADMINISTRACIÓN

- 2014- **Consejero** – ACR Grupo (Constructora y Promotora inmobiliaria – España)
- 2013- **Consejero** – CLH, S.A. (Compañía Logística de Hidrocarburos – España) – Cotizada en Bolsa de Madrid
- 2013-2015 **Consejero** – DINAMIA, S.A. (Capital Privado – España y Latam) – Cotizada en Bolsa de Madrid
- 2014-2015 **Consejero** – Aer Lingus plc (Línea Aérea de Irlanda) – Cotizada en Bolsa de Dublín y Londres
- 2006-2012 **Vicepresidente** – BAA, Ltd (Compañía de Aeropuertos del Reino Unido)
- 2003-2012 **Consejero** – AMEY plc (Conservación Integral de Infraestructuras e Instalaciones – Reino Unido)
- 1998-2009 **Consejero** – CINTRA, S.A. (Desarrollo y Gestión de Infraestructuras – España) – Cotizada en Bolsa de Madrid de 2004-2009
- 2006-2009 **Consejero** – INDIANA TOLL ROAD CONCESSION CO LLC (Indiana, US)
- 2005-2009 **Consejero** – SKYWAY CONCESSION CO LLC (Chicago, US)
- 2003-2009 **Consejero** – 407-ETR, Inc (Autopista de Peaje más grande del mundo – Canadá)
- 2006-2008 **Consejero** – ONO, S.A. (Operador de Telecomunicaciones de España)
- 2000-2003 **Consejero** – BUDIMEX, S.A (Construcción Polonia) – Cotizada en la Bolsa de Varsovia
- 1986-1990 **Consejero** – FARMAINDUSTRIA (Asociación Española de la Industria Farmacéutica)

EXPERIENCIA PROFESIONAL

- 2009-2012 **Consejero Delegado** – FERROVIAL AEROPUERTOS – Londres / Madrid
- 1993-2009 **Director General Económico-Financiero** – FERROVIAL – Madrid
- 1990-1992 **Consejero Delegado** – MIDLAND MONTAGU VENTURES - Madrid
- 1984-1990 **Consejero Delegado** – SMITH KLINE & FRENCH – Madrid
- 1982-1984 **Director Comercial** – ABBOT LABORATORIES – Madrid
- 1980-1982 **Director Financiero** – ABBOT LABORATORIES – Madrid
- 1976-1979 **Varias posiciones financieras** – CORNING GLASS WORKS – Corning-NY, Danville-VA, Paris

FORMACIÓN ACADÉMICA

- 1975-1976 **Master of Business Administration** – UNIVERSIDAD DE COLUMBIA, New York
- 1973-1974 **Master of Science, Electrical Engineering** – UNIVERSIDAD DE FLORIDA, Gainesville
- 1966-1972 **Ingeniero Industrial Superior** – UNIVERSIDAD POLITECNICA, Madrid

IDIOMAS: Español (lengua materna) – Inglés (bilingüe) – Francés (fluido)