

TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION

In accordance with article 227 of Act 6/2023, of 17 March, on Securities Markets and Investment Services and other applicable legislation, Amber EquityCo, S.L.U. (the “**Offeror**”) hereby provides the following

OTHER RELEVANT INFORMATION

14 March 2024

Reference is made to the voluntary and competing takeover offer for all the shares in Applus Services, S.A. (“**Applus**”) whose request for authorisation was filed by the Offeror with the Spanish National Securities Market Commission (the “**CNMV**”) on 14 September 2023 offering a consideration consisting of a cash price of EUR 9.75 per Applus share and subject to, among others, a minimum acceptance condition of the Offer of 96,805,600 Applus shares (which represent 75% of its share capital) (the “**Offer**”). The Offer was published as inside information on that date (registration number 1971) and improved by the Offeror on 2 February 2024 by increasing the price of the Offer to EUR 11 per Applus share and decreasing the minimum acceptance condition to 64,537,067 Applus shares (which represent more than 50% of its share capital). Likewise, the Offer was admitted for processing by the CNMV on 16 February 2024.

The Offeror hereby informs of the following in relation to the Offer:

1 **Antitrust authorisations**

The effectiveness of the Offer is not subject to obtaining any antitrust authorisation, insofar as all the antitrust authorisations to which the Offeror opted to make the Offer conditional pursuant to article 26 of Royal Decree 1066/2007, have been obtained, removed or proved not necessary.

1.1 Authorisations obtained

The effectiveness of the Offer was filed subject to the economic concentration resulting from the settlement of the Offer obtaining the authorisation (or deemed authorisation), without conditions, of the following competition authorities, having all been satisfied:

- 1.1.1 the authorisation by the Administrative Council of Economic Defence of Brazil (*Conselho Administrativo de Defesa Econômica*) was obtained on 31 October 2023;
- 1.1.2 the authorisation by the European Commission was obtained on 1 December 2023;
- 1.1.3 the authorisation by the General Authority for Competition of the Kingdom of Saudi Arabia was obtained on 17 December 2023;
- 1.1.4 the authorisation by the Federal Competition and Consumer Protection Commission of Nigeria was obtained on 8 January 2024; and
- 1.1.5 the authorisation by the Chilean National Economic Office of Chile was obtained on 19 January 2024.

1.2 Authorisations that are not conditions to the Offer

The effectiveness of the Offer was filed subject to the economic concentration resulting from the settlement of the Offer obtaining the authorisation (or deemed authorisation), without conditions, of the competition authorities indicated below, all of which have been fulfilled, removed or have lapsed:

- 1.2.1 The expiration or early termination of the applicable waiting periods pursuant to the United States of America's Hart-Scott-Rodino Antitrust Improvements Act of 1976. After the assessment of the information made available to the Offeror, the Offeror considers that such expiration or early termination is not necessary and, therefore, this condition for the effectiveness of the Offer has lapsed.
- 1.2.2 The authorisation (express or tacit) by the National Antitrust Authority of Canada (BCA) pursuant to the RSC Antitrust Defence Act of 1985. After the assessment of the information made available to the Offeror, it has been determined that such authorisation is not necessary and, therefore, this condition for the effectiveness of the Offer has lapsed.
- 1.2.3 The authorisation (express or tacit), or acknowledgment of receipt (in case of short-from notification), as applicable, of the Superintendence of Industry and Commerce of Colombia (SIC) pursuant to article 9 of Law 1340/2009. After the assessment of the information made available to the Offeror, it has been determined that such authorisation is not necessary and, therefore, this condition for the effectiveness of the Offer has lapsed.
- 1.2.4 The authorisation (express or tacit) by the Kuwait Antitrust Protection Agency under the provisions of the Antitrust Defence Law 72/2020. After the assessment of the information made available to the Offeror, the Offeror has determined that such authorisation is not necessary and, therefore, this condition for the effectiveness of the Offer has lapsed.
- 1.2.5 The authorisation (express or tacit) by the State Administration for Market Regulation of China pursuant to the Anti-Monopoly Law of the People's Republic of China. On 26 January 2024, this authority verbally informed the Offeror that the authorisation was no longer applicable due to a regulatory change effective as from 26 January 2024. Therefore, the Offeror considers that such authorisation is not necessary and, consequently, this condition for the effectiveness of the Offer has lapsed.
- 1.2.6 The authorisation (express or tacit) by the Angolan Competition Authority (*Autoridade Reguladora da Concorrência* – ARC) pursuant to the Angolan Competition Law (*Lei no. 5/18 de 10 de Maio*). After the assessment of the information made available to the Offeror, including the applicable thresholds and the non-material nature of the Applus Group's activities in Angola, the Offeror decided to remove the condition of the Offer consisting in obtaining this authorisation.

As a result, the Offer is not conditioned to obtaining any of the abovementioned antitrust authorisations.

2 Mandatory foreign investment authorisations

2.1 Spain

In accordance with article 7 bis of Law 19/2003, of 4 July, on the legal regime of capital movements and foreign economic transactions and on certain measures for the prevention of money laundering and Royal Decree 571/2023, of 4 July, on foreign investments, the acquisition by the Offeror and its shareholders of a stake in Applus as a result of the settlement of the Offer is subject to the prior authorisation from the Council of Ministers of the Government of Spain.

On 28 September 2023, the Offeror filed the relevant request for authorisation for foreign investment to the General Directorate for International Trade and Investment of the Ministry of Industry, Trade and Tourism.

On 17 October 2023, the Offeror was informed that the Spanish Ministry of Defence had requested for the Offeror to file an additional request for authorisation to the Ministry of Defence pursuant to article 18 of Royal Decree 571/2023, of 4 July, on foreign investments. This additional filing was submitted by the Offeror on 13 November 2023 before the General Registry of the Ministry of Defence.

The Offeror has obtained such authorisation without conditions from the Council of Ministers of the Government of Spain by virtue of the resolutions adopted at its meeting on 30 January 2024.

2.2 Other jurisdictions

The effectiveness of the Offer is not subject to obtaining any foreign investment regulatory authorisations to the extent that all foreign investment authorisations to which the Offeror opted to make the Offer conditional in accordance with the provisions of article 13.2.d) of Royal Decree 1066/2007 have been obtained.

After obtaining the relevant information, carrying out the appropriate assessments on foreign investments in jurisdictions other than Spain and assessing the materiality for the Applus Group's business of the jurisdictions where foreign investments authorisations could be required, as well as their relevance for the interests of the Offeror and any of the entities within its chain of control, the Offeror decided to condition the effectiveness of the Offer to obtaining the authorisation (or, as the case may be, a decision that the settlement of the Offer is not subject to authorisation) from the foreign investment authorities indicated above, all of which have been obtained:

2.2.1 Italy: the authorisation (or deemed authorisation) by the Presidency of Italian Council of Ministers (*Presidenza del Consiglio dei Ministri*) under Law Decree 15 March 2012, No. 21, as amended by Law 11 May 2012, No 56 (as updated and amended from time to time), or the declaration that the Offer is out of the scope of such regulations.

The Presidency of the Italian Council of Ministers confirmed on 27 October 2023 that the Offer is out of the scope of the regulations.

2.2.2 United Kingdom: the authorisation (express or tacit) by the United Kingdom Secretary of State for Business, Energy and Industrial Strategy under the UK National Security and Investment 2021 Act.

On 22 November 2023, the United Kingdom Secretary of State for Business, Energy and Industrial Strategy confirmed the Offeror in writing that no further action would be taken in relation to the Offer.

2.2.3 Denmark: the authorisation (express or tacit) by the Danish Business Authority (*Erhvervsstyrelsen*) under the Danish Investment Screening Act (Act no. 842 of 10 May 2021).

The authorisation by the Danish Business Authority was obtained on 4 December 2023.

2.2.4 United States:

- (i) the authorisation (or non-objection) by the Committee on Foreign Investment in the United States (“**CFIUS**”) under Section 721 of the Defence Production Act of 1950, as amended from time to time; and
- (ii) the elapsing of the 60-day pre-closing waiting period without formal opposition from the US Directorate of Defence Trade Controls of the US Department of State (“**DDTC**”), after which, pursuant to the International Traffic In Arms Regulations, Applus’ change of ownership resulting from the settlement of the Offer is deemed to be authorised by administrative silence.

The authorisation from CFIUS was obtained on 23 February 2024, whilst on 30 January 2024 the relevant 60-day pre-closing waiting period elapsed without the DDTC’s opposition.

2.2.5 France: the authorisation (or written confirmation that the investment is not subject to authorisation) by the Ministry for the Economy and Finance of France (*Ministère de l’Économie, des Finances et de la Souveraineté Industrielle et Numérique*) under Articles L.151-1 and R.151-1 of the French Monetary and Financial Code.

The authorisation from the Ministry for the Economy and Finance of France was obtained on 14 February 2024, subject to certain conditions which, as expressly set forth in the authorization and in accordance with French applicable law, are confidential.

As a result, the Offer is not conditioned to any foreign investment authorisations, since all the abovementioned conditions to the Offer have been satisfied.

3 Authorisation by the European Commission under Regulation (EU) 2022/2560 of the European Parliament and of the Council, of 14 December 2022 on foreign subsidies distorting the internal market

In accordance with article 13.2.d) of Royal Decree 1066/2007, the Offer is subject to obtaining the authorisation, without material conditions, from the European Commission in accordance with Regulation (EU) 2022/2560 of the European Parliament and of the Council, of 14 December 2022, on foreign subsidies distorting the internal market (the “**Foreign Subsidies Regulation**”).

On 7 November 2023, the Offeror submitted to the European Commission a draft of the relevant authorisation request. Following the discussions held with the European Commission on the content of such draft of the authorisation request, on 13 March 2024, and following the European Commission’s instructions, the Offeror submitted the relevant

authorisation request to the European Commission. Therefore, this condition has not been fulfilled and the effectiveness of the Offer remains subject to obtaining such authorisation.

The Offeror decided to subject the effectiveness of the Offer to obtaining this authorisation because it is considered material, taking into account the magnitude of the sanctions and the reputational damage that would entail for the Applus Group, the Offeror, any of the entities within its chain of control and the funds controlled or advised by any of the foregoing in the event of execution of the transaction resulting from the settlement of the Offer without having obtained such authorisation, as well as the relevance of the European market to the Applus Group's business.

The Foreign Subsidies Regulation allows for the settlement of an offer prior to obtaining clearance provided that (i) the concentration is notified without delay, and (ii) the acquirer does not exercise the voting rights attached to the securities in question or only exercises these rights to safeguard the full value of its investment until formal clearance is obtained.

4 Express waiver, with no material conditions, from certain public authorities to the change of control provisions in agreements entered into with Applus group entities

4.1 Express waiver, with no material conditions, from the Catalan Government (*Generalidad de Cataluña*)

The Offer was made subject to the Offeror obtaining the express waiver, with no material conditions, from the Catalan Government (*Generalidad de Cataluña*) in relation to the rights it may be entitled to exercise as a result of the indirect change of control in the share capital of IDIADA Automotive Technology, S.A. and LGAI Technological Center, S.A. that would occur as a consequence of the settlement of the Offer.

Such condition was satisfied pursuant to the confirmation letters addressed on 8 September and 10 October 2023 by the Catalan Government to Applus.

4.2 Express waiver, with no material conditions, from the Irish Road Safety Authority

The Offer was made subject to the Offeror obtaining the express waiver, with no material conditions, from the Irish Road Safety Authority to the right it may be entitled to exercise as a result of the indirect change of control in the share capital of Applus Inspection Services Ireland Limited that would occur as a consequence of the settlement of the Offer.

On 8 November 2023 the Irish Road Safety Authority confirmed Applus that, for the purposes of the relevant agreement, no indirect change of control would not be triggered as a consequence of the settlement of the Offer. Consequently, this condition was also satisfied.

As regards the materiality of these conditions, those waivers to any rights arising from a change of control were material because the lack of such waivers could have caused, if applicable, the termination of these contracts which are material for Applus business being the Ireland contract the largest of the *Automotive* division.

*English version for information purposes only.
Spanish version prevails.*

Amber EquityCo, S.L.U.

Mr Alexander Metelkin

Ms Linda Zhang