

*NOTICE. This document is an informative translation of an officially released Spanish-language document, provided for information 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.*



In accordance with the prospectus related to the sale and subscription offering and subsequent application for admission to trading of the shares of APPLUS SERVICES, S.A. (the "**Company**"), recorded in the official registries of the *Comisión Nacional del Mercado de Valores* on 25 April 2014, and in accordance with the provisions of section 82 of the *Ley 24/1988 de 28 de julio de 1988, del Mercado de Valores* (Spanish Securities Markets Act), the Company hereby communicates the following

### **RELEVANT INFORMATION**

Yesterday, having assessed the market conditions and upon completion of the bookbuilding period of the sale and subscription offering of the shares of the Company, addressed to qualified investors (the "**Offering**"), the Company, the Selling Shareholders and the Underwriters have agreed to set the final price for the Offering at €14.50 per share (the "**Offering Price**"), and the Company and the Underwriters (as identified in the prospectus) have executed an underwriting agreement in connection with the Offering.

The Offering Price is set within the indicative Offering Price Range established in the prospectus (between €13.25 and €16.25 per share) and it entails an initial capitalization for the Company, following the Offering, of €1,885 million.

In view of the foregoing, and in accordance with the provisions of the prospectus, the size of the Offering has been set as follows:

- (a) Subscription offering. It will comprise a total of 20,689,655 newly issued shares, with a par value of €0.10 each and with an issue premium of €14.40 per share, thus entailing a total disbursement for investors of €300 million. New shares issued in the subscription offering will represent 15.9% of the Company's share capital after the Offering.
- (b) Sale offering. It will comprise a total of 55,172,414 issued and existing shares of the Company, with a par value of €0.10 each, owned by the Selling Shareholder, Azul Finance, S.à r.l. (Lux), which in consideration for the sale will receive total proceeds of €800 million. The shares subject to the sale offering will represent 42.4% of the Company's share capital after the Offering.

The Company reminds, to both purchasers and subscribers in the Offering and future purchasers of shares, the information set out in the "Important Notice" included in the prospectus, which states (i) that the Group has incurred consolidated accounting losses in the 2011, 2012 and 2013 financial years; (ii) that the Group's consolidated balance sheet on 31 December 2013 includes intangible assets representing 55.4% of the total assets, which

*NOTICE. This document is an informative translation of an officially released Spanish-language document, provided for information 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.*



could be subject to potential impairments; and (iii) that the Group has established incentive plans for its senior management, which include cash- and share-based components, linked to the Company's listing and the future evolution of the Company's quotation price, the amounts and details of which are set out in the prospectus.

As indicated in the prospectus, on 7 May 2014 the Company's General Shareholders' Meeting appointed Mr. Christopher Cole as Independent Director and, on the same date, the Board of Directors appointed Mr. Christopher Cole as Chairman of the Board of Directors. Mr. Christopher Cole will discharge the duties of Non-Executive Chairman of the Company and will also chair the Supervisory Committee ("*Comisión Ejecutiva Delegada*"), in addition to other corporate duties. Mr. Christopher Cole's full profile and the details of companies he has held interests in during the past five (5) years are attached as Sole Annex to this Relevant Information statement.

Furthermore, on the same meeting dated 7 May 2014, the Company's General Shareholders' Meeting resolved, in accordance with the by-laws and the prospectus, as follows: (i) to set the remuneration of each of the Directors for the financial year ending 31 December 2014, at the annual amount of sixty thousand euro (€60,000); (ii) to set the remuneration of the Chairman of the Board of Directors at the annual amount of two hundred thousand euro (€200,000), which includes remuneration for all his corporate duties within the Applus Board of Directors (with the exception of his position in the Group Ethics Committee); and (iii) to set the remuneration of each of the Directors serving as members of the committees of the Board of Directors at twenty thousand euro annually (€20,000) for members of the Supervisory Committee (except for the Chairman of the Board) and twenty thousand euro annually (€20,000) for Directors serving as members of the Appointments and Compensation Committee, the Audit Committee and the Group Ethics Committee (with the exception of their respective Chairmen, who will receive thirty thousand euro (€30,000)). Moreover, the Company's General Shareholders' Meeting resolved to grant the Chairman of the Board of Directors, on an exceptional and non-recurring basis, Restricted Stock Units of the Company for a maximum amount of one hundred thousand euro (€100,000), which will be exchangeable into shares in the Company one year after the date of the Company's listing.

All of the foregoing is notified as relevant information for all appropriate purposes, on 8 May 2014.

**APPLUS SERVICES, S.A.**

NOTICE. This document is an informative translation of an officially released Spanish-language document, provided for information 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.



## SOLE ANNEX

### Biographical information

Below is a biography of Mr. Christopher Cole following the format included for the remaining Directors of the Company in the prospectus related to the sale and subscription offering and subsequent admission to trading of the Company's shares:

*Mr. Christopher Cole was born in 1946.*

*Mr. Cole holds a Degree in Environmental Engineering from Borough Polytechnic (University of South Bank) and is a chartered engineer in the United Kingdom. Mr. Cole also attended an INSEAD Executive Management Course in France in 1999.*

*Mr Cole founded WSP Group Plc, a professional services company, which was first listed on the London Stock Exchange in 1987. Mr. Cole was the CEO of the company until it merged with Genivar, Inc. in 2012, when he was appointed as executive chairman. Mr. Cole is currently the non-executive chairman of the merged entity, renamed WSP Global Inc. and listed on the Toronto Stock Exchange.*

*Currently, Mr. Cole is also the non-executive chairman of Ashtead Group Plc, senior independent director of Infinis Energy Plc and non-executive chairman of Tracsis Plc.*

### List of entities

The table below sets out all entities in which Mr. Christopher Cole has held shareholdings or has been appointed as member of the administrative, management or supervisory bodies at any time during the last five (5) years. This table follows the format followed for the remaining Directors of the Company in the prospectus related to the sale and subscription offering and subsequent admission to trading of the Company's shares.

| <b>Director</b>      | <b>Entity</b>      | <b>Sector</b>    | <b>Position / Title</b>       | <b>In office</b> |
|----------------------|--------------------|------------------|-------------------------------|------------------|
| Mr. Christopher Cole | WSP Global Inc.    | Consulting       | Non-executive chairman        | Yes              |
|                      | Ashtead Group Plc  | Real estate      | Non-executive chairman        | Yes              |
|                      | Infinis Energy Plc | Renewable energy | Senior non-executive director | Yes              |
|                      | Tracsis Plc        | Transportation   | Non-executive chairman        | Yes              |