



**PROPOSED RESOLUTIONS FOR THE GENERAL SHAREHOLDERS MEETING
OF APPLUS SERVICES, S.A. CONVENED FOR 29 AND 30 MAY 2019 ON FIRST
AND SECOND CALL, RESPECTIVELY.**

RESOLUTION REGARDING ITEM FIRST OF THE AGENDA

Review and approval of the Individual Annual Accounts and Management Report of Applus, as well as the Consolidated Annual Accounts of Applus and its subsidiaries and the Consolidated Management Report, for the financial year ended on 31 December 2018

Proposal:

“To approve the individual Financial Statements of the Company (balance sheet, profit and loss account, statement of changes in equity, cash-flow statement and notes) and Applus’ Management Report for the financial year ended on 31 December 2018, as well as the consolidated Financial Statements of the Company and its subsidiaries (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, cash-flow consolidated statement and consolidated notes) and Applus’ Consolidated Management Report for the financial year ended on 31 December 2018, which were drawn-up by the Board of Directors at its meeting held on 20 February 2019 and duly reviewed by the auditor of the Company.”

RESOLUTION REGARDING ITEM SECOND OF THE AGENDA

Review and approval of the consolidated non-financial information report for the financial year ended on 31 December 2018

Proposal:

“To approve the consolidated non-financial information report included in Applus’ Consolidated Management Report for the financial year ended on 31 December 2018.”

RESOLUTION REGARDING ITEM THIRD OF THE AGENDA

Approval of the proposed allocation of Applus' profits of the financial year ended on 31 December 2018

Proposal:

“To approve the following allocation of the result of the financial year ended 31 December 2018, as proposed by the Board of Directors at its meeting held on 20 February 2019:

BASIS OF ALLOCATION	Euro thousands
Profit for the year	31,997
TOTAL	31,997
DISTRIBUTION	Euro thousands
Dividend (gross amount of € 0.15 per share)	21,453
Unrestricted reserves	10,544
TOTAL	31,997

This dividend shall be paid out on 4 July 2019 through the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).

The Board of Directors is empowered, with express powers of substitution, to appoint the entity which shall act as paying agent and to undertake any other actions necessary or convenient to successfully pay the dividend.”

RESOLUTION REGARDING ITEM FOURTH OF THE AGENDA

Approval of the management and performance of the Board of Directors of Applus during the financial year ended on 31 December 2018

Proposal:

“To approve the performance and the management of the Board of Directors of Applus in the financial year ended on 31 December 2018.”

RESOLUTION REGARDING ITEM FIFTH OF THE AGENDA

Reelection of Deloitte, S.L. as external auditor of the Company and its consolidated Group for the financial year 2019

Proposal:

“At the proposal of the Audit Committee, to re-elect Deloitte S.L., with registered offices in Madrid, Plaza Pablo Ruiz Picasso, 1, (Torre Picasso), 28020, and Spanish tax identification number (N.I.F.) B-79104469, registered with the Madrid Commercial Register, at Volume 13,650, Sheet 188, Section 8, Page M-54414, and with the Official Register of Spanish Auditors (*Registro Oficial de Auditores de Cuentas de España - ROAC*) under number S-0692, as external auditor of Applus Services, S.A. and of its Consolidated Group for the year ending on 31 December 2019.”

RESOLUTION REGARDING ITEM SIXTH OF THE AGENDA

Amendment of Article 24 of the Company's By-laws (Composition of the Board of Directors)

Proposal:

“To amend section 1 of article 24 of the Company's By-laws (without altering the other sections included in that article), which shall have the following wording:

- 24.1 The Board of Directors shall be composed of a minimum of nine (9) and a maximum of twelve (12) directors, who shall be appointed or ratified at a General Shareholders' Meeting in accordance with Spanish Companies Act. The determination of the exact number of directors within the mentioned minimum and maximum limits shall be the purview of the General Shareholders' Meeting."

ITEM SEVENTH OF THE AGENDA

Reports on the amendments to the Regulations of the Board of Directors

This item is for information purposes only and it is not subject to vote. Two reports from the Audit Committee explaining the amendments to the Regulations of the Board of Directors (which are incorporated by reference herein) were made available to all shareholders when this General Shareholders' Meeting was officially called.

RESOLUTION REGARDING ITEM EIGHTH OF THE AGENDA

Determination of the number of members of the Board of Directors and ratification or appointment of directors

1. Determination of the number of members of the Board of Directors

Proposal:

"To establish at ten the number of members of the Board of Directors, within the limits fixed in the By-laws."

2. Ratification of the appointment of Ms. María José Esteruelas Aguirre as independent director

Proposal:

"To ratify the appointment of Ms. María José Esteruelas Aguirre (whose personal particulars are recorded in the Commercial Registry) as independent director, as agreed by the Board of Directors in the meeting held on 20 February 2019 at the proposal of the Appointments and Compensation Committee."

3. Ratification of the appointment of Ms. Essimari Kairisto as independent director

Proposal:

"To ratify the appointment of Ms. Essimari Kairisto (whose personal particulars are recorded in the Commercial Registry) as independent director, as agreed by the Board of Directors on 9 April 2019 at the proposal of the Appointments and Compensation Committee."

4. Appointment of Mr. Joan Amigó i Casas as executive director

Proposal:

"At the proposal of the Board of Directors and upon a favourable report from the Appointments and Compensation Committee, to appoint Mr. Joan Amigó i Casas as executive director."

RESOLUTION REGARDING ITEM NINTH OF THE AGENDA

Advisory vote regarding the 2018 Directors' Remuneration Annual Report

Proposal:

“To approve, by an advisory vote, the Director’s Remuneration Annual Report corresponding to year 2018, which was approved by the Board of Directors of the Company on 20 February 2019, at the proposal of the Appointments and Compensation Committee.”

RESOLUTION REGARDING ITEM TENTH OF THE AGENDA

Approval of new Directors' Remuneration Policy

Proposal:

“To approve, pursuant to the provisions of section 529 novodecies of the Spanish Companies Act and upon the favourable report from the Appointments and Compensation Committee, the new Directors’ Remuneration Policy for years 2019, 2020 and 2021 that is attached to this resolution.

It his hereby noted that, to the extent that the changes in this Directors’ Remuneration Policy with respect to the preceding one include remuneration systems based on the delivery of shares or rights over shares in the Company, those changes are also subject to a separate vote under item Eleventh of the Agenda.”

ANNEX TO RESOLUTION REGARDING ITEM TENTH OF THE AGENDA

Directors' Remuneration Policy

REMUNERATION POLICY OF THE DIRECTORS OF APPLUS SERVICES, S.A.

1. Duration of the policy

The Remuneration Policy will be in force during the present financial year 2019 and the following two years (2020 and 2021) unless an agreement amending or replacing such policy is passed by the General Shareholders' Meeting during its applicable period, in accordance with article 529 novodecies of the Spanish Companies Act.

2. Principles and grounds

The principles and grounds of the directors' Remuneration Policy of Applus, in their capacity as board members and for the performance of executive duties, focus on a remuneration based on market practices, capable of attracting, retaining and motivating the necessary talent in accordance with the characteristics of its industry and of the countries in which the Company operates in order to satisfy its business needs and to meet shareholders' expectations.

Likewise, according to article 27.2 of the Board of Directors Regulation of the Company, independent directors shall be eligible for remuneration as a reward for the dedication, qualification and responsibility that the office demands, however, this remuneration should not reach a level which compromises their independence.

In any case, the directors' remuneration provided for in this Remuneration Policy will be reasonably proportionate to the importance of the Company, the economic situation and the market standards of comparable companies. Furthermore, the remuneration system is oriented towards the promotion, in the long-term, of the profitability and sustainability of the Company and it incorporates the necessary cautions to avoid an excessive assumption of risks and the reward of unfavourable results.

3. Remuneration for directors, in their condition as such

The office of director of the Company is remunerated. In general, such remuneration comprises a fixed annual amount, as follows:

- (i) The maximum amount of the annual remuneration for the Board of Directors as a whole, in their capacity as board members (as fixed amount), will be approved by the General Shareholders' Meeting. If such sum is not set by the General Shareholders' Meeting, the amount will be the same as that set for the preceding year.

- (ii) The Board of Directors will set the specific remuneration for each director, in his/her condition as board member (as fixed amount), taking into account the functions and responsibilities attributed to each director, if they sit in Board committees and any other objective circumstances that may be deemed relevant.

Notwithstanding the above, proprietary and executive directors shall not receive any remuneration for sitting on the Board of Directors or any other committee of the Board of Directors.

The maximum amount the Company can pay to the directors, as fixed annual amount, in their capacity as board members, for each financial year in which this Policy is in force, shall not exceed EUR 1,500,000. This amount aims to grant the Board of Directors with certain leeway should it be necessary to increase the number of Board members while this Policy is in force. In addition, directors will be reimbursed for travel, accommodation and any other expenses incurred due to attendance to Board of Directors and Committees meetings, as long as they are duly justified.

The Company has entered into a civil liability insurance policy for its directors on market conditions.

4. Directors' remuneration for the performance of executive duties

Pursuant to article 27.1 of the Board of Directors' Regulation, remuneration comprising the delivery of shares of the Company or of its group companies, share options or other share-indexed instruments, variable payments indexed to the Company's performance or membership of pension schemes will be confined to executive directors. Deductions should be made to remuneration linked to Company earnings in line with any qualifications stated in the external auditors' report that reduce such earnings.

As of this date, Mr. Fernando Basabe Armijo (the "CEO") and Mr Joan Amigó i Casas (the "CFO") are the only members of the Board of Directors performing executive functions in the Company.

4.1 Fixed remuneration

The fixed remuneration to be paid to the CEO (with effect from January 1, 2019) amounts to EUR 750,000. During the term of this Remuneration Policy, said amount may be increased with reference to the Consumer Price Index or any other index which may substitute it in the future.

Furthermore, the CEO of the Company shall receive other benefits as remuneration in kind, at a maximum cost equal to 10% of the fixed remuneration in cash. In addition, the Company will annually contribute to the CEO's pension scheme an amount equal to the difference between the referred 10% of the fixed remuneration and the cost of the actual benefits received by the CEO in said year.

The fixed remuneration of the CFO (with effect from January 1, 2019) amounts to EUR 267,343.

Furthermore, the CFO of the Company shall receive other benefits at a maximum cost equal to EUR 35,080, which may among other items include a pension scheme contribution at the discretion of the director.

The CFO of the Company shall also annually receive rights over Applus shares called *restricted stock units* (“**RSUs**”) in compliance with the arrangements previously agreed in his employment contract with the Company. The annual number of RSUs to be delivered thereto shall be the result of dividing EUR 58,333 between the average quote value of the Applus shares during the thirty days prior to the granting of the RSUs. The RSUs shall be delivered every years immediately following the date on which the Board of Directors approves the annual results of Applus. Each RSU shall be vested into one share of Applus on the third anniversary of the date on which it was awarded.

4.2 *Variable remuneration*

The variable remuneration for the executive directors comprises: (i) a variable annual amount both in cash and by means of the delivery of RSUs, linked to achieving targets; and (ii) a long term incentive plan, payable by means of the award of *performance stock units* (“**PSUs**”) and also linked to achieving targets.

- (i) The executive directors’ variable annual remuneration will be linked to achieving targets (65% based on the Group’s adjusted operating profit and 35% based on its adjusted operating cash flow).

The amount of this remuneration item will be calculated as follows:

- For the CEO, the variable amount will be increased by 2% for every increment of 1% achieved in excess of the targets, up to a maximum of 150% of the variable base target, which is established as 80% of the fixed remuneration paid in cash (that is, EUR 600,000). 62.5% of the variable remuneration to be received shall be paid in cash and the remaining 37.5% through the delivery of RSUs. For the sake of clarity, for instance, on the basis of the abovementioned criteria, if one year the amount of the remuneration to be received matches the variable base target (EUR 600,000), EUR 375,000 would be received in cash and EUR 225,000 in RSUs. On the other hand, the variable remuneration will be reduced by 5% for every decrease of 1% on the targets.
- For the CFO, the variable amount will be increased by 2% for each increment of 1% achieved in excess of the targets, up to a maximum of 200% of the variable base target, which is established as 70.6% of the fixed remuneration paid in cash (that is, EUR 188,753). 50% of the variable remuneration to be received shall be paid in cash and the remaining 50% through the delivery of RSUs. For the sake of clarity, for instance, on the basis of the abovementioned criteria, if one year the amount of the remuneration to be received matches the variable base target (EUR 188,753), EUR 94,376 would be received in cash and EUR 94,376 in RSUs. On the other hand, the variable remuneration will be reduced by 5% for every decrease of 1% on the targets.

The basis for the calculation of the RSUs to be delivered to each executive director will be the average market value of Applus shares during the 30-day period prior to the date of delivery of the RSUs.

The RSUs will be delivered every year on the date of approval by the Board of Directors of Applus' annual results and the amount of each executive director's annual variable remuneration.

Each RSU shall be vested into one share of Applus within a three-year period as from the date they were awarded, on a 30% basis for the first two years and a 40% basis for the last year. The RSUs might also be vested in advance under certain circumstances.

The Company shall be entitled to claim the return of the RSUs delivered to the executive directors (or, if already exchanged for shares, the vested shares) or an equivalent cash amount if the information upon which basis they were granted is subsequently proven to be inaccurate.

- (ii) The long term incentive plan (which started in 2016 under the then applicable Remuneration Policy) involves the annual receipt of PSUs by the executive directors, each one exchangeable for one share of the Company in accordance with the vesting schedule referred to below.

Each executive director will receive the following number of PSUs:

- The CEO will annually receive PSUs equal to, in principle, 60% of his fixed remuneration,
- The CFO will annually receive PSUs equal to, in principle, EUR 58,333.

However, depending on the degree of achievement of the parameters set forth below, such amounts may finally fluctuate as set forth below.

The value of each PSU will be equivalent to the average quote value of a share in the Company during the thirty days prior to the granting of the PSUs.

The PSUs will be granted every year on the date of approval by the Board of Directors of Applus' annual results. The number of PSUs to be delivered to the CEO may be adjusted over the course of the year if his fixed remuneration is modified. Notwithstanding the latter, the day of delivery of the additional PSUs shall be considered as the date of approval of the corresponding annual results.

The PSUs awarded in each year shall be vested into shares within a three-year period as from the day they were awarded provided that certain parameters regarding total shareholder return and adjusted earnings per share reported by Applus, as set out below, are met. The number of PSUs that will be vested will have a value between 0% and 120% of the fixed remuneration of the CEO and between 0% and 200% of the aforementioned amount of EUR 58,333 in the case of the CFO, depending on the degree of compliance with such parameters during the three years prior to the vesting,

so as to ensure that the vesting reflects the professional performance of the executive directors during each three-year period.

In particular, the vesting of PSUs will be based on the following quantitative parameters:

- a) A target based on relative total shareholder return (“**TSR**”) within a three-year period, where the Company’s TSR will be compared with an unweighted index composed of a group of peer companies within the testing, inspection and certification industry.

This parameter will represent 40% of the total PSUs granted each year.

In particular, within this 40%, 50% of PSUs will be vested should the TSR performance be equal to the index and 200% of PSUs will be vested should the TSR performance be 5% greater on an annual cumulative basis than the index. Between the index and the TSR value that gives right to vest 200% of PSUs, there will be a straight line vesting between such two values. As a result, 100% of PSUs will be vested should the TSR performance be 1.67% greater than the index.

If the TSR performance is below the index, no PSUs will vest for this parameter.

- b) A target regarding adjusted earnings per share (“**EPS**”) accumulated within a three-year period.

This parameter will represent 60% of the total PSUs granted each year.

The Board of Directors will set specific thresholds for this EPS target at which 50%, 100% and 200% (within the 60% this parameter represents) of target PSUs will be vested. The maximum number of PSUs that will be vested will be 200% of the target PSUs.

If the EPS performance is below the specific threshold that gives right to vest 50% PSUs, no PSUs will vest for this parameter.

If accredited inaccuracies in the data taken into account for the purpose of awarding the PSUs are observed, mechanisms will be implemented so that the Company may claim the refund of the amount corresponding to the relevant PSUs, net of any withholding, taxes or fees, effectively received by each executive director.

Likewise, the PSUs might vest early under certain circumstances.

4.3 Main terms and conditions of the executive directors’ contracts

The essential terms and conditions of the executive directors’ contracts are, apart from those relating to their remuneration, the following:

- (i) Duration: the executive directors’ contracts are of indefinite term.

- (ii) Exclusivity: while they perform executive duties, the executive directors may not hold any direct or indirect interest in any other business or activity which may represent a conflict of interests in relation to the Company's obligations and liabilities or in relation to its activity and that of the Applus Group.
- (iii) Termination: the executive directors' contracts may be terminated, at any moment, at the request of the corresponding executive director or the Company, provided that it is notified in writing to the other party. Six months' advance notice must be provided in the case of the CEO and three months' notice in the case of the CFO. If one of the executive directors or the Company fully or partially breaches the advance notice obligation, the other party would be entitled to an indemnity equal to the fixed remuneration of the relevant executive director relating to the duration of the breached advance notice period.

The CEO is not entitled to any compensation as a result of the termination of his contract, except for the provisions contained in the non-competition agreement.

The CFO –in compliance with the arrangements previously agreed in his employment contract with the Company– is entitled to compensation (net of taxes) equivalent to twice the total net monetary remuneration received in the year prior to the termination of his contract in the case of (i) termination of the contract in any form at the decision of the Company, except in cases of dismissal on disciplinary grounds ruled fair by the competent employment courts in a final judgment and (ii) termination of the contract at the decision of the CFO, whatever the form or grounds thereof, except in cases of resignation or voluntary severance without grounds.

- (iv) Post-contractual non-competition agreement: the executive directors shall not compete against the Company or any Applus Group company.

The non-competition commitment assumed by the CEO shall have a duration of two years following the termination of his contract. Competition shall be understood as the provision of any kind of services, on his own behalf or on behalf of a third party, whether it entails executive duties or mere advisory duties, or the direct or indirect promotion of the incorporation of companies and entities that will develop a competing business, as well as equity stake in these companies or entities. For these purposes, a competing business shall be deemed as any activity that, at the time of termination of the CEO's contract, is being developed by any company belonging to the Applus Group in a certain territory or it is scheduled to start being developed in a certain territory within the 12 months following the termination of the CEO's contract. Likewise, the CEO will not recruit or participate in the recruitment (for himself or for the entity which he represents or in which he performs his activities) of employees who, at the date of termination of his contract or in the preceding twelve months, form part or have formed part of the Applus Group's workforce.

As consideration, upon such termination (whether at the request of the CEO or the Company), the CEO shall be entitled to receive an amount equal to the double of the fixed annual remuneration received in cash in the last year prior to the termination of

the contract, that will be paid for the 24-month period following such termination by means of 24 equal installments. The referred amount shall be reduced by the sum that, as the case may be, the Company would have to grant the CEO as legal compensation—which might result from the enforcement of the applicable law—for the termination of the contract, so that the total amount to be received by the CEO once the contract has been terminated does not exceed, in any case, the double of the fixed remuneration that he received in the last year prior to the termination of the contract. Such reduction would be equally apportioned among the monthly payments pending to be paid.

Should the CEO breach this commitment and compete with the Company or any company within the Applus Group, he shall return the amounts paid by the Company as compensation for this non-compete agreement.

In turn, the post-contractual non-competition commitment assumed by the CFO shall have a duration of one year following the termination of his contract. Competition shall be understood as directly or indirectly carrying out the following activities or actions, on his own behalf or on behalf of a third party: (a) producing, supplying, distributing or marketing the same or similar products or services as the Applus group is supplying or plans to supply at the time of termination of the contract; (b) making offers, proposals, seeking or addressing or inducing to contract natural or legal persons in respect of which the CFO is aware that Applus, its subsidiaries or its affiliates have provided goods or professional services thereto at any time during the two years prior to the date of termination of the contract, or are negotiating with Applus or any other company of the Applus Group the performance of activities or services for said Group company at the aforementioned date of termination of the contract; or (c) in relation to persons who at the date of termination of the contract or during the six months prior thereto are contracted by Applus or any company of the Applus Group, making offers or proposals or inducing or requesting them to leave Applus or any company of the Applus Group, or contracting them or employing them through another person or procuring that they are contracted by another person who carries on businesses that are in competition with any of the businesses of the Applus Group.

As consideration and in compliance with the arrangements previously agreed in his employment contract with the Company, upon such termination (whether at the request of the CFO or the Company), the CFO shall be entitled to receive an amount equal to 50% of the fixed annual remuneration he is receiving at the date of termination of his contract, which shall be paid in 12 equal monthly installments following such termination. Should the CFO breach this commitment, he shall return the amounts paid by the Company as consideration for this non-compete agreement and he shall pay the Company a compensation in an equivalent amount (that is, 50% of the fixed annual remuneration he is receiving at the date of termination of his contract).

RESOLUTION REGARDING ITEM ELEVENTH OF THE AGENDA

Approval of the delivery to the new executive director of shares or rights over shares under the existing remuneration plans for senior managers

Proposal:

“To approve, pursuant to the provisions of section 219 of the Spanish Companies Act, as well as article 25.6 of the By-laws of Applus Services, S.A., the delivery to the new executive director appointed under Item Eight above of Company shares or rights over Company shares under the following remuneration systems:

1. The fixed annual remuneration payable in *restricted stock units* described in section 4.1 of the Directors' Remuneration Policy approved under Item Tenth above.
2. The variable annual remuneration partially payable in *restricted stock units* described in section 4.2(i) of the Directors' Remuneration Policy approved under Item Tenth above.
3. The Long-term Incentive Plan involving the delivery of *performance stock units* described in section 4.2(ii) of the Directors' Remuneration Policy approved under Item Tenth above.

It is hereby acknowledged that the new executive director already benefitted from the three above-mentioned remuneration systems as Chief Financial Officer of the Company.”

RESOLUTION REGARDING ITEM TWELFTH OF THE AGENDA

Approval of the maximum amount of the directors' remuneration for the financial year ending on 31 December 2019

Proposal:

“For the purposes of article 217.3 of the Spanish Companies Act and article 25.2 of Applus' By-laws, it is agreed to set in ONE MILLION FIVE HUNDRED THOUSAND EUROS (€1,500,000) the maximum amount of the annual remuneration of the independent directors in their condition as such. Said amount shall be applicable for the year 2019 and will remain in force as long as the General Shareholders' Meeting does not agree to amend it, and it may be reduced by the Board of Directors in accordance with the provisions included in the referred article of Applus' By-laws.

According to said article of Applus' By-laws, the Board of Directors shall be responsible for the distribution of the exact amount payable to each Director taking into consideration the roles and responsibilities of each independent director on the Board and each of its Committees.”

RESOLUTION FOR ITEM THIRTEEN OF THE AGENDA

Delegation of powers to formalize and implement the resolutions adopted by the General Shareholders' Meeting

Proposal:

“**First.**-To delegate to the Board of Directors the broadest possible powers, including the power to delegate all or part of the powers received to a supervisory committee or to one or more managing directors (*consejeros delegados*), that may be necessary to supplement, construe, develop, clarify, specify, perform and remedy any of the resolutions approved by the General Meeting, and for the purpose of meeting any legal requirements necessary for the enforceability thereof. The power to remedy shall encompass the power to make any modifications, amendments and additions as may be necessary or convenient as a result of any objections or observations made by the regulatory authorities of the securities markets, Stock Exchanges, the Commercial Register and any other competent public authority in connection with the resolutions approved herein.

Second.-To delegate jointly and severally to each member of the Board of Directors, the Secretary Non-Director and the Vice Secretary Non-Director the necessary powers to raise to public deed the above corporate resolutions, to appear before a Notary Public and to execute on behalf of the Company any public deeds as may be necessary or convenient in connection with the resolutions approved by the General Shareholders' Meeting, and to register any resolutions subject to registration, in full or in part, including powers relating to the deposit of the financial statements and other documentation, with the ability to execute these purposes all kinds of public or private documents, or rectify the resolutions.”