



Report issued by the Appointments and Compensation Committee of Applus Services, S.A. with regard to the proposal to re-elect Ms. María José Esteruelas Aguirre and Ms. Essimari Kairisto as Independent Directors of the Company, and Mr. Joan Amigó i Casas as Executive Director of the Company

I. Introduction and purpose of the report

This report is prepared and approved by the Appointments and Compensation Committee ("A&C Committee") of Applus Services, S.A. (hereinafter "Applus" or the "Company"), in accordance with the provisions of article 529 decies of the Spanish Companies Act and articles 14.1 and 16 of the Regulations of the Board of Directors of Applus, in connection with the proposal to re-elect Ms. María José Esteruelas Aguirre and Ms. Essimari Kairisto as Independent Directors of the Company, and Mr. Joan Amigó i Casas as Executive Director of the Company.

This report also includes an analysis of the Board needs to have the abovementioned Directors re-elected as Board members, in accordance with Recommendation 14 of the Spanish Good Governance Code of Listed Companies (*Código de Buen Gobierno de las Sociedades Cotizadas*).

It is expressly stated that the proposals for re-election of Ms. Esteruelas, Ms. Kairisto and Mr. Amigó must be submitted to the next General Shareholders' Meeting for its approval. To this effect, and as provided for in article 518 of the Spanish Companies Act and article 8 of the Regulations of the General Shareholders' Meeting of Applus, this report must be made available to the shareholders at the Company's registered office and published uninterruptedly in the corporate website of the Company as from the date of the announcement of the calling until the holding of said General Shareholders' Meeting.

II. Analysis of the Board of Directors needs

The Board of Directors of the Company is currently composed by nine directors, within the range of nine to twelve members established in the Bylaws. The mandate of three of them, Ms. Esteruelas and Ms. Kairisto and the Executive Director Mr. Joan Amigó i Casas, will expire at the 2023 General Shareholders' Meeting. It is therefore necessary to decide on their possible re-election on the basis of the needs.

The A&C Committee has analysed the current composition of the Board of Directors and its needs, as well as the performance of these three Directors in the exercise of their duties. On the one hand, the A&C Committee has considered that the Board of Directors has the necessary size to achieve an efficient and participatory operation, and that its composition adequately complies with the principles of balance, experience and diversity established in the Applus Directors' Selection Policy. On the other hand, it has been assessed that these three Directors have performed their duties to date in a fully satisfactory manner and that their contribution to the Board has been very valuable. Accordingly, the A&C Committee has concluded that the re-election of the aforementioned three Directors

adequately meets the needs of the Board and maintains the diversity, experience and balance of skills within the Board.

In particular, the A&C Committee has considered that all of them count with recognised prestige, competence, experience and professional knowledge adequate for the exercise of their function and with sufficient time availability for the dedication and commitment necessary for the performance of the functions of their positions.

III. Profile of the Directors and assessment on their circumstances

(1) Ms. María José Esteruelas Aguirre

a) Profile

Ms. Esteruelas is an Electrical Industrial Engineer by ICAI (Madrid). She holds a Master in Operations Management from the Instituto de Empresa (Madrid) and has coursed a General Management Programme from IESE (Madrid).

Ms. Esteruelas currently serves as Director of Energy at Ferrovial Construcción, a position she holds since February 2021.

Most of her career has been developed at Abengoa, which she joined in 1997, performing a variety of senior positions in several companies, becoming General Director for America in charge of all subsidiary companies in the continent and integrating the Executive Committee. Previously she was CEO of the Energy Division and formerly Operations and Concessions Director in Latin America.

From July 2014 to December 2017, she was member of the Atlantica Yield Board of Directors appointed by Abengoa.

She was appointed member of the Board of Directors of Applus on 20 February 2019. She is also a member of this A&C Committee and of the Environmental, Social and Governance Responsibility Committee (ESG Committee) of Applus.

b) Assessment

Ms. Esteruelas has a high level of international experience and knowledge in the energy sector.

Ms. Esteruelas has attended all meetings of the Board of Directors, the A&C Committee and the ESG Committee in the past year (2022), as well as their preparatory work and sessions.

Ms. Esteruelas meets the conditions of impartiality, objectivity, professional prestige, competence and experience required to continue as a member of the

Board of Directors of Applus, and the A&C Committee has verified that she has sufficient time availability for the proper performance of her duties as Director of Applus. Furthermore, in accordance with the Applus Directors' Selection Policy, the A&C Committee has taken into account that she is a professional of integrity, whose conduct and professional career is aligned with the principles set out in the Ethic Code of Applus.

In view of the outstanding experience and professional career, merits and performance of Ms. Esteruelas in her position to date, as well as the analysis of the needs of the Board of Directors, the A&C Committee considers adequate her re-election as member of the Board of Directors.

Consequently, the A&C Committee formally proposes the re-election of Ms. Esteruelas as member of the Board of Directors of the Company and of its Appointments and Compensation and ESG Committees.

c) Category of the Director

Having verified that Ms. Esteruelas meets the requirements established in article 529 duodecies of the Spanish Companies Act, the A&C Committee considers that Ms. Esteruelas may perform her duties without being conditioned by her relationships with the Company, its significant shareholders or its executives, and consequently assigns her the category of Independent Director.

(2) Ms. Essimari Kairisto

a) Profile

Ms. Kairisto has a diploma in Business Administration from the University of Fachhochschule Bielefeld (Germany).

Ms. Kairisto was Chief Financial Officer (CFO) of Hochtief Solutions from 2013 to 2016, previously held several executive positions at Sasol Germany GmbH (a subsidiary of Sasol Limited) from 2007 to 2013 as Managing Director and CFO, and previously held senior executive positions at the energy group RWE from 2002 to 2007 where she was, among others, Managing Director and CFO of its then subsidiary Lahmeyer International GmbH.

Ms. Kairisto started her professional career at Treuhandanstalt (the agency created for the privatisation of public enterprises in the former German Democratic Republic) and subsequently worked at Schlumberger until 2001 where she moved through several companies and senior positions in the commercial, financial and

audit and control areas.

She currently holds the position of non-executive director of the listed company Fortum OYJ (Finland), she is also a member of the Supervisory Board of Freudenberg & Co (Germany), and is an independent director of Iveco Group N.V. and Chairman of its Audit Committee.

She was appointed Director of Applus on 9 April 2019. She is also a member of the Audit Committee of Applus.

b) Assessment

Ms. Kairisto has a high level of international experience and expertise in the financial and consulting field, and in particular, she has an extensive knowledge and experience in the areas of supervision, finance, energy, technology and risk management.

Ms. Kairisto has attended, present or duly represented, all meetings of the Board of Directors and the Audit Committee in the past year (2022), as well as the work and preparatory sessions thereof.

Ms. Kairisto meets the conditions of impartiality, objectivity, professional prestige, competence and experience required to continue as a member of the Board of Directors of Applus, and the A&C Committee has verified that she has sufficient time availability for the proper performance of her duties as Director of Applus, having taken into consideration her positions on the abovementioned boards of directors. Furthermore, in accordance with the Applus Directors' Selection Policy, the A&C Committee has taken into account that she is a professional of integrity, whose conduct and professional career is aligned with the principles set out in the Ethic Code of Applus.

In view of the outstanding experience and professional career, merits and performance of Ms. Kairisto in her position to date, as well as the analysis of the needs of the Board of Directors, the A&C Committee considers adequate her re-election as member of the Board of Directors.

Consequently, the A&C Committee formally proposes the re-election of Ms. Kairisto as member of the Board of Directors of the Company and of its Audit Committee.

c) Category of the Director

Having verified that Ms. Kairisto meets the requirements established in article 529 duodecies of the Spanish Companies Act, the A&C Committee considers that

Ms. Kairisto may perform her duties without being conditioned by her relationships with the Company, its significant shareholders or its executives, and consequently assigns her the category of Independent Director.

(3) **Mr. Joan Amigó i Casas**

a) Profile

Mr. Amigó was appointed Chief Executive Officer (CEO) of the Applus Group, replacing Mr Fernando Basabe with effect from 28 June 2022. Previously, he was the CFO of the Company since 2007, joining the Board of Directors in 2019.

He started his professional career at Price Waterhouse Coopers in 1991 as external auditor. In 1994 he started working at Bimbo, a large consumer company in Spain and Portugal, where he held several management positions: Vice President and Chief Financial Officer, Shared Services Financial Manager, Controller and Head of Internal Audit. In 2006 he was appointed Vice President of Financial Planning and Control of the European division of Sara Lee Bakery.

Mr. Amigó holds a degree in Economics from the Universidad Autónoma of Barcelona and has coursed an Executive Development Program at IESE, a Global Business Strategy Program at Wharton, University of Pennsylvania, and an Advance Management Program at ESADE.

b) Assessment

The A&C Committee values very positively the experience and knowledge of the Applus Group's business and operations, both nationally and internationally, that Mr. Amigó has acquired throughout his career as CFO and CEO.

Mr. Amigó has attended all the meetings of the Board of Directors in the past year (2022), as well as the preparatory work and sessions for these meetings.

Mr. Amigó was essential for the listing of the Company, its deep transformation and the refinancing of the Group's debt. Moreover, he has been one of the key figures behind the 2022-2024 Strategic Plan presented to the market in November 2021, the implementation of which he has promoted with strength and success since his appointment as CEO of Applus.

It should be noted that, in accordance with the Applus Directors' Selection Policy, the A&C Committee has taken into account that Mr. Amigó is a professional of integrity, whose conduct and professional career is aligned with the principles set out in the Ethic Code of Applus. On the other hand, the A&C Committee has verified that he has sufficient time availability for the proper performance of his

position as Director of Applus.

In view of the outstanding experience and professional career, merits and performance of Mr. Amigó in his position as CEO to date and previously as CFO, as well as the analysis of the needs of the Board of Directors, the A&C Committee considers his re-election as member of the Board of Directors to be adequate and specially, in the best interests of the shareholders to ensure the delivery of the current Strategic Plan.

Accordingly, the A&C Committee formally proposes the re-election of Mr. Amigó as member of the Board of Directors of the Company.

c) Category of the Director

Mr. Amigó performs management functions in the Company as CEO and is therefore assigned accordingly to the category of Executive Director in accordance with the provisions of article 529 duodecies of the Spanish Companies Act.

In Madrid, on 22 February 2023