



**Annual Report on the functioning of the Audit Committee of the Board of Directors of Applus Services, S.A. during year 2017.**

*NOTICE: This document is a translation of a duly approved Spanish-language document, and is 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 latter shall prevail.*

## **I. Introduction**

This Report is drafted by the Audit Committee (the “**Committee**”) of the Board of Directors of Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”) in compliance with article 39.15 of the Regulations of the Board of Directors of Applus (hereinafter, the “**Regulations**”), in order to inform about the work performed by the Committee during year 2017.

This Report shall be submitted to the Board of Directors of the Company, which is the body in charge of evaluating the work performed by the Committee during year 2017, in conformance with article 36 of the Regulations.

## **II. Performance of the Committee during year 2017**

### **1. Meetings**

During year 2017, the Committee held 5 meetings: (a) the four regular quarterly meetings and (b) one extraordinary meeting on 11 October 2017 in order to analyze possible actions to take in connection with the political situation in Catalonia; further to this meeting, the Board of Directors agreed to move the Company’s registered office from Barcelona to Madrid. All of the members attended each session either in person or duly represented.

The Committee considers that it has met with the frequency required to perform its functions, and in any event with the minimum frequency of meetings established under article 39.10 of the Regulations.

### **2. Actions carried out during year 2017**

The Committee, in the performance of the functions attributed to it under article 529 quaterdecies of the consolidating text of the Spanish Companies Law, article 31 of the Company’s bylaws, and article 39 of the Regulations, has focused the objectives of its meetings principally on the following actions:

#### **A. Review of Periodic Financial Information**

The Committee has reviewed all the quarterly, biannual, and annual financial statements of the Company, both individual and consolidated, which must be submitted to the National Securities Exchange Commission (“*Comisión Nacional del Mercado de Valores*” or “**CNMV**”) due to the Company’s publicly listed status, prior to its approval by the Board of Directors.

Furthermore, the Committee has ensured its compliance with the legal requirements for the preparation of the financial statements and, in particular, with respect to the delimitation of the scope of consolidation and the correct application of accounting principles.

B. Review of the process for the preparation of the annual accounts

The Committee has reviewed the process for the preparation of the annual accounts corresponding to year 2016 prior to their approval by the Board of Directors. In this regard, the Committee has completed the following actions:

- (i) Verified the compliance with, and the correct application of accounting principles.
- (ii) Maintained a continuous communication with the external auditor of the Company in order to identify significant weakness of the internal control systems that may be detected, as well as any other relevant risk that may affect the audit process.
- (iii) Supervised and reviewed the processing of financial information, the internal systems of control of the Company, and monitored its complete adequacy and integrity.

C. Relationship with the External Auditor

The Committee has supervised the relations with the Company's external auditor, Deloitte, S.L., (the "**Auditor**") as well as the completion of the audit agreement currently in force, and has ensured that the opinion about the annual accounts and the content of the audit report were drafted in a clear and precise manner.

The Committee held timely meetings with the Auditor during year 2017, from which it received punctual and detailed information regarding the auditing services and those non-audit services provided to the Company and its group of companies, in accordance with article 39.7c of the Regulations and the Spanish accounting and audit regulations. In addition, the Committee has supervised that there are no objective reasons to question the independence of the auditor of the accounts corresponding to year 2016 and that it has respected the rules governing the audit process in the framework of the elaboration of the financial information of the Company.

Finally, it is expressly stated that the Committee has enabled the attendance of the Auditor to all its meetings in order to support and provide appropriate clarifications to the Committee members.

D. Internal Audit

The Committee has complied, during year 2017, with its functions relating to the internal audit function of the Company.

In this sense, the Committee has supervised the implementation of the Internal Audit Plan for year 2017 as well as its correct execution. To that end, the Committee has granted access to its meetings to the responsible person of the Company's internal audit department, who has provided support and information to the Committee when needed, and has duly provided any clarifications requested.

In addition, the Committee has actively monitored the independence of the department in charge of the Company's the internal audit.

E. Internal control systems of financial information ("ICFR")

In relation with the Internal Control Systems of Financial Information ("ICFR"), the Committee hereby states that:

- (i) The internal control systems and risk management have been periodically reviewed so that the main risks are identified, managed, and adequately understood; discussions have been held with the auditors regarding the significant weaknesses of the internal control system detected in the development of the audit; and
- (ii) It has monitored the processes of implementation of the ICFR in significant subsidiaries of the group.

F. Systems for the management of corporate risks

The Committee has regularly supervised the status of the Company Risk Map, as well as the action plans intended to mitigate critical risks that may arise. In this sense, the Company uses a computer system of risk monitoring called Governance Risk Compliance, which is used by different departments of the group to ensure good monitoring of risks.

Special attention in this context has been paid to the Company's cybersecurity control systems, which will be monitored by the Committee at least on an annual basis from now on.

G. Treasury stock transactions

As from the meeting held in the month of May, the Committee has been monitoring the transactions on treasury stock shares of the Company.

H. Compliance

Finally, the Committee supervised the compliance with internal codes of conduct and corporate governance rules and, in particular, the Regulations and Company Bylaws.

It is worth noting that the Auditor has checked the Company's degree of compliance with the recommendations contained in the CNMV Technical Guide 3/2017 on audit commissions of public interest entities, and has concluded that Applus complies with almost all of such recommendations.

In Madrid, on 20 February 2018.