



**Report issued by the Appointments and Compensation Committee of Applus Services, S.A. with regard to the proposed appointment of Mr. Scott Cobb as Proprietary Director in the Company**

*NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational 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.*

## **I. Introduction and purpose of the report**

This report is issued and approved by the Appointments and Compensation 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 article 14.1 of the Regulations of the Board of Directors of Applus, in connection with the proposed appointment of Mr. Scott Cobb as new member of the Board of Directors of the Company, to be qualified as Proprietary Director.

The appointment of Mr. Scott Cobb has been requested by the main shareholder of the Company, Southeastern Asset Management Inc. (owner as of this date of a 15.63% stake in Applus share capital) and, where appropriate, would be approved by the Board of Directors through the co-optation procedure in order to cover one of the three vacancies created on 9 May 2016 as a result of the resignation of the former proprietary directors representing Carlyle.

It is expressly noted that the appointment of Mr. Cobb, if eventually approved, should be submitted to the next General Shareholders’ Meeting for ratification. To this effect, and as provided for in article 518 of the Spanish Companies Act and article 8 of the Regulation of the General Shareholders’ Meeting of Applus, this Report will 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. Profile of the director and assessment of his circumstances**

Mr Cobb holds a B.A. in History from the University of Memphis (USA) and an M.A. in Theological Studies from Covenant Theological Seminary in St Louis, Missouri (USA). He is currently a Managing Partner at Southeastern Concentrated Value, Head of Europe for Southeastern Asset Management, Inc. and a portfolio manager for the Longleaf International Fund.

In view of Mr. Cobb's experience and professional career, the Appointments and Compensations Committee considers that he meets the conditions of impartiality, objectivity, professional reputation, competence and experience required to become a member of Applus' Board of Directors. In addition, this Committee has verified that Mr. Cobb has sufficient time available to properly perform his duties as Director in Applus.

Accordingly, the Appointments and Compensations Committee issues a favourable report on the potential appointment of Mr. Scott Cobb as member of the Company's Board of Directors.

### **III. Category of the director**

As discussed under section I above, the appointment of Mr. Scott Cobb has been requested by the main shareholder of Applus, Southeastern Asset Management Inc., in order to have their interests defended in the Company's Board of Directors. Therefore, Mr. Cobb, if eventually appointed, should be qualified as Proprietary Director representing Southeastern Asset Management Inc.

In Bellaterra, Cerdanyola del Vallès (Barcelona), on 20 July 2016