

**APPLUS SERVICES, S.A.**  
**CONVENING NOTICE FOR THE ANNUAL GENERAL SHAREHOLDERS MEETING**

The Board of Directors of the company Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”) has decided to convene its Annual General Shareholders’ Meeting that will take place on first call on 17 June 2015 at 12.30 PM at the Hotel Fairmont Rey Juan Carlos I of Barcelona, located in Avenida Diagonal 661-771, 08028 Barcelona and, if the necessary quorum is not reached, on second call, on 18 June 2015 likewise at 12.30 PM in the Hotel Fairmont Rey Juan Carlos I of Barcelona, located in Avenida Diagonal 661-771, 08028 Barcelona. The attendance cards issued for the first call will also be valid for the second call.

**It is expected to hold the General Shareholders’ Meeting on second call.** Otherwise, shareholders will be notified in good time and with adequate publicity.

The Annual General Shareholders’ Meeting will take place in accordance with the following

**AGENDA**

Items related to the Annual Accounts, Shareholder compensation, the management of the Company and the auditor

- First.-** Review and, if applicable, approval of the Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and the report of the Annual Accounts) and Management Report of Applus and its consolidated Group for the financial year ended on 31 December 2014
- Second.-** Approval, if applicable, of the proposed allocation of Applus’ results for the financial year ended on 31 December 2014. Approval of the distribution of an ordinary dividend and an extraordinary dividend
- Third.-** Approval, if applicable, of the management and performance of the Board of Directors of Applus for the financial year ended on 31 December 2014
- Fourth.-** Re-election of the external auditor of the Company and its consolidated Group for the financial year 2015

*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.*

Items related to share capital and reserves

**Fifth.-** Approval, if applicable, of the reclassification of the share capital legal reserve

Items related to the update and improvement of the Bylaws, Regulations of the General Shareholders' Meeting and Regulations of the Board of Directors

**Sixth.-** Amendments of the Company's Bylaws to: (a) adjust the text thereof to the Law 31/2014, of 3 December, amending the Spanish Companies Act (*Ley de Sociedades de Capital*) to enhance the corporate governance; (b) amend the compensation system of the Directors; and (c) include certain technical and grammatical improvements. The following proposals shall be voted separately:

**Sixth Prima.-** Amendment of an article of Chapter I ("General Provisions") in order to adapt the text thereof to the new applicable provisions: article 2

**Sixth Bis.-** Amendment of the following articles of Chapter III, Section One ("General Shareholders' Meeting"): articles 14, 15 and 19

**Sixth Ter.-** Amendment of the following articles of Chapter III, Section Two ("Board of Directors"): articles 23, 24, 25, 26 and 27

**Sixth Quarter.-** Amendment of the following articles of Chapter III, Section Three ("Board Committees"): articles 31 and 32

**Seventh.-** Amendments of the Regulations of the General Shareholders' Meeting to: (a) adjust the text thereof to the Law 31/2014, of 3 December, amending the Spanish Companies Act (*Ley de Sociedades de Capital*) to enhance the corporate governance; and (b) include certain technical and grammatical improvements. The following proposals shall be voted separately:

**Seventh Prima.-** Amendment of the Preamble, in order to adapt the text thereof to the new applicable provisions

**Seventh Bis.-** Amendment of the following articles of Chapter II (“Concept, types and functions of the General Shareholders’ Meeting”): articles 4 and 5

**Seventh Ter.-** Amendment of the following articles of Chapter III (“Call and preparation of the General Shareholders’ Meeting”): articles 6, 8, 9 and 11

**Seventh Quarter.-** Amendment of the following articles of Chapter IV (“General Shareholders’ Meeting”): articles 20 and 21

**Eighth.-** Information on the report, not subject to vote, on the amendments to the Regulations of the Board of Directors of Applus to, among others: (a) adjust the text thereof to the Law 31/2014, of 3 December, amending the Spanish Companies Act (*Ley de Sociedades de Capital*) to enhance the corporate governance; and (b) include certain technical and grammatical improvements

Items related to the Board of Directors’ remuneration

**Ninth.-** Approval of the Directors’ remunerations policy of Applus

**Tenth.-** Approval of the Directors’ remuneration for financial year 2015: maximum amount of the annual remuneration to be paid to Independent and Executive Directors in their capacity as Directors

**Eleventh.-** Consultative vote regarding the Directors Remunerations Annual Report

Items related to the authorizations and express delegation of powers in favor of the Board of Directors

**Twelfth.-** Authorization, if applicable, to the Board of Directors for the potential acquisition of its own shares of the Company, in accordance with article 146 of the Spanish Companies Act

**Thirteenth.-** Delegation of powers to formalize and implement all resolutions adopted by the General Shareholders’ Meeting, for its raising to public status, and for its interpretation, amendment, complement, further elaboration and registration

## **SUPPLEMENT TO THE CONVENING NOTICE FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING AND SUBMISSION OF NEW PROPOSALS**

Shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to the present convening notice, including one or several items in the agenda. This right must be exercised by giving notice thereof through a reliable notification, to be received at the Company's headquarters (Applus Services, S.A., Investor Relations/General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) within five days following the publication of the calling of the meeting, i.e., on or before May 19, 2015, indicating the identity of the Shareholders exercising the right and the number of shares they hold, and the items to be included in the Agenda, attaching a justification or justified resolution proposals concerning such items and, as the case may be, any other documentation that may apply.

In addition, Shareholders holding at least three per cent (3%) of the share capital may submit, pursuant to a notice served through a reliable notification to be received at the Company's headquarters within five days following publication of the calling of this meeting, i.e., on or before May 19, 2015, duly justified resolution proposals regarding matters that have already been included or that must be included in the Agenda, all of which in the terms provided in article 519.3 of the Spanish Companies Act. The above is understood without prejudice to the right assisting any shareholder during the course of the Annual General Shareholders' Meeting to formulate alternative proposals or regarding items that are not required to be included in the agenda, in the terms provided in the Spanish Companies Act.

### **INTERVENTION OF A NOTARY PUBLIC AT THE MEETING**

In accordance with article 203 of the Spanish Companies Act in connection with article 101 of the Commercial Register Regulations and article 7.5 and 13.5 of the Internal Regulations of the General Shareholders' Meeting, the Board of Directors has requested the presence of a notary public to issue the minutes of the Annual General Shareholders' Meeting.

### **RIGHT TO ATTEND AND TO VOTE**

In accordance with articles 15 of the Company Bylaws and 14 of the Internal Regulations of the General Shareholders' Meeting, any Shareholder who, five days prior to the date provided to hold the Annual General Shareholders' Meeting upon first call, i.e., until June 12, 2015, holds one or more shares registered with the relevant book entry register, may attend and vote at the General Shareholders' Meeting.

Shareholders entitled to attend must provide evidence of their condition as such by any of the following means: (i) the relevant attendance and voting card, to be issued by the Company or any entity replacing it, duly completed for these purposes; or (ii) the electronic attendance and voting certificate issued by the entity in charge of the Book Entry Register or by the entity authorised and acting as depositary of the shares, duly completed for such purposes.

For the purpose of evidencing the identity of the Shareholders or any valid proxies thereof, at the entrance of the venue of the Annual General Shareholders' Meeting, attendants may be requested to provide their attendance card, the documents evidencing their capacity as representative, their National Identity Document or any other official document generally accepted for these purposes.

Shareholders entitled to attend the Annual General Shareholders' Meeting may exercise voting rights, in person or by proxy, in any manner provided in article 17 of the Company Bylaws and, in particular: (i) by personally attending and casting a vote at the meeting, by means of a duly signed and completed attendance and voting card; or (ii) by voting at the Shareholder Information Office (located at the registered office: Applus Services, S.A., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona), by means of a duly signed and completed attendance and voting card; or (iii) by voting by post, by means of a duly signed and completed attendance and voting card, or by electronic communication pursuant to the established procedure, using the form available at the Company's website ([www.applus.com](http://www.applus.com)).

Shareholders wishing to cast a long-distance vote (by post or by electronic communication) must indicate their vote for each item included in the Agenda. If they fail to indicate their vote in connection with any item in the Agenda, they shall be deemed to vote in favour of the proposals of the Board of Directors regarding the matters included in the Agenda and, as the case may be, against the new items in the Agenda and new resolution proposals formulated pursuant to article 519 and 172.1 and 2 of the Spanish Companies Act.

A vote issued pursuant to any of the two methods mentioned above may only be rendered without force or effect: (i) as a result of its subsequent express revocation, using the same method used to issue the vote and within the period provided to cast the vote; or (ii) by the voting Shareholder's attending the Annual General Shareholders' Meeting.

In the event that a Shareholder should cast his/her vote one or several times pursuant to the same or to different long-distance communication methods, the last vote received shall prevail, and those received on prior dates shall be rendered invalid.

For the purposes of facilitating participation by all Shareholders, the Company shall put in place the necessary resources to translate simultaneously any interventions in Spanish into English and those in English into Spanish, and a consecutive translation into Spanish of any interventions by Shareholders who wish to express themselves in English during the General Shareholders Meeting. Furthermore, the Company shall procure the necessary means to allow Shareholders with limited mobility to take part in the General Shareholders' Meeting.

## **PROXIES**

All Shareholders entitled to attend may be represented at the Annual General Shareholders' Meeting by another person, who shall not necessarily have to be Shareholders, in compliance with the requirements and formalities set forth for such purposes.

The delegation must be given in writing, and must be a special proxy for each Meeting, unless the representative is the spouse, ascendant or descendant of the Shareholder (evidenced by submitting the documentation showing the relevant family relationship) or in the case of a person holding a general power of attorney set forth in a public deed to manage all the Shareholder's assets in Spain. The proxy may be conferred, likewise, by post or by electronic communication, provided that the identity of the representative and the security of the relevant electronic communications are ensured.

Designated representatives must identify themselves by their National Identity Document or Passport, and hand over a printed copy of the proxy, as the case may be, by post or by electronic means, duly signed by the representative and by the represented Shareholder.

Proxies are always revocable. For the revocation to be enforceable, notice thereof must be given to the Company in the same terms provided to give notice of the proxy. Personal attendance to the Annual General Shareholders' Meeting by the shareholder shall be deemed a revocation of the proxy. Any vote casted by any means of long-distance communication shall render without force or effect any proxy granted by electronic means or by post, whether prior (which shall be deemed revoked) or subsequent (which shall be deemed not given). The proxy shall likewise be rendered without force or effect as a result of the Company's becoming aware of the disposal of the shares.

Shareholders who are not of legal age or incapacitated persons and Shareholders that are legal entities shall be represented by their duly evidenced legal representatives.

A Shareholder may not have more than one representative at the Annual General Shareholders' Meeting, both in the case of legal representation and in the event that the Shareholder should delegate the right to attend the meeting.

In the case of proxies sent to the Company or conferred in favour of its Directors or of the Secretary of the Board of Directors, whether directly or through the entities acting as depositaries of the shares or in charge of the book entry register, the following rules shall apply, save as otherwise stated by the represented Shareholder: (i) unless otherwise stated by the Shareholder conferring its representation, it shall be understood to have given specific instructions to the representative to vote in favour of the proposals made by the Board of Directors in respect of the items comprised in the Agenda of the meeting, and against the resolution proposals that have not been formulated by the Board of Directors; (ii) in the absence of designation of the person who is to act as proxy, the delegation shall be deemed conferred upon the Chairman of the Meeting; (iii) likewise, such empowerment shall extend to matters not included in the Agenda of the meeting which may however be submitted to a vote at the General Shareholders' Meeting. In this last case, and unless otherwise indicated by the represented Shareholder, the representative shall cast his/her vote in the manner deemed most favourable for the interests of the represented shareholder.

If voting instructions would have been given by the represented Shareholder, the representative shall cast a vote in compliance with such instructions, and shall be obliged to keep such instructions for one year from the date on which the Meeting was held. The representative may represent more than one Shareholder, without limitation as to the number of represented Shareholders. Where a representative holds proxies from several Shareholders, he/she may cast different votes depending on the instructions given by each Shareholder.

In accordance with the provisions of article 523 of the Spanish Companies Act, prior to his/her appointment, the representative must inform the Shareholder in detail whether there is a conflict of interest. If the conflict should be subsequent to his/her appointment, and the represented Shareholder had not been warned of its possible existence, the representative must inform the Shareholder thereof forthwith. In both cases, unless he/she receives new specific voting instructions for each of the matters on which the representative is to vote on behalf of the Shareholder, he/she must refrain from voting.

In accordance with article 526 of the Spanish Companies Act, regarding possible conflicts of interest, the Director on whom a Shareholder should confer a proxy may not cast a vote corresponding to the represented shares in those relevant items of the Agenda where there is a conflict of interest, unless he/she received specific voting instructions for each of such items from the principal.

In accordance with article 524 of the Spanish Companies Act, entities shown to be Shareholders pursuant to the accounting register of the shares but acting on behalf of several persons may in any case fraction their vote, and cast votes in a divergent manner in compliance with different voting instructions, if received. These intermediaries may delegate their vote to each indirect titleholder or to third parties designated by the latter, and the number of proxies conferred may not be limited.

### **PROXIES AND VOTING PRIOR TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING AND USING LONG-DISTANCE COMMUNICATION METHODS**

#### a) Voting at the Shareholder Information Office

In the event that a Shareholder decides to cast a vote, in person or by proxy, at the Shareholder Information Office (located at the registered office: Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona), it must submit the attendance and voting card clearly showing the identity of the Shareholder, the number of shares he/she holds, its vote on each item of the Agenda, and its autograph signature, and show the relevant National Identity Document or Passport, if the Shareholder is an individual. Likewise, in the event of a proxy, both if the Shareholder is an individual and if it is a legal entity, the representative must show the document evidencing his/her representation.

b) Representation and voting by post

To confer a proxy or to vote by post, a duly completed and signed attendance and voting card must be sent to the registered office (Applus Services, S.A., Investor Relations/General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) in a sealed envelope. To be valid, long-distance proxies and long distance votes sent by post must be received by the Company prior to 12:30 PM of the day prior to the date on which the Annual General Shareholders' Meeting is to be held in first call, i.e., prior to 12:30 PM June 16, 2015.

c) Representation and voting by electronic communication

Shareholders that wish to confer a proxy or vote by electronic communication must do so through the Company's website ([www.applus.com](http://www.applus.com)), in the section corresponding to the General Shareholders' Meeting, following the instructions specified for such purposes in each screen of the aforementioned website, and completing the forms made available therein. For these purposes, they shall evidence their identity by means of (i) the Electronic User Certificate issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española* (CERES)) an entity dependent on the Spanish National Mint, which cannot have been revoked or (ii) the electronic certificate incorporated in the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of December 23, regulating the issuance of the National Identity Document and electronic signature certificates. The certificate shall be obtained, as the case may be, by the Shareholder, without any charge to the Company, and must be in force at the time of casting the vote. To be valid, long-distance proxies and long distance votes cast by means of electronic communications must be received by the company prior to 12:30 PM of the day prior to the date on which the Annual General Shareholders' Meeting is to be held in first calling, i.e., prior to 12:30 PM on June 16, 2015.

The Company reserves the right to amend, suspend, cancel or restrict any electronic voting and proxy mechanisms prior to the Annual General Shareholders' Meeting, whenever required or imposed on technical or security grounds.

The Company shall not be liable for any damages caused to the Shareholders resulting from any unintended breakdown, overload, outage, connection failure or any other similar incident preventing the use of electronic voting and proxy mechanisms prior to the Annual General Shareholders' Meeting.

d) Common rules

Should they wish to read in greater detail of the procedure and rules governing these forms of proxies and voting, shareholders may consult the "Regulations of the procedure for voting and appointing proxies at the General Shareholders' Meeting by remote means of communication", approved by the Board of Directors at its meeting held on May 5, 2015, which has been uploaded to the Company's website ([www.applus.com](http://www.applus.com)), in the section relating to the Shareholders' Meeting.



To be valid, the proxy conferred or the vote cast by such methods must be received at the Company's registered office (Applus Services, S.A., Investor Relations/General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) or through its website ([www.applus.com](http://www.applus.com)) in the event of proxies and votes cast by electronic communications, between the date of publication of the convening notice for the Annual General Shareholders' Meeting and not later than 12:30 PM of the day prior to the date on which the Annual General Shareholders' Meeting is to be held on first call, i.e., prior to 12:30 PM of June 16, 2015. Otherwise, the proxy shall be deemed not to have been conferred.

Subsequently to the aforementioned period, only proxies conferred in writing presented at the shareholder registration desks at the venue and on the date set forth to hold the Annual General Shareholders' Meeting shall be admitted.

### **RIGHT OF INFORMATION**

For the purposes of the provisions of articles 197, 287, 518 and 520 of the Spanish Companies Act, Shareholders are hereby made aware that, as of the date of publication of the convening notice for the Annual General Shareholders' Meeting, they may examine, at Applus's registered offices (Applus Services, S.A., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) and request free delivery (which may be made by email with acknowledgement of receipt if the Shareholder should admit to this method) of the following information:

- i. The present convening notice calling the meeting.
- ii. The form of attendance card, proxy and long distance vote.
- iii. Total number of shares and votes on the date on which the meeting is called.
- iv. Individual Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and report of the Individual Annual Accounts), Management Report and Audit Report of the Company for the financial year ended on December 31, 2014.
- v. Consolidated Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and report of the Consolidated Annual Accounts), Management Report and Audit Report of the Company for the financial year ended on December 31, 2014.
- vi. The report issued by the Board of Directors for the purposes of article 286 of the Spanish Companies Act, justifying the amendments to the Bylaws mentioned in item Six of the Agenda.
- vii. The report issued by the Board of Directors justifying the amendments to the Internal Regulations of the General Shareholders' Meeting mentioned in item Seven of the Agenda.

- viii. Report on the amendments introduced to the Internal Regulations of the Board of Directors of the Company.
- ix. Full text of the proposal of resolution proposed by the Board of Directors to the General Shareholders' Meeting for approval, including the full text of the proposal to amend each article of the Bylaws and the Internal Regulations of the General Shareholders' Meeting and, as the case may be, the supplement to the notice convening for the meeting and the resolution proposals submitted by Shareholders, with any documents attached thereto, as the case may be.
- x. The Annual Report on Corporate Governance corresponding to the financial year ended on December 31, 2014.
- xi. The Annual Report on Directors' Compensation corresponding to the financial year ended on December 31, 2014.
- xii. The Board of Directors' remunerations policy.
- xiii. The current consolidated wording of the Bylaws, together with the resulting wording of the Bylaws in the event of approval of the amendments proposed to the General Shareholders' Meeting.
- xiv. The current consolidated wording of the Internal Regulations of the General Shareholders' Meeting, together with the resulting wording of such regulations in the event of approval of the amendments proposed to the General Shareholders' Meeting.
- xv. The current wording of the Internal Regulations of the Board of Directors.
- xvi. The Regulations of the procedure for voting and appointing proxies at the General Shareholders' Meeting by remote means of communication approved by the Board of Directors.
- xvii. The Regulations of the "Shareholders' Electronic Forum" approved by the Board of Directors.

All of this information is available at the Company's website ([www.applus.com](http://www.applus.com)), "Shareholders' Meeting".

In accordance with articles 197 and 520 of the Spanish Companies Act, Shareholders are hereby informed that, until the fifth day prior to the Annual General Shareholders' Meeting, and verbally during the meeting, they may request Directors to provide any information or clarifications deemed suitable, or formulate in writing any pertinent questions, and any clarifications they deem necessary regarding the publicly accessible information which the Company should have provided to the Spanish National Securities Market Commission since the last Annual General Shareholders' Meeting, and concerning the auditor's report.

In accordance with article 539 of the Spanish Companies Act, in the Company's website ([www.applus.com](http://www.applus.com)), "Shareholders Meeting" section, an "Electronic Shareholders' Forum" (hereinafter, the "**Forum**") has been enabled, the rules of operation whereof have been approved by the Board of Directors at its meeting held on May 5, 2015, to which individual Shareholders and any voluntary associations they may form between them shall have access. The purpose of the Forum is to enable communication between Shareholders after the Annual General Shareholders' Meeting is convened and until it is held.

Proposals purported to be submitted as a supplement to the Agenda announced in the present notice convening for the Annual General Shareholders' Meeting may be published, as well as requests to adhere to such proposals, initiatives to achieve a sufficient percentage to exercise minority rights as provided in the Spanish Companies Act, and likewise offers or requests to confer proxies.

The Forum is not an electronic conversation mechanism between Shareholders, nor a virtual debating room. Neither is it a communication channel between the Company and its Shareholders. The Forum has been enabled for the purpose of facilitating communication between Shareholders after the Annual General Shareholders' Meeting has been convened and until it is held.

#### **ADDITIONAL INFORMATION**

a) Broadcasting of the Annual General Shareholders' Meeting

To facilitate awareness and suitable disclosure thereof, all or part of the General Shareholders' Meeting may be subject to audio-visual recording and broadcasting, and be made available to the public through the Company's corporate website ([www.applus.com](http://www.applus.com)). Furthermore, the Company may broadcast and offer information regarding the course of the Annual General Shareholders' Meeting in any social networks in which it participates. By accessing the venue of the General Shareholders' Meeting, the attendant gives his/her consent for images of his/her person to be taken and reproduced, and for his/her personal data to be processed through such media.

b) Other information of general interest

Shareholders may obtain additional information by accessing the section entitled "Shareholder Information" permanently available in the corporate website ([www.applus.com](http://www.applus.com)), or by addressing the Shareholder Information Office (Applus Services, S.A., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona; Telephone: +34 935.202.020; Monday to Friday from 10 to 13 hours; email: [juntageneral@applus.com](mailto:juntageneral@applus.com)).

c) Personal Data Protection

Personal data provided by the Shareholders to the Company (upon the exercise or delegation of their rights of information, attendance, representation and voting), or data provided by credit institutions and investment services companies to which such Shareholders have entrusted the deposit or custody of their shares, or by the entities which, in accordance with the law, are to keep a register of securities represented in book-entry form, shall be processed by the Company for the purpose of managing shareholder relations (including, without limitation, convening and holding the General Shareholders' Meeting, and publicity thereof). For these purposes, the data shall be incorporated to files whereof the Company is data controller. This data shall be provided to the Notary Public exclusively in connection with the issuance of the notarial minutes of the General Shareholders' Meeting.

The owner of such personal data shall have a right of access, rectification, opposition or cancellation in respect of the data collected by the Company. Such rights may be exercised in accordance with the provisions of the law, by addressing in writing Applus Services, S.A. (Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona).

In the event that the attendance card, proxy and long-distance vote of the Shareholder should include personal data relating to other individuals, such Shareholder must inform them of the provisions contained in the preceding paragraphs, and comply with any other requirements which may apply regarding the assignment of personal data to the Company, without the latter being obliged to undertake any additional action.

Barcelona, May 13, 2015.