



**PROPOSED RESOLUTIONS FOR THE GENERAL SHAREHOLDERS' MEETING  
OF APPLUS SERVICES, S.A. CONVENED FOR 27 AND 28 MAY 2021 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 2020**

### **Proposal:**

To approve the individual Financial Statements of the Company (statement of financial position, statement of profit or loss, statement of changes in equity, statement of cash-flows and notes) and Applus' Management Report for the financial year ended on 31 December 2020, 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 changes in equity, consolidated statement of comprehensive income, consolidated statement of cash-flows and consolidated notes) and Applus' Consolidated Management Report for the financial year ended on 31 December 2020, which were drawn-up by the Board of Directors at its meeting held on 18 February 2021 following the electronic format and labelling requirements set out in Delegated Regulation (EU) 2019/815, 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 statement for the financial year ended on 31 December 2020**

**Proposal:**

To approve the consolidated non-financial information statement included in Applus' Consolidated Management Report for the financial year ended on 31 December 2020.

## RESOLUTION REGARDING ITEM THIRD OF THE AGENDA

### Approval of the proposed allocation of Applus' profits of the financial year ended on 31 December 2020

#### Proposal:

To approve the following allocation of the result of the financial year ended 31 December 2020, as proposed by the Board of Directors at its meeting held on 18 February 2021:

<b>BASIS OF ALLOCATION</b>	<b>Euro thousands</b>
To Unrestricted reserves	7,497
Profit for the year 2020	13,956
<b>TOTAL</b>	<b>21,453</b>
<b>DISTRIBUTION</b>	<b>Euro thousands</b>
To dividends (€0.15 gross per share)	21,453
<b>TOTAL</b>	<b>21,453</b>

The payment of the aforementioned dividend will be made on 8 July 2021, through the entities participating in *Sociedad Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR)*.

The Board of Directors is hereby empowered, with express power of substitution, to appoint the entity that shall act as paying agent and to carry out any other actions necessary or convenient for the successful distribution of this 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 2020**

**Proposal:**

To approve the performance and the management of the Board of Directors of Applus in the financial year ended on 31 December 2020.

## **RESOLUTION REGARDING ITEM FIFTH OF THE AGENDA**

### **Re-election of Deloitte, S.L. as external auditor of the Company and its consolidated Group for the financial year 2021**

#### **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 2021.

## **RESOLUTION REGARDING ITEM SIXTH OF THE AGENDA**

### **Amendments to the Company's By-laws**

- 1. Amendment to articles 12 (Call to the General Shareholders' Meetings) and 17 (Electronic communication and remote voting) to allow for the possibility to hold shareholders' meetings on an exclusively remote basis**

#### **Proposal:**

- a) To amend sections 3 and 5 of article 12 of the By-laws (without altering the other sections included in that article), which hereinafter shall have the following wording:

"12.3 The announcement of the call to meeting must set forth the date and time of the meeting and all matters to be dealt with, the way to hold the meeting (in person or on a remote basis) and, where appropriate, the place of the meeting. Moreover, it must include the right of shareholders to examine at the registered office, and if necessary to immediately obtain at no cost, a copy of the documents to be submitted to the approval of the meeting, and where appropriate, the report of the external auditors and the corresponding technical reports.

The announcement may also, if appropriate, set forth the date on which, if appropriate, the General Shareholders Meeting will meet on second call. At least twenty-four (24) hours must elapse between the first and second meeting.

12.5 The General Shareholders' Meeting may be called in the municipality within the registered office, or when the Chairman considers it appropriate for reasons of logistics and need, in any location within the province of Barcelona. When not indicated in the call, the meeting shall be understood to be called to be held at the registered office. The General Shareholders' Meeting carried out on an exclusively remote basis shall be deemed to have been held at the registered office."

- b) To amend section 1 of article 17 of the By-laws (without altering the other sections included in that article), which hereinafter shall have the following wording:

"17.1 Shareholders may attend the General Shareholders' Meeting and may cast their vote by means of electronic correspondence or through remote basis in accordance with the terms of the Regulations of the General Shareholders' Meeting, provided that the Board of Directors so decides. The Board of Directors may also decide to hold the General Shareholders' Meeting on an exclusively remote basis, with no shareholders or proxyholders attending in person."

**2. Amendment to article 25 (Remuneration) to introduce technical improvements in the provisions governing the remuneration of directors**

**Proposal:**

To amend sections 1 and 2 of article 25 of the By-laws (without altering the other sections included in that article), which hereinafter shall have the following wording:

"25.1 The office of director is remunerated. Notwithstanding the foregoing, Nominee Directors shall not receive any remuneration for the performance of their duties. For the sake of clarity, it is acknowledged that the office of the rest of directors (Independent Directors, Other External Directors and Executives) is remunerated according to the terms of these By-laws.

25.2 The remuneration of Independent Directors and Other External Directors shall consist on a fixed annual amount. The amount payable by the Company to all the Independent Directors and Other External Directors shall be set by the General Shareholders' Meeting, and will remain in form until amended by the General Shareholders' Meeting, and shall be increased by the Spanish Consumer Price Index or any other index that may replace it in the future. Unless otherwise determined by the General Shareholders' Meeting, the exact amount payable within the limit approved by the General Shareholders' Meeting and the distribution between the different Directors shall be determined by the Board of Directors, taking into account the duties and responsibilities of each director in the Board and in each of its Committees."

**3. Amendment to article 27 (Quorum, representation and remote participation in the Board of Directors) to update the provisions governing remote Board meetings**

**Proposal:**

To amend section 4 of article 27 of the By-laws (without altering the other sections included in that article), which hereinafter shall have the following wording:

"27.4 Board of Directors meetings may be held by telephone conference call, video conference calls or any other similar system that permit the recognition and identification of the attendees, the permanent communication among them and the participation in the meeting and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office."



## **RESOLUTION REGARDING ITEM SEVENTH OF THE AGENDA**

**Amendment to articles 7 (Announcement of the call), 12 (Place of the meeting) and 19 (Information) of the Regulation of the General Shareholders' Meeting to allow for the possibility to hold shareholders' meetings on an exclusively remote basis**

### **Proposal:**

- a) To amend sections 3, 4 and 5 of article 7 of the Regulation of the General Shareholders' Meeting (without altering the other sections included in that article), which hereinafter shall have the following wording:

"7.3 The announcement of the call will contain:

- (a) The name of the Company, the date and time of the meeting in its first call and, where appropriate, in second call (between which a period of at least twenty-four (24) hours should elapse), and the office of the person or persons making the announcement.

Shareholders may also be notified about the likelihood of holding the General Shareholders Meeting in its first or second call.

- (b) The way to hold the General Shareholders' Meeting (in person or on a remote basis) and, where appropriate, the place of the meeting.
- (c) The Agenda for the General Shareholders' Meeting, drafted clearly and precisely, will contain the matters to be dealt in the meeting.
- (d) Clear and precise information on the steps that shareholders should observe in order to participate and cast their votes at the General Shareholders' Meeting, and means of accrediting these before the Company. It will in all cases specify the date on which the shareholder should have the shares registered in his/her name in order to be able to attend and vote at the General Shareholders' Meeting.
- (e) The right of shareholders to be represented at the General Shareholders' Meeting by another person, shareholder or otherwise, and the requirements to exercise this right. In particular, the announcement will indicate the system for voting by proxy, specifying the requirements that should be observed to delegate votes, and the means to be used so that the Company may accept electronic proxy notices.
- (f) The shareholder right of information and the form of exercising it. Specifically, the place and means to obtain the complete text of the documents and proposed resolutions will be indicated, as well as the address of the Company's corporate website, where such information will be available.
- (g) The right of shareholders to include additional items on the Agenda and to present new proposals, and details regarding when and how to exercise

said right. The announcement may only indicate the period during which this right can be exercised, when express reference is made to the Company's corporate website where more detailed information on such rights may be obtained.

- (h) The rules for distance voting, and any other requirements by the applicable legislation.

7.4 The Board of Directors will determine, upon the call of each General Shareholders Meeting, the means of electronic communication (including, as appropriate, remote voting) to enable shareholders to participate in the Meeting, cast their vote, or delegate a proxy. Such means should duly ensure the identity of the shareholder and, in the case of delegation, the identity of the proxy as well. In that case, the announcement of the call should mention the specific means of remote communication that shareholders may utilize, where appropriate, to participate in the Meeting or to cast or delegate their vote, as well as the procedures that enable them to do so.

The Board of Directors may also decide to hold the General Shareholders' Meeting on an exclusively remote basis with no shareholders or proxyholders attending in person.

If the call allows the possibility of long-distance voting and notwithstanding the specific instructions established therein for each one of them, in order for the Company to verify and subsequently accept them, the voting document should contain the following, at minimum:

- (a) Date of the General Shareholders Meeting and Agenda.
- (b) Shareholder identity.
- (c) The number of shares held by the shareholder.
- (d) The way the vote is to be cast for the various items on the Agenda.

7.5 The Board of Directors may require the presence of a Notary in the General Shareholders' Meeting to draw up the minutes of the meeting, without prejudice to those cases where the presence of the Notary in the General Shareholders Meeting is mandatorily required under the circumstances provided by law."

- b) To amend article 12 of the Regulation of the General Shareholders' Meeting, which hereinafter shall have the following wording:

**"Article 12º. - Place of the meeting**

The General Shareholders' Meeting will be held at the place indicated in the call to the meeting, within the municipal district of the Company's registered office or, when the Chairman deems it advisable for reasons of logistics or need, anywhere in the province of Barcelona. If the place is not indicated in the call to meeting, it shall be deemed that the meeting will take place at the Company's registered office. The General Shareholders' Meeting carried out on an exclusively remote basis shall be deemed to have been held at the registered office."

- c) To amend section 1 of article 19 of the Regulation of the General Shareholders'

Meeting (without altering the other sections included in that article), which hereinafter shall have the following wording:

"19.1. During the course of the Meeting, members of the Board of Directors shall be required to provide the information requested by shareholders, under the terms of Article 9.1 of these Regulations, except in any of the circumstances referred to in Article 9.6, or if the requested information is not available at the time of the General Shareholders' Meeting. In the event of the latter, the information shall be provided in writing to a mailing address indicated by the shareholder within seven (7) days of the adjournment of the General Shareholders' Meeting."

**RESOLUTION REGARDING ITEM EIGHTH OF THE AGENDA**

**Report 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 FOR ITEM NINTH OF THE AGENDA**

**Re-election of Ms. Cristina Henríquez de Luna Basagoiti as independent director**

**Proposal:**

At the proposal of the Appointments and Compensation Committee, to re-elect Ms. Cristina Henríquez de Luna Basagoiti (whose personal particulars are recorded in the Commercial Registry) as independent director for a term of four years.

**RESOLUTION FOR ITEM TENTH OF THE AGENDA**

**Advisory vote regarding the 2020 Directors' Remuneration Annual Report**

**Proposal:**

To approve, by an advisory vote, the Directors' Remuneration Annual Report corresponding to year 2020, which was approved by the Board of Directors of the Company on 18 February 2021, at the proposal of the Appointments and Compensation Committee.

**RESOLUTION REGARDING ITEM ELEVENTH 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.