



**PROPOSED RESOLUTIONS FOR THE
GENERAL SHAREHOLDERS MEETING OF
APPLUS SERVICES, S.A.**

First call: 17 June 2015
Second call: 18 June 2015

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**AGENDA OF THE GENERAL SHAREHOLDERS MEETING OF
APPLUS SERVICIOS, S.A. (“Applus” or the “Company”)**

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

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 Quater.-** 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 Corporate Enterprises 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 Quater.-** 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 Corporate Enterprises Act (*Ley de Sociedades de Capital*) to enhance the corporate governance; and (b) to 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 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 favour of the Board of Directors

- Twelfth.-** Authorization, if applicable, to the Board of Directors for the potential acquisition of treasury 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

FIRST RESOLUTION

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

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“To approve the individual Financial Statements of the Company (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) and Directors' Report of Applus for the financial year ended on 31 December 2014, and consolidated Financial Statements including its subsidiaries and affiliates (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report), which were drawn-up by the Board of Directors at its meeting held on February 24, 2015.

To empower all of the Directors, the Secretary Non-Director and the Vice Secretary Non-Director, individually and with powers of substitution, to deposit the individual and consolidated Financial Statements, directors' report and audit report corresponding to the Company and to the Group, and to issue the relevant certificates, in accordance with the provisions of articles 279 of the Spanish Companies Act and 366 of the Spanish Commercial Registry Regulations.”

SECOND RESOLUTION

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

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“To approve the proposal for the appropriation of the result and dividend distribution formulated by the Board of Directors at its meeting held on February 24, 2015, as detailed below:

To distribute:

- (a) an ordinary dividend, in the amount of THIRTEEN MILLION SIX HUNDRED AND SEVEN THOUSAND NINETY SIX EURO AND THIRTY TWO CENTS (13,607,096.32 Euro), charged to results of the financial year ended on December 31, 2014; and
- (b) an extraordinary dividend charged to unrestricted reserves (*reservas de libre disposición*) in the amount of THREE MILLION TWO HUNDRED AND NINETY FIVE THOUSAND EIGHTY ONE EURO AND EIGHTY THREE CENTS (3,295,081.83 Euro).

Therefore, a total dividend shall be paid out amounting to SIXTEEN MILLION NINE HUNDRED AND TWO THOUSAND ONE HUNDRED SEVENTY EIGHT EURO AND FIFTEEN CENTS OF EURO (16,902,178.15 EURO), this is, a total amount of THIRTEEN CENTS OF EURO (€0.13) in gross terms for each Applus share entitled to receive dividends.

The basis of allocation and the consequent distribution (expressed in Euro) is as follows:

BASIS OF ALLOCATION	Euros
Profit for the year 2014	€13,607,096.32
Unrestricted reserves	€3,295,081.83
TOTAL	€16,902,178.15
DISTRIBUTION	Euros
Dividend (maximum amount to be paid out corresponding to a dividend amounting to €0.13 in gross terms per share, in favour of all 130,016,755 shares of common stock outstanding on the date hereof)	€16,902,178.15
TOTAL	€16,902,178.15

The Board of Directors is empowered for this purposes, with express powers of substitution, to set the specific payment date of the dividend, to designate the entity which shall act as paying agent and to undertake any other actions necessary or convenient to successfully pay the dividend.

This dividend shall be paid out through members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR).

The aforementioned dividend is expected to be paid out on 15 July 2015.”

THIRD RESOLUTION

Approval, if applicable, of the management and performance of the Board of Directors of Applus for the financial year ended on 31 December 2014

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“To approve the performance and the social management of the Board of Directors of Applus in the financial year ended on December 31, 2014.”

FOURTH RESOLUTION

Re-election of the external auditor of the Company and its consolidated Group for the financial year 2015

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“To re-elect as Accounts Auditor of Applus and of its Consolidated Group the company Deloitte S.L. for the year ending on December 31, 2015. Deloitte S.L. also undertakes to carry out any Audit Service required by law that Applus may require until the holding of the next Annual General Shareholders' Meeting.

This resolution is approved at the proposal of the Board of Directors, in its turn approved at the proposal of Applus's Audit Committee.

Deloitte S.L. has its registered offices in Madrid, Plaza Pablo Ruiz Picasso, 1, (Torre Picasso), 28020, and Spanish tax identification number (*N.I.F.*) B-79104469. It is 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.”

FIFTH RESOLUTION

Approval, if applicable, of the reclassification of the share capital legal reserve

Following the reduction of the Company's share capital and the re-drawn-up of its financial statements that were approved by the General Shareholders' Meeting on 4 April 2014 and on 22 April 2014, respectively, in the context of the listing of the Company's shares in the Madrid, Barcelona, Bilbao and Valencia stock exchanges, there is an excess in the legal reserve amounting to EIGHT MILLION SEVEN HUNDRED THIRTY ONE THOUSAND ONE HUNDRED AND SIXTY FOUR EURO AND EIGHTY NINE CENTS (€8,731,164.89). This figure exceeds twenty per cent (20%) of the figure of the share capital.

For such purpose, it is convenient **to propose to the Annual General Shareholders' Meeting to approve the following resolution:**

To approve the reclassification to unrestricted reserves (*reservas de libre disposición*) the excess in the legal reserve in the amount of EIGHT MILLION SEVEN HUNDRED THIRTY ONE THOUSAND ONE HUNDRED AND SIXTY FOUR EURO AND EIGHTY NINE CENTS (€8,731,164.89), so that the reserve may be equivalent to twenty per cent (20%) of the figure of the share capital. After such reclassification, the legal reserve will amount to TWO MILLION SIX HUNDRED THOUSAND THREE HUNDRED AND THIRTY FIVE EURO AND TEN CENTS (€2,600,335.10)."

SIXTH RESOLUTION

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) to include certain technical and grammatical improvements. The following proposals shall be voted separately:

On January 1, 2015, Act 31/2014, of December 3, amending the Spanish Companies Act for the improvement of corporate governance (hereinafter, "**Act 31/2014**") entered into force. The aforementioned Act enacts a legislative reform aimed at improving good governance at Spanish companies, and includes specific measures for publicly traded companies. Act 31/2014 provides an interim regulation for significant developments, which may require changes to the Company Bylaws or to companies' internal organisation, setting forth that certain amendments introduced by Act 31/2014 must be approved by resolution at the first General Meeting held subsequently to January 1, 2015.

To comply with the above mentioned legal mandate, the Board of Directors of Applus has agreed to submit to the approval of the General Shareholders' Meeting of the Company, among other aspects, and under item Six of the agenda, the amendment of articles 2 ("*Corporate purpose*"), 14 ("*Rights of shareholders in relation to call*"), 15 ("*Right to attend the General Shareholder's Meetings*"), 19 ("*Adoption of resolutions*"), 23 ("*Appointment*"), 24 ("*Composition of the Board of Directors*"), 25 ("*Remuneration*"), 26 ("*Calling meetings of the Board of Directors*"), 27 ("*Quorum, representation and remote participation in the Board of Directors*"), 31 ("*Audit Committee*") and 32 ("*Appointment and Compensation Committee*") of the Company's Bylaws.

The proposed amendment contemplates: (a) adapting the Company Bylaws to Act 31/2014; (b) amending the Directors compensation; and (c) including certain technical or grammatical improvements in the case of certain items.

In accordance with the provisions of article 286 of the Spanish Companies Act and related articles of the Commercial Register Regulations, a report of the proposed amendment of the Bylaws of the Company, drafted and approved by the Board of Directors of Applus, at its meeting held on May 5, 2015, has been made available to the Shareholders upon convening the General Meeting.

The proposed amendments are grouped into different proposals, which shall be subject to separate vote.

In view of the above, it is proposed to the Annual General Shareholders' Meeting to amend the following articles in the Company Bylaws, which shall be subject to separate votes:

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
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It is proposed to the Annual General Shareholders’ Meeting to amend article 2 of Chapter I, to adapt it to the new applicable legislation, which shall hereinafter, if approved, have the following wording:

“Article 2.- Corporate Purpose

2. 1. The Company’s purpose is:

- (a) To Provide services in relation to the transport sector and vehicle and highway safety (engineering processes, design, testing, approval and certification of used cars), as well as technical inspections in sectors other than the automotive sector, with a blanket exclusion of activities that are covered by special legislation.
- (b) The technical audits of all types of installations for technical inspection or control of vehicles located anywhere in Spain or abroad, as well as any other type of technical inspection other than vehicles.
- (c) The draw up and execution of all types of studies and projects in relation to the abovementioned activities: economic, industrial, property, information technology, market surveys and research, as well as the supervision, direction and provision of services and advice in the execution thereof. Provision of services, advice, administration, operation and management, whether technical, fiscal, legal or commercial.
- (d) Business intermediation services, both locally and abroad.
- (e) To provide all types of inspection services and quality and quantity control, regulatory inspection, collaboration with administration, consultancy, audit, certification, approval, personnel training and qualification, and technical assistance in general in order to improve the organization and management of quality, safety and environmental aspects.
- (f) To carry out studies, works, measurements, tests, analyses and controls, in laboratories or in situ, and such other professional methods and actions considered necessary or advisable, in particular those related to manufacturing materials, equipment, products and installations, in the fields of mechanics, electricity, electronics and information technology, transport and communications, administrative organization and office automation, mining, food, environment, construction and civil works, performed during the stages of design, planning, manufacturing, construction and assembly and commissioning, maintenance and production for all types of companies and entities, both public and private, as well as before the Central State Administration, the Administrations of Autonomous Communities, Provinces and Municipalities, and all types of agencies, institutions and users, whether within the country or abroad.

- (g) The purchase, holding and administration, whether direct or indirect, of shares, corporate interests, quota shares and any other form of holding or interest in the capital and/or securities granting right to the obtaining of shares, corporate interests, quota shares, or other holdings or interests in companies of any type, with or without legal personality, established in accordance with Spanish law or any other applicable legislation, in accordance with Article 108 of the Law 27/2014, of 27 November, on Corporate Income Tax, or by such legislation as may replace it, as well as the administration, management and guidance of such companies and entities, whether directly or indirectly, by means of the membership, attendance and holding of positions on any governing and management bodies of such companies or entities, carrying out the aforementioned advisory, management and guidance services making use of the corresponding organization of material and personnel means. An exception is made for those activities expressly reserved by law for Collective Investment Institutions, as well as for that expressly reserved by the Securities Market Act for investment service companies.
- 2. 2. The aforementioned activities may be carried out either directly by the Company or through the ownership of shares or equity interest in other companies with an identical or related purpose, including the carrying out of all its activities in an indirect manner, therefore acting solely as a holding company.
- 2. 3. All activities for which the law establishes special requirements that cannot be carried out by the Company are excluded from the corporate purpose. Should legal provisions require a professional qualification, administrative authorization, or registration with a public registry to be able to perform any of the activities included in the corporate purpose, such activities must be performed by persons who hold such professional qualifications, and such tasks shall not be able to commence until the administrative requirements have been met.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

Sixth Bis.-	Amendment of the following articles of Chapter III, Section One (“General Shareholders’ Meeting”): articles 14, 15 and 19
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It is proposed to the Annual Shareholder’s Meeting the amendment of article 14 of Chapter III, Section One, which shall hereinafter, if approved, have the following wording:

“Article 14.- Rights of shareholders in relation to call

14. 1. The Board of Directors must call a General Shareholders’ Meeting if the meeting is requested, in the manner provided for by the By-laws, by shareholders holding or representing at least three percent (3%) of the share capital, which request sets forth the matters to be dealt with. In this event, the Board of Directors shall call for the General Shareholders’ Meeting to be held within two (2) months following the date of notarial request to the Board of Directors for it to be called. The Board of Directors must include the requested matters in the agenda of the call to meeting.
14. 2. Furthermore, once the ordinary General Meeting has been called, the shareholders representing at least three percent (3%) of the share capital may request, by means of due notification to be received at the registered office within the following five (5) days of publication of the call, the publication of a supplement to the call to the Annual Shareholders’ Meeting including one or more items in the agenda of the call to meeting, so long as the new items are accompanied by a rationale or, if applicable, by a duly substantiated proposal for a resolution. This supplement to the call must be published at least fifteen (15) days in advance of the date established for the holding of the General Shareholders’ Meeting.
14. 3. Last, and in relation to any General Shareholders’ Meeting, shareholders representing at least three percent (3%) of the share capital shall have the right to submit well-founded proposed resolutions regarding matters already included or that should be included in the agenda of the call to meeting of the General Shareholders’ Meeting being called, with the Company being required to ensure communication of such proposals in the manner established in the Spanish Companies Act.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

It is proposed to the Annual Shareholder's Meeting the amendment of article 15 of Chapter III, Section One, which shall hereinafter, if approved, have the following wording:

“Article 15-. Right to attend General Shareholders' Meetings

15. 1. Shareholders entitled to attend General Shareholders Meetings shall be the holders of one or more voting shares. In order to exercise the right to attend, shareholders must cause the shares to be registered in their name in the corresponding book-entry register at least five (5) days prior to the day on which the General Shareholders Meeting is to be held. This circumstance must be evidenced with the appropriate attendance, proxy, and absentee voting card, validation certificate, or other valid form of verification accepted by law.
15. 2. Other directors, managers, experts and any other persons interested in the good progress of the company's matters shall also be able to attend General Shareholders Meetings when their presence is required by the Chairman of the General Shareholders Meeting or the Board of Directors. The members of the Board of Directors must attend the General Shareholders Meeting.
15. 3. In addition, the Chairman of the General Shareholders Meeting may authorize the attendance thereof of other persons when he deems appropriate, although the shareholders acting thereof may revoke such authorization.

In all matters not dealt with in this article regarding the right of attendance at meetings, the Regulations for the General Shareholders Meeting and the terms of the Spanish Companies Act shall apply.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting.”

It is proposed to the Annual Shareholder's Meeting the amendment of article 19 of Chapter III, Section One, which shall hereinafter, if approved, have the following wording:

“Article 19-. Adoption of resolutions

19. 1. Each voting share is represented in person or by proxy at the General Shareholders Meeting shall give the right to one vote.
19. 2. The shareholders acting at a General Shareholders Meeting shall adopt resolutions by a simple majority of the votes of the shareholders in person or represented by proxy at the General Shareholders Meeting, being adopted when resolutions obtain more favourable votes than opposing votes of the share capital presented or represented by proxy. The foregoing does not apply to situations in which the law or these By-laws require a greater majority. The Regulations for the General Shareholders Meeting shall detail the procedures and systems for calculating the voting of resolution proposals.

19. 3. In any event, the exercise of voting rights of shareholders under one of the causes of conflict of interest set forth in the Spanish Companies Act shall be governed by the Spanish Companies Act.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

Sixth Ter.-	Amendment of the following articles of Chapter III, Section Two (“Board of Directors”): articles 23, 24, 25, 26 and 27
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It is proposed to the Annual Shareholder’s Meeting the amendment of article 23 of Chapter III, Section Two, which shall hereinafter, if approved, have the following wording:

“Article 23.- Appointment

23. 1. The members of the Board of Directors shall be appointed by the General Shareholders Meeting, notwithstanding the possibility of co-opting members as established in the Spanish Companies Act.
23. 2. It is not necessary to be a shareholder to be elected member of the Board.
23. 3. Tenure of office shall be four (4) years as from the date of acceptance, being able to be re-elected one or more times for periods of equal maximum duration.
23. 4. Individual or legal entities covered by any of the prohibitions established by current legislation for reasons of incapacity or incompatibility shall be disqualified from Board membership.
23. 5. As from their appointment, Board Members shall be included in one of the following categories: Executive Director, Nominee Director, Independent Director or Other External Director. The definition of these categories shall take place in accordance with regulations or the recommendations of corporate governance applied at each moment in the Company, and shall be stated, or if advisable, further developed in the Regulations for the Board of Directors.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

It is proposed to the Annual Shareholder's Meeting the amendment of article 24 of Chapter III, Section Two, which shall hereinafter, if approved, have the following wording:

“Article 24.- Composition of the Board of Directors

24. 1. The Board of Directors shall be composed of a minimum of seven (7) and a maximum of nine (9) directors, who shall be appointed or ratified at a General Shareholders Meeting in accordance with the Spanish Companies Act. The determination of the number of directors shall be the purview of the shareholders acting at a General Shareholders Meeting, within the mentioned minimum and maximum limits.
24. 2. The Board of Directors, following a report issued by the Appointments and Compensations Committee, shall elect from among its members, a Chairman of the Board of Directors and, if it so decides, one or more Vice-Chairmen who shall stand in for the Chairman in the event of vacancy, absence or sickness. Should there be several Vice-Chairmen, their order of precedence should be established at the time of their appointment. In the absence of the Chairman and Vice-Chairmen, the meeting shall be chaired by its oldest member. The appointment of an Executive Director as Chairman of the Board of Directors shall be approved with the favourable vote of two thirds (2/3) of the members of the Board of Directors.
24. 3. If the Chairman of the Board is an Executive Director, the Board of Directors, at the proposal of the Appointments and Compensation Committee, with the abstention of the Executive Directors, must necessarily appoint a Coordinating Director among the Independent Directors. The Coordinating Director will be entrusted the tasks set forth in the Law and in the Regulations of the Board of Directors. The appointment of the Coordinating Director will be voluntary if the Chairman of the Board is not an Executive Director.
24. 4. The Board of Directors, following a report issued by the Appointments and Compensations Committee, shall also elect a Secretary of the Board of Directors and, if applicable, one or more Vice Secretaries to replace the secretary in the event of vacancy, absence or sickness. Both the Secretary and the Vice Secretary may or may not be directors, and when not, they shall have the right to speak but not to vote. In the absence of the Secretary and Vice Secretary, the director appointed by the Board of Directors from among those attending the meeting in question shall act as such.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting.”

It is proposed to the Annual Shareholder's Meeting the amendment of article 25 of Chapter III, Section Two, which shall hereinafter, if approved, have the following wording:

“Article 25.- Remuneration

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 Independent Directors and the Executive Directors is remunerated according to the terms of this Bylaws.
25. 2. The remuneration of the Independent Directors shall consist on a fixed annual amount. The amount payable by the Company to all the Independent Directors shall be set by the General Shareholders Meeting, and will remain in force 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 Independent Director in the Board and in each of its Committees.
25. 3. In addition, the Company is authorized to take out civil liability insurance covering its directors.
25. 4. The Directors shall be entitled, if applicable, to be paid or reimbursed any expenses incurred as a result of their attendance to the meetings and other tasks directly related to the performance of their duties, such as travel, accommodation, meals and any others in which they may incur, upon delivery of documentation evidencing such expenses.
25. 5. Apart from the remuneration corresponding to the office of Director, Executive Directors shall be entitled to receive compensation for the performance of their executive duties, which may comprise:
 - (a) a fixed amount, in cash or in kind, adjusted to the services and responsibilities performed;
 - (b) a variable amount, linked to personal and the Company's performance indicators;
 - (c) benefits, which will include appropriate social benefits and insurance arrangements, as well as the in-kind benefits established in their contracts;
 - (d) a fixed amount as consideration for contractual non-competition covenants, if any; and
 - (e) severance payment in the event of termination of the relationship other than as a result of a material breach of his/her obligations, all in accordance with the applicable regulations. The amount of the aforementioned compensation items shall be set by the Board of Directors.

25. 6. Executive Directors may also receive remuneration schemes linked to the evolution of the share value or which include the granting of shares or stock options, remuneration schemes linked to the share value of the Company or which include the granting of shares or stock options over the Company's shares. Such remuneration systems must be approved by the General Shareholders' Meeting, which shall establish the value of the shares that will be taken as a reference, the maximum number of shares to be granted, the exercise price or calculation system of the stock options over the shares, the duration of this remuneration scheme and such other conditions as may be deemed necessary. All of this, notwithstanding the rights that could have been granted in advance to other Directors on an exceptional basis.
25. 7. If any Director would have a regular employment, special top management, commercial, civil or service relationship with the Company other than as mentioned in this Article 25, the salaries, remunerations, granting of shares or stock options, remuneration linked to the share value, severance payments, pensions or indemnities of any kind, generally or individually set for these members of the Board of Directors as a result of any such relationship shall be compatible with and independent from any other remuneration that he/she may receive, as the case may be."

"To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting."

It is proposed to the Annual Shareholder's Meeting the amendment of article 26 of Chapter III, Section Two, which shall hereinafter, if approved, have the following wording:

"Article 26.- Calling meetings of the Board of Directors

26. 1. The Board of Directors shall meet as often as needed to perform its functions, and whenever it is required to meet in the interest of the Company, and, at least, on a quarterly basis, following the calendar and agenda set at the beginning of the year. In addition, the Board of Directors shall meet whenever is convened by the Chairman of the Board or whoever is acting on his behalf as well as whenever is requested by one-third of the members of the Board of Directors, establishing the agenda thereof, in order for the meeting to be held at the place where the registered office is located, if a prior petition has been submitted to the Chairman of the Board of Directors and he has failed, without well founded reasons, to call the meeting within one (1) month.
26. 2. When the Chairman of the Board of Directors is also the Chief Executive of the Company, the Board of Directors may also be convened by the Coordinating Director, who may, likewise, request the inclusion of new items in the Agenda of a Board meeting that has already been convened, coordinate and gather Non-Executive Directors and conduct, as the case may be, the ongoing evaluation of the performance of the Chairman of the Board.

26. 3. The meetings of the Board of Directors should be called with at least seven (7) calendar days' notice, and should be sent by letter, fax or e-mail or any other written or electronic form that ensures receipt. In an emergency situation, as determined by the Chairman, the minimum notice will be twenty-four (24) hours. The notice should state the date, time and place of the meeting, as well as the agenda, and it should be accompanied by all the necessary information to prepare for the meeting, in accordance with the Regulations for the Board of Directors.
26. 4. The Board of Directors shall be deemed to have validly met without the need for a call if all the directors present in person or by proxy unanimously agree to hold the meeting and to the items of the agenda to be dealt with."

"To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting."

It is proposed to the Annual Shareholder's Meeting the amendment of article 27 of Chapter III, Section Two, which shall hereinafter, if approved, have the following wording:

"Article 27.- Quorum, representation and remote participation in the Board of Directors

27. 1. The Board of Directors is validly constituted when the meeting includes half the total directors plus one, in person or by proxy.
27. 2. Directors must attend in person to any meetings of the Board. Notwithstanding the foregoing, if they are unable to attend, Directors may be represented at meetings of the Board of Directors by any other Director. Non-Executive Directors may only be represented by another non-Executive Director. In any case, representation shall be granted by a letter addressed to the Chairman or by other means detailed in the Regulations for the Board of Directors.
27. 3. Meetings will be held at the Company's registered offices or in any other place designated by the Chairman and stated in the meeting notice.
27. 4. Board of Directors meetings may be held by telephone conference call, video conference calls or any other such system that allows one or more of the directors to attend the meeting through the aforementioned system. To this end, the meeting notice should state the location where the meeting will take place. The notice should also specify that the meeting may be attended via conference call, video conference call or any such equivalent, with an indication of the exact means needed to attend the meeting in this manner, which must allow direct and simultaneous communication between all attendees."

"To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting."

Sixth Quater.-	Amendment of the following articles of Chapter III, Section Three (“Board Committees”): articles 31 and 32
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It is proposed to the Annual Shareholder’s Meeting the amendment of article 31 of Chapter III, Section Three, which shall hereinafter, if approved, have the following wording:

“Article 31.- Audit Committee

31. 1. The Company shall have an Audit Committee comprising a minimum of three (3) and a maximum of five (5) Directors, appointed by the Board of Directors. All the members of the Audit Committee should be non-executive Directors, and at least two (2) of the members of the Audit Committee shall be required to be Independent Directors, one (1) of which shall be appointed on the basis of its knowledge and experience in matters of accounting or auditing, or in both these areas.
31. 2. The Audit Committee shall appoint a Chairman among the Independent Directors members of the Committee for a term not exceeding four (4) years. The members who have held the office of Chairman of the Audit Committee may not hold such position for one (1) year as of the end of their term as Chairman, even if they continue to hold the office or are re-appointed as members of the Audit Committee.
31. 3. The powers of the Audit Committee which are further detailed in the Regulations of the Board of Directors include the following, as a minimum:
 1. Reporting to the General Shareholders' Meeting about the issues raised within the scope of its functions.
 2. Monitoring the effectiveness of the Company's internal control systems, internal audit and risk management systems, including tax risks, as well as discussing with the external auditors any significant weaknesses in the internal control system detected during the audit.
 3. Supervising the regulated financial information as it is drawn up and prepared.
 4. Proposing to the Board of Directors, for its submission to the General Shareholders’ Meeting, the selection, appointment, re-election and replacement of the external auditor in accordance with the applicable regulations, and the terms of its contract, as well as regularly collecting information on the audit plan and the implementation thereof, and preserving the auditor’s independence in the performance of its duties.

5. Establishing appropriate relationships with the external auditors to share information on any issues that may jeopardize their independence, so that said information may be considered by the Audit Committee and any others involved in the audit, and including any other communications detailed in the audit legislation and in the audit regulations. In any case, the external auditors should receive annual written confirmation of their independence from the company and any other entities that are related either directly or indirectly, as well as information on additional services of any kind that are provided to and the fees collected from these entities by auditors or by any persons or entities related to them, in accordance with the currently applicable legislation on auditing.
6. Issuing annually, prior to the issuance of the audit report, a report including an opinion on the independence of the auditors. This report shall, in any event, provide details on the provision of additional services as referred to in the previous section, both as a whole and individually considered, different from statutory auditing and related to the independence regime or to the regulations governing the auditing profession.
7. Reporting beforehand to the Board of Directors on all matters provided in the Law, the Bylaws and the Regulations of the Board of Directors and, in particular, regarding: (i) financial information to be regularly disclosed by the Company; (ii) the constitution or acquisition of shares of special-purpose entities or entities domiciled in countries or territories considered tax havens; and (iii) related parties transactions.

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

It is proposed to the Annual Shareholder’s Meeting the amendment of article 32 of Chapter III, Section Three, which shall hereinafter, if approved, have the following wording:

“Article 32.- Appointment and Compensation Committee

32. 1. The Company shall have an Appointment and Compensation Committee comprised of a minimum of three (3) and a maximum of five (5) Directors appointed by the Board of Directors. All the members of the Appointment and Compensation Committee should be non-executive Directors, and, at least, two (2) of them shall be Independent Directors. The Chairman of the Appointment and Compensation Committee will be appointed among the Independent Directors members of the Committee.
32. 2. The powers of the Appointment and Compensation Committee, which are detailed in the Regulations of the Board of Directors, include the following, as a minimum:
 1. Evaluating the skills, knowledge and experience of the Board of Directors, and subsequently defining the roles and capabilities required for any candidates to fill each vacancy, as well as deciding on the time and dedication required to effectively carry out such office.

2. Setting a representation goal for the least represented gender in the Board of Directors, and drafting guidelines on how to achieve this goal.
3. Submitting appointment proposals of Independent Directors to the Board of Directors, so that the appointment is approved on an interim basis or the decision is submitted to the General Shareholders' Meeting for approval. In addition, submitting proposals for the re-appointment or removal of such Directors by the General Shareholders' Meeting.
4. Reporting on appointment proposals of the remaining Directors so that the appointment is approved on an interim basis or the decision is submitted to the General Shareholders' Meeting for approval. In addition, submitting proposals for the re-appointment or removal of such Directors by the General Shareholders' Meeting.
5. Reporting on proposals for appointing or removing senior management and the basic conditions of their contracts.
6. Examining and organizing the succession of the Chairman and the chief executive of the Company and, where necessary, to make proposals to the Board of Directors, so that such succession occurs in an orderly and well-planned manner.
7. Proposing to the Board of Directors the compensation policy for Directors and managing directors or others who perform their top management duties and directly depend on the Board of Directors, the Supervisory Committee or the Chief Executive Officer, as well as the individual compensation and other contractual conditions for Executive Directors, and overseeing the compliance with the above.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Six of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

SEVENTH RESOLUTION

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 Corporate Enterprises Act (*Ley de Sociedades de Capital*) to enhance the corporate governance; and (b) to include certain technical and grammatical improvements. The following proposals shall be voted separately:

On January 1, 2015, Act 31/2014, of December 3, amending the Spanish Companies Act for the improvement of corporate governance (hereinafter, "**Act 31/2014**") entered into force. The aforementioned Act enacts a legislative reform aimed at improving good governance at Spanish companies, and includes specific measures for publicly traded companies. Act 31/2014 provides an interim regulation for significant developments, which may require changes to the bylaws or to companies' internal organisation, setting forth that certain amendments introduced by Act 31/2014 must be approved by resolution at the first General Meeting held subsequently to January 1, 2015.

To comply with the above mentioned legal mandate, the Board of Directors of Applus has agreed to submit to the approval of the General Shareholders' Meeting of the Company, among other aspects, and under item Seven of the agenda, the amendment of the Preamble and articles 4 ("*Types of General Meetings*"), 5 ("*Powers of the General Shareholders' Meeting*"), 6 ("*Call of the General Shareholders Meeting*"), 8 ("*Information available as of the date of the call*"), 9 ("*Right to information prior to the General Shareholders Meeting*"), 11 ("*Right to Proxy Representation*"), 20 ("*Voting on proposed resolutions*") and 21 ("*Adoption of resolutions and announcement of voting results*") of the Internal Regulations of the General Shareholders' Meeting of Applus, and to propose the wording of the full text of the amendment.

The proposed amendment contemplates, on one hand, adapting the Internal Regulations of the General Shareholders' Meeting to Act 31/2014 and, on the other hand, including certain clearer wordings or technical improvements in certain terms, in line with the proposal submitted to the General Meeting regarding the Corporate Bylaws.

A report justifying the proposed amendment of the Internal Regulations of the General Shareholders' Meeting, drafted and approved by the Board of Directors of Applus, at its meeting held on May 5, 2015, has been made available to the Shareholders upon convening the General Meeting.

The proposed amendments are grouped into different proposals, which shall be subject to separate vote. In view of the above,

It is proposed to the Annual General Shareholders' Meeting to amend the following articles in the Internal Regulations of the General Shareholders' Meeting, which shall be subject to separate votes.

Seventh Prima.-	Amendment of the Preamble, in order to adapt the text thereof to the new applicable provisions
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It is proposed to the Annual General Shareholders' Meeting to amend the Preamble to adapt it to the new applicable legislation, which shall hereinafter, if approved, have the following wording:

“Preamble.-

In keeping with the recommendations of the Good Governance Code of Listed Companies approved by the Spanish Securities Market Commission ("CNMV") on February 18, 2015 and considering the practice of Spanish listed companies in the preparation and development of General Meetings, as well as the legal provisions of Articles 512 and 513 of Royal Legislative Decree 1/2010 of July 2, which approves the Consolidated Text of the Spanish Companies Act (the "**Spanish Companies Act**"), this Regulations of the General Shareholders' Meeting (the "**Regulations**") of APPLUS SERVICES, S.A. (the "**Company**") has a threefold purpose. In the first place, to reinforce the transparency that should prevail over the management bodies, by making public the procedures for the preparation and holding of General Shareholders' Meeting; in the second place, to specify the forms of exercising voting rights at the General Shareholders' Meeting; and, in the third place, to consolidate all rules relative to the General Shareholders Meeting into a single text, thus facilitating the knowledge that any shareholder may have regarding the management of the Company's Board of Directors.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting.”

Seventh Bis.-	Amendment of the following articles of Chapter II (“Concept, types and functions of the General Shareholders' Meeting”): articles 4 and 5
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It is proposed to the Annual General Shareholders' Meeting the amendment of article 4 of Chapter II, which shall hereinafter, if approved, have the following wording:

“Article 4.- Types of General Meetings

- 4.1. General Shareholders' Meetings may be annual or extraordinary.
- 4.2. The Annual General Shareholders Meeting must meet within the first six (6) months of each financial year, as appropriate, to review corporate management, approve individual and, where appropriate, consolidated accounts from the prior financial year, and decide upon the allocation of the results from such financial year, all of which is notwithstanding the body's authority to address and settle any other items appearing on the Agenda, providing that the number of shareholders in attendance and percentage of share capital, legally or statutorily required, is present, as the case may be.

- 4.3. The Annual General Shareholders Meeting will be valid even if convened or held after the deadline.
- 4.4. Any General Shareholders Meeting not provided for in the preceding section shall be deemed to be an Extraordinary General Shareholders', and will be held whenever convened by the Board of Directors of the Company upon its own initiative or at the request of shareholders who hold at least three percent (3%) of the share capital, without prejudice to the legal system for judicial calls."

"To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting."

It is proposed to the Annual General Shareholders' Meeting the amendment of article 5 of Chapter II, which shall hereinafter, if approved, have the following wording:

"Article 5.- Powers of the General Shareholders' Meeting

5. 1. The General Shareholders' Meeting shall decide the matters assigned thereto in accordance with the Spanish Companies Act and the Company's By-laws, including but not limited to the following:
 1. The appointment and removal of directors, liquidators, auditors and the actions of social liability against each of them.
 2. Review of corporate management, approval, if appropriate, of the individual and consolidated accounts from the previous financial year, and allocation of the results from such year.
 3. An increase or reduction in share capital.
 4. The issuance of notes, unless the Law assigns the competence to the directors.
 5. Amendments to the Company's By-laws.
 6. The removal or restriction of the pre-emptive rights to acquire new shares.
 7. The dissolution, merger, split-offs, conversion of the Company and the transfer the Company's registered offices abroad.
 8. The approval of the acquisition, disposal or the transfer to any other company of key assets.
 9. The approval of transfers of key activities carried out by the Company until that moment to affiliate companies, even if the Company maintains the full ownership of such affiliate companies.
 10. The approval of the Directors remunerations policy.

11. Transactions that effectively add-up to the liquidation of the Company.
 12. The authorization of the acquisition of assets in exchange for payment in an amount equal to or greater than one tenth of the share capital within two (2) year of the date of execution of the deed or re-registration into a corporation.
 13. The approval of the final liquidation balance sheet.
 14. The approval or ratification of the Company's corporate website.
 15. The approval and amendment of this Regulations.
5. 2. The aforementioned resolutions, together with any other subject reserved, by law or the By-laws, to the authority of the General Shareholders Meeting, may be adopted by it during an annual or extraordinary meeting, upon compliance with all applicable legal requirements."

"To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting."

Seventh Ter.-	Amendment of the following articles of Chapter III ("Call and preparation of the General Shareholders' Meeting"): articles 6, 8, 9 and 11
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It is proposed to the Annual General Shareholders' Meeting the amendment of article 6 of Chapter III, Section One, which shall hereinafter, if approved, have the following wording:

"Article 6.- Call of the General Shareholders Meeting

- 6.1. Without prejudice to the provisions of the Spanish Companies Act on the universal General Shareholders Meeting and judicial calls, the General Shareholders' Meeting must be formally called by the Board of Directors, as follows:
 - (a) On a date within the first six (6) months of each financial year, in the case of the Annual General Shareholders Meeting.
 - (b) When the Board of Directors deems it advisable to corporate interests, in the case of Extraordinary General Shareholders' Meetings.
 - (c) In all cases when, the meeting is requested, by notarial summons, by shareholders holding or representing at least three percent (3%) of the share capital, which request sets forth the matters to be addressed. In this case, the General Shareholders Meeting should be called within two (2) months of the date on which the Board of Directors is summoned by notary. The Agenda will necessarily include the matters specified in the request.
 - (d) In all other cases provided by Law and the Company's By-laws.

- 6.2. Following a hearing of the directors, the Corporate Court's Judge from the Company's registered office may call the General Shareholders' Meeting: (i) at the request of any shareholder, if the Annual General Shareholders' Meeting has not been called within the statutorily prescribed deadline; and (ii) at the request of the petitioners if, after shareholders representing at least three percent (3%) of the share capital have requested that it be called and the directors fail to do so.
- 6.3. Shareholders representing at least three percent (3%) of the share capital may request the publication of a supplement to the call of the Annual General Shareholders' Meeting, including one or more additional items on the Agenda. It will be necessary for the new Agenda items to be accompanied by a rationale or, where appropriate, a substantiated proposal for a resolution.

The exercise of this right should be made by certified notice, received at the Company's registered office within five (5) days of the publication of the call. The supplement should be published at least fifteen (15) days prior to the scheduled date of the Annual General Shareholders Meeting. Failure to publish the supplement on time will be grounds for the challenge of the Annual General Shareholders Meeting.

- 6.4. Additionally, shareholders representing at least three percent (3%) of the share capital may, in the time period and manner indicated in the preceding Article, submit well-founded proposed resolutions regarding matters already included or that should be included in the Agenda of the call to the General Shareholders' Meeting. These proposed resolutions, as well as any attached documentation thereto, where appropriate, should be made available to other shareholders by continuous publication on the Company's corporate website, from the moment of their receipt up to the General Shareholders Meeting."

"To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting."

It is proposed to the Annual General Shareholders' Meeting the amendment of article 8 of Chapter III, Section Two, which shall hereinafter, if approved, have the following wording:

"Article 8.- Information available as of the date of the call

As of the publication date of the call of the General Shareholders Meeting and until the date of the General Shareholders Meeting, the Company shall make available the following information to the shareholders at its registered office and will continuously publish it on the Company's corporate website:

1. The complete text of the announcement of the call.
2. The proposed resolutions formulated by the Board of Directors in relation to the items on the Agenda. Any proposed resolutions formulated by shareholders that are duly justified will also be included upon receipt.

Proposals for the appointment, ratification or re-election of Directors will include: a professional and biographic profile; information on other Boards of Directors to which the candidate belongs to; an indication of the Director category to which he/she belongs, as appropriate; in the case of proprietary directors, the shareholder who he represents or to whom he is related; the date of his first appointment as Company's Director, as well as any subsequent appointments; the Company shares and any stock options held. In addition, the proposal will include a report issued by the Board of Directors assessing the competence, experience and merits of the proposed candidate and, for the appointment or re-election of Non-Independent Directors the proposal will also include the report of the Appointments and Compensation Committee. If the Director would be a legal entity, the information must include details of the individual representative appointed to permanently exercise the duties inherent to the office.

3. The total number of shares and voting rights on the date of the call, specified by share type, if any.
4. Any documents that, according to the Spanish Companies Act, the Company's By-laws, and these Regulations, must be submitted at the General Shareholders Meeting, specifically, reports from directors, auditors and independent experts.
5. Any other documents or information that, in accordance with the Spanish Companies Act, the Company's By-laws, and these Regulations, should be made available to the shareholders.
6. The forms that should be used for the delegation of proxies and the exercise of distance voting rights. If, for technical reasons, it is not possible to publish such forms on the Company's corporate website, directions on how to obtain printed forms will be included there, and these forms will be sent to any shareholder who so requests.
7. Information on communication channels between the Company and shareholders in order to collect data and formulate questions, clarifications or suggestions, in accordance with applicable legislation.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company's Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders' Meeting.”

It is proposed to the Annual General Shareholders' Meeting the amendment of article 9 of Chapter III, Section II, which shall hereinafter, if approved, have the following wording:

“Article 9.- Right to information prior to the General Shareholders Meeting

- 9.1. From the date of publication of the call to the General Shareholders Meeting through and including the fifth day prior to the date provided for the first call to meeting, the shareholders may request in writing questions, requests for information or clarifications that refer to:
 - (a) agenda items and its clarification;

- (b) information accessible to the public that shall have been furnished by the Company to the CNMV since the last General Shareholders Meeting; or
 - (c) the audit report.
- 9.2. The requests for information provided in this Article will be answered in writing through the same channel which they were submitted, until the date of the corresponding General Shareholders Meeting, after verifying the identity and shareholder status of the petitioners. In all cases, directors may provide the information in question via certified mail return receipt requested or via bureaufax.
- 9.3. Any other requests for information or clarifications that, pursuant to the terms provided in Article 9.1 above, are requested in writing by shareholders after the fifth day prior to the General Shareholders Meeting will be addressed verbally during the General Shareholders Meeting by any of the directors present, at the indication of the Chairman or, if it is not possible to answer at that time in writing, within seven (7) days of the conclusion of the corresponding General Shareholders Meeting. Any violation of the right to information during the course of the General Shareholders Meeting, according to the provisions set forth in this article, shall only entitle the shareholder to request compliance with the information obligations and to claim any damages that may have arisen, but shall not constitute grounds to challenge the General Shareholders Meeting, save the cases provided in the Law.
- 9.4. Shareholders may request information via the email address that is posted on the Company's corporate website for each General Shareholders Meeting. Requests may also be made in writing to the Investors Relations Department at the Company's registered address, delivered personally, by post or courier, as specified in the announcement of the call to the General Shareholders Meeting. The provisions of this Article are understood to be without prejudice to the right of shareholders to obtain the documents in printed format and to request their delivery free-of-charge when so established by Law.
- 9.5. Valid requests for information, clarifications or questions in writing and any written replies submitted by the Directors shall be included in the website of the Company.
- 9.6. Directors shall be obliged to provide the information requested pursuant to the provisions of article 197 of the Law, unless such information should be unnecessary to protect the shareholder's rights, or where there are objective grounds to consider that it could be used for purposes other than for the benefit of the Company, or where its disclosure should be harmful to the Company or any affiliates of the Company. Likewise, Directors shall not be obliged to reply to specific questions of the shareholders if, prior to asking such questions, the requested information is available in a clear, express and direct manner to all shareholders in the Company's website in a Q&A format. No information may be refused to be provided if the request is supported by shareholders representing, at least, twenty five per cent (25%) of the share capital.
- 9.7. In the event of abusive or harmful use of the requested information, the shareholder shall be liable for any damages caused.

- 9.8. The Board of Directors may empower any of its members as well as the Secretary and, when appropriate, deputy Secretary, to respond to any requests for information formulated by shareholders via the Investors Relations Department.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

It is proposed to the Annual General Shareholders’ Meeting the amendment of article 11 of Chapter III, Section II, which shall hereinafter, if approved, have the following wording:

“Article 11.- Right to Proxy Representation

- 11.1. Shareholders with the right to attend may be represented by another person, whether or not such person is a shareholder.
- 11.2. The appointment and revocation of the proxy, as well as the notice to the Company of the appointment or revocation, should be made pursuant to the provisions of the Spanish Companies Act, in writing or by postal communication (including, as appropriate, electronic correspondence), the use of which has been expressly approved by the Board of Directors when calling the Meeting, and providing that they ensure the identification of the shareholder and his proxy. The proxy granted by any of the foregoing means of postal communication must be received by the Company at least twenty four (24) hours prior to the date scheduled for the General Shareholders Meeting to take place in its first call. Otherwise the proxy will be considered not granted.
- 11.3. The proxy will be granted specifically for each General Shareholders Meeting, except in the case of a spouse, parent, or offspring of the principal or of an authorized legal representative with powers granted in a public deed to manage the entire estate of the shareholder in national territory.
- 11.4. The proxy may represent more than one shareholder, and is not restricted in terms of the number of shareholders represented.
- 11.5. The shareholder may not have more than one (1) proxy at the corresponding General Shareholders Meeting. In exceptional cases, the Company will allow financial intermediaries that are formally recognized as shareholders and act in their own names but on behalf of end-clients (the "**Intermediate Entities**") to be represented in the meeting by several agents in order to reflect the various positions of their clients, as well as the material holders of the shares.
- 11.6. All cases of public proxy requests will abide by the provisions of the Spanish Companies Act.
- 11.7. The proxy is always revocable. In order to be enforceable, the Company should be notified in the same terms as those envisaged for the notification of a proxy granting. The last action performed by the shareholder with regard to the exercise of voting rights or delegation prior to the holding of the General Shareholders Meeting will be deemed valid. If it is not possible to

determine the date with certainty, the vote of the shareholder will prevail over the proxy. In all cases, the attendance by the shareholder to the General Shareholder Meeting entails the revocation of any proxy, regardless of the date thereof. The proxy will likewise be deemed null and void by the cancellation of shares about which the Company is aware.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

Seventh Quater.-	Amendment of the following articles of Chapter IV (“General Shareholders’ Meeting”): articles 20 and 21
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It is submitted to the General Shareholder’s Meeting the amendment of article 20 of Chapter IV, Section Three, which shall hereinafter, if approved, have the following wording:

“Article 20.- Voting on proposed resolutions

- 20.1. Once the shareholders presentations have ended and responses have been given to requests for information pursuant to the provisions of these Regulations, the proposed resolutions regarding matters included in the agenda of the call to meeting or which, pursuant to a law, may be submitted to a vote even though not appearing thereon, shall be submitted to a vote.
- 20.2. Each shareholder entitled to attend the General Shareholders Meeting, in the terms provided in article 14 of these Regulations, has a right to vote.
- 20.3. At the General Shareholders Meeting, those matters that are materially separate shall be voted on separately, in particular: (i) the appointment, ratification, reappointment and removal of each director, to be voted on individually, and (ii) changes in the Company’s By-laws, each article or group of articles that are not interdependent.
- 20.4. The Secretary shall offer shareholders the option of having the proposed resolutions read aloud or incorporated by reference. If so requested by any shareholder, or even if not requested, if deemed appropriate by the chair of the General Shareholders Meeting, they shall be read aloud. In any event, the attendees shall be informed of the agenda item to which the proposed resolution put to a vote relates.
- 20.5. For each resolution put to the vote, there shall be a determination, at the least, of the number of shares for which valid votes were cast, the proportion of capital represented by those votes, the total number of valid votes, the number of votes for and against each resolution and, where appropriate, the number of abstentions.
- 20.6. Notwithstanding the fact that other alternative systems may be used at the initiative of the chair of the General Shareholders Meeting, the voting on proposed resolutions referred to in the preceding paragraph shall be conducted according to the following procedure:

- (a) The voting on proposed resolutions relating to items on the agenda shall be effected via a process of negative deduction. To that end, for each proposal, the votes in favour equal the total number of all shares present and represented, minus the votes against and abstentions (which must be expressly stated). Negative votes and abstentions shall be counted separately.

If the shareholders have presented alternative proposals, these shall be put to a vote following the proposals of the Board of Directors. Once a proposed resolution is adopted, all others on the same subject that are incompatible shall automatically fail, without subjecting them to an express vote, which shall be stated by the board of the Meeting.

- (b) The voting on proposed resolutions relating to items not on the agenda, where such proposals are legally possible, shall be effected via a process of positive deduction. In other words, the votes against will equal all the shares present and represented, minus the votes corresponding to shares whose owners or representatives expressly state that they vote in favour or abstain.

For voting on these proposals, shareholders cast their vote remotely prior to the Meeting shall not be considered either present or represented, unless they have given express instructions.

- 20.7. The shares, which cannot exercise their right to vote under the provisions of Articles 523 and 526 of the Act, shall not be deemed present or represented unless the conflict has been overcome.
- 20.8. Where technically possible, and provided that fulfilment of all legal requirements can be ensured, the Board of Directors may establish electronic systems for vote counting.
- 20.9. Statements containing a direction to vote given to the Notary or the Board, according to Article 20.6 above, may be made individually for each one of the proposals or jointly for some or all of them, informing the Notary or the Board of the identity and status as shareholder or representative of the person voting, the number of shares they represent, how to vote or, if applicable, whether to abstain.
- 20.10. When a representative holds proxies from several shareholders, he or she may cast votes differently based on the instructions given by each represented party. The representative must preserve his represented party's instructions for one year from the conclusion of the relevant Meeting.
- 20.11. Exceptionally, votes can be split by Intermediate Entities appearing as shareholders of record, and acting in their own name on behalf of different clients, and following the latter's instructions.

The shareholder shall not exercise the voting rights corresponding to its shares for the adoption of a resolution whose purpose is to: (i) waive an obligation of or grant a right to such shareholder; (ii) provide the shareholder with any kind of financial assistance, including the granting of any guarantee in its favour; or (iii) release the shareholder from obligations resulting from its duty of loyalty in accordance with the provisions of the Law. The shares corresponding to any shareholder incurring in any conflict of interest contemplated in the present section shall be deducted from the share capital in order to compute the voting majority that may be necessary in each case.”

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Company’s Bylaws amended under item Seventh of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

It is proposed to the Annual General Shareholders’ Meeting the amendment of article 21 of Chapter IV, Section Three, which shall hereinafter, if approved, have the following wording:

“Article 21.- Adoption of resolutions and announcement of voting results

21.1. In general, the adoption of resolutions shall require the following majorities:

- (a) Resolutions shall be approved by simple majority of shares present or represented at the Shareholders Meeting, being the resolution adopted when it obtains more votes in favour than against out of the share capital that is present or represented at the Shareholders Meeting.
- (b) To adopt the resolutions mentioned in article 16.8(b) above, if the shares present or represented in the Shareholders Meeting exceed fifty per cent (50%) of the share capital, it will be sufficient if the resolution is adopted by absolute majority. However, it will require the favourable vote of two thirds (2/3) of shares present or represented at the Shareholders Meeting if, on second call, shareholders representing twenty five per cent (25%) or more of the subscribed voting capital, but less than fifty per cent (50%), attend the Shareholders Meeting.
- (c) Reduction of the call period for extraordinary General Shareholders Meeting shall be adopted only by the affirmative vote of at least two thirds (2/3) of the share capital with voting rights.

21.2. In determining the number of shares on which to calculate the majority required for approval of the various resolutions, the shares in attendance, present and represented at the meeting shall be considered all those on the list of attendees, less the shares whose owners or representatives have left the meeting prior to the vote on the proposed resolution or resolutions in question, and have recorded their withdrawal with the Notary, or failing that, the Secretary or staff assisting them (by way of clarification, such withdrawals shall not affect a quorum).

21.3. The chair of the General Shareholders Meeting shall declare the resolution adopted if he is satisfied of the existence of sufficient votes in favour, notwithstanding any statements made, if applicable, by shareholders to the Notary or the Board on this subject”.

“To the extent necessary, the Secretary Non-Director and the Vice Secretary Non-Director are empowered to issue partial or complete certifications of the full text of the articles of the Regulations of the General Shareholders’ Meeting amended under item Seven of the Agenda, including paragraphs, headings, sections or subsections amended by the General Shareholders’ Meeting.”

EIGHTH RESOLUTION

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 Corporate Enterprises Act (*Ley de Sociedades de Capital*) to enhance the corporate governance; and (b) to include certain technical and grammatical improvements

Pursuant to Article 528 of the consolidated text of the Spanish Companies Act, upon convening the Annual General Meeting, the Board of Directors made available to the shareholders of Applus a justifying report explaining the scope and content of the amendment to the Internal Regulations of the Board of Directors of Applus. The aforementioned a justifying report was drafted and approved by the Audit Committee and approved by the Board of Directors at its meeting held on May 5, 2015.

The amendment is intended, inter-alia, to adapt the articles of the Internal Regulations to the legislative reform introduced by Act 31/2014, and to introduce certain technical or grammatical improvements.

The consolidated text of the Internal Regulations of the Board of Directors has been made available to the shareholders since the date of convening the present General Meeting.

NINTH RESOLUTION

Approval of the Directors' remunerations policy of Applus

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“To approve, in accordance with the provisions of article 529 novodecies of the Spanish Companies Act, the remuneration policy for members of the Board of Directors of Applus for the years 2015, 2016, 2017 and 2018, the text of which has been made available to shareholders upon convening the Shareholders' Meeting.”

TENTH RESOLUTION

Approval of the Directors' remuneration for financial year 2015: maximum amount of the annual remuneration to be paid to Independent Directors, in their capacity as Directors

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“For the purposes of the provisions of article 217.3 of the Spanish Companies Act, and section 2 article 25 of the Company Bylaws of Applus, to fix the amount of ONE MILLION AND FIVE HUNDRED THOUSAND EURO (€1,500,000) as maximum annual remuneration to Independent Directors in their capacity as such. Said amount shall apply to the year 2015, and shall remain in effect to the extent that the General Shareholders' Meeting does not resolve to change it and might be reduced by the Board of Directors in accordance with the terms provided by said provision of the Company Bylaws.

In accordance with such article of the Company Bylaws, the Board of Directors shall be entrusted with the distribution of the exact amount payable to each Director, taking into consideration the duties and responsibilities of each Independent Director in the board and in each Committee thereof.

All the information in connection with the abovementioned remuneration, shall be included in the Annual Remunerations Report which shall be submitted to the Annual General Shareholders' meeting for a consultative vote.

For the requisite purposes, it is hereby noted that, as well as the remuneration corresponding to the office of Independent Director, Directors entrusted with executive duties shall be entitled to receive compensation for the performance of such duties, which may comprise: (i) a fixed amount, adjusted to the services and responsibilities performed; (ii) a variable amount, linked to personal and corporate performance indicators; (iii) benefits, which will include the appropriate social benefits and insurance; (iv) remuneration linked to the evolution in the listed price of the Company shares, or involving handing over shares or options over shares in the Company; (v) a fixed compensation in consideration for any non-competition covenants, as the case may be; and (vi) severance in the event of termination of the relationship other than as a result of a serious breach of his/her obligations, all of which in accordance with applicable legislation. The amount of the aforementioned compensation items shall be set by the Board of Directors.”

ELEVENTH RESOLUTION

Consultative vote regarding the Directors Remunerations Annual Report

It is proposed to the Annual General Shareholders' Meeting:

“In accordance with the provisions of article 541 of the Spanish Companies Act, to approve, in an advisory vote, the Annual Report on the Remuneration of the members of the Board of Directors corresponding to the year 2014, which was approved by the Board of Directors of the Company on February 24, 2015, at the proposal of the Appointments and Compensation Committee, in the terms provided in the Act and in Circular 4/2013, of June 12, issued by the National Securities Market Commission.

The text of the Annual Report on Remuneration has been made available to the shareholders upon convening the Shareholders Meeting, together with the remaining documentation thereof.”

TWELFTH RESOLUTION

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

The legal regime governing transactions involving treasury stock or participations (acquisitions of treasury shares) by Spanish public limited companies (*sociedades anónimas*) is determined in articles 134 et seq. of the Spanish Companies Act. Article 146 of the Spanish Companies Act sets out the conditions subject to which the derivative acquisition of treasury shares by joint stock companies is allowed. The first is that the acquisition must be authorised by a resolution of the General Meeting, which must establish the forms of acquisition, the maximum number of shares or participations to be acquired, the minimum and maximum price in onerous acquisitions, and the term of the authorisation, which shall not exceed five years.

The General Meeting held on March 25, 2014 authorised the Board of Directors to undertake the derivative acquisition of treasury shares until the date of approval of the financial statements corresponding to the year ended on December 31, 2014, which term expires on the date of the present Annual General Shareholders' Meeting.

The Board of Directors considers that the Company should have the possibility of buying back its own shares, in the terms provided in the Spanish Companies Act, should such opportunity arise at any time. In view of the foregoing, the General Meeting is requested to grant a new authorisation. The proposed maximum number of shares to be acquired shall be as determined by the Law from time to time (currently, under article 509 of the Spanish Companies Act, this is ten per cent (10%) of subscribed capital for listed companies).

It is proposed to the Annual General Shareholders' Meeting to approve the following resolution:

“To authorise and empower the Board of Directors, with powers of substitution, to undertake the derivative acquisition of the Company's own shares in accordance with article 146 of the Spanish Companies Act, in the following terms:

1. The acquisitions may be carried directly by Applus or indirectly by subsidiaries on the same terms as those set out herein.
2. The acquisitions may be carried out in one or several transactions through a purchase, barter, dation in payment, share exchange or any other transaction permitted by Law.
3. The acquired shares, plus the already held by the Company, shall not exceed ten percent (10%) of the issued share capital.
4. The acquisition price or consideration shall range between the par value of the shares and one hundred and ten per cent (110%) of the listed price.

5. The present authorisation is granted for a maximum period of 5 years from the approval of this resolution.

For the requisite purposes, it is hereby expressly stated that shares acquired pursuant to this authorisation may, in whole or in part, be directly sold, amortized or awarded to employees or directors of the Company or the companies of its group, or awarded as a result of the exercise of options held by the former or pursuant to any other similar remuneration system.

In so far as is necessary, this resolution repeals and renders without force or effect, in the amount that has not been used, the authorisation granted by the Annual General Meeting held on March 25, 2014 in favour of the Board of Directors for the derivative acquisition of treasury shares.”

THIRTEENTH RESOLUTION

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

Notwithstanding the delegations included in the foregoing resolutions, **it is proposed to the Annual General Shareholders' Meeting to approve the following resolution:**

- “**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 the Supervisory Committee of the Board of Directors, 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 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.”

The Spanish version of the proposed resolutions were approved by the Board of Directors of Applus in its meeting held on 5 May 2015.

The Secretary Non Director of the Board of Directors
Mr. José Luis Blanco
Applus Services, S.A.