



Report issued by the Board of Directors of Applus Services, S.A. to justify the appointment of Ms. María Cristina Henríquez de Luna Basagoiti as Independent Director of the Company

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between this translation and the text of the original Spanish-language document, the text of the original Spanish-language document shall prevail.

I. Introduction and purpose of the report

This Report is issued and approved by the Board of Directors of Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”), in accordance with the provisions of article 529 decies of the Spanish Companies Act and article 14.1 of the Regulations of the Board of Directors of Applus, to justify the appointment of Ms. Maria Cristina Henríquez de Luna Basagoiti as new member of the Board of Directors of the Company, qualifying as Independent Director.

The appointment of Ms. Maria Cristina Henríquez de Luna Basagoiti has been approved by the Board of Directors at its meeting of today, 21 July 2016, at the proposal of the Appointments and Compensations Committee, in order to cover one of the three vacancies created on 9 May 2016 as a result of the resignation of the former proprietary directors representing Carlyle.

In this regard, the Appointments and Compensations Committee has considered it appropriate that at least two of such vacancies may be filled in by independent directors, thereby reinforcing their weight within the Board of Directors in accordance with the best international standards on corporate governance. It is worth noting that the Appointments and Compensation Committee has taken the advice of a well reputed executive search company in the selection process of the candidates to fill in those vacancies.

It is expressly noted that the appointment of Ms. Henríquez de Luna will be submitted to the next General Shareholders’ Meeting for ratification. To this effect, and as provided for in article 518 of the Spanish Companies Act and article 8 of the Regulation of the General Shareholders’ Meeting of Applus, this Report will be made available to the shareholders at the Company’s registered office and published uninterruptedly in the corporate website of the Company as from the date of the announcement of the calling until the holding of said General Shareholders’ Meeting.

II. Profile of the director and assessment of her circumstances

Ms. Maria Cristina Henríquez de Luna Basagoiti holds a Bachelor in Economics from ICADE, Madrid. She is currently President and Managing Director Spain and Head of Iberia and Israel Cluster at GlaxoSmithKline where she has benefited from an extensive career in international markets in both commercial and finance roles. Previous to this, she was at Procter & Gamble in Spain, Switzerland, Mexico and Peru in a variety of senior finance positions including 12 years of direct Latin American management.

In view of Ms. Henríquez de Luna's remarkable experience and professional career, and as recommended by the Appointments and Compensations Committee, the Board of Directors has considered that she is the appropriate candidate to fill in one of the vacancies existing in the Board.

In particular, Ms. Maria Cristina Henríquez de Luna Basagoiti meets the conditions of impartiality, objectivity, professional reputation, competence and experience required to become a member of Applus' Board of Directors. In addition, the Appointments and Compensation Committee has verified that Ms. Henríquez de Luna has sufficient time available to properly perform her duties as Director in Applus.

Finally, the female condition of Ms. Maria Cristina Henríquez de Luna Basagoiti certainly entails a significant progress in terms of diversity in the Board composition, along the lines of corporate governance recommendations and Applus' policies.

III. Category of the director

Having verified that Ms. Henríquez de Luna meets the requirements set forth in article 529 duodecies of the Spanish Companies Act, the Board of Directors considers that Ms. Maria Cristina Henríquez de Luna Basagoiti may perform her duties without being conditioned by her relations with the Company, its significant shareholders or its management, and accordingly she is qualified as Independent Director.

For all appropriate purposes, it is expressly noted that Ms. Henríquez de Luna has confirmed that she is not affected by any incompatibility for the exercise of the position of Independent Director, as provided for in Act 3/2015, of March 30th, and other applicable state and regional regulations.

In Bellaterra, Cerdanyola del Vallès (Barcelona), on 21 July 2016