

<<ENGLISH GUIDE TRANSLATION FOR INFORMATION PURPOSES ONLY>>

**REGULATIONS OF THE PROCEDURE FOR VOTING AND APPOINTING  
PROXIES AT THE GENERAL SHAREHOLDERS' MEETING BY REMOTE  
MEANS OF COMMUNICATION**

**OF**

**APPLUS SERVICES, S.A.**



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## **REGULATIONS OF THE PROCEDURE FOR VOTING AND APPOINTING PROXIES AT THE GENERAL SHAREHOLDERS' MEETING BY REMOTE MEANS OF COMMUNICATION**

### **Preamble**

Pursuant to articles 189 and 521 of the Spanish Companies Act (the "**Law**"), articles 16 and 17 of the Company's Bylaws and articles 7.4, 11.2 and 14.3 of the Regulations of the General Shareholders' Meeting, Shareholders of Applus Services, S.A. will be entitled to cast their vote and appoint proxies by remote means of communication.

The aforesaid articles of the Company's Bylaws and the Regulations of the General Shareholders' Meeting provide that the Board of Directors shall determine the means of communication (including, where appropriate, remote means) that may allow Shareholders to participate in the Shareholders' Meeting or cast their vote or appoint proxies.

### **Chapter I**

#### **Voting by remote means of communication**

Pursuant to article 17.1 of the Company's Bylaws and article 7.4 of the Regulations of the General Shareholders' Meeting, the Board of Directors establishes that voting on items of the Agenda may be exercised by Shareholders by the following means: (i) by voting at the Shareholders' Information Office; (ii) by post; or (iii) by electronic communication, in accordance with the following instructions.

#### **Section 1.1.-Voting at the Shareholders' Information Office**

If a Shareholder decides to cast his/her vote, in person or by proxy, at the Shareholders' Information Office (Applus Services, S.A. – Investors Relations / General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona), he/she shall submit an attendance and voting card clearly stating the Shareholder's identity, the number of shares held, the sense of his/her vote on each item on the Agenda, as well as his/her written signature, and present his/her national identity card or passport, if the Shareholder is a natural person. In case of representation, the proxy-holder must present, in addition, his/her national identity card or passport and a document legally proving proxy representation both if the Shareholder is a legal entity or a natural person.

## **Section 1.2.-Voting by post**

Shareholders wishing to vote by post must submit to the corporate address of the Company (Applus Services, S.A. – Invertors Relations / General Shareholders’ Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona), in sealed envelope, the attendance and voting card, issued by the Company or by the Entities that are Members of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores* (IBERCLEAR, the Spanish stock exchange clearing house), setting out clearly the identity of the Shareholder, the number of shares he/she holds, how he/she wishes to vote on each item of the agenda, as well as his/her written signature, along with a copy of his/her national identity card or passport. If the Shareholder is a legal entity, in addition to the handwritten signature of its representative and a copy of his/her national identity card or his/her passport, it must provide a document that constitutes a legal accreditation of representation and, in case of doubt, contact the Shareholders’ Information Office on the telephone: +34 935.202.050 (office hours: Monday to Friday from 10 am to 1 pm; email: [juntageneral@applus.com](mailto:juntageneral@applus.com)).

## **Section 1.3.-Voting by electronic means of communication**

Shareholders wishing to vote must do so in the section devoted to the General Shareholders’ Meeting on the “Investor Relations” page on the Company’s website ([www.applus.es](http://www.applus.es)), following the instructions given for such purpose on each of the windows of the website and filling out the forms provided. For such purpose, they will provide evidence of their identity, through an electronic signature with the security, as set forth below, as well as the number of shares held and how they intend to vote on each item on the Agenda.

The security that the Board of Directors considers appropriate to ensure the authenticity and identification of a Shareholder exercising his/her voting right is the electronic signature recognized pursuant to the terms of the Law 59/2003 of 19 December, on electronic signatures, provided the signature is based on: (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES), concerning which no revocation has been recorded; or (ii) the recognized electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the Spanish national identity card and electronic signature certificates. The certificate must be obtained by the Shareholder, at no charge to the Company, and must be valid at the time of voting.

#### **Section 1.4.- Specific rules on the direction of the vote**

If a Shareholder that cast his/her vote by remote means of communication fails to mark any of the boxes provided for the purpose in relation to any item of the Agenda, he/she will be deemed to have voted in favor of the respective resolution proposed by the Board of Directors.

#### **Section 1.5.- Gaps, errors, defects or omissions in the cards**

If part of the items of the Agenda were omitted, as a result of an error in the editing, printing or transcription of the Agenda of the call to the meeting:

- In the cards containing voting instructions in favor of the proposals of the Board of Directors for all items of the Agenda or instructions in blank, it is assumed that the Shareholder also delegates or votes in favor of the remaining items contained in the Agenda of the meeting that are not included in the card.
- In the cards containing voting instructions of abstention or voting against the proposals of the Board of Directors for all or any items of the Agenda to the meeting, it is assumed that the Shareholder abstains from voting on the remaining items contained in the Agenda of the meeting that are not included in the card.

If the card has any gap, error, defect or omission, the Company may or may not accept the card as valid and shall determine the sense of the instruction received, complying with the principles of corporate interest, legal security and safeguarding of Shareholders' rights.

### **Chapter II**

#### **Granting of proxies using remote means of communication**

Every Shareholder that is entitled to attend to the General Shareholders' Meeting may appoint a proxy-holder for the General Shareholders' Meeting, regardless the condition of Shareholder of the proxy-holder. The proxy-holder shall be appointed in accordance and with the scope provided in the Law and in the Regulations of the General Shareholders' Meeting.

Pursuant to article 16.2 of the Company's Bylaws and articles 7.4 and 11.2 of the Regulations of the General Shareholders' Meeting, Shareholders may appoint a proxy-holder for the General Shareholders' Meeting in written or by electronic communication means, appropriate to ensure the identity of the Shareholder and his/her proxy-holder.

#### **Section 2.1.- Appointment of proxy-holders by post**

Shareholders wishing to appoint a proxy-holder by post must fill in the attendance and voting card issued by the entities that are Members of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores* (IBERCLEAR, the Spanish stock exchange clearing house), in the "Appointment of Proxy-holder" section, with their handwritten signature and a copy of their national identity card or their passport attached, and send it by post to the Company (Applus Services, S.A., - Investors Relations, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona).

## **Section 2.2.-Appointment of proxy-holders by electronic communication**

Shareholders wishing to appoint their proxy by electronic communication may do so through the "Investors Relations" section, on the Company's website ([www.applus.com](http://www.applus.com)), following the instructions given for that purpose on each of the windows of such website and filling out the forms provided for that purpose. To that end, they shall provide evidence of their identity, via an electronic signature endorsed by the guarantees stipulated below, as well as the number of shares held and how they intend to vote on each item on the Agenda.

The guarantee that the Board of Directors considers appropriate to ensure the authenticity and identification of a Shareholder exercising his/her voting right is the electronic signature recognized pursuant to the terms of the Law 59/2003 of 19 December, on electronic signatures, provided the signature is based on: (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES), concerning which no revocation has been recorded; or (ii) the recognized electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the Spanish national identity card and electronic signature certificates. The certificate must be obtained by the Shareholder, at no charge to the Company, and must be valid at the time of voting.

## **Section 2.3.-General provisions for appointment of proxy-holders**

Section 2.3.1.- General rules

Shareholders appointing a proxy-holder by remote means of communication must notify the designated proxy-holder the representation that has been granted. For these purposes, on the date and at the place of the General Shareholders' Meeting, appointed proxy-holders shall identify themselves by their national identity card or their passport, and hand in a printed copy of their appointment as proxy-holder by post or by electronic communication, duly signed by both the proxy-holder and the principal.

The same proxy-holder may be appointed by more than one Shareholder, without limitation as for the number of represented Shareholders. If a proxy-holder is appointed by several Shareholders, he/she will be entitled to cast their votes in different directions, in accordance with the instructions provided by each Shareholder.

No Shareholder may be represented by more than one proxy-holder, neither in case of legal representation, nor in the event of a Shareholder delegating his/her right to attend the meeting. Exceptionally, financial intermediaries formally legitimated as Shareholders pursuant to the accounting registration desk of the shares, and acting in their own name but on behalf of several persons, may split their vote and cast it in a divergent direction, in accordance with different voting instructions, when received. These intermediary entities may delegate their votes in favor of the indirect holders or third parties appointed by them, without limiting the number of proxies granted.

In those cases where, prior to the holding of the General Shareholders' Meeting, the Shareholder delivers or hands in the card with the aim to attend in person the General Shareholders' Meeting, it shall be considered that, in the event that he/she finally does not attend the meeting in person, he/she has appointed the Chairman of the Board of Directors as proxy. Such appointment shall be revoked in the event that the Shareholder finally attends the General Shareholders' Meeting in person.

Section 2.3.2.- Legal representation

Representation shall be granted in written, with special character for each Shareholders' Meeting, unless it is granted to the spouse, ascendant or descendant of the Shareholder or to a general attorney by public document to manage all the estate that the Shareholder holds in Spain.

Underage or unable Shareholders and corporate bodies that are Shareholders shall be represented by those holding duly accredited representation.

Section 2.3.3.- Scope of the representation

Unless the Shareholder expressly indicates otherwise, proxies shall be deemed to have been granted for all items included in the Agenda of the call to the meeting, and shall automatically extend to those that, even if they are not included in the Agenda, may legally be considered in the General Shareholders' Meeting, without requiring that they be included in the Agenda of the call to the meeting.

Section 2.3.4.- Proxies in favor of the members of the Board of Directors, its Secretary or Vice-Secretary or the senior management of the Company

All proxies not containing the identification with nominative expression of the proxy-holder will be deemed to have been granted to the Chairman of the Board of Directors, being applicable the rules provided in the following section 3.4 for conflict of interest situations.

When the Chairman or any other member of the Board of Directors is appointed proxy-holder, including the Secretary Non-Director or the Vice-Secretary Non-Director, or any member of the senior management, this communication will be considered made upon the reception by the Company of the proxy granted.

Section 2.3.5.- Absence of the proxy-holder

Should the card contain a proxy granted to a person other than a member of the Board of Directors or the Secretary Non-Director of the Board of Directors, the Vice-Secretary Non-Director of the Board of Directors or the senior management, and the person appointed as proxy-holder does not attend in person the General Shareholders' Meeting, such proxy shall be cancelled.

Should the card contain a proxy granted by name to any of the members of the Board of Directors other than its Chairman, the Secretary Non-Director of the Board of Directors, the Vice-Secretary Non-Director of the Board of Directors or any of the members of the senior management, and the person appointed as proxy-holder does not attend in person the General Shareholders' Meeting, the Chairman of the Board of Directors shall automatically be deemed to have been appointed as proxy in the alternative.

In all cases in which a proxy is deemed to have been granted to the Chairman of the Board of Directors, if the Chairman does not attend in person the General Shareholders' Meeting, the proxy shall be deemed to have been granted to whoever acts as President of the General Shareholders' Meeting.



Section 2.3.6.- Specific rules on the direction of the vote

If the represented Shareholder had provided voting instructions to the appointed proxy, the proxy shall vote on the resolutions submitted to the General Shareholders' Meeting in accordance with such instructions, and he/she shall be obliged to keep the instructions for a period of one year from the holding of the General Shareholders' Meeting called.

Whenever a Shareholder granting a proxy does not provide otherwise, the Shareholder shall be deemed to have specifically instructed the proxy to vote in favor of each of the proposals made by the Board of Directors in connection with the items included in the Agenda of the meeting and, as the case may be, against the proposals not made by the Board of Directors or in connection with items not included in the Agenda of the meeting.

In the event that items not included in the Agenda of the meeting are submitted to voting in the General Shareholders' Meeting, unless express instruction of the Shareholder specified in the card, the proxy-holder shall vote against.

### **Chapter III Common rules**

#### **Section 3.1.- Timeframe for voting and appointing proxies by remote means of communication**

In order to be valid, proxy appointments and votes casted by any of the aforesaid means must be received by the Company at the Investors Relations' Department / General Shareholders' Meeting (Ronda de la Font del Carmen s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) or via the Company's website ([www.applus.es](http://www.applus.es)), as the case may be, between the date of publication of the call to the General Shareholders' Meeting and no later than 24 hours prior to the date and time scheduled to hold the General Shareholders' Meeting upon first call. For the purposes of electronic communications, the Company will implement an electronic time-stamping system based on an objective time source, in order to accredit the time at which proxy appointments or electronic votes arrive.

After the indicated period, only proxies presented before the tables of register of entry of the Shareholders, in the place and date specified to hold the General Shareholders' Meeting.

#### **Section 3.2.- Revocation**

A proxy granted and a vote casted by remote means of communication, either by post or by electronic means, may be deprived of effects by

subsequent and express revocation by the Shareholder, conducted by the same means used to grant the proxy or cast the vote casted by remote communication means, within the period established in the aforementioned section 4.1.

A proxy granted and a vote casted by remote means of communication will also be deprived of effects in the event of a sale of the shares known by the Company.

### **Section 3.3.-Order of priority in attendance, voting and proxy appointment by remote means of communication**

#### Subsection 1<sup>st</sup>.- Priority of personal attendance

Pursuant to articles 16.4 of the Company's Bylaws and 11.7 of the Regulations of the General Shareholders' Meeting, should the Shareholder attend in person the General Shareholders' Meeting, the proxy granted and the vote casted by remote means of communication will be revoked.

#### Subsection 2<sup>nd</sup>.- Priority of remote voting over proxy appointment

Votes casted by any remote means of communication will render without effects any proxy appointments granted by electronic means or by post or by any other means, either granted previously, that shall be considered revoked, or either granted subsequently, that shall be considered not made.

#### Subsection 3<sup>rd</sup>.- Priority upon appointment of several proxies and/or votes by remote means of communication

Should a Shareholder validly make several proxy appointments or validly cast several votes by remote means of communication, the proxy appointment and/or the vote received last shall prevail, and those received earlier will be null and void.

### **Section 3.4.-Conflict of interest of the proxy-holder**

In the event that any proxy-holder is affected by a conflict of interest in connection with any item of the Agenda, the proxy-holder shall inform the Shareholder of such circumstance in detail prior to the proxy-holder's appointment. The proxy-holder shall only cast a vote in connection with those items with respect to which the conflict exists providing that he/she has received specific voting instructions from the Shareholder for each of such items.

If the conflict is subsequent to the appointment of the proxy, and the proxy-holder does not warn the Shareholder of its possible existence, the proxy-holder shall promptly notify the Shareholder thereof. In such case, the proxy-

holder shall only vote in connection with such items if he/she has received new specific voting instructions.

In the event that the proxy-holder has not received specific voting instructions for each of the items submitted to vote, the proxy-holder shall abstain from casting his/her vote.

Unless otherwise indicated by the Shareholder, if the proxy-holder is affected by a conflict of interest, and he/she has not received specific voting instructions or, upon their reception, it is considered preferable that he/she does not exercise the proxy granted in connection with the items related to the conflict, the Shareholder shall be deemed to have appointed as proxies for such items, subsidiary and successively, in the following order: (i) in the first place, the Chairman of the General Shareholders' Meeting and in case of conflict of interest, in second place, the Secretary of the Board of Directors.

### **Section 3.5.- Verification of the vote or the proxy appointment**

The validity both of the vote casted and the proxy granted by remote means of communication is subject to the verification by the Company of the date provided by the Shareholder, either through the file provided by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores* (IBERCLEAR, the Spanish stock exchange clearing house) or by any other means that allow the Company to verify the legitimacy and validity of the proxy or the vote casted by remote means of communication, as well as the number of shares held by the Shareholder.

### **Section 3.6.- Co-ownership**

In the event of co-ownership of shares, for the purposes of article 126 of the Law, a co-owner voting or appointing a proxy by remote means of communication is presumed to have been appointed by the other co-owner to exercise the rights arising from the shares.

### **Section 3.7.- Custody of electronic signatures**

The custody of electronic signatures to vote or appoint proxies by electronic means of communication is the sole responsibility of Shareholders.

### **Section 3.8.- Corporate bodies and non-residents**

Shareholders that are corporate bodies and non-residents in Spain must consult with the Investors Relations' Department the possibility to use and, as the case may be, adapt the mechanisms for voting and appointing proxies be remote means of communication to their specific requirements.

Furthermore, in the event that the Shareholder is a legal entity, it must notify the Company, in a reliable manner, any amendment or revocation of the powers vested in the proxy-holder. The Company rejects any liability that may arise prior to such notice.

#### **Chapter IV Technical incidents**

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for appointing proxies or electronic voting where technical or security reasons require or impose so, in order to safeguard corporate interest. Such circumstance will be made public as soon as practicable by any means that the Company considers appropriate.

The Company will not be responsible for any damages that, as the case may be, the Shareholder could suffer, as a result of breakdowns, overloads, line failures, connection faults, postal service malfunctioning or any other eventuality of the same or a similar nature beyond the control of the Company that prevents the use of the mechanisms for voting and appointing proxies by electronic means of communication.