



**PROPOSED RESOLUTIONS FOR THE GENERAL SHAREHOLDERS MEETING
OF APPLUS SERVICES, S.A. CONVENED TO BE HELD ON 20 AND 21 JUNE 2017
ON FIRST AND SECOND CALLING, RESPECTIVELY.**

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.

RESOLUTION REGARDING ITEM FIRST OF THE AGENDA

Review and approval of the Individual Annual Accounts and Management Report of Applus, as well as the Consolidated Annual Accounts of Applus and its subsidiaries and the Consolidated Management Report, for the financial year ended on 31 December 2016

Proposal:

“To approve the individual Financial Statements of the Company (balance sheet, profit and loss account, statement of changes in equity, cash-flow statement and notes) and Applus’ Management Report for the financial year ended on 31 December 2016, as well as the consolidated Financial Statements of the Company and its subsidiaries (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, cash-flow consolidated statement and consolidated notes) and Applus’ Consolidated Management Report for the financial year ended on 31 December 2016, which were drawn-up by the Board of Directors at its meeting held on 22 February 2017 and duly reviewed by the auditor of the Company.”

RESOLUTION REGARDING ITEM SECOND OF THE AGENDA

Approval of the proposed allocation of Applus' profits of the financial year ended on 31 December 2016

Proposal:

“To approve the proposal for the allocation of the result of the financial year ended 31 December 2016, in accordance with the formulation approved by the Board of Directors at its meeting held on 22 February 2017, as follows:

BASIS OF ALLOCATION	Euro thousands
Profit for the year	€ 26,737
TOTAL	€ 26,737
DISTRIBUTION	Euro thousands
Dividend (gross amount of €0.13 per share)	€ 16,902
Unrestricted reserves	€ 9,835
TOTAL	€ 26,737

This dividend shall be paid out on 13 July 2017 via the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR).

The Board of Directors is empowered for these 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.”

RESOLUTION REGARDING ITEM THIRD OF THE AGENDA

Approval of the management and performance of the Board of Directors of Applus during the financial year ended on 31 December 2016

Proposal:

“To approve the performance and the management of the Board of Directors of Applus in the financial year ended on 31 December 2016.”

RESOLUTION REGARDING ITEM FOURTH OF THE AGENDA

Re-election of Deloitte, S.L. as external auditor of the Company and its consolidated Group for the financial year 2017

Proposal:

“To re-elect as Accounts Auditor of Applus Services, S.A. and of its Consolidated Group for the year ending on 31 December 2017 the company Deloitte S.L., which has its registered offices in Madrid, Plaza Pablo Ruiz Picasso, 1, (Torre Picasso), 28020, and Spanish tax identification number (N.I.F.) B-79104469, and 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.

This resolution is approved at the proposal of the Audit Committee.”

RESOLUTION REGARDING ITEM FIFTH OF THE AGENDA

Ratification of the appointment of the following directors:

1. Ms. María Cristina Henríquez de Luna Basagoiti

Proposal:

“Ratify the appointment of Ms. María Cristina Henríquez de Luna Basagoiti as Independent Director, as agreed by the Board of Directors in the meeting held on 21 July 2016 at the proposal of the Appointments and Compensation Committee.”

2. Mr. Scott Cobb

Proposal:

“Ratify the appointment of Mr. Scott Cobb as Proprietary Director, as agreed by the Board of Directors in the meeting held on 21 July 2016.”

3. Mr. Claudi Santiago Ponsa

Proposal:

“Ratify the appointment of Mr. Claudi Santiago Ponsa as Independent Director, as agreed by the Board of Directors on 22 September 2016 at the proposal of the Appointments and Compensation Committee.”

RESOLUTION REGARDING ITEM SIXTH OF THE AGENDA

Advisory vote regarding the Directors' Remuneration Annual Report for 2016

“Approve, in an advisory vote, the Director’s Remuneration Annual Report corresponding to year 2016, which was approved by the Board of Directors of the Company on 22 February 2017, at the proposal of the Appointments and Compensation Committee.”

RESOLUTION REGARDING ITEM SEVENTH OF THE AGENDA

Approval of the maximum amount of the directors' remuneration for the financial year ending on 31 December 2017

Proposal:

“For the purposes of article 217.3 of the Spanish Companies Act and article 25.2 of Applus' By-laws, it is agreed to set in ONE MILLION FIVE HUNDRED THOUSAND EUROS (€1,500,000) the maximum amount of the annual remuneration of the Independent Directors in their condition as such. Said amount shall be applicable for the year 2017 and will remain in force as long as the General Shareholders' Meeting does not agree to amend it, and it may be reduced by the Board of Directors in accordance with the provisions included in the referred article of Applus' By-laws.

According to said article of Applus' By-laws, the Board of Directors shall be responsible for the distribution of the exact amount payable to each Director taking into consideration the roles and responsibilities of each Independent Director on the Board and each of its Committees.”

RESOLUTION REGARDING ITEM EIGHTH OF THE AGENDA

Amendment of article 12 (“Call to the General Shareholders Meeting”) of the Company’s By-Laws in order to allow the General Shareholders Meetings to be held within the province of Barcelona.

Proposal:

“Amend section 5 of article 12 of the Company’s By-Laws (without modifying the other sections of that article), which shall have the following wording:

12.5. The General Shareholders Meeting may be held at the municipal district where the Company’s registered office is based or, when the Chairman deems it advisable for reasons of logistics or need, at any place located in the province of Barcelona. When the venue is not indicated in the call to the General Shareholders Meeting, it shall be deemed that the meeting will take place at the Company’s registered office.”

RESOLUTION REGARDING ITEM NINTH OF THE AGENDA

Amendment of article 12 (“Place of the meeting”) of the Regulations of the General Shareholders Meeting to allow the General Shareholders Meetings to be held in the province of Barcelona.

Proposal:

“Amend article 12 of the Regulations of the General Shareholders Meeting, which shall have the following wording:

Article 12.- Place of the meeting

The General Shareholders Meeting may be held at the municipal district where the Company’s registered office is based or, when the Chairman deems it advisable for reasons of logistics or need, at any place located in the province of Barcelona. When the venue is not indicated in the call to the General Shareholders Meeting, it shall be deemed that the meeting will take place at the Company’s registered office.”

ITEM TENTH OF THE AGENDA

Report on the amendments to the Regulations of the Board of Directors

This item is only for information purposes and it is not subject to vote. A report from the Audit Committee explaining the amendments to the Regulations of the Board of Directors (which is incorporated by reference herein) was made available to all shareholders when this General Shareholders' Meeting was officially called.

RESOLUTION FOR ITEM ELEVENTH OF THE AGENDA

Authorisation to the Board of Directors to increase the share capital within a period of five years, with the power to exclude pre-emptive rights, up to a maximum nominal amount of 10% of the existing share capital if pre-emptive rights are excluded, pursuant to the provisions of articles 297.1.b) and 506 of the Spanish Companies Act.

Proposal:

“To authorise the Board of Directors to increase the share capital on one or more occasions and at any time upon the terms and within the limits set out in section 297.1.b) of the Spanish Companies Act, i.e. within a term of five years from the date of approval of this resolution and by up to one-half of the current share capital.

Increases in share capital under this authorisation shall be carried out through the issuance and flotation of new shares –with or without a premium– the consideration for which shall be cash contributions.

In each increase, the Board of Directors shall decide whether the new shares to be issued are ordinary, preferred, redeemable, non-voting, or any other kinds of shares among those permitted by law.

As to all matters not otherwise contemplated, the Board of Directors may establish the terms and conditions of the increase in share capital and the characteristics of the shares, and may also freely offer the new shares that are not subscribed for within the period or periods for the exercise of pre-emptive rights. The Board of Directors may also resolve that, in the event of incomplete subscription, the share capital shall be increased only by the amount of the subscriptions made.

In connection with the increases in share capital that may be carried out under this authorisation, the Board of Directors is authorised to totally or partially exclude pre-emptive rights as permitted by section 506 of the Spanish Companies Act, provided, however, that such power shall be limited to increases in share capital carried out pursuant to authorisations granted by the shareholders at this General Shareholders’ Meeting up to a maximum amount equal, in the aggregate, to 10% of the current share capital of the Company.

The Company shall, when appropriate, make application for trading of the shares issued under this authorisation on Spanish or foreign, official or unofficial, organised or other secondary markets, and the Board of Directors shall be authorised to carry out all acts and formalities that may be required for admission to listing with the appropriate authorities of the various Spanish or foreign securities markets.

Due to the authorisation, the Board of Directors is empowered to amend the article of the By-Laws related to the share capital once the increase is agreed and executed.

The Board of Directors is expressly authorised to further delegate the powers delegated in its favour by virtue of this resolution.”

RESOLUTION FOR ITEM TWELFTH OF THE AGENDA

Authorisation to the Board of Directors to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company for a maximum amount of Eur 200 million within a period of five years, with the power to exclude pre-emptive rights, and to increase the share capital to the extent required for conversion, up to a maximum nominal amount of 10% of the existing share capital if pre-emptive rights are excluded, pursuant to the provisions of article 511 of the Spanish Companies Act.

Proposal:

“To authorise the Board of Directors to issue debentures and bonds exchangeable for shares of the Company or of any other company and/or convertible into shares of the Company, according to the following terms and conditions:

1. **Term:** The issuance of the securities covered by the authorisation may be effected on one or more occasions within a maximum period of five years following the date of approval of this resolution.
2. **Maximum Amount:** The maximum total amount of the issuance(s) of securities approved under this authorisation shall be Eur 200,000,000 or the equivalent thereof in another currency.
3. **Scope:** For each issuance, the Board of Directors shall be authorised to, among other things, determine the amount thereof, always within the above-mentioned overall quantitative limit, the place of issuance (in Spain or abroad) and the domestic or foreign currency and, in the case of foreign currency, its equivalence in euros; the specific instrument to be issued whether bonds or debentures, including subordinated bonds or debentures, or any other form permitted by law; the date or dates of issuance; the number of securities and the nominal value thereof, which, in the case of convertible and/or exchangeable bonds or debentures, shall not be less than the par value of the shares; the interest rate (whether fixed or variable); the dates and procedures for payment of the coupon; whether the instrument issued is perpetual or subject to repayment and, in the latter case, the period for repayment and the maturity date or dates; guarantees, reimbursement rate, premiums, and lots; the form of representation, as securities or book entries; the establishment of anti-dilution provisions; the rules applicable to subscription; the rank of the securities and the subordination clauses, if any; the law applicable to the issuance; the power to make application, where appropriate, for the trading of the securities to be issued on Spanish or foreign, official or unofficial, organised or other secondary markets, subject to the requirements established by applicable regulations in each case and, in general, any other terms of the issuance, as well as, if applicable, the appointment of the security-holders' syndicate representative (*comisario*) and the approval of the basic rules that are to govern the

legal relations between the Company and the syndicate of holders of the securities to be issued in the event that such syndicate must or is decided to be created.

In addition, the Board of Directors is authorised such that, when it deems it appropriate and subject, if applicable, to any appropriate authorisations being secured and to the consent of security-holders coming together at a meeting of the corresponding syndicates of security-holders, it may modify the terms and conditions applicable to the repayment of the fixed-income securities issued as well as the respective period thereof, and the rate of interest, if any, accrued by the securities included in each of the issuances effected under this authorisation.

4. **Basis for and Terms and Conditions Applicable to the Conversion and/or Exchange:** The specific terms and conditions for the conversion and/or exchange of the debentures and bonds to be issued under this authorisation shall be subject to the following standards:

- (i) The securities issued pursuant to this resolution shall be exchangeable for shares of the Company or of any other company and/or convertible into shares of the Company, in accordance with a fixed or variable conversion and/or exchange ratio determined or to be determined, with the Board of Directors being authorised to determine whether they are convertible and/or exchangeable, as well as to determine whether they are mandatorily or voluntarily convertible and/or exchangeable, and if voluntarily, at the option of the holder thereof or of the Company, at the intervals, and during the period established in the resolution providing for the issuance, which may not exceed thirty years from the date of issuance.
- (ii) In the event that the issue is convertible and exchangeable, the Board of Directors may also provide that the issuer reserves the right at any time to elect between conversion into new shares or the exchange thereof for outstanding shares of the Company, with the nature of the shares to be delivered being determined at the time of conversion or exchange, and may also elect to deliver a combination of newly-issued shares and existing shares of the Company and even to pay the difference in cash. In any event, the issuer shall afford equal treatment to all holders of fixed-income securities converting and/or exchanging their securities on the same date.
- (iii) For purposes of the conversion and/or exchange, the securities shall be valued at the nominal amount thereof and the shares at the fixed exchange ratio established in the resolution of the Board of Directors making use of this authorisation, or at the variable ratio to be determined on the date or dates specified in the resolution of the Board, based on the listing price of the Company's shares on the date(s) or during the period(s) used as a reference in such resolution. In any event, the fixed ratio thus determined may not be less than the average exchange ratio for the shares on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges, through the Automated Quotation System (Continuous Market), in accordance with closing listing prices during a period to be set by the Board of Directors and

which shall not be more than three months or less than five calendar days prior to the date of approval by the Board of Directors of the resolution providing for the issuance of the fixed-income securities or prior to the date of payment of the securities by the subscribers, at a premium or at a discount, as the case may be, on such price per share, provided, however, that if a discount on the price per share is established, it shall not be greater than 25% of the value of the shares used as a reference as set forth above.

- (iv) It may also be resolved that the convertible and/or exchangeable fixed-income securities be issued at a variable conversion and/or exchange ratio. In such case, the price of the shares for purposes of the conversion and/or exchange shall be the arithmetic mean of the closing prices of the shares of the Company on the Continuous Market during a period to be determined by the Board of Directors, which shall not be more than three months or less than five calendar days prior to the date of conversion and/or exchange, at a premium or at a discount, as the case may be, on such price per share. The premium or discount may be different for each date of conversion and/or exchange of each issuance (or for each tranche of an issuance, if any), provided, however, that if a discount is established on the price per share, it shall not be greater than 25% of the value of the shares used as a reference as set forth above.
 - (v) Whenever a conversion and/or exchange is admissible, any fractional shares to be delivered to the holder of the debentures shall be rounded downwards by default to the immediately lower integer, and each holder shall receive in cash, if so provided in the terms of issuance, any difference that may arise in such case.
 - (vi) In no event may the value of the shares for purposes of the ratio for conversion of debentures into shares be less than the par value thereof. Furthermore, debentures may not be converted into shares if the nominal value of the former is less than that of the latter.
 - (vii) When approving an issuance of convertible and/or exchangeable debentures or bonds under the authorisation granted in this resolution, the Board of Directors shall issue a directors' report, elaborating on and specifying, on the basis of the standards described above, the basis and terms and conditions for conversion that are specifically applicable to the respective issuance. This report shall be accompanied by the corresponding audit report as provided by law.
5. **Admission to Trading:** The Company shall, when appropriate, make application for trading of the convertible and/or exchangeable debentures and/or bonds issued by the Company under this authorisation on Spanish or foreign, official or unofficial, organised or other secondary markets, and the Board of Directors shall be authorised as broadly as required to carry out all acts and formalities that may be required for admission to listing with the appropriate authorities of the various Spanish or foreign securities markets.

It is expressly stated for the record that if application is subsequently made for delisting, it shall be made in compliance with the same formalities as the application for listing, to the extent any such formalities are required, and in such case, the interests of the shareholders or debenture-holders opposing or not voting in favour of the resolution shall be safeguarded as provided by applicable law. In addition, it is expressly stated that the Company undertakes to abide by Stock Market regulations, whether now existing or as may hereafter be issued, particularly as regards trading, continued listing, and delisting.

6. **Guarantee in Support of Issuances of Convertible and/or Exchangeable Fixed-income Securities by Subsidiaries:** The Board of Directors is also authorised to guarantee, on behalf of the Company and within the limits set forth above, new issuances of convertible and/or exchangeable fixed-income securities carried out by subsidiaries during the effective period of this resolution.
7. **Delegation of Powers to the Board of Directors:** This authorisation to the Board of Directors also includes, without limitation, the delegation thereto of the following powers:
 - (i) The power of the Board of Directors, pursuant to the provisions of section 511 of the Spanish Companies Act, to totally or partially exclude the pre-emptive rights of the shareholders. In any event, if the Board of Directors decides to exclude the pre-emptive rights of the shareholders in connection with any specific issuance of convertible bonds or debentures and other securities similar thereto that it ultimately decides to effect under this authorisation, the Board shall issue, at the time of approval of the issuance and pursuant to applicable laws and regulations, a report setting forth the specific reasons based on the corporate interest that justify such measure, on which there shall be prepared the corresponding report of an auditor, other than the Company's auditor and appointed by the Commercial Registry, mentioned in sections 414 and 511 of the Spanish Companies Act. Both such reports shall be made available to the shareholders and disclosed at the first General Shareholders' Meeting that is held following approval of the resolution providing for the issuance.
 - (ii) The power to increase share capital to the extent required to accommodate requests for conversion. Such power may only be exercised to the extent that the Board of Directors, adding the increase in capital effected to accommodate the issuance of convertible debentures or bonds and other similar securities to the other increases in capital approved under authorisations granted by the shareholders at this General Shareholders' Meeting, does not exceed the limit of one-half of the amount of the share capital provided by section 297.1(b) of the Spanish Companies Act.

Likewise, in the event that the Board of Directors had decided to exclude the pre-emptive rights of the shareholders in connection with the specific issuance of convertible bonds or debentures to which the capital increase relates, this power shall in any event be limited to those increases in capital carried out pursuant to

authorisations granted by the shareholders at this General Shareholders' Meeting up to a maximum amount equal, in the aggregate, to 10% of the share capital on the date of adoption of this resolution.

This authorisation to increase capital includes the authorisation to issue and float, on one or more occasions, the shares representing such capital that are necessary to carry out the conversion, as well as the power to amend the article of the By-Laws relating to the amount of the share capital and, if appropriate, to cancel the portion of such increase in capital that was not required for the conversion.

- (iii) The power to elaborate on and specify the basis for and specific terms and conditions for the conversion and/or exchange of the debentures and bonds to be issued, taking into account the standards set out in section 4 above.
- (iv) The delegation to the Board of Directors includes the powers required in order to interpret, apply, implement, and develop the resolutions providing for the issuance of securities that are convertible into or exchangeable for shares of the Company, on one or more occasions, and to carry out the corresponding increase in capital, as well as the power to correct and supplement such resolutions as to all matters that may be necessary and to comply with all legal requirements for the successful implementation thereof. To such end the Board of Directors may correct any omissions or defects in the aforementioned resolutions that may be identified by any Spanish or foreign authorities, officials, or bodies, and may also adopt all such resolutions and execute all such public or private documents as it may deem necessary or appropriate in order to adjust the preceding resolutions for the issuance of convertible or exchangeable securities and the corresponding increase in capital to the oral or written assessment of the Commercial Registrar or, in general, of any other competent Spanish or foreign authorities, officials, or entities.

The Board of Directors is expressly authorised to further delegate the powers delegated in its favour by virtue of this resolution.”

RESOLUTION FOR ITEM THIRTEEN OF THE AGENDA

Delegation of powers to formalize and implement all resolutions adopted by the General Shareholders' Meeting

Proposal:

“**First.**-To delegate to the Board of Directors the broadest possible powers, including the power to delegate all or part of the powers received to 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.”