



**Report issued by the Board of Directors of Applus Services, S.A. in relation to the proposal to re-elect Ms. María José Esteruelas Aguirre and Ms. Essimari Kairisto as Independent Directors of the Company, and Mr. Joan Amigó i Casas as Executive Director of the Company.**

## **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 articles 14.1 and 16 of the Regulations of the Board of Directors of Applus, to justify the proposal to re-elect Ms. María José Esteruelas Aguirre and Ms. Essimari Kairisto as Independent Directors of the Company and Mr. Joan Amigó i Casas as Executive Director of the Company.

This report has been preceded by a separate report from the Appointments and Compensation Committee (the “**A&C Committee**”) issued on 22 February 2023, by means of which said A&C Committee formally proposes the re-election of Ms. Esteruelas, Ms. Kairisto and Mr. Amigó, analyses the Board needs and concludes that the re-election of the abovementioned three Directors adequately meets such needs.

It is expressly noted that the re-election of Ms. Esteruelas, Ms. Kairisto and Mr. Amigó will be submitted to the next General Shareholders’ Meeting of the Company for its approval. To these effects, and as provided for in article 518 of the Spanish Companies Act and article 8 of the Regulations of the General Shareholders’ Meeting of Applus, this report (together with the previous report from the A&C Committee) 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 Directors and assessment on their circumstances**

### **(1) Ms. María José Esteruelas Aguirre**

#### **a) Profile**

Ms. Esteruelas is an Electrical Industrial Engineer by ICAI (Madrid). She holds a Master in Operations Management from the Instituto de Empresa (Madrid) and has coursed a General Management Programme from IESE (Madrid).

Ms. Esteruelas currently serves as Director of Energy at Ferrovial Construcción, a position she holds since February 2021.

Most of her career has been developed at Abengoa, which she joined in 1997, performing a variety of senior positions in several companies, becoming General Director for America in charge of all subsidiary companies in the continent and integrating the Executive Committee. Previously she was CEO of the Energy Division and formerly Operations and Concessions Director in Latin America.

From July 2014 to December 2017, she was member of the Atlantica Yield Board of Directors appointed by Abengoa.

She was appointed member of the Board of Directors of Applus on 20 February 2019. She is also a member of the A&C Committee and of the Environmental, Social and Governance Responsibility Committee (ESG Committee) of Applus.

**b) Assessment**

The Board of Directors fully endorses the assessment made by the A&C Committee on the proposal to re-elect Ms. Esteruelas as Independent Director in Applus. Therefore, in view of her outstanding experience, professional career, the merits and performance to date of her position, and based on the analysis of the Board of Directors' needs and the prior proposal from the A&C Committee, the Board proposes to re-elect Ms. Esteruelas as member of the Board of Directors of the Company.

**c) Category of the Director**

As set out in the A&C Committee report, Ms. Esteruelas shall be qualified as Independent Director.

**(2) Ms. Essimari Kairisto**

**a) Profile**

Ms. Kairisto has a diploma in Business Administration from the University of Fachhochschule Bielefeld (Germany).

Ms. Kairisto was Chief Financial Officer (CFO) of Hochtief Solutions from 2013 to 2016, previously held several executive positions at Sasol Germany GmbH (a subsidiary of Sasol Limited) from 2007 to 2013 as Managing Director and CFO, and previously held senior executive positions at the energy group RWE from 2002 to 2007 where she was, among others, Managing Director and CFO of its then subsidiary Lahmeyer International GmbH.

Ms. Kairisto started her professional career at Treuhandanstalt (the agency created for the privatisation of public enterprises in the former German Democratic Republic) and subsequently worked at Schlumberger until 2001 where she moved through several companies and senior positions in the commercial, financial and audit and control areas.

She currently holds the position of non-executive director of the listed company Fortum OYJ (Finland), she is also a member of the Supervisory Board of Freudenberg & Co (Germany), she is an independent director of Iveco Group N.V. and Chairman of its Audit Committee, and she has recently been appointed as non-executive director and member of the Supervisory Board at Fugro N.V.

She was appointed Director of Applus on 9 April 2019. She is also a member of the Audit Committee of Applus.

**b) Assessment**

The Board of Directors fully endorses the assessment made by the A&C Committee on the proposal to re-elect Ms. Kairisto as Independent Director in Applus. Therefore, in view of her outstanding experience, professional career, the merits and performance to date of her position, and based on the analysis of the Board of Directors' needs and the prior proposal from the A&C Committee, the Board proposes to re-elect Ms. Kairisto as member of the Board of Directors of the Company.

**c) Category of the Director**

As set out in the A&C Committee report, Ms. Kairisto shall be qualified as Independent Director.

**(3) Mr. Joan Amigó i Casas**

**a) Profile**

Mr. Amigó was appointed Chief Executive Officer (CEO) of the Applus Group, replacing Mr Fernando Basabe with effect from 28 June 2022. Previously, he was the CFO since 2007, joining the Board of Directors of the Company in 2019.

He started his professional career at Price Waterhouse Coopers in 1991 as external auditor. In 1994 he started working at Bimbo, a large consumer company in Spain and Portugal, where he held several management positions: Vice President and Chief Financial Officer, Shared Services Financial Manager, Controller and Head of Internal Audit. In 2006 he was appointed Vice President of Financial Planning and Control of the European division of Sara Lee Bakery.

Mr. Amigó holds a degree in Economics from the Universidad Autónoma of Barcelona and has coursed an Executive Development Program at IESE, a Global Business Strategy Program at Wharton, University of Pennsylvania, and an Advance Management Program at ESADE.

**b) Assessment**

The Board of Directors fully endorses the assessment made by the A&C Committee on the proposal to appoint Mr. Amigó as Executive Director in Applus. Therefore, in view of his outstanding experience, professional career, the merits and performance to date of his position, and based on the analysis of the Board of Directors' needs and the prior proposal from the A&C Committee, the

Board proposes to re-elect Mr. Amigó as member of the Board of Directors of the Company.

**c) Category of the Director**

As set out in the A&C Committee report, Mr. Amigó shall be qualified as Executive Director.

In Madrid, on 4 May 2023