



**APPLUS SERVICES, S.A.**  
**ANNUAL GENERAL SHAREHOLDERS MEETING**

**Attendance, proxy and long-distance voting card**

Attendance, proxy and long-distance voting card for the Annual General Shareholders' Meeting of APPLUS SERVICES, S.A. ("the **Company**") to take place on first call on 30 May 2018 at 12:00 AM or, if the necessary quorum is not reached, on 31 May 2018 at 12:00 AM on second call, in both cases at Hotel Hesperia Madrid, Paseo de la Castellana, 57, 28046 Madrid. **It is expected that the Annual General Shareholders' Meeting will be held on second call.**

<b>Holder:</b>	<b>Domicile:</b>	
<b>Securities Account Code</b>	<b>Number of shares</b>	<b>Number of votes</b>

**The holder of this card may attend, delegate and grant his/her proxy or cast a long-distance vote by means of completing and signing the relevant section. In the case of signing the proxy section as well as the long-distance voting section, the latter shall prevail and the proxy shall be rendered without effect.**

**PERSONAL ATTENDANCE TO THE MEETING**

In accordance with articles 15 of the Company's By-laws and 14 of the Regulation of the General Shareholders' Meeting, any Shareholder who, five days prior to the date the General Shareholders' Meeting is expected to be held upon first call, holds one or more shares registered with the Book Entry Register ("*Registro de Anotaciones en Cuenta*"), may attend and vote at the General Shareholders' Meeting.

The shareholder who wishes to attend to the General Shareholders' Meeting shall sign this attendance card in the space below, and attend to the venue of the General Shareholders' Meeting prior to the scheduled time for the beginning of the meeting, where he/she shall provide his/her Identity Card ("*Documento Nacional de Identidad*") or passport together with this attendance card.

**Signature of the shareholder attending**

In....., .....2018

**PROXY**

The shareholder to whom this card has been issued grants his/her proxy for the General Shareholders' Meeting mentioned therein to:

(Check only one of the following boxes and, as the case may be, appoint the representative)

- The Chairman of the General Shareholders' Meeting
- Mr./Mrs. ....

**In the absence of check of any of the boxes above or designation of the person to whom the proxy is granted, the delegation shall be deemed conferred to the Chairman of the General Shareholders' Meeting.**

It is hereby stated that if the representative appointed is a director of the Company, he/she may have a conflict of interest with respect to the items Third, Fifth (if he/she is one of the directors referred to in this item), Sixth, Seventh, Eighth (if he/she is the director referred to in this item) and/or Ninth of the Agenda.

**INSTRUCTIONS FOR THE VOTING ON THE PROPOSED RESOLUTIONS OF THE AGENDA**

In order to give your voting instructions, make a cross X in the relevant box of the table below. **In the absence of check in any of the mentioned boxes, it shall be understood that specific instructions to vote in favour of all the proposals made by the Board of Directors in respect of the items comprised in the Agenda have been given, and to vote against the resolution proposals that have not been made by the Board of Directors.**

Items of the Agenda	1	2	3	4	5.1	5.2	5.3	5.4	5.5	6	7	8	9	10	11	12	13
<b>In favour</b>																	
<b>Against</b>																	
<b>Abstain</b>																	

If the representative appointed had a conflict of interest in relation to any of the proposals, whether included or not in the Agenda, that are submitted to the General Shareholders' Meeting and the shareholder had not given specific voting instructions for such proposals, the proxy shall be considered to be given to the Secretary of the Board of Directors.

**EXTENSION OF THE REPRESENTATION TO ITEMS NOT INCLUDED IN THE AGENDA**

Save as otherwise stated by the shareholder to be represented by means of checking NO in the following box (in which case it shall be understood that the shareholder instructs the representative to abstain), the representation extends to the items not included in the Agenda of the meeting that may however be submitted to a vote at the General Shareholders' Meeting. In this case, the representative shall cast a negative vote unless otherwise stated as follows:.....

**NO**

**Signature of the representative**

**Signature of the shareholder granting his/her proxy**

In....., .....2018

In....., .....2018

**LONG-DISTANCE VOTE BY POST**

If prior to the holding of the General Shareholders' Meeting, the shareholder to whom this card has been issued wishes to cast a long-distance vote by post, with respect to the proposed resolutions of the Agenda, he/she shall make a cross X in the relevant box, according to the direction of his/her vote.

If, and with respect to some or none of the items of the Agenda, the shareholder does not check any of the boxes provided for that purpose, it shall be understood that votes in favour of the proposals of the Board of Directors regarding the items included in the Agenda and, as the case may be, against the new items of in the Agenda and new resolution proposals presented pursuant to article 519 of the Spanish Companies Act.

Items of the Agenda	1	2	3	4	5.1	5.2	5.3	5.4	5.5	6	7	8	9	10	11	12	13
In favour																	
Against																	
Abstain																	

The shareholder casting his/her long-distance vote will be deemed as if he/she was present for the purposes of the constitution of the General Shareholders' Meeting..

**Signature of the shareholder voting long-distance**

In....., .....2018

**PERSONAL DATA PROTECTION**

Personal data provided by the Shareholders to the Company (upon the exercise or delegation of their rights of information, attendance, representation and voting), or data provided by credit institutions and investment services companies to which such Shareholders have entrusted the deposit or custody of their shares, or by the entities which, in accordance with the law, are to keep a register of securities represented in book-entry form (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. – Iberclear), shall be processed by the Company for the purpose of managing shareholder relations (including, without limitation, convening and holding the General Shareholders' Meeting, and publicity thereof). For these purposes, the personal data shall be incorporated to files controlled by the Company, which will be kept for the periods required to comply with the legal obligations of the Company or as long as liabilities regarding the shareholder relationship may arise

Credit institutions, investment services companies and Iberclear may provide to the Company the list of shareholders containing their names, surnames, identity document or passport numbers and addresses personal data. Likewise, the shareholders represented at the General Shareholders' Meeting may provide to the Company the names, surnames and identity document or passport numbers of the persons representing them, unless the designated representative is one of the Directors, the Secretary and/or Vice-secretary of the Company. The personal data of the Shareholders and, where appropriate, their representatives will not be communicated to third parties except (a) to the Notary attending the General Shareholders' Meeting exclusively to draw up the notarial minutes of said Meeting, or (b) if it necessary to comply with a legal mandate.

To facilitate follow-up and suitable disclosure, all or part of the General Shareholders' Meeting may be subject to audio-visual recording and pictures to facilitate the follow-up and to internally document the meeting, these audio-visual records and pictures may be available to the public through the Company's corporate website ([www.applus.com](http://www.applus.com)). Furthermore, the Company may broadcast and offer information regarding the course of the General Shareholders' Meeting in any social networks in which it participates. By accessing the venue of the General Shareholders' Meeting and the signature of this attendance, proxy and long-distance voting card, the attendant gives his/her express consent for his/her images to be taken and reproduced, and for his/her personal data to be processed through such media for the purposes set forth.

The Shareholders or, if applicable, their representatives, may with respect to their own data and in the terms set forth in the law: (i) access them at the Company's files (right to access); (ii) request their amendment when they are inaccurate (right to rectification); (iii) request that they are not processed (right to object); (iv) request their erasure (right to erasure); (v) request the restriction of processing when accuracy of the personal data is contested by the data subject and this is being verified, the processing is unlawful and the data subject opposes the erasure of the personal data, and the Company no longer needs the personal data for the purposes of the processing, but they are required by the data subject for the establishment, exercise or defence of legal claims (right to restriction of processing); (vi) receive in electronic format the personal data directly provided to the Company and transmit these to third parties (right to data portability); and (vii) revoke their express authorization for the use of their image rights at any time.

To exercise the abovementioned rights, the Shareholders and, where appropriate, the representatives must address their request along with a copy of their national identity document, passport or other legal document that proves their identity to Applus Services, S.A. (Ronda de la Font del Carne s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) by indicating in the subject "General Shareholders' Meeting". In any case, the Shareholders and, where appropriate, the representatives may exercise their right to claim before the Spanish Agency for Data Protection ([www.applus.com](http://www.applus.com)) or any other competent data protection authority.

In the event that this attendance, proxy and long-distance voting card of the Shareholder should include personal data relating to other individuals, such Shareholder states and guarantees that has informed them of the provisions contained in the preceding paragraphs, and that has complied with any other requirements which may apply regarding the assignment of personal data to the Company, without the latter being obliged to undertake any additional action.

## AGENDA

- First.-** 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 2017
- Second.-** Approval of the proposed allocation of Applus' profits of the financial year ended on 31 December 2017
- Third.-** Approval of the management and performance of the Board of Directors of Applus during the financial year ended on 31 December 2017
- Fourth.-** Reelection of Deloitte, S.L. as external auditor of the Company and its consolidated Group for the financial year 2017
- Fifth.-** Reelection of the following directors:
1. Mr. Christopher Cole
  2. Mr. Fernando Basabe Armijo
  3. Mr. Ernesto Gerardo Mata López
  4. Mr. John Daniel Hofmeister
  5. Mr. Richard Campbell Nelson
- Sixth.-** Advisory vote regarding the 2017 Directors' Compensation Annual Report
- Seventh.-** Approval of new Directors' Remuneration Policy
- Eighth.-** Approval of shares delivery plan as part of the variable remuneration of the Chief Executive Officer
- Ninth.-** Approval of maximum amount of the directors' compensation for the financial year ending on 31 December 2018
- Tenth.-** Reports on the share capital increase with exclusion of pre-emptive subscription rights approved by the Board of Directors on 27 September 2017
- Eleventh.-** 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
- Twelfth.-** 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
- Thirteenth.-** Delegation of powers to formalize and implement all resolutions adopted by the General Shareholders' Meeting