



**Report issued by the Appointments and Compensation Committee of Applus Services, S.A. with regard to the proposal to re-elect Mr. Nicolás Villén Jiménez as Independent Director of the Company**

## **I. Introduction and purpose of the report**

This report is issued and approved by the Appointments and Compensation Committee ("AC Committee") 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, in connection with the proposal to re-elect Mr. Nicolás Villén Jiménez as Independent Directors of the Company.

This report also includes an analysis of the Board needs to have the above mentioned Director re-elected as Board member, in accordance with the Recommendation number 14 of the Spanish Good Governance Code of Listed Companies.

It is expressly noted that the proposal to re-elect Mr. Villén should be submitted to the next General Shareholders' Meeting for its approval. To this effect, 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 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. Analysis of the Board of Directors needs**

The General Shareholders' Meeting of the Company held on 30 May 2019 fixed in ten the number of members of the Board of Directors, within the range established in the By-laws (from nine to twelve members). The term of the above-mentioned Director will come to an end at the time the 2020 Annual General Shareholders' Meeting of Applus is held. Therefore, the Company should adopt a position in order to re-elect Mr. Nicolás Villén, to appoint of another person as director in his place or to modify the number of members of the Company's Board of Directors.

The AC Committee has carried out an analysis of the current composition of the Board of Directors and of its needs as well the performance by Mr. Nicolás Villén Jiménez on his duties as director. On the one hand, the AC Committee has considered that the size needed to achieve a participative and effective functioning of the governing body and that the current composition of the Board of Directors fits with the principles of balance, experience and diversity established in the Applus+ Director Selection Policy.

On the other hand, it is assessed that Mr. Nicolás Villén Jiménez has complied to date with his functions in a fully satisfactory and that his contribution to the Board has provided great value. Therefore, the AC Committee has concluded that the re-election of Mr. Villén adequately meets the Board needs and keeps the diversity, experience and balance of skills within the Board.

### **III. Profile of the Director and assessment of her circumstances**

#### **a) Profile**

Mr. Villén is an industrial engineer, graduated from the Polytechnic University of Madrid. He holds a Master in Electrical Engineering from the University of Florida, where he was a Fulbright Scholar, and he has an MBA from Columbia University.

In the past, Mr. Villén was the Chief Executive Officer of Ferrovial Aeropuertos and Chief Financial Officer at Ferrovial. He has also been CEO of Midland Montagu Ventures and Smith Kline & French, and has had other responsibilities at Abbott Laboratories and Corning Glass Works.

He currently sits on the Boards of FCC Aqualia and ACR Grupo. He is also external advisor for IFM Investors, an Australian infrastructure fund.

#### **b) Assessment**

Mr. Villén has a high level of experience in a variety of roles in world class Spanish and international companies including a strong financial background, which provides a great value to the Audit Committee, of which he is actually the Chairman. Likewise, his performance highly in the exercise of his role as Chairman of the Audit Committee has been excellent.

Mr. Villén has attended all Board of Directors and Audit Committee meetings of last year 2019 and its preparatory work or sessions.

In view of Mr. Villén's outstanding experience, professional career, merits, performance of his position to date as well as the analysis of the Board of Directors' needs, the AC Committee has considered that his re-election as a member of the Board must be proposed. In particular, Mr. Villén meets the conditions of impartiality, objectivity, professional reputation, competence and experience required to continue as a member of Applus' Board of Directors, and the AC Committee has verified that he has sufficient time available to properly perform his duties as Director in Applus.

On the other hand, in accordance with the Applus' Directors Selection Policy, the AC Committee has taken into account that he is a professional with integrity and that his conduct and professional career is aligned with the principles set forth in the Applus+ Code of Ethics.

Accordingly, the AC Committee formally proposes the re-election of Mr. Villén as member of the Company's Board of Directors.

**c) Category of the director**

Having verified that Mr. Villén meets the requirements set forth in article 529 duodecies of the Spanish Companies Act, the AC Committee considers that Mr. Villén may perform his duties without being conditioned by his relations with the Company, its significant shareholders or its management, and accordingly he may be qualified as Independent Director.

In Barcelona, on 20 February 2020