

# **Applus Services, S.A.**

Financial Statements for the year  
ended 31 December 2020 and  
Directors' Report, together with  
Independent Auditor's Report

*Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.*

This declaration is a translation for informative purposes only of the original document issued in Spanish, which has been signed for approval by every Board member. In the event of discrepancy, the Spanish-language version prevails.

The members of the Board of Directors of Applus Services, S.A. declare that, to the best of their knowledge, the individual financial statements of Applus Services, S.A. (comprising the statement of financial position, statement of profit or loss, the statement of changes in equity, the statement of cash flows and the explanatory notes) for the year ended at 31 December 2020, prepared in accordance with the accounting policies applicable and approved by the Board of Directors at its meeting on 18 February 2021, present fairly the equity, financial position and results of Applus Services, S.A., and that the management report accompanying such financial statements includes a fair analysis of the business' evolution, results and the financial position of Applus Services, S.A, as well as a description of the principal risks and uncertainties that the company faces. The aforementioned Financial Statements and Director's Report are integrated in the digital file with the 90D16BBF383FA44E016B04E72E39DB04E96388962F1D5AA7C05067F7E88E05AE hash code included in HTML file 213800M9XCA6NR98E873-2020-12-31.zip\_213800M9XCA6NR98E873-2020-12-31-noix.html. All the Directors have signed to certify the above mentioned.

Madrid, 18 February 2021

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Mr. Christopher Cole  
Chairman

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Mr. Ernesto Gerardo Mata López  
Director

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Mr. John Daniel Hofmeister  
Director

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Mr. Fernando Basabe Armijo  
Director

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Mr. Richard Campbell Nelson  
Director

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Mr. Nicolás Villén Jiménez  
Director

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Ms. Maria Cristina Henríquez de Luna Basagoiti  
Director

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Ms. Maria José Esteruelas  
Director

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Ms. Essimari Kairisto  
Director

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Mr. Joan Amigó i Casas  
Director

*Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.*

## INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To the Shareholders of Applus Services, S.A.,

### Report on the Financial Statements

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#### Opinion

We have audited the financial statements of Applus Services, S.A. (the Company), which comprise the balance sheet as at 31 December 2020, and the statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended.

In our opinion, the accompanying financial statements present fairly, in all material respects, the equity and financial position of the Company as at 31 December 2020, and its results and its cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Company (identified in Note 2.1 to the financial statements) and, in particular, with the accounting principles and rules contained therein.

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#### Basis for Opinion

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Impairment of ownership interests in, and loans to, Group companies and associates

#### Description

The Company has direct and indirect ownership interests in the share capital of Group companies and associates that are not listed on regulated markets, and has granted loans thereto (see Notes 4.1, 5.1, 5.2 and 10.2), which at 31 December 2020 amounted to EUR 1,590 million and EUR 389 million, respectively. Also, in 2020 the Company recognised an impairment loss of EUR 20 million on the aforementioned ownership interests, and this amount was charged to the statement of profit or loss, as a result of the review of the recoverable amount of the interests.

The assessment of the recoverable amount of these ownership interests and loans requires the use of significant estimates and judgements by management, both when choosing the valuation method and discounting future cash flows and when considering the key operating assumptions used. As a result of the foregoing, as well as the significance of the investments and loans held, this matter was determined to be a key matter in our audit.

#### Procedures applied in the audit

Our audit procedures consisted, among others, of the evaluation of the measurement of the recoverable amount of the aforementioned ownership interests and loans performed by Company management, verifying both the appropriateness of the valuation method used in relation to the investment held and the clerical accuracy of the calculations made. We also evaluated the reasonableness of the cash flow projections and the discount rates by conducting a critical analysis of the key assumptions of the models used. In particular, we compared the revenue growth rates with the latest approved strategic plans and budgets and reviewed them for consistency with both historical information and the market situation. Also, we evaluated management's historical accuracy in the estimation process.

In addition, we evaluated the reasonableness of the discount rates applied, taking into consideration the cost of capital of comparable organisations, as well as perpetuity growth rates, among others.

## Impairment of ownership interests in, and loans to, Group companies and associates

### Description

### Procedures applied in the audit

We involved internal business valuation experts to evaluate the reasonableness of the models and key assumptions used by the Company.

Lastly, we evaluated whether the disclosures included in Notes 4.1, 5.1, 5.2 and 10.2 to the accompanying financial statements in connection with this matter were in conformity with those required by the applicable regulatory framework.

## Recovery of deferred tax assets

### Description

Notes 8.1 and 8.5 to the accompanying financial statements detail the deferred tax assets amounting to EUR 24.2 million that are recognised in the balance sheet at 2020 year-end, corresponding to tax losses, tax credits and temporary differences amounting to EUR 19.5 million, EUR 4.3 million and EUR 0.4 million, respectively. The Company is the head of the Spanish tax group described in Note 4.3.

In addition, as indicated in Note 8.6, the Company has unrecognised deferred tax assets corresponding to tax losses and tax credits.

### Procedures applied in the audit

Our audit procedures to address this matter included, among others, evaluating the methodology and assumptions used by the Company, as well as verifying the consistency thereof taking into account both historical information and the market situation and the applicable tax legislation, which was verified with the assistance of internal tax experts. We also reviewed the consistency of the models with the financial information used by Company management in performing the impairment test on ownership interests in, and loans to, Group companies, stressing those assumptions that have the greatest effect on determining the recoverable amount of the tax assets.

## Recovery of deferred tax assets

### Description

At the end of each reporting period, Company management assesses the recoverability of the tax assets recognised based on the projections of future taxable profits used to analyse the recoverability of tax losses in a timeframe of no more than ten years, taking into account current legislation and the most recently approved business plans. We identified this matter as key in our audit, since the assessment of the recoverability of these assets requires a significant level of judgement, largely in connection with the projections of business performance.

### Procedures applied in the audit

We also analysed the historical accuracy of management in the process of preparing projections of future taxable profits for the purpose of analysing the recovery of tax losses, comparing the actual figures for the year with the projections made in the preceding year.

Lastly, we also verified that the disclosures required by the applicable accounting regulations were included in the notes to the accompanying financial statements. The disclosures on this matter can be found in Notes 4.3 and 8 to the financial statements.

## Other information: Directors' Report

The other information comprises only the directors' report for 2020, the preparation of which is the responsibility of the Company's directors and which does not form part of the financial statements.

Our audit opinion on the financial statements does not cover the directors' report. Our responsibility relating to the directors' report, in accordance with the audit regulations in force, consists of:

- a) Solely checking that certain information included in the Annual Corporate Governance Report, to which the Spanish Audit Law refers, has been furnished as provided for in the applicable legislation and, if this is not the case, reporting this fact.
- b) Evaluating and reporting on whether the other information included in the directors' report is consistent with the financial statements, based on the knowledge of the entity obtained in the audit of those financial statements, as well as evaluating and reporting on whether the content and presentation of this section of the directors' report are in conformity with the applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described above, we observed that the information described in section a) above was furnished as provided for in the applicable legislation and that the other information in the directors' report was consistent with that contained in the financial statements for 2020 and its content and presentation were in conformity with the applicable regulations.

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### **Responsibilities of the Directors and of the Audit Committee for the Financial Statements**

The directors are responsible for preparing the accompanying financial statements so that they present fairly the Company's equity, financial position and results in accordance with the regulatory financial reporting framework applicable to the Company in Spain, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the process involved in the preparation and presentation of the financial statements.

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### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in Appendix I to this auditor's report. This description, which is on pages 8 and 9 of this document, forms part of our auditor's report.

## **Report on Other Legal and Regulatory Requirements**

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### **European Single Electronic Format**

We have examined the digital file in European Single Electronic Format (ESEF) of Applus Services, S.A. for 2020, which comprises an XHTML file including the financial statements for 2020, which will form part of the annual financial report.

The directors of Applus Services, S.A. are responsible for presenting the annual financial report for 2020 in accordance with the format requirements established in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 (“ESEF Regulation”).

Our responsibility is to examine the digital file prepared by the Company’s directors, in accordance with the audit regulations in force in Spain. Those regulations require that we plan and perform our audit procedures in order to ascertain whether the content of the financial statements included in the aforementioned file corresponds in full to that of the financial statements that we have audited, and whether those financial statements were formatted, in all material respects, in accordance with the requirements established in the ESEF Regulation.

In our opinion, the digital file examined corresponds in full to the audited financial statements, and these are presented, in all material respects, in accordance with the requirements established in the ESEF Regulation.

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### **Additional Report to the Audit Committee**

The opinion expressed in this report is consistent with the content of our additional report to the Company's audit committee dated 19 February 2021.

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### **Engagement Period**

The Annual General Meeting held on 29 May 2020 appointed us as auditors for a period of one year from the year ended 31 December 2019, i.e., for 2020.

Previously, we were designated pursuant to a resolution of the General Meeting for the period of one year and have been auditing the financial statements uninterruptedly since the year ended 31 December 2007 and, therefore, since the year ended 31 December 2014, the year in which the Company became a Public Interest Entity.

DELOITTE, S.L.

Registered in ROAC under no. S0692

Ana Torrens Borrás

Registered in ROAC under no. 17762

19 February 2021

## Appendix I to our auditor's report

Further to the information contained in our auditor's report, in this Appendix we include our responsibilities in relation to the audit of the financial statements.

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### Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the use by the directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the entity's audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's audit committee with a statement that we have complied with relevant ethical requirements, including those regarding independence, and we have communicated with it to report on all matters that may reasonably be thought to jeopardise our independence, and where applicable, on the related safeguards.

From the matters communicated with the entity's audit committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

# **Applus Services, S.A.**

Financial Statements  
for the year ended 31 December 2020  
and Directors' Report

*Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). This translation has been prepared by the Company for informative purposes only, has not been approved by the Board of Directors and has not the consideration of official or regulated information. In the event of a discrepancy, the Spanish-language version prevails.*

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.

**APPLUS SERVICES, S.A.**

**STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020**

(Thousands of Euros)

| ASSETS  | Notes                 | 31/12/2020       | 31/12/2019       | EQUITY AND LIABILITIES                                    | Notes       | 31/12/2020       | 31/12/2019       |
|---|-----------------------|------------------|------------------|---|-------------|------------------|------------------|
|   |                       |                  |                  |   |             |                  |                  |
| <b>NON-CURRENT ASSETS:</b>  |                       | <b>1.829.130</b> | <b>1.626.938</b> | <b>EQUITY:</b>  |             | <b>1.235.668</b> | <b>1.221.255</b> |
| <b>Non-current investments in Group companies and associates-</b> |                       | <b>1.804.901</b> | <b>1.599.519</b> | <b>SHAREHOLDERS' EQUITY-</b>                              |             | <b>1.235.668</b> | <b>1.221.255</b> |
| Equity instruments  | 5.1                   | 1.590.145        | 1.439.765        | Share capital   | 6.1         | 14.302           | 14.302           |
| Loans to companies  | 5.1 & 10.2            | 214.756          | 159.754          | Share premium   | 6.2         | 449.391          | 449.391          |
| Deferred tax assets   | 8.1                   | 24.229           | 27.419           | Reserves  | 6.2         | 760.683          | 710.861          |
|   |                       |                  |                  | Treasury shares   | 6.3         | (2.664)          | (4.102)          |
|   |                       |                  |                  | Profit for the year                                       |             | 13.966           | 50.803           |
|   |                       |                  |                  | <b>NON-CURRENT LIABILITIES:</b>                           |             | <b>608.340</b>   | <b>450.739</b>   |
|   |                       |                  |                  | Non-current payables                                      | 7           | 496.388          | 354.811          |
|   |                       |                  |                  | Non-current payables to Group companies and associates    | 10.2        | 109.025          | 93.001           |
|   |                       |                  |                  | Deferred tax liabilities                                  | 8.1         | 2.927            | 2.927            |
| <b>CURRENT ASSETS:</b>  |                       | <b>213.258</b>   | <b>345.605</b>   | <b>CURRENT LIABILITIES:</b>                               |             | <b>198.380</b>   | <b>300.549</b>   |
| <b>Trade and other receivables-</b>                               |                       | <b>10.498</b>    | <b>16.179</b>    | <b>Current payables-</b>                                  |             | <b>24.161</b>    | <b>55.882</b>    |
| Receivable from Group companies and associates                    | 10.2                  | 785              | 1.459            | Bank borrowings   | 5.3 & 7     | 24.161           | 55.882           |
| Other receivables   |                       | 276              | 237              | <b>Current payables to Group companies and associates</b> | <b>10.2</b> | <b>170.731</b>   | <b>241.652</b>   |
| Corporate income tax receivables                                  | 8.1                   | 9.437            | 14.483           | <b>Trade and other payables-</b>                          |             | <b>3.488</b>     | <b>3.015</b>     |
| <b>Current investments in Group companies and associates-</b>     | <b>5.2 &amp; 10.2</b> | <b>175.190</b>   | <b>328.347</b>   | Payable from Group companies and associates               | 10.2        | 98               | -                |
| Short-term loans to Group companies and associates                |                       | 173.857          | 286.239          | Sundry accounts payable                                   |             | 490              | 575              |
| Other financial assets  |                       | 1.333            | 42.108           | Remuneration payable                                      |             | 1.544            | 2.162            |
| Short-term accruals   |                       | 73               | -                | Tax payables  | 8.1         | 1.356            | 276              |
| Cash and cash equivalents   | 5.3                   | 27.497           | 1.079            |   |             |                  |                  |
| <b>TOTAL ASSETS</b>   |                       | <b>2.042.388</b> | <b>1.972.543</b> | <b>TOTAL EQUITY AND LIABILITIES</b>                       |             | <b>2.042.388</b> | <b>1.972.543</b> |

The accompanying Notes 1 to 14 and Appendices I and II are an integral part of the statement of financial position as at 31 December 2020.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.

**APPLUS SERVICES, S.A.**

**STATEMENT OF PROFIT OR LOSS FOR 2020**

(Thousands of Euros)

|  | Notes                 | 2020            | 2019            |
|--|-----------------------|-----------------|-----------------|
| <b>CONTINUING OPERATIONS:</b>  |                       |                 |                 |
| <b>Revenue-</b>  | <b>9.1 &amp; 10.1</b> | <b>55.400</b>   | <b>65.540</b>   |
| Services   |                       | 3.016           | 3.530           |
| Dividend revenue   |                       | 41.950          | 47.758          |
| Finance revenue to Group companies and associates                            |                       | 10.434          | 14.252          |
| <b>Staff costs-</b>  | <b>9.2</b>            | <b>(3.024)</b>  | <b>(3.398)</b>  |
| Wages, salaries and similar expenses   |                       | (2.545)         | (3.239)         |
| Employee benefit costs   |                       | (479)           | (159)           |
| <b>Other operating expenses-</b>   |                       | <b>(3.298)</b>  | <b>(2.524)</b>  |
| Outside services   |                       | (2.349)         | (2.391)         |
| Taxes other than income tax  |                       | (949)           | (133)           |
| <b>Impairment and gains and losses on disposals of financial instruments</b> | <b>5.1</b>            | <b>(20.000)</b> | -               |
| <b>PROFIT FROM OPERATIONS</b>  |                       | <b>29.078</b>   | <b>59.618</b>   |
| <b>Finance income-</b>   |                       | <b>23</b>       | <b>85</b>       |
| From marketable securities and other financial instruments of third parties  |                       | 23              | 85              |
| <b>Finance costs-</b>  |                       | <b>(18.377)</b> | <b>(18.500)</b> |
| On debts to Group companies and associates                                   | 10.1                  | (7.418)         | (9.300)         |
| On debts to third parties  |                       | (10.959)        | (9.200)         |
| <b>Exchange differences</b>  | <b>11</b>             | <b>(3.316)</b>  | <b>2.152</b>    |
| <b>FINANCIAL LOSS</b>  |                       | <b>(21.670)</b> | <b>(16.263)</b> |
| <b>PROFIT BEFORE TAX</b>   |                       | <b>7.408</b>    | <b>43.355</b>   |
| Corporate income tax   | 8                     | 6.548           | 7.448           |
| <b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>                        |                       | <b>13.956</b>   | <b>50.803</b>   |
| <b>DISCONTINUED OPERATIONS:</b>  |                       |                 |                 |
| Profit for the year from discontinued operations net of tax                  |                       | -               | -               |
| <b>PROFIT FOR THE YEAR</b>   |                       | <b>13.956</b>   | <b>50.803</b>   |

The accompanying Notes 1 to 14 and Appendices I and II are an integral part of the statement of profit or loss for 2020.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.

## APPLUS SERVICES, S.A.

### STATEMENTS OF CHANGES IN EQUITY A) STATEMENT OF COMPREHENSIVE INCOME FOR 2020

(Thousands of Euros)

|   | 2020          | 2019          |
|---|---------------|---------------|
| <b>PROFIT PER INCOME STATEMENT (I)</b>  | <b>13.956</b> | <b>50.803</b> |
| Income and expense recognised directly in equity:<br><b>Total income and expense recognised directly in equity (II)</b> | -             | -             |
| Transfers to profit or loss:<br><b>Total transfers to profit or loss (III)</b>  | -             | -             |
| <b>Total recognised income and expense (I+II+III)</b>   | <b>13.956</b> | <b>50.803</b> |

The accompanying Notes 1 to 14 and Appendices I and II are an integral part of the statement of comprehensive income for 2020.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.

## APPLUS SERVICES, S.A.

### STATEMENTS OF CHANGES IN EQUITY

#### B) STATEMENT OF CHANGES IN TOTAL EQUITY FOR 2020

(Thousands of Euros)

|                                     | Share capital | Share premium  | Reserves       | Treasury shares | Profit (Loss) for the year | Total            |
|-------------------------------------|---------------|----------------|----------------|-----------------|----------------------------|------------------|
| <b>2019 BEGINNING BALANCE</b>       | <b>14.302</b> | <b>449.391</b> | <b>700.678</b> | <b>(3.405)</b>  | <b>31.997</b>              | <b>1.192.963</b> |
| Total recognised income and expense | -             | -              | -              | -               | 50.803                     | 50.803           |
| Allocation of 2018 profit           | -             | -              | 10.544         | -               | (31.997)                   | (21.453)         |
| - Transactions with treasury shares | -             | -              | (361)          | (697)           | -                          | (1.058)          |
| <b>2019 ENDING BALANCE</b>          | <b>14.302</b> | <b>449.391</b> | <b>710.861</b> | <b>(4.102)</b>  | <b>50.803</b>              | <b>1.221.255</b> |
| Total recognised income and expense | -             | -              | -              | -               | 13.956                     | 13.956           |
| Allocation of 2019 profit           | -             | -              | 50.803         | -               | (50.803)                   | -                |
| - Transactions with treasury shares | -             | -              | (981)          | 1.438           | -                          | 457              |
| <b>2020 ENDING BALANCE</b>          | <b>14.302</b> | <b>449.391</b> | <b>760.683</b> | <b>(2.664)</b>  | <b>13.956</b>              | <b>1.235.668</b> |

The accompanying Notes 1 to 14 and Appendices I and II are an integral part of the statement of changes in total equity for 2020.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). In the event of a discrepancy, the Spanish-language version prevails.

## APPLUS SERVICES, S.A.

### STATEMENT OF CASH FLOWS FOR 2020

(Thousands of Euros)

|  | Notes | 2020             | 2019            |
|--|-------|------------------|-----------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES (I):</b>                             |       | <b>77.865</b>    | <b>14.255</b>   |
| Profit for the year before tax   |       | 7.408            | 43.355          |
| <b>Adjustments for-</b>  |       |                  |                 |
| Dividend revenue   | 10.1  | (41.950)         | (47.758)        |
| Finance income   |       | (10.457)         | (14.337)        |
| Finance costs  |       | 18.377           | 18.500          |
| Exchange differences   |       | 3.316            | (2.152)         |
| Impairment loss  | 5.1   | 20.000           | -               |
| <b>Changes in working capital-</b>   |       |                  |                 |
| Trade and other receivables  |       | 1.182            | 1.368           |
| Trade and other payables   |       | 436              | 41              |
| Other current assets   |       | 255              | (1.278)         |
| Other current liabilities  |       | (208)            | 1.249           |
| <b>Other cash flows from operating activities-</b>                           |       |                  |                 |
| Dividends received   |       | 82.725           | 5.758           |
| Interest paid  |       | (17.590)         | (16.116)        |
| Interest received  |       | 11.908           | 15.478          |
| Corporate Income tax paid  |       | 2.463            | 10.147          |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES (II):</b>                            |       | <b>(145.204)</b> | <b>(63.041)</b> |
| <b>Proceeds from disposal-</b>   |       |                  |                 |
| Group companies and associates   |       | 78.605           | 52.510          |
| <b>Payments due to investment-</b>   |       |                  |                 |
| Group companies and associates   |       | (223.809)        | (115.551)       |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES (III):</b>                           |       | <b>99.984</b>    | <b>50.732</b>   |
| <b>Proceeds and payments relating to financial liability instruments-</b>    |       |                  |                 |
| Proceeds from issue of bank borrowings                                       |       | 396.764          | 53.775          |
| Proceeds from issue of borrowings from Group companies and associates        |       | 45.277           | 112.658         |
| Repayment of bank borrowings   |       | (287.175)        | (67.475)        |
| Repayment and amortisation of borrowings with Group companies and associates |       | (53.626)         | (23.800)        |
| Other payments   |       | (1.256)          | (2.973)         |
| <b>Dividend payments and remuneration of other equity instruments-</b>       |       |                  |                 |
| - Dividends  |       | -                | (21.453)        |
| <b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES (IV):</b>                         |       | <b>(6.227)</b>   | <b>(1.111)</b>  |
| <b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (I+II+III+IV)</b>      |       | <b>26.418</b>    | <b>835</b>      |
| Cash and cash equivalents at beginning of year                               |       | 1.079            | 244             |
| Cash and cash equivalents at end of year                                     |       | 27.497           | 1.079           |

The accompanying Notes 1 to 14 and Appendices I and II are an integral part of the statement of cash flows for 2020.

*Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 14). This translation has been prepared by the Company for informative purposes only, has not been approved by the Board of Directors and has not the consideration of official or regulated information. In the event of a discrepancy, the Spanish-language version prevails.*

## **Applus Services, S.A.**

### Notes to the financial statements for the year ended 31 December 2020

#### **1. Company activities**

Applus Services, S.A. (formerly Applus Technologies Holding, S.L., hereinafter “the Parent” or “the Company”) has been since 29 November 2007 the Parent of the Applus Group (“the Applus Group” or “the Group”). The Company has its registered office in calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, in Madrid (Spain).

The Company purpose is as follows:

- To provide services in relation to the transport sector and vehicle and highway safety (engineering processes, design, testing, approval and certification of used cars), as well as technical inspections in sectors other than the automotive sector, with a blanket exclusion of activities that are covered by special legislation.
- The technical audits of all types of installations for technical inspection or control of vehicles located anywhere in Spain or abroad, as well as any other type of technical inspection other than vehicles.
- The production and execution of studies and projects in relation to the previously mentioned activities: economic, industrial, property, information technology, market surveys and research, as well as the supervision, direction and provision of services and advice in the execution thereof. Provision of services, advice, administration, operation and management, whether technical, fiscal, legal or commercial.
- Business intermediation services, both locally and abroad.
- To provide all types of inspection services and quality and quantity control, regulatory inspection, collaboration with administration, consultancy, audit, certification, approval, personnel training and qualification, and technical assistance in general in order to improve the organization and management of quality, safety and environmental aspects.
- To carry out studies, works, measurements, tests, analyses and controls, in laboratories or in situ, and such other professional methods and actions considered necessary or advisable, in particular those related to manufacturing materials, equipment, products and installations, in the fields of mechanics, electricity, electronics and information technology, transport and communications, administrative organization and office automation, mining, food, environment, construction and civil works, performed during the stages of design, planning, manufacturing, construction and assembly and commissioning, maintenance and production for all types of companies and entities, both public and private, as well as before the Central State Administration, the Administrations of Autonomous Communities, Provinces and Municipalities, and all types of agencies, institutions and users, whether within the country or abroad.

- The purchase, holding and administration, whether direct or indirect, of shares, corporate interests, quota shares and any other form of holding or interest in the capital and/or securities granting right to the obtaining of shares, corporate interests, quota shares or other holdings or interests in companies of any type, with or without legal personality, established in accordance with Spanish law or any other applicable legislation, in accordance with Article 108 of the Law 27/2014, of 27 November 2014, of the Corporate Income Tax Law, or by such legislation as may replace it, as well as the administration, management and guidance of such companies and entities, whether directly or indirectly, by means of the membership, attendance and holding of positions on any governing and management bodies of such companies or entities, carrying out the described advisory, management and guidance services making use of the corresponding organization of material and personnel means. An exception is made for those activities expressly reserved by law for Collective Investment Institutions, as well as for that expressly reserved by the Securities Market Act for investment service companies.

The activities may be carried out either directly by the Company or through the ownership of shares or equity interest in other companies with an identical or related purpose, including the carrying out of all its activities in an indirect manner, therefore acting solely as a holding company.

All activities for which the law establishes special requirements that cannot be carried out by the Company are excluded from the corporate purpose. Should legal provisions require a professional qualification, administrative authorization or registration with a public registry to be able to perform any of the activities included in the corporate purpose, such activities must be performed by persons who hold such professional qualifications, and such tasks shall not be able to commence until the administrative requirements have been met.

Since 9 May 2014 the shares of the Company have been listed on the stock exchange.

The subsidiaries and associates directly and indirectly owned by the Company are shown in Appendix I. The subsidiaries and associates directly or indirectly owned by the Company excluded from scope of consolidation either because they are dormant companies or because effective control over them is not exercised by the shareholders of the Applus Group are shown in Appendix II.

The Company is the head of a group of subsidiaries, the Applus Group, and is obliged under current legislation to prepare consolidated financial statements separately. The consolidated financial statements for 2019, which were prepared in accordance with International Financial Reporting Standards (IFRSs), were approved by the shareholders at the Annual General Meeting of Applus Services, S.A. on 29 May 2020, and were filed at the Madrid Mercantile Register.

These financial statements relate to the Company individually. The Company prepares consolidated financial statements in accordance with International Financial Reporting Standards (IFRSs) (see Note 4).

In view of the business activities carried out by the Company, there are not any environmental liabilities, expenses, assets, provisions or contingencies that might be material with respect to its equity, financial position or results. Therefore, no specific disclosures relating to environmental issues are included in the notes to the financial statements.

## **2. Basis of presentation of the financial statements**

### ***2.1. Regulatory financial reporting framework applicable to the Company***

The present financial statements for 2020 were authorised for issue by the Company's Directors at the Board of Directors Meeting held on 18 February 2021. The present financial statements were formally prepared in accordance with the regulatory financial reporting framework applicable to the Company, which consists of:

- a) The Spanish Commercial Code and all other Spanish corporate law.
- b) The Spanish National Chart of Accounts approved by Royal Decree 1514/2007, as amended by Royal Decree 602/2016, and its industry adaptations.

- c) The mandatory rules approved by the Spanish Accounting and Audit Institute in order to implement the Spanish National Chart of Accounts and the relevant secondary legislation.
- d) All other applicable Spanish accounting legislation.

## **2.2. Fair presentation**

The accompanying financial statements, which were obtained from the Company's accounting records, are presented in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein and, accordingly, present fairly the Company's equity, financial position, results of operations and cash flows for 2020. These financial statements, which were authorised for issue by the Company's Directors, will be submitted for approval by the shareholders at the Annual General Meeting. The Company's Directors consider that these financial statements will be approved without any changes.

The financial statements for 2019 were approved at the Annual General Meeting held on 29 May 2020.

In preparing these financial statements, the Company omitted any information or disclosures which, not requiring disclosure due to their qualitative importance, were considered not to be material in accordance with the concept of materiality defined in the conceptual framework of the 2007 Spanish National Chart of Accounts.

## **2.3. Non-obligatory accounting principles applied**

No non-obligatory accounting principles were applied. Also, the Directors formally prepared these financial statements taking into account all the obligatory accounting principles and standards with a significant effect hereon.

All obligatory accounting principles were applied.

## **2.4. Key issues in relation to the measurement and estimation of uncertainty**

The Company's Directors are responsible for the information included in these financial statements in accordance with the applicable regulatory financial reporting framework (see Note 2.1) and for the internal control measures that they consider necessary to ensure the financial statements do not have any material misstatement.

In preparing the accompanying financial statements, estimates were made based on historical experience and on other factors considered to be reasonable in view of the current circumstances; these estimates formed the basis for establishing the carrying amounts of certain assets, liabilities, income, expenses and obligations whose value is not readily determinable using other sources. The Company reviews its estimates on an ongoing basis.

The main assumptions regarding the future and other significant sources of uncertainty in the estimates at year-end that could have a significant effect on the financial statements in the coming year were as follows:

- The assessment of possible impairment losses on certain assets (see Note 4.1).
- The assumptions used in measuring the recoverable amount of financial instruments (see Note 4.1).
- The fair value of certain financial instruments (see Note 4.1).
- The calculation of certain provisions and contingent liabilities (see Note 4.5).
- The recovery of deferred tax assets (see Note 8.5).
- Corporate income tax and deferred tax assets and liabilities (see Note 8).

Although these estimates were made on the basis of the best information available as of 31 December 2020 on the events analysed, events that may take place in the future might make it necessary to change these estimates (upwards or downwards) in the coming years. Changes in accounting estimates would be applied prospectively.

## **2.5. Financial situation and going concern assumption**

The Company's financial statements for 2020 were affected by COVID-19 and its global expansion to a large number of countries, which led to it being classified as a pandemic by the World Health Organization on 11 March 2020.

Bearing in mind the complexity of the markets due to their globalisation and the evolution of the pandemic in the current context of uncertainty regarding effective medical treatment against the virus, the consequences for the Company and for the Group's future operations remain uncertain and will depend to a large degree on the evolution of the pandemic in the coming months.

All the divisions of the Group in which the Company is the Parent had a good start to the year up until the middle of March when the effect of the measures to contain the spread of the COVID-19 started to severely impact operations resulting in a decrease in revenue, and particularly the Company in terms of dividends received, with respect to the comparative figures for 2019. At the date of authorisation for issue of these financial statements, a recovery had been observed in the second half of 2020.

In this context, the Company's Directors and management have conducted a detailed assessment of the current situation, based on the best available information at the reporting date. Due to the considerations detailed above, this information includes a high degree of uncertainty. The following aspects of the results of this assessment, which were taken into account in preparing the accompanying financial statements, are worthy of note:

- Liquidity risk: despite the situation described above, the Company's and the Group's cashflow from operating activities was positive at 31 December 2020, as a consequence of the preventive measures such as controlling and adapting costs, as well as working capital management controls and the cancellation of the proposed distribution of a dividend with a charge to profit for 2019, which enabled the Company to maintain a solid liquidity position.

The Company's main financing lines mature at long term between 2025 and 2028 (see Note 7).

As a result of the foregoing and having taken into account the cash forecasts for the coming months and compliance with covenants at 31 December 2020 (see Note 7), the Company's directors and management consider that the Company and the Group maintains a robust financial situation and a high level of liquidity.

- Operational risk: as described in Note 4.4, given the Company's holding activity, revenue mainly depends on the dividend revenue and the revenue of the loans granted to its subsidiaries. As a consequence, the Company's operational risk has been affected by the temporary interruptions to the Group's activity in certain businesses and geographical areas affecting the results obtained at the end of 2020. The measures adopted by the Group have aimed to maintain the long-term profits, prioritising at all times the social and human consequences of the crisis. It has been a priority to preserve the well-being of the employees and of their families, including protecting jobs as far as possible, supporting customers meet the operational challenges where in many cases Group's services continued to be essential, reducing costs and managing cash inflows and outflows and financial resources, in order to minimise the impact. As far as possible and in order to safeguard jobs and reduce the economic impacts of the situation described, measures were taken such as the implementation of furlough-type arrangements (Spanish ERTes) in Spain and other similar measures in other geographical areas in which the Group operates.

Risk of measurement of assets and liabilities: the aforementioned factors which have an impact on the Company and, due to the Company's activity, on the Group, as well as other factors which affect the market where the Group operates, caused a drop in demand for services and interruptions to the business due to temporary shut-downs of activity. Consequently, the Directors re-estimated the recoverable amount of those assets in 2020. Therefore, the consolidated financial statements include the recognition of impairment losses on certain non-current assets and the Company's financial statements include the recognition of the impairment losses on investments in Group companies and associates, as described in Note 5.1.

- Going concern risk: taking into account all the aforementioned factors, the Company's directors consider that the conclusion on the application of the going concern basis of accounting remains valid.

The Company's Directors and management continue to constantly monitor the evolution of the pandemic.

## 2.6. Comparative information

The accounting policies were applied on a consistent basis in 2020 and 2019 and, accordingly, no operations or transactions were accounted for following different accounting policies that might have given rise to discrepancies in the interpretation of the comparative figures in both years.

## 2.7. Grouping of items

Certain items in the statement of financial position, statement of profit or loss, statement of changes in equity and statement of cash flows are grouped together to facilitate their understanding; however, whenever the amounts involved are material, the information is broken down in the related notes to the financial statements.

## 2.8. Correction of errors

In preparing the accompanying financial statements no errors were detected that would have made it necessary to restate the amounts included in the financial statements for 2019.

## 3. Proposal of allocation of profit

The proposed allocation of the Company's net profit, formulated by the Board of Directors that will be presented at the next Company's Annual General Meeting of the Shareholders, for 2020 is as follows:

|                             | Thousands of<br>Euros |
|-----------------------------|-----------------------|
| <b>Basis of allocation:</b> |                       |
| Unrestricted reserves       | 7,497                 |
| Profit of the year          | 13,956                |
|                             | <b>21,453</b>         |
| <b>Allocation:</b>          |                       |
| To dividends                | 21,453                |
| <b>Total</b>                | <b>21,453</b>         |

The proposed dividend of EUR 21,453 thousand corresponds to the gross amount of EUR 0.15 per share.

#### **4. Accounting policies**

As indicated in Note 2, the Company applied accounting policies in accordance with the accounting principles and rules included in the Spanish Commercial Code, implemented in the current Spanish National Chart of Accounts (2007), and all other Spanish corporate law in force at the reporting date of these financial statements. In this connection, only those accounting policies that are specific to the Company's business activities and those considered significant on the basis of the nature of its activities are detailed below.

##### **4.1. Financial instruments**

###### Financial assets

The financial assets held by the Company are classified in the following categories:

- a) Credits and receivables: financial assets arising from the sale of goods or the rendering of services in the ordinary course of the Company's business, or financial assets which, not having commercial substance, are not equity instruments or derivatives, have fixed or determinable payments and are not traded in an active market.
- b) Equity investments in Group companies, associates and jointly controlled entities: Group companies are deemed to be those related to the Company as a result of a relationship of control and associates are companies over which the Company exercises significant influence. Jointly controlled entities include companies over which, by virtue of an agreement, the Company exercises joint control with one or more other ventures.

Financial assets are initially recognised at the fair value of the consideration given, plus any directly attributable transaction costs.

Credits, receivables and held-to-maturity investments are measured at amortised cost.

Investments in Group companies and associates and interests in jointly controlled entities are measured at net cost of any accumulated impairment losses where appropriate. These losses are calculated as the difference between the carrying amount of the investments and their recoverable amount. Recoverable amount is the higher of fair value less costs to sell and the present value of the future cash flows from the investment. Unless there is better evidence of the recoverable amount, it is based on the value of the equity of the investee, adjusted by the amount of the unrealised gains existing at the date of measurement (including goodwill, if applicable).

The Company has majority ownership interests in the share capital of certain companies. The financial statements do not reflect the increases or decreases in the value of the Company's ownership interests which would arise from the application of consolidation methods. It should also be noted that, in accordance with current legislation, the Company prepares consolidated financial statements separately under International Financial Reporting Standards ("EU-IFRS"). These consolidated financial statements have been authorised for issue by the Board of Directors on the meeting held on 18 February 2021.

The main aggregates in the consolidated financial statements for 2020 prepared, as stipulated in Final Provision Eleven of Law 62/2003, of 30 December, in accordance with International Financial Reporting Standards approved by European Commission Regulations, are as follows:

|   | Thousands of Euros |           |
|---|--------------------|-----------|
|   | 2020               | 2019      |
| Total Assets  | 2,156,980          | 2,172,565 |
| Equity attributable to the shareholders of the parent | 585,238            | 775,928   |
| Revenue of the consolidated operations                | 1,557,614          | 1,777,944 |
| Net profit (loss) attributable to the parent          | (158,239)          | 55,650    |

The Company derecognises a financial asset when the rights to the cash flows from the financial asset expire or have been transferred and substantially all the risks and rewards of ownership of the financial asset have also been transferred, such as in the case of firm asset sales or factoring of trade receivables in which the Company does not retain any credit or interest rate risk.

#### Financial liabilities

Financial liabilities include accounts payable by the Company that have arisen from the purchase of goods or services in the normal course of the Company's business and those which, not having commercial substance, cannot be classified as derivative financial instruments.

Accounts payable are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost.

The Company derecognises financial liabilities when the obligations given cease to exist.

At 31 December 2020 the Company does not hold any financial derivative products.

#### Impairment of financial assets

At least once per year, the Company tests financial assets not measured at fair value. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount. When this occurs, the impairment loss is recognised in the statement of profit or loss.

Recoverable amount is the higher of fair value less costs to sell and value in use.

Management updates annually its subsidiaries business plan which is prepared according to the Group estimates by sector and geography, considering the specific characteristics of each company regarding to its customers, projects and services. The main components of this plan are: projections on operating income and expense, investment and working capital. The business plan prepared by the management for 2020 includes the budget for 2021 together with the projections for the following years.

The projections were prepared on the basis of past experience and of the best estimates available at the date on which the impairment tests were carried out.

In order to calculate the recoverable amount of each asset, the present value of its cash flows was determined using as a basis the business plan prepared by Company management. As a general rule, projections based on indefinite useful lives were used, applying a projected period of five years and a perpetual return from the sixth year onwards, except for the businesses with a finite useful life for which projections adjusted to the actual duration of the contract are used, considering in such cases the probability of renewal thereof. The cash flows generated by each asset were considered to grow to perpetuity at a rate equivalent to that of the growth of each industry in the territory in which it operates.

The main average discount rates after tax used in each of the Company's geographical areas were as follows:

| Country/geographical area | 2020        | 2019        |
|---------------------------|-------------|-------------|
| Spain                     | 8.4%-9.3%   | 7.3%-8.8%   |
| Rest of Europe            | 5.9%-6.9%   | 6.2%-7.4%   |
| US and Canada             | 6.5%-7.4%   | 6.3%-7.5%   |
| Latin America             | 10.8%-13.6% | 10.4%-12.4% |

#### **4.2. Foreign currency transactions**

The Company's functional currency is the Euro. Therefore, transactions in currencies other than the Euro are deemed to be "foreign currency transactions" and are recognised by applying the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated by applying the exchange rates prevailing at the closing date. Any resulting gains or losses are recognised directly in the statement of profit or loss in the year in which they arise.

Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The resulting gains or losses are recognised in equity or in profit or loss by applying the same methods as those used to recognise changes in fair value, as indicated in Note 4.1 on financial instruments.

#### **4.3. Corporate income tax**

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).

The current corporate income tax expense is the amount payable by the Company as a result of corporate income tax settlements for a given year. Tax credits and other tax payment benefits on the tax payable, excluding tax withholdings and pre-payments, and tax loss carry forwards from prior years effectively offset in the current year reduce the current corporate income tax expense.

The deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include temporary differences measured at the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax bases, and tax loss and tax credit carry forwards. These amounts are recognised by applying to the temporary difference or tax asset that are expected to apply at the corporate tax rates in the period when the asset is realised or the liability is settled.

Deferred tax liabilities are recognised for all temporary differences except for:

- a) Those arising from the initial recognition of goodwill or other assets and liabilities in a transaction that does not affect neither the tax profit nor the accounting profit and is not a business combination.
- b) Those associated with investments in subsidiaries, branches and associates or interests in joint ventures, when the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are only recognised in the statement of financial position if it is considered probable that the Company will have sufficient future taxable profits against which they can be utilised.

The deferred tax assets recognised are reassessed at the end of each reporting period and the appropriate adjustments are made to the extent that there are doubts as to their future recoverability. Also, unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that they will be recovered through future taxable profits.

The Company is the head of the Applus Group, which files consolidated tax returns as being the tax group number 238/08, and the tax base for the year is determined as if individual returns were being filed, net of such tax credits and tax relief as might be deductible under the consolidated tax regime. The Company manages the accounts receivable or payable that arise.

The Spanish consolidated tax group is comprised by the following companies:

| Companies   |   |
|---|---|
| Applus Services, S.A.<br>Applus Servicios Tecnológicos, S.L.U.<br>IDIADA Automotive Technology, S.A.<br>Applus Norcontrol, S.L.U.<br>Novotec Consultores, S.A.U.<br>Applus Iteuve Galicia, S.L.U.<br>LGAI Technological Center, S.A.<br>Trámites, Informes, Proyectos, Seguridad y Medio Ambiente, S.L.U. | Applus Energy, S.L.U.<br>Ringal Invest, S.L.U.<br>Autoservices Online, S.L.U.<br>Applus Iteuve Technology, S.L.U.<br>Tunnel Safety Testing, S.A.<br>Inversiones Finisterre, S.L.<br>IDIADA Homologation Technical Service, S.L.<br>Supervisión y Control, S.A.U.<br>Laboratorio de Ensayos Metrológicos, S.L. |

The Company is head of the tax group and files consolidated VAT returns as part of VAT group number 0036/11. The Company manages the accounts receivable and payable generated in this connection.

The Spanish VAT group is comprised by the following companies:

| Companies  |  |
|--|--|
| Applus Services, S.A.<br>Applus Servicios Tecnológicos, S.L.U.<br>LGAI Technological Center, S.A.<br>Applus Energy, S.L.U. | Ringal Invest, S.L.U.<br>Autoservices Online, S.L.U.<br>Applus Iteuve Technology, S.L.U. |

#### **4.4. Revenue and expense recognition**

According to BOICAC's 79, question 2, due to the Company's holding activity, both the dividend revenue and the finance revenue of the loans from its subsidiaries are recorded under the heading "Revenue".

Revenue and expenses are recognised on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Revenue is measured at the fair value of the consideration received, net of discounts and taxes.

Revenue from the rendering of services is recognised by reference to the stage of completion of the transaction at the end of the reporting period, provided that the outcome of the transaction could be estimated reliably.

Interest revenue from financial assets is recognised using the effective interest method and dividend revenue is recognised when the shareholder's right to receive payment has been established. Interest and dividends from financial assets accrued after the date of acquisition are recognised as revenue in the profit or loss statement.

#### **4.5. Provisions and contingencies**

When preparing the financial statements, the Company's Directors make a distinction between:

1. Provisions: credit balances covering present obligations arising from past events with respect to which it is probable that an outflow of resources of economic benefits whose amount and/or timing are not known with certainty but can be reasonably reliably estimated.
2. Contingent liabilities: possible obligations that arise from past events and whose existence and associated loss will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the Company's control.

The financial statements include all the provisions with respect to which it is considered that it is more likely than not that the obligation will have to be settled. Contingent liabilities are not recognised in the financial statements, but rather are disclosed, unless the possibility of an outflow in settlement is considered to be remote.

Provisions are measured at the present value of the best possible estimate of the amount required to settle or transfer the obligation, taking into account the information available on the event and its consequences. Where discounting is used, adjustments made to provisions are recognised as financial cost on an accrual basis.

#### **4.6. Termination benefits**

Under current legislation, the Company is required to pay termination benefits to employees terminated under certain conditions. Therefore, termination benefits that can be reasonably quantified are recognised as an expense in the year in which the decision to terminate the employment relationship is taken and a valid expectation regarding termination is created on the part of third parties.

#### **4.7. Environmental assets and liabilities**

Environmental assets are deemed to be assets used on a lasting basis in the Company's operations whose main purpose is to minimise environmental impact and protect and improve the environment, including the reduction or elimination of future pollution.

Because of their nature, the Company's business activities do not have an environmental impact.

#### **4.8. Transactions with Group companies, associates and related companies**

For the purposes of the presentation of the financial statements, group companies are considered to be those entities over which the Company directly and indirectly controls the financial and operating policies, exercises power over the relevant activities, maintains exposure, or rights, to variable returns from involvement with the investee; and the ability to use power over the investee to affect the amount of the investor's returns. This is generally because it holds more than 50% of the voting power.

Associates are companies over which the Company is in a position to exercise significant influence, but not control or joint control. Normally this capacity exists because the Company holds (directly or indirectly) between 20% and 50% of the voting power of the subsidiary.

For the purposes of the information in this section, related parties are considered to be:

- The significant shareholders of Applus Services, S.A., understood to be shareholders holding directly or indirectly 3% or more of the shares, and shareholders which, without being significant, have exercised the power to propose the appointment of a member of the Board of Directors.
- The Directors and Senior Executives of any Applus Group company, as well as the relatives or related persons. "Director" means a member of the Board of Directors and "Senior Executives" means persons reporting directly to the Board or to the CEO of the Group.

The Company performs all its transactions with related parties on an arm's length basis. Also, the transfer prices are adequately supported and, therefore, the Company's Directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

#### **4.9. Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

#### Finance leases

At 31 December 2020 and 2019, the Company did not have any finance leases.

#### Operating leases

Expenses resulting from operating leases are recognised in the statement of profit or loss in the year in which they are incurred.

The Company only holds certain vehicles under operating leases which do not have a significant impact.

#### **4.10. Current/Non-current classification**

Current assets are assets associated with the normal operating cycle, which in general is considered to be one year; other assets which are expected to mature, be disposed of or be realised within twelve months from the end of the reporting period; financial assets held for trading, except for financial derivatives that will be settled in a period exceeding one year; and cash and cash equivalents. Assets that do not meet these requirements are classified as non-current assets.

Similarly, current liabilities are liabilities associated with the normal operating cycle, financial liabilities held for trading, except for financial derivatives that will be settled in a period exceeding one year; and, in general, all obligations that will mature or be extinguished at short term. All other liabilities are classified as non-current liabilities.

#### **4.11. Employee benefit obligations**

The Company has established specific remuneration plans with its key employees:

- a) Annual variable remuneration to certain Company employees based on the achievement of certain financial targets in 2020.
- b) Variable remuneration plan entailing the annual delivery of a given number of Restricted Stock Units (RSUs) (convertible into Company shares) to the Executive Directors and certain members of the Executive Team. This plan is approved annually and is convertible into shares three years from the grant date at a rate of 30% in each of the first two years and 40% in the third year. At 31 December 2020, three plans had been approved and ratified (see Note 10.3).
- c) The “long-term incentive” plan granted to the Executive Directors and certain members of the Executive Team consists of the delivery of Performance Stock Units (PSUs) to the Chief Executive Director General Manager, and the delivery of RSUs and PSUs to the Chief Executive Director Financial Officer and members of the management, both RSUs and PSUs being convertible into Company’s shares in three years from the grant date based on the achievement of certain targets (see Note 10.3).

#### **4.12. Treasury shares**

Acquisitions of treasury shares are recognised at acquisition cost, reducing equity until they are sold. The gains and losses obtained on the disposal of treasury shares are recognised in “Reserves” in the accompanying statement of financial position.

## 5. Financial assets (non-current and current)

### 5.1. Non-current investments in Group companies and associates

The changes in "Non-current investments in Group companies and associates" in the statement of financial position in 2020 and 2019 were as follows (in thousands of euros):

| Categories  | 31/12/2020       | 31/12/2019       |
|---|------------------|------------------|
| Equity investments in Group companies, jointly controlled entities and associates | 1,590,145        | 1,439,765        |
| Credits (loans) to Group companies (Note 10.2)                                    | 214,756          | 159,754          |
| <b>Total Non-current investments in Group companies and associates</b>            | <b>1,804,901</b> | <b>1,599,519</b> |

#### Equity investments in Group companies and associates

The changes in 2020 and 2019 in "Equity investments in Group companies, jointly controlled entities and associates" were as follows (in thousands of euros):

#### 2020

| Categories  | 01/01/2020       | Additions      | Impairment loss | 31/12/2020       |
|---|------------------|----------------|-----------------|------------------|
| Equity investments in Group companies, jointly controlled entities and associates | 1,439,765        | 170,380        | (20,000)        | 1,590,145        |
| <b>Total</b>  | <b>1,439,765</b> | <b>170,380</b> | <b>(20,000)</b> | <b>1,590,145</b> |

In 2020 the Company increased its ownership interest in the subsidiary Applus Servicios Tecnológicos, S.L.U. by EUR 170,380 thousand through a sole shareholder contribution recognised in the investee's equity for that amount. This increase in the ownership interest in Applus Servicios Tecnológicos, S.L.U. was performed to enable the Group companies Applus Servicios Tecnológicos, S.L.U. and Applus Iteuve Technology, S.L.U. to acquire Reliable Analysis (Group) and Besikta Bilprovning (Group).

In 2020, as a consequence of the effects of the pandemic described in Note 2.5 and the consequent decrease in the demand for the Group's services, the Company's Directors have re-estimated the recoverable value of its equity investments operational activity, and therefore, the need to record an impairment loss in the carrying amount of the ownership interest in Applus Servicios Tecnológicos, S.L.U. by EUR 20,000 thousand in order to adjust the carrying amount to the recoverable amount has arisen, as described in Notes 2.5 and 4.1.

#### 2019

| Categories  | 01/01/2019       | Additions | 31/12/2019       |
|---|------------------|-----------|------------------|
| Equity investments in Group companies, jointly controlled entities and associates | 1,439,765        | -         | 1,439,765        |
| <b>Total</b>  | <b>1,439,765</b> | <b>-</b>  | <b>1,439,765</b> |

The value of direct shareholdings at 31 December 2020 and 2019 are as follows (in thousands of euros):

| Subsidiary  | 31/12/2020       | 31/12/2019       |
|---|------------------|------------------|
| Applus Servicios Tecnológicos, S.L.U.   | 1,487,933        | 1,337,553        |
| Azul Holding 2 S.à.r.l.   | 102,212          | 102,212          |
| <b>Total equity investments in group companies, joint ventures and associates</b> | <b>1,590,145</b> | <b>1,439,765</b> |

The most significant information in relation to subsidiaries in which the Company had a direct ownership interest at 2020 year-end is as follows:

| Name /<br>Registered office           | % of<br>ownership | Thousands of euros |                    |               |                       |                | Total equity     | Carrying<br>amount<br>(Gross Cost) |
|---------------------------------------|-------------------|--------------------|--------------------|---------------|-----------------------|----------------|------------------|------------------------------------|
|                                       |                   | Share<br>capital   | Profit (Loss)      |               | Other<br>equity items |                |                  |                                    |
|                                       |                   |                    | From<br>operations | Net           |                       |                |                  |                                    |
| Applus Servicios Tecnológicos, S.L.U. | 100%              | 134,487            | 34,436             | 32,168        | 719,110               | 885,765        | 1,487,933        |                                    |
| Azul Holding 2, S.à.r.l.              | 100%              | 13                 | (35)               | (356)         | 103,640               | 103,297        | 102,212          |                                    |
| <b>Total</b>                          |                   | <b>134,500</b>     | <b>34,401</b>      | <b>31,812</b> | <b>822,750</b>        | <b>989,062</b> | <b>1,590,145</b> |                                    |

The subsidiaries and associates directly and indirectly owned by the Company are shown in Appendix I. None of the subsidiaries are listed on the stock market.

## 5.2. Current investments in Group companies and associates

The detail of the balances of "Current Investments in Group Companies and Associates" at 31 December 2020 and 2019 is as follows (in thousands of euros):

| Categories   | 31/12/2020     | 31/12/2019     |
|--|----------------|----------------|
| Credits (loans) and receivables from Group companies                           | 168,422        | 279,247        |
| Short-term interest receivable from Group companies                            | 5,435          | 6,992          |
| Account receivable relating to dividends                                       | 1,333          | 42,108         |
| <b>Total current investments in Group companies and associates (Note 10.2)</b> | <b>175,190</b> | <b>328,347</b> |

## 5.3. Cash and cash equivalents

The detail of the balances of "Cash and cash equivalents" at 31 December 2020 and 2019 is as follows (in thousands of euros):

| Categories                             | 31/12/2020    | 31/12/2019   |
|--|---------------|--------------|
| Cash recognised in current accounts    | 27,497        | 1,079        |
| <b>Total cash and cash equivalents</b> | <b>27,497</b> | <b>1,079</b> |

At 31 December 2020 and 2019, no amount recognised under "Cash and cash equivalents" had been pledged.

“Cash and cash equivalents” include the debit balances recognised as “Multi Currency Notional Pooling” referring to a banking product arranged in 2015 in eight different currencies and which amounted to EUR 11,316 thousand at 31 December 2020 (credit balances amounting EUR 3,684 thousand at 31 December 2019, which were classified under “Current bank borrowings”) (see Note 7).

At the end of 2020, the Company has credit facilities which are partially drawn down. The amount drawn down amounts to EUR 2,365 thousand (2019: EUR 50,572 thousand) which are classified under “Current bank borrowings” in the accompanying statement of financial position (see Note 7).

#### **5.4. Information on the nature and level of risk of financial instruments**

The Company's financial risk management is centralised in the Corporate Financial Department of the Applus Group, which has established required mechanisms to control exposure to interest rate and exchange rate fluctuations as well as credit and liquidity risk. The main financial risks affecting the Company are as follows:

a) Credit risk:

In general, the Company holds its cash and cash equivalents at banks with high credit ratings.

The accounts receivable at 31 December 2020 and 2019 relate mainly to balances with Group companies for services provided by the Company.

The Company's Directors consider that there was no significant credit risk at 31 December 2020 and 2019.

b) Liquidity risk:

The Company, for the purpose of ensuring liquidity and enabling it to meet all the payment obligations arising from its business activities, has the cash and cash equivalents disclosed in its statement of financial position, together with credit and financing facilities.

The Company manages liquidity risk prudently by maintaining sufficient cash, the availability of financing in the form of committed credit facilities and through the sufficient capacity to settle market positions.

c) Market risk:

Both the Company's cash and part of its bank borrowings are exposed to interest rate risk, which variations could have an effect on financial profit or loss and cash flows. In addition, in order to follow Applus Group strategy of minimizing risks, part of the new debt was secured at a fixed interest rate. Private placement debt represents at 31 December 2020 a 43% of total debt drawn (64% at the end of 2019).

Company's Directors continue to constantly monitor these risks.

In addition, some of the balances with Group companies are in foreign currencies.

Therefore, the main market risks to which the Company is exposed are interest rate and foreign currency risk.

c.1) Interest rate risk:

The detail of the average interest rate and of the average financial debt drawn is as follows:

|   | 2020    | 2019    |
|---|---------|---------|
| Average interest rate                             | 1.61%   | 1.86%   |
| Average financial debt drawn (thousands of euros) | 529,628 | 407,331 |

On the basis of the financial debt drawn, the impact on borrowing costs of a change of half a point in the average interest rate would be as follows:

|  |       |      |
|--|-------|------|
| Change in interest rate +0.50%                 | 2020  | 2019 |
| Change in borrowing costs (thousands of euros) | 1,517 | 887  |

c.2) Foreign currency risk:

The Company's management, based on activity in countries outside the eurozone, monitors the changes in the various currencies in which the Group operates and assesses the foreign currency risk that could affect its financial statements.

To manage foreign currency risk, the Company takes the following measures:

If the financial market of the country in which the investment is made allows for adequate financing to be obtained in terms of timing and cost, hedging is naturally obtained through financing taken in the same currency as that of the investment.

If the above is not possible, the Company determines asset and liability sensitivity to exchange rate fluctuations on the basis of the extent and severity (volatility) of the risk exposure.

At 31 December 2020, financial debt from the syndicated loan has been disposed in Canadian dollars (no financial debt was disposed in foreign currency at 31 December 2019), so the Company is exposed to foreign currency risk as follows:

|  | Thousands of Euros |      |
|--|--------------------|------|
|  | 2020               | 2019 |
| Financial debt subject to foreign currency risk                      | 45,869             | -    |
| <b>Average financial debt drawn subject to foreign currency risk</b> | <b>4,187</b>       | -    |

On the basis of the financial debt in foreign currency, the impact on borrowing costs of a change of half a point in the average exchange rate would be as follows:

|  | 2020   |        | 2019 |   |
|--|--------|--------|------|---|
|  | +0.50% | -0.50% | -    | - |
| Change in exchange rate                        |        |        |      |   |
| Change in borrowing costs (thousands of euros) | 21     | (21)   | -    | - |

The Company has sent a loan to a Canadian Group subsidiary through the disposal in Canadian dollars from the syndicated loan, therefore there is a natural hedge as described above.

## **6. Equity and shareholders' equity**

### **6.1. Share capital**

At 31 December 2016, the Company's share capital was represented by 130,016,755 fully subscribed and paid-up common shares of EUR 0.10 par value each.

On 28 September 2017, the Company's capital was increased by EUR 1,300 thousand through the creation of 13,001,675 new shares of EUR 0.10 par value each and with a share premium of EUR 135,866 thousand at EUR 10.45 per share. The capital increase was carried out by means of monetary contributions for the full amount which totaled EUR 137,166 thousand.

The expenses incurred in relation to the capital increase carried out in 2017 amounted to EUR 1,717 thousand net of the tax effect, and were recognised with a charge to reserves.

Therefore, at 31 December 2020 and 2019, the share capital is represented by 143,018,430 fully subscribed and paid-up common shares of EUR 0.10 par value each.

As per the notifications of the number of shares submitted to the Spanish National Securities Market Commission (CNMV), the following shareholders owned significant direct and indirect interests in the Company's share capital, representing more than 3% of share capital, at 31 December 2020 were as follows:

|                                       | % share |
|---------------------------------------|---------|
| River & Mercantile Group P.L.C        | 5.05%   |
| Norges Bank                           | 4.99%   |
| Southeastern Asset Management Inc.    | 3.33%   |
| Threadneedle Asset Management Limited | 3.09%   |
| Invesco Ltd.                          | 3.06%   |

The Company's Directors are not aware of any other ownership interests of 3% or more of the share capital or voting rights of the Company, or of any lower ownership interests that might permit the holder to exercise a significant influence over the Company.

## **6.2. Reserves and Share premium**

Under the Spanish Companies Act, 10% of net profit for each year must be allocated to the legal reserve until the balance of this reserve reaches at least 20% of the share capital. The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount, except for that, and until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

At the end of 2020 and 2019 the balance of this reserve amount to EUR 2,860 thousand and it had reached the legally minimum required.

At 31 December 2020 and 2019, the share premium reserves amounted to EUR 449,391 thousand and it is fully available.

At the closing of the financial years 2020 and 2019, the Company owns reserves that add up to EUR 760,683 and EUR 710,861 thousand, respectively.

Spanish Companies Act allows to use the share premium reserves balance to increase capital and it does not establish specific restrictions on the availability of that balance.

## **6.3. Treasury shares**

At 31 December 2020, the Company holds a total of 317,809 treasury shares at an average cost of EUR 8.38 per share. The value of these treasury shares totalled EUR 2,664 thousand, which is recognised under "Treasury Shares" in the accompanying statement of financial position as at 31 December 2020 (see Note 4.12).

At 31 December 2019, the Company holds a total of 343,849 treasury shares at an average cost of EUR 11.93 per share. The value of these treasury shares totalled EUR 4,102 thousand, which is recognised under "Treasury Shares" in the accompanying statement of financial position as at 31 December 2019 (see Note 4.12).

In February and March 2020 the Company delivered to the Executive Directors, Senior Executives and certain executives of the Group a total of 226,040 shares, in accordance with the new incentive plan granted (see Note 10.3).

## **7. Non-current and current payables**

The detail of “Non-Current Payables” and “Current Payables” is as follows (in thousands of euros):

|                                   | 31/12/2020     | 31/12/2019     |
|-----------------------------------|----------------|----------------|
| Facilities Agreement              | 237,810        | 126,941        |
| US Private Placement lenders      | 230,000        | 230,000        |
| Bilateral facilities              | 30,000         | -              |
| Debt Arrangement fees             | (1,422)        | (2,130)        |
| <b>Total non-current payables</b> | <b>496,388</b> | <b>354,811</b> |
| Accrued interests                 | 2,505          | 2,337          |
| Debt Arrangement fees             | (709)          | (711)          |
| Bilateral facilities              | 20,000         | -              |
| Multi Currency Notional Pooling   | -              | 3,684          |
| Credit facilities (Note 5.3)      | 2,365          | 50,572         |
| <b>Total current payables</b>     | <b>24,161</b>  | <b>55,882</b>  |
| <b>Total bank borrowings</b>      | <b>520,549</b> | <b>410,693</b> |

The Company's debt structure is composed of a portion of bank borrowings with a syndicate of nine banks and a placement of private debt with US institutional investors. The bank borrowings consist of a multi-currency syndicated loan of EUR 600 million available for all Group companies, which comprises of a Facility A “Term Loan” of EUR 200 million and a Facility B “Revolving Credit Facility” of EUR 400 million. The total amount of the private debt is EUR 230 million. The amount of the borrowings drawn down by the Company is disclosed in the foregoing table. The amount of the borrowings drawn down by the Group is disclosed in the consolidated financial statements of the Applus Group (see table in section a).

On 16 April 2020, the Company entered a new bilateral facilities agreement. The total loan amounts to EUR 50 million maturing on April 2023. The loan bears a market interest.

On 16 April 2020, the Company entered a new credit line limited to EUR 100 million maturing in 2021. This credit line has not been disposed.

The Company had liquidity of EUR 369 million at 31 December 2020, taking into account cash and cash equivalents reflected in the accompanying statement of financial position and the undrawn balances of the financing lines detailed previously.

### **a) Syndicated loan and private placement debt**

The syndicated loan bears interest at Euribor for tranches in Euros and at Libor for tranches in foreign currency (CAD 72 million drawn down at 2020 year-end) plus a spread based on a leverage grid for each Facility.

All the tranches had an initial single maturity on 27 June 2023, which may be extended for a total of two additional years at the end of the first and second years. On 27 June 2019 all tranches have been extended to 27 June 2024 and, on 16 June 2020, they were extended to 27 June 2025.

The private placement debt was placed from two US institutional investors. The structure includes a tranche of EUR 150 million maturing at 27 June 2025 and a tranche of EUR 80 million maturing at 27 June 2028.

The structure of the financial debt and the amounts drawn at 31 December 2020 and 2019 are as follows:

**2020**

| Tranche                                 | Thousands of Euros |                      |                    | Maturity   |
|---|--------------------|----------------------|--------------------|------------|
|   | Limit              | Drawn by the Company | Drawn by the Group |            |
| Facility A "Term Loan"                  | 200,000            | 11,941               | 200,000            | 27/06/2025 |
| Facility B "Revolving Credit Facility"  | 400,000            | 225,869              | 225,869            | 27/06/2025 |
| US Private Placement lenders - 7 years  | 150,000            | 150,000              | 150,000            | 27/06/2025 |
| US Private Placement lenders - 10 years | 80,000             | 80,000               | 80,000             | 27/06/2028 |
| Accrued interests                       | -                  | 2,318                | 2,772              |            |
| Debt arrangement expenses               | -                  | (2,131)              | (2,786)            |            |
| <b>Total</b>                            | <b>830,000</b>     | <b>467,997</b>       | <b>655,855</b>     |            |

**2019**

| Tranche                                 | Thousands of Euros |                      |                    | Maturity   |
|---|--------------------|----------------------|--------------------|------------|
|   | Limit              | Drawn by the Company | Drawn by the Group |            |
| Facility A "Term Loan"                  | 200,000            | 11,941               | 200,000            | 27/06/2024 |
| Facility B "Revolving Credit Facility"  | 400,000            | 115,000              | 115,000            | 27/06/2024 |
| US Private Placement lenders - 7 years  | 150,000            | 150,000              | 150,000            | 27/06/2025 |
| US Private Placement lenders - 10 years | 80,000             | 80,000               | 80,000             | 27/06/2028 |
| Accrued interests                       | -                  | 2,337                | 2,808              |            |
| Debt arrangement expenses               | -                  | (2,841)              | (3,762)            |            |
| <b>Total</b>                            | <b>830,000</b>     | <b>356,437</b>       | <b>544,046</b>     |            |

*a.1) Obligations and restrictions relating to the syndicated loan and private debt*

Both the syndicated loan and the private placement debt are subject to the achievement of certain financial ratios. The main one is defined as consolidated net debt to consolidated EBITDA of the last twelve months lower than 4.0x, tested every six months, at 30 June and 31 December.

In 2020, the Group obtained approval from the banks and institutional investors for an increase in the limit of the aforementioned ratio, for the periods ending 31 December 2020 and 30 June 2021, subject to certain terms and conditions.

At 31 December 2020, the ratio, calculated on the basis of the contractually established definitions of net consolidated debt and consolidated EBITDA, was 3.0x.

In accordance with the newly established terms and conditions, the Company's Directors expect the financial leverage ratio covenant to be met in the following years.

The Group also has to fulfil certain obligations under the syndicated loan and the private placement agreement which relate mainly to disclosure requirements concerning its consolidated financial statements and negative undertakings to not perform certain transactions without the lender's and investor's consent, such as certain mergers or changes of business activity.

a.2) Guarantees given

None of Applus Group subsidiaries have their shares or other assets pledged to secure the financial debt.

The detail of the amounts drawn, by maturity, of “Non-Current Payables” and “Current Payables” is as follows:

**2020**

|  | Thousands of Euros |               |               |              |              |                | Total          |
|--|--------------------|---------------|---------------|--------------|--------------|----------------|----------------|
|  | Limit              | Short Term    | Long Term     |              |              | 2025 onwards   |                |
|  |                    |               | 2022          | 2023         | 2024         |                |                |
| Facility A “Term Loan”                 | <b>200,000</b>     | -             | -             | -            | -            | 11,941         | <b>11,941</b>  |
| Facility B “Revolving Credit Facility” | <b>400,000</b>     | -             | -             | -            | -            | 225,869        | <b>225,869</b> |
| US Private Placement lenders           | <b>230,000</b>     | -             | -             | -            | -            | 230,000        | <b>230,000</b> |
| Bilateral facilities                   | -                  | 20,000        | 20,000        | 10,000       | -            | -              | <b>50,000</b>  |
| Accrued interest                       | -                  | 2,505         | -             | -            | -            | -              | <b>2,505</b>   |
| Debt Arrangement expenses              | -                  | (709)         | (709)         | (411)        | (120)        | (182)          | <b>(2,131)</b> |
| Credit Facilities                      | <b>170,000</b>     | 2,365         | -             | -            | -            | -              | <b>2,365</b>   |
| <b>Total</b>                           | <b>1,000,000</b>   | <b>24,161</b> | <b>19,291</b> | <b>9,589</b> | <b>(120)</b> | <b>467,628</b> | <b>520,549</b> |

**2019**

|  | Thousands of Euros |               |              |              |              |                | Total          |
|--|--------------------|---------------|--------------|--------------|--------------|----------------|----------------|
|  | Limit              | Short Term    | Long Term    |              |              | 2024 onwards   |                |
|  |                    |               | 2021         | 2022         | 2023         |                |                |
| Facility A “Term Loan”                 | <b>200,000</b>     | -             | -            | -            | -            | 11,941         | <b>11,941</b>  |
| Facility B “Revolving Credit Facility” | <b>400,000</b>     | -             | -            | -            | -            | 115,000        | <b>115,000</b> |
| US Private Placement lenders           | <b>230,000</b>     | -             | -            | -            | -            | 230,000        | <b>230,000</b> |
| Accrued interest                       | -                  | 2,337         | -            | -            | -            | -              | <b>2,337</b>   |
| Debt Arrangement expenses              | -                  | (711)         | (709)        | (709)        | (411)        | (301)          | <b>(2,841)</b> |
| Credit Facilities                      | <b>135,000</b>     | 54,256        | -            | -            | -            | -              | <b>54,256</b>  |
| <b>Total</b>                           | <b>965,000</b>     | <b>55,882</b> | <b>(709)</b> | <b>(709)</b> | <b>(411)</b> | <b>356,640</b> | <b>410,693</b> |

## 8. Tax

### 8.1. Tax assets and tax liabilities

The detail of the current and non-current tax assets and tax liabilities at the end of 2020 and 2019 is as follows (in thousands of euros):

#### 2020

|   | Tax assets    | Tax liabilities |
|---|---------------|-----------------|
| <b>Non-current balances:</b>                      |               |                 |
| Deferred tax assets                               | 351           | 2,927           |
| Tax credits for tax loss carryforwards (Note 8.5) | 19,498        | -               |
| Withholding taxes and other tax credits           | 4,380         | -               |
| <b>Total non-current balances</b>                 | <b>24,229</b> | <b>2,927</b>    |
| <b>Current balances:</b>                          |               |                 |
| Accrued social security taxes payable             | -             | 9               |
| VAT payable                                       | -             | 848             |
| Personal income tax withholdings payable          | -             | 417             |
| Income tax withholdings payable                   | -             | 82              |
| Income tax withholdings receivables               | 9,437         | -               |
| <b>Total current balances</b>                     | <b>9,437</b>  | <b>1,356</b>    |

#### 2019

|   | Tax assets    | Tax liabilities |
|---|---------------|-----------------|
| <b>Non-current balances:</b>                      |               |                 |
| Deferred tax assets                               | 466           | 2,927           |
| Tax credits for tax loss carryforwards (Note 8.5) | 22,573        | -               |
| Withholding taxes and other tax credits           | 4,380         | -               |
| <b>Total non-current balances</b>                 | <b>27,419</b> | <b>2,927</b>    |
| <b>Current balances:</b>                          |               |                 |
| Accrued social security taxes payable             | -             | 10              |
| VAT payable                                       | -             | 156             |
| Personal income tax withholdings payable          | -             | 112             |
| Income tax withholdings receivables               | 14,483        | -               |
| <b>Total current balances</b>                     | <b>14,483</b> | <b>278</b>      |

## 8.2. Reconciliation of the accounting profit to the taxable profit

The reconciliation of the accounting profit (loss) to the taxable profit (tax loss) for corporate income tax purposes is as follows (in thousands of euros):

|   | 2020            | 2019           |
|---|-----------------|----------------|
| <b>Accounting profit before tax</b>                     | <b>7,408</b>    | <b>43,355</b>  |
| Permanent differences                                   | (21,379)        | (47,758)       |
| Temporary differences                                   | (81)            | (544)          |
| <b>Tax loss</b>   | <b>(14,052)</b> | <b>(4,947)</b> |
| Tax profits from subsidiaries                           | 68,005          | 100,101        |
| Tax losses from subsidiaries                            | (9,926)         | (6,604)        |
| <b>Tax base before tax consolidation adjustments</b>    | <b>44,027</b>   | <b>88,550</b>  |
| Offset of tax losses                                    | (11,007)        | (22,137)       |
| <b>Taxable profit</b>                                   | <b>33,020</b>   | <b>66,413</b>  |
| <b>Tax charge</b>                                       | <b>8,255</b>    | <b>16,603</b>  |
| Offset of tax credits                                   | (5,235)         | (10,473)       |
| Tax withholdings and prepayments                        | (6,729)         | (11,606)       |
| <b>Corporate Income tax refundable (-) / payable(+)</b> | <b>(3,709)</b>  | <b>(5,476)</b> |

The permanent differences in 2020 relate mainly to the application of transitory rule 23 of the Spanish Income Tax Law (inspired by the former Article 30.6 of the Consolidated Spanish Income Tax Law), permitting the non-inclusion in the tax base of dividends received from the Spanish subsidiaries (and, therefore, their consideration as a reduction of the tax base of the ownership interest) and the claim for a double taxation tax credit, provided that there is evidence that the seller has effectively been taxed on an amount equal to the dividend received.

Pursuant to this rule, a portion of the dividend, has been adjusted downwards, EUR 27,208 thousand, paid by the subsidiary Applus Servicios Tecnológicos, S.L.U, also include the remaining amount of the dividend of EUR 14,742 thousand, of a total of EUR 41,950 thousand, which is exempt based on article 21 on Spanish Income Tax Law (see Note 10.1). It should also be noted that the Company has opted to apply the tax regime for foreign securities holding companies (ETVEs) envisaged in Articles 107 et seq. of the Spanish Income Tax Law.

The permanent differences in 2019 related mainly to the application of transitory rule 23 of the Spanish Income Tax Law (inspired by the former Article 30.6 of the Consolidated Spanish Income Tax Law), permitting the non-inclusion in the tax base of dividends received from the Spanish subsidiaries (and, therefore, their consideration as a reduction of the tax base of the ownership interest) and the claim for a double taxation tax credit, provided that there is evidence that the seller has effectively been taxed on an amount equal to the dividend received.

Pursuant to this rule, a portion of the dividend, was adjusted downwards, EUR 34,135 thousand, paid by the subsidiary Applus Servicios Tecnológicos, S.L.U, also included the remaining amount of the dividend of EUR 13,623 thousand, of a total of EUR 47,758 thousand, which is exempt based on article 21 on Spanish Income Tax Law (see Note 10.1).

The temporary differences for 2020 relate mainly, to the reversal of provisions considered non-deductible for tax purposes, amounting EUR 1,533 thousand and to the recognition of provisions considered non-deductible for tax purposes, amounting to EUR 1,452 thousand.

The temporary differences for 2019 related mainly, to the amount of prior years' deductible borrowing costs amounting to EUR 572 thousand recognised in 2019 pursuant to Article 16 of the Spanish Income Tax Law, and to the reversal of provisions considered non-deductible for tax purposes, amounting EUR 351 thousand.

### 8.3. Reconciliation of the accounting profit to the corporate income tax expense (benefit)

The reconciliation of the accounting profit to the corporate income tax expense (benefit) for 2020 and 2019 is as follows (in thousands of euros):

|  | 2020            | 2019           |
|--|-----------------|----------------|
| <b>Accounting profit before tax</b>  | <b>7,408</b>    | <b>43,355</b>  |
| Permanent differences  | (21,379)        | (47,758)       |
| <b>Taxable accounting loss</b>   | <b>(13,971)</b> | <b>(4,403)</b> |
| <b>Tax charge</b>  | <b>(3,493)</b>  | <b>(1,101)</b> |
| Adjustments and recognitions/derecognition of tax credits and others             | 1,073           | 1,101          |
| Deduction of unrecognised tax assets   | (4,128)         | (7,448)        |
| <b>Total corporate income tax expense (benefit) recognised in profit or loss</b> | <b>(6,548)</b>  | <b>(7,448)</b> |

The unrecognized tax deductions applied during 2020 and 2019 financial years mainly correspond to the internal double taxation deduction.

### 8.4. Breakdown of corporate income tax benefit (expense)

The breakdown of the corporate income tax (benefit) expense is as follows:

|                                       | Thousands of Euros |                 |
|---------------------------------------|--------------------|-----------------|
|                                       | 2020               | 2019            |
| <b>Current tax:</b>                   |                    |                 |
| Continuing operations                 | (9,738)            | (11,046)        |
| Discontinued operations               | -                  | -               |
|                                       | <b>(9,738)</b>     | <b>(11,046)</b> |
| <b>Deferred tax:</b>                  |                    |                 |
| Continuing operations                 | 3,190              | 3,598           |
| Discontinued operations               | -                  | -               |
|                                       | <b>3,190</b>       | <b>3,598</b>    |
| <b>To Total tax expense (benefit)</b> | <b>(6,548)</b>     | <b>(7,448)</b>  |

### 8.5. Deferred tax assets recognised

At 31 December 2020 and 2019, the prior year's tax loss carryforwards of the company recognised in the accompanying statement of financial position were as follows:

#### 2020

|              | Thousands of Euros     |                                 |
|--------------|------------------------|---------------------------------|
|              | Tax loss carryforwards | Tax asset recognised (Note 8.1) |
| 2010         | 43,764                 | 10,941                          |
| 2011         | 34,230                 | 8,557                           |
| <b>Total</b> | <b>77,994</b>          | <b>19,498</b>                   |

2019

|              | Thousands of Euros     |                                 |
|--------------|------------------------|---------------------------------|
|              | Tax loss carryforwards | Tax asset recognised (Note 8.1) |
| 2009         | 4,348                  | 1,087                           |
| 2010         | 51,715                 | 12,929                          |
| 2011         | 34,230                 | 8,557                           |
| <b>Total</b> | <b>90,293</b>          | <b>22,573</b>                   |

Additionally, "Deferred Tax Assets" of the accompanying statement of financial position as at 31 December 2020 includes other positive temporary differences amounting to EUR 351 thousand in 2020 and EUR 466 thousand in 2019 (see Note 8.1).

Finally, "Deferred Tax Assets" includes EUR 4.380 thousand corresponding to the recognition of withholding taxes for domestic double taxation (same amount as for 2019) (see Note 8.1).

At the end of each year the Company's Directors analyse the recoverability of the deferred tax assets and only recognise those that they consider will probably be recovered in 10 years maximum.

The factors taken into consideration by the Company's Directors to recognise as a deferred tax asset, including tax credit for tax loss carry forwards, withholding taxes and tax credits for temporary differences at 31 December 2020, which support their future recoverability, are as follows:

- In 2020 and 2019 the consolidated tax group in Spain obtained taxable income of EUR 44,027 and EUR 83,542 thousand which enabled it to use unrecognised tax losses from prior years amounting to EUR 1,000 and 4,679 thousand respectively.
- The business plan of the tax group in Spain for the coming years will enable it to recover the deferred tax assets capitalised at 31 December 2020.

#### **8.6. Deferred tax assets not recognised**

The detail of the tax losses not recognised in the accompanying statement of financial position as at 31 December 2020 and 2019 is as follows:

|              | Thousands of Euros     |                           |
|--------------|------------------------|---------------------------|
|              | Tax Loss carryforwards | Tax credit not recognised |
| 2007         | 5,077                  | 1,269                     |
| <b>Total</b> | <b>5,077</b>           | <b>1,269</b>              |

The detail of the tax credit carryforwards not recognised in the accompanying statement of financial positions at 31 December 2020 and 2019 is as follows (in thousands of euros):

| Year | Description                         | 31/12/2020    | 31/12/2019    |
|------|-------------------------------------|---------------|---------------|
| 2013 | Domestic double taxation tax credit | 13,703        | 17,962        |
| 2014 | Domestic double taxation tax credit | 4,313         | 4,313         |
| 2015 | Domestic double taxation tax credit | 4,227         | 4,227         |
| 2016 | Domestic double taxation tax credit | 3,925         | 3,996         |
| 2017 | Domestic double taxation tax credit | 4,693         | 5,021         |
| 2018 | Domestic double taxation tax credit | 4,419         | 4,727         |
| 2019 | Domestic double taxation tax credit | 5,743         | 6,144         |
| 2020 | Domestic double taxation tax credit | 4,897         | -             |
|      | <b>Total</b>                        | <b>45,920</b> | <b>46,390</b> |

Additionally, the detail of the tax credits generated by Idiada Automotive Technology S.A. is as follows (in thousands of euros):

| Year | Description                             | 31/12/2020   | 31/12/2019   |
|------|---|--------------|--------------|
| 2009 | Specific activities taxation tax credit | -            | 322          |
| 2010 | Specific activities taxation tax credit | -            | 1,033        |
| 2011 | Specific activities taxation tax credit | 1,118        | 1,118        |
| 2012 | Specific activities taxation tax credit | 1,600        | 1,600        |
| 2013 | Specific activities taxation tax credit | 1,161        | 1,161        |
| 2014 | Specific activities taxation tax credit | 1,470        | 1,477        |
| 2015 | Specific activities taxation tax credit | 1,138        | 1,138        |
| 2016 | Specific activities taxation tax credit | 1,000        | 1,000        |
| 2017 | Specific activities taxation tax credit | 702          | 720          |
| 2018 | Specific activities taxation tax credit | 156          | 156          |
| 2019 | Specific activities taxation tax credit | 49           | -            |
|      | <b>Total</b>                            | <b>8,394</b> | <b>9,725</b> |

#### **8.7. Open years for review and tax audits**

In 2019 tax audits were commenced by the Spanish tax authorities at certain Spanish companies belonging to consolidated tax group, of income tax with number 238/08 and of VAT with number 0036/11 relating to the following taxes: Income tax (2014 to 2017), VAT (2015 to 2017) and Personal income tax withholdings and pre-payments (2015 to 2017). In 2020 these tax audits were completed and the Group received tax assessments, which it signed on an uncontested basis and paid. The tax assessment had a negative impact of EUR 1.9 million on the consolidated statement of profit and loss and a cash out impact of EUR 1.4 million on the consolidated statement of cash flows (a negative impact of EUR 1.7 million on the Company's financial statement of profit and loss and a cash out impact of EUR 1.2 million on the Company's statement of cash flows).

In general, at 2020 year-end, the years open for review for income tax were 2018-2019, for VAT 2018-2020 and for Personal income tax withholdings and pre-payments 2018-2020.

These notes to the financial statements do not include the information referred to in Article 42 bis of Royal Decree 1065/2007 in relation to persons resident in Spain, whether legal entities that are beneficiaries or holders of accounts abroad or individuals from the Company who are authorised representatives for accounts abroad held by a subsidiary of the Company non-resident in Spain, since such information is duly recorded and detailed in the Company's accounting records pursuant to Article 42 bis 4.b of Royal Decree 1065/2007.

## **9. Income and expenses**

### **9.1. Revenue**

The Company's revenue relates in full to transactions carried out with Group companies (see Note 10.1).

The detail of the revenue for 2020 and 2019 is as follows (in thousands of euros):

|                        | 2020          | 2019          |
|------------------------|---------------|---------------|
| Dividend revenue       | 41,950        | 47,758        |
| Finance revenue        | 10,434        | 14,252        |
| Management fee revenue | 3,016         | 3,530         |
| <b>Total</b>           | <b>55,400</b> | <b>65,540</b> |

### **9.2. Staff costs**

The detail of "Staff Costs" in the statement of profit or loss for 2020 and 2019 is as follows (in thousands of euros):

|                                | 2020         | 2019         |
|--------------------------------|--------------|--------------|
| Wages and salaries             | 2,341        | 3,239        |
| Termination benefits           | 204          | -            |
| Employer social security costs | 86           | 101          |
| Other employee benefit costs   | 393          | 58           |
| <b>Total</b>                   | <b>3,024</b> | <b>3,398</b> |

The average number of employees in 2020 and 2019, by category and gender, is as follows:

#### **2020**

| Category          | Men      | Women    | Total    |
|-------------------|----------|----------|----------|
| Top management    | 4        | -        | 4        |
| Middle management | 1        | -        | 1        |
| Supervisors       | -        | 1        | 1        |
| <b>Total</b>      | <b>5</b> | <b>1</b> | <b>6</b> |

2019

| Category          | Men      | Women    | Total    |
|-------------------|----------|----------|----------|
| Top management    | 5        | -        | 5        |
| Middle management | 1        | -        | 1        |
| Supervisors       | -        | 1        | 1        |
| <b>Total</b>      | <b>6</b> | <b>1</b> | <b>7</b> |

Also, the breakdown of the workforce, by gender and category, at the end of 2020 and 2019 is as follows:

2020

| Category          | Men      | Women    | Total    |
|-------------------|----------|----------|----------|
| Top management    | 4        | -        | 4        |
| Middle management | 1        | -        | 1        |
| Supervisors       | -        | 1        | 1        |
| <b>Total</b>      | <b>5</b> | <b>1</b> | <b>6</b> |

2019

| Category          | Men      | Women    | Total    |
|-------------------|----------|----------|----------|
| Top management    | 5        | -        | 5        |
| Middle management | 1        | -        | 1        |
| Supervisors       | -        | 1        | 1        |
| <b>Total</b>      | <b>6</b> | <b>1</b> | <b>7</b> |

In 2020 and 2019, Applus Services, S.A. has no employees with a disability equal to or greater than 33%.

## 10. Transactions and balances with Group and related companies

### 10.1. Transactions with Group and related companies

The detail of the transactions with Group and related companies in 2020 and 2019 is as follows:

**2020**

|  | Thousands of Euros |                |              |                   |
|--|--------------------|----------------|--------------|-------------------|
|  | Dividend revenue   | Finance income | Finance cost | Services rendered |
| Applus Servicios Tecnológicos, S.L.U.    | 40,725             | 2,091          | 923          | 3,016             |
| Applus Iteuve Technology, S.L.U.         | -                  | 904            | 361          | -                 |
| Arctosa Holding, B.V.                    | -                  | 142            | -            | -                 |
| Röntgen Technische Dienst Holding, B.V.  | -                  | 1,454          | 360          | -                 |
| Libertytown Usa 1, Inc.                  | -                  | 1,708          | -            | -                 |
| Ringal Invest, S.L.U.                    | -                  | 464            | -            | -                 |
| Libertytown Australia Pty, Ltd.          | -                  | 465            | -            | -                 |
| Velosi Industries Sdn Bhd.               | -                  | 506            | -            | -                 |
| Libertytown Applus Rtd Germany, Gmbh.    | -                  | 324            | 414          | -                 |
| Röntgen Technische Dienst, B.V.          | -                  | 246            | 2            | -                 |
| John Davidson & Associates Pty, Ltd.     | -                  | 17             | 235          | -                 |
| Applus RTD Norway, As.                   | -                  | 188            | -            | -                 |
| Applus Pty Ltd.                          | -                  | 41             | 5            | -                 |
| Applus Norcontrol Guatemala, S.A.        | -                  | 216            | -            | -                 |
| LGAI Technological Center, S.A.          | -                  | 79             | 726          | -                 |
| Velosi Certification Services L.L.C      | -                  | 246            | -            | -                 |
| Applus Energy, S.L.U.                    | -                  | 80             | -            | -                 |
| RTD Quality Services, Inc.               | -                  | 236            | 32           | -                 |
| Applus Norcontrol, S.L.U.                | -                  | -              | 657          | -                 |
| Applus Car Testing Service, Ltd.         | -                  | 32             | 361          | -                 |
| Applus Iteuve Euskadi, S.A.U.            | -                  | -              | 234          | -                 |
| Novotec Consultores, S.A.U.              | -                  | -              | 136          | -                 |
| RTD Holding Deutschland, Gmbh.           | -                  | -              | 98           | -                 |
| Applus Velosi Canada Ltd.                | -                  | 76             | 76           | -                 |
| TIC Investments Chile SpA                | -                  | 364            | -            | -                 |
| SAST International Ltd.                  | -                  | -              | 712          | -                 |
| Supervisión y Control, S.A.U.            | -                  | -              | 466          | -                 |
| Velosi (HK) Ltd.                         | -                  | -              | 350          | -                 |
| Azul Holding, 2, S.à.r.l.                | 1,225              | 9              | -            | -                 |
| Applus Singapore PTE Ltd.                | -                  | 25             | 178          | -                 |
| Applus Inspection Services Ireland, Ltd. | -                  | 1              | 176          | -                 |
| Velosi Saudi Arabia Co Ltd.              | -                  | -              | 169          | -                 |
| Others                                   | -                  | 520            | 747          | -                 |
| <b>Total</b>                             | <b>41,950</b>      | <b>10,434</b>  | <b>7,418</b> | <b>3,016</b>      |

2019

|   | Thousands of Euros |                |              |                   |
|---|--------------------|----------------|--------------|-------------------|
|   | Dividend revenue   | Finance income | Finance cost | Services rendered |
| Applus Servicios Tecnológicos, S.L.U.   | 47,758             | 2,874          | 1,176        | 3,530             |
| Applus Iteuve Technology, S.L.U.        | -                  | 628            | -            | -                 |
| Arctosa Holding, B.V.                   | -                  | 146            | -            | -                 |
| Röntgen Technische Dienst Holding, B.V. | -                  | 1,358          | 811          | -                 |
| Libertytown Usa 1, Inc.                 | -                  | 3,264          | -            | -                 |
| Ringal Invest, S.L.U.                   | -                  | 639            | -            | -                 |
| Libertytown Usa Finco, Inc.             | -                  | -              | -            | -                 |
| Libertytown Australia Pty, Ltd.         | -                  | 583            | -            | -                 |
| Velosi Europe Ltd.                      | -                  | 17             | 14           | -                 |
| Velosi Industries Sdn Bhd.              | -                  | 637            | -            | -                 |
| Libertytown Applus Rtd Germany, Gmbh.   | -                  | 586            | 26           | -                 |
| Röntgen Technische Dienst, B.V.         | -                  | 629            | 433          | -                 |
| John Davidson & Associates Pty, Ltd.    | -                  | 159            | -            | -                 |
| Applus RTD Norway, As.                  | -                  | 390            | -            | -                 |
| Applus Pty Ltd.                         | -                  | 162            | -            | -                 |
| Applus Norcontrol Guatemala, S.A.       | -                  | 372            | -            | -                 |
| LGAI Technological Center, S.A.         | -                  | 350            | 752          | -                 |
| Velosi Certification Services L.L.C     | -                  | 210            | -            | -                 |
| Applus Energy, S.L.U.                   | -                  | 111            | -            | -                 |
| RTD Quality Services, Inc.              | -                  | 394            | 61           | -                 |
| Applus Norcontrol, S.L.U.               | -                  | -              | 1,704        | -                 |
| Applus Car Testing Service, Ltd.        | -                  | -              | 970          | -                 |
| Applus Iteuve Euskadi, S.A.U.           | -                  | -              | 445          | -                 |
| Novotec Consultores, S.A.U.             | -                  | -              | 244          | -                 |
| RTD Holding Deutschland, Gmbh.          | -                  | -              | 144          | -                 |
| Applus UK Ltd.                          | -                  | 182            | 44           | -                 |
| Applus Velosi Canada Ltd.               | -                  | 94             | 93           | -                 |
| TIC Investments Chile SpA               | -                  | 90             | -            | -                 |
| SAST International Ltd.                 | -                  | -              | 688          | -                 |
| Supervisión y Control, S.A.U.           | -                  | -              | 670          | -                 |
| Velosi (HK) Ltd.                        | -                  | -              | 377          | -                 |
| Others                                  | -                  | 377            | 648          | -                 |
| <b>Total</b>                            | <b>47,758</b>      | <b>14,252</b>  | <b>9,300</b> | <b>3,530</b>      |

On 23 June 2020, the subsidiary Applus Servicios Tecnológicos, S.L.U. approved the distribution of a dividend amounting to EUR 10,725 thousand out of profit for 2019. Subsequently, on 28 December 2020, the same subsidiary approved an interim dividend amounting EUR 30,000 thousand with charge to its profit for the year.

On 21 December 2020, the subsidiary Azul Holding 2 S.à.r.l. approved the distribution of a dividend amounting to EUR 1,225 thousand out of profit for 2020.

On 28 June 2019, the subsidiary Applus Servicios Tecnológicos, S.L.U. approved the distribution of a dividend amounting to EUR 5,758 thousand out of profit for 2018. Subsequently, on 31 December 2019, the same subsidiary approved an interim dividend amounting EUR 42,000 thousand with charge to its profit for the year.

Also, the Company has a “Management fee” agreement with Applus Servicios Tecnológicos, S.L.U. under which the Company charges the management, analysis and business plan development services and, overheads, among others. The amount payable under this agreement was established on the basis of a report prepared by an independent expert and is in line with market prices.

Additionally, the Company holds loans and cash pooling agreements with its subsidiaries, which generate finance income and expenses. The amount of these agreements was set based on a professional valuer’s report at market rates.

#### **10.2. Balances with Group and related companies**

The detail of the balances with related companies reflected in the statement of financial position as at 31 December 2020 and 2019 is as follows:

## 2020

|  | Thousands of Euros              |                                  |                                      |                 |                  |                   |                |
|--|---------------------------------|----------------------------------|--------------------------------------|-----------------|------------------|-------------------|----------------|
|  | Long-term credits<br>(Note 5.1) | Short-term credits<br>(Note 5.2) | Other financial assets<br>(Note 5.2) | Long-term loans | Short-term loans | Trade receivables | Trade payables |
| Applus Servicios Tecnológicos, S.L.U.                | 52,313                          | 58,596                           | -                                    | -               | 37,144           | 447               | -              |
| Libertytown Usa 1, Inc.                              | 35,776                          | 429                              | -                                    | -               | -                | -                 | 87             |
| Applus Iteuve Technology, S.L.U.                     | 42,838                          | 9,655                            | -                                    | -               | 13,710           | -                 | -              |
| QPS Evaluation Services, Inc.                        | 45,378                          | -                                | -                                    | -               | -                | -                 | -              |
| Ringal Invest, S.L.U.                                | -                               | 22,360                           | -                                    | -               | 56               | -                 | -              |
| Applus RTD Personal Service Gmbh.                    | -                               | 17,599                           | -                                    | -               | -                | -                 | -              |
| Velosi Industries Sdn Bhd.                           | 3,000                           | 7,524                            | -                                    | -               | -                | -                 | -              |
| Libertytown Australia Pty, Ltd.                      | 8,829                           | 6,163                            | -                                    | -               | -                | -                 | -              |
| Röntgen Technische Dienst Holding, B.V.              | -                               | 7,426                            | -                                    | -               | 133              | -                 | -              |
| Applus Iteuve Euskadi, S.A.U.                        | -                               | -                                | -                                    | -               | 3,134            | -                 | -              |
| LGAI Technological Center, S.A.                      | -                               | 8                                | -                                    | 24,724          | 31,228           | -                 | -              |
| Applus Inspection Services Ireland, Ltd.             | -                               | 1                                | -                                    | -               | 18,707           | -                 | -              |
| Supervisión y Control, S.A.U.                        | -                               | 5,264                            | -                                    | 38,000          | 138              | 2                 | -              |
| Applus Car Testing Service, Ltd.                     | -                               | 4,606                            | -                                    | 9,930           | 67               | 10                | -              |
| Applus Norcontrol, S.L.U.                            | -                               | -                                | -                                    | -               | 7,275            | -                 | -              |
| Idiada Automotive Technology, S.A.                   | -                               | 1,147                            | -                                    | -               | 352              | -                 | -              |
| Röntgen Technische Dienst, B.V.                      | -                               | 2,180                            | -                                    | -               | 6,920            | -                 | -              |
| Norcontrol Guatemala, S.A.                           | 4,717                           | 752                              | -                                    | -               | -                | 8                 | -              |
| Arctosa Holding, B.V.                                | -                               | 6,190                            | -                                    | -               | -                | -                 | -              |
| John Davidson & Associates Pty, Ltd.                 | -                               | -                                | -                                    | -               | 18,331           | -                 | -              |
| Applus Iteuve Galicia, S.L.U.                        | -                               | 3,463                            | -                                    | -               | 5                | -                 | -              |
| Applus Energy, S.L.U.                                | -                               | 3,985                            | -                                    | -               | 80               | -                 | -              |
| APPLUS Pty Ltd.                                      | -                               | 646                              | -                                    | -               | -                | -                 | -              |
| Velosi Certification Services L.L.C                  | -                               | 7,054                            | -                                    | -               | 419              | 2                 | -              |
| Applus Deutschland Inspektions-Gesellschaft, GmbH.   | -                               | 3                                | -                                    | -               | 466              | -                 | -              |
| Applus UK Ltd.                                       | -                               | 729                              | -                                    | -               | 2,044            | 48                | -              |
| Applus Velosi Canada Ltd.                            | -                               | 2,052                            | -                                    | -               | 2,373            | -                 | -              |
| Azul Holding, 2, S.à.r.l.                            | -                               | 422                              | 1,333                                | -               | -                | -                 | -              |
| Norcontrol Inspección S.A.                           | -                               | -                                | -                                    | 1,079           | 33               | -                 | -              |
| 3C Test Limited                                      | -                               | -                                | -                                    | 1,477           | 15               | -                 | -              |
| RTD Quality Services, Inc.                           | -                               | 935                              | -                                    | -               | 2,063            | 24                | -              |
| Applus II Meio Ambiente Portugal, Lda.               | -                               | -                                | -                                    | -               | 3,060            | -                 | -              |
| Velosi (HK) Ltd.                                     | -                               | -                                | -                                    | 8,247           | 35               | -                 | -              |
| K1 Katsastajat, OY                                   | -                               | -                                | -                                    | 3,400           | 987              | -                 | -              |
| RTD Holding Deutschland, GmbH.                       | -                               | -                                | -                                    | -               | 4,686            | -                 | -              |
| Novotec Consultores, S.A.U.                          | -                               | 325                              | -                                    | -               | 1,665            | -                 | -              |
| Sast International Ltd.                              | -                               | -                                | -                                    | 18,815          | 227              | -                 | -              |
| Applus Euskadi Holding, S.L.                         | 7,000                           | 161                              | -                                    | -               | 1,377            | -                 | -              |
| TIC Investments Chile SPA                            | 11,920                          | 419                              | -                                    | -               | -                | -                 | -              |
| Applus Singapore PTE Ltd.                            | -                               | 1,076                            | -                                    | -               | 4,702            | -                 | -              |
| Applus Norcontrol República Dominicana, S.R.L.       | 255                             | 39                               | -                                    | -               | -                | -                 | -              |
| SKC Engineering Ltd.                                 | -                               | -                                | -                                    | -               | 2,384            | -                 | -              |
| BK Werkstofftechnik – Prüfstelle für Werstoffe GmbH. | -                               | -                                | -                                    | -               | 686              | -                 | -              |
| Applus LGAI Germany GmbH.                            | -                               | -                                | -                                    | -               | 386              | -                 | -              |
| Applus RTD Gulf DMCC                                 | -                               | 1,866                            | -                                    | -               | 2,604            | 3                 | 10             |
| Iteuve Canarias, S.L.                                | 294                             | 3                                | -                                    | -               | 1,305            | -                 | -              |
| Libertytown RE, S.A.                                 | -                               | -                                | -                                    | 1,400           | 8                | -                 | -              |
| Applus India Private Ltd                             | 822                             | 3                                | -                                    | -               | -                | -                 | -              |
| SARL Apcontrol Energie et Industrie Algerie          | 400                             | 19                               | -                                    | -               | -                | -                 | -              |
| Steel Test (Pty) Ltd.                                | 370                             | 16                               | -                                    | -               | -                | -                 | -              |
| Applus Norcontrol Panamá, S.A.                       | -                               | -                                | -                                    | 822             | 14               | 9                 | -              |
| Applus RTD Pte, Ltd.                                 | -                               | -                                | -                                    | 493             | 6                | -                 | -              |
| Tunnel Safety Testing, S.A.                          | -                               | 71                               | -                                    | -               | 913              | -                 | -              |
| Others   | 844                             | 670                              | -                                    | 638             | 993              | 232               | 1              |
| <b>Total</b>   | <b>214,756</b>                  | <b>173,857</b>                   | <b>1,333</b>                         | <b>109,025</b>  | <b>170,731</b>   | <b>785</b>        | <b>98</b>      |

2019

|  | Thousands of Euros              |                                  |                                      |                 |                  |                   |
|--|---------------------------------|----------------------------------|--------------------------------------|-----------------|------------------|-------------------|
|  | Long-term credits<br>(Note 5.1) | Short-term credits<br>(Note 5.2) | Other financial assets<br>(Note 5.2) | Long-term loans | Short-term loans | Trade receivables |
| Applus Servicios Tecnológicos, S.L.U.                | -                               | 82,906                           | 42,000                               | -               | 22,942           | 1,072             |
| Libertytown Usa 1, Inc.                              | 48,561                          | 780                              | -                                    | -               | -                | -                 |
| Applus Iteuve Technology, S.L.U.                     | 40,000                          | 28,155                           | -                                    | -               | 40,000           | -                 |
| Ringal Invest, S.L.U.                                | -                               | 21,441                           | -                                    | -               | 102              | -                 |
| Velosi Industries Sdn Bhd.                           | 3,000                           | 8,651                            | -                                    | -               | -                | -                 |
| Libertytown Applus RTD Germany, Gmbh.                | -                               | 1,953                            | -                                    | -               | 51,818           | 142               |
| Libertytown Australia Pty, Ltd.                      | 8,829                           | 5,683                            | -                                    | -               | -                | -                 |
| Röntgen Technische Dienst Holding, B.V.              | 33,075                          | 40,598                           | -                                    | -               | 210              | -                 |
| Applus Iteuve Euskadi, S.A.U.                        | -                               | -                                | -                                    | -               | 10,622           | -                 |
| LGAI Technological Center, S.A.                      | -                               | 12,801                           | -                                    | 24,724          | 359              | -                 |
| Supervisión y Control, S.A.U.                        | -                               | 4,960                            | -                                    | 23,000          | 210              | -                 |
| Applus Car Testing Service, Ltd.                     | -                               | -                                | -                                    | 9,930           | 18,250           | -                 |
| Applus Norcontrol, S.L.U.                            | -                               | 1,007                            | -                                    | -               | 48,462           | -                 |
| Idiada Automotive Technology, S.A.                   | -                               | 12,454                           | -                                    | -               | 3,299            | -                 |
| Applus RTD Norway, As.                               | -                               | 6,453                            | -                                    | -               | -                | -                 |
| Röntgen Technische Dienst, B.V.                      | -                               | 9,680                            | -                                    | -               | 115              | 35                |
| Applus Norcontrol Guatemala, S.A.                    | 6,449                           | 628                              | -                                    | -               | -                | -                 |
| Arctosa Holding, B.V.                                | -                               | 5,696                            | -                                    | -               | -                | -                 |
| John Davidson & Associates Pty, Ltd.                 | -                               | 3,263                            | -                                    | -               | -                | -                 |
| Applus Iteuve Galicia, S.L.U.                        | -                               | -                                | -                                    | -               | 19,904           | -                 |
| Applus Energy, S.L.U.                                | -                               | 3,857                            | -                                    | -               | 28               | -                 |
| Applus Pty Ltd.                                      | -                               | 28                               | -                                    | -               | 933              | -                 |
| Velosi Certification Services L.L.C                  | -                               | 6,067                            | -                                    | -               | -                | 37                |
| Applus Deutschland inspektions-Gesellschaft, Gmbh    | -                               | -                                | -                                    | -               | 1,281            | -                 |
| Applus UK Ltd.                                       | -                               | 5,022                            | -                                    | -               | 535              | -                 |
| Applus Velosi Canada Ltd.                            | -                               | 1,656                            | -                                    | -               | 1,553            | -                 |
| Azul Holding, 2, S.à.r.l.                            | -                               | 413                              | 108                                  | -               | -                | -                 |
| Norcontrol Inspección S.A.                           | -                               | -                                | -                                    | 1,180           | 21               | -                 |
| 3C Test Limited                                      | -                               | -                                | -                                    | 2,802           | 33               | -                 |
| RTD Quality Services, Inc.                           | -                               | 13,291                           | -                                    | -               | 7                | -                 |
| Applus II Meio Ambiente Portugal, Lda.               | -                               | -                                | -                                    | -               | 2,770            | -                 |
| Velosi (HK) Ltd.                                     | -                               | -                                | -                                    | 8,543           | 149              | -                 |
| K1 Katsastajat, OY                                   | -                               | -                                | -                                    | 3,400           | 224              | -                 |
| RTD Holding Deutschland, Gmbh.                       | -                               | -                                | -                                    | -               | 4,731            | -                 |
| Novotec Consultores, S.A.U.                          | -                               | 579                              | -                                    | -               | 6,479            | -                 |
| SAST International Ltd.                              | -                               | -                                | -                                    | 18,658          | 267              | -                 |
| Applus Euskadi Holding, S.L.                         | 7,000                           | 6,062                            | -                                    | -               | -                | -                 |
| TIC Investments Chile SPA.                           | 11,920                          | 90                               | -                                    | -               | -                | -                 |
| Applus Singapore Pte. Ltd.                           | -                               | 943                              | -                                    | -               | 3,118            | -                 |
| Tipsma, S.L.U.                                       | -                               | 507                              | -                                    | -               | -                | -                 |
| Applus Norcontrol Republica Dominicana, S.R.L.       | 279                             | 32                               | -                                    | -               | -                | -                 |
| SKC Engineering Ltd.                                 | -                               | -                                | -                                    | -               | 1,155            | -                 |
| BK Werkstofftechnik – Prüfstelle für Werkstoffe Gmbh | -                               | -                                | -                                    | -               | 547              | -                 |
| Applus LGAI Germany GmbH                             | -                               | -                                | -                                    | -               | 538              | -                 |
| Autoservices Online, S.L.U.                          | -                               | -                                | -                                    | -               | 500              | -                 |
| Others   | 641                             | 583                              | -                                    | 764             | 490              | 173               |
| <b>Total</b>   | <b>159,754</b>                  | <b>286,239</b>                   | <b>42,108</b>                        | <b>93,001</b>   | <b>241,652</b>   | <b>1,459</b>      |

“Short-term credits from Group companies” and “Short-term loans to Group companies” include accounts receivable and accounts payable with various Group companies arising from the Company’s inclusion as the head of the consolidated tax group, accounts receivable amounting at 31 December 2020 to EUR 16,391 thousand and accounts payable amounting to EUR 3,614 thousand (2019: accounts receivable EUR 25,723 thousand and accounts payable EUR 5,958 thousand) (see Note 4.3).

In addition, under "Current Receivables" and "Current Payables", amounts of EUR 146,668 thousand and EUR 166,055 thousand are recognised, respectively, in relation to the cash-pooling agreement maintained with the other Group companies (EUR 193,998 and EUR 194,698 thousand respectively in 2019).

“Long-term credits to Group companies” include loans with related parties, which have a maturity between 2023, 2024 and 2028.

Also, under “Other financial assets” there are recognized the dividends receivable at the end of 2020 and 2019 (see Note 5.2).

Group credits and loans generate an interest at market rates.

### 10.3. Disclosures on Directors and Senior Executive

As a result of the COVID-19 crisis, the Company’s Board of Directors decided to reduce by 30% of the Executive Directors’ fixed remuneration and by 30% of the Independent Directors’ during the state of emergency and period of maximum uncertainty. Likewise, the Seniors Executives reduced its fixed remuneration by 25% for the same period. This measure impacted for a period of three months.

#### Remuneration of and obligations to the Board of Directors

The detail of the remuneration (social benefits included) earned by the Executive Directors and the Company’s Directors at 2020 and 2019 year-end is as follows:

a) Annual remuneration:

|  | Thousands of Euros  |                                   |              |                    |                                   |              |
|--|---------------------|-----------------------------------|--------------|--------------------|-----------------------------------|--------------|
|  | 31/12/2020          |                                   |              | 31/12/2019         |                                   |              |
|  | Executive Directors | Members of the Board of Directors | Total        | Executive Director | Members of the Board of Directors | Total        |
| Fixed remuneration                               | 999                 | -                                 | <b>999</b>   | 1,075              | -                                 | <b>1,075</b> |
| Variable remuneration                            | 382                 | -                                 | <b>382</b>   | 775                | -                                 | <b>775</b>   |
| Other items                                      | 91                  | -                                 | <b>91</b>    | 81                 | -                                 | <b>81</b>    |
| Non-Executive Chairman and Independent Directors | -                   | 620                               | <b>620</b>   | -                  | 646                               | <b>646</b>   |
| Corporate Social Security Committee              | -                   | 46                                | <b>46</b>    | -                  | 50                                | <b>50</b>    |
| Appointments & Compensation Committee            | -                   | 65                                | <b>65</b>    | -                  | 70                                | <b>70</b>    |
| Audit Committee                                  | -                   | 83                                | <b>83</b>    | -                  | 84                                | <b>84</b>    |
| <b>Total</b>                                     | <b>1,472</b>        | <b>814</b>                        | <b>2,286</b> | <b>1,931</b>       | <b>850</b>                        | <b>2,781</b> |

The fixed remuneration of the Executive Directors includes a portion in the form of RSUs amounting to EUR 58 thousand per year. In February 2018, 2019 and 2020, 5,159, 5,838 and 5,317 RSUs, respectively, were granted. These RSUs will be convertible to shares three years after the date on which they were granted. In February 2020 the Company effected delivery of 3,172 net shares relating to the plan granted in February 2017.

59.51% of the Executive Directors' variable remuneration is given in cash, with the rest comprising RSUs convertible to shares three years after the date on which they are granted, 30% of which are granted in each of the first two years and the remaining 40% are granted in the third year. These RSUs amounted to EUR 222 thousand in the year. At 2020 year-end, three RSU plans were in force, having been granted in March 2018, 2019 and 2020 for 7,425, 30,607 and 34,645 RSUs, respectively. In February 2020 the Company effected delivery of 8,384 net shares.

The plans in force at the end of the year in relation to the RSUs granted in 2018, 2019 and 2020 can be consulted in the Remuneration Report.

b) Long-term incentive ("LTI"):

Under the remuneration policy in force, the Executive Directors shall annually receive PSUs (performance stock units) that are convertible into shares of the Company three years after the date on which they are granted. The expense recognised in 2020 in this connection amounted to EUR 0 thousand due to an unfulfillment of the variables defined for the achievement of the plan granted in 2018. At 2020 year-end, three PSU plans were in force, having been granted in 2018, 2019 and 2020 for 44,964, 50,874 and 46,338 PSUs, respectively. The detail of the PSU plans in force can be consulted in the Remuneration Report. In February 2020 the Group effected delivery of 47,786 net shares relating to the plan granted in February 2017.

In 2020 the Executive Directors and the members of the Board of Directors did not earn or receive any termination benefits.

The pension plan benefits earned by the executive directors in 2020 amounted to EUR 53 thousand.

At 31 December 2020, no loans or advances had been granted to the members of the Company's Board of Directors.

Lastly, Applus Services, S.A. took out a third-party liability insurance policy. The insureds under this policy are the directors and executives of the Group companies the Parent of which is Applus Services, S.A. The directors of Applus Services, S.A. are included among the insureds of this policy. The premium paid in 2020 for this insurance policy amounted to EUR 89 thousand (2019: EUR 75 thousand).

The Company's Executive Directors comprised 2 men at 31 December 2020 and 2019.

The Company's Directors comprised 7 men and 3 women at 31 December 2020 and 2019.

Remuneration of and obligations to Senior Executives

Senior Executives are those who are part of the Group's Executive Committee according to actual accounting legislation.

The breakdown of the remuneration earned in 2020 and 2019 by the Senior Executives is as follows:

a) Annual remuneration:

|                       | Thousands of Euros |            |
|-----------------------|--------------------|------------|
|                       | 2020               | 2019       |
| Fixed remuneration    | 267                | 463        |
| Variable remuneration | 88                 | 288        |
| Other items           | 28                 | 52         |
| Termination benefits  | 204                | -          |
| Pension plans         | 6                  | 12         |
| <b>Total</b>          | <b>593</b>         | <b>815</b> |

52.65% of the Senior Executives' variable remuneration is given in cash, with the rest comprising RSUs convertible to shares three years after the date on which they are granted, 30% of which are granted in each of the first two years and the remaining 40% are granted in the third year. The RSU plans in force at the end of 2020 relate to the RSUs granted in February 2018, 2019 and 2020 for 5,852, 7,978 and 8,582 RSUs, respectively. In March 2020 the Group effected delivery of 5,937 net shares relating to the plans granted in 2017 (40%), 2018 (30%) and 2019 (30%). EUR 83 thousand were charged to the financial statement of profit or loss for 2020 in this connection.

b) Multiannual remuneration and long-term incentive in PSUs:

Under the current remuneration policy, certain of the Senior Executives annually receive PSUs (performance stock units) that are convertible into shares of the Company three years after the date on which they are granted. The expense recognised in this connection amounted to EUR 25 thousand in 2020. The PSU plans in force at the end of 2020 relate to the PSUs granted in February 2019 and 2020 for 5,004 and 3,418 PSUs, respectively.

Also, the Applus Group has life insurance obligations to certain Senior Executives; the related expense is included under "Other Items" in the tables above.

The Senior Executives comprise two men at 31 December 2020 (31 December 2019: two men).

Information relating to conflict of interest on the part of the Directors

It is hereby stated that the Directors, their individual representatives and their related persons thereto, do not hold any investments in the share capital of companies engaging in identical, similar or complementary activities to those of the Company or hold positions or discharge duties thereat, other than those held or discharged at the Applus Group companies, that could give rise to a conflict of interest as established in Article 229 of the Spanish Companies Act.

**11. Foreign currency balances and transactions**

At 31 December 2020, the Company had granted loans in currencies other than the euro amounting to EUR 151,814 thousand (31 December 2019: EUR 144,842 thousand) and had received foreign currency loans amounting to EUR 149,919 thousand (31 December 2019: EUR 87,626 thousand).

The Company's statement of profit or loss includes finance income in currencies other than the euro amounting to EUR 4,615 thousand at 31 December 2020 (31 December 2019: EUR 3,156 thousand) and finance costs in currencies other than the euro amounting to EUR 3,213 thousand (31 December 2019: EUR 1,471 thousand).

As a result of these balances, the Company's statement of profit or loss includes foreign exchange differences amounting to EUR 3,316 thousand (31 December 2019: EUR 2,152 thousand).

The loans granted to the Company relate mainly to loans with Group companies arranged basically in US dollars, Canadian dollars and Australian dollars.

## **12. Other disclosures**

### **12.1. Fees paid to auditors**

In 2020 and 2019, the fees billed for financial audit and other services provided by the auditor of the Company, Deloitte, S.L., and companies related to these auditors as a result of a relationship of control, common ownership or common management, were as follows (in thousands of euros):

| Description                             | 2020       | 2019       |
|---|------------|------------|
| Audit services                          | 254        | 234        |
| Other attest services                   | 154        | 164        |
| <b>Total audit and related services</b> | <b>408</b> | <b>398</b> |
| Tax counselling services                | -          | 63         |
| Other services                          | -          | -          |
| <b>Total professional services</b>      | <b>408</b> | <b>461</b> |

### **12.2. Obligations and other guarantees**

The Company had contracted certain obligations and guarantees derived from the financing agreement described in Note 7. These obligations include reporting obligations relating to the Group's financial statements and business plans; the obligation to take certain measures such as guaranteeing accounting closes, refrain from performing certain transactions without the consent of the lender, such as mergers, changes of business activity, share redemptions, and the financial obligation to achieve certain financial ratios, among others.

At 31 December 2020 and 2019, the Company's shares had not been pledged.

At 31 December 2020 and 2019, no banks had provided the Company with guarantees to third parties.

### **12.3. Disclosures on the payment periods to suppliers**

Detailed below is the information required by the Additional Provision Three "Disclosure Obligation" of Law 15/2010, of 5 July (amended by Final Provision Two of Law 31/2014, of 3 December), which was prepared in accordance to the Spanish Accounting and Audit Institute (ICAC) Resolution of 29 January 2016 on information to be incorporated in notes to the financial statements in relation to average payment periods to suppliers in commercial transactions.

|                                       | 2020                        | 2019  |
|---------------------------------------|-----------------------------|-------|
|                                       | Days                        |       |
| Average payment period to suppliers   | 45                          | 41    |
| Ratio of transactions settled         | 46                          | 43    |
| Ratio of transactions not yet settled | 41                          | 22    |
|                                       | Amount (Thousands of Euros) |       |
| Total payments made                   | 2,036                       | 2,623 |
| Total payments outstanding            | 335                         | 365   |

The data shown in the foregoing table in relation to payments to suppliers relate, pursuant to the ICAC Resolution, to commercial transactions relating to goods supplied and services provided since the entry into force of Law 31/2014, of 3 December.

Suppliers, solely for the purpose of disclosing the information provided for in this resolution, are considered to be trade creditors for the supply of goods and services and are included under "Current Liabilities - Trade and Other Payables" in the accompanying statement of financial position.

"Average Payment Period to Suppliers" is understood to be the period between the supply of the goods or the provision of the services on the supplier's account and the effective payment of the transaction.

The maximum payment period applicable to the Spanish consolidated companies under Law 3/2004, of 29 December, on combating late payment in commercial transactions, is 30 days. This period may be extended by agreement between the parties, but under no circumstances should be superior to 60 natural days (same legal period in 2019).

However, most of this pending payment at year end has been paid during the first two months of the year 2021.

#### **12.4. Amendment or extinguishment of agreements**

In 2020 no transactions outside the course of the Company's ordinary business operations arose which required the amendment or early extinguishment of any agreement between the Company and any of its directors or persons acting on their behalf.

#### **13. Events after the reporting period**

In 2021 and until the date of authorisation for issue of these financial statements, no relevant events took place other than those already included in these financial statements and, in particular, in relation to the current management of the COVID-19 situation, the consequent situation and the gradual recovery of the business of the Group, of which the Company is the Parent, that should be included in, or modify or significantly affect these financial statements for 2020.

#### **14. Explanation added for translation to English**

These financial statements are presented on the basis of the regulatory financial reporting framework applicable to the Company (see Note 2.1). Certain accounting practices applied by the Company that conform with that regulatory framework may not conform with other generally accepted accounting principles and rules.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company. This translation has been prepared by the Company for informative purposes only, has not been approved by the Board of Directors and has not the consideration of official or regulated information. In the event of a discrepancy, the Spanish-language version prevails.

*Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.*

## **Applus Services, S.A.**

### **Directors' Report for the year ended 31 December 2020**

Formally prepared by the directors of Applus Services, S.A. in relation to the year ended 31 December 2020.

Dear Shareholders:

We are pleased to submit to you this report on the Company's performance in 2020 and on its progress up to the present date.

#### ***Company performance and earnings***

Revenue for the year has decreased compared to 2019, mainly due to lower dividend income received from subsidiaries mainly due to COVID-19 crisis and lower results from the company's subsidiaries.

In addition, an impairment of EUR 20,000 thousand was done impacting the results as per the re-estimation of the value of the ownership equity of the company's subsidiaries, see note 5.1

Financial result has been lower than in 2019 mainly due to the foreign exchange impact as per the change in the balances in currencies other than Euro and the depreciation of many of them against Euro.

The aforementioned variations enabled the profit before taxes to be significantly lower than in 2019.

The Board of Directors will propose to the shareholders in the General Annual Meeting a dividend of 15 cents per share (2019: nil). This is equivalent to EUR 21.5 million (2019: nil). 2019 dividend was cancelled as a preventive measure response to the worldwide pandemic.

The financing agreement on the syndicated bank debt of the group is sufficient to ensure the liquidity needs in the medium and long term.

#### ***Main risks***

The main risks to which the Company is exposed are those typically faced by a holding company and the industry in which its subsidiaries operate.

The policy of the Directors is to take decisions that they may consider appropriate in order to mitigate any kind of risk related to the Company's activities.

#### ***Treasury share transactions***

At 31 December 2020, the Company held a total of 317,809 treasury shares at an average cost of EUR 8.38 per share. The value of these treasury shares amounted to EUR 2,664 thousand.

At 31 December 2019, the Company holds a total of 343,849 treasury shares at an average cost of EUR 11.93 per share. The value of these treasury shares amounts to EUR 4,102 thousand.

***Use of financial instruments***

The Group policy establishes the use of financial derivatives to eliminate or significantly reduce certain interest rate and foreign currency risks relating to its assets if needed. The Company do not hold any derivative financial instruments at the end of 2020.

***Significant events after the reporting period***

No events have occurred since 31 December 2020 other than those described in Note 13 of the accompanying financial statements.

***Disclosures on the payment periods to suppliers***

Information on deferred payments made to suppliers is detailed in Note 12.3 of the Annual Accounts report for the year ended 31 December 2020.

***Annual Corporate Governance Report***

The annual Corporate Governance report can be consulted in the in the Applus Group web page and in the "Comisión Nacional de Mercado de Valores (CNMV)".

[www.cnmv.es](http://www.cnmv.es)

[www.applus.com](http://www.applus.com)

Appendix I - Companies included in the scope of consolidation

|   |  |  |  |   |  |   |   |  |
|---|--|--|--|---|--|---|---|--|
| Name  | Applus Servicios Tecnológicos, S.L.U   | Azul Holding 2, S.à.r.l.                               | Libertytown RE, SA                     | Applus Iteuve Argentina, S.A.                                       | Applus Santa Maria del Buen Ayre, S.A.   | Applus Uruguay, S.A.                                  | Revisiones Técnicas Applus del Ecuador Applusiteuve, S.A.   | Applus Iteuve Brasil Serviços LTDA                                     |
| Registered office                           | Calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, Madrid (Spain) | 7, rue Robert Stümper   L-2557-Luxembourg (Luxembourg) | 23 avenue Monterey, L-2163 (Luxemburg) | Reconquista 661 – Piso 2, C 1003 Ciudad de Buenos Aires (Argentina) | Jurisdicción de la Ciudad autónoma de Buenos Aires (Argentina)   | Guayabos nº 1718, escritorio 505 Montevideo (Uruguay) | Avda Patria nºE4-41 Intersección Avda Amazonas edificio Patria Piso 10 Oficina 01, Pichincha, Quito (Ecuador) | Avenida Paulista 726, Cj. 1207, 12º andar, Sala 36, Sao Paulo (Brazil) |
| Line of business                            | Holding company  | Holding company  | Captive reinsurance company            | Vehicle roadworthiness testing                                      | Right and compliance of the obligations corresponding to public services concessions relating to the obligatory Technical Verification of Vehicles | Vehicle roadworthiness testing                        | Vehicle roadworthiness testing  | Holding company  |
| Active / Inactive                           | Active   | Active   | Active                                 | Active  | Active   | Active  | Active  | Active   |
| Ownership interest held by Group companies: |  |  |  |   |  |   |   |  |
| Direct                                      | 100%   | 100%   | 100%                                   | -   | -  | -   | -   | -  |
| Indirect                                    | -  | -  | -                                      | 100%  | 100%   | 100%  | 100%  | 100%   |
| Method used to account the investment       | Full consolidation   | Full consolidation                                     | Full consolidation                     | Full consolidation  | Full consolidation   | Full consolidation                                    | Full consolidation  | Full consolidation   |

|   |  |   |   |   |   |  |   |   |
|---|--|---|---|---|---|--|---|---|
| Name  | Applus Technologies, Inc.                                | Janx Holding, Inc   | Jan X-RAY Services, Inc.  | Libertytown USA 1, Inc.   | Libertytown USA Finco, Inc.                                     | Applus Iteuve Technology, S.L.U  | IDIADA Automotive Technology, S.A                             | Applus Argentina, S.A.  |
| Registered office                           | 3225 Gateway Road, Suite 450, Brookfield, WI 53045 (USA) | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA) | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA) | 615, Dupont Highway, Kent County Dover, State of Delaware (USA) | 615, Dupont Highway, Kent County Dover, State of Delaware (USA) | Calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, Madrid (Spain) | L'Albornar, s/n PO BOX 20, 43710 Sta Oliva. Tarragona (Spain) | Reconquista 661 – Piso 2, C 1003 Ciudad de Buenos Aires (Argentina) |
| Line of business                            | Vehicle roadworthiness testing                           | Certification services through non-destructive testing          | Certification services through non-destructive testing          | Holding company   | Holding company   | Vehicle roadworthiness testing   | Engineering, testing and certification                        | Holding company   |
| Active / Inactive                           | Active   | Active  | Active  | Active  | Active  | Active   | Active  | Active  |
| Ownership interest held by Group companies: |  |   |   |   |   |  |   |   |
| Direct                                      | -  | -   | -   | -   | -   | -  | -   | -   |
| Indirect                                    | 100%   | 100%  | 100%  | 100%  | 100%  | 100%   | 80%   | 100%  |
| Method used to account the investment       | Full consolidation                                       | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation  |

|   |   |  |   |  |   |  |   |  |
|---|---|--|---|--|---|--|---|--|
| Name  | IDIADA Fahrzeugtechnik, GmbH.                             | CTAG-Idiada Safety Technology, S.L.                                    | Applus Chile, S.A.  | Applus Iteuve Euskadi, S.A., Sociedad Unipersonal                | Applus Revisiones Técnicas de Chile, S.A.                             | Applus Danmark, A/S                                      | IDIADA CZ, A.S.                                       | K1 Kasastajat, OY                      |
| Registered office                           | Manfred Hochstatter Strasse 2, 85055 Ingolstadt (Germany) | Polígono A Granxa, Parcelas 249-250. 36410 Porriño, Pontevedra (Spain) | Avenida Américo Vespucio 743 - Huechuraba - Santiago de Chile (Chile) | Polígono Ugaldeguren I Parcela 8, 48710 Zamudio, Vizcaya (Spain) | Avenida Américo Vespucio 743 - Huechuraba - Santiago de Chile (Chile) | Høje Taastrup Boulevard 23, 2th, 2630 Taastrup (Denmark) | Pražska 320/8,500 04, Hradec Králové (Czech Republic) | Joukahaisenkatu 6, 20520 Turku Finland |
| Line of business                            | Engineering, testing and certification                    | Engineering, testing and certification                                 | Vehicle roadworthiness testing  | Vehicle roadworthiness testing                                   | Vehicle roadworthiness testing  | Vehicle roadworthiness testing                           | Engineering, testing and certification                | Vehicle roadworthiness testing         |
| Active / Inactive                           | Active  | Active   | Active  | Active   | Active  | Active   | Active  | Active                                 |
| Ownership interest held by Group companies: |   |  |   |  |   |  |   |  |
| Direct                                      | -   | -  | -   | -  | -   | -  | -   | -                                      |
| Indirect                                    | 80%   | 40%  | 100%  | 100%   | 100%  | 100%   | 80%   | 100%                                   |
| Method used to account the investment       | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation                                       | Full consolidation                                    | Full consolidation                     |

|   |  |  |  |   |  |   |  |  |
|---|--|--|--|---|--|---|--|--|
| Name  | Inspecció Tècnica de vehicles i serveis, S.A.    | Idiada Automotive Technology India PVT, Ltd  | Shanghai IDIADA Automotive Technology Services Co., Ltd  | Applus Euskadi Holding, S.L.U.                              | Applus Car Testing Service, Ltd.   | Idiada Tecnologia Automotiva, Ltda.   | Idiada Automotive Technology UK, Ltd.  | Shangdong Idiada Automotive and tire proving ground Co, Ltd                    |
| Registered office                           | Ctra de Bixessarri s/n, Aixovall AD600 (Andorra) | Unit no. 206, 2nd Floor, Sai Radhe Building Raja Bahadur Mill Road, off Kennedy Road, Pune 411 001 (India) | Jucheng Pioneer Park, Building 23, 3999 Xiu Pu Road, Nan Hui 201315 Shanghai (Pudong District) (China) | Polígono Ugaldeguren, 1 parcela 8, Zamudio, Vizcaya (Spain) | 3026 Lakedrive, Citywest Business Campus, Naas Road, Dublin 24 (Ireland) | Cidade de São Bernardo do Campo, Estado de São Pulo, na Rua Continental, nº 342, Vila Margarida, CEP 09750-060 (Brasil) | St Georges Way Bermuda Industrial Estate, Nuneaton, Warwickshire CV10 7JS (UK) | Room 302, No.1 industrial building of West Jin Hui Road, South Qi Xiao (China) |
| Line of business                            | Vehicle roadworthiness testing                   | Engineering, testing and certification   | Engineering, testing and certification   | Holding company   | Vehicle roadworthiness testing   | Engineering, testing and certification  | Engineering, testing and certification   | Engineering, testing and certification   |
| Active / Inactive                           | Active   | Active   | Active   | Active  | Active   | Active  | Active   | Active   |
| Ownership interest held by Group companies: |  |  |  |   |  |   |  |  |
| Direct                                      | -  | -  | -  | -   | -  | -   | -  | -  |
| Indirect                                    | 50%  | 80%  | 80%  | 100%  | 100%   | 80%   | 80%  | 80%  |
| Method used to account the investment       | Full consolidation                               | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation   |

|   |   |   |   |   |  |   |   |  |
|---|---|---|---|---|--|---|---|--|
| Name  | Applus Iteuve Galicia, S.L.U.   | Inversiones Finisterre, S.L.  | Supervisión y Control, S.A.U.   | RITEVE SyC, S.A.  | Inspecciones y Avalúos SyC, S.A.   | Idiada Automotive Technology Rus, LLC                                       | Applus Idiada Karco Engineering, LLC              | IDIADA Automotive Technology USA, LLC      |
| Registered office                           | Ctra. N-VI, Km. 582,6 - 15168 Espiritu Santo - Sada, A Coruña (Spain) | Estación I.T.V. de O Espiritu Santo.Ctra. N-VI, Km. 582 15168 Espiritu Santo - Sada, A Coruña (Spain) | Estación I.T.V. de O Espiritu Santo.Ctra. N-VI, Km. 582 - 15168 Espiritu Santo - Sada, A Coruña (Spain) | Lagunilla de Heredia, ciento cincuenta metros al este de la Bomba Texaco (Costa Rica) | Heredia, Cantón Central, Distrito Ulloa, Lagunilla, 150 metros este de la Bomba Uno (Costa Rica) | Russian Federation, 603004, Nijniy Novgorod, prospect Lenina, 115 (Russia). | 9270 Holly Road, 92301 Adelanto, California (USA) | 9270 Holly Road, Adelanto, CA 92301 (USA). |
| Line of business                            | Holding company   | Holding company   | Vehicle roadworthiness testing  | Vehicle roadworthiness testing  | Vehicle roadworthiness testing   | Engineering, testing and certification                                      | Engineering, testing and certification            | Engineering, testing and certification     |
| Active / Inactive                           | Active  | Active  | Active  | Active  | Active   | Active  | Active  | Active                                     |
| Ownership interest held by Group companies: |   |   |   |   |  |   |   |  |
| Direct                                      | -   | -   | -   | -   | -  | -   | -   | -  |
| Indirect                                    | 100%  | 80%   | 80%   | 44%   | 44%  | 80%   | 67%   | 80%  |
| Method used to account the investment       | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation                                | Full consolidation                         |

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|---|--|--|---|---|---|---|---|---|
| Name  | CTAG - Idiada Safety Technology Germany, GmbH            | Inversiones y Certificaciones Integrales SyC, S.A.   | Applus Inspection Services Ireland, Ltd.                                  | Idiada Automotive Technology Mexico S de RL de CV             | Iteuve Canarias, S.L.   | Iteuve Canarias XXI, S.L.   | Iteuve Canarias Aeropuerto el Matorral, S.L.                                      | Iteuve India Private Limited  |
| Registered office                           | Manfred-Hochstatter-Straße 2, 85055 Ingolstadt (Germany) | Heredia-Heredia Ulloa, exactamente en Lagunilla, cien metros este de la Bomba Uno, edificio a mano derecha color blanco (Costa Rica) | 3026 Lake drive, Citivest business campus, Naas Road, Dublin 24 (Ireland) | Carretera Lateral Mexico Puebla, 7534, 72110, Puebla (Mexico) | Los Rodeos, Camino de San Lázaro, 166, 38206 San Cristobal de la Laguna, Santa Cruz de Tenerife (Spain) | Los Rodeos, Camino de San Lázaro, 166, 38206 San Cristobal de la Laguna, Santa Cruz de Tenerife (Spain) | C/ Concejal Garcia Feo, número 30, Las Palmas de Gran Canaria, Las Palmas (Spain) | 1 & 2 Upper Ground Floor, Kanchenjunga Building 18, Barakhamba Road, Connaught Place New Delhi 110001 (India) |
| Line of business                            | Engineering, testing and certification                   | Business and management services advice  | Vehicle roadworthiness testing  | Engineering, testing and certification                        | Vehicle roadworthiness testing  | Holding Company   | Vehicle roadworthiness testing  | Vehicle roadworthiness testing  |
| Active / Inactive                           | Active   | Active   | Active  | Active  | Active  | Active  | Active  | Active  |
| Ownership interest held by Group companies: |  |  |   |   |   |   |   |   |
| Direct                                      | -  | -  | -   | -   | -   | -   | -   | -   |
| Indirect                                    | 40%  | 89%  | 100%  | 80%   | 100%  | 100%  | 50%   | 100%  |
| Method used to account the investment       | Full consolidation                                       | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation  |

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|---|---|---|---|--|--|---|---|---|
| Name  | Besikta Bilprovning i Sverige Holding AB    | Besikta Bilprovning i Sverige AB            | ClearCar AB                                 | CRpplus Services Costa Rica S.A.   | ZYX Metrology S.L.U.   | Reliable Analysis Inc.  | Shanghai Reliable Auto Analysis Testing Ltd.  | Liuzhou Reliable Auto Analysis Testing Ltd.   |
| Registered office                           | Källvattengatan 7, SE-212 23 MALMÖ (Sweden) | Källvattengatan 7, SE-212 23 MALMÖ (Sweden) | Källvattengatan 7, SE-212 23 MALMÖ (Sweden) | Provincia de Heredia, cantón Heredia, distrito Ulloa, cien metros Este de la estación de servicio UNO, oficinas centrales del Country Manager (Costa Rica) | Torre Mateu nº 29, de Ripollet (Spain)   | 32201 N. Avis Drive, Madison Heights, MI 48071 (USA)  | 12A, Lane 1365, Kangqiao East Road, Kangqiao Industrial Zone, Pudong New Area, Shanghai (China)   | No.417, 4th Floor, Building 7, No.12 Fuxin Road, Liuzhou (China)  |
| Line of business                            | Vehicle roadworthiness testing              | Vehicle roadworthiness testing              | Vehicle roadworthiness testing              | General trading activity   | Performing engineering, industrial metrology, calibration and legal metrology services | Testing and certification in the fields of EMC, electrical components, non-electrical components and materials for original equipment manufacturers and their suppliers | Testing and certification in the fields of EMC, electrical components, non-electrical components and materials for original equipment manufacturers and their suppliers | Testing and certification in the fields of EMC, electrical components, non-electrical components and materials for original equipment manufacturers and their suppliers |
| Active / Inactive                           | Active                                      | Active                                      | Active                                      | Active   | Active   | Active  | Active  | Active  |
| Ownership interest held by Group companies: |   |   |   |  |  |   |   |   |
| Direct                                      | -   | -   | -   | -  | -  | -   | -   | -   |
| Indirect                                    | 100%  | 100%  | 100%  | 100%   | 95%  | 100%  | 100%  | 100%  |
| Method used to account the investment       | Full consolidation                          | Full consolidation                          | Full consolidation                          | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation  |

|   |   |  |  |  |   |  |   |  |
|---|---|--|--|--|---|--|---|--|
| Name  | Shanghai Reliable Testing Technology Ltd.   | QPS Evaluation Services Inc  | QPS America, Inc   | QPS Europe B.V.  | Applus Ingenieria y Consultoria, SAS  | LGAI Technological, Center, S.A.   | Applus México, S.A. de C.V.   | LGAI Chile, S.A.   |
| Registered office                           | Building 5, No.450 Yinxi Road, Jiuting Town, Songjiang District, Shanghai (China)   | 8-81 Kelfield Street, Toronto, Ontario, M9W 5A3 (Canada)   | 2271 Centreville Road, Suite 400, Wilmington, Delaware, 19808 (USA)  | Berg en Dalseweg 122, 6522 BW Nijmegen (The Netherlands)   | Calle 17, núm. 69-46 Bogotá (Colombia)  | Campus de la UAB, Ronda de la Font del Carme, s/n, 08193 Bellaterra-Cerdanyola del Vallès, Barcelona (Spain) | Bld. Manuel Avila Camacho 184, Piso 4-A, Col. Reforma Social, C.P. 11650 México D.F. (Mexico) | Alberto Henckel 2317, Providencia, Santiago de Chile (Chile) |
| Line of business                            | Testing and certification in the fields of EMC, electrical components, non-electrical components and materials for original equipment manufacturers and their suppliers | Testing, certification, field evaluation and other related services to enable customers to meet their regulatory, national and international requirements, including but not limited to those related to the product safety of electrical & electronic equipment | Testing, certification, field evaluation and other related services to enable customers to meet their regulatory, national and international requirements, including but not limited to those related to the product safety of electrical & electronic equipment | Testing, certification, field evaluation and other related services to enable customers to meet their regulatory, national and international requirements, including but not limited to those related to the product safety of electrical & electronic equipment | Civil engineering and consulting services in energy, rail and road infrastructure, building, sanitation and supply and telecommunications | Certification  | Quality system audit and certification  | Quality system audit and certification                       |
| Active / Inactive                           | Active  | Active   | Active   | Active   | Active  | Active   | Active  | Active   |
| Ownership interest held by Group companies: |   |  |  |  |   |  |   |  |
| Direct                                      | -   | -  | -  | -  | -   | -  | -   | -  |
| Indirect                                    | 100%  | 100%   | 100%   | 100%   | 88%   | 95%  | 95%   | 95%  |
| Method used to account the investment       | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation   |

|   |   |   |  |  |  |  |  |   |
|---|---|---|--|--|--|--|--|---|
| Name  | Applus Costa Rica, S.A  | Applus Norcontrol, S.L.,<br>Sociedad Unipersonal              | Novotec Consultores,<br>S.A., Sociedad<br>Unipersonal                                    | Applus Panamá, S.A   | Applus Norcontrol<br>Panamá, S.A.  | Norcontrol Chile, S.A.                                     | Norcontrol Inspección,<br>S.A. de C.V. – México  | Applus Norcontrol<br>Guatemala, S.A.  |
| Registered office                           | Oficentro Ejecutivo La<br>Sabana, Edificio 6, 4<br>piso, San José (Costa<br>Rica) | Crta. Nacional VI-Km<br>582, 15168, Sada, A<br>Coruña (Spain) | Calle Campezo 1,<br>edificio 3, Parque<br>Empresarial Las<br>Mercedes, Madrid<br>(Spain) | Calle Jacinto Palacios<br>Cobos, Edificio 223,<br>piso 3, locales A y C,<br>Ciudad del Saber;<br>Clayton, Ciudad de<br>Panamá (Panama) | Calle Jacinto Palacios<br>Cobos, Edificio 223,<br>piso 3, locales A y C,<br>Ciudad del Saber;<br>Clayton, Ciudad de<br>Panamá (Panama) | Agustinas N° 640, Piso<br>9, Santiago de Chile<br>(Chile)  | Bld. Manuel Avila<br>Camacho 184, Piso 4-<br>B, Col. Reforma Social,<br>C.P. 11650 México, D.F<br>(Mexico) | Km 14,5 Carretera a El<br>Salvador, Santa<br>Catarina Pinula<br>(Guatemala) |
| Line of business                            | Quality system audit<br>and certification   | Inspection, quality<br>control and consultancy<br>services    | Services related to<br>quality and safety in<br>industrial plants,<br>buildings, etc.    | Certification  | Inspection, quality<br>control and consultancy<br>services   | Inspection, quality<br>control and consultancy<br>services | Inspection, quality<br>control and consultancy<br>services   | Inspection, quality<br>control and consultancy<br>services                  |
| Active / Inactive                           | Active  | Active  | Active   | Active   | Active   | Active   | Active   | Active  |
| Ownership interest held by Group companies: |   |   |  |  |  |  |  |   |
| Direct                                      | -   | -   | -  | -  | -  | -  | -  | -   |
| Indirect                                    | 95%   | 95%   | 100%   | 95%  | 95%  | 95%  | 95%  | 95%   |
| Method used to account the investment       | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation  |

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|---|--|---|---|--|--|--|--|---|
| Name  | Applus Norcontrol Colombia, Ltda                     | Norcontrol Nicaragua, S.A.  | Röntgen Technische Dienst Holding BV              | Applus Czech Republic, s.r.o.                          | Applus RTD Deutschland inspektions-Gesellschaft, GmbH  | Röntgen Technische Dienst B.V.                         | RTD Quality Services, Inc (Canada)                     | RTD Quality Services Nigeria Ltd.                                   |
| Registered office                           | Calle 17, núm. 69-46 Bogotá (Colombia)               | Colonia Los Robles, Km. 6,500 Carretera Masaya, Managua (Nicaragua) | Delftweg 144, 3046 NC Rotterdam (The Netherlands) | U Stadionu 89, 530 02 Pardubice (Czech Republic)       | Industriestraße 34 b, 44894 Bochum (Germany)           | Delftweg 144, 3046 NC Rotterdam (The Netherlands)      | 5504 36 St NW, Edmonton, AB T6B 3P3 (Canada)           | Warri Boat Yard, 28 Warri/Sapele Road, Warri, Delta State (Nigeria) |
| Line of business                            | Inspection, quality control and consultancy services | Inspection, quality control and consultancy services                | Holding company                                   | Certification services through non-destructive testing              |
| Active / Inactive                           | Active   | Active  | Active  | Active   | Active   | Active   | Active   | Active  |
| Ownership interest held by Group companies: |  |   |   |  |  |  |  |   |
| Direct                                      | -  | -   | -   | -  | -  | -  | -  | -   |
| Indirect                                    | 96%  | 95%   | 100%  | 100%   | 100%   | 100%   | 100%   | 49%   |
| Method used to account the investment       | Full consolidation                                   | Full consolidation  | Full consolidation                                | Full consolidation                                     | Full consolidation                                     | Full consolidation                                     | Full consolidation                                     | Full consolidation  |

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|---|---|---|---|--|--|--|--|---|
| Name  | Applus RTD USA, Inc.  | RTD Holding Deutschland, GmbH               | Applus RTD PTE, Ltd (Singapore)                         | Applus Colombia, Ltda.                 | Applus (Shanghai) Quality inspection Co, Ltd   | Applus RTD Certification, B.V.                         | Applus PTY, Ltd (Australia)                            | Arctosa Holding, B.V.                             |
| Registered office                           | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA) | Industriestr. 34. D-44894, Bochum (Germany) | 521 Bukit Batok St 23, Unit 05-E, Singapore (Singapore) | Calle 17, núm 69-46, Bogotá (Colombia) | Jucheng Industrial Park, Building 23, 3999 Xiu Pu Rd, Nan Hui, Shanghai 201315 (China)               | Delftweg 144, 3046 NC Rotterdam (The Netherlands)      | 94 Discovery Drive, Bibra Lake WA 6163 (Australia)     | Delftweg 144, 3046 NC Rotterdam (The Netherlands) |
| Line of business                            | Certification services through non-destructive testing          | Holding company                             | Certification services through non-destructive testing  | Certification                          | Inspection services in quality processes, production processes, technical assistance and consultancy | Certification services through non-destructive testing | Certification services through non-destructive testing | Holding company                                   |
| Active / Inactive                           | Active  | Active                                      | Active  | Active                                 | Active   | Active   | Active   | Active  |
| Ownership interest held by Group companies: |   |   |   |  |  |  |  |   |
| Direct                                      | -   | -   | -   | -                                      | -  | -  | -  | -   |
| Indirect                                    | 100%  | 100%  | 100%  | 95%                                    | 95%  | 100%   | 100%   | 100%  |
| Method used to account the investment       | Full consolidation  | Full consolidation                          | Full consolidation                                      | Full consolidation                     | Full consolidation   | Full consolidation                                     | Full consolidation                                     | Full consolidation                                |

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|---|---|--|---|--|--|--|---|--|
| Name  | Libertytown USA 2, Inc.   | Libertytown Australia, PTY, Ltd.                   | Applus UK, Ltd  | Applus RTD SP, z.o.o.                                  | Applus Energy, S.L.U.  | RTD Slovakia, s.r.o.                                   | Autoservices Online, S.L.U.   | APP Management, S. de R.L. de C.V.   |
| Registered office                           | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA) | 94 Discovery Drive, Bibra Lake WA 6163 (Australia) | Unit 2, Blocks C and D, West Mains Industrial Estate, Grangemouth, FK3 8YE, Scotland (UK) | Raclawicka, 19, 41-506 Chorzów (Poland)                | Calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, Madrid (Spain) | Udernicka 11; 851 01; Bratislava, (Slovakia)           | Calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, Madrid (Spain)  | Bldv. Manuel Avila Camacho 184, Piso 4-A, Col. Reforma Social, C.P. 11650 México D.F. (Mexico) |
| Line of business                            | Holding company   | Holding company                                    | Certification services through non-destructive testing                                    | Certification services through non-destructive testing | Provision of advisory services and auditing in the energy sector             | Certification services through non-destructive testing | Provision of services related to the automotive sector and vehicle and road safety, engineering processes, training design, testing, homologation and certification, as well as technical audits of automotive establishments | Provision of professional, technical, administrative and human resources services              |
| Active / Inactive                           | Active  | Active   | Active  | Active   | Active   | Active   | Active  | Active   |
| Ownership interest held by Group companies: |   |  |   |  |  |  |   |  |
| Direct                                      | -   | -  | -   | -  | -  | -  | -   | -  |
| Indirect                                    | 100%  | 100%   | 100%  | 100%   | 100%   | 100%   | 100%  | 100%   |
| Method used to account the investment       | Full consolidation  | Full consolidation                                 | Full consolidation  | Full consolidation                                     | Full consolidation   | Full consolidation                                     | Full consolidation  | Full consolidation   |

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|---|--|--|---|--|--|---|--|---|
| Name  | Libertytown Applus<br>RTD Germany Gmbh               | Applus Norcontrol<br>Maroc, Sarl   | Applus RTD Gulf<br>DMCC.  | Applus Qualitec<br>Serviços de<br>Engenharia, Ltda.  | Applus Lgai Germany,<br>Gmbh                     | BK Werstofftechnik-<br>Prufstelle Für<br>Werkstoffe, Gmbh | Ringal Brasil<br>Investimentos, Ltda.  | Assinco-Assesoria<br>Inspeção e Controle,<br>Lda  |
| Registered office                           | Industrie Strasse 34 b,<br>44894 Bochum<br>(Germany) | INDUSPARC Module<br>N°11BD AHL<br>LOGHLAM<br>Route de Tit Mellil<br>Chemin Tertiaire<br>1015 Sidi Moumen<br>20400, Casablanca<br>(Morocco) | 16th Floor, Office 1601,<br>Swiss Tower, Jumeirah<br>Lake Towers, PO Box<br>337201, (United Arab<br>Emirates) | Cidade de Ibirité,<br>Estado de Minas<br>Gerais, na Rua<br>Petrovale, quadra 01,<br>lote 10, integrante da<br>área B, nº450, Bairro<br>Distrito Industrial<br>Marsil, CEP 32.400-000<br>(Brazil) | Zur Aumundswiede 2,<br>28279 Bremen<br>(Germany) | Zur Aumundswiede 2,<br>28279 Bremen<br>(Germany)          | Cidade de Ibirité,<br>Estado de Minas<br>Gerais, na Rua<br>Petrovale, quadra 01,<br>lote 10, integrante da<br>área B, nº450, Bairro<br>Distrito Industrial<br>Marsil, CEP 32.400-000<br>(Brazil) | Rua Petrovale, quadra<br>01, lote 10, integrante<br>da área B, nº 450,<br>Bloco 2 - 1º andar,<br>Bairro Distrito Industrial<br>Marsil, EP 32400-000<br>Cidade de Ibirité,<br>Estado de Minas<br>Gerais (Brazil) |
| Line of business                            | Holding company                                      | Inspection, quality<br>control and consultancy<br>services   | Certification services<br>through non-destructive<br>testing  | Certification services<br>through non-destructive<br>testing   | Certification                                    | Certification   | Holding company  | Inspection, quality<br>control and consultancy<br>services  |
| Active / Inactive                           | Active   | Active   | Active  | Active   | Active   | Active  | Active   | Active  |
| Ownership interest held by Group companies: |  |  |   |  |  |   |  |   |
| Direct                                      | -  | -  | -   | -  | -  | -   | -  | -   |
| Indirect                                    | 100%   | 95%  | 100%  | 100%   | 95%  | 95%   | 100%   | 100%  |
| Method used to account the investment       | Full consolidation                                   | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation                               | Full consolidation  | Full consolidation   | Full consolidation  |

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|---|---|--|--|--|--|--|--|----------------------------------|
| Name  | Applus Norcontrol Perú, S.A.C.  | Kiefner & Associates Inc.                                  | John Davidson & Associates PTY, Ltd  | Applus PNG Limited   | PT Applus Energi dan Industri  | Applus Norcontrol Consultoria e Ingeniería, SAS  | Applus Mongolia, LLC   | Applus Laboratories, AS.         |
| Registered office                           | Avenida el Derby, 254, Oficina 901. Edificio Lima Central Tower. Surco. Lima (Peru) | 4480 Bridgeway Avenue, Suite D, Columbus, Ohio 43219 (USA) | Unit 9, 783 Kingsford Smith Drive, Eagle Farm, Queensland 4009 (Australia) | Unit 11, Section 53, Allotment 15 & 16, Ume Street, Gordons, Port Moresby, National Capital District, (Papua New Guinea) | Gedung Pondok Indah Office Tower 2, Lantai 16, Suite 1602, Jalan Sultan Iskandar Muda Kav. VTA RT 004 RW 003 Pondok Pinang Kebayoran Lama, Jakarta Selatan 12310 (Indonesia) | Calle 17, núm. 69-46 Bogotá (Colombia)   | 3a planta, San Business Centre, Sukhbaatar District, 8th Khoroo, Baga toiruu, Street 29 of Prime Minister Amar, Ulaanbaatar (Mongolia) | Langmyra 11, 4344 Bryne (Norway) |
| Line of business                            | Inspection, quality control and consultancy services                                | Certification services through non-destructive testing     | Provision of executive recruitment services                                | Provision of executive recruitment services  | Provision of technical engineering and planning, conservation and operational services, technical training and human resource development                                    | Inspection, quality control and consultancy services in the industry and services sector | Provision of human resources consultancy in the area of recruitment, placement candidates and related services                         | Certification                    |
| Active / Inactive                           | Active  | Active   | Active   | Active   | Active   | Active   | Active   | Active                           |
| Ownership interest held by Group companies: |   |  |  |  |  |  |  |                                  |
| Direct                                      | -   | -  | -  | -  | -  | -  | -  | -                                |
| Indirect                                    | 96%   | 100%   | 100%   | 100%   | 0%   | 94%  | 100%   | 95%                              |
| Method used to account the investment       | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation               |

|   |                       |  |  |  |   |   |   |   |
|---|-----------------------|--|--|--|---|---|---|---|
| Name  | Applus Arabia L.L.C   | Applus II Meio Ambiente Portugal, Lda                        | Ringal Invest, S.L.U   | Applus Velosi DRC, Sarl.   | Ingelog Consultores de Ingeniería y Sistemas, S.A.  | Ingelog Servicios Generales, Ltda (Sergen)          | Ingelog Guatemala Consultores de Ingeniería y Sistemas, S.A.                                      | Ingeandina Consultores de Ingeniería, S.A.S.  |
| Registered office                           | Dammam (Saudi Arabia) | Complexo Petroquímico, Monte Feio, 7520-954 Sines (Portugal) | Calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, Madrid (Spain) | Lubumbashi, Avenue Lumumba, N. 1163, Quartier Industriel, Commune Kampemba (Congo) | Agustinas N° 640, Piso 9, Santiago de Chile (Chile)   | Agustinas N° 640, Piso 9, Santiago de Chile (Chile) | Ciudad de Guatemala (Guatemala)   | Calle 17, núm. 69-46 Bogotá (Colombia)  |
| Line of business                            | Certification         | Inspection, quality control and consultancy services         | Holding company  | Provision of permanent contract services   | Counseling and consulting services in the areas of engineering, infrastructure, environment, etc. | Provision of transport and rental of vehicles       | Counseling and consulting services in the areas of engineering, infrastructure, environment, etc. | Counseling and consulting services in the areas of engineering, infrastructure, environment, etc. |
| Active / Inactive                           | Active                | Active   | Active   | Active   | Active  | Active  | Active  | Active  |
| Ownership interest held by Group companies: |                       |  |  |  |   |   |   |   |
| Direct                                      | -                     | -  | -  | -  | -   | -   | -   | -   |
| Indirect                                    | 48%                   | 95%  | 100%   | 100%   | 100%  | 100%  | 100%  | 100%  |
| Method used to account the investment       | Full consolidation    | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation                                  | Full consolidation  | Full consolidation  |

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|---|---|--|---|---|---|---|---|---|
| Name  | Ingelog Costa Rica S.A.   | NRAY Services, Inc.                                | Applus RTD USA Aerospace Holding, Inc.                          | X-RAY Industries, Inc.  | Composite Inspection Solutions, LLC.        | Applus Laboratories USA, Inc.                                   | Arcadia Aerospace Industries, Llc.                                  | Applus RTD USA Services, Inc.   |
| Registered office                           | San José de Costa Rica, calle treinta y uno, avenidas nueve y once, Barrio Escalante (Costa Rica) | 56A Head Street, Dundas, ON L9H 3H7 (Canada)       | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA) | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA)   | 1961 Thunderbird, Troy Michigan 48084 (USA) | 615 S. DuPont Highway, Kent County, Dover, Delaware 19901 (USA) | 28000 Mooney Avenue, Building #110, Punta Gorda Florida 33982 (USA) | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA)   |
| Line of business                            | Counseling and consulting services in the areas of engineering, infrastructure, environment, etc. | Inspection of the based neutron radiation services | Holding company   | X-ray metallurgical, management, retail equipment, equipment manufacturing, non-destructive; testing services | Inspection services                         | Holding company   | Industrial contract and inspection services                         | Any lawful act or activity in order for companies to organize themselves under the Delaware General Corporation Law |
| Active / Inactive                           | Active  | Active   | Active  | Active  | Active                                      | Active  | Active  | Active  |
| Ownership interest held by Group companies: |   |  |   |   |   |   |   |   |
| Direct                                      | -   | -  | -   | -   | -   | -   | -   | -   |
| Indirect                                    | 98%   | 100%   | 100%  | 100%  | 95%   | 95%   | 86%   | 100%  |
| Method used to account the investment       | Full consolidation  | Full consolidation                                 | Full consolidation  | Full consolidation  | Full consolidation                          | Full consolidation  | Full consolidation  | Full consolidation  |

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|---|---|---|--|---|---|--|--|---|
| Name  | Libertytown USA 3, Inc.   | Applus Management Services, Inc.  | SKC Engineering Ltd  | MxV Engineering, Ltd  | Applus Norcontrol República Dominicana, S.R.L   | Emilab, SRL  | AC6 Metrología, S.L.   | Applus RVIS, B.V.                                 |
| Registered office                           | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA)   | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA)                   | 19165 94TH Avenue, Surrey BC, V4N 3S4 (Canada)   | 19165 94TH Avenue, Surrey BC, V4N 3S4 (Canada)                                      | Plaza El Avellano, Calle Dr. Jacinto Ignacio Mañón No. 5 Local No. 08 Primer Piso. Ensanche Paraiso, Santo Domingo (República Dominicana) | Via F.lli Solari 5/A 33020 Amaro(UD) (Italy)   | Polígono Comarca I, Edificio Pasarela. 31160, ORKOIEN, Navarra (Spain)                           | Delftweg 144, NC 3046 Rotterdam (The Netherlands) |
| Line of business                            | Any lawful act or activity in order for companies to organize themselves under the Delaware General Corporation Law | Provision of professional, technical, administrative and human resources services | Ensure quality, training, inspection, proof and design and welding engineering services. | Dielectric tests, inspections of cranes, stability tests and preventive maintenance | Inspection and technical assistance services  | Research in the areas of engineering, electromagnetic compatibility and electrical safety. | Research, development and advisory services for metrology and industrial calibration activities. | Remote Non-destructive Inspection and Testing     |
| Active / Inactive                           | Active  | Active  | Active   | Active  | Active  | Active   | Active   | Active  |
| Ownership interest held by Group companies: |   |   |  |   |   |  |  |   |
| Direct                                      | -   | -   | -  | -   | -   | -  | -  | -   |
| Indirect                                    | 100%  | 100%  | 100%   | 100%  | 95%   | 95%  | 95%  | 51%   |
| Method used to account the investment       | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation                                |

|   |  |  |  |   |   |   |  |   |
|---|--|--|--|---|---|---|--|---|
| Name  | Applus Servicios Integrales, S.A.S.                  | Tunnel Safety Testing, S.A.  | Trámites, Informes, Proyectos, Seguridad y Medio Ambiente, S.L.U.            | 3C Test Limited   | DatapointLabs, LLC.   | DatapointLabs India, Inc.   | Matereality, Lic.  | Applus Middle East Engineering Consultancy, LLC                                 |
| Registered office                           | Calle 17 # 69 - 46, Bogotá (Colombia)                | LG Centro Experimental San Pedro de Anes s/n, Siero 33189, Asturias (Spain)  | Calle Campezo 1, edificio 3, Parque Empresarial Las Mercedes, Madrid (Spain) | Silverstone Technology Park, Silverstone Circuit, Silverstone, Towcester, Northamptonshire, NN12 8GX (UK) | 95 Brown Rd. #102 Ithaca, NY 14850 (USA)  | 95 Brown Rd. #102 Ithaca, NY 14850 (USA)  | 95 Brown Rd. #102 Ithaca, NY 14850 (USA)   | Office 201, Abu Dhabi Business Hub, Building B, Mussafah (United Arab Emirates) |
| Line of business                            | Inspection, quality control and consultancy services | Fire testing in tunnels, fire suppression product testing and fire training. | Inspection, quality control and consultancy services                         | Electromagnetic compatibility (EMC) and electrical tests, especially for the automotive sector.           | Materials characterization laboratory specialized in providing properties for numerical simulation. | Materials characterization laboratory specialized in providing properties for numerical simulation. | Development of IT solutions for the properties of materials, management and storage. | Industrial support and consulting   |
| Active / Inactive                           | Active   | Active   | Active   | Active  | Active  | Active  | Active   | Active  |
| Ownership interest held by Group companies: |  |  |  |   |   |   |  |   |
| Direct                                      | -  | -  | -  | -   | -   | -   | -  | -   |
| Indirect                                    | 95%  | 89%  | 100%   | 95%   | 95%   | 95%   | 95%  | 47%   |
| Method used to account the investment       | Full consolidation                                   | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation  |

|   |  |  |  |   |   |  |  |  |
|---|--|--|--|---|---|--|--|--|
| Name  | SARL Apcontrol Energie et Industrie Algerie  | Talon Test Laboratories (Phoenix) Inc.                 | Talon Test Laboratories Incorporated         | Laboratorio de Ensayos Metrológicos, S.L.                                 | A2M Industries, SAS (A2MI)  | Applus Tanzania Limited  | Applus and Partner Engineering Consultancy   | Applus Fomento de Control, S.A.  |
| Registered office                           | Planta 12 Centre Commercial et d'Affaires El Qods, Chéraga, Argel (Algeria)  | 5002 South 40th Street, Unit F, Phoenix, Arizona (USA) | 3575 Old Conejo Road, Newbury Park, CA (USA) | Avenida Can Sucarrats, 110, nave 11, Rubí (Spain)                         | ZA du Parc - Secteur, Rue de la Gampille, 42490 Fraisses (France) | Kimwery Avenue, Msasani, Tirdo Complex, Dar Es Salaam (Tanzania)   | Building No. 500, Office 20, Al Sahaba Rd crossing with Imam Abdullah Ibn Saud Ibn Abdulaziz Rd, Ishbiliyah, 3795. Riyadh (Saudi Arabia) | 11, rue El Wahda, Résidence Imam Ali, Apt 2, Casablanca (Morocco)  |
| Line of business                            | Production of technical control devices and appliances for the calibration of machinery, mechanical testing and measurement, oil services, management consulting, hydrocarbon analysis, environmental prevention and cleaning programs | Non-destructive testing services                       | Non-destructive testing services             | Laboratory of metrological tests and calibration of measuring instruments | Mechanical and material tests.                                    | Provision of services, training and consulting, including though not limited to inspection, testing, verification, NDT services, maintenance and technical assistance for the industrial and construction sectors and related areas, as well as the consulting activities for business and management. | Engineering consultancy services   | The provision of verification services for industrial products imported into the Kingdom of Morocco (Law No. 24-09, Morocco) |
| Active / Inactive                           | Active   | Active   | Active                                       | Active  | Active  | Active   | Active   | Active   |
| Ownership interest held by Group companies: |  |  |  |   |   |  |  |  |
| Direct                                      | -  | -  | -  | -   | -   | -  | -  | -  |
| Indirect                                    | 47%  | 100%   | 100%   | 95%   | 95%   | 75%  | 48%  | 85%  |
| Method used to account the investment       | Full consolidation   | Full consolidation                                     | Full consolidation                           | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation   |

|   |  |  |  |  |
|---|--|--|--|--|
| Name  | Servicios SEFF S.A.<br>Chile   | LEM Laboratorios y<br>Asistencia Técnica<br>Limitada Chile   | TIC Investments Chile<br>SpA                               | Applus Brasil<br>Investimentos, Ltda   |
| Registered office                           | Calle Potrerillos<br>N°4141, Puerto del<br>Inca, ciudad de Calama<br>(Chile) | Avenida Huaytiquina<br>N°1601, ciudad de<br>Calama (Chile)   | Avenida Huaytiquina<br>N°1601, ciudad de<br>Calama (Chile) | Rua Dom José de<br>Barros, n° 177, 6ª<br>andar, conjunto 601,<br>sala 602, Vila Buarque,<br>CEP 01038-100, Sao<br>Paulo (Brazil) |
| Line of business                            | Personnel Transport  | Development of<br>projects, consultancies<br>and technical quality<br>control consultants for<br>construction, referring<br>to the quality of<br>materials and industrial<br>elements used for<br>construction and its<br>condition of application<br>of building works. | Holding company  | Holding company  |
| Active / Inactive                           | Active   | Active   | Active   | Active   |
| Ownership interest held by Group companies: |  |  |  |  |
| Direct                                      | -  | -  | -  | -  |
| Indirect                                    | 100%   | 100%   | 100%   | 100%   |
| Method used to account the investment       | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation   |

|   |  |   |  |  |  |   |  |  |
|---|--|---|--|--|--|---|--|--|
| Name  | Velosi S.à r.l.  | SAST international Ltd  | Velosi Asia<br>(Luxembourg) S.à r.l.   | Velosi Africa<br>(Luxembourg) S.à r.l.   | Velosi Europe<br>(Luxembourg) S.à r.l.   | Velosi Poland Sp z.o.o.                     | Velosi Europe Ltd  | Velosi Certification<br>Bureau LTD   |
| Registered office                           | 7, rue Robert Stümper  <br>L-2557-Luxembourg,<br>Grand Duchy of<br>Luxembourg, L-1653<br>Luxembourg<br>(Luxembourg). | IFC1, Level 1,<br>Esplanade, St. Heiler,<br>Jersey JE2 3BX,<br>Channel Islands<br>(Jersey). | 7, rue Robert Stümper  <br>L-2557-Luxembourg,<br>Grand Duchy of<br>Luxembourg, L-1653<br>Luxembourg<br>(Luxembourg). | 7, rue Robert Stümper  <br>L-2557-Luxembourg,<br>Grand Duchy of<br>Luxembourg, L-1653<br>Luxembourg<br>(Luxembourg). | 7, rue Robert Stümper  <br>L-2557-Luxembourg,<br>Grand Duchy of<br>Luxembourg, L-1653<br>Luxembourg<br>(Luxembourg). | Ul. Inflancka 4 00-189<br>Warszawa (Poland) | 1 Woodsite Business<br>Park, Whitley Wood<br>Lane, Reading, RG2<br>8LW (UK). | 1 Woodsite Business<br>Park, Whitley Wood<br>Lane, Reading, RG2<br>8LW (UK). |
| Line of business                            | Holding company  | Provision of<br>consultancy and<br>engineering services                                     | Holding company  | Holding company  | Holding company  | Publishing of other<br>programmes           | Provision of technical,<br>engineering and<br>industrial services            | Holding company  |
| Active / Inactive                           | Active   | Active  | Active   | Active   | Active   | Active                                      | Active   | Active   |
| Ownership interest held by Group companies: |  |   |  |  |  |   |  |  |
| Direct                                      | -  | -   | -  | -  | -  | -   | -  | -  |
| Indirect                                    | 100%   | 100%  | 100%   | 100%   | 100%   | 100%  | 100%   | 100%   |
| Method used to account the investment       | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation   | Full consolidation                          | Full consolidation   | Full consolidation   |

|   |   |  |   |   |   |  |  |  |
|---|---|--|---|---|---|--|--|--|
| Name  | Applus International Italy, Srl                             | Applus Italy, SRL  | IES - Velosi Norge AS                       | Applus Turkey Gozetim Hizmetleri Limited Sirketi        | Velosi LLC  | Velosi Malta I Ltd   | Velosi Malta II Ltd  | Applus Velosi Czech Republic, s.r.o.   |
| Registered office                           | 23807 Merate (LC), via De Gasperi, 113, Merate (Italy).     | Via Cinquantenario, 8 - 24044 Dalmine, Bergamo (BG) (Italy). | Sveiogata 40, 5514 Haugesund (Norway).      | 1042. Cadde 1319.Sokak No.9/5 Ovecler, Ankara (Turkey). | Azadlig Avenue 189, Apt 61, AZ1130 Baku (Azerbaijan).     | The Bastions, Office No. 2 Emlim Cremona Street, Floriana, FRN 1281 (Malta). | The Bastions, Office No. 2 Emlim Cremona Street, Floriana, FRN 1281 (Malta). | Prague 9, Ocelárská 35/1354 (Czech Republic).  |
| Line of business                            | Provision of technical, engineering and industrial services | Quality control, maintenance and inspection                  | Quality control, maintenance and inspection | Quality control, maintenance and inspection             | Provision of auxiliary services for oil and gas companies | Holding company  | Holding company  | Manufacturing, trade and services not listed in Appendix 1-3 of the Trade License Activity |
| Active / Inactive                           | Active  | Active   | Active                                      | Active  | Active  | Active   | Active   | Active   |
| Ownership interest held by Group companies: |   |  |   |   |   |  |  |  |
| Direct                                      | -   | -  | -   | -   | -   | -  | -  | -  |
| Indirect                                    | 80%   | 80%  | 60%   | 80%   | 100%  | 100%   | 100%   | 100%   |
| Method used to account the investment       | Full consolidation  | Full consolidation   | Full consolidation                          | Full consolidation                                      | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation   |

|   |  |  |   |   |  |   |  |   |
|---|--|--|---|---|--|---|--|---|
| Name  | Velosi Industries Sdn Bhd  | Applus Malaysia Sdn Bhd  | Velosi Plant Design Engineers Sdn Bhd   | Applus Singapore PTE Ltd  | Velosi (HK) Ltd  | Velosi Saudi Arabia Co Ltd  | Velosi Engineering Management Consultancy (Shanghai) Ltd Co.   | Velosi Siam Co Ltd  |
| Registered office                           | No. 152-3-18A, Kompleks Maluri, Jalan Jejaka, Taman Maluri, 55100 Kuala Lumpur (Malaysia). | No. 152-3-18A, Kompleks Maluri, Jalan Jejaka, Taman Maluri, 55100 Kuala Lumpur (Malaysia). | No. 152-3-18A, Kompleks Maluri, Jalan Jejaka, Taman Maluri, 55100 Kuala Lumpur (Malaysia).  | 521 Bukit Batok Street 23 Unit 5E, Excel Building, 659544 (Singapore)   | Level 12, 28 Hennessey Road, Wanchai (Hong Kong).  | Unit No. 1, Al-Qusur, Talal Al-Doha Building, Sub of Prince Mohammad bin Fahd Road, Dhahran, 34247-3229 (Saudi Arabia).   | Room 1304, Shengkang LiaoShi Building No. 738 Shang Cheng Road Pudong, Shanghai PRC, 200120 (China).                                     | 412, Sukhumvit 95, Bang Chak, Phra Khanong, Bangkok 10260 (Thailand). |
| Line of business                            | Investments, investment property and provision of engineering services                     | Provision of engineering and inspection services   | Provision of consultancy and engineering services for the design of plants, construction and engineering and the investment that they possess | Provision of specialized services in the area of repair of ships, tankers and other high sea vessels, and provision of rope access, testing and technical analyses for the oil and gas industries | Provision of management services, sales support, advisory and business development services to related companies | Provision of maintenance testing, fixing, examination of the welding and quality control for the pipes, machinery, equipment and other buildings in oil, gas and petrochemical facilities and to issue related certificates | Provision of consulting of Petroleum Engineering, technical consultation of mechanical engineering and consulting of business management | Holding company   |
| Active / Inactive                           | Active   | Active   | Active  | Active  | Active   | Active  | Active   | Active  |
| Ownership interest held by Group companies: |  |  |   |   |  |   |  |   |
| Direct                                      | -  | -  | -   | -   | -  | -   | -  | -   |
| Indirect                                    | 100%   | 100%   | 100%  | 100%  | 100%   | 60%   | 100%   | 100%  |
| Method used to account the investment       | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation  |

|   |   |  |   |  |  |   |   |   |
|---|---|--|---|--|--|---|---|---|
| Name  | Applus (Thailand) Company Limited                                     | Velosi Corporate Services Sdn Bhd  | Velosi International Holding Company BSC (c)                                | Velosi Certification Services LLC  | Velosi Certification for Consulting CO. W.L.L.   | PT Java Velosi Mandiri  | Velosi Certification WLL  | Velosi PromService LLC  |
| Registered office                           | 412, Sukhumvit 95, Bang Chak, Phra Khanong, Bangkok 10260 (Thailand). | No. 152-3-18A, Kompleks Maluri, Jalan Jejaka, Taman Maluri, 55100 Kuala Lumpur (Malaysia).   | Flat 42, Building 1033, Road 3731, Block 337, Menama/UMM Alhassam (Bahrain) | # 201, Block B, Abu Dhabi Business Hub, ICAD-1, Mussafah, PO Box 427 Abu Dhabi (United Arab Emirates).   | Yaal Mall, Al Fahaheel, Al Dabbous Street, Block# 11, Building# 11, 11th Floor, Office# 12 (Kuwait). | Pondok Indah Office Tower 2, 16th Floor, Suite 1602, Jl. Sultan Iskandar Muda Kav. VTA Pondok Indah, Jakarta Selatan 12310 (Indonesia).   | Building No 121340, First Floor New Salata, C Ring Road, P.O. Box 3408, Doha (Qatar).               | Russian Federation, 125130, Moscow, Staropetrovsky proezd, 7A, bld. 19, office 7 (Russia).  |
| Line of business                            | Provision of engineering and technical services                       | Provision of general management, business planning, coordination, corporate finance advisory, training and personnel management services | Holding company of a group of commercial, industrial and service companies  | Provision of construction project quality management services, management system certification, quality management of the maintenance of existing facilities and equipment and mandatory inspection services | Provision of industrial consultancy  | Provision of engineering consultancy services, such as quality control and non-destructive testing (NDT) inspection services, provision of skilled labor with vocational training | Provision of inspection and analysis and technical services in the area of qualified technical jobs | Provision of quality assurance and control, general inspection, corrosion control and services for the supply of labor for the oil and gas industries |
| Active / Inactive                           | Active  | Active   | Active  | Active   | Active   | Active  | Active  | Active  |
| Ownership interest held by Group companies: |   |  |   |  |  |   |   |   |
| Direct                                      | -   | -  | -   | -  | -  | -   | -   | -   |
| Indirect                                    | 100%  | 100%   | 100%  | 49%  | 24%  | 0%  | 24%   | 100%  |
| Method used to account the investment       | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation  |

|   |   |  |   |   |   |   |   |  |
|---|---|--|---|---|---|---|---|--|
| Name  | Velosi LLC  | Velosi Bahrain WLL   | Velosi LLC  | Velosi Quality Management International LLC   | Applus Kazakhstan LLC   | Velosi (B) Sdn Bhd  | Velosi Certification Services LLC   | Velosi Philippines Inc   |
| Registered office                           | Kurilskaya Str., 38, 693000 Yuzhno-Sakhalinsk, Sakhalin Region, (Russia). | Flat 11, Building 1033, Road 3721, Block 337, Menama / UMM Alhassam (Bahrain).                                 | Block no 227 Stella Building, Post Box 231 Hamriya. Way no 2748 (Oman). | Unit 201, 2nd floor, Emaar Business Park 4, Sheikh Zayed Road, The Greens, PO Box 337201, Dubai (United Arab Emirates). | Building #31A, Akzhal lane, Atyrau, Atyrau Oblast, 060002 (Kazakhstan). | Lot 5211, Spg. 357, Jln Maulana, KA 2931 Kuala Belait, Negara Brunei Darussalam (Brunei). | 17, Chimkent Street, Mirobod District, 100029 Tashkent (Uzbekistan).                    | 1004, 10F, Pagibig WT Tower, Cebu Business Park, Ayala, Cebu City (Philippines).         |
| Line of business                            | Holding Company   | Provision of quality control and standardization services, industrial inspection services and general services | Provision of certification, engineering and inspection services         | Provision of certification, engineering and inspection, onshore and/or offshore services                                | Provision of services in the area of industrial safety                  | Provision of quality control and engineering services for the oil and gas industries      | Provision of inspection, certification, monitoring and other types of business activity | Provision of inspection, quality control, certification and business process outsourcing |
| Active / Inactive                           | Active  | Active   | Active  | Active  | Active  | Active  | Active  | Active   |
| Ownership interest held by Group companies: |   |  |   |   |   |   |   |  |
| Direct                                      | -   | -  | -   | -   | -   | -   | -   | -  |
| Indirect                                    | 100%  | 100%   | 50%   | 49%   | 80%   | 30%   | 80%   | 100%   |
| Method used to account the investment       | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation  | Full consolidation  | Equity method   | Full consolidation  | Full consolidation   |

|   |   |   |   |  |  |  |   |   |
|---|---|---|---|--|--|--|---|---|
| Name  | Dijla & Furat Quality Assurance, LLC.               | Applus Korea Co, Ltd.   | Oman Inspection and Certification Services  | Applus Japan KK  | Applus Senegal SURL  | Applus Steel Test (Pty) Ltd  | Applus Velosi (Ghana) Ltd   | Velosi Angola Prestação de Serviços Ltda  |
| Registered office                           | Ramadan Area, District 623-S, No.1, Baghdad (Iraq). | 194 Myeongbonggeonam-ro, Onsan-eup, Ulju-gun, Ulsan (Republic of Korea).  | P.O. Box 15, South Alkhuawir, Bawshar, Muscat Governorate (Oman)  | Yamauchi Building 3F 3-24-8 Nishi Shimbashi, Minato-ku, Tokyo (Japan).                       | Almadies, route de Ngor, immeuble SIA, 14er étage, Dakar (Senegal)   | 28 Senator Rood Road, 1939 Vereeniging (Republic of South Africa). | 2nd Floor, Design House, Ring Road East, Accra (Ghana).             | Rua Marien Ngouabi 37, 5º apartamento 53, Maianga, Luanda (Angola).   |
| Line of business                            | Provision of quality control and training services  | Provision of training and consulting for services related to technical engineering, hiring-out of manpower and materials and leasing of properties. | Provision of non-destructive testing services (NDT), environmental and safety services (HSE), quality control and engineering services. | Provision of quality and inspection services, man power, NDT tests and industrial consulting | Provide quality assurance and quality control services to the oil and gas industry in Senegal and in the CDEAO | Pipe and steel thickener testing                                   | Provision of inspection, quality control and certification services | Provision of quality assurance and control, inspection, supply of technical manpower, certification and regulatory inspection, NDE specialized services and engineering |
| Active / Inactive                           | Active  | Active  | Active  | Active   | Active   | Active   | Active  | Active  |
| Ownership interest held by Group companies: |   |   |   |  |  |  |   |   |
| Direct                                      | -   | -   | -   | -  | -  | -  | -   | -   |
| Indirect                                    | 100%  | 100%  | 50%   | 100%   | 100%   | 75%  | 49%   | 44%   |
| Method used to account the investment       | Full consolidation                                  | Full consolidation  | Full consolidation  | Integración global   | Integración global   | Full consolidation   | Full consolidation  | Full consolidation  |

|   |   |   |  |  |   |  |   |  |
|---|---|---|--|--|---|--|---|--|
| Name  | Velosi Superintendend Nigeria Ltd   | Velosi Uganda LTD   | Applus Velosi SA (Pty) Ltd   | Velosi Gabon (SARL)  | Applus Steel Test Secunda (PTY), LTD.                           | Applus Velosi Egypt, LLC   | Velosi Mozambique LDA   | Applus Velosi Angola, Lda.   |
| Registered office                           | 3A Alabi Street, Off Toyin Street, Ikeja - Lagos (Nigeria).   | 3rd Floor, Rwenzori House, Plot 1, Lumumba Avenue, PO Box 10314 Kampala (Uganda). | 128 Senator Road, 1939 Vereeniging (Republic of South Africa).               | Cité Shell, Port-Gentil in Gabon, BP: 2 267 (Gabon).   | 11 Viscount, Road Bedfordview 2007, (Republic of South Africa). | 27, Ali El-Gendy St., Nasr City, Cairo (Egypt).  | Avenida Kim II Sung, 961 - Bairro Sommershield - Distrito Urbano 1, Maputo Cidade (Mozambique).   | Condominio Mirantes de Talatona, Rua das Acácias, casa B13, Luanda (Angola).   |
| Line of business                            | Provision of services (quality assurance and control, general inspection, corrosion control and supply of labor) for the oil and gas industries | Provision of business consulting and management services                          | Provision of services related with the quality of the oil and gas industries | Provision of security and environmental services (HSE), quality control and engineering in the oil and gas sector. | Inspection of pipes and steel thickness                         | Provision of engineering consultancy in the oil sector, the maritime business, power generation and mining, as well as management consulting | Provision of consultancy services and technical assistance in the oil and gas industries, such as labor force services, and other specialized services in non-destructive trials, controls, quality inspections and asset integrity | Provision of quality assurance and control, inspection, supply of technical manpower, certification and specialized services in NDT and engineering. |
| Active / Inactive                           | Active  | Active  | Active   | Active   | Active  | Active   | Active  | Active   |
| Ownership interest held by Group companies: |   |   |  |  |   |  |   |  |
| Direct                                      | -   | -   | -  | -  | -   | -  | -   | -  |
| Indirect                                    | 30%   | 100%  | 100%   | 75%  | 100%  | 100%   | 74%   | 49%  |
| Method used to account the investment       | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation   | Full consolidation  | Full consolidation   | Full consolidation  | Full consolidation   |

|   |  |  |   |   |   |  |  |
|---|--|--|---|---|---|--|--|
| Name  | Applus India Private Limited   | Applus Mozambique Limitada   | K2 Do Brasil Services Ltda  | Applus Velosi America LLC   | Applus Velosi Canada Ltd  | Applus K2 America, LLC   | Velosi Australia Pty Ltd   |
| Registered office                           | #402, Vijaysri Nivas, Prakash Nagar, Begumpet, Hyderabad – 500 016. Telenagana (India) | Paulo Samuel Kankhomba Avenue, number 3,371, Maputo City (Mozambique).   | Avenida Nossa Senhora da Gloria, 2.643, Cavaleiros, Macae - RJ, CEP27920-360, Macae (Brazil).   | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA).  | 2600 Manulife Place 10180 - 101st Street, Edmonton, AB T5J 3Y2 (Canada) | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA).   | Unit 9, 783 Kingsford Smith Drive, Eagle Farm, Queensland 4009 (Australia) |
| Line of business                            | Provision of labor supply services for the oil and gas industries                      | Provision of consulting and technical assistance services in the oil and gas industry, man power services, NDT specialized tests, controls and quality inspections and provision of asset integrity services | Provision of updating, repair, modification and control of onshore and offshore oil facilities, inspection and development of design services, manufacture of components and machinery structures and supply of qualified labor | Provision of labor supply services for the oil and gas industries | Provision of labor supply services for the oil and gas industries       | Providing solutions for owners and operators of drilling rigs and FPSO in America, including inspection services, repair and maintenance, structural design and analysis and training services | Holding company  |
| Active / Inactive                           | Active   | Active   | Active  | Active  | Active  | Active   | Active   |
| Ownership interest held by Group companies: |  |  |   |   |   |  |  |
| Direct                                      | -  | -  | -   | -   | -   | -  | -  |
| Indirect                                    | 100%   | 49%  | 100%  | 100%  | 100%  | 100%   | 100%   |
| Method used to account the investment       | Full consolidation   | Integración global   | Full consolidation  | Full consolidation  | Full consolidation  | Full consolidation   | Full consolidation   |

Note: the % of ownership of the Group companies reported corresponds to the legal interest.

Appendix II - Out of the scope of consolidation

|   |  |   |                                       |  |   |   |  |   |
|---|--|---|---------------------------------------|--|---|---|--|---|
| Name  | Velosi Turkmenistan  | Velosi Services L.L.C.<br>(Russia)  | Velosi Cameroun Sàrl                  | Applus Velosi Kenya Limited  | Velosi Do Brasil Ltda   | Idiada Homologation Technical Service, S.L.U.         | Applus Centro de Capacitación, S.A.                | Applus RTD UK Holding, Ltd  |
| Registered office                           | Ashgabat City, Kopetdag District, Turkmenbashi, Avenue, No. 54 (Turkmenistan). | Kommunistichesky prospect, 32, suit 610, Yuzhno-Sakhalinsk, Sakhalin Region (Russia). | Douala, PO Box 15805, Akwa (Cameroon) | 3rd floor, Kiganjo House, Rose Avenue Off Denis Pritt Road L.R No 1/1870, Nairobi P.O Box 50719 - 00200, Nairobi (Kenya).  | Praia Do Flamengo 312, 9 Andar Parte Flamengo, Rio De Janeiro (Brazil). | L'Albornar s/n 43710 Santa Oliva - Tarragona (Spain). | Agustinas N°640, Piso 9, Santiago de Chile (Chile) | Unit 2, Blocks C and D, West Mains Industrial Estate, Grangemouth, FK3 8YE, Scotland (UK) |
| Line of business                            | No line of business  | No line of business   | No line of business                   | Services of provision of quality control, technical engineering of labor and consulting, Non Destructive Testing and certification, electrical inspection, engineering and project management and supervision of construction services | No line of business   | Engineering, testing and certification                | Provision of training services                     | Holding company   |
| Active / Inactive                           | Inactive   | Inactive  | Inactive                              | Inactive   | Inactive  | Inactive  | Inactive   | Inactive  |
| Ownership interest held by Group companies: |  |   |                                       |  |   |   |  |   |
| Direct                                      | -  | -   | -                                     | -  | -   | -   | -  | -   |
| Indirect                                    | 100%   | 100%  | 100%                                  | 100%   | 98%   | 80%   | 95%  | 100%  |

|   |   |   |  |  |   |   |  |   |
|---|---|---|--|--|---|---|--|---|
| Name  | Applus RTD Lic.   | Applus Aerospace UK, Limited  | Technical Inspection Services, Ltd   | Velosi Asia Kish (Iran)  | VAIL Consultancy Services DMCC  | Velosi Engineering Projects Pte Ltd                               | Velosi Energy Consultants Sdn Bhd  | Velosi CBL (M) Sdn Bhd  |
| Registered office                           | KhStaropetrovsky proezd, 7-A, bld. 19 Moscú 125130 (Russia)   | Unit 2, Blocks C and D, West Mains Industrial Estate, Grangemouth, FK3 8YE, Scotland (UK) | Unit 21, Hither Green Industrial Estate, Clevedon, North Somerset, BS21 6XU (UK) | No. 7, Second Floor, Block B28, Pars Commercial Complex, South-West of the Port Area (Iran). | DMCC Business Centre - Level No 1 - Jewellery & Gemplex 3 Dubai (United Arab Emirates). | 521, Bukit Batok Street 23, Unit 5E, 659544 Singapore (Singapore) | No. 152-3-18A, Kompleks Maluri, Jalan Jejaka, Taman Maluri, 55100 Kuala Lumpur (Malaysia).   | C/o AGL Management Associates Sdn Bhd, No. 152-3-18A, Kompleks Maluri, Jalan Jejaka, Taman Maluri, 55100 Kuala Lumpur (Malaysia). |
| Line of business                            | Purchase of equipment and refills, installation, reparation and maintainance of the equipment, engineering services and devolment of scientific investigation | Non-destructive services from the aerospace business.                                     | Certification by non-destructive testing services                                | No line of business  | No line of business   | Provision of third-party inspection services                      | Provision of consultancy services for all engineering activities and the supply of local and foreign experts for the generation of oil and gas energy, marine, energy conservation, mining and all other industries, together with the engineering and maintenance of refining vessels, oil platforms, platforms, petrochemical plants and the supply of qualified labor | Provision of equipment inspection services  |
| Active / Inactive                           | Inactive  | Inactive  | Inactive   | Inactive   | Inactive  | Inactive  | Inactive   | Inactive  |
| Ownership interest held by Group companies: |   |   |  |  |   |   |  |   |
| Direct                                      | -   | -   | -  | -  | -   | -   | -  | -   |
| Indirect                                    | 100%  | 100%  | 100%   | 97%  | 80%   | 100%  | 100%   | 100%  |

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| Name  | Velosi Ukraine LLC  | Precision for Engineering Services, Project Management, Vocational Training and Importation of Man Power, LLC. | Midstream Technical Inspection Services, LLC                               | QA Management Services Pty Ltd  | Velosi Jorson Sdn Bhd (Brunei)   |
| Registered office                           | 5A Pitserska Street, 03087 Kyiv (Ukraine).                            | Al-Shamasiyah District Section No. 316 Street 15 house 37 1, Basra (Iraq)                                      | 3 Sugar Creek Center Blvd. Suite 600 Sugar Land, TX 77478 (USA).           | Unit 9, 783 Kingsford Smith Drive, Eagle Farm, Queensland 4009 (Australia)  | LOT 5211. Simpang 357, Jalan Maulana, Kuala Belait KA2931, Brunei Darussalam (Brunei).                                   |
| Line of business                            | Provision of auxiliary services in the oil and natural gas industries | Buy, lease, ownership of personal property, intellectual property and the sale of said goods                   | Supply of certifications for pipelines belonging to the oil and gas sector | Provision of quality assurance services, such as worldwide inspection and ISO 9000 Quality Management Consultancy, training courses, quality control software packages and specialized labor services | Provision of non-destructive testing services (NDT), technological development, transformation and technical consulting. |
| Active / Inactive                           | Inactive  | Inactive   | Inactive   | Inactive  | Active   |
| Ownership interest held by Group companies: |   |  |  |   |  |
| Direct                                      | -   | -  | -  | -   | -  |
| Indirect                                    | 100%  | 100%   | 100%   | 100%  | 15%  |

*Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails*

## AUDITOR'S REPORT ON THE INFORMATION RELATING TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) OF THE APPLUS GROUP FOR 2020

To the Directors of Applus Services, S.A.:

As requested by the Board of Directors of Applus Services, S.A. and Subsidiaries ("the Applus Group") and in accordance with our proposal-letter of December 3, 2020, we have applied certain procedures to the information relating to the ICFR system included in section F of the Annual Corporate Governance Report ("ACGR") of the Applus Group for 2020, which summarises the internal control procedures of the Entity in relation to its annual financial reporting.

The Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the information relating to the ICFR system.

It should be noted in this regard, irrespective of the quality of the design and operating effectiveness of the internal control system adopted by the Applus Group in relation to its annual financial reporting, that the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our audit work on the financial statements and pursuant to Technical Auditing Standards, the sole purpose of our assessment of the internal control of the Applus Group was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Applus Group's financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the Guidelines on the Auditors' Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Applus Group's annual financial reporting for 2020 described in the information relating to the ICFR system. Therefore, had we applied procedures additional to those described below or performed an audit or a review of the internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

Also, since this special engagement does not constitute an audit of financial statements and is not subject to the Consolidated Spanish Audit Law, we do not express an audit opinion in the terms provided for in that Law.

The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Applus Group in relation to the ICFR system - disclosure information included in the directors' report- and assessment of whether this information addresses all the information required in accordance with the minimum content described in section F, relating to the description of the ICFR system, of the model ACGR established in CNMV Circular no. 5/2013, of 12 June 2013, and subsequent modifications, the most recent being CNMV Circular no. 1/2020, of 6 October 2020 ("the CNMV Circulars").
2. Questioning of personnel responsible for the drawing up of the information detailed in point 1 above: (i) to obtain an understanding of the process that goes into drawing up the information; (ii) to obtain information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) to obtain information on whether the control procedures described are in place and functioning at the Applus Group.
3. Review of the explanatory supporting documentation for the information detailed in point 1 above, including the documentation furnished directly to the personnel in charge of preparing the ICFR system descriptive information. In this regard, the aforementioned documents include reports prepared for the Audit and Control Committee by internal audit, senior management and other internal or external specialists.
4. Comparison of the information detailed in point 1 above with the knowledge on the Applus Group's ICFR system obtained through the procedures applied during the financial statement audit work.
5. Reading of the minutes taken at meetings of the Board of Directors, Audit and Control Committee and other committees of the Applus Group to evaluate the consistency between the ICFR business transacted and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

This report has been prepared exclusively in the context of the requirements established by article 540 of the consolidated text of the corporate enterprises act Corporate Enterprises Act, and by the aforementioned CNMV Circulars, for the purposes of the description of the ICFR system in Annual Corporate Governance Reports.

DELOITTE, S.L.

Ana Torrens

February 19, 2021

**ANNUAL CORPORATE GOVERNANCE REPORT  
FOR LISTED COMPANIES**

**ISSUER IDENTIFICATION**

YEAR- END DATE

31/12/2020

Tax Identification No. [C.I.F.]: A-64622970

**Company Name:**

APPLUS SERVICES, S.A.

**Registered Office:**

CALLE CAMPEZO 1, EDIFICIO 3, 28022 MADRID

**ANNUAL CORPORATE GOVERNANCE REPORT  
FOR LISTED COMPANIES**

**A CAPITAL STRUCTURE**

A.1. Complete the table below with details of the share capital of the company:

| Date of last change | Share capital (Euros) | Number of shares | Number of voting rights |
|---------------------|-----------------------|------------------|-------------------------|
| 27/09/2017          | 14,301,843.00         | 143,018,430      | 143,018,430             |

Please state whether there are different classes of shares with different associated rights:

Yes  No

| Class | Number of shares | Par value | Number of votes | Associated rights |
|-------|------------------|-----------|-----------------|-------------------|
|       |                  |           |                 |                   |

A.2. Please provide details of the company's significant direct and indirect shareholders at year-end, excluding any directors:

| Name of shareholder                       | % of shares carrying voting rights |          | % of voting rights through financial instruments |          | % of total voting rights |
|---|------------------------------------|----------|--|----------|--------------------------|
|   | Direct                             | Indirect | Direct   | Indirect |                          |
| RIVER AND MERCANTILE ASSET MANAGEMENT LLP |                                    | 5.05     |  |          | 5.05                     |
| NORGES BANK                               | 4.53                               |          | 0.46   |          | 4.99                     |
| SOUTHEASTERN ASSET MANAGEMENT, INC        |                                    | 3.33     |  |          | 3.33                     |
| THREADNEEDLE ASSET MANAGEMENT LIMITED     |                                    | 3.09     |  |          | 3.09                     |
| INVESCO LTD                               |                                    | 3.06     |  |          | 3.06                     |
| FIDELITY INTERNATIONAL LIMITED            |                                    | 2.19     |  |          | 2.19                     |
| MELQART OPPORTUNITIES MASTER FUND LIMITED |                                    |          | 0.07   |          | 0.07                     |

Breakdown of the indirect holding:

| Name of indirect shareholder | Name of direct shareholder | % of shares carrying voting rights | % of voting rights through financial instruments | % of total voting rights |
|------------------------------|----------------------------|------------------------------------|--|--------------------------|
|                              |                            |                                    |  |                          |

|   |  |       |   |       |
|---|--|-------|---|-------|
| RIVER AND MERCANTILE ASSET MANAGEMENT LLP | RIVER AND MERCANTILE PLC                                 | 5.05  | - | 5.05  |
| INVESCO LTD                               | INVESCO OPPENHEIMER INTERNATIONAL SMALL-MID COMPANY FUND | 3.03  | - | 3.03  |
| INVESCO LTD                               | INVESCO CAPITAL MANAGEMENT LLC                           | 0.02  | - | 0.02  |
| INVESCO LTD                               | INVESCO ADVISERS INC                                     | 0.007 | - | 0.007 |
| FIL INTERNATIONAL LIMITED                 | FIL INVESTMENTS INTERNATIONAL                            | 1.81  | - | 1.81  |
| FIL INTERNATIONAL LIMITED                 | FIL LIMITED  | 0.37  | - | 0.37  |

**State the most significant shareholder structure changes during the year:**

| Name of the shareholder               | Date of the transaction | Description                                    |
|---------------------------------------|-------------------------|--|
| INVESCO LTD                           | 29/05/2020              | It has increased above 3% in the capital stock |
| SOUTHEASTERN ASSET MANAGEMENT, INC    | 29/07/2020              | It has increased above 3% in the capital stock |
| FIDELITY INTERNATIONAL LIMITED        | 29/07/2020              | It has increased above 2% in the capital stock |
| DWS INVESTMENT GMBH                   | 25/11/2020              | It has increased above 3% in the capital stock |
| THREADNEEDLE ASSET MANAGEMENT LIMITED | 10/12/2020              | It has increased above 3% in the capital stock |
| HARRIS ASSOCIATES LP                  | 22/12/2020              | It has decreased below 3% in the capital stock |

**A.3. In the following tables, list the members of the Board of Directors (hereinafter "directors") with voting rights in the company:**

| Name of director         | % of shares carrying voting rights |          | % of voting rights through financial instruments |          | % of total voting rights | % voting rights that can be transmitted through financial instruments |          |
|--------------------------|------------------------------------|----------|--|----------|--------------------------|---|----------|
|                          | Direct                             | Indirect | Direct   | Indirect |                          | Direct  | Indirect |
| BASABE ARMIJO, FERNANDO  | 0.01                               | -        | 0.1  | -        | 0.11                     | -   | -        |
| CAMPBELL NELSON, RICHARD | 0.05                               | -        | -  | -        | 0.05                     | -   | -        |
| JOAN AMIGO CASAS         | 0.02                               | -        | 0.3  | -        | 0.05                     | -   | -        |
| COLE, CHRISTOPHER        | 0.01                               | -        | -  | -        | 0.01                     | -   | -        |

|   |      |   |   |   |      |   |   |
|---|------|---|---|---|------|---|---|
| HOFMEISTER,<br>JOHN DANIEL                      | 0.01 | - | - | - | 0.01 | - | - |
| VILLEN<br>JIMENEZ,<br>NICOLAS                   | 0.01 | - | - | - | 0.01 | - | - |
| M <sup>a</sup> CRISTINA<br>HENRIQUEZ<br>DE LUNA | 0.00 | - | - | - | 0.00 | - | - |

|   |      |
|---|------|
| <b>Total percentage of voting rights held by the Board of Directors</b> | 0.24 |
|---|------|

|  |
|--|
| <b>Remarks</b>                                     |
| Maria Cristina Henriquez de Luna holds 650 shares. |

**Breakdown of the indirect holding:**

| Name of indirect shareholder | Name of direct shareholder | % of shares carrying voting rights | % of voting rights through financial instruments | % of total voting rights | % voting rights that can be transmitted through financial instruments |
|------------------------------|----------------------------|------------------------------------|--|--------------------------|---|
| N/A                          | N/A                        | N/A                                | N/A  | N/A                      | N/A   |

**A.4** If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A.6:

| Name of related Party | Nature of relationship | Brief description |
|-----------------------|------------------------|-------------------|
| N/A                   |                        |                   |

**A.5** If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or group, unless they are insignificant or arise in the ordinary course of business:

| Name of related Party | Nature of relationship | Brief description |
|-----------------------|------------------------|-------------------|
| N/A                   |                        |                   |

**A.6** Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of proprietary directors. Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

| Name or company name of related director or representative | Name or company name of related significant shareholder | Company name of the group company of the significant shareholder | Description of relationship/post |
|--|---|--|----------------------------------|
|  |   |  |                                  |

|     |  |  |  |
|-----|--|--|--|
| N/A |  |  |  |
|-----|--|--|--|

**A.7 State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the *Ley de Sociedades de Capital* ("Corporate Enterprises Act" or "LSC"). If so, describe these agreements and list the party shareholders:**

Yes  No

| Parties to the shareholders' agreement | Percentage of affected shares | Brief description of the agreement | Date of termination of agreement, if applicable |
|--|-------------------------------|------------------------------------|---|
| N/A                                    |                               |                                    |   |

**State whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:**

Yes  No

| Parties to the concerted action | Percentage of affected shares | Brief description of the agreement | Date of termination of agreement, if applicable |
|---------------------------------|-------------------------------|------------------------------------|---|
| N/A                             |                               |                                    |   |

**If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:**

N/A

**A.8 State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the *Ley de Mercados de Valores* ("Spanish Securities Market Act" or "LMV"). If so, please identify them:**

Yes  No

| Name of individual or company |
|-------------------------------|
| N/A                           |

**A.9 Complete the following table with details of the company's treasury shares:**

**At the close of the year:**

| Number of direct shares | Number of indirect shares (*) | Total percentage of share |
|-------------------------|-------------------------------|---------------------------|
| 317,809                 | N/A                           | 0.22                      |

**(\*) through:**

| Name of direct shareholder | Number of direct shares |
|----------------------------|-------------------------|
| N/A                        | N/A                     |
| Total:                     | N/A                     |

Explain any significant changes during the year:

| Explain significant changes |
|-----------------------------|
| N/A                         |

**A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.**

The General Shareholders Meeting of 29 May 2020 agreed to “authorize the Company’s Board of Directors, with power to sub-delegate, so it may proceed with a derivative acquisition of its own shares, in accordance with article 146 of the Spanish Companies Act in the terms established below:

1. The acquisitions may be made either directly by the Company or indirectly through any of its subsidiaries, in the same terms as described herein;
2. The acquisition may be made as a sale and purchase, swap or goods received in lieu of payment, or any other transaction legally permitted, once or several times;
3. The number of shares acquired, when added to those already held by the Company, shall not exceed ten per cent (10%) of the capital stock;
4. The price or consideration will range between the face value of the shares and one hundred and ten per cent (110%) of their listed price;
5. The authorisation will remain valid for a maximum term of 5 years as of today.

*It is hereby expressly noted that any shares acquired as a result of this authorisation may be used either for disposal or redemption, or towards the direct delivery of these shares to the employees or Directors of the Company or any of the group companies, or as a consequence of the exercise of any option rights or the application of any remuneration systems.*

*To revoke, to the extent of the unused amount, the authorization granted by the General shareholders Meeting in 18 June 2015”*

**A.11 Estimated floating capital:**

|                            | %     |
|----------------------------|-------|
| Estimated floating capital | 77.76 |

**A.12 State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorization or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company’s financial instruments.**

Yes  No

| Description of restrictions |
|-----------------------------|
| N/A                         |

**A.13** State if the shareholders have resolved at a meeting to adopt measures to neutralize a take-over bid pursuant to the provisions of Act 6/2007.

Yes  No

If so, please explain the measures approved and the terms under which such limitations would cease to apply:

|   |
|---|
| <b>Explain the measures approved and the terms under which such limitations would cease</b> |
| N/A   |

**A.14** State if the company has issued shares that are not traded on a regulated EU market.

Yes  No

If so, please list each type of share and the rights and obligations conferred on each.

|                                |
|--------------------------------|
| <b>List each type of share</b> |
| N/A                            |

## **B** GENERAL SHAREHOLDERS' MEETING

**B.1** State whether there are any differences between the quorum established by the LSC for General Shareholders' Meetings and those set by the company and if so, describe them in detail:

Yes  No

|                                    | <b>% quorum different from that contained in Article 193 LSC for general matters</b> | <b>% quorum different from that contained in Article 194 LSC for special resolutions</b> |
|------------------------------------|--|--|
| <b>Quorum required at 1st call</b> | N/A  | N/A  |
| <b>Quorum required at 2nd call</b> | N/A  | N/A  |

|                                   |
|-----------------------------------|
| <b>Description of differences</b> |
| N/A                               |

**B.2** State whether there are any differences in the company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the Spanish Companies Act (LSC) and, if so, explain:

Yes  No

Describe how it is different from that contained in the LSC.

|   | <b>Qualified majority different from that established in Article 201.2 LSC for Article 194.1 LSC matters</b> | <b>Other matters requiring a qualified majority</b> |
|---|--|---|
| <b>% established by the company for adoption of resolutions</b> | N/A  | N/A   |

| Description of differences |
|----------------------------|
| N/A                        |

- B.3 State the rules for amending the company's Articles of Association. In particular, state the majorities required for amendment of the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.**

|   |
|---|
| <p>In accordance with Spanish Companies Act, in order for a General Meeting to be validly convened, for an amendment of the By-laws, article 16.8 (b) of the Regulations will apply, whereby it will be necessary for the attendance of shareholders, present or represented at first call that hold at least fifty per cent (50%) of the subscribed voting capital stock. At second call, it will suffice for twenty-five per cent (25%) of the capital stock to attend.</p> <p>In order for the General Shareholders Meeting to adopt resolutions that entail an amendment of the By-laws, article 21.1 (b) of the Regulations will apply, whereby an absolute majority will be required if more than fifty per cent (50%) of the voting capital stock subscribed is present. However, it will require the favourable vote of at least two thirds (2/3) of the voting capital stock in attendance when in the second call more than twenty-five per cent (25%) of the voting capital stock is present and in case it does not reach the fifty per cent (50%).</p> |
|---|

- B.4 Give details of attendance at General Shareholders' Meetings held during the year of this report and the previous year:**

| Date of General Meeting   | Attendance data      |                    |                   |       | Total |
|---------------------------|----------------------|--------------------|-------------------|-------|-------|
|                           | % physically present | % present by proxy | % distance voting |       |       |
|                           |                      |                    | Electronic voting | Other |       |
| 29/05/2020                | 0.16                 | 70.38              | 0                 | 0.79  | 71.33 |
| 30/05/2019                | 0.29                 | 6.91               | 0                 | 1.44  | 68.64 |
| 31/05/2018                | 0.25                 | 71.89              | 0                 | 0.109 | 72.25 |
| <b>Of which floating:</b> | 0.02                 | 70.38              | 0                 | 0.75  | 71.14 |

| Remarks   |
|---|
| The Company considers very positively and appreciates the regular communication with its shareholders and the support received by them in the 2020 AGM, especially considering the circumstances under COVID-19, since, with a high number of floating capital, the quorum was 71.33 of the share capital (71.24% for shares with voting rights). |

- B.5 State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by the shareholders for any reason.**

Yes  No

| Points on agenda not approved | % votes against (*) |
|-------------------------------|---------------------|
| N/A                           | N/A                 |

(\*) If the non-approval of the point is for a reason other than the votes against, this will be explained in the text part and "N/A" will be placed in the "% votes against" column.

**B.6 State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:**

Yes  No

|  |     |
|--|-----|
| Number of shares required to attend General Meetings | N/A |
| Number of shares required for distance voting        | N/A |

**B.7 State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting.**

Yes  No

|  |
|--|
| Explain the decisions that must be subject to the General Shareholders' Meeting, other than those established by law |
| N/A  |

**B.8 State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.**

|   |
|---|
| The corporate website is available at <a href="http://www.applus.com">www.applus.com</a> . At the top, under "Investor Relations", full information is provided on corporate governance and General Meetings. Specifically, through the following links- <a href="http://www.applus.com/es/InvestorRelations/Corporate-governance">http://www.applus.com/es/InvestorRelations/Corporate-governance</a> and <a href="http://www.applus.com/es/InvestorRelations/Shareholders-meetings">http://www.applus.com/es/InvestorRelations/Shareholders-meetings</a> - direct access is provided to information on corporate governance and General Meetings, respectively. |
|---|

## **C COMPANY ADMINISTRATIVE STRUCTURE**

### **C.1 Board of Directors**

**C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:**

|  |    |
|--|----|
| Maximum number of directors                    | 12 |
| Minimum number of directors                    | 9  |
| Number of directors set by the general meeting | 10 |

|  |
|--|
| Remarks  |
| The number of directors was established by the Shareholders' meeting on 30 May 2019. |

**C.1.2 Please complete the following table on directors:**

| Name of director | Natural person | Director category | Position on the | Date first appointed | Last re-election | Method of selection to Board | Birth date |
|------------------|----------------|-------------------|-----------------|----------------------|------------------|------------------------------|------------|
|------------------|----------------|-------------------|-----------------|----------------------|------------------|------------------------------|------------|

|  | representative |                 | Bboard   | to Board   | date       |   |            |
|--|----------------|-----------------|----------|------------|------------|---|------------|
| CHRISTOPHER COLE                           | N/A            | INDEPENDENT     | CHAIRMAN | 07/05/2014 | 31/05/2018 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 30/08/1946 |
| RICHARD CAMPBELL NELSON                    | N/A            | INDEPENDENT     | MEMBER   | 01/10/2009 | 31/05/2018 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 11/02/1943 |
| JOHN DANIEL HOFMEISTER                     | N/A            | INDEPENDENT     | MEMBER   | 1/07/2013  | 31/05/2018 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 18/01/1948 |
| ERNESTO MATA LÓPEZ                         | N/A            | OTHER EXTERNALS | MEMBER   | 29/11/2007 | 31/05/2018 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 06/03/1941 |
| NICOLÁS VILLÉN JIMÉNEZ                     | N/A            | INDEPENDENT     | MEMBER   | 27/10/2015 | 29/05/2020 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 19/11/1949 |
| MARIA CRISTINA HENRIQUEZ DE LUNA BASAGOITI | N/A            | INDEPENDENT     | MEMBER   | 21/07/2016 | 21/07/2016 | BOARD OF DIRECTORS APPOINTMENT ("Cooptación") – RATIFIED BY AGM | 15/09/1966 |
| MARIA JOSÉ ESTERUELAS AGUIRRE              | N/A            | INDEPENDENT     | MEMBER   | 20/02/2019 | 20/02/2019 | BOARD OF DIRECTORS APPOINTMENT ("Cooptación") – RATIFIED BY AGM | 21/03/1972 |
| ESSIMARI KAIRISTO                          | N/A            | INDEPENDENT     | MEMBER   | 09/04/2019 | 09/04/2019 | BOARD OF DIRECTORS APPOINTMENT ("Cooptación") – RATIFIED BY AGM | 28/05/1966 |
| FERNANDO BASABE ARMIJO                     | N/A            | EXECUTIVE       | MEMBER   | 01/02/2011 | 31/05/2018 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 11/08/1959 |
| JOAN AMIGÓ CASAS                           | N/A            | EXECUTIVE       | MEMBER   | 30/05/2019 | 30/05/2019 | GENERAL SHAREHOLDERS MEETING RESOLUTION                         | 21/07/1966 |

|                           |    |
|---------------------------|----|
| Total number of directors | 10 |
|---------------------------|----|

State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:

| Name of director | Director type at time of leaving | Date of last appointment | Date director left | Specialized committees of which he/she was a member | Indicate whether the director left before the end of the term |
|------------------|----------------------------------|--------------------------|--------------------|---|---|
| N/A              | N/A                              | N/A                      | N/A                | N/A   | N/A   |

C.1.3 Complete the following tables regarding the members of the Board and their Categories:

**EXECUTIVE DIRECTORS**

| Name or company name of director | Post in organizational chart of the company | Profile |
|----------------------------------|---|---------|
|                                  |   |         |

|                           |     |  |
|---------------------------|-----|--|
| FERNANDO BASABE<br>ARMIJO | CEO | Mr Basabe holds a degree in Law from the Universidad Complutense de Madrid and an MBA from IESE (Barcelona). Before joining Applus+, Mr Basabe spent 15 years at SGS S.A. in different senior management positions, ultimately becoming the Chief Operating Officer for Western Europe. He started his career at Manufacturers Hanover Trust Co. (JP Morgan & Co), where he held different positions within the corporate banking division. He was initially appointed as Executive Director of Applus on 1 February 2011.   |
| JOAN AMIGO CASAS          | CFO | Joan holds a degree in Economics from the Autonomous University of Barcelona as well as completing an IESE Business School's Executive Development Program, a Global Business Strategy Program at Wharton, University of Pennsylvania and an Advanced Management Program at ESADE Business School. Before joining Applus+, he held positions in PWC, where he started his career as external auditor, and Bimbo (Sara Lee), where he held various senior positions: Vice President and Chief Financial Officer, Financial Shared Services Director, Controller and Internal Audit Director and Vice President for Financial Planning and Control at Sara Lee Bakery's Europe Division. He joined Applus+ in December 2007 as Chief Financial Officer and was appointed Executive Director of Applus+ on 30 <sup>th</sup> May 2019. |

|  |    |
|--|----|
| <b>Total number of executive directors</b> | 2  |
| <b>Percentage of Board</b>                 | 20 |

#### **PROPRIETARY DIRECTORS**

| <b>Name or company name of director</b> | <b>Post in organizational chart of the company</b> | <b>Profile</b> |
|---|--|----------------|
| N/A                                     | N/A  | N/A            |

|  |     |
|--|-----|
| <b>Total number of executive directors</b> | N/A |
| <b>Percentage of Board</b>                 | N/A |

#### **INDEPENDENT DIRECTORS**

| <b>Director's name</b>    | <b>Profile</b>  |
|---------------------------|---|
| CHRISTOPHER<br>COLE       | <p>Mr. Cole holds a Degree in Environmental Engineering from Borough Polytechnic (University of South Bank) is an associate engineer in the United Kingdom and in 1999 he completed an Executive Management Course at INSEAD in France. Mr. Cole founded WSP Group Plc, a professional services engineering company that was listed on the London Stock Exchange in 1987 and held the post of Chief Executive Officer of the company until it merged with Genivar, Inc. in 2012. Following the merger, he was appointed non-executive Chairman of the enlarged group WSP Global Inc., whose shares are listed on the Toronto Stock Exchange, a role he currently retains. He is also non-executive Chairman of Tracsis Plc</p> <p>Mr Cole has many years of experience in managing large international and diversified groups in both Executive and Non-Executive capacities and brings this wealth of experience to bear in his role as Chairman of the company. In particular, he was Non-Executive Chairman position at Ashtead for 12 years where the Company progressed to a FTSE 100 leading performer until 2019 when he left.</p> |
| JOHN DANIEL<br>HOFMEISTER | Mr. Hofmeister holds a Bachelor's and Master's Degree in Political Science from Kansas State University. In May 2010 he was awarded an  |

|   |   |
|---|---|
|   | <p>honorary doctorate from the University of Houston and in 2014 was awarded with a doctorate in letters by Kansas State University. Mr. Hofmeister was the President of Shell Oil Company in the US from 2005 to 2008 and prior to that he was the Group Director of Human Resources at Royal Dutch Shell in the Netherlands. Mr. Hofmeister founded and heads the not for profit membership association, Citizens for Affordable Energy and is a key member of the US Energy Security Council, a bipartisan not for profit group in Washington, DC. Mr. Hofmeister has previously held executive positions at General Electric, Nortel Networks and AlliedSignal (now Honeywell International). Currently, Mr. Hofmeister also serves as a non-executive Director of Loneer Ltd in Australia.</p> <p>Mr Hofmeister’s deep knowledge of the global energy markets is of significant importance to the Board as this is a relevant sector of the overall Group revenues. Furthermore, his experience of operating on other Boards in both an executive and non-executive roles especially whilst acting as Group Director of Human Resources at Royal Dutch Shell means he is well acquainted with this aspect of Corporate Governance.</p> |
| <p>RICHARD CAMPBELL NELSON</p>                    | <p>Mr. Nelson is a fellow of the Institute of Chartered Accountants in England and Wales and holds a Master of Science Degree in Economics at the London Business School. Mr. Nelson was a Director of Transcontinental Services Inc. from 1972 and CEO from 1982 to the date of its acquisition by Inchcape Plc in 1985. He was nominated to the same position in Inchcape Plc which combined Transcontinental Services Inc. with its consumer goods testing and minerals testing businesses to become Inchcape Testing Services NA, Inc. In 1996, Inchcape Testing Services NA, Inc. was acquired by a private equity firm and became Intertek Group Limited of which Mr. Nelson was the executive Chairman until 2002, when the company floated on the London Stock Exchange. At this time, Mr. Nelson became the CEO of Intertek Group plc until he retired in 2006. Mr. Nelson was also President of the International Federation of Inspection Agencies.</p> <p>Mr. Nelson has spent over thirty years in the testing, inspection and certification industry and in this time has gathered a significant level of experience giving him good knowledge of the industry and the investment market that follow it.</p>                  |
| <p>NICOLÁS VILLÉN JIMÉNEZ</p>                     | <p>Mr. Villén holds an industrial engineer degree from Universidad Politécnica de Madrid, a Master in Electrical Engineer by the University of Florida (Fulbright Scholar) and an MBA from the Columbia University. Mr. Villén was CEO of Ferrovial Aeropuertos (2009-2012) and CFO of Ferrovial (1993-2009). Before that, he worked as Midland Montagu Ventures’ CEO, Smith Kline &amp; French’s CEO and International Vice-President, amongst other responsibilities in Abbott Laboratories and Corning Glass Works. Currently, he externally advises IFM Investors (an Australian infrastructure fund) and he is a board member of FCC Aqualia and ACR Grupo.</p> <p>Mr. Villen was appointed considering his high level experience in a variety of roles in world class Spanish and international companies including a strong financial background which lends support to the Audit Committee, of which he is currently the Chairman.</p>  |
| <p>MARIA CRISTINA HENRÍQUEZ DE LUNA BASAGOITI</p> | <p>Ms. Henríquez de Luna holds a degree in Business Administration and Economics from ICADE in Madrid.</p> <p>Ms. Henriquez de Luna is the President and Managing Director Spain and Head of Iberia and Israel Cluster at GlaxoSmithKline where she has benefited from an extensive career in international markets in both commercial and finance roles. Previous to this, she was at Procter &amp; Gamble in Spain, Switzerland, Mexico and Peru in a variety of senior finance positions including 12 years of direct Latin American</p>   |

|                               |  |
|-------------------------------|--|
|                               | <p>management. Ms Henriquez de Luna is independent director at Melia Hotels International.</p> <p>Ms. Henriquez de Luna’s experience of operating in international markets in both commercial and finance roles in a highly regulated industry make her well suited to support the Board and the Audit Committee where she is a member.</p>  |
| MARIA JOSÉ ESTERUELAS AGUIRRE | <p>Ms. Esteruelas holds a degree in Industrial Electrical Engineering from ICAI (Madrid). She has a Master’s degree in Operations from the Instituto de Empresa (Madrid) and a General Management Executive Programme from the IESE (Madrid).</p> <p>Ms. Esteruelas currently serves as Director of Energy at Ferrovial Construccion, company she joined February 2021. Most of her career has been at Abengoa which she joined in 1997, performing a variety of senior positions , as member of the Executive Committee and General Director for America, in charge of all the subsidiaries in the continent. Previously, she was Director of the Energy division, LATAM director and Concession and Operations directors.</p> <p>From July 2014 to December 2017 she was member of the Atlantica Yield Board of Directors appointed by Abengoa.</p> <p>Ms. Esteruelas’ experience in various positions in international markets, particularly in the energy sector, make her well suited to support the Board and the Appointments and Compensation Committee, where she is a member.</p>  |
| ESSIMARI KAIRISTO             | <p>Ms. Essimari Kairisto has a diploma in Business Administration from the University of Fachhochschule Bielefeld (Germany).</p> <p>Ms. Kairisto was the Chief Financial Officer and a Board Director for Hochtief Solutions AG until 2016 after which she has taken on independent consulting roles. These include since 2015, Supervisory Board Member of Freudenberg, the privately owned German technology company and since 2018, Non-Executive Director and member of the Audit and Risk Committee of Fortum Oyj, the clean energy generation and distribution company that is listed on the Helsinki stock exchange. Additionally, Ms Kairisto is a member of the Supervisory Board of TenneT, the Dutch state owned leading European electricity transmission system operator (TSO) with its main activities in the Netherlands and Germany.</p> <p>Prior to her move to Hochtief Solutions in 2013, Ms Kairisto had several high profile roles in finance and general management including at Sasol, RWE and Schlumberger.</p> <p>Ms Kairisto was appointed considering her high level experience in a variety of roles in European companies, including listed and in the energy sector, in addition to her strong financial knowledge which lends support to the Audit Committee, of which she is currently a member.</p> |

|  |    |
|--|----|
| <b>Number of independent directors</b> | 7  |
| <b>Percentage of the Board</b>         | 70 |

**State whether any independent director receives from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.**

In this case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

| Name of the director | Description of the relationship | Statement of the Board |
|----------------------|---------------------------------|------------------------|
| N/A                  | N/A                             | N/A                    |

#### OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

| Name of director           | Reason   | Company, director or shareholder to whom the director is related | Profile  |
|----------------------------|--|--|--|
| ERNESTO GERARDO MATA LÓPEZ | Mr. Mata was initially appointed as director on 29/11/2007 holding the position in the board for more than 12 years. | APPLUS SERVICES, S.A.  | Mr. Mata López holds a Degree in Economics and MA from the University of Geneva and an MBA from IESE (Barcelona). He was a member of the board, deputy to the President, and CFO at Unión Fenosa, S.A. (now Gas Natural SDG, S.A.), President at Unión Fenosa Soluziona, S.A., member of the board of directors at Compañía Española de Petróleos, S.A. and Abertis Infraestructuras, S.A., where he was the Chairman of the Audit Committee. He was the President of the advisory board at Knight Frank, member of the board of Aguas Anginas and senior advisor in Marlin Patterson Global Advisers LLC. |

|   |    |
|---|----|
| <b>Total number of other external directors</b> | 1  |
| <b>Percentage of the Board</b>                  | 10 |

| Remarks   |
|---|
| In accordance to article 529 duodecies 4 i) of the Royal Legislative Decree 1/2010, of July 2nd, which approves the which approves the consolidated text of the Capital Companies Law - on directors' categories, Mr. Ernesto Mata López ceased to be qualified as independent director given that he has been a director of the Company for more than 12 consecutive years |

State any changes in status that has occurred during the period for each director:

| Name of director   | Date of change | Previous Status | Current status |
|--------------------|----------------|-----------------|----------------|
| ERNESTO MATA LÓPEZ | 29/11/2020     | INDEPENDENT     | EXTERNAL       |

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

|  | Number of female directors | % of directors for each category |
|--|----------------------------|----------------------------------|
|  |                            |                                  |

|                | Year t | Year t-1 | Year t-2 | Year t-3 | Year t | Year t-1 | Year t-2 | Year t-3 |
|----------------|--------|----------|----------|----------|--------|----------|----------|----------|
| Executive      | 0      | 0        | 0        | 0        | 0      | 0        | 0        | 0        |
| Proprietary    | 0      | 0        | 0        | 0        | 0      | 0        | 0        | 0        |
| Independent    | 3      | 3        | 1        | 1        | 42.86  | 37.5     | 11.1     | 11.1     |
| Other external | 0      | 0        | 0        | 0        | 0      | 0        | 0        | 0        |
| Total          | 3      | 3        | 1        | 1        | 30     | 30       | 10       | 10       |

**C.1.5 State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.**

Yes  No  Partial policies

**Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also, state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.**

**In the event that the company does not apply a diversity policy, explain the reasons why.**

| <b>Description of policies, objectives, measures and how they have been implemented, including results achieved</b>  |
|--|
| <p>The Board of directors has recently amended its Regulations including more detail on diversity matters to consider in selection processes, and currently, article 14.3 establishes that: <i>“The Board of Directors shall ensure that the appointment procedures of its members favour diversity with respect to aspect such as age, gender, disability or training and professional experience and have no implied bias that might entail any discrimination and, in particular, that they facilitate the selection of female Directors in a number allowing to reach a balanced presence of women and men”.</i></p> <p>Likewise, it has modified its Directors Selection Policy (available at <a href="http://www.applus.com">www.applus.com</a>) in accordance with the new guidelines of the Good Governance Code of June 2020.</p> <p>Currently, the policy establishes as follows: <i>“The objective of this Policy is to explain the principles that will govern the selection of candidates to the position of directors of the Company. The selection procedures shall be aimed at achieving an adequate balance on the Board of Directors as a whole and, in particular, at promoting the goal of having <u>at least 40% of total board places occupied by women directors by the end of 2022 year and thereafter.</u> The Applus+ Board of Directors shall ensure in any case that the selection procedures favours diversity in gender, age disabilities, experience, professional education or experience and that they do not suffer from implicit bias that might imply any discrimination and, in particular, that might make it more difficult for the selection of female candidates, promoting an increase of women’s presence</i></p> |

*on the Board in view of best corporate governance practices and in line with the specific analysis of the Company's needs performed by the Board of Directors. In particular, the Board will ensure that the Company adopts measures that encourage the company to have a significant number of female senior managers to contribute to gender diversity overall."*

These principles are aligned with the practices that the company has been following in the directors' selection processes.

In year 2019, the Board of Directors included in the policy the express mention to the objective that the less represented gender would at least hold 30% of the positions in the board. In consequence, and on the basis of the needs identified by the Board of Directors, a female director was appointed in 2016 and two on 2019, reaching the objective established a year earlier. In the selection process initiated following the two vacancies arisen in 2018, female directors' profiles were prioritized in order to achieve the representation objective.

In any case, the Appointments and Compensation Committee and the Board of directors promote and guarantee diversity amongst its members in a wider sense (including factors such as gender, age, experience, skills, geography) in order to continue leading the strategy of the Company, and meeting stakeholders' expectations. Finally, also to point out that the current composition of the board and its diversity is a matter positively considered both by board members during annual evaluations (who point out the contribution to the debate and decision making), as well as by institutional investors and proxy advisors within the framework of the meetings about corporate governance that the company holds with them. In respect of the vacancies that might originate in the future, the Company will act with same equality, safeguarding that nothing hinders or prevents to increase the representation of female directors in the Board.

**C.1.6 Describe the means, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates and which makes it possible to achieve a balance between men and women. Indicate if the measures include to promote a significant number of female top management:**

| Explanation of means  |
|---|
| <p>As indicated in the previous section, in its new wording, the Directors' Selection Policy establishes that: "<i>In particular, the Board will ensure that the Company adopts measures that encourage the company to have a significant number of female senior managers to contribute to gender diversity overall.</i>". This new wording reflects the Company's practices and the Company had applied a number of polices applicable to the entire group:</p> <ul style="list-style-type: none"> <li>- Code of Ethics: it establishes a framework that goes beyond regulatory compliance. It Establishes general principles to guide the integrity and professionalism in the decision making process.</li> </ul> |

- ESG Policy: This policy refers to the framework and development of the Corporate Social Responsibility Policy within the Applus Group. Política
- Equality and Diversity Policy, which establishes as main principle to ensure the staff grows and maintains gender, age and capacities diversity, as Applus+ values difference. Likewise, it establishes that the company shall develop and implement adequate training programs for the achievement of these principles and will review and update the policy to adjust it to any changes that the group might face, ensuring its compliance.
- Non-discrimination global policy: This policy establishes Applus undertaking in promoting the equality within the company and the aim to eliminate any kind of discrimination, as well we the commitment to promote good relationship within staff.
- Permanent monitoring by CNR of HR strategy and actions to achieve these goals, as well as follow up on related indicators (salary gap, % of positions held by each gender, etc.), at least annually.

**In the event that there are few or no female directors or top management in spite of any measures adopted, please explain the reasons that justify such a situation**

| Explanation of means  |
|---|
| The Company develops its business in geographies and technical industries (such as construction, Automotive, Energy, aerospace so, despite the efforts to promote gender diversity in every level of the organization, it is more complicated than in other industries to progress at a quick pace in these issues. |

**C.1.7 Describe the conclusions of the appointments committee regarding verification of compliance with the policy aimed at promoting an adequate composition of the board of directors.**

It is the Appointments and Compensation Committee's view that the Applus+ directors' selection policy adopted the practices followed by the company in the subject and is consistent with the good corporate governance, which is a key plank of the ESG policy. Likewise, it considers that the compliance with the selection policy has contributed to de adequate and diverse composition of the Board of directors.

In this sense, the directors' selection processes that took place have contributed to improve the diversity of the Board's composition in a broad sense: gender, skills and experience. The company had the assistance of an external firm for the selection process, following a previous definition by the Board of the skills required.

Likewise, as indicated in C.1.5 above, the company's most recent selection processes resulted in three females joining the board of directors, which represents 30% of the Board of directors and the early compliance with the goal established in the policy at the time.

**C.1.8 If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:**

| Name of shareholder | Reason |
|---------------------|--------|
| N/A                 | N/A    |

**State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:**

Yes  No

| Name of shareholder | Explanation |
|---------------------|-------------|
| N/A                 | N/A         |

**C.1.9 State the powers delegated by the Board of Directors, as the case may be, to directors or Board committees:**

| Name of director | Brief description |
|------------------|-------------------|
| N/A              | N/A               |

**C.1.10 Identify any members of the Board who are also directors or officers in other companies in the group of which the listed company is a member:**

| Individual or company name of the director | Company name of the group member             | Post                           | Does it have executive functions? |
|--|--|--------------------------------|-----------------------------------|
| FERNANDO BASABE ARMIJO                     | APPLUS TECHNOLOGIES, INC.                    | Chairman of the Board          | No                                |
| FERNANDO BASABE ARMIJO                     | LIBERTYTOWN USA FINCO, INC                   | Chairman of the Board          | No                                |
| FERNANDO BASABE ARMIJO                     | LIBERTYTOWN USA 1, INC.                      | Chairman of the Board          | No                                |
| FERNANDO BASABE ARMIJO                     | IDIADA AUTOMOTIVE TECHNOLOGY, S.A.           | Director's representative      | No                                |
| FERNANDO BASABE ARMIJO                     | LGAI TECHNOLOGICAL CENTER, S.A.              | Director's representative      | No                                |
| FERNANDO BASABE ARMIJO                     | APPLUS SERVICIOS TECNOLÓGICOS, S.L.U.        | Sole director's representative | Yes                               |
| FERNANDO BASABE ARMIJO                     | INVERSIONES FINISTERRE, SL                   | Chairman's representative      | Yes                               |
| FERNANDO BASABE ARMIJO                     | SUPERVISIÓN Y CONTROL, S.A.U                 | Sole director's representative | Yes                               |
| FERNANDO BASABE ARMIJO                     | RITEVE SYC, S.A                              | Board's Chairman               | Yes                               |
| FERNANDO BASABE ARMIJO                     | INVERSONES Y CERTIFICACIONES INTEGRALES, S.A | Board's Chairman               | Yes                               |
| FERNANDO BASABE ARMIJO                     | INSPECCIONES Y AVALUOS, SYC, S.A             | Board's Chairman               | Yes                               |
| FERNANDO BASABE ARMIJO                     | APPLUS ITEUVE GALICIA, S.L.U.                | Sole director's representative | Yes                               |

|                            |                                    |                                  |     |
|----------------------------|------------------------------------|----------------------------------|-----|
| DON FERNANDO BASABE ARMIJO | CRPLUS SERVICES, SOCIEDAD ANÓNIMA  | Presidente de la Junta Directiva | Yes |
| JOAN AMIGÓ CASAS           | LIBERTYTOWN USA FINCO, INC         | Director                         | Yes |
| JOAN AMIGÓ CASAS           | LIBERTYTOWN USA 1, INC.            | Director                         | Yes |
| JOAN AMIGÓ CASAS           | RINGAL INVEST, S.L.U               | Sole director's representative   | Yes |
| JOAN AMIGÓ CASAS           | INVERSIONES FINISTERRE, S.L.       | Director's representative        | No  |
| JOAN AMIGÓ CASAS           | LGAI TECHNOLOGICAL CENTER, S.A.    | Director's representative        | No  |
| JOAN AMIGÓ CASAS           | IDIADA AUTOMOTIVE TECHNOLOGY, S.A. | Director's representative        | No  |

**C.1.11 List any legal-person directors of your company who are members of the Board of Directors of other companies listed on official securities markets other than group companies, and have communicated that status to the Company:.**

| Name of director                 | Name of listed Company     | Position               |
|----------------------------------|----------------------------|------------------------|
| CHRISTOPHER COLE                 | WSP GLOBAL, INC            | NON EXECUTIVE CHAIRMAN |
| CHRISTOPHER COLE                 | TRAC SIS, PLC              | NON EXECUTIVE CHAIRMAN |
| JOHN DANIEL HOFMEISTER           | IONEER LTD                 | INDEPENDENT DIRECTOR   |
| ESSIMARI KAIRISTO                | FORTUM OYJ                 | INDEPENDENT DIRECTOR   |
| MARIA CRISTINA HENRIQUEZ DE LUNA | HOTELS MELIA INTERNATIONAL | INDEPENDENT DIRECTOR   |

| Notes   |
|---|
| The Chairman of the board has been reducing his positions in other companies, in line with best Corporate governance practices, as well we specific expectations of institutional investors and proxy advisors. |

**C.1.12 State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:**

Yes  No

| Explanation of the rules and identification of the document where this is regulated |
|---|
| N/A   |

**C.1.13 State total remuneration received by the Board of Directors:**

|   |       |
|---|-------|
| Board remuneration in financial year (thousand euros)                   | 2,286 |
| Amount of vested pension interests for current members (thousand euros) | 205   |
| Amount of vested pension interests for former members (thousand euros)  | 0     |

| Remarks   |
|---|
| The fix compensation of the executive directors includes a part in RSUs (Restricted Stock Units). The variable compensation of the executive directors includes a portion in cash, and the remainder in RSUs exchangeable in shares in a period of three years from the day of grant in an amount of 30% for the first two years and 40% the third one. Further detail is available at the company's annual accounts.       |
| The plans in force at the end of the exercise for the RSUs granted in 2018, 2019 and 2020 can be consulted in the Annual Report on Directors Remuneration.  |
| Long Term Incentive: in accordance with the remunerations policy in force, the executive directors will receive annually PSU (Performance Stock Units) convertible in shares of the Company in the term of three years since the date of grant. Details on current PSUs plans can be consulted in the Directors' Remuneration Policy.   |
| Without prejudice of the remuneration determined for the board of directors in accordance with the Directors' Remuneration Policy approved by the AGM on 30 May 2019, the board unanimously approved in an extraordinary session the decrease of their salaries in 30% during a period of time due to the uncertainty generated by the COVID-19. Said decision was published as other relevant information on 8 April 2020. |

**C.1.14 Identify senior management staff who are not executive directors and their total remuneration accrued during the year:**

| Name                         | Position  |
|------------------------------|---|
| PEREZ FERNANDEZ, JOSE DELFIN | Human Resources, Marketing & Communications           |
| LOPEZ SERRANO, JAVIER        | Corporate Development                                 |
| ARGILES MALONDA, EVA         | Legal   |
| FARRAN PORTE, JOSEP MARIA    | Idiada Division                                       |
| RETES AGUADO, AITOR          | Automotive Division                                   |
| BRUFAU REDONDO, JORDI        | Laboratories Division                                 |
| FERNANDEZ ARMAS, RAMON       | Energy & Industry Division                            |
| SAN JUAN SARDE, PABLO        | Energy & Industry División (Latin America)            |
| MAYOR BALVIS, JULIAN         | Energy & Industry Division (Mediterranean)            |
| DAVES, BRIAN                 | Energy & Industry Division (Middle East & Africa)     |
| CARR, JOHN                   | División Energy & Industry (Oil & Gas, USA)           |
| HEALTH, DONALD               | Energy & Industry Division (Aerospace, North America) |
| GRANT, JAMES                 | Energy & Industry Division (Canada)                   |
| WATERS, CAMERON              | Energy & Industry Division (Asia Pacific)             |
| DIRK VAN DER PUT             | Energy & Industry Division (Northern Europe)          |
| DIAZ ORPINELL, ANNA          | Compliance  |
| SANFELIU RIBOT, M.TERESA     | Internal Quality, H&S and Innovation (HSQE)           |
| SWIFT, ASTON GEORGE WILLIAM  | Investor Relations                                    |
| RIBAS AGUILERA, ALEIX        | Internal Audit  |

|  |       |
|--|-------|
| <b>Number of women in senior management</b>    | 3     |
| <b>% of total of senior management members</b> | 15.79 |

|  |       |
|--|-------|
| <b>Total senior management remuneration (thousand euros)</b> | 5,394 |
|--|-------|

| <b>Remarks</b>  |
|---|
| <p>It is considered senior management for these purposes the members of the management who are part of Group Management, i.e., the Executive Committee that includes the Regional Directors of the Energy &amp; Industry division of the Group. For the purposes of the information regarding compensation, it also includes the internal auditor, in line with the definition contained in the current accounting rules and in particular with the Report of the Special Work Group on Good Governance of Public Companies, published by CNMV on 16 May 2006.</p> <p>The fix compensation of some managers includes a part in RSUs (<i>Restricted Stock Units</i>), convertibles in shares in the third anniversary of the date of grant as detailed in the annual accounts of the company.</p> <p>The variable compensation of the management include a portion in cash, and the remainder in RSUs convertibles in shares in a period of three years as of the date of grant, 30% the first two years and 40% the third, as detailed in the annual accounts of the company.</p> <p>Pluri-annual compensation and Long Term Incentive in PSUs: in accordance with the remunerations policy in force, some members of the management of the group receive annually PSUs (<i>Performance Stock Units</i>), convertibles in shares of the company in a period of three years from the day of grant.</p> |

**C.1.15 State whether the Board rules were amended during the year:**

Yes  No

| <b>Description of amendment</b>  |
|--|
| <p>ESG Committee and board of directors, in their meetings on July 2020, reviewed the new version of the Good Governance Code issued by CNMV in June 2020. As a consequence of the review, the board agreed to review the Director's regulations to adjust it. The new draft was submitted to the October 2020 board meeting and finally approved in its December 2020 meeting. The review included improvement or clarification of certain references.</p> <p>Therefore, changes came from three different reasons:(i) review to adjust to the new good governance code; (ii) improve writing of certain clauses and (iii) deletion of references to the Executive Committee.</p> |

**C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure.**

**Selection:** Appointments and Compensation Committee is responsible for (i) evaluating the skills, expertise and experience necessary in the Board of Directors to define, consequently, the functions and abilities needed in candidates who are to fill each vacancy, and to evaluate the time and dedication necessary to perform their duties; and of (ii) to safeguard that, when filling new vacancies, the selection procedure does not suffer from implicit biases that might hinder the selection of female Directors; and so that the company deliberately searches for, and includes amongst potential candidates, women who meet the professional profile sought (article 39.3 vi and x del of the Regulations of the Board of Directors).

**Appointment:** The members of the Board of Directors shall be appointed by the General Shareholders' Meeting, notwithstanding the possibility of co-opting members as established in the Spanish Companies Act (article 23 of the company By-laws,). It is not necessary to be a shareholder to be elected member of the Board, except in the case of co-option. Individual or legal entities covered by any of the prohibitions established by current legislation for reasons of incapacity or incompatibility shall be disqualified from Board membership.

Proposals for the appointment of Directors submitted by the Board of Directors to the consideration of the General Shareholders' Meeting and appointment decisions adopted by the Board of Directors pursuant to its interim appointment authority shall be made subject to the prior report by the Appointments and Compensation Committee (in the case of executive and proprietary Directors), and subject to a proposal from the Appointments and Compensation Committee, in the case of independent Directors (articles 14 and 39.3 of the Regulations of the Board of Directors).

In all the directors' selection processes, CNR has relied on recognized external recruitment firm, being all candidates always selected on the bases of the candidates presented by it.

**Term of office** (article 23.3 of the company By-laws and 15 of the Board of Directors Regulations). Tenure of office shall be four (4) years as from the date of acceptance, being able to be re-elected one or more times for periods of equal duration.

**Re-appointment** (article 16 of the Regulations of the Board of Directors). Before the reappointment of Directors is proposed to the General Shareholders' Meeting, the Appointments and Compensation Committee shall issue a report evaluating the work and dedication of the Directors proposed during the previous term in office.

**Self-evaluation** (article 36 of the Regulations of the Board of Directors): *"The Board of Directors shall dedicate the first meeting of the year to an assessment of its operation during the previous financial year, evaluating the quality of its work, assessing the effectiveness of its regulations, and if appropriate, correcting those aspects that were found not to be functional. Furthermore, the Board of Directors shall assess the performance of its duties through the Chairman of the Board of Directors and the senior executive of the company, based on the report issued by the Appointments and Compensation Committee, as well as the operation of the Board of Directors Committees, based on their reports"*. The evaluation process is currently based in a questionnaire addressed to each of the directors as well as in telephone interviews or specific face to face meetings with the Chairman of the Board. The results of the same are reported to the Board in the first session of the next exercise. The Board of Directors has decided to continue with the internal self-evaluation, but every year it considers the possibility to be assisted by an external in the future, not done yet considering the recent changes in the composition as well the good existing dynamics. In any case, with the aim of continuously improving, the Chairman of the Board requested the Legal Management of the Group the review of the questionnaire in view of current standards and therefore, the Board has updated and extended the scope of the questionnaire (including, for example, more queries in respect of ESG and non-financial issues), as well as its format (using an online questionnaire through the board portal). In the 2020 exercise, questions have been added about management during the COVID-19 crisis.

**Removal** (article 17 of the Regulations of the Board of Directors). Directors shall be removed from their post once the term for which they were appointed has lapsed or when so is decided by the General Shareholders' Meeting pursuant to the powers conferred upon them by law and in the by-laws, with no need for said decision to be included in the agenda of the General Shareholders' Meeting. The Board of Directors shall not propose the removal of any independent Director before the end of the statutory term for which they have been appointed, except where the Board of Directors considers that sufficient grounds for such action exist, based on a report by the Appointments and Remuneration Committee. In particular, sufficient grounds will be deemed to exist when the Director has failed to fulfil the duties of its position or is affected by one or more of the circumstances that would have prevented its appointment as an independent Director, in accordance with applicable legal provisions

**C.1.17 Explain how the annual evaluation of the Board has given rise to significant changes in its internal organization and to procedures applicable to its activities:**

| Description of changes  |
|---|
| The 2019 year evaluation did not drive to significant changes in the Board's organization nor procedures, save for a greater focus on certain risk & opportunities areas (such as cybersecurity and ESG). The evaluation endorsed a cohesive, supportive and well-functioning Board. The 2020 year evaluation reflected an excellent response to the Covid-19 crisis, whilst commenting on the need for a refreshment of the evaluation process and the Board will analyze and decide how to achieve it |

**Describe the evaluation process and the areas evaluated by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.**

| <b>Description of the evaluation process and evaluated areas</b>   |
|--|
| <p>The evaluation process was coordinated by the Chairman of the Board and consisted of a questionnaire for each Director, sent early January 2021 and individual interviews with each director during February 2021. The process is based on a tailor-made online questionnaire, through the Board portal. The questionnaire was updated in 2019 and this year included Covid management items. After the compilation of the results, a document with main conclusions of the process, as well as some notes and suggestions for improvement was sent to all directors by the Chairman. This was an agenda item at the first Board and Appointments and Compensation’s meetings of the year, in February 2021, and the improvement measures shall continue to be discussed in future meetings as appropriate.</p> <p>In general, the conclusions of the evaluation process were positive in terms of schedule and effectiveness and particularly in terms of quality of information –in format and time-, decision making –debate and consensus-, dedication of Board members and its Committees as well as overall functioning. In particular, from this evaluation the appreciation of the higher diversity of the Board (in wide sense: experience, geographical, age, gender), as well as the variety of perspectives that this diversity provides to analysis and debates was noted. Likewise, their accessibility, and in particular chairman and CEO’s, has been evaluated, as well as the good dynamics achieved by all of them.</p> <p>As a result of the evaluation performed, the Board concluded it will continue to maximize its knowledge on the company’s business, hold meetings which include business visits, strengthen the regular review of risk and opportunities related with technology, cybersecurity and digitalization, as well as in ESG and climate change, in particular. Additionally, the Board will consider a refreshment of the evaluation process itself including the possibility for a third party involvement.</p> |

**C.1.18 Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.**

|     |
|-----|
| N/A |
|-----|

**C.1.19 State the situations in which directors are required to resign.**

|  |
|--|
| <p>According to article 17.3 of the Regulations of the Board of Directors, “Directors must tender their resignation to the Board of Directors and, where considered appropriate by the Board, formalize the appropriate resignation in the following circumstances:</p> <p style="padding-left: 40px;">(a) <i>When they cease in the positions, posts, or functions related with their appointment as executive Directors;</i></p> <p style="padding-left: 40px;">(b) <i>In the case of proprietary Directors, when the shareholder whose interests they represent transfers all of their shares, or that they do it in the corresponding number in case said shareholder reduces its holding in the Company;</i></p> <p style="padding-left: 40px;">(c) <i>When they are affected by any of the incompatibility or prohibition provisions legally established;</i></p> <p style="padding-left: 40px;">(d) <i>If they are severely reprimanded by the Board of Directors on the basis of a report by the Appointments and Remuneration Committee as a result of having breached their duties as Directors; or</i></p> <p style="padding-left: 40px;">(e) <i>When their continuance on the Board of Directors may jeopardize the interests of the company”.</i></p> |
|--|

Article 17.4 establishes that “when a Director is removed from its office before the end of the term of office following its resignation or through resolution of the general meeting, the Director shall explain sufficiently the reasons for doing so, or in the case of non-executive Director, his/her opinion of the reasons for the general meeting resolution, in a letter addressed to all the members of the Board of Directors. This should all be reported in the Annual Corporate Governance Report, and if it is relevant for investors, the Company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the Director.”

**C.1.20 Are qualified majorities other than those established by law required for any specific decision?**

Yes  No

If so, please describe any differences.

| Description of differences |
|----------------------------|
| N/A                        |

**C.1.21 Explain whether there are any specific requirements, other than those relating to directors, to be appointed as chairman of the Board of Directors.**

Yes  No

| Description of requirements |
|-----------------------------|
| N/A                         |

**C.1.22 State whether the Articles of Association or the Board Rules establish any limit as to the age of directors:**

Yes  No

|           | Age limit |
|-----------|-----------|
| Chairman  | N/A       |
| CEO       | N/A       |
| Directors | N/A       |

| Notes  |
|--|
| During the latest selection processes managed by the company, the diversity in terms of age (in addition to gender and others) was a relevant aspect considered, having the average age of the board of directors reduced. |

**C.1.23 State whether the Articles of Association or the Board Rules establish any term limits for independent directors other than those required by law:**

Yes  No

|  |     |
|--|-----|
| Additional requirements and/or maximum number of term limits | N/A |
|--|-----|

**C.1.24 State whether the Articles of Association or Board Rules establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the**

maximum number of delegations that a director may have, as well as if any limit regarding the category of director to whom votes may be delegated and whether a director is required to delegate to a director of the same category. If so, please briefly describe the rules.

Article 27.2 of the company By-laws provides that Directors shall personally attend the meetings. In case they cannot attend, the Director may only be represented at meetings of the Board of Directors by another director. Non-executive Directors can only be represented by other non-executive Directors. In any case, representation shall be granted by a letter addressed to the Chairman or by other means detailed in the Regulations for the Board of Directors.

Article 18 of the Regulations of the Board of Directors provides the obligations that Directors must fulfil when in office. Specifically, article 18.2 (a) establishes that Directors shall attend meetings of bodies of which they are part and actively participate in deliberations, so that they can effectively contribute to the decision-making process. Furthermore, said article also provides that if any Director cannot be present at sessions to which they have been called to attend, they must instruct the director who they have appointed as representative.

According to article 35.7 of the Board of Directors Regulations, the Chairman shall decide, in the event of any doubt, on the validity of the delegations conferred by Directors who are not present at the meeting. Said representations shall only be granted by letter or any other written method which, in the Chairman's opinion, ensures that the representation is valid.

**C.1.25 State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the chairman present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.**

|  |    |
|--|----|
| <b>Number of Board meetings</b>                      | 11 |
| <b>Number of Board meetings without the chairman</b> | 0  |

| <b>Remarks</b>   |
|--|
| Due to the mobility limitations of 2020, there as only one meeting with physical presence. The remaining 11 meetings were via videconference. Additionally, a board meeting was held in writing. |

**State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:**

|                           |     |
|---------------------------|-----|
| <b>Number of meetings</b> | N/A |
|---------------------------|-----|

**Please specify the number of meetings held by each committee of the Board during the year:**

|               |   |   |
|---------------|---|---|
| <b>C.1.26</b> | <b>Number of meetings held by the Audit Committee</b>                           | 4 |
|               | <b>Number of Meetings held by the Appointments and Remuneration Committee</b>   | 4 |
|               | <b>Number of meetings held by the Corporate Social Responsibility Committee</b> | 4 |

State the number of meetings held by the Board of Directors during the year in which all of its directors were present. For the purposes of this section, proxies given with specific instructions should be considered as attendance

|   |     |
|---|-----|
| Number of meetings when all directors attended  | 11  |
| % of attendance over total votes during the year  | 100 |
| Number of meetings in situ or representations made with specific instructions of all directors                                      | 11  |
| % of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year | 100 |

| Observaciones   |
|---|
| As mentioned in section C.1.25, due to mobility limitations during 2020, there was only meeting with physical presence, where all directors were present, and the remainder 10 meetings were held via videoconference, where all directors were present. Additionally, all directors issued their votes in the session held in writing. |

**C.1.27 State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:**

Yes  No

**Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the company for preparation by the Board:**

| Name | Position |
|------|----------|
| N/A  | N/A      |

**C.1.28 Explain any measures established by the Board of Directors so that the annual accounts that the board submits to the General Shareholders' Meeting are prepared in accordance with applicable accounting regulations.**

Article 10.1 of the Regulations of the Board of Directors establishes that: *"The Board of Directors shall prepare the annual accounts and the management report (both individual and consolidated) so that they provide a true and fair view of the equity, financial position, and results of the Company, as provided for in the Spanish Companies Act, subject to the prior report of the Audit Committee"*.

In accordance with article 38 of the Regulations of the Board of Directors, the Audit Committee is in charge of, amongst others, monitoring and evaluating the preparation and the integrity of the mandatory financial information, reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter and the correct application of accounting principles.

Likewise, the Policy for the communication of economic-financial, non-financial and corporate information and communication and contact with shareholders, institutional investors and proxy advisors establishes that *"The management and supervision of the information communicated at the highest level to shareholders, institutional investors and the markets in general belongs to the Board of Directors, protecting and enabling the exercise of their rights and interests within the protection of the corporate interest and in accordance with the applicable laws and the good governance. In line with applicable rules and with the Regulations of the Board of Directors, the approval of the information that, being a listed company, Applus+ must publish occasionally or periodically, and any information made available to*

*the markets, sits within the Board of Directors. The Board has approved a procedure for the publication of information on the CNMV's page in development of the Company's Internal Regulation of Conduct in the securities markets."*

**C.1.29 Is the secretary of the Board also a director?**

Yes  No

**If the secretary is not a director, please complete the following table:**

| Name of the secretary   | Representative |
|-------------------------|----------------|
| VICENTE CONDE VIIÑUELAS | N/A            |

**C.1.30 State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.**

Article 38.7(c) (iii) of the Regulations of the Board of Directors provides that the Audit Committee, will "monitor the independence of the external auditor, to which end, the company shall:

- *Notify any change of auditor to the CNMV as a relevant fact, accompanied by a statement of any disagreements arising with the outgoing auditor and, should this be the case, their content.*
- *Ensure that the company and the auditor comply with current regulations on the provision of non-audit services, the limits on the auditor's business concentration, the regulations referring to the requirement to rotate the auditor issuing the audit report, and in general, any other provisions established in order to ensure the independence of the auditors.*
- *The Audit Committee shall issue a report annually, in which it shall express its opinion on the auditors' independence. This report shall refer in any case to the provision of additional services provided by the auditors to the company or to any entity associated with the company, whether directly or indirectly.*
- *To this end, the Audit Committee shall receive the auditors' written confirmation of their independence in respect of the company, and any of its associated entities, whether directly or indirectly, as well as any information on additional services of any kind that they have provided to the company or any of its associated entities, whether directly or indirectly.*
- *In the event that the external auditor withdraws, the circumstances motivating this withdrawal shall be examined."*

It is important to point out that since the Company went public (May 2014), the partner responsible for the audit firm has changed in 2 occasions, as well as part of the supporting team. Likewise, the Audit Committee ensures the minimization of the other fees that the audit firm might receive. Likewise, the Company issues before every AGM the report on the auditors' independency.

**C.1.31 State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:**

If there were any Yes  No  disagreements with the outgoing auditor, please provide an explanation:

Yes  No

|                                     |
|-------------------------------------|
| <b>Explanation of disagreements</b> |
| N/A                                 |

**C.1.32 State whether the audit firm provides any non-audit services to the company and/or its Group and, if so, the fees paid and the corresponding percentage of total fees invoiced to the company and/or Group:**

Yes  No

|  | Company | Group Companies | Total |
|--|---------|-----------------|-------|
| <b>Amount invoiced for non-audit services (thousand euros)</b>             | 0       | 147             | 147   |
| <b>Amount invoiced for non-audit services/Amount for audit work (in %)</b> | 0       | 7.06            | 7.06  |

**C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the chairman of the audit committee to explain the content and extent of the aforementioned qualified opinion or reservations.**

Yes  No

|                               |
|-------------------------------|
| <b>Explanation of reasons</b> |
| N/A                           |

**C.1.34 State the number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:**

|                                    | Individual | Consolidated |
|------------------------------------|------------|--------------|
| <b>Number of consecutive years</b> | 14         | 14           |

|   | Individual | Consolidated |
|---|------------|--------------|
| <b>Number of years audited by the current audit firm/number of fiscal years the company has been audited (by %)</b> | 100        | 100          |

**C.1.35 State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:**

Yes  No

|                                 |
|---------------------------------|
| <b>Explanation of procedure</b> |
|---------------------------------|

Article 30.3 of the Regulations of the Board of Directors provides that “As the Chairman of the Board of Directors is responsible for the effective operation and functioning of the Board of Directors, it shall be required to ensure that the Directors are provided with sufficient information beforehand; (...)”. In practice, this means that the information required for a particular session is available at least at the moment of its call and, sometimes, according with the complexity of the matter, with enough anticipation. Likewise, the Board of Directors has set up an intranet so, amongst others, the information is available by electronic means and confidentiality is safeguarded, as well to enhance the previous accessibility of the information.

In addition, article 23 of the Regulations of the Board of Directors provides that each director is entitled to ask for additional information, and the article regulates these requests.

**C.1.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company’s standing and reputation, tendering their resignation where appropriate. If so, provide details:**

Yes  No

**Explain the rules**

Article 17.3 of the Regulations of the Board of Directors provides that “Directors must tend their resignation to the Board of Directors and, where considered appropriate by the Board, formalize the appropriate resignation in the following circumstances:

- (c) When they are affected by any of the incompatibility or prohibitions provisions legally established;
- (d) If they are severely reprimanded by the Board of Directors on the basis of a report by the Appointments and Remuneration Committee as a result of having breached their duties as Directors; or
- (e) When their continued presence on the Board of Directors may jeopardize the interests of the Company.

In accordance with Article 17.4: “When a Director is removed from its office before the end of the term of office following its resignation or through resolution of the general meeting, the Director shall explain sufficiently the reasons for doing so, or in the case of non-executive Director, his/her opinion of the reasons for the general meeting resolution, in a letter addressed to all the members of the Board of Directors. This should all be reported in the Annual Corporate Governance Report, and if it is relevant for investors, the Company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the Director.”

**C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company’s standing and reputation:**

Yes  No

**Indicate whether the Board of Directors has examined the case. If so, explain whether, given the specific circumstances, it has adopted any measure, such as opening an internal enquiry, requesting the director's resignation or proposing his or her dismissal.**

N/A

**Indicate also whether the Board decision was backed up by a report from the Appointments and Compensation Committee.**

N/A

**C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.**

|  |
|--|
| <p>The financing agreements “Multicurrency Facilities Agreement” and “Note Purchase Agreement” signed by the company on 7 June 2018 and 4 July 2018 include early maturity clauses in the event of a change in control, in standard terms for contracts of this kind. Likewise, there are other agreements entered into by subsidiaries of the company which might contain change of control clauses, such as concession or similar contracts.</p> |
|--|

**C.1.39 Identify individually for director, and generally in other cases, and provide detail of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.**

|                                 |   |
|---------------------------------|---|
| <b>Number of beneficiaries</b>  | 9   |
| <b>Type of beneficiary</b>      | Members of the management committee   |
| <b>Description of agreement</b> | <p>The company has entered into severance payment arrangements (“<i>blindajes</i>”) nine (9) members of the senior management team who are part of the management committee. The amounts payable to senior management pursuant to the severance payment arrangements may be determined by reference to one of the three following parameters, as applicable: (i) a compensation equal to twice the gross annual compensation received by the relevant senior manager in the year immediately preceding termination of employment; (ii) a compensation (net of tax) equal to twice the net annual monetary compensation received by the relevant senior manager in the year immediately preceding termination of employment after withholding taxes; (iii) a compensation (net of tax) equal to the greater of (a) twice the net annual monetary compensation received by the relevant senior manager in the year immediately preceding termination of employment and (b) compensation resulting from calculating 45 days of salary per year of service, with a maximum amount of 42 monthly payments; (iv) a compensation equal to the greater of following amounts: (a) the aggregate of two years of the fixed salary paid at the moment of termination plus twice the annual bonus received 12 months before the contract termination; (b) the legal compensation which might correspond for the contract termination; (v) a compensation equal to the aggregate of the following amounts: the aggregate of two years of the fixed salary paid at the moment of termination plus twice the annual bonus received 12 months before the contract termination (vi) a compensation equal to the greater of following amounts (a) twice the gross monetary compensation received in the last twelve months and (b) the compensation that results from calculation 33 days of salary per year of services with a maximum 24 monthly payments; (vii) a compensation equal to the fix remuneration received in the year immediately preceding termination of employment plus the amount of the last yearly bonus received in cash.</p> <p>Pursuant to the arrangements entered into by the group, certain senior managers they are entitled to severance payments in case described in preceding paragraph in the following cases: (i) their employment is terminated by the company, except in case of fair disciplinary dismissal (“<i>despido disciplinario procedente</i>”) declared by a final judgment and (ii) in some of the cases in the event they decide to early</p> |

|  |   |
|--|---|
|  | <p>terminate their employment with the group (whatever form and cause), except in case of resignation ("<i>dimisión</i>") and (iii) some directors, in case of transfer of their work location outside the region where they currently render their services.</p> <p>In addition to these 9 managers, there are others in the company, who do not report directly to the CEO and have severance payment arrangements ("<i>blindaje</i>").</p> |
|--|---|

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

|   |                           |                                      |
|---|---------------------------|--------------------------------------|
|   | <b>Board of Directors</b> | <b>General Shareholders' Meeting</b> |
| <b>Body authorizing the severance clauses</b> | YES                       | NO                                   |

|   |            |           |
|---|------------|-----------|
|   | <b>Yes</b> | <b>No</b> |
| <b>Are these clauses notified to the General Shareholders' Meeting?</b> |            | x         |

## C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external directors that comprise them:

### AUDIT COMMITTEE

| Name                             | Post      | Category    |
|----------------------------------|-----------|-------------|
| NICOLAS VILLÉN                   | PRESIDENT | INDEPENDENT |
| ERNESTO GERARDO MATA LÓPEZ       | MEMBER    | EXTERNAL    |
| MARIA CRISTINA HENRÍQUEZ DE LUNA | MEMBER    | INDEPENDENT |
| ESSIMARI KAIRISTO                | MEMBER    | INDEPENDENT |

|                                   |    |
|-----------------------------------|----|
| <b>% of proprietary directors</b> | 0  |
| <b>% of independent directors</b> | 75 |
| <b>% of external directors</b>    | 25 |

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The members of the Audit Committee are appointed by the Board of Directors. The Audit Committee consists of three to five members of the Board of Directors, based on their knowledge and experience in accounting, auditing and risk management matters.

Audit Committee's functions are listed in article 38 of the Regulations of the Board of Directors and mainly consist of:

a) To report the General Shareholders Meeting on the issues raised in relation to those matters within the competence of the Audit Committee, and in particular on the outcome of the audit.

- b) In relation to the information and internal control systems:
- (i) To monitor the effectiveness of the internal control of the Company, the internal audit, and the risk management systems, as well as to discuss with the external auditor any significant weaknesses in the internal control system detected during the course of the audit, all of which without breaching their independence..
  - (ii) To monitor and to evaluate the preparation and the integrity of the mandatory financial information, reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter and the correct application of accounting principles.
  - (iii) To monitor the independence and efficacy of the internal audit function; propose the selection, appointment, re-appointment and removal of the head of the internal audit; propose the department's budget; to approve the priorities and annual work plan of the internal audit unit; receive regular information on its activities; and verify that the senior management are acting on the findings and recommendations of their reports.
  - (iv) To analyse financial and accounting irregularities with potentially serious implications that may have been reported.
  - (v) To monitor and to evaluate the control and management systems of the financial and non-financial risks the Company and the Applus+ Group are exposed to.
  - (vi) To monitor in general that the policies and systems related to internal control are applied effectively.
- c) In respect of the external auditor:
- (i) To make recommendations to the Board of Directors for the selection, appointment, re-appointment and removal of the external auditor and the conditions of its engagement.
  - (ii) To gather regularly information from the external auditor on the audit programme, its implementation and the results of its implementation, as well as verify that the senior management are acting on its recommendations.
  - (iii) To monitor the independence of the external auditor
  - (iv) To establish the appropriate relationships with the external auditor to receive information on any issues that could be a threat to their independence.
- d) In relation with other duties, it corresponds to the Audit Committee:
- (i) To report during the AGM on the matters raised therein by shareholders which fall under its scope of responsibility.
  - (ii) To monitor the process of preparing the annual accounts and management reports, individual and consolidated, for their formulation by the Board.
  - (iii) To report to the Board of Directors, for its formulation, on the correctness and reliability of the annual statements and management reports, individual and consolidated, and the periodic financial information disseminated to the markets.
  - (iv) To monitor compliance with internal codes of conduct and, in particular, with these Regulations under the terms provided herein.
  - (ix) To report to the Board of Directors, prior to its adoption of the corresponding decisions, on the following subjects:
    - The financial information that the Company must periodically make public.
    - The creation or acquisition of holdings in special purpose entities or those established in countries or territories which are considered tax havens, as well as any other transactions or operations of an analogous nature.
    - The preparation of a report on all those transactions that have the condition of Related-Party Transactions.

The main actions of the Audit Committee during 2020 were:

- Definition, approval and monitoring of the Internal Audit annual plan;
- Monitoring and supervision of the actions performed in connection with the risk map management, as well as understanding and analysing the development of the main risks;

- Monitoring and supervision of the ICFR model;
- Approval and follow up of action plans defined on the bases of internal audits performed;
- Quarterly monitoring of group results as well as periodic supervision of the most significant accounting estimates;
- Review of the scope and results (half and yearly) of the audit works performed by external audit;
- Review and approval of the audit fees and as well as of other fees for compatible services, as well as approval of the scope of the work of auditor
- Approval of the auditors' independence report

**Identify the directors who are member of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.**

|   |   |
|---|---|
| <b>Name of directors with experience</b>      | NICOLÁS VILLÉN<br>MARIA CRISTINA HENRÍQUEZ DE LUNA<br>ERNESTO GERARDO MATA LÓPEZ<br>ESSIMARI KAIRISTO |
| <b>Date of appointment of the chairperson</b> | 29/05/2020  |

| <b>Remarks</b>   |
|--|
| All four members of the Audit Committee (as described in their profiles in section C.1.3 above) are experts in the subject and have been appointed considering their knowledge and experience in accounting and audit. |

#### **APPOINTMENTS AND REMUNERATION COMMITTEE**

| <b>Name</b>                   | <b>Post</b> | <b>Category</b> |
|-------------------------------|-------------|-----------------|
| JOHN DANIEL HOFMEISTER        | PRESIDENT   | INDEPENDENT     |
| RICHARD CAMPBELL NELSON       | MEMBER      | INDEPENDENT     |
| MARIA JOSÉ ESTERUELAS AGUIRRE | MEMBER      | INDEPENDENT     |

|                                   |     |
|-----------------------------------|-----|
| <b>% of proprietary directors</b> | 0   |
| <b>% of independent directors</b> | 100 |
| <b>% of external directors</b>    | 0   |

**Explain the duties exercised by this committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

The Appointments and Compensation Committee consists of at least three and a maximum of five Directors, appointed by the Board of Directors for a period not exceeding their term as Directors and without prejudice to being re-elected, insofar as they are also Directors. The Board of Directors designate the members of the Committee, based on the knowledge, skills and experience of the Directors and the tasks entrusted to the Committee.

Appointments and Compensation Committee's functions are:

- To formulate the proposals for appointment, re-appointment and removal of Independent Directors, and to report on the proposals for appointment, re-appointment and removal of the rest of Directors.
- To establish an objective of representation for the under-represented gender on the Board of Directors and to prepare guidelines on how to achieve said objective.
- To verify the character of each Director and check that he/she meets the requirements for qualification as Executive, Independent, Nominee or Other

- External Director.
- To evaluate the skills, expertise and experience necessary in the Board of Directors, to define, consequently, the functions and abilities needed in candidates who are to fill each vacancy, and to evaluate the time and dedication necessary in order for them to perform their duties.
  - To examine and organize, in such a way as is understood to be suitable, the succession of the Chairman and the chief executive and, where necessary, to make proposals to the Board of Directors, so that such succession occurs in an orderly and well-planned manner.
  - To report annually on the duties performed by the Chairman of the Board of Directors and by the chief executive of the Company.
  - To report on the appointments and resignations of the Secretary and Deputy Secretary of the Board of Directors and of the senior executives whom the chief executive proposes to the Board of Directors.
  - To report to the Board of Directors on the diversity issues, and safeguard that, when filling new vacancies, the Board shall respect the provisions set forth in Article 14.3 of these Regulations.
  - To develop and implement a record of situations concerning Directors and senior executives from the Company, and to receive and maintain in that record the personal information provided by the Directors, as established under articles 18 and 19 of these Regulations.
  - To receive the information supplied by Directors.
  - To propose to the Board of Directors the remuneration policy for Directors and managing directors or others who perform their top management duties and directly depend on the Board of Directors, supervisory committees or chief executive officers.
  - To propose to the Board of Directors the individual remuneration of Executive Directors and other conditions of their contracts.
  - To propose to the Board of Directors the basic conditions of contracts for senior executives.
  - To oversee compliance with the remuneration policy set by the Company.
  - Periodically review the remuneration policy for Directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other Directors and senior officers in the Company.
  - Ensure that conflicts of interest do not undermine the independence of the external professionals referred to the following Article 40.4.
  - Verify the information on Director and senior officers' pay contained in corporate documents, including the annual Directors' remuneration report

Main 2020 actions of the Appointments and Compensation Committee were:

- Approval of the bonus payouts for the managers reporting to the CEO;
- Determination of the 2021 salaries of the Senior Managers.
- Approval of the awards under restricted stock units (RSU) and performance stock units (PSUs) systems.
- Determination of the target regarding adjusted earnings per share (EPS) and the EPS target stretch for the period under the Chief Executive Officer and the Senior Management LTI plans.
- Approval of the payment of the CEO's annual bonus corresponding to year 2020.
- Analysis of future remuneration policy for directors, evaluation best practices, market tendencies, stakeholders, proxy advisors and institutional investors' expectations.
- Proposal and reports related to re-election of Nicolás Villén as independent director.
- Approval of a new Directors Remuneration Policy in order to include the remuneration of the new executive director.
- Approval of the Annual Report on Remunerations of Directors.
- Support in evaluation process for the Board, its Chairman and Chief Executive Officer.
- Follow-up of the succession planning of the Chief Executive Officer and the Senior Managers reporting to him, the launch of strategic HR initiatives, performance evaluation, risk indicators, talent development initiatives, and the performance evaluation and the personal development plan of the Senior Managers.

- Assistance in preparing and attending meetings held with investors and proxy advisors in matters of its competence.
- Follow-up of the actions designed in order to preserve and improve the employees' satisfaction
- Analysis of the implications of the COVID-19 pandemic in the non-executive, executive and senior management remuneration.
- Follow up of the pandemic consequences in the staff management of the group.
- Approval of temporary remuneration reduction during 2020 for non-executive and executive directors and for senior management.

#### ESG COMMITTEE

| Name                    | Post      | Category    |
|-------------------------|-----------|-------------|
| CHRISTOPHER COLE        | PRESIDENT | INDEPENDENT |
| RICHARD CAMPBELL NELSON | MEMBER    | INDEPENDENT |
| FERNANDO BASABE ARMIJO  | MEMBER    | EXECUTIVE   |

|                            |       |
|----------------------------|-------|
| % of executive directors   | 33.33 |
| % of proprietary directors | 0     |
| % of independent directors | 66.67 |
| % of external directors    | 0     |

| Observaciones   |
|---|
| The majority of directors in ESG Committee are independents, including its Chairman, but the Company considers it is adequate to include an Executive Director amongst its members to promote implementation of Corporate Social Responsibility Policy within the group. In all meetings regarding corporate governance, this has always been well considered by shareholders and proxy advisors. |

**Explain the duties exercised by this committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

The ESG Committee comprises a minimum of three and a maximum of five Directors appointed by the Board of Directors, for a period not exceeding that of their term as Directors and without prejudice to their ability to be re-appointed insofar as they were re-appointed as Directors. The Board of Directors will appoint the members of the ESG Committee based on the expertise, skills and experience of the Directors and its commitments.

ESG Committee's functions are:

- To promote the Company's policy in terms of ESG and of the Applus+ Group supervising and ensuring the adoption and effective implementation of good practices in the field of environmental social governance responsibility, good governance, ethics and transparency and procuring that expectations of the various stakeholders.
- To submit to the Board of Directors the initiatives and proposals it deems appropriate and inform on the proposals submitted for the consideration thereof, ensuring that the business strategy of the Company is aligned with the values of the Company's policy in terms of ESG approved by the Board of Directors.
- In particular, to design, define and approve initiative and according development plans for the achievement of the goals previously set up according to the Company's policy in terms of ESG and to such other policies or codes that, within the scope of its functions, it may promote.
- Likewise, to define the necessary organization and coordination for the implementation of such initiatives and strategies for the Company's policy in terms of ESG including, if necessary, the possibility to appoint ad-hoc committees to monitor specific areas.

- To assess, review and monitor the development and implementation of initiatives and plans of the Company in implementing the Company's policy in terms of ESG, by monitoring their compliance with the indicators defined.
- To monitor and to evaluate the preparation and the integrity of the annual report on corporate governance, the annual report on ESG matters and any other mandatory non-financial information, coordinating whenever necessary the process for reporting such information in accordance with applicable regulations and international reference standards.
- To establish and to monitor a mechanism whereby employees and other persons related to the Company, such as Directors, shareholders, suppliers, contractors or subcontractors can report irregularities of potential significance, including financial, non-financial and accounting irregularities, or those of any other nature, related to the Company which are evidenced within the Company or the Applus+ Group.
- To oversee compliance with the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as the communication and relations strategy with shareholders and investors, proxy advisors and other stakeholders, including small and medium-sized shareholders.
- To periodically evaluate the effectiveness of the Company's corporate governance system and of the Company's policy in terms of ESG, in order to confirm that it is fulfilling its mission to promote the corporate interest and to take into account, where appropriate, the legitimate interests of the remaining stakeholders.
- To monitor that the Company's environmental and social practices are in accordance with the established strategy and policy.
- To oversee the acting of the Company in respect of training, reporting and investigations.

During 2020, the ESG Committee worked on three main areas:

- Sustainability: (i) Drafting and approval of the CSR report and Non-financial Information report for its submission to Board and AGM; (ii) Applus continued to be adhered to the UN Global Compact, committing with the initiative and its 10 principles, as well as to the UN ODS; (iii) monitoring of the 2016-2020 plan; (iv) management and follow up of COVID-19; (v) Review of ratings to which Applus+ is adhered (MSCI ESG Research, FTSE4Good Ibex, CDP and its reporting requisites; (vi) control and monitoring of accident rate of Applus+; and definition of objectives of the group in ESG matters for exercise 2021 for approval by the Board;
- Business ethics: (i) monitoring and improvement of the Compliance Management System, with review of policies and procedures to promote the CORE Compliance model as minimum for all group companies, issuance of new policies and procedures including the definition of the Core; (ii) reinforce and strengthen compliance culture with online training sessions; (iii) review of third parties and agents under anti-corruption policy; (iv) management of whistleblowing channel; (v) development of the compliance management system through a new yearly "management declaration"; (vi) TIC audit with positive results.
- Corporate Governance: (i) preparation and development of governance roadshow, gathering valuable feedback from institutional investors and proxy advisors; (ii) check & balance at its first meeting of the year of Applus+ corporate governance model compared with Spanish Code recommendations and investors and proxy advisors expectations; (iii) hybrid AGM, contact with proxy advisors and investors previous to AGM to explain new matters in the agenda as well as follow up after the AGM to discuss increase in negative votes in some of the matters; (iv) analysis of Good governance Code improvements and action plan proposal, amendments to Board Regulations, ESG Policy, Directors' Selection Policy, Policy for the

communication of economic-financial, non-financial and corporate information and communication and contact with shareholders, institutional investors and proxy advisors and new Committee's regulations.

**C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:**

|  | Number of female directors |       |           |       |           |       |           |      |
|--|----------------------------|-------|-----------|-------|-----------|-------|-----------|------|
|  | Year 2019                  |       | Year 2018 |       | Year 2017 |       | Year 2016 |      |
|  | Number                     | %     | Number    | %     | Number    | %     | Number    | %    |
| <b>Audit committee</b>                         | 2                          | 50    | 1         | 33.33 | 1         | 33.33 | 0         | 0.00 |
| <b>Appointments and remuneration committee</b> | 1                          | 33.33 | 0         | 0.00  | 0         | 0.00  | 0         | 0.00 |
| <b>ESG Committee</b>                           | 0                          | 0.00  | 0         | 0.00  | 0         | 0.00  | 0         | 0.00 |

**C.2.3 State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also, state whether any annual reports on the activities of each committee have been voluntarily prepared.**

The Rules for Board Committees are included in the Regulations of the Board of Directors, which establish their competences, composition, procedures, etc; these are available for consultation both on the CNMV website and the [www.applus.com](http://www.applus.com) corporate website, and may be directly accessed through the following link: <http://www.applus.com/es/InvestorRelations/Corporate-governance>

The three committees issue an annual report on their activities, which is submitted to the Board in the first yearly meeting.

Likewise, during 2020, the Board of Directors approved a regulation for each of the three committees, all of them available at <https://www.applus.com/global/en/investor-relations/corporate-governance>.

## **D** RELATED PARTY AND INTRAGROUP TRANSACTIONS

**D.1. Describe, if applicable, the procedure for approval of related-party and intragroup transactions.**

Further to article 7.2 h) of the Regulations of the Board of Directors and article 529 ter of the Spanish Companies Act, transactions carried out by the company or companies of the Applus Group with its directors, significant shareholders, and shareholders represented on the Board of Directors of the company or any Applus group company, or with persons associated with them, must be approved by the Board of Directors on the basis of a prior report by the Audit Committee.

**D.2. Describe any transactions which are significant, either because of the amount involved or subject matter, entered into between the company or entities within its group and**

the company's significant shareholders:

| Name of significant shareholder | Name of company within the group | Nature of the relationship | Type of transaction | Amount (thousand euros) |
|---------------------------------|----------------------------------|----------------------------|---------------------|-------------------------|
| N/A                             | N/A                              | N/A                        | N/A                 | N/A                     |

- D.3. Describe any transactions that are significant, either because of their amount or subject matter, entered into between the company or entities within its group and directors or managers of the company:

| Name of director or manager | Name of the related party | Relationship | Type of transaction | Amount (thousand euros) |
|-----------------------------|---------------------------|--------------|---------------------|-------------------------|
| N/A                         | N/A                       | N/A          | N/A                 | N/A                     |

- D.4. Report any material transactions carried out by the company with other entities belonging to the same group, provided that these are not eliminated in the preparation of the consolidated financial statements and do not form part of the company's ordinary business activities in terms of their purpose and conditions.

In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens:

| Name of entity within the group | Brief description of the transaction | Amount (thousand euros) |
|---------------------------------|--------------------------------------|-------------------------|
| N/A                             | N/A                                  | N/A                     |

- D.5. State the amount of any transactions conducted with other related parties that have not been reported in the previous sections.

| Name of entity within the group | Brief description of the transaction | Amount (thousand euros) |
|---------------------------------|--------------------------------------|-------------------------|
| N/A                             | N/A                                  | N/A                     |

- D.6. Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management or significant shareholders.

|  |
|--|
| <p>Article 19 of the Regulations of the Board of Directors specifically regulates conflicts of interest:</p> <p><i>“The Directors shall perform their duties with the loyalty of a faithful representative, acting in good faith and in the best interest of the Company. In particular, the duty of loyalty obliges the Director:</i></p> <ul style="list-style-type: none"> <li>a) ...</li> <li>b) ...</li> <li>c) <i>To refrain from participating in the discussion and voting on resolutions or decisions in which they or a person related to them has a, direct or indirect, conflict of interest. The agreements or decisions relating to them in their condition of Directors, including their appointment or revocation for the positions on the Board or others analogous in nature, shall be excluded from the above obligation of refrain from participating and voting.</i></li> <li>d) <i>To perform their duties under the principle of personal responsibility with freedom of judgement or good judgement and</i></li> </ul> |
|--|

*independence with regard to the instructions and links to third parties.*

- e) *To adopt the necessary measures to avoid finding themselves in situations in which their interests, on their own account or that of a third party, may conflict with the corporate interest and their duties to the Company.*
- f) *In particular, the duty to avoid the conflicts of interest referred to in the previous paragraph obliges the Director to refrain from:*
  - (i) *Carrying out transactions with the Company, except in the event of ordinary transactions, carried out under standard conditions for the clients and non-material, defined as those transactions whose information is not necessary to present a fair view of the Company's equity, the financial situation and the results of the entity.*
  - (ii) *Using the name of the Company or using their status as Director to unduly influence private operations being conducted.*
  - (iii) *Making use of the corporate assets, including the confidential information of the Company, for private purposes.*
  - (iv) *Taking advantage of the business opportunities of the Company.*
  - (v) *Obtaining advantages or remuneration from third parties other than the Company and the Applus+ Group associated to the performance of their duties, except in the case of the corporate hospitality.*
  - (vi) *Carrying out activities on their own account or on behalf of a third party which entail effective competition, whether actual or potential, with the Company or that, otherwise, would create a permanent conflict of interests with regard to the interests of the Company.*
- g) *The foregoing provisions shall also apply in the event that the beneficiary of the acts or activities prohibited is a person related to a Director.*
- h) *In any case, the Directors shall inform the other Directors and the Board of Directors of any conflict, direct or indirect, that they or persons related to them may have with the interests of the Company.*
- i) *The conflict of interest of the Directors shall be disclosed in the Notes of the financial statements"*

Likewise, article 7.2 (h) of the Regulations of the Board of Directors establishes that the following is a matter reserved for the Board of Directors: *"the approval, subject to a prior report from the Audit Committee, of the transactions carried out by the Company or companies of the Applus+ Group with its Directors, shareholders, whether on their own or together with others, considered as significant, including the shareholders represented on the Board of Directors of the Company or of other companies that are part of the Applus+ Group, or with persons related thereto"*. This shall not apply for transactions which fulfil the following conditions: (a) they are carried out under the terms of contracts whose conditions are standardized and applied to a large number of clients; (b) they are implemented at prices or rates generally set by the person supplying the good or service in question; and (c) the value of these transactions does not exceed 1% of the annual turnover of the Company.

Finally, section 4.11 of the Code of Ethics and the Global Conflict of Interests Policy regulate the situations of conflict of interest of Applus+ employees, as well as the mechanisms to follow in case of conflict.

**D.7. Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them**

Yes  No

**Indicate whether the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries have been defined publicly and precisely:**

Yes  No

|   |
|---|
| <b>Report the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries, and identify where these aspects have been publicly reported</b> |
|   |

**Identify the mechanisms in place to resolve potential conflicts of interest between the parent of the listed company and the other group companies:**

|  |
|--|
| <b>Mechanisms for resolving possible conflicts of interest</b> |
|  |

## **E**

### **RISK MANAGEMENT AND CONTROL SYSTEMS**

**E.1 Explain the scope of the company's Risk Management and Control System, including tax compliance risk.**

|   |
|---|
| <p>The Board of Directors is ultimately responsible for the existence and maintenance of an internal control and risk management system that is adequate and effective, tax risks included, and with regards to the definition of the risk appetite. This supervision function has been entrusted to the Audit Committee.</p> <p>The Group has developed a policy and a procedure of Risk Management, and both have been approved by the Board of Directors.</p> <p>As a result of the implementation of said procedure the Group's Risk Map is reviewed and updated on a yearly basis.</p> <p>The risk management model implemented by the Group consists of the following three stages:</p> <p>Stage 1: identification and assessment of risks based on the impact and the likelihood of occurrence.</p> <p>Stage 2: monitoring of risks based on Key Risks Indicators (KRI), determination of the tolerance levels and definition of action plans when considered necessary.</p> |
|---|

Stage 3: periodical reporting to the Audit Committee and the Board of Directors about the risks evolution through their KRIs.

It is the senior management who proposes the Risk Map to the Audit Committee. The Risk Map details all risks identified and assessed, including strategic, operational, financial, tax, legal, compliance and also risks to sustainability including those related to climate change.

This risk map has incorporated those factors deemed critical, considering all of the Group's lines of activity, geographical areas where it operates and its business divisions, as well as any risk factors deemed critical in relation to support functions (such as finances, human resources, legal and tax).

In addition, the company has a criminal risk map and a Criminal Risk Management and Crime Prevention Handbook in accordance with article 31 bis of the Criminal Code and other applicable laws. Under ESG Committee instigation, it has reviewed and strengthened the existing Corporate Compliance Program, by designing and implementing in the group the new Appplus+ Criminal Risk Management and Crime Prevention System (hereinafter, the System), which is described in the referred handbook. The group has implemented the System by deploying the necessary internal control and surveillance measures to ensure compliance with criminal laws and to avoid the occurrence of offenses of which, in accordance with Spanish Criminal Code, any group company might be held responsible or, in case these cannot be avoided, at least to significantly reduce the risk of they taking place. Prevention is one of the main objectives of the System, the other one being to make possible the quick detection and reaction before any potential criminal offense in the group. The Company shall continue to deploy the implementation of the System in line with the annual plan that the ESG Committee approves.

**E.2 Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk.**

Pursuant to Article 7.2 (vii) of the Regulations of the Board of Directors, the Group's Board of Directors is in charge of all risk control and management policy, tax risks included, and will periodically follow up on any internal reporting and control systems, by optimising the cost/benefit ratio, in order to:

- Reach any medium-term strategic objectives
- Safeguard shareholder value
- Give assurance the Group's results and reputation
- Uphold the interests of the Group's shareholders and stakeholders
- Ensure compliance in those countries where it operates including tax regulations

The Audit Committee, pursuant to Article 39.7 (a) (ii), is in charge of periodically reviewing any internal control and risk management systems in order to ensure that any main risks are identified, managed and adequately understood, including discussions with the auditors on any significant weaknesses in the internal control system detected during the audit. To do this, the Committee is backed up by the supervision tasks completed by the Group's Internal Audit Management. Supervision of any risk control systems includes approval of the risk model and periodic supervision, at different intervals depending on their importance.

The Group's Chief Executive Officer is in charge of handling these risks, as well as the heads of each corporate functional area and the Executive Vice President of each business Division, in accordance with their scope of activity, according to acceptable risk levels for the company.

The Internal Audit Management and the Group's Internal Control Responsible are in charge of supervising compliance with risk tolerance, the effectiveness of control systems and following up on the implementation of necessary actions, which are subsequently monitored by the corporate functions affected.

**E.3 State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives.**

The Applus+ Group risk map covers any risks that may have a significant impact on its results, to the best of its understanding. The risks contemplated in this map may be classified as follows:

1. strategical risks including risks to sustainability as well as those related to climate change
2. inherent to business activities (operational)
3. financial risks including tax
4. legal risks and compliance

The main risks managed by the Group are:

- Adequate supervision of the Group's business based on long-term agreements with a finite life-span (such as concessions in the technical vehicle inspection business in Spain, Europe and America) or IDIADA, providing services to the world's leading vehicle manufacturers.
- Certain levels of dependence on the evolution of some of the sectors in which the Group operates (automotive and oil and gas sectors)
- Adequate follow-up on the formal and service quality terms in any services provided based on granted accreditations. In this regard, the Group has taken out insurance policies in order to cover any third party damage related to potential negligence when providing the services offered by the Group in all sectors where it is present.
- Risks related to the economic, social and political situation of the countries where the Group operates, as well as the main macroeconomic indicators that could have a short and medium-term impact on Applus+ Group's results, particularly considering its geographic spread.
- Retention of key staff for the Group and talent management.
- Potential criminal sanctions or significant business losses resulting from possible penalties that could be derived from non-compliance with the crime prevention handbook implemented by the Group.
- Risks related to cyber security

In financial terms, the Group manages and monitors the main risks that could affect Applus Group's results:

- Liquidity risk and leverage level of the Group.
- Risk of overestimation of certain significant assets (such as goodwill, intangible assets generated as a result of inorganic growth, as well as tax assets).
- Working Capital management.

**E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.**

The levels of tolerance are defined through the established value limit set by the KRI associated with each risk.

Tolerance levels are defined according to the following parameters:

- Maintenance of quality standards
- Volume of business affected and potential impact on business sustainability
- Impact on reputation and on business continuity
- Compliance with applicable law (tax laws included)
- Probability of materialising

For those risks deemed critical, given the impact upon materialisation on the achievement of the Group's objectives, specific tolerance levels are defined, indicating action guidelines, timeframe to achieve, people in charge, follow-up indicators; the frequency and content is also established of any information to be provided to governing bodies for follow-up and decision-making.

**E.5 State which risks, including tax compliance risks, have materialized during the year.**

The Group's operations and, consequently its financial statements, have been affected by COVID-19 and the global expansion to a large number of countries where Applus+ operates.

The pandemic's impact, as well as other factors affecting the market where the Group operates, caused a drop in demand for services and interruptions to the business due to temporary shut-downs of activity. Consequently, indications of impairment were identified on the non-current assets associated with certain businesses that constitute separate cash-generating units, including goodwill. Therefore, the directors re-estimated the recoverable amount of those assets at the end of the first half of 2020. The interim condensed consolidated statement of profit or loss includes the recognition of the impairment that arose as a result of that analysis.

In this sense, with more information about the evolution of the pandemic's impact, the Group has repeated at year-end the impairment tests for all cash generating units in relation to goodwill and intangible assets, concluding that in 2020 there was no need to record additional impairments, apart from the abovementioned.

Apart from the impacts detailed above, the Group has been able to successfully manage the challenges associated to the side-effects of this exceptional situation. The systems have allowed continuing operations remotely through telecommuting, and the increasing cybersecurity threats have been solved without any remarkable incidents. Likewise, the Group has put all available means to protect employees' health, mitigating the spread of the virus in the working environment.

In relation to tax issues, in 2020 several tax inspections have been carried out in different geographical areas where the Group operates without significant sanctions. With regards to the open inspections, no material impacts are foreseen that are higher than the risk appetite established in the Group's Risk Map.

Finally, the Group has not been involved in any new litigation that could have a relevant impact on its results, and currently open litigation actions have not led to events which could modify previous fiscal year's accounting accruals. The Directors do not expect any material liabilities to arise as a result of a potential inspection.

**E.6 Explain the response and monitoring plans for all major risks, including tax compliance**

**risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise.**

The Applus Group has an updated risk map contemplating any material risks which could affect the achievement of its strategic objectives.

To do this, the Group has implemented measures to mitigate these risks, in order to reduce the likelihood of occurrence and its potential impact. The management of the risk map is a responsibility carried out periodically by the group's top management, as part of their responsibilities. From the aforementioned ongoing management, action plans are detected to be implemented, defining who is responsible for, and execution deadlines are set, with the purpose of starting up the necessary measures to reduce the impact of such risks, should they materialise.

These measures are generally executed by the Group's Management; the Audit Committee and, ultimately, the Board of Directors are the two bodies in charge of approving and supervising the measures carried out.

In tax compliance risks which entail a high technical difficulty related to regulations interpretation, the Group resorts to external advisors in order to obtain a third party opinion on any potential risks if a certain transaction is carried out, mitigating them before they appear. Additionally, the Group will use any instruments available in tax laws (prior evaluation agreements, binding consultations, etc.), in those cases where i) this is deemed appropriate in order to reduce any disagreement derived from application of the tax rule, and ii) this is reasonable based on the instruments available, the issue in question and foreseeable timeframes.

Furthermore, the Group has taken out insurance policies to cover any damage that may be caused to third parties as a result of negligence when providing its services, including its subsidiaries, in those sectors where it operates.

The Group has internal control and risk management systems and tools that allow for constant monitoring and tracking of any action plans and incidents identified in the reporting and review of financial information.

## **F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF ISSUING FINANCIAL INFORMATION (ICFR)**

**Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your company.**

### **F.1 Control environment**

**Report on at least the following, describing their principal features:**

**F.1.1. The bodies and/or departments that are responsible for (i) the existence and maintenance of an adequate and effective ICFR; (ii) their implementation; and (iii) their supervision.**

Applus+ Group's Internal Control over Financial Reporting (hereinafter, "ICFR") is part of its general internal control system and makes up a group of processes carried out by the Board of Directors, the Audit Committee, the Management and the Group's staff, in order to ensure reasonable safety regarding the reliability of any financial information disclosed to the markets.

The Board of Directors of the Applus+ Group is the Group's senior decision-making body, entrusting all regular management to the executive bodies and management team and, consequently, concentrating on its supervision function. The Board of Directors is ultimately responsible for the existence and maintenance of an adequate and effective ICFR, and has delegated this task to the Audit Committee. ICFR supervision is implemented through activities of this kind, carried out by the Internal Audit function.

The Group's internal control model for financial reporting has three distinct areas of control: (i) self-evaluation of the persons in charge of all processes and critical controls, (ii) review of the financial evaluation process by the Financial Managements in each Division and by the Corporate Financial Management in the consolidation process, and (iii) evaluation of the efficiency and efficacy of controls and risk identification by the Internal Audit Management.

The Group's Corporate Financial Management, through the Risk & Internal Control Department, carries out the following tasks in relation to the ICFR:

- To review and approve any accounting Policies and Manuals incorporated into the Group's Financial Management Intranet.
- To establish and disseminate the necessary procedures to ensure adequate internal control of financial reporting.
- To establish and maintain internal controls on financial information, to ensure its reliability, and to guarantee that all reports, transactions or other relevant events are communicated in due form and time.
- To establish and maintain internal tax controls, in order to ensure the timely filing of accurate and complete tax statements.

During 2020 as in previous years an Internal Control Model over Financial Reporting has been implemented, in order to guarantee its reliability.

**F.1.2. State whether the following are present, especially if they relate to the creation of financial information:**

- **Departments and/or mechanisms in charge of: (i) design and review of corporate structure; (ii) clear definition of lines of responsibility and authority with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity.**

The Board of Directors of Applus+, through its Chief Executive Officer, entrusts the Corporate Financial Management with designing and reviewing the organisational structure involved in financial reporting. The Management outlines the structure and how responsibilities are distributed, as well as their design procedure, review, update and dissemination; this procedure is documented in flowcharts (organisational structure) and the process model and associated regulations, as part of the Applus+ Group's policy catalogue.

Furthermore, lines of authority and responsibility have been defined in all relevant processes by formalising the Model for Delegation of Authority and Responsibility, which includes any critical decisions of

the Group that may eventually affect financial reporting.

As regards the financial reporting preparation process, instructions are issued by the Corporate Financial Management establishing specific guidelines and responsibilities for each closing of the accounts (procedures explaining the main tasks, both in the corporation and in each subsidiary company), to include the IFRS Internal Manual.

- **Code of conduct, body that approves it, degree of dissemination and instruction, principles and values included (indicating whether the recording of transactions and the preparation of financial information are specifically mentioned), body in charge of reviewing breaches and of proposing corrective actions and penalties.**

The Applus+ Group has a Code of Ethics and Anti-Corruption Policy in place, approved by the Board of Directors, which specifically refer to the registration of transactions and financial reporting, as well as compliance with the law and the Group's accounting policies, amongst others. Likewise, there are specific internal policies for the accounting and finance functions. Furthermore, all employees have been specifically trained and are obliged to explicitly accept both rules each year.

The main values and principles gathered in the Code of Ethics are integrity, transparency, responsibility, impartiality and independence. Furthermore, the Code of Ethics includes a commitment to strictly fulfil the obligation to provide reliable financial information, prepared under applicable regulations, and the responsibility of the company's employees and executives to ensure that this is so, both by adequately carrying out their tasks and by informing the governance bodies of any circumstance that could affect this commitment.

The body in charge of analysing any potential non-compliance, proposing corrective action, is the Corporate Social Responsibility (CSR) Committee of the Applus+ Group, along with the Group's Compliance Management and in particular, it corresponds to the Audit Committee, in accordance with article 39.7 b) iv of the Regulations of the Board of Directors to "*To analyse financial and accounting irregularities –with potentially serious implications– that may have been reported by employees through the mechanism provided in section 41.6.viii*".

- **Whistleblower channel, that allows notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organization, reporting, as the case may be, if this is of a confidential nature.**

The CSR is responsible (article 41.6 viii of the Regulations of the Board of Directors) to "*establish and to monitor a mechanism whereby employees can report, confidentially, and if necessary, anonymously, any irregularities they detect in the Company with potentially serious implications*" which is central in the Applus+ Compliance system. The Applus+ Group has put in place, and encourages the use of, an internal whistleblowing channel allowing the reporting of potential infringements of the Code of Ethics and other irregular activities.

All communications are confidential and compliance with data protection laws is also ensured. There is a unique whistleblowing channel for the entire Group and is available on the corporate

website.

- **Training and periodic refresher programs for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control and risk management.**

As regards the training and periodic refreshment courses in matters that may affect the reporting and publication of financial information, Applus+ believes that development and continuous training of its employees and executives is essential. Furthermore, it is the Group's plan to arrange specific training sessions on issues related to the ICFR for the staff involved in drawing up the Group's financial statements. To do this, constant communications with external auditors and other independent third professionals will guarantee this continuous training, amongst other issues.

Any training needs detected and provided at corporate level are extended to all other financial managers in the Group's subsidiaries, through face-to-face training or through online training held each year; training will be a key point of the agenda, including individualised sessions if deemed appropriate.

Additionally, there has been specific training provided on the relevant policies to ensure the knowledge of their content by all responsible employees who are part of the financial information preparation and review.

## **F.2 Assessment of financial information risks**

**Report on at least the following:**

### **F.2.1. The main characteristics of the risk identification process, including error and fraud risk, as regards:**

- **Whether the process exists and is documented.**

The Applus+ Group has an Internal Control over the Financial Reporting (ICFR) Policy in place that establishes the basic principles and general action framework to manage the internal control over the financial information reported, which contains:

- The criteria established to define which companies within the Group are relevant for the purposes of the Group's SCIIF Model
- Methodology to identify new risks and to periodically evaluate existing ones, establishing common and homogenous parameters for the entire Group.
- Maintenance of an internal control system to monitor, assess and improve the control measures applied to existing risks.

In 2019 the ICFR model was expanded to companies which, both comply with the materiality level and also to those companies which do not, to include the implementation of the criminal risk management and crime prevention for those areas with crimes applicable globally and not only in Spain.

- **Whether the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency.**

The methodology used to manage risks is COSO (Committee of

Sponsoring Organizations for the Treadway Commission). The criteria used to identify the most relevant processes include quantitative criteria (materiality) and qualitative criteria (business risk, visibility to third parties and reputational risks). Any risks identified are prioritised by professional opinion based on a series of variables (process level of automation, whether the process is known and/or it is necessary to use judgments and estimates). In addition, risks of fraud are implicitly identified insofar as they may generate material errors in financial information.

As a result of applying its Internal Control over the Financial Reporting (ICFR) Policy, the Group has developed risk matrixes and controls for its relevant business processes, specifically for each subsidiary of significant relevance in the consolidated Group. Each risk identified in the process to draw up consolidated financial statements is associated to the processes and different financial lines deemed significant (either by contribution to the consolidated financial statements or due to other more qualitative factors) and to the Group's companies under the ICFR scope.

Each risk identified in those frameworks has assigned all objectives and assertions of the financial information: existence and occurrence; completeness; assessment; presentation, breakdown and comparability, and rights and obligations). Once the applicable ICFR scope in the Applus+ Group is defined, based on identified risk frameworks, control activities have been designed to cover such risks.

Any risks identified as relevant are reviewed at least once a year, during the certification and evaluation process conducted by the managers on the effectiveness of the company's internal control. The object of this review is to update any risks to changing circumstances where the Group operates, particularly if there are changes in the organisation, IT systems, regulations, products or the market scenario.

The model scope is defined in the Internal Control over the Financial Reporting (ICFR) policy, based on the materiality level of revenues and fixed assets applied in each legal entity. Currently the model is developed for subsidiary companies which in aggregate represent more than 80% of the Group Sales.

- **The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities.**

As regards the process of identifying the scope of consolidation, the Group considers that the financial closing and consolidation process is one of the relevant processes that may affect financial reporting. This is why Applus+ has considered all the risks inherent to said processes, ensuring adequate configuration and execution, as well as an accurate identification of the scope of consolidation. As part of this process, the Consolidation Department, which reports to the Corporate Financial Management, periodically reviews any changes in the Group's structure along with the Legal Department.

- **Whether the process takes into account, the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.**
- The process to identify a risk of errors in financial reporting takes into account the effects of other types of risk, which are evaluated and managed by various corporate units.

- **The governing body within the company that supervises the process.**

The process to identify any risk of error in financial reporting is completed and documented by the Risk & Internal Control Management. Internal Audit Management reviews the process, as part of the supervisory role ultimately carried out by the Audit Committee.

### F.3 Control activities

**Report on whether the company has at least the following, describing their main characteristics:**

- F.3.1. Review and authorization procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.**

The Corporate Consolidation Management, which reports to the Corporate Financial Management, is in charge of executing procedures to review and authorise financial information and the ICFR description for disclosure to the stock exchange. Furthermore, the task of reporting financial data on a monthly, quarterly, six-monthly and annual basis begins with a view and certification by the financial manager of each subsidiary. Tax information is drawn up by the Tax Management, which reports to the Corporate Financial Management.

Any ICFR documentation, evidence of its execution and supervision, as well as significant events and action plans, are managed through the Group's internal control and risk management system (Applus GRC). This tool provides the following advantages in ICFR terms:

- Centralisation of all documentation and ICFR model management of the Group, in a homogenous manner.
- Integration of internal control over financial information in all business and corporate processes, allowing each organisational unit responsible to periodically evaluate its controls, providing the necessary evidence and executing the ICFR internal certification process each year.
- Use of automatic workflows to manage control activities and to launch action plans.
- Provision of a back-up tool for the ICFR supervision and testing process by the Internal Audit Department and external auditors.
- Procurement and support for the information required for ICFR reporting.
- Integrated internal control over the preparation and presentations of tax returns in those countries where it operates, using automatic workflows to manage tax control activities.
- Integrate the design of internal control and implementation of all controls related to compliance and more specifically corruption.

As regards activities and controls directly related to transactions that may have a material effect on financial statements, Applus+ has implemented a control description to mitigate the risk of any material error in information reported to the markets. Furthermore, in each subsidiary, the following information is available for each control activity belonging to significant

processes:

- Description of the process and sub process.
- Description of financial reporting risks associated to various processes, sub processes and control objectives.
- Definition of control activities designed to mitigate any identified risks.
- Description of the managers of all processes, risks and control activities.
- Classification of control activities implemented or pending implementation (action plans).
- Level of automation of control activities (manual or automatic).
- Classification of each control activity by nature (preventive or detective).
- Definition of control execution frequency.
- Definition of evaluation frequency by the Risk & Internal Control Department.
- Definition of any evidence required.

Each financial closing process carried out in the subsidiaries is treated as a single process; the same applies to all financial closing activities carried out at corporate level with the consolidation process and the preparation of annual accounts.

As regards any relevant judgements and estimates, Applus+ indicates in its individual and consolidated annual accounts which areas of uncertainty are estimated that could have a relevant impact on the financial information. These mainly refer to:

- The recoverability of deferred tax assets entered into the accounts.
- An estimate, at each date, of the effects of any tax certificates challenged and the outcome of any tax inspections underway, for the financial years audited.

A specific review of any relevant judgements, estimates, valuations, provisions and forecasts, as well as key calculation hypotheses, with a material impact on consolidated financial statements, is carried out through a continuous supervision by the Group's Corporate Financial Management.

**F.3.2. Internal IT control policies and procedures (access security, change controls, their operation, operational continuity, and segregation of duties, among others) which support relevant processes within the company and relate to the creation and publication of financial information.**

Some of the controls implemented to mitigate or manage risks of error in financial reporting are related to the most relevant computer applications, such as controls on authorised user access or the integrity of information transferred amongst applications and an adequate management of the Company's digital certificate for the filing of tax statements.

The Applus+ Group uses SAP-BPC as a common data system to adequately register and control its operations; consequently, its adequate operation is essential and of particular interest to the Group. The reporting tool is the same for all legal entities of the Group without exceptions.

There are two control levels in the process to identify the risk of material errors in financial reporting:

- In each subsidiary, there are controls to ensure that all information reported through SAP-BPC is consistent with local reporting systems, if different.
- At corporate level there are automatic and manual controls,

conducted on the main application, in order to generate SAP-BPC financial information and guarantee that the consolidation process is adequately completed.

For those systems and applications identified (used at corporate level to draw up consolidated financial information), the Corporate Systems Management has established a series of policies aimed at ensuring their adequate operation. In particular, there are documented policies on the following:

- Classification of information.
- System access management.
- Data leak prevention.
- Identification and maintenance of critical applications.
- Back-up copies.
- Restrictions on the use of Internet and e-mail.
- Data encryption.
- Third party agreements.
- Protection of equipment.
- Legal compliance.
- Communication of incidents.
- Licences and infrastructure use.

In terms of operative continuity, the Group has improved its already high level of availability in its central data systems, hosted in a main datacentre in Madrid, with a Disaster Recovery or DR solution. This DR is hosted in the Microsoft cloud (Azure Cloud) and is connected to the central database through a dedicated high speed cable. In the unlikely event of force majeure (fire, flood, earthquake, etc.) leaving the main datacentre inoperative, in a matter of hours the DR could restore the most critical business applications.

Additionally, a series of supplementary key controls are carried out by consolidation team members to strengthen the reliability of data systems used in financial reporting.

The Group has an improvement and monitoring plan in its data systems as regards the segregation of duties; it also incorporates into the Audit Plan the supervision of said internal control systems related to the segregation of functions in financial information systems.

**F.3.3. Internal control policies and procedures intended to guide the management of subcontracted activities and those of third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements.**

Each year, the Applus+ Group checks which activities executed by third parties are relevant for the financial reporting process.

Over 2020, some Applus+ Group companies have continued to outsource certain activities related to economic, staff and back office management. As a result, certain control and risk management devices have been established with each supplier to guarantee the integrity and accuracy of any financial information reported, such as:

- A specific person in charge in the Corporate Financial Management.
- Quantifiable indicators to evaluate the quality and integrity of the service received.
- The Accounting Department has defined monthly review tasks for the financial statements of subsidiaries operating in Spain.
- An assurance report is obtained regarding service organizations that with a potential impact on the Group's internal control system over financial reporting

Furthermore, in the rest of the Group, outsourced activities are very circumstantial or highly centralised in very specific processes or sub processes, such as the issue of payrolls. These facts are considered a risk in the ICFR model of these companies, for which there is an efficient and effective associated control.

Additionally, when the Applus+ Group considers it necessary to get independent experts involved, upon recruiting these services, it demands in their selection criteria the absence of any doubt on their competence, qualifications, reputation and impartiality.

#### **F.4 Information and communication**

**State whether the company has at least the following, describing their main characteristics:**

- F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organization, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.**

The Corporate Financial Management, through the Risk & Internal Control area, is in charge of defining, updating and disseminating the accounting policies of the Applus+ Group for reporting consolidated financial data under IFRS-EU regulations (consequently including the information to be reported by each subsidiary). The Applus+ Group has an accounting policy manual (IFRS Internal Manual) for the issue of financial statements under IFRS-EU, which is drawn up by the Corporate Financial Management, is periodically updated (at least once a year) and is published on the Intranet of the Corporate Financial Management, which all staff may access, involved in the drafting and review of financial information.

The functions of the Corporate Financial Management, through the Consolidation Department, include replying to any accounting consultations that may be raised by the various business units or other corporate managements of the Applus+ Group. Furthermore, at meetings held by corporate, division and subsidiary financial managers, training is arranged on the interpretation and application of any new issues.

Additionally, the Group's external auditor, both in relation to consolidated statements and the most representative subsidiaries in consolidated terms, demands that the financial data reported by these subsidiaries follow the principles enshrined in the Group's Accounting Manual, i.e. IFRS-EU, both in the annual audit and the limited six-monthly audit.

- F.4.2. Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.**

The Applus+ Group has various integrated platforms, both for the accounting registrations of transactions and for financial reporting. The issue of regulated financial data, as well as individual financial statements, is centralised in the Finance Management, in order to guarantee homogeneity. In addition, the integrity and reliability of these data systems is validated through the general controls indicated in section F.3.2.

Each month, reporting are received from each company through the SAP-BPC reporting and consolidation tool, gathering all the necessary information to prepare the Group's consolidated financial data (abridged intermediate financial statements and consolidated annual accounts). This

reporting guarantees data homogeneity with the following characteristics:

- Homogenous and consistent for all countries and business activities.
- Based on the Applus+ Group's instructions and accounting manual, of which there is just one for all of the Group's companies.
- Incorporation of all applicable legal, tax, commercial and regulatory requirements.
- SAP-BPC incorporates automatic validation controls between the reported financial statements and any additional details requested.

## **F.5 Supervision of system performance**

**Describe at least the following:**

**F.5.1. The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.**

The Group's Audit Committee has carried out the following activities during the 2020 financial year in relation to ICFR:

- Supervision of the level of implementation of the ICFR model of the Applus+ Group and of any risk matrixes and ICFR controls.
- Supervision of the outcome of any ICFR reviews completed by the Internal Audit Department and external auditor.
- Review of any ICFR information included in the Annual Corporate Governance Report.

The Audit Committee uses the Internal Audit function to supervise adequate operation of the internal control system, including the ICFR, and ensures its impartiality. This function completes independent and periodic reviews on the design and operation of the internal control system, locating any weaknesses and making recommendations for improvement through the issue of various reports, forwarded to the Corporate Financial Management and Audit Committee, as part of the meetings that are periodically held. These reports are submitted to the Audit Committee, along with any action plans adopted by the managers and Corporate Financial Management for mitigation.

Any potential internal control weaknesses identified in reviews conducted by the Internal Audit function are catalogued by criticality as high, medium or low, based on the impact they may have if they materialise. These weaknesses are managed through the Applus+ GRC application, a manager is assigned and a timeframe to carry out an action plan, and their resolution is checked by the Internal Audit function.

As a result of the ICFR evaluation activities carried out by the Internal Audit function in 2020, submitted to the Audit Committee, no material weaknesses have been identified that could have a relevant impact on the financial information of the Applus+ Group in the 2020 financial year; the necessary corrective actions have been established to handle any future weaknesses.

Furthermore, the external auditor, as indicated in section F.7.1, issues an annual report on the procedures agreed regarding the ICFR description made by Applus+, which has not pointed out any issues worthy of mention.

**F.5.2. If there is a procedure by which the account auditor (in accordance with the contents of the *Normas Técnicas de Auditoría (NTA)* - “Auditing Standards”), internal auditor and other experts may communicate with senior management and the audit committee or senior managers of the company regarding significant weakness in internal control identified during the review of the annual accounts or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.**

The procedure to discuss any improvements and relevant internal control weaknesses identified is generally based on periodic meetings held by the Audit Committee with the following parties:

- Group’s Chief Financial Officer, as the senior manager in charge of financial reporting, explains how the main financial metrics have performed in the period under discussion, including any transactions and the most relevant impacts arising during the period, and communication of the main estimates made.
- The Group’s Internal Audit Manager, as the person in charge of supervising the internal control model, ICFR included, reports on the state of any possible weaknesses identified and on the outcome of his reviews.
- The external auditor shares the auditing or limited review schedule to be carried out during the ongoing year, in relation to the annual accounts, and reports any internal control weaknesses or any other issue that it considers should be notified to the Audit Committee.

The Applus+ Group, both from the Corporate Finance Department and Audit Committee, represented by the Internal Audit function, encourages total collaboration and coordination with the Group’s external auditors. As a result, it has direct contact with the Management, holding periodic meetings both to obtain the necessary information for its work and to report any control weaknesses identified further to its audit.

The action plans related to weaknesses detected in 2020 have been instrumented as recommendations, following the prioritisation circuit, allocation of a manager and supervision described in section F.5.1.

#### **F.6 Other relevant information**

There is no other relevant information worth noting with respect to the Internal Control System for Financial Reporting.

With the aim of reinforcing the Group’s Internal Control and in line with the efforts related to the Crime Prevention model implementation, in 2019 a new project to identify fraud using advanced data analysis techniques combined with artificial intelligence was started, which is already implemented in Spain and will be deployed to other relevant geographies in the coming years. This project allows detection of anomalous transactions that may be potentially fraudulent, and reveals improvement opportunities in the processes and controls to prevent them in the future.

This is a continuous improvement opportunity for ICFR, as lessons learned from anomalies detected will be included in the control model.

#### **F.7 External auditor’s report**

**Report from:**

**F.7.1. If the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity shall include its report as an attachment. If not, reasons why should be given.**

The Applus+ Group has submitted its ICFR information, disclosed to the markets in 2020, to an external audit. Consequently, the scope of the auditing procedures has been completed according to Circular E14/2013, of 19 July, of the Spanish Institute of Chartered Accountants (*Instituto de Censores Jurados de Cuentas de España*), which publishes the Action Guide and standard auditor's report regarding information related to the internal control system over financial reporting (ICFR) of listed companies in Spain.

## **G** DEGREE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

1. That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.

Complies X      Explain

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.

- b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies      Complies Partially      Explain      Not Applicable X

3. That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:

- a) Changes that have occurred since the last General Shareholders' Meeting.

- b) Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.

Complies X      Complies Partially      Explain

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company,

and with proxy advisors, that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders.

And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies X      Complies Partially      Explain

5. That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

Complies X      Complies Partially      Explain

6. That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:

- a) Report regarding the auditor's independence.
- b) Reports regarding the workings of the audit committee and the appointments and remuneration committee.
- c) Report by the audit committee regarding related-party transactions
- d) Report on the corporate social responsibility policy.

Complies X      Complies Partially      Explain

7. That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies X      Complies Partially      Explain

8. That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies x      Complies Partially      Explain

9. That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and

the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies X      Complies Partially      Explain

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

- a) Immediately distributes the additions and new proposals.
- b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.
- c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Complies      Complies Partially      Explain      Not Applicable X

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.

Complies      Complies Partially      Explain      Not Applicable X

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximization of the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and in the environment.

Complies X      Complies Partially      Explain

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies X      Explain

14. That the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board and that:

- a) Is concrete and verifiable;
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies X      Complies Partially      Explain

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies X      Complies Partially      Explain

16. That the percentage of proprietary directors divided by the number of non-executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

This criterion may be relaxed:

- a) In large-cap companies where very few shareholdings are legally considered significant.
- b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies X      Explain

17. That the number of independent directors represents at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalization or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies X      Explain

18. That companies publish and update the following information regarding directors on the company website:

- a) Professional profile and biography.
- b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of its nature.
- c) Category of director, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.
- e) Company shares and options they own.

Complies X      Complies Partially      Explain

19. That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests

from shareholders for membership on the Board meeting were not honored, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honored.

Complies                      Complies Partially                      Explain                      Not Applicable X

20. That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies                      Complies Partially                      Explain                      Not applicable X

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies X                      Explain

22. That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which may damage the company's standing and reputation. Specifically, directors must be required to report any criminal acts with which they are charged, as well as the consequent legal proceedings.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies X                      Complies Partially                      Explain

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies X                      Complies Partially                      Explanation                      Not Applicable

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for

this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies                      Complies Partially                      Explain                      Not Applicable X

25. That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.

And that the Board rules establish the maximum number of company Boards on which directors may sit.

Complies                      Complies Partially X                      Explain

While the company does not establish specific rules on the number of Board of Directors of which its directors can be part, the Appointments and Compensation Committee ensures that the non-executive directors have the appropriate time for the fulfilment of their functions. The result of the evaluation described above in section C.1.17 of this report confirmed the appreciation of the members of the Board on such dedication, and particularly the Chairman who, mindful of this recommendation, has left one of the positions he held.

26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.

Complies                      Complies Partially X                      Explain

The Board of Directors meet with sufficient frequency to perform their functions efficiently, especially considering the international condition of its members. In particular, during 2020, and due to COVID-19 crisis, it met 11 times.

27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies X                      Complies Partially                      Explain

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party..

Complies X                      Complies Partially                      Explain                      Not Applicable

29. That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies X                      Complies Partially                      Explain

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies X                      Explain                      Not Applicable

31. That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies X      Complies Partially      Explain

32. That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies X      Complies Partially      Explain

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organize and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies X      Complies Partially      Explain

34. That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non-executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies      Complies Partially      Explain      Not Applicable X

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.

Complies X      Explain

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity of membership and competence of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

**The process and the areas evaluated shall be described in the Annual Corporate Governance Report.**

Complies                      Complies Partially x                      Explain

The company complies with the totality of this recommendation, with the exception of the assistance by external advisor, which the board has for the time being not introduced, in view of the improvements developed in the evaluation procedure and the results of the same.

**37. That if there is an executive committee, the proportion of each different director category must be similar to that of the Board itself, and its secretary must be the secretary of the Board.**

Complies                      Complies Partially                      Explain                      Not Applicable X

**38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.**

Complies                      Complies Partially                      Explain                      Not Applicable X

**39. That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.**

Complies X                      Complies Partially                      Explain

**40. That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.**

Complies X                      Complies Partially                      Explain

**41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.**

Complies X                      Complies Partially                      Explain                      Not Applicable

**42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following::**

**1. With regard to information systems and internal control::**

- a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
- b) Ensure the independence and effectiveness of the group charged with the internal audit function; propose the selection, appointment, re-election and dismissal of the head of internal audit; draft a budget for this department; approve its goals and work plans, making sure that its activity is focused primarily on material risks to the company (including reputational); receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.
- c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a

financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.

- d) Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regard to the external auditor:

- a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.
- b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.
- e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies X      Complies Partially      Explain

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies X      Complies Partially      Explain

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies X      Complies Partially      Explain      Not Applicable

45. That the risk management and control policy identify, as a minimum:

- a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational) which the company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.
- b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
- c) Fixing of the level of risk the company considers acceptable.
- d) Means identified in order to minimize identified risks in the event they transpire.
- e) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies X      Complies Partially      Explain

46. That under the direct supervision of the audit committee or, if applicable, of a specialized committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.
- b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.
- c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies X      Complies Partially      Explain

47. That members of the appointment and remuneration committee -- or of the appointments committee and the remuneration committee if they are separate -- are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.

Complies X      Complies Partially      Explain

48. That high market capitalization companies have formed separate appointments and remuneration committees.

Complies      Explain      Not Applicable X

49. That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies X      Complies Partially      Explain

50. That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Propose basic conditions of employment for senior management.
- b) Verify compliance with company remuneration policy.
- c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.
- d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.
- e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies X      Complies Partially      Explain

51. That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.

Complies X      Complies Partially      Explain

**52. That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:**

- a) That they are comprised exclusively of non-executive directors, with a majority of them independent.
- b) That their chairmen be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and the minutes be made available to all directors.

Complies                      Complies Partially    X                      Explain

The Audit and Appointments and Compensation Committees are exclusively composed by independent or non-executive directors (currently the Audit Committee includes a director under the category of external). In respect of ESG Committee, while majority of its members are independent Directors, including its Chairman, the Company considered it is convenient to include the CEO in the committee in order to encourage the implementation of the ESG Policy within the group.

**53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.**

Complies                      Complies Partially    X                      Explain

The Board of Directors created the CSR Committee – currently, ESG Committee- in December 2015 with the objective to promote an intense and committed management of those areas, which has been a success. While majority of its members are independent Directors, including its Chairman, the Company considered it is convenient to include an executive Director in the committee in order to encourage the implementation of the ESG Policy within the group, as it has been confirmed in practice. This decision was discussed with main institutional investors and proxy advisors during the annual engagement campaign, being well received each time.

**54. The minimum functions referred to in the foregoing recommendation are the following:**

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of

promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.

d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.

e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies X      Complies Partially      Explain

55. That environmental and social sustainability policies identify and include at least the following:

a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct

b) Means or systems for monitoring compliance with these policies, their associated risks, and management.

c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.

d) Channels of communication, participation and dialogue with stakeholders.

e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies X      Complies Partially      Explain

56. That directors remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.

Complies X      Explain

57. That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The forgoing shall not apply to shares that the director may be obliged sell in order to meet the costs related to their acquisition.

Complies X      Complies Partially      Explain

58. That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.

b) Promote sustainability of the company and include non-financial criteria that are geared

towards creating long-term value, such as compliance with rules and internal operating procedures and risk management and control policies.

- c) Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.

Complies X      Complies Partially      Explain      Not Applicable

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies X      Complies Partially      Explain      Not Applicable

60. That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.

Complies x      Complies Partially      Explain      Not Applicable

61. That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.

Complies X      Complies Partially      Explain      Not Applicable

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies      Complies Partially X      Explain      Not Applicable

In the existing systems, the deadline between delivery of the right and the moment of the shares delivery can be between one and three years; said proposals, including the latest LTIP of the executive Directors were approved by the 2019 AGM with 97% of support.

63. That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies X      Complies Partially      Explain      Not Applicable

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to

include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies

Complies Partially X

Explain

Not Applicable

Regarding CEO, the foregoing is fully complied while in case of the CFO, it is complied with except for what is explained in sections 4.3 (iii) – Termination and (iv) Post contractual non-compete clause of the Directors' Remuneration Policy. Likewise, it is also clarified in respect the CFO, that the level of compliance would vary considering the impact in the remunerations systems linked to share value.



## FURTHER INFORMATION OF INTEREST

- 1. If there is any aspect regarding corporate governance in the company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the company or group, describe them briefly below.**

With respect to the notes on Recommendations 25, 26, 36, 52, 53, 62 y 64 (which the Company complies partially), to point out that ESG Committee, within the framework of its duties, performs an annual analysis on the situation of the Company in the field of good corporate governance, which is afterwards ratified by the Board, which includes consideration of the measures that Company adopts to ensure the compliance with the objectives of the principles on which the recommendations are based.

Likewise, as mentioned in section C.1.3, the Company is proactive in corporate governance matters and dialogue with its stakeholders. It values and dedicates yearly efforts to the engagement campaign with proxy advisors and main shareholders, including the participation of the Chairman of the Appointments and Compensation Committee. The ongoing dialogue proves to be fruitful considering the high quorum at the 2020 AGM (71%, 3 points over 2019). Also, company contacted proxy advisors and institutional investors prior the AGM to explain the new matters include in the agenda and post AGM to discuss on abstain or less supportive votes on certain matters of the agenda, and in particular on the consultation vote on Annual Remunerations Report. The Company has listened and taken note of any discussions on the matter, which will be considered in future analysis.

- 2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.**

**Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.**

In respect of G.63 and for clarification purposes, the remuneration policy approved by the AGM on 30 May 2019 establishes that "*Pursuant to article 27.1 of the Board of Directors' Regulation, remuneration comprising the delivery of shares of the Company or of its group companies, share options or other share-indexed instruments, variable payments indexed to the Company's performance or membership of pension schemes will be confined to executive directors. Deductions should be made to remuneration linked to Company earnings in line with any qualifications stated in the external auditors' report that reduce such earnings*". Likewise, it establishes that "*If accredited inaccuracies in the data taken into account for the purpose of awarding the PSUs are observed, mechanisms will be implemented so that the Company may claim the refund of the amount corresponding to the relevant PSUs, net of any withholding, taxes or fees, effectively received by each executive director*". As per applicable law, this would also be the case to the amounts perceived as annual bonus in cash.

3. The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July, 2010

Applus Services, S.A is adhered to the UN Global Compact and is Advanced Level since 2018, following the 10 principles.

Applus+ participates in the Carbon Disclosure Project (CDP) since 2017, obtaining a B in 2020. Likewise, Applus+ has been recognised with “AA” by agency MSCI ESG Research in 2019

Applus+ adopted the United Nations Sustainable Development goals (SDGs) as a framework to align its corporate social responsibility goals. At least nine of the UN's 17 SDG goals are directly relevant to Applus+ businesses.

Applus+ was included in FTSE4GoodIBEX in 2019.

This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on 18 February 2020.

State whether any directors voted against or abstained from voting on this report.

Yes  No

| Name of director who has not voted for the approval of this report | Reasons (against, abstention, non- attendance) | Explain the reasons |
|--|--|---------------------|
|  |  |                     |

| Remarks |
|---------|
|         |

This declaration is a translation for informative purposes only of the original document issued in Spanish, which has been signed for approval by every Board member. In the event of discrepancy, the Spanish-language version prevails.

The Board of Directors of Applus Services, S.A., in compliance with the current mercantile legislation, have authorised for issue on February 18, 2021 the Financial Statements and Director's Report for 2020, in accordance with the formatting and markup established Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 ("ESEF Regulation"). The aforementioned Financial Statements and Director's Report are integrated in the digital file with the 90D16BBF383FA44E016B04E72E39DB04E96388962F1D5AA7C05067F7E88E05AE hash code included in the HTML file with number 213800M9XCA6NR98E873-2020-12-31.zip\_213800M9XCA6NR98E873-2020-12-31-noix.html.

The members of the Board of Directors declare signed, through this Diligence, the aforementioned Financial Statements and Director's Report for 2020. They have been authorised for issue unanimously, awaiting on the auditors' verification and subsequent approval by the Annual General Meeting.

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D. Christopher Cole  
Chairman

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D. Ernesto Gerardo Mata López  
Director

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D. John Daniel Hofmeister  
Director

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D. Fernando Basabe Armijo  
Director

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D. Richard Campbell Nelson  
Director

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D. Nicolás Villén Jiménez  
Director

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D<sup>a</sup>. María Cristina Henríquez de Luna Basagoiti  
Director

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D<sup>a</sup>. María José Esteruelas  
Director

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D<sup>a</sup>. Essimari Kairisto  
Director

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D. Joan Amigó i Casas  
Director

Madrid, February 18, 2021