



**PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETING OF APPLUS SERVICES, S.A. CONVENED FOR  
18 AND 19 JULY 2024 ON FIRST AND SECOND CALL, RESPECTIVELY**

## RESOLUTION REGARDING ITEM FIRST OF THE AGENDA

**Approval of the delisting of the shares representing the share capital of the Company from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and of the subsequent takeover bid over the shares of the Company launched by Amber EquityCo S.L.U.**

### 1.1. Delisting

To approve the delisting from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and, consequently, from trading through the Spanish Stock Exchange Interconnection System ("**SIBE**"), of all the shares representing the Company's share capital; all in accordance with the provisions of article 65 of Act 6/2023, of 17 March, on Securities Markets and Investment Services (the "**Securities Market Act**") and article 10 and related articles of Royal Decree 1066/2007, of 27 July, on the rules governing takeover bids (the "**Royal Decree 1066/2007**").

The justification for the delisting is contained in the report prepared by the Board of Directors of the Company on 17 June 2024, in compliance with the provisions of article 65.3 of the Securities Market Act, which was made available to the shareholders together with the call to this General Shareholders' Meeting.

### 1.2. Takeover bid for the delisting of the Company's shares

To acknowledge the resolution passed by the joint directors of Amber EquityCo, S.L.U. ("**Amber EquityCo**" or the "**Offeror**"), which is the majority shareholder of the Company, to promote a takeover bid over all the shares of the Company for its delisting, all in accordance with the communication of other relevant information published on 17 June 2024.

Consequently, to approve that the majority shareholder of the Company (Amber EquityCo) launches a takeover bid over the shares of the Company pursuant to article 65 of the Securities Market Act and article 10 of Royal Decree 1066/2007 due to the delisting of all the Company's shares from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and, consequently, of their trading through the SIBE (the "**Offer**") is launched by the majority shareholder of the Company, that is Amber EquityCo, according to the following terms and conditions:

(i) Offeror

The Offeror would be Amber EquityCo S.L.U., a limited company of Spanish nationality, with tax identification number B13797311 and which has recently moved its registered office from Madrid to Barcelona, Ronda de la Font del Carme s/n, 08193 Bellaterra and is pending to be registered with the Barcelona

Commercial Registry. As of today, Amber EquityCo is the direct holder of 91,188,306 shares in the Company, representing approximately 70.65% of its share capital.

(ii) Securities targeted by the Offer

The Offer would be addressed to all the shares of the Company, except for those that have voted in favour of the delisting at this General Shareholders' Meeting and that, in addition, have been locked up until the acceptance period referred to in article 23 of the Royal Decree 1066/2007 has elapsed.

The Offeror would lock up the shares in the Company held by it throughout the Offer acceptance period. The Offer would therefore be effectively addressed to the remaining shares of the Company.

As there are no subscription rights, debentures convertible or exchangeable into shares, warrants or any other securities or instruments that may directly or indirectly entitle the holder to subscribe for or acquire shares in the Company, the Offer would not be made in respect of such securities or instruments.

The Offer would be made exclusively in the Spanish market, which is the only market in which the shares of the Company to which the Offer would be addressed are listed.

(iii) Consideration

In accordance with the provisions of article 10.3 of Royal Decree 1066/2007, the Offer would be launched as a sale and purchase, and the entire consideration would consist of cash, which would be paid in cash at the time of settlement of the Offer.

The Offer price has been set at EUR 12.78 per share.

This price has been set in accordance with the criteria established in articles 9, 10.5 and 10.6 of Royal Decree 1066/2007.

The price of the Offer complies with the provisions of article 10.6 of Royal Decree 1066/2007, being not less than the higher of (i) the equitable price referred to in article 9 of Royal Decree 1066/2007, and (ii) that which results from taking into account, jointly and with justification of their respective relevance, the valuation methods contained in article 10.5 of Royal Decree 1066/2007.

The justification of the Offer price is detailed in the report issued by the Board of Directors of the Company on 17 June 2024, all in accordance with the provisions of article 65.3 of the Securities Market Act and related legislation. This report of the Board of Directors has been made available to the shareholders at the time of the call of this General Shareholders' Meeting.

(iv) Purpose

The Offer would be made with the purpose to promote the delisting of the Company's shares from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and, consequently, from trading through the SIBE.

(v) Lack of conditions

The effectiveness of the Offer would not be subject to any conditions.

(vi) Squeeze-out and sell-out (Compraventas *forzosas*)

In the event that, as a result of the Offer, on the Offer settlement date, the conditions set out in article 47.1 of Royal Decree 1066/2007 are met, Amber EquityCo intends to require the holders of the Company's shares who have not tendered their shares to sell them mandatorily at the same price as the Offer, i.e. at a price of EUR 12.78 per share. Likewise, in the event that the aforementioned circumstances are met, any of the Company's shareholders who wish so may require Amber EquityCo to mandatorily purchase all of their shares in the Company at the same price as the Offer.

**RESOLUTION REGARDING ITEM SECOND OF THE AGENDA**

**Amendment of the Articles of Association to reduce the minimum number of members of the Board of Directors**

To approve the amendment of section 1 of Article 24 of the Company's Articles of Association (without variation of the other sections of the said article), which shall read as follows:

*"The Company shall be governed and managed by a Board of Directors which shall consist of a minimum of three (3) and a maximum of twelve (12) members, who shall be appointed or ratified by the General Meeting of Shareholders subject to the Law.*

*The exact number of members of the Board of Directors shall be determined by the General Meeting of Shareholders within the aforementioned minimum and maximum limits".*

**RESOLUTION REGARDING ITEM THIRD OF THE AGENDA**

**Establishing the number of members of the Board of Directors of the Company at four (4)**

Consequently, pursuant to the provisions of the new section 1 of Article 24 of the Company's Articles of Association approved by this General Shareholders' Meeting in resolution 2, it is resolved to establish the number of members of the Board of Directors at four (4).

**RESOLUTION REGARDING ITEM FOURTH OF THE AGENDA**

**Ratification and re-election of Mr. Alexander Metelkin as a non-executive proprietary director**

To ratify the appointment of Mr. Alexander Metelkin as director (appointed on 17 June 2024 through the co-optation procedure by means of a resolution adopted by the Board of Directors following a report from the Appointments and Remuneration Committee) and to re-elect him, also following a report from the Appointments and Remuneration Committee, for the statutory term of four years, with the classification of non-executive proprietary director.

**RESOLUTION REGARDING ITEM FIFTH OF THE AGENDA**

**Ratification and re-election of Ms. Linda Zhang as a non-executive proprietary director**

To ratify the appointment of Ms. Linda Zhang as director (appointed on 17 June 2024 through the co-optation procedure by means of a resolution adopted by the Board of Directors following a report from the Appointments and Remuneration Committee) and to re-elect her, also following a report from the Appointments and Remuneration Committee, for the statutory term of four years, with the classification of non-executive proprietary director.



**RESOLUTION REGARDING ITEM SIXTH OF THE AGENDA**

**Approval of the execution of certain proceeds loan agreements between Amber Finco PLC and the Company**

To approve, at the unanimous proposal of the Board of Directors, including the favourable vote of the independent directors and following a favourable report from the Audit Committee, the execution of one or more proceeds loan agreements governed by English law between Amber FinCo PLC, as the lender, and the Company, as the borrower, for an aggregate principal amount of up to 920 million euros, which purpose is to enable the Company to repay the necessary amounts so that it can pay the early repayment of certain debt instruments of the Applus Group which have change of control provisions that have been or may be triggered as a consequence of the settlement on 13 June 2024, of the takeover bid launched by Amber EquityCo and pursuant to which the Company may be required to repay the amounts owed under such debt instruments.

The relevant report from the Audit Committee, which has been made available to the shareholders upon the calling of this this General Shareholders' Meeting, is available on the Company's corporate website.

**RESOLUTION REGARDING ITEM SEVENTH OF THE AGENDA**

**Delegation of powers for the formalisation and execution of the resolutions adopted by the General Shareholders' Meeting.**

Delegate to the Board of Directors, as broadly as possible, including the power to delegate all or part of the powers received to an executive committee or to one or more managing directors, as many powers as may be necessary to supplement, interpret, develop, clarify, specify, execute and correct any of the resolutions adopted by the General Meeting, as well as to comply with any requirements that may be legally required for them to be effective. The power to remedy shall include the power to make such modifications, amendments and additions as may be necessary or advisable as a result of objections or observations raised by the regulatory bodies of the securities markets, the Stock Exchanges, the Commercial Registry and any other public authority with powers relating to the resolutions adopted.

Delegate individually and jointly and severally to each of the members of the Board of Directors, the Non-Director Secretary and the Non-Director Deputy Secretary the necessary powers to convert the foregoing corporate resolutions into public deeds, to appear before a Notary Public and to execute on behalf of the Company such public deeds as may be necessary or advisable in relation to the resolutions adopted by the General Meeting, and to register those subject to this requirement, in whole or in part, being able for this purpose to execute all kinds of public or private documents, including for the supplementation or correction of such resolutions.