



**Report issued by the Audit Committee of the Board of Directors of Applus Services, S.A. in relation to the proposed amendment of articles 5 and 35 of the Regulations of the Board of Directors**

*NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between this translation and the text of the original Spanish-language document, the text of the original Spanish-language document shall prevail*

## **I. Purpose of the report**

This Report is drafted by the Audit Committee of Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”) in accordance with the provisions set forth in article 4.3 and 39.7.d. (iv) of the Regulations of the Board of Directors of Applus (hereinafter, the “**Regulations**”), to justify and explain the proposed amendments of articles 5 (*Quantitative composition*) and 35 (*Meetings of the Board of Directors*) of the Regulations that shall be submitted to the approval of the Board of Directors.

The complete text of the proposed amendment is included in the Annex attached hereto. For the purposes of facilitating the identification and understanding of such amendment, the aforementioned Annex includes, for information purposes only, a comparative table which contains, on the left column, the transcription of the current wording of such section and, on the right column, the transcription of the proposed new wording identifying the changes included therein.

It is hereby acknowledged that this proposal is made at the request of the Company's controlling shareholder, Amber EquityCo, S.L.U. (“**Amber**”), in order to adapt the Regulations to the situation resulting from the change in the composition of the Board of Directors submitted to the approval of the Extraordinary General Shareholders' Meeting to be held next 18 July 2024.

Likewise, it is hereby acknowledged that, in accordance with the provisions of articles 518 and 528 of the Spanish Companies Act and article 4.5 of the Regulations, this Report will be made available to the shareholders at the Company’s registered office and published uninterruptedly in the corporate website of the Company from the date of the announcement of the calling until the holding of the first General Shareholders' Meeting that may be called by the Company after the date of this Report.

## **II. Amendments proposed**

It is proposed to amend two articles of the Regulations:

- (i) Section 1 of article 5 (*Quantitative composition*), in order to decrease the minimum number of members of the Board of Directors of the Company, currently set at nine members, to three members, maintaining the maximum number at twelve members.

This modification would be subject to the prior approval by the above-mentioned Extraordinary General Shareholders' Meeting of the correlative amendment to article 24 of the Company By-laws, dealing with the minimum and maximum number of members of the Board of Directors, which has been proposed by Amber.

- (ii) Section 10 of article 35 (*Meetings of the Board of Directors*), in order to establish that in case of a tie in votes within the Board of Directors, the Vice-Chairman would have a casting vote.

This modification would be subject to the prior approval by the Extraordinary General Shareholders' Meeting of the Company to be held on 18 July 2024 of the reduction of Board members to four

### **III. Justification of the proposal**

The first proposed amendment (reduction of the minimum number of Board members) is exclusively justified by the need to have the provisions of the Regulations adapted to those of the Company's By-laws. As mentioned, Amber has proposed to the Extraordinary General Shareholders' Meeting to be held on 18 July 2024 the modification of article 24 of the Company's By-laws in order to reduce to three the minimum number of directors.

The second amendment (casting vote of the Vice-Chairman) is aimed to facilitate the regular functioning of the Board of Directors following the reduction to four of the number of its members (reduction likewise proposed to the above-mentioned Extraordinary General Shareholders' Meeting), so as to prevent that a deadlock situation could occur in said Board.

In Madrid, on 17 July 2024.

Annex

Full text of the proposed amendments

CURRENT TEXT	PROPOSED TEXT
<p><b>Article 5.- Quantitative composition</b></p> <p>5.1 According to the By-laws, the Board of Directors will have a minimum of nine (9) and a maximum of twelve (12) members. The actual number of members will be determined by the General Shareholders Meeting within the minimum and maximum limits referred to above.</p>	<p><b>Article 5.- Quantitative composition</b></p> <p>5.1 According to the By-laws, the Board of Directors will have a minimum of <del>nine (9)</del> <u>three (3)</u> and a maximum of twelve (12) members. The actual number of members will be determined by the General Shareholders Meeting within the minimum and maximum limits referred to above.</p>
<p>35.10. The decisions of the Board of Directors shall be taken by absolute majority of the Directors. Any other reinforced majorities which may be established at any time under law or in the By-laws shall be exempt from this requirement.</p>	<p>35.10. The decisions of the Board of Directors shall be taken by absolute majority of the Directors. Any other reinforced majorities which may be established at any time under law or in the By-laws shall be exempt from this requirement. <u>In case of a tie, the Vice-Chairman shall have a casting vote.</u></p>