



Report issued by the Audit Committee of Applus Services, S.A. (“Applus” or the “Company”) regarding the approval of the payment of accrued and unpaid interests from the Company to Amber FinCo PLC in the event of a special partial mandatory redemption of the Notes

I. Purpose of the Report

Pursuant to the provisions of article 529 *duovicies* of the Spanish Companies Act approved by Royal Legislative Decree 1/2010 of 2 July (the "**Spanish Companies Act**"), the Audit Committee, without the participation of the proprietary director representing Amber EquityCo, S.L.U. ("**Amber EquityCo**"), informs the General Shareholders' Meeting of Applus, of the related party transaction consisting of the potential execution of a payment of the accrued and unpaid interest by the Company to Amber FinCo ("**Amber FinCo**") in the event of a special partial mandatory redemption of the Notes for an aggregate principal amount of EUR 100,000,000 issued for the purpose of providing the Company with the necessary funds for financing or refinancing, directly or indirectly, in part, amounts payable under or in connection with the tender process relating to the new IDIADA contract (the "**IDIADA Payment**").

II. Introduction and Regulatory Framework

Pursuant to Article 529 *duovicies* of the Spanish Companies Act, the authority to approve the related-party transactions when the aggregate amount or value of transactions with the same counterparty is equal to or exceeds 10% of total assets of the company according to the latest annual balance sheet approved by the company belongs to the General Shareholders' Meeting.

Pursuant to section 3 of article 529 *duovicies* of the Spanish Companies Act, the Audit Committee of Applus issues this report to assess whether the related party transaction is fair and reasonable regarding Applus and, if applicable, regarding the shareholders other than the related party (i.e., Amber FinCo, a company of the same group as Amber EquityCo), and to disclose the assumptions on which the assessment is based and the methods used (the "**Report**").

Pursuant to section 3 of article 529 *duovicies* of the Spanish Companies Act, the Report shall include at least: (i) information on the nature of the transaction and the relationship with the related party, (ii) the identity of the related party, (iii) the date and the value or amount of the consideration for the transaction, and (iv) such other information necessary to assess whether it is fair and reasonable regarding the company and the shareholders that are not a related party.

III. Basic description of the transaction

1. Description of the transaction

- a. Amber FinCo will be required to redeem EUR 100,000,000 in aggregate principal amount of the Notes, plus accrued and unpaid interest to but excluding the date of such special partial mandatory redemption of the Notes, in the event that on or prior to six months after the issue date of the Notes, the new IDIADA contract is unsuccessful or no determination is made as to whether the tender for the new IDIADA contract is successful or unsuccessful for the Company and its subsidiaries (the “**Redemption Payment of the Notes**”).
- b. Therefore, for clarification purposes, the Redemption Payment of the Notes will not be necessary if the new IDIADA contract is successful within the established term. In that case, the Company will not have to pay the accrued and unpaid interests to but excluding the date of such special partial mandatory redemption of the Notes.
- c. However, if a Redemption Payment of the Notes is triggered, a related party transaction consisting of a payment by the Company to Amber FinCo of the accrued and unpaid interest of the Notes will take place (the “**Repayment of the Accrued Interests**”).

2. Identification of the related party

- a. Obligor: Applus.
- b. Oblige: Amber FinCo (a company wholly owned by Amber HoldCo Limited).

Amber HoldCo is the sole shareholder of Amber BidCo, which is in turn the sole shareholder of Amber EquityCo, which is in turn the controlling shareholder of Applus. Related party transactions are deemed to be transactions entered into by Applus or its subsidiaries with Applus' shareholders who hold ten per cent or more of the voting rights or who are represented at the Board of Directors, as well as with any other persons who should be considered as related parties of Applus, in accordance with International Accounting Standards.

Therefore, the potential execution of the Repayment of the Accrued Interests is considered a related party transaction.

IV. Analysis of the transaction regarding the interest of Applus and shareholders other than Amber EquityCo

On 23 July 2024, Applus has been notified with the resolution ECO/2695/2024 of the award of the public tender for the sale of the 80% of the shares of IDIADA Automotive Technology S.A. to Applus Services S.A. – Novotec Consultores S.A.U. as per their

joint bid in the terms and conditions of the public tender. The new contract is expected to be signed in September. Therefore, Applus needs to have access to new sources of financing to make the IDIADA Payment. As at the date of this Report, Applus does not have sufficient own resources to pay the IDIADA Payment.

As it was announced by the Company through the communication of other relevant information dated 28 June 2024, with registration number 29436, on that same date Amber FinCo launched an offering of 795 million euros of aggregate principal amount of senior secured noted due 2029, which Amber FinCo upsized at pricing to 895 million euros on 4 July 2024 (the “Notes”). The proceeds of the offering of the Notes will be used, among others, to repay the borrowings under the external financing incurred by Amber FinCo and advanced to the Company for the Company to refinance certain of the instruments to be refinanced as a result of the change of control triggered upon settlement of Amber EquityCo’s takeover on 13 June 2024 and to deposit 100.000.000 euros of the proceeds of the Notes into a segregated bank account in the name of Amber FinCo pending application of such amount in connection with the IDIADA Payment.

Amber FinCo is a company whose purpose is, among others, to be the issuer of the Notes. Since the Applus Group may not have direct access to the proceeds of the Notes by the time it is required to pay the IDIADA Payment, it is proposed to the General Shareholders' Meeting the approval of one or several proceeds loans between Amber FinCo and the Company aimed at providing the Company, through Amber FinCo, with access to the proceeds of the Notes so it has sufficient funds to address the IDIADA Payment.

Therefore, if as a result of a Redemption Payment of the Notes (i.e., the new IDIADA contract being unsuccessful or no determination being made as to whether the tender for the new IDIADA contract is successful or unsuccessful for the Company and its subsidiaries or the Notes proceeds not being used in relation with the IDIADA Payment) Amber FinCo is finally required to repay the Notes issued for the IDIADA Payment for an aggregate principal amount of 100,000,000 euros, plus accrued and unpaid interest, it would be reasonable that such interests and costs derived from such Redemption Payment of the Notes are undertaken by the Company, given that the proceeds obtained from the Notes were intended to be used by the Company for the financing of the IDIADA Payment.

V. **Conclusion of the Audit Committee**

The Audit Committee is composed of three non-executive members of the Board of Directors, being two of them independent directors. Additionally, a proprietary director that represents the Company’s controlling shareholder, Amber EquityCo, is a member of the Audit Committee and, according with section 3 of article 529 *duovicies* of the Spanish Companies Act, such proprietary director has not participated in the preparation of this Report.

The independent directors, which are members of the Audit Committee have participated and reached a consensus on the content of this Report regarding the potential Repayment of the Accrued Interests to be made by the Company to Amber FinCo.

In accordance with all of the above and the information available to the Audit Committee, it concludes:

- a. That approving the potential Repayment of the Accrued Interests is a step necessary for the Company to be able to access the proceeds of the Notes by the time it is required to pay the IDIADA Payment, providing it with resources that it does not have by itself.
- b. That it is undoubtedly in the Company's interest, its shareholders and other stakeholders to be able to address the IDIADA Payment promptly and properly, so as not to jeopardise the successful completion of the new IDIADA contract once it is awarded to the Applus Group.
- c. That the potential payment of the Repayment of the Accrued Interests would replicate the accrued and unpaid interests resulting from the terms of the Notes, which are market terms.
- d. Therefore, it is not observed that Amber EquityCo, shareholder of the Company, nor Amber FinCo (potential beneficiary of the Repayment of the Accrued Interests) would benefit from the transaction.

The Audit Committee of the Board of Directors of Applus, issues a favourable report regarding the approval of the potential payment of the Repayment of the Accrued Interests by Applus by understanding that it is a necessary transaction for the Company and that its terms are fair and reasonable from Applus' point of view.

In Barcelona, on 24 July 2024