



**PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING OF APPLUS SERVICES, S.A. CONVENED FOR
27 AND 28 AUGUST 2024 ON FIRST AND SECOND CALL, RESPECTIVELY**

RESOLUTION REGARDING ITEM FIRST 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 500,000,000 euros, which purpose is to enable the Company to pay, in whole or in part, amounts payable under or in connection with the public tender process relating to the acquisition of the 80% of the shares of IDIADA Automotive Technology SA (the “**IDIADA Payment**”) of which adjudication award the Company was notified on 23 July 2024.

RESOLUTION REGARDING ITEM SECOND OF THE AGENDA

Ratification of the execution of an intercompany loan agreement between Amber FinCo PLC and the Company allowing the Company access to the proceeds of drawings under the Amber FinCo PLC revolving credit facility.

To ratify the resolution adopted by the Board of Directors on 24 July 2024, following a favourable report from the Audit Committee, approving the execution of a proceed loan agreements governed by English law between Amber FinCo PLC ("**Amber FinCo**"), as lender, and the Company, as borrower, for an aggregate principal amount of up to EUR 200,000,000, in order for the Company to be able to access the revolving credit facility available to Amber FinCo pursuant to a senior facilities agreement dated 7 July 2024 (as amended from time to time, including on 12 July 2024) and use the proceeds available thereunder to finance working capital needs and other general corporate needs of the Applus Group.

RESOLUTION REGARDING ITEM THIRD OF THE AGENDA

Approval of the payment of accrued and unpaid interest from the Company to Amber FinCo PLC in the event of a special mandatory redemption of the senior secured notes issued by Amber FinCo PLC.

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 payment of accrued and unpaid interest by the Company to Amber FinCo PLC ("**Amber FinCo**") in the event of a special partial mandatory redemption of the senior secured notes issued by Amber FinCo (the "**Notes**"). If, on or prior to six months after the issue date of the Notes, the new IDIADA contract is unsuccessful or no determination has been made as to whether the tender for the new IDIADA contract is unsuccessful or no determination has been made as to whether the tender for the new IDIADA contract is successful for the Company and its subsidiaries, Amber FinCo will be required to redeem EUR 100,000,000 in aggregate principal amount of the Notes at a price equal to 100%, plus accrued and unpaid interest to, but excluding, the date of such special partial mandatory redemption of the Notes. Any accrued and unpaid interest so payable will need to be paid by the Company to Amber FinCo and the Company is hereby authorised to make this payment to Amber FinCo in the event of a special mandatory redemption of the Notes in the circumstances set out above.

RESOLUTION REGARDING ITEM FOURTH OF THE AGENDA

Authorisation pursuant to article 160.f) of the Spanish Companies Act for the Company and certain entities of the Applus Group to (A) accede (i) as borrowers and guarantors to the external financing made available to Amber FinCo PLC by a pool of financial entities under a senior facilities agreement, and (ii) as guarantors under the indenture and the purchase agreement in relation to senior secured notes issued by Amber FinCo PLC to (a) repay the senior bridge facility agreement borrowed by Amber FinCo PLC, the proceeds of which were advanced by Amber FinCo PLC to the Company to refinance certain of the Applus Group's indebtedness, (b) refinance certain other indebtedness of the Applus Group, (c) deposit EUR 100,000,000 in a segregated bank account of Amber FinCo PLC pending an advance by Amber FinCo PLC to the Company of this amount for application in respect of the new IDIADA contract and (d) pay costs, expenses and fees in connection with the foregoing and (B) grant certain security interests.

To approve, at the unanimous proposal of the Board of Directors, for all legal purposes and, in particular, for the purposes of article 160.f) of the Spanish Companies Act and of any other legal rule which might be applicable, the granting, formalisation, extension and, where appropriate, ratification of the guarantees and security interests as well as the execution of any related arrangement necessary or advisable for the implementation of:

- (A) the accession of the Company and certain entities of the Applus Group (including, but not limited to, 3C Test Limited, Applus Servicios Tecnológicos SLU, Applus Iteuve Technology SLU, Applus Iteuve Euskadi, S.A.U, Applus Norcontrol SLU, Novotec Consultores SAU, Supervisión y Control, S:A, Entidad IDV Madrid, S.L.U, Iteuve Canarias, S.L, APPLUS DANMARK A/S, Besikta Bilprovning i Sverige AB, Röntgen Technische Dienst Holding, B.V., Röntgen Technische Dienst B.V., IMA Materialforschung und Anwendungstechnik GmbH, QPS Evaluation Services, Inc, Lightship Security, Inc, NRAY Services, Incas, Applus Inspection Services Ireland Ltd, Applus Car Testing Service Ltd, Applus Pty Ltd and Datapoints Labs LLC)
- (i) as borrowers and guarantors to the external financing made available to Amber FinCo PLC ("**Amber FinCo**"), as borrower, by a pool of financing entities, as lenders, structured through a senior facilities agreement dated 7 June 2024, as amended, supplemented or novated from time to time (the "**SFA**") to, among other things, finance the tender offer made by Amber EquityCo, S.L.U. over the shares of the Company, finance the IDIADA Payment, finance the working capital and general corporate purposes of the Company and its subsidiaries (the "**Applus Group**") through the revolving credit facility made available under the SFA, and address the repayment of certain debt instruments of the Company and the Applus Group subject to change of control provisions that could be triggered as a consequence of the change of control resulting from the settlement of the takeover bid launched by Amber EquityCo, S.L.U. over the shares of the Company and

pursuant to which the Applus Group could be required to repay the amounts owed under such debt instruments (the “**Instruments to be Refinanced**”); and

- (ii) as guarantors under the indenture and the purchase agreement in relation to the EUR 895 million senior secured notes issued by Amber FinCo (the “**Notes**”) (as well as to any other debt instruments which may replace the SFA and/or the Notes from time to time); and
- (B) the granting of certain security interests (all the foregoing, the “**Accession**”), and the Accession itself.

In addition, the Accession may require, without limitation,

- (A) the granting, execution, formalisation, extension, supplementation, confirmation and ratification of any security interests, subject to the legislation of any jurisdiction, including, without limitation, pledges over shares or ownership interests in companies, pledges over collection rights of any kind, pledges over accounts, real estate mortgages, chattel mortgages, mortgages on commercial establishments, promises of mortgage over real estate, chattels or commercial establishments, any type of pledge without transfer of possession, security deposits, personal guarantees, promises of guarantee, and any other guarantee instrument of any type which may need to be, or may have been, formalized by the Applus Group under the documents of the SFA and the Notes (or any other debt instruments which may replace the SFA and/or the Notes from time to time); and
- (B) the granting, execution, formalisation, extension and ratification of any other related documents, including, without limitation, any irrevocable powers of attorney in connection with the security interests and guarantees granted (including the powers of substitution, delegation, sub-powers of attorney and expressly excluding self-contracting, conflict of interest and multi-representation), any hedging agreements, fee letters, certificates and utilisation requests.

The SFA and the Notes contain restriction obligations and events of default typical for this kind of financing transactions on, among others, the disposal of assets, corporate reorganisations, share capital increases or reductions, other amendments of the by-laws and decisions regarding the winding-up of the Company, which are expressly approved for all pertinent legal purposes and, in particular, for the purposes of article 160.f) of the Spanish Companies Act.

Additionally, the granting, execution, formalisation, extension and ratification of the documents comprising the Accession may entail scenarios of self-contracting, multi-representation and/or conflict of interest incurred by any member of the Board of Directors of the Company, the attorneys of the Company, and/or any persons to whom the attorneys of the Company have sub-delegated any of the powers conferred to them by the Company. Any situation of self-contracting, multi-representation or conflict of interest in the context of the Accession is expressly approved and authorized for all pertinent legal purposes.

The managing body of the Company is hereby authorised to do all acts and things necessary or desirable to give effect to these resolutions and to agree, execute and deliver any and all other

documents, instruments, certificates, notices and confirmations that any person may require in connection with the Accession or any matter or transaction contemplated by these resolutions (including, without limitation, any certificate, bank mandate, any drawdown notice or utilisation request, any hedging agreement, any fee letter, any mandate letter, any engagement letter, any appointment letters (including process agent appointment letters), any designation notice, any deeds of release, and any payment instructions) and which is approved by the person or persons so authorised and executing each such other agreement or document; the approval of each such person in any such case to be conclusively evidenced by his signing such document.

RESOLUTION REGARDING ITEM FIFTH OF THE AGENDA

Report on the amendments to the Regulations of the Board of Directors.

This item is for information purposes only and it is not subject to vote. A report from the Audit Committee explaining the amendments to the Regulations of the Board of Directors (which is incorporated by reference herein) was made available to all shareholders when this General Shareholders' Meeting was officially called.

RESOLUTION REGARDING ITEM SIXTH 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.