



THE CNMV SHARES INFORMATION REGARDING THE TAKEOVER BIDS FOR APPLUS

17 May 2024

As was communicated on 26 April, both bidding entities submitted, on the same date, the corresponding communication for the improvement of their bids on Applus in closed envelopes, with the following result:

- a. Manzana requested authorisation to modify the bid presented, raising the consideration offered to 12.51 euros per Applus share.
- b. Amber requested authorisation to modify its offer by raising the consideration offered to 12.78 euros per Applus share.

Subsequently, the necessary requirement for Manzana, in its capacity as initial bidder, to be able to submit a final improvement to the price of its bid, in accordance with the provisions in Article 45.6 of the Spanish Royal Decree on takeover bids, was not met.

Moreover, on 29 April 2024, the CNMV issued a public statement on the consequences of the consideration of Manzana's bid as successful and its possible effect on the competitor's process, which led to the implementation of precautionary measures on the entity and on the funds that certain share purchase and sale agreements signed with Manzana.

Upon the submission of the documentation for the processing of the modifications to both offers, on 16 May 2024 Manzana communicated to the CNMV its decision to withdraw its offer due to the existence of a takeover bid at a higher price and has voluntarily agreed to a series of commitments to refrain from purchasing Applus shares until the takeover bid made by Amber has been settled or until the date in which said offer becomes void for any reason, within the terms indicated in the insider information notice published by the company today.

Such commitments aim to contribute to the orderly functioning of the securities market and to the existing competing takeover bid process for Applus and, in this regard, the CNMV would like to highlight Apollo's and Manzana's transparency and full cooperation throughout the situation generated after the opening of the envelopes, which, besides being complex and done for the first time, led to the CNMV's communication of 29 April. The CNMV has no ongoing action or investigation related to Apollo or Manzana regarding possible actions that are non-compliant to the corresponding regulation.

Following the withdrawal of the takeover bid launched by Manzana and considering the commitments it has voluntarily assumed, CNMV's Executive Committee has resolved to lift the measures determined on 29 April, which imposed restrictions on trading in Applus shares.

Today, the CNMV also authorised the modification of Amber's takeover bid for Applus shares, raising its price to 12.78 euros per share. Such takeover bid continues to be subject

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to an acceptance condition of no less than 50% of Applus' share capital for it to be effective, thus notifying the market, and Applus shareholders particularly, that, should such condition not be met and Amber does not waive this condition, no takeover bid for Applus may be settled in the current process.