

## Applus Services, S.A.

### Call Notice for the Extraordinary General Shareholders' Meeting

The Board of Directors of the company Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”), at the request of the shareholder Amber EquityCo, S.L.U., has agreed to convene the Extraordinary General Shareholders' Meeting of the Company to take place in an exclusively remote basis on 18 July 2024 at 12:00 PM or, if the necessary quorum is not reached, on 19 July 2024 at 12:00 PM on second call.

The Extraordinary General Shareholders' Meeting will take place in accordance with the following

#### AGENDA

- First.-** 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.
- Second.-** Amendment of the Articles of Association to reduce the minimum number of members of the Board of Directors
- Third.-** Establishing the number of members of the Board of Directors of the Company at four (4)
- Fourth.-** Ratification and re-election of Mr. Alexander Metelkin as a non-executive proprietary director
- Fifth.-** Ratification and re-election of Ms. Linda Zhang as a non-executive proprietary director
- Sixth.-** Approval of the execution of certain proceeds loan agreements between Amber Finco PLC and the Company
- Seventh.-** Delegation of powers for the formalisation and execution of the resolutions adopted by the General Shareholders' Meeting.

#### **REMOTE-ONLY GENERAL MEETING**

In accordance with the provisions of article 17.1 of the By-laws, the General Shareholders' Meeting shall be held on an exclusively remote basis, without physical attendance of the Shareholders or their proxyholders. Additionally, by virtue of the provisions of article 12.5 of the By-laws, the General Shareholders' Meeting shall be deemed to be held at the registered offices.

## **SUBMISSION OF NEW PROPOSALS**

The Shareholders holding at least three per cent (3%) of the share capital may submit, pursuant to a notice served through a reliable notification to be received at the Company's headquarters within five days following publication of the calling of this meeting, duly justified resolution proposals regarding matters that have already been included or that must be included in the Agenda. The above is understood without prejudice to the right assisting any shareholder during the course of the General Shareholders' Meeting to formulate alternative proposals or regarding items that are not required to be included in the Agenda, in the terms provided in the Spanish Companies Act.

## **INTERVENTION OF A NOTARY PUBLIC AT THE MEETING**

In accordance with article 203 of the Spanish Companies Act in connection with article 101 of the Commercial Registry Regulations and articles 7.5 and 13.5 of the Regulation of the General Shareholders' Meeting, the Board of Directors has requested the presence of a notary public to issue the minutes of the General Shareholders' Meeting.

## **RIGHT TO ATTEND AND TO VOTE**

In accordance with articles 15 and 17 of the Company's By-laws and 7.4 and 14 of the Regulation of the General Shareholders' Meeting, any Shareholder who, five days prior to the date expected to hold the General Shareholders' Meeting upon first call, holds one or more shares registered with the Book Entry Register ("*Registro de Anotaciones en Cuenta*"), may attend and vote at the General Shareholders' Meeting.

Shareholders entitled to attend the General Shareholders' Meeting may exercise voting rights, in person or by proxy, by the following manners: (i) by electronically attending and voting at the meeting, by their prior identification through the corporate website of the Company ([www.applus.com](http://www.applus.com)); or (ii) by voting at the Shareholder Information Office ("*Oficina de Información al Accionista*") (Applus Services, S.A., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona), by means of a duly signed and completed attendance and voting card; or (iii) by voting by post, by means of a duly signed and completed attendance and voting card, or (iv) by electronic communication pursuant to the established procedure, using the form available at the Company's website ([www.applus.com](http://www.applus.com)), all the above in accordance with the procedural rules set out below.

Shareholders wishing to vote at the Shareholder Information Office, by post or by electronic communication must indicate their vote for each item included in the Agenda. If they fail to indicate their vote in connection with any item in the Agenda, they shall be deemed to vote in favour of the proposals of the Board of Directors regarding the items included in the Agenda and (where applicable) against any new resolution proposals that may have been submitted in relation to such Agenda items by Shareholders holding at least three per cent (3%) of the share capital.

A vote casted at the Shareholder Information Office by post or by electronic communication may only be rendered without force or effect: (i) as a result of its subsequent express revocation, using the same method used to cast the vote and within the period provided to cast such vote; or (ii) by the voting Shareholder remotely attending to the General Shareholders' Meeting.

In the event that a Shareholder should cast his/her vote one or more times pursuant to the same or to a different long-distance communication method, the last vote received shall prevail, and those received on prior dates shall be rendered invalid.

### **PROXIES**

All Shareholders entitled to attend may be represented at the General Shareholders' Meeting by another person, who does not necessarily need to be a Shareholder, in compliance with the requirements and formalities set forth for such purposes.

The delegation must be given in writing, and must be a special proxy for each General Shareholders' Meeting, unless the representative is the spouse, ascendant or descendant of the Shareholder (evidenced by presenting the documentation showing the relevant family relationship) or if the representative is an entity/individual holding a general power of attorney to manage all the Shareholder's assets in Spain set forth in a public deed. The representation may be also granted by post or by electronic communication, provided that the identity of the representative and the security of the relevant electronic communications are ensured, all the above in accordance with the procedural rules set out below.

Proxies are always revocable. For the revocation to be enforceable, notice thereof must be given to the Company in the same terms used to give notice of the proxy. Attendance to the General Shareholders' Meeting by the Shareholder shall be deemed a revocation of the proxy. Any vote casted by any means of long-distance communication shall render without force or effect any proxy granted by electronic means or by post, whether prior (which shall be deemed revoked) or subsequent (which shall be deemed not given). The proxy shall likewise be rendered without force or effect as a result of the Company becoming aware of the transfer of the shares.

Shareholders who are not of legal age or incapacitated persons and Shareholders that are legal entities shall be represented by their legal representatives duly appointed as such.

A Shareholder may not have more than one representative at the General Shareholders' Meeting, both in the case of legal representation and in the event that the Shareholder should delegate the right to attend the meeting.

In the case of proxies sent to the Company or conferred in favour of its Directors, whether directly or through the entities acting as depositaries of the shares or in charge of the book entry register, the following rules shall apply, save as otherwise stated by the represented Shareholder: (i) unless otherwise stated by the Shareholder conferring its representation, it shall be understood to have given specific instructions to the representative to vote in favour of the proposals made by the Board of Directors in respect of the items comprised in the Agenda of the General Shareholders' Meeting, and against the resolution proposals that have not been formulated by the Board of Directors; (ii) in the absence of designation of the person who is to act as representative, the delegation shall be deemed conferred upon the Chairman of the General Shareholders' Meeting; and (iii) such representation shall be extended to matters not included in the Agenda of the meeting that may however be submitted to a vote at the General Shareholders' Meeting. In this last case, and unless otherwise instructed by the represented Shareholder, the representative shall cast a negative vote.

If voting instructions would have been given by the represented Shareholder, the representative shall cast a vote in compliance with such instructions, and shall be obliged to keep such instructions for one year as from the date on which the General Shareholders' Meeting was held. The representative may represent more than one Shareholder, without limitation as to the number of represented Shareholders. Should a representative hold proxies from several Shareholders, he/she may cast different votes depending on the instructions given by each Shareholder.

In accordance with the provisions of articles 523 and 526 of the Spanish Companies Act regarding potential conflicts of interest, the Director in favour of which a Shareholder grants a proxy may not cast a vote corresponding to the represented shares in those items of the Agenda where he/she has a conflict of interest, unless he/she received specific voting instructions for each of such items from the Shareholder. If there are no specific voting instructions, the proxy shall be considered to have been given to the Secretary of the Board of Directors.

In accordance with article 524 of the Spanish Companies Act, entities appearing as Shareholders in accordance with the accounting register of the shares but acting on behalf of several persons may, in any case, divide their vote, and cast votes in a divergent manner in compliance with different voting instructions, if received. These intermediaries may delegate their vote to each ultimate titleholder or to third parties designated by the latter, and the number of proxies conferred may not be limited.

#### **PROCEDURAL RULES IN RELATION TO REMOTE ATTENDANCE AND TO PROXIES AND VOTING PRIOR TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING THROUGH LONG-DISTANCE COMMUNICATION METHODS**

##### a) Remote attendance

Pursuant to the provisions of articles 17.1 of the Company's By-laws and 7.4 and 17.2 of the Regulation of the General Shareholders' Meeting, Shareholders (or their representatives) may exercise their right to attend the General Shareholders' Meeting remotely, with due adherence to the following instructions.

#### a.1) Registration and connection

Shareholders or representatives of Shareholders who wish to attend the Meeting must register between 9:30 AM and 11:30 AM on the date scheduled for the General Shareholders' Meeting (i.e. 18 July 2024 if intended to attend on first call or 19 July 2024 if intended to attend on second call). To do so, the Shareholder or representative must access the General Shareholders' Meeting section of the Company's website ([www.applus.com](http://www.applus.com)), follow the instructions and fill in the necessary registration data.

No connection for the exercise of the right of attendance will be admitted after the time indicated. The Shareholder or representatives may follow the broadcast of the Meeting and vote in real time on the various items of the Agenda by following the instructions received.

The guarantees the Board of Directors considers suitable to ascertain the authenticity and identity of the Shareholder attending remotely are (i) the recognised electronic signature and the advanced electronic signature, provided they are based on the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES), dependent from the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, (ii) the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005, of 23 December, regulating the issuance of National Identity Cards and their electronic signature certificates, or (iii) the user/password credentials that the Shareholder will receive at his/her e-mail address after the verification of his/her identity and status as Shareholder using the special credential application form available on the electronic voting and proxy platform on the Company's website ([www.applus.com](http://www.applus.com)), in the General Shareholders' Meeting section; said form shall be submitted before 12:00 PM on the day prior to the day on which the General Shareholders' Meeting is to be held on first call, i.e. before 12:00 PM of 17 July 2024.

If the person who will attend the Meeting electronically has been conferred a delegation in its favour, the Shareholder who has delegated it must communicate to the representative such delegation, and, in addition, unless the delegation was made electronically, a copy of the card must be sent to the Company (by post to Applus Services, S.A., Investor Relations / General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallés, 08193 Barcelona; or by email to [juntageneral@applus.com](mailto:juntageneral@applus.com)), together with a copy of the Identity Document or Passport of the representative, before 12:00 PM on the day before to the date scheduled for the General Shareholders' Meeting on first call, this is, before 12:00 PM of 17 July 2024, and identified as instructed.

#### a.2) Submission of interventions and questions

Shareholders or their representatives who, in the exercise of their rights, intend to remotely intervene at the Meeting and, where appropriate, request information or clarifications in relation to the items comprised in the Agenda, request clarifications regarding the publicly accessible information which the Company should have provided to the Spanish National Securities Market Commission since the last Annual General Shareholders' Meeting, and concerning the auditor's report or make the proposals allowed by the law, must formulate and send their intervention, question or proposal through the application set up to this effect in the General Shareholders' Meeting section of the Company's website ([www.applus.com](http://www.applus.com)), from the time of the registration and until the end of the round of interventions established by the Chairman of the General Shareholders' Meeting

The attendee who wishes to have his/her intervention recorded in the minutes of the General Shareholders' Meeting must submit it in writing and indicate this clearly and expressly in the text of his/her intervention. The attendees' interventions submitted in writing will be read by the Secretary of the Shareholders' Meeting in attention to their relevance during the round of interventions. Requests for information or clarification made by attendees will be answered during the meeting or in writing within the seven days following the General Shareholders' Meeting, in accordance with the provisions of the Spanish Companies Act.

#### a.3) Accreditation of the Shareholder status of registered persons

The attendance of the registered Shareholder shall be subject to confirmation that the shares are registered with the Book Entry Register five (5) days before the date on which the General Shareholders' Meeting is held. Registered Shareholders who lose this condition will be unable to attend the Annual General Shareholders' Meeting, as well as, where appropriate, their representatives.

In the event of any discrepancy between the number of shares notified by the Shareholder (or his/her representative) attending and voting remotely and the number of shares listed in the Book Entry Register, pursuant to quorum and voting conditions, the number of shares in the register will be considered as valid.

#### a.4) Exercise of the voting right in the Shareholders' Meeting

The Shareholder or his/her representative that connects to the telematic attendance platform within the hours indicated in section a.1) above may follow the broadcast of the meeting and vote on the different items of the Agenda from the time of his/her connection and until the end of the voting period indicated by the Chairman of the Shareholders' Meeting.

#### b) Voting at the Shareholder Information Office prior to the Shareholders' Meeting

In the event that a Shareholder decides to cast a vote, in person or by representation, at the Shareholder Information Office (Applus Services, S.A., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona), he/she must submit the attendance and voting card clearly showing the identity of the Shareholder, the number of shares he/she holds, its vote on each item of the Agenda, and its autograph signature, and show the relevant Identity Document or Passport, if the Shareholder is an individual. Likewise, in the event of a proxy, both if the Shareholder is an individual and if it is a legal entity, the representative must show the document evidencing his/her representation. To be valid, the vote shall be casted before 12:00 PM of the day prior to the date on which the General Shareholders' Meeting is to be held in first call, i.e., prior to 12:00 PM of 17 July 2024.

c) Representation and voting by post prior to the Shareholders' Meeting

To confer a proxy or to vote by post, a duly completed and signed attendance and voting card must be sent to the Company (Applus Services, S.A., Investor Relations/General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) in a sealed envelope. To be valid, long-distance proxies and long distance votes sent by post must be received by the Company before 12:00 PM of the day prior to the date on which the General Shareholders' Meeting is to be held in first call, i.e., prior to 12:00 PM of 17 July 2024.

d) Representation and voting by electronic communication prior to the Shareholders' Meeting

Shareholders that wish to confer a proxy or vote by electronic communication must do so through the electronic voting and proxy platform available on the Company's website ([www.applus.com](http://www.applus.com)), in the section corresponding to the General Shareholders' Meeting, following the instructions specified for such purposes in each screen of the aforementioned platform, and completing the forms made available therein. For these purposes, they shall evidence their identity by means of (i) the Electronic User Certificate issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española (CERES)*) an entity related to the Spanish National Mint, which cannot have been revoked, (ii) the electronic certificate incorporated in the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of December 23, regulating the issuance of the National Identity Document and electronic signature certificates, or (iii) the user/password credentials that the Shareholder will receive at his/her e-mail address after the verification of his/her identity and status as Shareholder using the special form available on the electronic voting and proxy platform available on the Company's website ([www.applus.com](http://www.applus.com)), on the General Shareholders' Meeting section. To be valid, long-distance proxies and long-distance votes cast by means of electronic communications must be received by the Company before 12:00 PM of the day prior to the date on which the General Shareholders' Meeting is to be held in first call, i.e., prior to 12:00 PM of 17 July 2024.

e) Technical incidents

The Company reserves the right to amend, suspend, cancel or restrict the electronic mechanisms employed for attending remotely, voting and delegate to representatives when this is required or demanded due to technical or security reasons.

The Company shall not be liable for any damages caused to the Shareholders resulting from any unintended breakdown, overload, outage, connection failure or any other similar incident, external to the Company, preventing the remote attendances, use of electronic voting and proxy mechanisms prior to the Annual General Shareholders' Meeting.

f) Common rules

Should they wish to read in greater detail the procedure and rules governing these forms of proxies and voting, shareholders may consult the "Procedure for remote attendance and voting and appointing proxies by remote means of communication at the General Shareholders' Meeting of Applus Services, S.A.", which has been uploaded to the Company's website ([www.applus.com](http://www.applus.com)), in the section relating to the General Shareholders' Meeting.

### **RIGHT OF INFORMATION**

As from the date of publication of this convening notice, the Shareholders may examine, at Applus's registered offices (Applus Services, S.A., calle Campezo número 1, Parque Empresarial Las Mercedes, Edificio 3, Planta 4, 28022 Madrid) and request free delivery (which may be made by email with acknowledgement of receipt if the Shareholder should admit to this method) of the following information:

- i. The present call notice.
- ii. Form of attendance card, proxy and long-distance vote.
- iii. Total number of shares and votes on the date on which the General Shareholders' Meeting is called.
- iv. Full text of the proposed resolutions under the Agenda of the General Shareholders' Meeting.
- v. Report prepared by the Board of Directors in relation to the proposed resolution to delist the shares of the Company and the takeover bid to be subsequently launched by Amber EquityCo, S.L.U. for the delisting of the shares.
- vi. Report drafted by the shareholder Amber EquityCo, S.L.U. on the proposed amendment of the By-laws to reduce the minimum number of members of the Board of Directors, included under the Second item of the Agenda of the General Shareholders' Meeting.
- vii. Professional and biographic profile of Mr. Gary Lindsay, Ms. Linda Zhang, Mr. Mohamed Adel El-Gazzar, Mr. Alexander Metelkin and Mr. Maxime Jacqz.



- viii. Report issued by the Appointments and Compensations Committee on the appointment of Mr. Gary Lindsay, Ms. Linda Zhang, Mr. Mohamed Adel El-Gazzar, Mr. Alexander Metelkin and Mr. Maxime Jacqz as board members.
- ix. Report issued by the Board of Directors on the appointment of Ms. Linda Zhang, Mr. Alexander Metelkin and Mr. Maxime Jacqz as board members.
- x. Report issued by the Board of Directors on the appointment of Mr. Gary Lindsay and Mr. Mohamed Adel El-Gazzar as board members.
- xi. Report prepared by the Audit Committee regarding the execution of certain proceeds loan agreements between Amber Finco PLC and the Company.
- xii. Procedure for remote attendance and voting and appointing proxies by remote means of communication at the General Shareholders' Meeting of Applus Services, S.A.
- xiii. Regulations of the Shareholders' Electronic Forum.

All of this information is available at the Company's website ([www.applus.com](http://www.applus.com)), in the section "Shareholders' Meeting".

In accordance with articles 197 and 520 of the Spanish Companies Act, Shareholders may request Directors until the fifth day prior to the General Shareholders' Meeting, or during the meeting to provide any information or clarifications deemed suitable, or formulate in writing any pertinent questions, as well as any clarifications they deem necessary regarding the publicly accessible information which the Company should have provided to the Spanish National Securities Market Commission since the last Annual General Shareholders' Meeting, and concerning the auditor's report.

### **ELECTRONIC SHAREHOLDER FORUM**

In accordance with article 539 of the Spanish Companies Act, in the Company's website ([www.applus.com](http://www.applus.com)), "Shareholders' Meeting" section, an "Electronic Shareholders' Forum" (hereinafter, the "**Forum**") has been set up, to which individual Shareholders and any voluntary associations they may form between them, shall have access. The purpose of the Forum is to enable communication between Shareholders as from the calling of the General Shareholders' Meeting until the General Shareholders' Meeting is effectively held. The rules of operation of the Forum are included in "Regulations of the Shareholders' Electronic Forum of Applus Services, S.A." uploaded in the Company's website ([www.applus.com](http://www.applus.com)), under section "Shareholders' Meeting".

Proposals intended to be submitted may be published in the Forum, as well as requests to adhere to such proposals, initiatives to achieve a sufficient percentage to exercise minority rights as provided in the Spanish Companies Act, and offers or requests to grant proxies.

The Forum is not an electronic conversation mechanism between Shareholders, nor a virtual debating room. Neither it is a communication channel between the Company and its

Shareholders. The Forum has been set up for the purpose of facilitating communication between Shareholders as from the calling of the General Shareholders' Meeting until the General Shareholders' Meeting is effectively held.

### **ADDITIONAL INFORMATION**

a) Other information of general interest

Shareholders may obtain additional information by accessing the section headed "Investors/Shareholders' Meeting" permanently available in the corporate website ([www.applus.com](http://www.applus.com)), or by addressing the Shareholder Information Office (Applus Services, S.A., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona; Telephone: +34 935.202.050; Monday to Friday from 10 AM to 1 PM; email: [juntageneral@applus.com](mailto:juntageneral@applus.com)).

b) Personal Data Protection

Personal data provided by the Shareholders to the Company (upon the exercise or delegation of their rights of information, attendance, representation and voting), or data provided by credit institutions and investment services companies to which such Shareholders have entrusted the deposit or custody of their shares, or by the entities which, in accordance with the law, are to keep a register of securities represented in book-entry form (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. – Iberclear), shall be processed by the Company for the purpose of managing shareholder relations (including, without limitation, convening and holding the General Shareholders' Meeting, and publicity thereof). For these purposes, the personal data shall be incorporated to files controlled by the Company, which will be kept for the periods required to comply with the legal obligations of the Company or as long as liabilities regarding the shareholder relationship may arise.

Credit institutions, investment services companies and Iberclear may provide to the Company the list of shareholders containing their names, surnames, identity document or passport numbers and addresses personal data. Likewise, the Shareholders represented at the General Shareholders' Meeting may provide to the Company the names, surnames and identity document or passport numbers of the persons representing them, unless the designated representative is one of the Directors, the Secretary and/or Vice-secretary of the Company. The personal data of the Shareholders and, where appropriate, their representatives will not be communicated to third parties except to the Notary attending the General Shareholders' Meeting exclusively to draw up the notarial minutes of said Meeting, or if it necessary to comply with a legal mandate.

The Shareholders or, if applicable, their representatives, may with respect to their own data and in the terms set forth in the law: (i) access them at the Company's files (right to access); (ii) request their amendment when they are inaccurate (right to rectification); (iii) request that they are not processed (right to object); (iv) request their erasure (right to erasure); (v) request the restriction of processing when accuracy of the personal data is contested by the data subject and this is being verified, the processing is unlawful and the data subject opposes the erasure of the personal data, and the Company no longer needs the personal data for the purposes of the

processing, but they are required by the data subject for the establishment, exercise or defence of legal claims (right to restriction of processing); (vi) receive in electronic format the personal data directly provided to the Company and transmit these to third parties (right to data portability); and (vii) revoke their express authorization for the use of their image rights at any time.

To exercise the abovementioned rights, the Shareholders and, where appropriate, the representatives must address their request along with a copy of their national identity document, passport or other legal document that proves their identity to Applus Services, S.A. (Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) by indicating in the subject "General Shareholders' Meeting". In any case, the Shareholders and, where appropriate, the representatives may exercise their right to claim before the Spanish Agency for Data Protection ([www.aepd.es](http://www.aepd.es)) or any other competent data protection authority

In the event that the attendance, proxy and long-distance voting card of the Shareholder should include personal data relating to other individuals, such Shareholder must inform them of the provisions contained in the preceding paragraphs, and comply with any other requirements which may apply regarding the assignment of personal data to the Company, without the latter being obliged to undertake any additional action.

In Madrid, on 17 June 2024.

Mr. Vicente Conde Viñuelas  
Secretary of the Board of Directors  
Applus Services, S.A.