

APPLUS SERVICES, S.A.
CONVENING NOTICE FOR THE ANNUAL GENERAL SHAREHOLDERS
MEETING

The Board of Directors of the company Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”) has decided to convene its Annual General Shareholders’ Meeting that will take place on first call on 21 June 2016 at 12.30 PM at the Gran Hotel Princesa Sofía of Barcelona, located in Plaça Pius XII 4, 08028 Barcelona and, if the necessary quorum is not reached, on second call, on 22 June 2016 also at 12.30 PM at the Gran Hotel Princesa Sofía of Barcelona, located in Plaça Pius XII 4, 08028 Barcelona. The attendance cards issued for the first call will also be valid for the second call.

It is expected to hold the General Shareholders’ Meeting on second call.

The Annual General Shareholders’ Meeting will take place in accordance with the following

AGENDA

- One.-** Review and, if applicable, approval of the Individual Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and the report of the Annual Accounts) and Management Report of Applus, as well as the Consolidated Annual Accounts and the Consolidated Management Report of Applus and its subsidiaries for the financial year ended on 31 December 2015
- Two.-** Approval, if applicable, of the proposed allocation of Applus’ results for the financial year ended on 31 December 2015
- Three.-** Approval, if applicable, of the management and performance of the Board of Directors of Applus for the financial year ended on 31 December 2015
- Four.-** Re-election of the external auditor of the Company and its consolidated Group for the financial year 2016

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.

- Five.-** Ratification of the appointment of Mr. Nicolás Villén Jiménez as a member of the Board of Directors of the Company
- Six.-** Advisory vote regarding the directors' Remuneration Annual Report for 2015
- Seven.-** Approval, if applicable, of the amendment to the remuneration policy of the directors' of the Company
- Eight.-** Approval, if applicable, of a new Long-term Incentive Program for the Chief Executive Officer
- Nine.-** Approval of the directors' remuneration for the financial year ending on 31 December 2016: establishing the maximum amount of the annual remuneration to be paid to the directors in their condition as such
- Ten.-** Amendment of the following articles of the Company's Bylaws to adapt their content to the latest amendments to the Spanish Companies Act ("*Ley de Sociedades de Capital*"):
1. Amendment of article 31 ("Audit Committee")
 2. Amendment of article 38 ("Liquidation")
- Eleven.-** Amendment of article 6 ("Calling of the General Shareholders Meeting") of the Regulation of the General Shareholders' Meeting to adapt its content to the latest amendments to the Spanish Companies Act
- Twelve.-** Information on the Report on the amendments to the Regulations of the Board of Directors of Applus
- Thirteen.-** Delegation of powers to formalize and implement all resolutions adopted by the General Shareholders' Meeting

SUPPLEMENT TO THE CONVENING NOTICE FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING AND SUBMISSION OF NEW PROPOSALS

Shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to the present convening notice, including one or several items in the agenda. This right must be exercised by giving notice thereof through a reliable notification, to be received at the Company's headquarters (Applus Services, S.A., Investor Relations/General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) within five days following the publication of the calling of the meeting, indicating the identity of the Shareholders exercising the right and the number of shares they hold, and the items to be included in the Agenda, attaching a justification or justified resolution proposals concerning such items and, as the case may be, any other documentation that may apply.

In addition, 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 Register Regulations and article 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 of the Company's Bylaws 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 must provide evidence of their condition as such by means of the corresponding legitimacy certificate ("*certificado de legitimación*") or the attendance card, which shall be issued by the Company or, at request of the latter, by the entity in charge of the Book Entry Register acting as depositary of the shares.

For the purpose of evidencing the identity of the Shareholders or any valid proxies thereof, at the entrance of the venue of the General Shareholders' Meeting, attendants may be requested to provide their Identity Card ("*Documento Nacional de Identidad*"), the documents evidencing their capacity as representative or any other official document generally accepted for these purposes.

Shareholders entitled to attend the General Shareholders' Meeting may exercise voting rights, in person or by proxy, by the following manners: (i) by personally attending and casting a vote at the meeting, by means of a duly signed and completed attendance and voting card; or (ii) by voting at the Shareholder Information Office ("*Oficina de Información al Accionista*") (located at the registered office: 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 by electronic communication pursuant to the established procedure, using the form available at the Company's website (www.applus.com).

Shareholders wishing to cast a long-distance vote (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, as the case may be, against the new items in the Agenda and new resolution proposals formulated by the Shareholders pursuant to article 519 of the Spanish Companies Act.

A vote casted at the Shareholders' Information Office ("*Oficina de Información al Accionista*") 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 attending 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.

For the purposes of facilitating participation by all Shareholders, the Company shall put in place the necessary resources to simultaneously translate any interventions in Spanish into English and those in English into Spanish, as well as a consecutive translation into Spanish of any interventions by Shareholders who wish to express themselves in English during the General Shareholders Meeting. Furthermore, the Company shall procure the necessary means to allow Shareholders with limited mobility to take part in the General Shareholders' Meeting.

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.

Designated representatives must identify themselves by their Identity Card or Passport, and hand over a printed copy of the proxy, as the case may be, by post or by electronic means, duly signed by the representative and by the represented Shareholder.

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 in person 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; (iii) likewise, such representation shall be extended to matters not included in the Agenda of the meeting which may however be submitted to a vote at the General Shareholders' Meeting. In this last case, and unless otherwise indicated by the represented Shareholder, the representative shall cast his/her vote in the manner deemed most favourable for the interests of the represented shareholder.

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 article 523 of the Spanish Companies Act, prior to his/her appointment, the representative must inform the Shareholder in detail whether a conflict of interest exists. If the conflict arises after his/her appointment, and the represented Shareholder had not been warned of its possible existence, the representative must immediately inform the Shareholder. In both cases, unless he/she receives new specific voting instructions for each of the matters on which the representative is to vote on behalf of the Shareholder, he/she must refrain from voting.

In accordance with article 526 of the Spanish Companies Act, regarding possible 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.

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 indirect titleholder or to third parties designated by the latter, and the number of proxies conferred may not be limited.

PROXIES AND VOTING PRIOR TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING AND USING LONG-DISTANCE COMMUNICATION METHODS

a) Voting at the Shareholder Information Office

In the event that a Shareholder decides to cast a vote, in person or by representation, at the Shareholder Information Office (located at the registered office of the Company: 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.

b) Representation and voting by post

To confer a proxy or to vote by post, a duly completed and signed attendance and voting card must be sent to the registered office of 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 12:30 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 12:30 PM 20 June 2016.

c) Representation and voting by electronic communication

Shareholders that wish to confer a proxy or vote by electronic communication must do so through the Company's website (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 website, 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 or (ii) the electronic certificate incorporated in the electronic 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. The certificate shall be obtained, as the case may be, by the Shareholder, without any charge to the Company, and must be in force at the time of casting the vote. To be valid, long-distance proxies and long distance votes cast by means of electronic communications must be received by the Company before 12:30 PM of the day prior to the date on which the General Shareholders' Meeting is to be held in first calling, i.e., prior to 12:30 PM on 20 June 2016.

The Company reserves the right to amend, suspend, cancel or restrict any electronic voting and proxy mechanisms prior to the General Shareholders' Meeting, for 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 preventing the use of electronic voting and proxy mechanisms prior to the Annual General Shareholders' Meeting.

d) 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 "Regulations of the procedure for voting and appointing proxies at the general shareholders' meeting by remote means of communication of Applus Services, S.A.", which has been uploaded to the Company's website (www.applus.com), in the section relating to the General Shareholders' Meeting.

To be valid, the proxy conferred or the vote casted by such methods must be received at the Company's registered office (Applus Services, S.A., Investor Relations/General Shareholders' Meeting, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) or through its website (www.applus.com) in the event of proxies and votes cast by electronic communications, between the date of publication of the convening notice for the General Shareholders' Meeting and no later than 12:30 PM of the day before the date on which the General Shareholders' Meeting is to be held on first call, i.e., prior to 12:30 PM of 20 June 2016. Otherwise, the proxy shall be deemed not to have been granted.

After the aforementioned timeframe, only proxies conferred in writing and presented on the date of the General Shareholders' Meeting at the shareholder registration desks of the venue where the General Shareholders' Meeting is to be held shall be admitted.

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., Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona) and request free delivery (which may be made by email with acknowledgement of receipt if the Shareholder should admit to this method) the following information:

- i. The present convening notice.
- ii. The 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. Individual Annual Accounts (comprised of balance sheet, income statement, statement of changes in equity, cash flow statement and report of the Individual Annual Accounts) and Management Report of the Company, as well as the Audit Report, for the financial year ended on 31 December 2015.
- v. Consolidated Annual Accounts (comprised of balance sheet, income statement, statement of changes in equity, cash flow statement and report of the Consolidated Annual Accounts) and Consolidated Management Report of the Company and its subsidiaries, as well as the Audit Report, for the financial year ended on 31 December 2015.
- vi. The Annual Report on Corporate Governance corresponding to the financial year ended on 31 December 2015.
- vii. Full text of the proposal of resolutions corresponding to the Notice of calling of the General Shareholders' Meeting.
- viii. Professional and biographic profile of Mr. Nicolás Villén Jiménez.
- ix. Report issued by the Board of Directors on the appointment of Mr. Nicolás Villén Jiménez as member of the Board of Directors.
- x. The Annual Report on Directors' Remuneration corresponding to the financial year ended on 31 December 2015.
- xi. Proposal on the amendment of the Directors' Remuneration Policy.
- xii. Report issued by the Appointments and Compensations Committee on the proposed amendment of the Directors' Remuneration Policy.
- xiii. The Report issued by the Board of Directors regarding the proposal of amendments to the By-laws referred to under item Ten of the Agenda.
- xiv. The Report issued by the Board of Directors regarding the proposal of amendments to the Regulation of the General Shareholders' Meeting referred to under item Eleven of the Agenda.
- xv. The Reports issued by the Audit Committee regarding the amendments to the Regulation of the Board of Directors of the Company of the meetings of the Board of Directors held on 14 December 2015 and 5 May 2016.
- xvi. The procedure for voting and granting representations at the General Shareholders' Meeting by remote means of communication.
- xvii. The Regulations of the "Shareholders' Electronic Forum".

All of this information is available at the Company's website (www.applus.com), "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 and verbally 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.

In accordance with article 539 of the Spanish Companies Act, in the Company's website (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 under section "General Shareholders' Meeting".

Proposals intended to be submitted as a supplement to the Agenda announced in the present notice calling the General Shareholders' Meeting 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) Broadcasting of the Annual General Shareholders' Meeting

To facilitate follow-up and suitable disclosure, all or part of the General Shareholders' Meeting may be subject to audio-visual recording and broadcasting, and be made available to the public through the Company's corporate website (www.applus.com). Furthermore, the Company may broadcast and offer information regarding the course of the General Shareholders' Meeting in any social networks in which it participates. By accessing the venue of the General Shareholders' Meeting, the attendant gives his/her consent for his/her images to be taken and reproduced, and for his/her personal data to be processed through such media.

b) Other information of general interest

Shareholders may obtain additional information by accessing the section headed

“Shareholder Information” permanently available in the corporate website (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).

c) 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, 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. This data shall be provided to the Notary Public exclusively in connection with the issuance of the notarial minutes of the General Shareholders’ Meeting.

The owner of such personal data shall have a right of access, rectification, opposition or cancellation in respect of the personal data collected by the Company. Such rights may be exercised in accordance with the provisions of the law, by addressing Applus Services, S.A. in writing (Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallès, 08193 Barcelona).

In the event that the attendance card, proxy and long-distance vote 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.

Barcelona, 5 May 2016.
Mr. Vicente Conde Viñuelas
Secretary to the Board of Directors
Applus Services, S.A.