

NATIONAL SECURITIES MARKET COMMISSION

To the attention of: Mr. Ángel Benito
Dirección General de Mercados
C/ Edison, 4
28006, Madrid, Spain

16 May 2024

WITHDRAWAL OF THE VOLUNTARY OFFER FOR ALL THE SHARES OF APPLUS

Dear Mr. Benito,

Reference is made to the voluntary offer voluntary public takeover bid (the “**Offer**”) made by Manzana Spain Bidco, S.L.U. (“**Manzana**”) for all the shares of Applus Services, S.A. (“**Applus**”), filed on June 29, 2023, and published as inside information on June 30, 2023 (registration number 1904), which was authorized by the National Securities Market Commission (*Comision Nacional del Mercado de Valores* - “**CNMV**”) on January 17, 2024, as amended by the supplement to the prospectus that was authorized by the CNMV on February 2, 2024.

As we have discussed, the minimal price difference between the offers of Manzana and Amber Equityco, S.L. (“**Amber**”) for Applus, coupled with the trading activity of certain third-party investors in the market, has given rise to a novel situation following the sealed envelopes phase. Whilst Manzana and its advisors understand that this situation, while complex, is not incompatible with the Spanish takeover framework, Manzana has in parallel conveyed to the CNMV that it would respect the regulator’s criteria and direction, and that it would, if applicable, withdraw its Offer as soon as it was legally feasible to facilitate the resolution of such situation.

In consideration of the foregoing, by virtue of this communication, we hereby inform you of Manzana’s decision to withdraw its Offer in accordance with Royal Decree 1066/2007, of 27 July, on the regime of public takeover bids, to the extent that there exists a competing offer at a higher price.

Additionally, we hereby confirm to you the following undertakings of Manzana that we had already anticipated to you:

- (1) Neither Manzana, nor the Apollo Funds, nor the entities controlled by the Apollo Funds, nor the entities that comprise the Apollo Group, nor the funds managed or advised by entities that comprise the Apollo Group, nor the entities controlled by such funds, nor the members of the management bodies of the entities appointed at the proposal of entities that comprise the Apollo Group, will carry out directly, or indirectly through any person, until the date of settlement of the tender offer launched by Amber or until the date on which such offer is rendered without effect for any reason, any of the following actions:
 - (a) acquire or agree to acquire shares of Applus (or derivatives the underlying of which are shares of Applus) or in any other form acquire or pursue the acquisition of any interest in Applus, as the case may be, irrespective of the price;
 - (b) receive irrevocable undertakings or be party to or agree to be a party to any type of similar or equivalent scheme or agreement or any other understanding, in connection with the acquisition of shares of Applus (or derivatives the underlying of which are shares of Applus);
 - (c) announce or launch a new tender offer for Applus at any price; or take, or announce an intention to take, any action in connection with an offer for shares of Applus (including, without limitation, taking, or announcing an intention to take, any action that would trigger a mandatory tender offer over Applus shares); and/or

- (d) make any kind of communication or indication, knowingly take any other action or create any kind of expectation, whether publicly or privately, in connection with any of the foregoing actions.
- (2) The foregoing commitments have been made voluntarily and in accordance with a reasonable interpretation of applicable regulations and are intended to contribute to the orderly functioning of the Spanish stock exchange, as well as to the ongoing tender offer process for Applus.

We remain at your disposal for any further clarification you may require.

Yours faithfully,

Manzana Spain Bidco, S.L.U.

Ms. Eugenia Gandoy
Sole Director