

## **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TÉCNICAS REUNIDAS, S.A.

### ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of TÉCNICAS REUNIDAS, S.A. (the "Company"), in accordance with the provisions of the Articles of Association, internal Regulations and the Spanish Companies Act, has unanimously resolved to convene the Annual General Meeting of Shareholders to be held, foreseeably in its first call, at C/ Arapiles, 14 in Madrid on 25 June 2020 at 12:30 pm or, if the necessary quorum is not reached, in its second call on the following day, 26 June 2020, at the same time and place, to debate and resolve on items one through fourteen, and vote on an advisory basis on item fifteen of the agenda indicated below.

Due to the COVID-19 health crisis, the Company Board of Directors resolved that the Annual General Meeting of Shareholders may also take place by the telematic means envisaged in this notice. Given this exceptional situation, Shareholders are recommended to exercise their rights, in person or by proxy, by remote communication prior to the General Meeting or via telematics pursuant to the terms envisaged in this notice.

The Company will inform its shareholders of any modification or measure adopted in relation to the Annual General Meeting via the corporate website and the National Securities Market Commission, five days prior to the date of the Meeting, endeavouring to guarantee the health and well-being of its shareholders, employees and directors at all times and issuing any corresponding additional announcement, as appropriate. The Annual General Meeting will be broadcast in real time via the corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)).

If restrictions are in force at the date of the Annual General Meeting resulting from any measure or recommendation passed by the administrative or health care authorities that affects the mobility of circulation of individuals and the possibility of holding meetings with the attendance of multiple individuals, the Annual General Meeting will be held exclusively by telematic means, i.e., without the physical attendance of shareholders and proxies.

The Annual General Meeting will be held with the following

### **AGENDA**

- 1.- Consideration and approval, as applicable, of the individual annual financial statements (balance sheet, income statement, statement of recognised income and expenses, statement of

changes in equity, cash flow statement and notes to the financial statements) and the management report for Técnicas Reunidas, S.A., as well as the consolidated annual financial statements and the management report for the consolidated group for the fiscal year ended 31 December 2019.

- 2.-** Consideration and approval, as applicable, of the consolidated statement of non-financial information for the fiscal year ended 31 December 2019.
- 3.-** Proposed application of result for the fiscal year ended 31 December 2019.
- 4.-** Consideration and approval, as applicable, of the management undertaken by the Board of Directors during fiscal year 2019.
- 5.-** Re-election of auditors for the Company and its consolidated Group.
- 6.-** Amendment, elimination or inclusion of the following Articles of Association:
  - 6.1. Amendment of Article 6 ("Capital increase and decrease and issue of bonds or other securities that recognise debt") of Title II.
  - 6.2. Amendment of Articles 14 ("Notice of meetings") and 17 ("Proceedings at General Meetings") of Title III, Section One ("Annual General Meeting of Shareholders").
  - 6.3. Amendment of Articles 22 ("Requirements, duration and appointment of Board members. Remuneration"), 25 ("Chairperson, Deputy Chairperson and Secretary"), 26 ("Meetings of the Board of Directors") and 29 ("Audit and Control Committee"), elimination of current Article 28 ("Powers of the Chairperson"), and inclusion of new Articles 28 ("Honorary Chairperson") and 30 Bis ("Management and Risks Commission") of Title III, Section Two ("Board of Directors").
  - 6.4. Amendment of Articles 33 ("Balance Sheet and Result Application") and 35 ("Profit Distribution") of Title IV.
- 7.-** Amendment, elimination or inclusion of the following articles of the Regulations of the Annual General Meeting of Shareholders:
  - 7.1. Amendment of the Preamble, as well as Articles 1 ("Purpose of the Regulations") and 2 ("Interpretation"), of Title I ("Introduction").



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- 7.2. Amendment of Articles 3 (“The General Meeting of Shareholders”) and 4 (“Types of Meeting”) of Title II (“The General Meeting: Types and Competencies”).
  - 7.3. Amendment of Articles 6 (“Convening of the General Meeting”), 7 (“Announcement of Call”), 8 (“Availability of Information on the Company website as of the Publication of the Call”) and 9 (“Right to Information Prior to the Annual General Meeting”) and inclusion of a new Article 10 (“Right to an Agenda Addendum and Submittal of New Resolution Proposals”) of Title III (“Call and Preparation of the Annual General Meeting”).
  - 7.4. Amendment of Articles 10 (“Right of Attendance”), 11 (“Presence of third parties at the General Meeting”), 12 (“Representation”), 14 (“Planning, Means and Venue for the General Meeting”), 15 (“Constitution of the General Meeting. Special cases”), 16 (“Table of the General Meeting of Shareholders”), 18 (“Register of Shareholders”), 19 (“Creation of the list of attendants”), 20 (“Speak requests”), 21 (“Shareholder Participation”), 22 (“Right to information during the General Meeting”), 23 (“Extension and Suspension of the General Meeting”), 24 (“Voting using distance communication means”), 25 (“Voting of resolution proposals”), 26 (“Adoption of resolutions and adjourning of the General Meeting”), 27 (“Minutes of the General Meeting”) and 28 (“Publicity of the Resolutions”), to eliminate current Articles 13 (“Public request for proxy”) and 17 (“Order of the Annual General Meeting”), and include new Articles 16 (“Attendance, Proxy and Remote Voting Cards”), 17 (“Venue for the General Meeting”) and 23 (“Opening of the Meeting”) of Title IV (“Holding of the Annual General Meeting”).
  - 7.5. Inclusion of a new Article 33 (“Attendance at the Meeting by telematic means”) of new Title V (“Attending the Meeting by Telematic Means”).
  - 7.6. Amendment of Articles 30 (“Publicity”) and 31 (“Validity”) and elimination of current Article 29 (“Approval”) of Title V (“Approval, publicity and validity”).
  - 7.7. Approval of a revised text of the Regulations of the Annual General Meeting of Shareholders.
- 8.-** Appointment and re-election of members of the Board of Directors. Establishment of the number of members of the Board of Directors.
- 8.1. Re-election and appointment of Mr Juan Lladó Arburúa as executive director of the Company.
  - 8.2. Re-election and appointment of Ms Petra Mateos-Aparicio Morales as external independent director of the Company.

- 8.3. Re-election and appointment of Mr Pedro Luis Uriarte Santamarina as external independent director of the Company.
  - 8.4. Re-election and appointment of Mr Adrián Lajous Vargas as external independent director of the Company.
  - 8.5. Re-election and appointment of Mr José Manuel Lladó Arburúa as non-executive proprietary director of the Company.
  - 8.6. Re-election and appointment of Mr William Blaine Richardson as other external director of the Company.
  - 8.7. Appointment of Ms Inés Andrade Moreno as external independent director of the Company.
  - 8.8. Appointment of Mr. Ignacio Sánchez-Asiaín Sanz as external independent director of the Company.
  - 8.9. Establishment of the number of members of the Company Board of Directors.
- 9.-** Delegation in favour of the Board of Directors, for five years and with the express power of substitution, of the ability to issue debentures, bonds and other fixed-income securities convertible or exchangeable for Company shares, as well as warrants and any other instruments that give the right to acquire newly-issued or outstanding Company shares, up to a limit of €200,000,000 and with the power to totally or partially exclude the pre-emption right to a limit of 50% of the share capital at the moment of this delegation; authorisation to re-draft the pertinent articles of association, as necessary.
- 10.-** Authorisation to the Board of Directors to proceed to acquire own shares directly or through subsidiaries, rendering the unused portion of the previous authorisation, resolved by the Annual General Meeting in its session on 26 June 2019, null and void.
- 11.-** Authorisation for the Board of Directors, with express powers of substitution, to create and fund associations and foundations in accordance with current regulations.
- 12.-** Approval, for the purposes of Article 529.novodecies of the Spanish Companies Act, of the Directors' Remuneration Policy for fiscal years 2020, 2021 and 2022.
- 13.-** Establishment of the total maximum annual remuneration to be received by the Company Directors.
- 14.-** Delegation of powers to formalise, rectify, register, construe, develop and implement the resolutions adopted at the Annual

General Meeting and empowerment to file the financial statements.

#### ADVISORY ITEM

- 15.-** Approval of the Annual Report on Company Directors' Remuneration for fiscal year 2019.

##### **1. Addendum to the notice**

In accordance with Article 519 of the Spanish Companies Act, Article 14 of the Articles of Association and Article 7 of the Regulations of the Annual General Meeting, Shareholders representing at least three percent of the share capital may request that an addendum to this notice of the Annual General Meeting be published that includes one or more items for the Agenda, provided that the new items are supported with justification or, where appropriate, a justified proposed resolution. For this purpose, Shareholders must provide valid evidence to the Company that they represent at least this percentage of the share capital and send their addendum and the corresponding justification or proposal, with due notification, for the attention of the Secretary General of the Company, which must be received at the registered address (calle Arapiles, 14, 28015 Madrid), within five days of the publication of this notice, indicating the identity of the Shareholders exercising this right and the number of shares that they hold.

In addition, Shareholders holding at least three percent of the share capital may submit, with due notification, reasoned proposed resolutions on matters that are already included or should be included on the Agenda, for the attention of the Secretary General of the Company, to be received at calle Arapiles 14, 28015 (Madrid) within five days of the publication of this notice, under the terms stipulated to this end in Article 519.3 of the Spanish Companies Act, Article 14 of the Articles of Association and Article 7 of the Regulations of the Annual General Meeting.

##### **2. Participation of a Notary at the Annual General Meeting**

The Board of Directors has agreed that a Notary Public should be in attendance to take the minutes of the Meeting, in accordance with Article 203 of the Spanish Companies Act, Article 101 of the Regulations of the Commercial Register and Article 7 of the Regulations of the Annual General Meeting.

##### **3. Right to information**

In accordance with the provisions of Articles 197, 272, 287, 518, 520, 529.novodecies and 539 of the Spanish Companies Act, from the date of

publication of this notice of meeting, Shareholders are entitled to obtain or be sent, free of charge, copies of: (i) the individual annual financial statements, the management report and the auditor's report for the fiscal year ended 31 December 2019, as well as the consolidated financial statements, the management report for the Group, the auditor's report and the consolidated statement of non-financial information for the same fiscal year, under the provisions of Article 272 of the Spanish Companies Act; (ii) the proposed amendment of the Articles of Association as well as the Board of Directors report in relation to that amendment proposal; and (iii) the Directors' Remuneration Policy, as well as the reasoned proposal of the Board of Directors and the report on the Policy drawn up by the Appointments and Remuneration Committee, in accordance with the provisions of Article 529.novodecies.2 of the Spanish Companies Act.

In addition, from the date of publication of this notice of meeting, Shareholders have the right to examine the documents listed below at the social address (calle Arapiles, 14, 28015 Madrid), from 09:00 to 14:00 and 17:00 to 20:00, Monday to Friday, or via the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), where they will be available to be consulted at any time from the publication of the notice until the holding of the Annual General Meeting.

- This notice of meeting.
- The full text of the resolutions proposed by the Board of Directors corresponding to the items on the agenda to be submitted to the Annual General Meeting of Shareholders for approval, as well as, where applicable, any proposed resolutions submitted by the Shareholders.
- The number of shares and voting rights on the date of the notice of meeting.
- The Company's individual annual financial statements (balance sheet, income statement, statement of recognised income and expenses, statement of changes in equity, cash flow statement and notes to the financial statements), management report and the auditor's report for the year ended 31 December 2019, as well as the consolidated financial statements, the management report for the consolidated Group and the auditor's report for the same fiscal year.
- The consolidated statement of non-financial information for the fiscal year ended 31 December 2019.
- The proposal by the Audit and Control Committee to re-elect the external auditors.
- The identity, curriculum vitae and category of the directors whose appointment or re-election is proposed to the Annual General Meeting, as well as the corresponding mandatory reports and

proposals from the Board of Directors and the Appointments and Remuneration Committee on this item.

- The Board of Directors Report on the proposed amendment of the Articles of Association, which includes the integral text of the proposed amendment.
- The Board of Directors Report on the proposed amendment of the Regulations of the Annual General Meeting, which includes the integral text of the proposed amendment.
- The Board of Directors Report on the proposed delegation in favour of the Board of Directors, for five years and with the express power of substitution, of the power to issue debentures, bonds and other fixed-income securities that are convertible or exchangeable for Company shares, as well as warrants and any other instruments that give the right to acquire newly-issued or outstanding Company shares, up to a limit of €200,000,000 and with the power to totally or partially exclude the pre-emption right to a limit of 50% of the share capital at the moment of this delegation; authorisation to re-draft the pertinent articles of association, as necessary.
- The Directors' Remuneration Policy, the reasoned proposal by the Board of Directors and the Report by the Appointments and Remuneration Committee on this Policy.
- The applicable rules for appointing proxies and remote voting, and the documentation required for this purpose, including the procedure for obtaining the attendance, proxy and remote voting card.
- The rules for telematic attendance.
- The attendance, proxy and remote voting card.
- The applicable rules for exercising the right to information.
- The current Articles of Association.
- The current Regulations of the Annual General Meeting.
- The current Regulations of the Board of Directors.
- The Annual Corporate Governance Report for 2019.
- The Annual Report on Directors' Remuneration for 2019.
- The Report on the operation of the Audit and Control Committee corresponding for year 2019.
- The Report on the operation of the Appointments and Remuneration Committee for year 2019.
- The Report by the Audit and Control Committee on Related-party Transactions in 2019.
- The Report by the Audit and Control Committee on the Independence of the External Auditor.

- The Internal Code of Conduct in Securities Markets.
- The Regulations of the Shareholder E-Forum.
- As applicable, any valid requests for information, clarification or questions from Shareholders exercising their right to information and any answers provided by the directors.

Requests for documentation may be submitted or sent to the Company by post to the address given above or by electronic means to the email address [att\\_acc@trsa.es](mailto:att_acc@trsa.es). In the latter case, in order that the system can adequately ensure the identification and authentication of the Shareholder exercising their right to information, they must include an advanced or recognised electronic signature under the terms set out in Law 59/2003 of 19 December on electronic signatures, based on a valid recognised electronic certificate issued by the Spanish Public Certification Authority (CERES), which operates under the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM), or provide identification by means of an electronic national identity card or obtaining the user credentials and password that the Shareholder will receive at the email address after verifying the identity and the status as a shareholder by completing the registration form available on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Unless the Shareholder indicates otherwise, the Company may respond to requests for information received at the email address above by replying to the email address of the Shareholder submitting the request.

Regardless of the means used to submit requests for information, the Shareholder's request must include their name and surname(s), with proof of the number of shares that they own.

Until and including the fifth day before the Annual General Meeting, Shareholders may make a written request for any information or clarification they consider necessary from the Board of Directors or make a verbal request during its proceedings. They may also submit the questions they consider relevant regarding the matters on the Agenda, the publicly accessible information submitted by the Company to the National Securities Market Commission since the previous Annual General Meeting, i.e. since 26 June 2019, and the audit report. For this purpose, Shareholders should contact the Shareholder Services Department (telephone 911582255 or email [att\\_acc@trsa.es](mailto:att_acc@trsa.es)), identifying themselves as Shareholders by providing their name and surname(s) or company name, national identification number (NIF) and the number of shares they hold, all under the above terms.

It is the Shareholder's responsibility to provide evidence that the request has been sent to the Company in due form and time. The Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) will provide

detailed explanations regarding the exercise of Shareholders' right to information, under the terms set out in the applicable legislation.

#### **4. Right to attendance**

The Annual General Meeting may be attended in person by all Shareholders that hold at least fifty (50) shares registered in their name in the accounting records of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) at least five (5) days prior to the date set for the meeting. Shareholders of less than fifty (50) shares may form a group in order to attend the Annual General Meeting, granting the proxy to one of them.

Shareholders who wish to attend the Annual General Meeting in person must be in possession of the corresponding attendance, proxy and remote voting card or the corresponding certificate which attests that the person is a Shareholder and identify themselves to the personnel responsible for Shareholder registration. In order to verify the identity of Shareholders or their authorised proxies, attendees may be requested to prove their identity at the entrance to the premises hosting the Annual General Meeting by showing their National Identity Card or any other valid official document that the Company considers appropriate for this purpose, alongside their attendance, proxy and remote voting card.

#### **5. Appointment of proxy and remote voting**

Shareholders may appoint a proxy or, in case that are entitled to attend (because they hold at least fifty (50) shares and those who have joined with others so that together they hold at least fifty (50) shares), cast their vote remotely under the terms set out below.

The Board of Directors has agreed to authorise the exercise of proxy and remote voting rights, provided that the guarantees on proceedings and authentication of identification and those regarding submission deadlines and Shareholder accreditation set out in Section 5 are complied with, as well as any other requirements and formalities stipulated by the Articles of Association, the Regulations of the Annual General Meeting and the Companies Act.

##### **5.1 General rules applicable to representation**

Shareholders who are entitled to attend may be represented by a proxy at the Annual General Meeting, even if this proxy is not a Shareholder, in accordance with the applicable legal requirements and formalities, the provisions of the Articles of Association and the Regulations of the Annual General Meeting and those specified in this notice.

Shareholders who hold less than fifty (50) shares and intend to jointly exercise their right to attend and vote must appoint one of them as their proxy at the Annual General Meeting.

Proxy forms must include the identity of the person attending on behalf of the Shareholder. If no proxy is specified, it will be understood that the Chairperson of the Annual General Meeting or the Secretary of the Board of Directors (if the Chairperson has a conflict of interest relative to any item on the Agenda) will be appointed proxy.

Proxies must be appointed in writing or by means of distance communication in compliance with the requirements set out in the Regulations of the Annual General Meeting and in this notice of meeting in order to exercise the right to a remote vote specifically for the Annual General Meeting, without prejudice to the provisions set out in the Companies Act governing family representation and the granting of general powers of attorney.

Representation by proxy is always subject to revocation. The principal's attendance in person at the Annual General Meeting will effectively revoke the appointment of a proxy.

Prior to their appointment, the proxy must inform the Shareholder of the details of any conflicts of interest. If a conflict of interest arises subsequent to their appointment, without the proxy having alerted the Shareholder to its potential existence, they must inform the Shareholder immediately. In either case, if the proxy has not received new voting instructions specific to each of the matters on which they are to vote on behalf of the Shareholder, they must abstain from voting.

## **5.2 Appointing a proxy by remote communication**

### 5.2.1 Exercising the right to appoint a proxy by hand delivery or by post

To appoint a proxy either by hand delivery or by post, Shareholders must complete and sign the attendance, proxy and remote voting card issued on paper by one of the Iberclear participating entities, or which are available to Shareholders on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), in the section indicated on the card for the signature of the represented Shareholder. Once duly completed and signed by hand, the card must be sent to the Company by post or courier, addressed to Calle Arapiles, 13, 28015 Madrid. The signed and completed card may also be hand delivered to the above postal address.

Shareholders appointing a proxy either by hand delivery or by post are required to notify the proxy of their appointment. When the proxy is a Director and/or the Secretary of the Board, this notification will be understood to have been given upon receipt by the Company of the duly

completed and signed card. The appointed proxy can only exercise these voting rights in person at the Annual General Meeting. Proxies must identify themselves at the time and place of the Annual General Meeting by means of their National Identity Card, Residence Certificate or Passport, in order to enable the Company to verify their identity. If required, they must also present a copy of the proxy form.

#### 5.2.2 Exercising the right to appoint a proxy by electronic means

To appoint a proxy by means of electronic communication with the Company, Shareholders must use the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Given that the mechanism for appointing a proxy by electronic means must adequately guarantee the authentication and identification of the Shareholder appointing the proxy, Shareholders who wish to use this method must first have an advanced or recognised electronic signature under the terms set out in Law 59/2003 of 19 December on electronic signatures, based on a valid recognised electronic certificate issued by the Spanish Public Certification Authority (CERES), which operates under the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM), provide identification by means of an electronic national identity card or obtaining the user credentials and password that the Shareholder will receive at the email address after verifying the identity and the status as a shareholder by completing the registration form available on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Once Shareholders have obtained their electronic signature or the user credentials and password they may appoint a proxy to represent them at the Annual General Meeting through the corresponding section of the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), following the instructions provided. The proxy need not be a Shareholder. Shareholders appointing a proxy by electronic means are required to notify the proxy of their appointment. When the proxy is a Director and/or the Secretary of the Board, this notification will be understood to have been given upon receipt by the Company of the electronic appointment of the proxy.

The proxy forms for the Annual General Meeting must include, at least, the following information: (i) the date of the Annual General Meeting and the Agenda; (ii) the identity of the proxy and the Shareholder they represent (if the proxy is not specified, the provisions of Section 5.1 above will apply); (iii) the number of shares held by the represented Shareholder; and (iv) voting instructions for each of the items on the agenda.

The appointed proxy can only exercise these voting rights in person at the Annual General Meeting. Proxies must identify themselves at the time and place of the Annual General Meeting, and within one hour immediately prior to the scheduled start of the meeting, by means of

their National Identity Card, Residence Certificate or Passport, in order to enable the Company to verify the identity of the proxy. If required, they must also present a copy of the proxy form.

### **5.3 Exercising the right to vote by distance communication**

#### 5.3.1 Exercising the right to vote by hand delivery or by post

To cast their vote remotely either by hand delivery or by post, Shareholders must complete and sign the 'remote voting' section of the attendance, proxy and remote voting card issued on paper by any of the Iberclear participating entities, or which are available to Shareholders on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Once duly completed and signed by hand, the card must be sent to the Company by post or courier, addressed to Calle Arapiles, 13, 28015 Madrid (Spain). The signed and completed card may also be hand delivered to the above postal address.

In the event that the attendance, proxy and remote voting card issued by the Iberclear participating entity does not include a 'remote voting' section, Shareholders who wish to vote by post must download, then print, complete and sign the Remote Voting Card from the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), or the attendance, proxy and remote voting card issued by the Iberclear participating entity. Once one of the two cards has been completed and signed, the Shareholder must send it to the Company by post or courier.

#### 5.3.2 Exercising the right to vote remotely by electronic means

For remote voting by electronic communication with the Company, Shareholders must use the Company corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Shareholders who wish to use this voting method must first have an advanced or recognised electronic signature under the terms set out in Law 59/2003 of 19 December on electronic signatures, based on a valid recognised electronic certificate issued by the Spanish Public Certification Authority (CERES), which operates under the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM), provide identification by means of an electronic national identity card or obtaining the user credentials and password that the Shareholder will receive at the email address after verifying the identity and the status as a shareholder by completing the registration form available on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Once Shareholders have obtained their electronic signature or the user credentials and password they may cast a remote vote on the items on the agenda of the Annual General Meeting through the corresponding section of the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), following the instructions provided.

#### **5.4. Common rules for exercising rights to appoint a proxy and vote remotely**

##### 5.4.1 Deadline for receipt by the Company and registration of Shareholders/Status of Shareholder

In order to be valid, both proxy forms and votes cast remotely prior to the Annual General Meeting must be received by the Company at the address mentioned or through its corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) no later than 23:59 pm on 24 June 2020.

After this deadline, only proxies appointed by means of a card issued by Iberclear participating entities, presented by the proxy to the personnel responsible for Shareholder registration within two hours prior to the scheduled time of the start of the Annual General Meeting will be accepted for the purposes of exercising remote voting and proxy rights.

The proxy, vote or attendance will only be considered valid if the status of shareholder is confirmed by verifying that the ownership and the number of shares held by each person who either attends, appoints a proxy or casts their vote remotely match the data provided by Iberclear.

##### 5.4.2 Rules determining the priority of appointing a proxy and casting a vote remotely and attending the Annual General Meeting in person

(a) If a Shareholder who has appointed a proxy or previously cast a remote vote, regardless of the means used, attends the Annual General Meeting in person, this will render the proxy or remote vote invalid.

(b) If a Shareholder has appointed several proxies or cast several votes, the final action (proxy or vote) will take precedence, provided that the date of this action can be validated.

(c) If it is not possible to ascertain exactly when the Shareholder appointed a proxy or cast a vote, a vote will take precedence over a proxy, regardless of the means used.

(d) If the Shareholder has voted differently several times, the final vote will take precedence.

##### 5.4.3 Other provisions

(a) If electronic means are used, only one electronic action, either proxy or vote, and one revocation will be possible. Revocation invalidates the

proxy or vote but does not allow for a new proxy or new vote by electronic means as this option will have been exhausted with the first vote or proxy.

(b) The disposal of shares whose ownership carries the right to vote will render the vote or proxy invalid, provided that the Company is aware of this disposal at least five days before the date of the Annual General Meeting.

(c) Safeguarding the electronic signature for use in the electronic voting and proxy service is the sole responsibility of the Shareholder.

(d) Shareholders who are entitled to attend and who cast their vote remotely as set out in this document will be considered as present for the purposes of constituting the Annual General Meeting.

(e) For the purposes of Article 126 of the Companies Act, it is presumed that a joint Shareholder who at any time either appoints a proxy, votes or attends the Annual General Meeting in person has been designated by the other joint Shareholders to exercise the corresponding shareholder rights.

(f) If the Shareholder is a legal entity, it must provide a copy of the authorisation of the signatory of the attendance, proxy and remote voting card, as well as notification of any modification to or revocation of its representative's powers. The Company, therefore, accepts no liability until this notification has been given, provided that this occurs before the start of the Annual General Meeting.

(g) If a conflict of interest arises, the provisions of the Companies Act, the Articles of Association and the Regulations of the Annual General Meeting of Shareholders of the Company will apply, and this will extend to proxies.

(h) In addition, for the purpose of facilitating the exercise of their rights, persons with disabilities and older people, as well as any other Shareholders who so wish, may consult the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), send an email to [att\\_acc@trsa.es](mailto:att_acc@trsa.es) or telephone the Shareholder Helpline on 911582255.

#### 5.4.4 Technical issues

(a) The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy services when required or imposed by technical or security issues.

(b) The Company will not be liable for any damages incurred by Shareholders due to faults, overloads, line failure, connection failure,

failures in the postal service or any similar circumstance beyond the control of the Company which affects the use of the remote voting and proxy services.

## **6. Telematic attendance at the Annual General Meeting**

Without prejudice to the provisions of the above paragraphs, Shareholders with the right to attendance and their proxies may attend the Annual General Meeting by telematic means.

The Annual General Meeting will furthermore be broadcast in real time via the Company website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)).

### **6.1 Registration, proof and attendance**

In order to enable the appropriate management of the telematic attendance systems, Shareholders wishing to attend the Annual General Meeting by telematic means should:

- (a) Register in the “Telematic attendance” link provided for this purpose on the Company website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), providing proof of their identity between 10:00 am on 11 June 2020 and 23:59 pm on 24 June 2020 by any of the following means: (i) The Electronic National Identity Document; (ii) an electronic user certificate that is recognised, valid and in force in accordance with the provisions of Spanish Electronic Signature Law 59/2003, and issued by the Spanish Public Certification Authority (CERES), which operates under the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM); or (iii) the user and password credentials that Shareholders will receive at the email addresses after verifying their identity and Shareholder status by completing the registration form available in the corresponding section in the aforementioned “Telematic attendance” link on the corporate website. No Shareholder registration is allowed outside this period. The Company reserves the right to request Shareholders for any additional means of identification considered necessary to verify shareholder status.
- (b) Once registered according to paragraph (a) above, Shareholders should identify themselves as telematic attendees by accessing the “Telematic attendance” link on the website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) on 25 June 2020 between 11:00 am and 12:00 am, by the means indicated in paragraph (a) above. Once the Annual General Meeting has commenced, only those Shareholders that have identified themselves within the referred period may vote and/or take part in it.

If the Annual General Meeting cannot take place on 25 June in its first call due to insufficient quorum, those Shareholders that have

accessed the "Telematic attendance" link in the first call should again do so on 26 June in the second call, within the same period, for recognition as Annual General Meeting attendees.

So that a proxy may attend the Annual General Meeting by telematics means the proxy (unless granted by electronic means) and proof of identity of the proxy should be provided to the Company by sending the proxy card published on the corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) or, where appropriate, the card issued by the entity in which the shares are deposited, and copy of the Spanish Identity Card, Spanish Foreigner Identity Number or Passport of the proxy, that must be received by the Company indicating "Proxy and remote voting - 2020 Annual General Meeting" ("*Representación y voto a distancia - Junta General 2020*") in the Company offices (calle Arapiles, 13, 28015 Madrid) by post or equivalent messenger services or at the email address: [att\\_acc@trsa.es](mailto:att_acc@trsa.es), no later than 23:59 pm on 24 June 2020. Without prejudice to this proof of identity, proxies should also register in the "Telematic attendance" link provided for this purpose on the website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and identify themselves as telematic attendees in the same terms envisaged in paragraphs (a) and (b) above with regard to Shareholders.

## **6.2 Exercise of the rights of participation, information and proposal**

Shareholders and their proxies that, in the exercise of their rights, wish to participate by telematic means in the Annual General Meeting and, where appropriate, request information or clarifications in relation to the items on the agenda, request clarifications on the information available to the public that the Company has furnished to the National Securities Market Commission since the last Annual General Meeting or regarding the auditor report, or make any proposals allowed by Law, should send their remarks, question or proposal in writing by sending an electronic notice with their remarks or attaching their written remarks by means of the "Telematic attendance" link available on the corporate website between 11:00 am and 12:00 am of 25 June 2020.

Telematic attendees that wish to have their remarks literally placed on the record of the Meeting must clearly and expressly indicate this in the text.

The remarks of telematic attendees will be verbally answered during the Annual General Meeting or in writing within seven days of the meeting, in accordance with the provisions of the Spanish Companies Act.

## **6.3 Voting**

Voting by telematics means on proposals regarding items on the agenda may be done by means of the form available on the "Telematic attendance" link provided for this purpose on the website

([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), as of their registration as telematic attendees on the date of the Meeting through the end of voting on the resolution proposals.

Likewise, for resolution proposals on any items not included on the agenda furnished in legally-admissible cases, telematic attendees may vote by means of the form available on the “Telematic attendance” link provided for this purpose on the website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) as of the moment at which the proposals are read and put to vote and until the moment at which the voting time ends.

#### **6.4 Leaving the meeting**

The telematic attendee wishing to state the express abandonment from the Meeting should do so by sending an electronic communication by the “Telematic attendance” link provided on the corporate website. Once the express desire to abandon the meeting has been notified, any actions of the attendee subsequent to that time will be deemed as not made.

#### **6.5 Other issues**

The telematic attendance of Shareholders will take precedence over remote voting or powers of representation granted prior to the holding of the Annual General Meeting.

The Company will not be liable for any harm and loss that could be caused to the Shareholder or proxy deriving from the occasional non-availability of its website, as well as any failures, overloads, line failure, connection faults or any other, similar contingency beyond the control of the Company and without prejudice to the adoption of any measures that the situation may require, including the possible temporary suspension or extension of the Meeting if necessary to guarantee the full exercise of the rights of Shareholders or their proxies.

The rules for telematic attendance to the Annual General Meeting passed by the Board of Directors are available to Shareholders on the Company website [www.tecnicasreunidas.es](http://www.tecnicasreunidas.es).

### **7. Shareholder E-Forum**

In accordance with the provisions to this effect in Article 539.2 of the Companies Act, the Company will provide access to a Shareholder E-Forum in section “Shareholder E-Forum” of the Company’s corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), which may be accessed, with due guarantees, by both individual Shareholders and any voluntary associations of Shareholders that are established in accordance with the provisions of Article 539.4 of the Companies Act.

Items published on the Forum may include proposed addenda to the Agenda announced in the notice of meeting, requests for support for these proposals, initiatives to achieve the percentage required to exercise a minority right as provided by Law and offers of or requests for voluntary representation.

Once they have accessed the Forum via the Company corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), the Shareholders must identify themselves by means of an electronic signature based on an Electronic User Certificate issued by the Fábrica Nacional de Moneda y Timbre, their electronic National Identity Card or the user credentials and password obtained at the Company corporate website [www.tecnicasreunidas.es](http://www.tecnicasreunidas.es). Legal entities and persons who are not resident in Spain should enquire at the Shareholders' Office about how to use, with the due guarantees, the tools for participating in the Shareholder E-Forum. Information and requirements for participation in the Forum will be available on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) from the date of publication of the notice of meeting.

Use of and access to the Shareholder E-Forum is restricted to certain topics and governed by the E-Forum Regulations, approved by the Board of Directors and made available by the Company to the Shareholders on its corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)).

#### **8. Additional information deriving from the public health risk situation caused by the COVID-19 pandemic**

In accordance with Spanish Royal Decree-Law 8/2020, of 17 March, on urgent extraordinary measures to address the economic and social impact of COVID-19 and the Joint Communication from the Association of Registrars and the National Securities Market Commission published on 28 April, if on the dates scheduled for the Annual General Meeting, 25 June in its first call and 26 June in its second call, the state of emergency declared by Royal Decree 463/2020 of March 14, declaring a state of emergency for the management of the health crisis caused by COVID-19 is in force, or any other measure or recommendation of the administrative or health care authorities that affect the mobility or circulation of individuals and the possibility of holding meetings with the attendance of multiple individuals, the Annual General Meeting will be held exclusively by telematic means, i.e., without the physical attendance of Shareholders and proxies, on the same date and times envisaged in this announcement, with the application of the following special rules:

- A) Shareholders may exercise their rights, in person or by proxy, solely by remote communication prior to the Annual General Meeting or via telematic means pursuant to the terms of this call.

- B) The Chairperson will only authorise the attendance to the Annual General Meeting by internal and external staff essential for holding the Annual General Meeting.
- C) The members of the Board of Directors will attend the Annual General Meeting in the terms established in Article 180 of the Spanish Companies Act and in Article 16 of the Regulations of the Annual General Meeting. To this respect and in accordance with Royal Decree-Law 8/2020, of 17 March, the members of the Board of Directors may comply with that obligation by attending the meeting via audio conference or video conference, in which case the meeting will be considered as held in the registered offices regardless of the location of the Annual General Meeting Chairperson.
- D) The Notary may attend telematically by using remote communication means in real time that appropriately ensure compliance with the notarial function, in accordance with the provisions of Royal Decree-Law 8/2020, of 17 March.
- E) The Board of Directors will in all cases appropriately inform the Shareholders and markets in general of any other measures that may be necessary based on resolutions or recommendations that may be issued by the competent authorities via its website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) or by any means that may be necessary on the basis of the scope of the measures in the terms provided by law by the corresponding Additional Announcement, where appropriate.

## **9. Data protection**

The personal data (like identifying details or bank details) provided to the Company by Shareholders in order to exercise their rights of attendance, proxy and voting at the Annual General Meeting, or provided by banks, securities brokers and brokerage companies with whom Shareholders have deposited their shares, through the entity authorised to maintain the record of book entries, will be processed in order to manage the development, compliance and control of both the existing shareholding relationship and the notice, convening and dissemination of information on the Annual General Meeting, as well as to meet legal obligations.

The legal basis for the treatment of the data is the performance and control of the relationship between the Company and the Shareholders, as well as compliance with any legal obligations to which the Company is subject. The data provided will be kept for as long as it is necessary in order to guarantee compliance with the legal obligations that correspond to the Company.

In the event that they appoint a proxy, Shareholders will be responsible for obtaining the consent of their representatives to the processing of their personal data by the Company for the above purpose.

In addition, Shareholders are informed that these data will be incorporated into a computer file owned by the Company, and that they will be able to exercise their right of access, rectification, cancellation and opposition in accordance with the provisions of the applicable legislation on the protection of personal data, by writing to the Company's Data Protection Officer at Calle Arapiles, 13, 28015 Madrid.

These data may be communicated to the Notary in attendance at the Annual General Meeting and to third parties whose right to information is recognised by law. They may also be accessible to the public to the extent stated in the documentation available on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) or disclosed at the Annual General Meeting, whose proceedings may be recorded and broadcast on the Company's corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). By attending the Annual General Meeting, the Shareholder consents to this recording and broadcast, transferring the rights to their image necessary for these purposes, without restriction as to time or geographical area, and waiving any rights to receive remuneration in this respect.

Laura Bravo  
Secretary of the Board of Directors