

PROPOSED RESOLUTIONS
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017

Item One

Proposal:

‘To approve the 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. and its Consolidated Group for the year ended 31 December 2016.’

Item Two

Proposal:

‘On the basis of the positive financial results for both the Company (EUR 158,740,583) and the Consolidated Group (EUR 129,187,089), the proposed allocation of the Company’s profits for the financial year ended 31 December 2016 is agreed under the following terms:

To allocate the final profit for 2016 to:

- Dividend - EUR 75,000,000.*
- The remaining amount will be held as retained profit.*

After payment on 19 January 2017 of the interim dividend approved by the Board of Directors at its meeting on 22 December 2016, amounting to EUR 0.667 gross per share, the amount of EUR 0.728871 gross per share will be paid out as an additional dividend. This dividend amounts to EUR 39,154,303.

If, on the date that this additional dividend is to be paid out, the Company has shares without dividend rights, the amount that would correspond to them will be applied proportionally to the remaining shares with dividend rights. Any applicable withholding tax will be deducted from this amount. Payment of the resulting net amount will be made during the first two weeks of July 2017 under the terms that the Board of Directors, with power of substitution, considers appropriate.’

Item Three

Proposal:

‘To approve the management undertaken by the Board of Directors during fiscal year 2016.’

Item Four

Proposal:

'With the approval of the Audit and Control Committee, to appoint the firm Deloitte, S.L., with registered office at Plaza Pablo Ruiz Picasso, 1, 28020 Madrid and company tax code B-79104469 as Auditor for the Company and its consolidated group for fiscal years 2017, 2018 and 2019 and to re-elect the auditing firm PriceWaterhouseCoopers Auditores S.L. with registered office in Paseo de la Castellana 259 B, 28046 Madrid and company tax code B-79031290 as Auditor for the Company and its consolidated group for fiscal year 2017. The appointed auditors will act jointly.'

Item Five

Proposal:

Re-election of a member of the Board of Directors.

- 5.1. *'To re-elect Mr Javier Alarcó Canosa as a director of the Company for the statutory term of four years, at the proposal of the Appointments and Remuneration Committee and previous favourable report of the Company's Board of Directors, in the capacity of "external independent director".'*

Item Six

Proposal:

'(i) To authorise the Board of Directors to repurchase the Company's own shares, whether directly or through subsidiary companies, subject to the following restrictions and requirements:

- Methods of acquisition - acquisition by means of purchase, by any other inter vivos transaction on a payment basis or any other transaction allowed by law.*
- Maximum number of shares to be acquired - shares may be acquired at any time up to the maximum amount permitted by law.*
- Minimum and maximum acquisition price - shares may be acquired at any time within the limits of the minimum and maximum amount permitted by law.*

- *Maximum trading volume - the maximum daily trading volume for the acquisition of own shares will not exceed 15% of the average daily volume traded in orders in the regulated market or the Spanish multilateral trading facility in the previous thirty sessions.*
- *Duration of authorisation - five (5) years from the date of this resolution.*

In the development of these operations it will also proceed to comply with the corresponding rules that, on the subject, are contained in the Company's Internal Code of Conduct in Securities Markets.

(ii) To revoke the unused part of the authorisation agreed on this matter at the Annual General Meeting on 29 June 2016.

(iii) To authorise the Board of Directors to allocate all or part of its repurchased shares to remuneration schemes whose purpose or result is the award of shares or share options, in accordance with the provisions of Article 146.1(a) of the Companies Act.'

Item Seven

Proposal:

'To authorise the Board of Directors, with express powers of substitution, to create and fund associations and foundations in accordance with current regulations.'

Item Eight

Proposal:

'With the approval of the Appointments and Remuneration Committee and in accordance with the provisions of Article 22 of the Company's Articles of Association, Article 25 of the Regulations of the Board of Directors and the Company's Remuneration Policy:

(i) To set the maximum gross annual remuneration for all directors for services rendered during 2017 in their capacity as directors at EUR 5,500,000.

(ii) To authorise the Board of Directors to set the specific amount for each of the Board members within the above limit, in terms of both fixed remuneration and expenses. The amount to be received by each member may be adjusted depending on whether or not they are a member of the Board's delegated bodies, their position in the delegated body and, more

generally, their involvement in management tasks and service to the Company, as well as costs of any kind incurred as a result of the performance of their duties as director.'

Item Nine

Proposal:

'To grant authority to the Chairperson of the Board of Directors, the 1st Deputy Chairperson and the Secretary of the Board enabling any one of them, without distinction, to formalise, construe, implement, rectify and record in a public instrument the resolutions adopted at this Annual General Meeting and, in particular, to submit the certified resolutions approving the financial statements and the allocation of profits to the Commercial Register, attaching the legally required documents, as well as to issue any public or private documents necessary to register the adopted resolutions at the Commercial Register, including a request for partial registration, with powers of remedy or rectification in the light of any verbal or written instructions from the Commercial Register.'

ITEM TO BE PUT TO AN ADVISORY VOTE

Item Ten

Proposal:

'The Board of Directors, pursuant to Article 541 of the Companies Act, has prepared the Annual Report on the Remuneration of Directors for fiscal year 2016. This report has been available to shareholders at the registered office and on the corporate website since the notice of meeting and is submitted to the Annual General Meeting of Shareholders. It is put to an advisory vote as a separate item on the Agenda.

The Annual Report on the Remuneration of Directors for 2016 is approved in an advisory capacity.'