

**PROPOSED RESOLUTIONS**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018**

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 fiscal year ended 31 December 2017.’*

Item Two

Proposal:

2. Proposed distribution of profits for the fiscal year ended 31 December 2017 and of payment of a dividend with a charge to unrestricted reserves.

2.1. *‘On the basis of the positive financial results for both the Company (EUR 187,332,527.26) and the Consolidated Group (EUR 58,966,597.97), the proposed allocation of the Company’s profits for the fiscal year ended 31 December 2017 is agreed under the following terms:*

*To allocate the profit for fiscal year 2017 to:*

- *Dividend: EUR 35,851,157.29.*
- *The remaining amount will be held as retained profit.’*

2.2. *‘Distribute an extraordinary dividend with a charge to unrestricted reserves of EUR 14,148,842.71, which represents a gross amount of 0.263319 per share.*

*For the appropriate legal purposes, it is stated that the value of the net worth per books is not (nor will be as a result of the distribution) lower than the share capital.*

*Said distribution of dividend, in accordance with the provisions of article 275 of the Capital Companies Law, will be made among the shareholders in proportion to their respective ownership in the paid-up capital.*

*If, on the date that this dividend with a charge to unrestricted reserves 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 2018 under the terms that the Board of Directors considers appropriate.'*

### Item Three

#### Proposal:

*'To approve the management undertaken by the Board of Directors during fiscal year 2017.'*

### Item Four

#### Proposal:

*'At the proposal of the Audit and Control Committee, to re-elect the auditing firm PricewaterhouseCoopers Auditores, S.L. (that will act jointly with the auditing firm Deloitte, S.L., appointed in 2017 as Auditor for fiscal years 2017, 2018 and 2019), with registered offices at Paseo de la Castellana, 259 B, 28046 Madrid and Corporate Tax ID No. (C.I.F.) B-79031290, as Auditor for the Company and its consolidated group for fiscal year 2018.'*

### Item Five

#### Proposal:

*'To amend Article 23 of the Articles of Association, which will be drawn up in accordance with the following wording:*

#### *Article 23 - NUMBER OF DIRECTORS*

*The Board of Directors will consist of at least 7 and at most 15 members, and the Annual General Meeting will determine this number.'*

### Item Six

#### Proposal:

*'To set the number of Company directors at 15.'*

## Item Seven

### Proposal:

7. Appointment and re-election of members of the Board of Directors.
- 7.1. *‘To appoint Mr. José Nieto de la Cierva as a director of the Company in the capacity of “independent director” for the statutory term of four years, following a proposal of the Appointments and Remuneration Committee and subject to reports from the Company’s Board of Directors.’*
- 7.2. *‘To appoint Mr. Alfredo Bonet Baiget as a director of the Company in the capacity of “independent director” for the statutory term of four years, following a proposal of the Appointments and Remuneration Committee and subject to reports from the Company’s Board of Directors.’*
- 7.3. *To re-elect and appoint Fernando de Asúa Álvarez as a director of the Company in the capacity of “other external director” for the statutory term of four years, subject to reports from the Appointments and Remuneration Committee and the Company’s Board of Directors.’*
- 7.4. *‘To re-elect and appoint Juan Miguel Antoñanzas Pérez-Egea as a director of the Company in the capacity of “other external director” for the statutory term of four years, subject to reports from the Appointments and Remuneration Committee and the Company’s Board of Directors.’*
- 7.5. *‘To re-elect and appoint Francisco Javier Gómez-Navarro Navarrete as a director of the Company in the capacity of “other external director” for the statutory term of four years, subject to reports from the Appointments and Remuneration Committee and the Company’s Board of Directors.’*

## Item Eight

### 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 shall not be acquired for an amount higher or lower than 5% of the average weighted price of the day when the acquisition is done (or maximum and minimum acquisition price permitted by law at any time).*
- *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.*

*These transactions will also comply with the corresponding rules in the Regulations of 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 held on 29 June 2017.*

*(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 Nine

##### 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 Ten

##### Proposal:

*'Subject to a favourable report from 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, to set the maximum annual gross remuneration for all directors for services rendered during fiscal year 2018 at 6,000,000 euros, both for membership of the Board of Directors and, where applicable, for performance of delegated or executive duties.*

*Within this maximum limit, the Board of Directors will set the specific amount corresponding to the components of remuneration applicable to each of its members, taking into account for this purpose the duties and responsibilities of each director and, in particular, the performance of executive duties, membership of the Board's committees and other objective circumstances considered relevant, in accordance with the Articles of Association and the Remuneration Policy.'*

#### Item Eleven

##### Proposal:

*'To grant authority to the Chairperson of the Board of Directors 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 Twelve

##### Proposal:

*'In compliance with Article 541 of the Companies Act, the Board of Directors has drawn up the Annual Report on Directors' Remuneration for fiscal year 2017, and this has been made available to shareholders as of the announcement of the AGM at the Company's registered office and on the corporate website.*

*To approve, in an advisory capacity, the Annual Report on Directors' Remuneration for fiscal year 2017.'*