



## APPOINTMENT OF PROXY AND REMOTE VOTING INSTRUCTIONS. SHAREHOLDER E-FORUM

### 1. 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 2 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.

#### 1.1 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 the notice of the meeting.

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 the 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.

## 1.2. Appointing a proxy by distance communication

### 1.2.1 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.

### 1.2.2 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 1.1 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.

### 1.3. Exercising the right to vote by remote communication

#### 1.3.1 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.

### 1.3.2 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.

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

### 2.1 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.

## 2.2 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.

## 2.3 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.

## 2.4 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.

## 3. Special informational tools: 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)).

#### 4. The attendance, proxy and remote voting card

Shareholders who wish to attend the 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. 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. 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 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.