

ANNUAL GENERAL MEETING OF SHAREHOLDERS, JUNE 2020

Attendance, proxy and remote voting card for the Annual General Meeting of Shareholders of Técnicas Reunidas, S.A., which will be held foreseeably on the first call, at Calle Arapiles, 14, 28015 in Madrid at 12:30 on 25 June 2020 or, if the necessary quorum is not reached, on the second call, on the following day, 26 June 2020, at the same time and place.

Shareholders may also appoint a proxy, vote remotely or attend by telematic means as indicated on the reverse side of this card and on the Company website (www.tecnicasreunidas.es).

ATTENDANCE

Shareholders who wish to attend the AGM in person

Shareholders who wish to attend the AGM in person must sign this card in the space below and present it on the day of the AGM at the corresponding location.

Signature of the attending shareholder

In on 2020

TÉCNICAS REUNIDAS, S.A.
Secretary General

Name and number of shareholder:
Number of shares:

The holder of this card can either delegate their right to attend or cast a remote vote by checking the corresponding boxes in the table of agenda items and signing the 'appointment of proxy' or 'remote voting' section as applicable. If both sections are signed, the remote voting will take precedence and the appointment of a proxy will be invalid.

APPOINTMENT OF PROXY

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Shareholders who wish to appoint a proxy

The shareholder to whom this card has been issued delegates their voting rights at the AGM to:

1. The Chairperson of the Annual General Meeting.
2. Mr/Ms National ID/Passport No.:

The Chairperson of the Annual General Meeting (or the Secretary of the Board of Directors if the Chairperson has a conflict of interest relating to an item on the agenda and the represented shareholder has not given specific voting instructions in accordance with the terms of this card) will be appointed proxy in any delegation of voting rights where a natural or legal person is not expressly nominated.

For the purposes of the provisions of Article 526 of the Spanish Companies Act, it should be noted that if the appointed proxy is a Company director, a potential conflict of interest may arise for: (i) all the directors in relation to items four, twelve, thirteen and fifteen on the agenda, as well as in the cases set out in paragraphs (b) and (c) of Article 526.1 of the Act (removal, dismissal or retirement of directors and bringing of shareholder derivative actions), which might arise outside the agenda in accordance with the Act; and (ii) in relation to items 8.1 to 8.6 of the agenda, only the directors proposed to be re-elected.

To convey your specific voting instructions, put a cross in the corresponding box in the table below. If you do not complete any of these check boxes, it will be understood that the proxy is instructed to vote in favour of the proposal of the Board of Directors.

Voting instructions for the proposals of the Board of Directors

8.9	1	2	3	4	5	6.1	6.2	6.3	6.4	7.1	7.2	7.3	7.4	7.5	7.6	7.7	8.1	8.2	8.3	8.4	8.5	8.6	8.7	8.8	8.9	9	10	11	12	13	14	15	
In favour																																	
Against																																	
Abstention																																	
Blank vote																																	

* Item 15 is consultive

Proposals on items not on the agenda of the notice of meeting

Unless otherwise indicated by ticking the 'NO' box below (in which case it will be understood that the shareholder specifically instructs their proxy to abstain), the delegation of voting rights also extends to proposals on items which are not included in the agenda.

NO

If the delegation of voting rights extends to these proposals, the specific instruction to the proxy is to vote against the proposal, unless otherwise indicated as follows:

Signature of the shareholder delegating their voting rights

In on 2020

Signature of the attending proxy

In on 2020

Name and number of shareholder:
Number of shares:

RIGHT TO ATTEND

In case that the public-health situation allows it, the Annual General Meeting may be attended in person by all shareholders who, whether individually or jointly with other shareholders, hold at least fifty (50) shares and whose ownership is registered in the accounting records of the central securities depository *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) five (5) days prior to the date set for the meeting. Shareholders who wish to attend the AGM in person must be in possession of the corresponding attendance card provided to them by the Company or issued by the corresponding Iberclear participating entity (or, in its absence, the applicable certificate issued by the Iberclear participating entity, or any other document which, in accordance with the law, attests that the person is a shareholder) and identify themselves to the personnel responsible for shareholder registration.

SHAREHOLDERS WHO WISH TO APPOINT A PROXY BY MEANS OF THIS CARD

If a shareholder with the right to attendance does not intend to attend, they may appoint any other physical or legal person as their proxy. For this purpose, the 'appointment of proxy' section on the first page must be completed and signed in the space provided. The proxy who represents the shareholder at the AGM must also sign this section. The authorisation for the delegation of voting rights may be delivered to the Company by hand or by post (or, as indicated below, by electronic means), in accordance with the provisions of the Articles of Association and the Regulations of the AGM. In addition to this, the rules included in the notice of meeting and on the Company website (www.tecnicasreunidas.es) must be observed.

SHAREHOLDERS WHO WISH TO CAST A REMOTE VOTE IN ADVANCE OF THE AGM BY MEANS OF THIS CARD

If a shareholder with the right to attendance does not intend to attend nor appoint a proxy, they may cast their vote remotely on the items of the agenda. For this purpose, the 'remote voting' section below must be completed and signed in the space provided. Shareholders casting a remote vote will be considered present for the purpose of constituting the Annual General Meeting. The remote vote may be delivered to the Company by hand or by post or, as indicated below, by electronic means, in accordance with the provisions of the Articles of Association and the Regulations of the AGM. In addition to this, the rules included in the notice of meeting and on the Company website (www.tecnicasreunidas.es) must be observed.

APPOINTMENT OF PROXY AND REMOTE VOTING IN ADVANCE OF THE AGM BY ELECTRONIC MEANS

Shareholders may also appoint a proxy or cast a remote vote on the items on the agenda for the AGM by electronic means, in accordance with the provisions of the Articles of Association and the Regulations of the AGM. To this end, the rules included in the notice of meeting and on the Company website (www.tecnicasreunidas.es) must be observed.

TELEMATIC ASSISTANCE

Additionally, due to the health alert situation derived from Covid-19, the Company's Board of Directors has agreed that shareholders with the right to attend and their representatives may also attend the General Meeting through electronic means, under the terms established in the notice of call and on the Company's website (www.tecnicasreunidas.es).

REMOTE VOTING

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Shareholders who wish to cast a remote vote on the proposals on the agenda

If, in advance of the AGM, the shareholder to whom this card has been issued wishes to cast a remote vote on the proposals on the agenda of the AGM, they must put a cross in the corresponding box to indicate how they wish to vote or if they wish to abstain. It is not possible to cast a remote vote on proposals which are not included in the agenda. If you do not mark any of the corresponding boxes in relation to any of the items on the agenda, this will be understood to mean that you vote in favour of the proposal of the Board of Directors. In all cases, in addition to the provisions of the law, the Articles of Association and the Regulations of the AGM, the rules included in the notice of meeting and on the Company website (www.tecnicasreunidas.es) must be observed.

Voting on the proposals of the Board of Directors

Item	1	2	3	4	5	6.1	6.2	6.3	6.4	7.1	7.2	7.3	7.4	7.5	7.6	7.7	8.1	8.2	8.3	8.4	8.5	8.6	8.7	8.8	8.9	9	10	11	12	13	14	15	
In favour																																	
Against																																	
Abstention																																	
Blank vote																																	

* Item 15 is consultive

REMOTE VOTING

Signature of the shareholder casting a remote vote

In on 2020

Name and number of shareholder:

Number of shares:

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 the existing shareholding relationship. 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 current 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 website or disclosed at the Annual General Meeting, whose proceedings may be recorded and broadcast on the website. 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.

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 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").
 - 7.2. Amendment of Articles 3 ("The General Meeting of Shareholders") and 4 ("Types of Meetings") 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 to 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 Shareholder"), 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 on 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-Asiain 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.