

**PROPOSED RESOLUTIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019**

Item One

Proposal:

*‘To approve the 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 financial statements and the management report for the Técnicas Reunidas Group for the fiscal year ended 31 December 2018.*

*The individual and consolidated annual financial statements and their corresponding management reports have been audited by the Company’s auditors.’*

Item Two

Proposal:

*‘To approve the consolidated statement of non-financial information for the fiscal year ended 31 December 2018, which is included in the consolidated management report.*

*The consolidated statement of non-financial information has been subject to verification in accordance with current legislation.’*

Item Three

Proposal:

*‘On the basis of the financial results for both the Consolidated Group (14,446,940.61 euros) and the Company (-23,410,573.98 euros), to approve the allocation of the Company’s profit/loss for the fiscal year ended 31 December 2018 against the Company’s accumulated earnings.’*

Item Four

Proposal:

*‘To approve the management undertaken by the Board of Directors during fiscal year 2018.’*

### Item Five

#### Proposal:

*‘At the proposal of the Audit and Control Committee, to re-elect the auditing firm PricewaterhouseCoopers Auditores S.L. (to act jointly with the auditing firm Deloitte, S.L., appointed as auditor in 2017 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 2019.’*

### Item Six

#### Proposal:

*‘To appoint Rodolfo Martín Villa as a director of the Company in the category of “other external director” for the statutory term of four years, previous justifying report of Appointments and Remuneration Committee and of the Board of Directors and proposal of the Board of Directors.’*

### Item Seven

#### 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 not be acquired at a price which is 5% higher or lower than the average market price on the day of acquisition (or within the limits of the minimum and maximum amount permitted by the law in force).*
- 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 must 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 27 June 2018.*

*(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 Eight

##### 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 Nine

##### Proposal:

*'To approve, for the purposes set out in Article 529.novodecies of the Companies Act and Article 20(c) of the Articles of Association, the Directors' Remuneration Policy of Técnicas Reunidas, S.A. for fiscal years 2019, 2020 and 2021, the full text of which, jointly with the mandatory report of the Appointments and Remunerations Commission, has been available to shareholders as of the date of the notice of the General Meeting.'*

#### Item Ten

##### Proposal:

*'To approve, previous 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 Directors' Remuneration Policy, the maximum annual gross remuneration of 6,000,000 euros for all the directors in their capacity as such, amount that will be applicable to the retributions correspondent to the fiscal year 2019 and that shall remain in force as long as the General Meeting does not resolve its modification.*

*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, in accordance with the Articles of Association and the Directors' Remuneration Policy.'*

#### Item Eleven

##### Proposal:

*'To grant authority to the Chairperson of the Board of Directors and the Secretary of the Board, enabling either 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 annual financial statements and the allocation of profit/loss 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 2018, and this has been made available to shareholders as of the announcement of the General Meeting of Shareholders 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 2018.'*