



**REPORT BY THE AUDIT AND CONTROL  
COMMISSION ON THE INDEPENDENCE OF  
THE EXTERNAL AUDITOR**

FISCAL YEAR 2020

## **1. INTRODUCTION**

In accordance with the provisions of Article 529(14) of Royal Legislative Decree 1/2010 of 2 July, approving the consolidated text of the Companies Act, as well as Article 13.2 of the Regulations of the Board of Directors of Técnicas Reunidas S.A. (the 'Company'), it is the responsibility of the Audit and Control Commission (the 'Commission') to establish an appropriate relationship with the external auditor in order to receive information on any issues that might jeopardise their independence. Likewise, the Commission shall also issue, annually and prior to the issuance of the auditor's report, a report expressing an opinion on the independence of the auditor, which will contain, without exception, an assessment of the provision of services other than those referred to above, considered individually and in their entirety, separate from the statutory audit and related to the rules on independence or the regulations governing auditing.

In fulfilment of this obligation, the Commission has prepared this report, which will be duly published on the Company website to coincide with the Ordinary Shareholders' Meeting.

## **2. ANALYSIS OF EXTERNAL AUDITOR INDEPENDENCE**

The auditing firms Deloitte, S.L. ('Deloitte') and PriceWaterHouseCoopers Auditores S.L. ("PWC") were re-elected as auditors for the Company and its consolidated group for fiscal year 2020 (both auditors must act jointly) at the General Meeting of Shareholders held on 25 June 2020, with 99.01% of shareholder attendees with voting rights voting in favour of this proposal.

During the course of its activities throughout 2020, the Commission has held the pertinent meetings with Deloitte and PwC, from whom they have received detailed information about the non-audit services provided to the Company and other entities comprising its group of companies, in accordance with the provisions to that effect in Article 13.2 of the Regulations of the Board of Directors and in order to ensure compliance with the provisions of Article 529(14) of Royal Legislative Decree 1/2010 of 2 July, approving the consolidated text of the Companies Act.

The breakdown of the services provided by Deloitte and PwC to the Company during fiscal year 2020 is as follows (in thousands of euros):

(a) Deloitte:

	<b>2019</b>	<b>2020</b>
Auditing	599	552
Other verification tasks performed by the auditor	36	54
Other non-audit services performed by the auditor	0	0
Other non-audit services performed by entities of the net of the auditor	158	39
Total	793	645

(b) PwC:

	<b>2019</b>	<b>2020</b>
Auditing	567	808
Other verification tasks performed by the auditor	228	165
Other non-audit services performed by the auditor	31	12
Other non-audit services performed by entities of the net of the auditor	496	344
Total	1,322	1,329

The categories ‘Other verification tasks performed by the auditor’ and ‘Other non-audit services performed by the auditor’ include mainly advisory services relating specifically to financial matters and Sustainability issues. Consequently, the Commission concludes that none of the services provided by Deloitte or PwC to the Company during 2020 constitutes any of those prohibited by the Law on Auditing.

The Commission has analysed the monitoring of the issues set out in the Law on Auditing, with particular regard to business combinations involving the external auditors. The cost of services provided by Deloitte and PwC to the Company and its consolidated group for fiscal year 2020 amounts to 1,974 thousand euros (1,329 thousand euros of PwC and 645 thousand euros of Deloitte), of which 614 thousand euros (31.10% of the global amount) correspond to non-audit services (521 thousand euros of PwC and 93 thousand euros of Deloitte).

The Commission has assessed in a motivated manner the provision of each and every one of the services additional to the legal audit services provided by Deloitte and PwC during the 2020 fiscal year, both individually and as a whole, and considers that the provision of the audit services by Deloitte and

PWC has not been influenced or determined by the provision of these additional services.

Similarly, the Commission has verified the observance of the obligatory rotation of the audit partner and signatory to the Company accounts, since Goretty Álvarez González was the signatory to the accounts for fiscal year 2020 on behalf of PWC, while Mr Francisco Javier Peris Álvarez was the signatory on behalf of Deloitte.

Finally, the Commission confirms that they have received Deloitte's and PwC's written confirmation of their independence with regard to the Audit and Control Commission, as well as information on the non-audit services provided by the external auditors to the Company and its business group during 2020. This statement expressly indicates that during the fiscal year 2020 the auditors have found no cause for incompatibility as laid down to that effect in the Law on Auditing.

### **3. CONCLUSION**

In view of the information available, summarised above, the Commission confirms that it has not identified any factors that jeopardise the independence of the auditors Deloitte and PwC.