
ISSUER'S IDENTIFICATION DATA

Date of fiscal year end: [31/12/2021]

Company Tax No. CIF: [A-28092583]

Corporate Name:

[**TECNICAS REUNIDAS, S.A.**]

Registered office:

[AVENIDA DE BURGOS, 89 COMPLEJO ADEQUA EDIFICIO 6 MADRID]

A. COMPANY REMUNERATION POLICY FOR THE CURRENT FINANCIAL YEAR

A.1. Explain the current director remuneration policy applicable to the fiscal year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved at the general meeting of shareholders, provided that these references are clear, specific and concrete.

The specific means for determining the directors' remuneration considering their capacity as such and for their performance of senior management duties established by the board in accordance with the terms of the contracts signed with executive directors and the remuneration policy approved at the general meeting of shareholders shall be described for the fiscal year in progress.

In any case, at least the following aspects should be reported:

a) A description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and conditions thereof.

b) Indicate and, where applicable, explain whether comparable companies have been taken into account in determining the company's remuneration policy.

c) Information on whether any external advisors took part in this process and, if so, their identity.

d) Procedures from the director remuneration policy for applying temporary exceptions to the policy, conditions under which such exceptions may be enforced and the members who may be subject of such exceptions as per the policy.

Pursuant to the provisions of applicable regulations as well as the Company's corporate texts, the General Meeting of Shareholders ("GM") is the body with the power to approve the Director Compensation Policy following a favorable report from the Appointments and Remuneration Commission ("ARC") and a reasoned proposal from the Board of Directors ("BOD"). Once the compensation policy and maximum annual remuneration are approved by the GM, the distribution among each of the Directors shall be subsequently agreed by the BOD.

In particular, article 30 of the Bylaws assigns the ARC with the duty of proposing a compensation policy to the BOD for Directors, chief officers and those in senior management roles directly reporting to the BOD or the CEO(s), as appropriate, as well as any individual compensation and other contractual conditions for executive directors, ensuring the observance thereof.

To this end, the ARC is the body that assists the BOD on compensation matters, performing a significant role in preparing the remuneration policy for directors as it conducts an internal assistance and proposal process in order to ensure alignment with all regulations as well as best practices in corporate governance.

Pursuant to the provisions of Art. 14.2 of the BOD Regulations, the ARC informs the BOD of the compensation systems and sum of annual compensation for directors and senior management which is submitted to the BOD for approval, as appropriate.

In compliance with the foregoing provisions, upon a proposal by the BOD and following a positive report from the ARC, the GM held on June 25, 2020 approved the Directors' Remuneration Policy applicable to fiscal years 2020 to 2022 ("DRP"), which shall be applicable throughout the fiscal year in progress (2022) with 99.44% of the votes in favor.

The basic principles of the DRP are as follows, among others:

- The principle of the proportionality of the directors' compensation based on the provisions of art. 26.4 of the BOD Regulations and art. 217.4 LSC.

- Ensuring remuneration is in reasonable proportion to the Company's size, its financial position at any given time and the market standards of comparable companies.
- Aiming to promote the Company's long-term profitability and sustainability and incorporating the necessary safeguards so as to avoid excessive risk-taking and the rewarding of unfavorable results.
- Attracting and retaining the Company's directors and rewarding the effective dedication, qualifications and responsibility assumed by each of the directors without in any case compromising the independence of judgement of the non-executive directors.
- Aiming to align directors' remuneration with the strategies and the interests of the Company and its shareholders.
- With respect to non-executive directors, their remuneration as directors:
 - (i) will aim to appropriately reward their effective dedication, qualifications and responsibilities;
 - (ii) will not include the possibility of participating in pension schemes financed by the Company for cases of termination of service, death or other reasons; and
 - (iii) the established remuneration must offer incentives to non-executive directors for their dedication, but this must in no case compromise their independence of judgment.
- Ensuring the BOD's commitment to applying the principle of transparency to all items of remuneration included in the DRP, providing transparent, sufficient and timely information.

The DRP has been designed and drawn up taking into consideration the directors' remuneration policies implemented by the Company's main international competitors as well as the situation of other Ixex 35 companies. Moreover, Ernst & Young participated in the preparation of the DRP as an external advisor in this matter and comparable national and international companies were considered.

The remuneration items provided for in the DRP for the current fiscal year are as follows:

Directors' remuneration for their service in their capacity as directors comprises the following items of remuneration:

- (i) Fixed annual remuneration for being on the BOD;
- (ii) An additional fixed annual allocation for presiding a Commission;
- (iii) Per diem expenses for attending BOD and Commission meetings, as appropriate.

The maximum gross annual amount of remuneration for all Directors is set at 5,000,000 euros, which will remain in force unless modified by the GM. This amount must be approved at the General Meeting in accordance with the Company's Bylaws. The BOD is expected to propose the General Meeting maintain the same amount of 5,000,000 euros for the current fiscal year.

Each year, the Company's BOD will determine the overall amount of remuneration for directors for their service in their capacity as directors under the cap set at the GM and will distribute this amount among the directors taking into account their membership on Commissions, the offices they hold, their work in service of the Company as well as any specific contributions directors may make based on their qualifications and professional experience.

A.1.2 The relative importance of items of fixed and variable remuneration (remuneration mix) and the criteria and objectives taken into account in their determination and in ensuring an appropriate balance between fixed and variable remuneration components. Specifically, state the actions taken by the company in relation to the remuneration scheme in order to reduce exposure to excessive risks and adapt it to the company's long-term objectives, values and interests. This includes, where applicable, reference to measures to ensure that the company's long-term results are taken into account in the remuneration policy, measures taken in relation to any categories of personnel whose professional activities have a material impact on the company's risk profile and measures to prevent any conflicts of interest.

Furthermore, state whether the company has established any period for the accrual or consolidation of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or the handover

of accrued and consolidated financial instruments, or if any clause has been agreed that reduces the deferred remuneration not yet consolidated or that obliges directors to return remuneration received, when such remuneration has been based on figures that have clearly been shown to be inaccurate.

The variable remuneration is limited to the Executive President, the only executive director in the current fiscal year, and complements said individual's fixed remuneration. It is aimed at strengthening the director's commitment to the Company and as a performance incentive, linking part of this remuneration to the Company's performance and the director's individual performance. Regarding short-term variable remuneration, this remuneration is capped at 550 thousand euros and is evaluated after the end of the fiscal year. Long-term variable remuneration shall be capped annually at an amount equivalent to 75% of the fixed annual remuneration for the executive director and shall be paid, if applicable, in fiscal year 2023, after approval of the annual accounts and once the Board of Directors has approved the degree of compliance with the established objectives following a report from the Appointments and Remuneration Commission.

As concerns the remuneration mix, the Company offers executive directors (i) fixed remuneration; (ii) variable remuneration; (iii) pension schemes; and (iv) other conditions set out in Executive President contracts.

The remuneration is in reasonable proportion to the Company's size, its current economic situation and the market standards of comparable companies. Likewise, the Company's remuneration policy is geared towards promoting its long-term profitability and sustainability, including the necessary precautions to avoid excessive risk-taking and the rewarding of unfavorable results.

Moreover, in relation to the proportion between the variable and fixed items of remuneration, the fixed compensation received by the Executive President is 800 thousand euros and considering a sum for fiscal year 2022 for being on the Board and for per diem expenses for attending Board meetings of 90 thousand euros (identical to the cap applicable for fiscal year 2021), a life and accident insurance contribution in application of the system for all Company employees of 4,000 euros as well as the maximum sum to be received for short-term variable compensation (550 thousand euros), the maximum variable compensation to be received for fiscal year 2022 would be 38.09% of the total remuneration for these items.

Variable remuneration is deferred and paid only after fiscal year end so the Company may evaluate and verify compliance with the parameters established for the determination of the corresponding remuneration.

The evaluation will be based on the annual results of the Company and its consolidated group, among other aspects, which will be analyzed by the Audit and Control Commission. After this analysis, the Appointments and Remuneration Commission will submit a proposal for variable remuneration to the Board of Directors, who will approve the corresponding amount of variable remuneration as appropriate.

As mentioned above, the Company will apply the Directors' Remuneration Policy for the 2020-2022 period approved by the General Meeting of Shareholders held on June 25, 2020, and, with respect to any variable remuneration, it will consider the parameters stated in section A.1 point 6 of this report to follow the evolution of the market in this area.

Likewise, the Company will initiate precise actions to have directors return any remuneration received, as appropriate, when such remuneration was based on figures that have clearly been shown to be inaccurate even though any such actions are not expressly provided for as clauses in any contracts signed with executive directors.

In any case, taking into account the objectives, commitments, and interests of the Company, no variable remuneration is expected to be accrued during the ongoing fiscal year.

Regarding conflicts of interest, the Board of Directors' Regulations and the Internal Code of Conduct regulate the mechanisms established to detect and regulate possible conflicts of interest.

In relation to the Board Members, the mechanisms established to detect possible conflicts of interest are regulated in the Board of Directors' Regulations. Article 30 of the Board of Directors' Regulations establishes that Board Members must notify the existence of conflicts of interest to the Board and refrain from attending and intervening in deliberations that affect matters in which they have a personal interest.

A director's personal interest shall also be deemed to exist when the matter affects any of the following persons:

- the spouse or person with an analogous affective relationship;
- the ascendants or descendants and siblings of the director or director's spouse;
- the spouse of the ascendants or descendants and siblings of the director;
- the companies or entities in which the director has a holding, whether direct or indirect or through an intermediary, that grants them significant influence or in which they occupy a position on the Board of Directors or senior management of the company or its parent company. Significant influence for this purpose

is considered a holding equal or greater than 10% of the share capital or voting rights, or a holding by which the individual has obtained in law or in practice representation on the company's Board of Directors; and

- the partners represented by the director on the Board of Directors.

In addition, the Board Regulations establish other obligations relating to the duty to avoid situations of conflict of interest of the directors, and in particular, the following:

- Article 29 ("Non-competition obligation") establishes that a director may not hold the position of director or executive in companies with the same, similar or complementary type of activity as the Company or perform activities on their own account or on behalf of others that involve effective competition, whether actual or potential, with the Company or that in any other way place them in a permanent conflict with the interests of the Company, unless expressly authorized by the Company, by resolution of the General Shareholders' Meeting, under the terms established by law and with the exception of the positions they may hold, if any, in companies belonging to the group. Notwithstanding the foregoing, the director may provide professional services to entities whose corporate purpose is totally or partially analogous to that of the Company, provided that they previously inform the Board of Directors of their intention, which may refuse to authorize such activity, stating the reasons for such refusal.

- Article 31 ("Use of Company Assets") of the Regulations provides that a director may not make use of the Company's assets, including the Company's confidential information, or use their position in the Company to obtain a financial advantage, unless they have obtained the corresponding waiver or authorization from the Company under the terms established by law.

- Article 33 ("Business opportunities") establishes that a director may not take advantage of a business opportunity of the Company for their own benefit or that of a person related to them under the terms established in the aforementioned Article 30 of the Regulations, unless they have obtained the corresponding waiver or authorization from the Company under the terms established by law. For these purposes, a business opportunity is understood to be any possibility of making an investment or commercial transaction that has arisen or has been discovered in connection with the director's performance of their duties, or through the use of means and information of the Company, or under circumstances such that it is reasonable to believe that the third party's offer was in fact directed to the Company.

- Article 34 ("Indirect Transactions") of the Board Regulations establishes that a director violates their duties of fidelity to the Company if, knowing in advance, they permit or fail to disclose the existence of transactions carried out by the persons mentioned above and stated in Article 30.1 of the Regulations, which have not been subject to the conditions and controls provided for in the preceding articles.

In extraordinary cases, the Company may authorize the execution of a transaction with the Company by a director; this transaction must be authorized by the Shareholders' Meeting or the Board of Directors in accordance with the provisions of Article 230 of the LSC. Likewise, the Director must also inform the Company of the positions they hold on the Board of other listed companies and, in general, of the facts, circumstances or situations that may be relevant to their performance as a director of the Company.

As regards senior managers, the mechanisms established to detect and regulate potential conflicts of interest are set forth in the Code of Conduct, which is also applicable to directors. Article 4.1.1 of the Code of Conduct states that the Professionals (which includes "directors, employees and collaborators associated with the Group, regardless of the position they hold (...) of the TR Group shall perform their duties with loyalty and in defense of the Group's interests. Likewise, they shall try to avoid situations where the professional in question is or appears to be affected by a conflict of interest. These conflicts of interest are situations where there is a direct or indirect collision between the personal interest of the affected professional and the interest of the TR Group that involves or may involve a personal benefit detrimental to the Group.

A.1.3 The amount and nature of the fixed components that are expected to be accrued during the fiscal year by directors in their capacity as such.

A maximum gross annual amount of 5,000,000 euros in total remuneration for members of the Board of Directors and its Commissions to be allocated to the members of the Board of Directors for the joint fulfilment of their duties as directors in 2022 will be submitted for approval at the next General Meeting of Shareholders, which is expected to be held in June.

This amount, which is identical to the amount approved in recent fiscal years, must be approved by the General Meeting of Shareholders pursuant to the Company's Bylaws and will be distributed among the members of the Board of Directors by the latter considering whether members belong to any Commissions, the offices they hold, their dedication in service of the Company and other objective circumstances deemed appropriate.

The Board of Directors is expected to confirm the following amounts for items of current fixed remuneration, applicable for the ongoing fiscal year, for the different members of the Board of Directors, the Audit and Control Commission, the Appointments and Remuneration Commission and the Management and Risk Commission:

Fixed allocation:

- Membership on the Board of Directors: 55,478 euros a year.
- Serving as Executive President of the Audit and Control Commission, the Appointments and Remuneration Commission and the Management and Risk Commission: 15,384 euros a year.

Per diem expenses:

- Per diem expenses for attending a Board of Directors meeting: 3,500 euros.
- Per diem expenses for attending an Audit and Control Commission meeting: 3,500 euros.
- Per diem expenses for attending an Appointments and Remuneration Commission meeting: 5,000 euros.
- Per diem expenses for attending Management and Risk Commission meetings: 6,000 euros each quarter.

The fixed annual allocation applicable to Mr. Adrián Lajous Vargas for being on the Board of Directors is currently estimated at 200,000 euros. This different allocation for Mr. Adrián Lajous Vargas is justified by objective circumstances linked to the specific contributions that Mr. Adrián Lajous Vargas can make to the collective duties of the Board of Directors considering his professional qualifications and experience. As can be seen from his resume, which is available on the Company's website, the special circumstance of his residence in Mexico and his unique qualifications and personal experience in the international energy sector, particularly in Latin America, provide extraordinary added value to his membership of the Company's Board of Directors. In this regard, his vision as a director is considered highly valuable, not only with respect to the Board's duties in general, but particularly in relation to the Company's strategic direction, given his international experience.

A.1.4 The amount and nature of the fixed components that will be accrued during the fiscal year by executive directors for the performance of senior management functions.

The fixed remuneration currently estimated for the performance of Executive President duties amounts to 800,000 euros, which should not be subject to any significant changes for fiscal year 2022.

A.1.5 The amount and nature of any component of remuneration in kind that will be accrued during the fiscal year including, but not limited to, insurance premiums paid for directors.

Remuneration in kind is available exclusively to the Executive President and is limited to life and accident insurance premiums. The sum of all these items amounted to 3,654 euros during fiscal year 2021 and a similar amount is forecast for fiscal year 2022.

A.1.6 The amount and nature of the variable components, distinguishing between short- and long-term components. The financial and non-financial parameters, including social, environmental and climate change-related parameters, selected to determine variable remuneration in the current fiscal year, explaining the extent to which such parameters are related to the performance of both the director and the company, as well as the corresponding risk profile, and the methodology, required time frame and mechanisms envisaged for determining, at the end of the fiscal year, the effective degree of compliance with the parameters used in the design of variable remuneration, explaining the criteria and factors applied in terms of the time required and methods for verifying that the performance or other conditions to which the accrual and vesting of each component of variable remuneration was linked have been effectively met.

Indicate the range in monetary terms of the different variable components based on the degree of compliance with the established objectives and parameters, and whether there are any maximum monetary limits defined in absolute terms.

Variable remuneration for the Executive President is one of the aspects included in the Directors' Remuneration Policy for 2020-2022 which was approved at the Company's 2020 Ordinary General Meeting of Shareholders held on June 25, 2020, which approved short-term and long-term variable remuneration.

Short-term variable remuneration will amount to a maximum of 550,000 euros, together with a possible 10% adjustment to this amount depending on performance evaluation.

Payment of variable remuneration will be linked to compliance with the following parameters:

Financial targets (80% of total variable remuneration):

- Order portfolio: 30% of the total variable remuneration.
- Margin (EBITDA): 30% of the total variable remuneration.
- Consolidated revenue: 20% of the total variable remuneration.

Non-financial targets (HSE) (20% of the total variable remuneration):

- Safety (10% of the total variable remuneration).
- Environment (10% of the total variable remuneration).

Likewise, the Company will assess minimum weighted compliance of between 50% and 70% of the total targets. The Company's Appointments and Remuneration Commission will be responsible for setting targets (KPIs or metrics) and determining the 10% adjustment for performance evaluation and the amount to be received.

As regards long-term variable remuneration, the Directors' Remuneration Policy approved by the Company's General Meeting of Shareholders on June 25, 2020 includes a long-term variable remuneration plan ("LTIP") for executive directors. This LTIP has been drawn up by the Appointments and Remuneration Commission and provides for long-term variable remuneration for executive directors with the objectives of promoting the reciprocal generation of value for the Company, its shareholders and beneficiaries, enhancing the commitment of the latter and rewarding the creation of sustainable shareholder value in the long term. Thus, executive directors shall be entitled to participate during the term of the Remuneration Policy in any long-term variable remuneration programs in cash, shares or referenced to the value of the share that are approved by the General Meeting, at the proposal of the Board of Directors, following a report from the Appointments and Remuneration Commission.

The LTIP has been designed in accordance with the principle of prudence and has taken into account current trends in comparable companies and the best practices of various actors in the market. The main characteristics thereof are as follows:

- Type of plan: long-term cash incentive linked to business plan objectives.
- Purpose:
 - To promote reciprocal value creation for the Company, its shareholders and beneficiaries.
 - To guide the management team toward the achievement of business plan objectives.
 - To strengthen the dedication and engagement of the beneficiaries in the performance of their duties.
 - To incentivize the professional performance of executive directors over the long term.
 - To promote the Company's sustainability for the creation of long-term value.
- Beneficiary: Executive President.
- Duration: 3 years: January 1, 2020 - December 31, 2022.
- Payment: in 2023, following approval of the annual financial statements and approval from the Board of Directors with respect to the degree of compliance with the targets set.
- Settlement: in cash.
- Incentive: level of award close to the market average for the comparison group with respect to fixed annual remuneration ("FAR"), at an annualized target value of 75%, with a total incentive calculated according to %FAR x the number of years of the duration of the plan.
- Targets:
 - Total shareholder return in relation to the comparison group ('relative TSR').
 - Cumulative EBITDA for the period.
 - Third target comprising qualitative factors linked to the strategic plan.
- Weighting of targets:
 - 60% EBITDA.
 - 30% Relative TSR.
 - 10% qualitative factors linked to the strategic plan.
- Key minimum compliance target of 80% of the defined EBITDA target.
- "Good Leaver" termination - with the right to receive a proportional part of the plan.

- "Bad Leaver" termination - with no right to receive any incentive.

In any case, taking into account the objectives, commitments, and interests of the Company, no variable remuneration is expected to be accrued during the ongoing fiscal year.

A.1.7 The main characteristics of long-term savings schemes. This information should include contingencies covered by the scheme, whether it is a defined benefit or contribution scheme, the annual contribution that must be made to defined contribution schemes, the benefits to which recipients are entitled in the case of defined benefit schemes, the conditions governing the vesting of financial rights for directors and their compatibility with any type of compensation for early termination or removal, or arising from termination, under the established terms, of the contractual relationship between the company and the director.

It should be indicated whether the accrual or vesting of any of the long-term savings plans is linked to specific objectives or parameters related to the director's performance over the short or long term.

In accordance with the Directors' Remuneration Policy for 2020-2022, the Executive President will benefit from a long-term savings scheme linked to retirement, permanent disability in cases of total, long-term and near-total disability, and death, for the purpose of supplementing any public social security benefits.

In particular, the Executive President shall be entitled to the Company's general system of social benefits, whereby the Company makes a supplementary contribution to the pension plan contracted by the Executive President, if any, in addition to that made by the Executive President himself, the amount of which depends on various factors such as, for example, length of service in the company. In addition, while the Remuneration Policy is in force, the Executive President will have the right to participate in all long-term savings schemes approved at the General Meeting of Shareholders following a proposal by the Board of Directors on the basis of a report by the Appointments and Remuneration Commission.

The Company confirms that no contribution has been made to the private pension plan of any of its Directors during fiscal year 2021 and has currently no intention of making them during fiscal year 2022.

A.1.8 Any type of payment or compensation for early termination or removal, or arising from termination, under the established terms, of the contractual relationship between the company and the director, as well as any type of agreements made, such as exclusivity agreements, post-contractual non-compete agreements, length of service agreements and loyalty agreements, which entitle directors to any type of remuneration.

The contract of the Executive President, the only executive director in the current fiscal year, is currently of indefinite duration and provides for a financial compensation for early termination and a post-contractual non-compete agreement:

- An indemnity for early termination in the event of removal from their position of director or any other form of termination of the legal relationship with the Company that serves as the basis for the remuneration of delegated or executive duties not due to breach attributable to the director, for a maximum amount equivalent to the sum of the last two yearly payments of (a) fixed remuneration, (b) variable remuneration, and (c) amounts received by virtue of any special Social Security agreements that have been signed.

- Post-contractual non-compete agreements. For a period of two years from the termination of the contract with the Company, the Executive President may not provide professional services or carry out administrative or managerial duties in companies or entities with a corporate purpose wholly or partially similar to that of the Company unless expressly approved by the Board of Directors upon a proposal from the Executive President. The financial compensation for this post-contractual non-compete agreement shall be understood to be included in the indemnity provided for in the event of termination of the contract described under "Indemnity for early termination" indicated in the preceding paragraph.

- Moreover, the contract of the Executive President includes a non-compete clause: the Executive President's relationship with the Company is exclusive and therefore, said individual shall not provide services to other entities during the term of their contract unless expressly authorized to do so by the Board of Directors upon a proposal from the Executive President, with the exception of any positions held in other companies in the Técnicas Reunidas Group.

A.1.9 Indicate the terms which must be included in the contracts of executive directors performing senior-management duties. This should include information on the duration of contracts, limits on amounts of compensation, minimum length of service clauses, notice periods and payment in lieu of notice periods, and any other clauses relative to signing bonuses, as well as compensation or golden handshake packages linked to early termination of the contractual relationship between the company and the executive director. Include non-competition

agreements, exclusivity agreements, length of service and loyalty agreements, as well as post-contractual non-compete agreements, unless these have been explained in the section above.

The terms which must be included in the Executive President contract are currently as follows, in accordance with the provisions of the Directors' Remuneration Policy for 2020-2022 ('DRP'):

(i) Remuneration: the Executive President's contract includes the remuneration package all Executive Presidents are entitled to receive for the performance of their delegated or executive functions.

(ii) Duration: the Executive President's contract is indefinite.

(iii) Indemnity for early termination: an amount equivalent to the last two yearly payments of (a) all fixed remuneration, (b) variable remuneration and (c) the amounts received by virtue of any special Social Security agreements which have been signed.

(iv) Post-contractual non-compete clause: for a period of two years from the termination of the contract with Técnicas Reunidas, the Executive President must not enter into competition with the Company under the terms described above. Financial compensation for this post-contractual non-compete agreement will be understood to be included in the indemnity for termination of the contract described in paragraph (iii) above.

(v) Non-compete clause: the Executive President's relationship with the Company is exclusive and therefore, said individual must not provide services to other entities during the term of their contract unless expressly authorized to do so by the Board of Directors upon a proposal from the Executive President, with the exception of any positions held in other companies in the Técnicas Reunidas Group.

(vi) Duty of confidentiality: the Executive President must ensure that any information, data, reports or background knowledge that acquired in the performance of their duties is kept confidential, and this confidentiality must be maintained even when no longer in such office.

According to the DRP, the Executive President will be entitled to receive remuneration comprising the following items of remuneration:

(i) Fixed annual remuneration;

(ii) Variable annual remuneration;

(iii) Long-term variable remuneration;

(iv) A long-term savings scheme, in accordance with the Company's general social benefits system applicable to all employees;

(v) Indemnity for early termination and post-contractual non-compete agreements;

(vi) A welfare benefit consisting of a life and accident policy within the framework of the conditions in force under the collective policy taken out by the Company for all its workers;

(vii) A company vehicle.

In any case, taking into account the objectives, commitments, and interests of the Company, no variable remuneration is expected to be accrued during the ongoing fiscal year.

Lastly, the contract of the Executive President establishes a 3-month pre-warning deadline in the event of termination by the Company without just cause and voluntary resignation of the Executive President.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be accrued by directors during the current fiscal year in compensation for services outside the scope of the usual functions of a director.

At the time this report was issued, no supplementary remuneration is expected to be accrued by the directors as compensation for services different from those inherent to the office of director without prejudice to that which is due for the consultancy contract between Mr. William Blaine Richardson and the Company through which he received an amount of 304,703.02 euros for fiscal year 2021 and with respect to which no significant change is expected for fiscal year 2022.

A.1.11 Other items of remuneration including any derived from the company granting directors advance payments, loans, guarantees or other remuneration.

As of the date of this report, no remuneration has been provided to directors by way of advance payments, loans, guarantees or other remuneration.

A.1.12 The nature and estimated amount of any other supplementary remuneration expected to be accrued by directors during the current fiscal year and which is not included in the sections above, whether paid by the entity or another entity within the group.

There is no supplementary remuneration foreseen that is not included in the sections above.

A.2. Explain any significant change in the remuneration policy applicable to the current fiscal year as a result of:

a) A new policy or a change to a policy already approved by the General Meeting.

b) Significant changes in the specific determinations for the current remuneration policy established by the board for the fiscal year in progress with respect to those applied during the previous fiscal year.

c) Any proposals that the Board of Directors has agreed to submit to the General Meeting of Shareholders at which this annual report will be submitted that are applicable to the current fiscal year. Explain any significant change in the remuneration policy applicable to the current fiscal year as a result of:

Considering the Directors' Remuneration Policy for fiscal years 2020-2022 expires on December 31, 2022, the Company's Board of Directors will submit the Directors' Remuneration Policy to be applied at least during fiscal year 2023 for approval by the Company's General Meeting of Shareholders sometime in 2022.

In any case, the Board of Directors of the Company does not intend to modify the remuneration system applicable to the members of the Board of Directors of the Company in the new Directors' Remuneration Policy that will be submitted to the next General Shareholders' Meeting of the Company.

A.3. Provide a direct link to the document which includes the company's current remuneration policy, which should be available on the company's website.

Spanish: https://www.tecnicasreunidas.es/wp-content/uploads/2020/06/23_TR_JG20_PRC.pdf

English: https://www.tecnicasreunidas.es/wp-content/uploads/2020/06/23_TR_JG20_PRC_EN.pdf

A.4. Taking into account the data provided in Section B.4, explain the outcome of the shareholders' advisory vote at the company's general meeting on the annual report on remuneration for the previous fiscal year.

As reflected in section B.4, the General Meeting's advisory vote on the Annual Report on Remuneration for the previous fiscal year received 99.59% of votes in favor, 0.31% of votes against and 0.09% abstentions. Thus, it can be deduced that the large majority of the Company's shareholders approve of the compensation system applied by Técnicas Reunidas for its directors and thus was reflected in the results of voting on the Directors' Remuneration Policy for fiscal years 2020-2022 which was submitted for voting by the General Meeting for fiscal year 2020 and approved with 99.44% of the votes in favor. The Company obtained a high percentage of votes in favor with the advisory voting on the Annual Report on Remuneration for Directors during the preceding fiscal years.

Based on the foregoing, the Company will continue to generally apply the principles and compensation system provided for in the Directors' Remuneration Policy currently in force without prejudice to proposing amendments for technical improvements or modifications deemed appropriate in order to adapt the content of the new Directors' Remuneration Policy to the Company's evolution over the last few years.

B. OVERALL SUMMARY OF HOW THE COMPENSATION POLICY WAS APPLIED DURING THE LAST FISCAL YEAR

B.1.1 Explain the process used to implement the remuneration policy and to determine the individual remuneration detailed in Section C of this report. This information should include the role of the remuneration Commission, the decisions taken by the board of directors and, where applicable, the identity and role of any external consultants whose services have been used in the process of implementing the remuneration policy during the last fiscal year.

Within the framework of the duties assigned to it by both the Bylaws and the Board of Directors Regulations, the Company's Appointments and Remuneration Commission is the body responsible for assisting the Board of Directors in matters of remuneration.

Specifically, in compliance with the provisions of Article 14.2 of the Regulations of the Board of Directors, the Appointments and Remuneration Commission reports to the Board of Directors on the remuneration schemes and the amount of annual remuneration for directors and senior management, which is submitted to the Board of Directors for approval as appropriate.

To this end, the Appointments and Remuneration Commission met during fiscal year 2021 several times to discuss matters related to directors' compensation. Particularly, the Appointments and Remuneration Commission evaluated compliance with the Executive President's variable compensation conditions at its meeting on February 18, 2021. Among other matters, it proposed the criteria for the distribution of this capped sum among the directors for fiscal year 2021.

Given that the Company applied the 2020-2022 Directors' Remuneration Policy, approved at the Company's Ordinary General Meeting of Shareholders held in June 2020, throughout fiscal year 2021, the applicable compensation framework has not been modified meaning the Company has not needed any external advising in the compensation policy application process.

By virtue of Article 22 of the Bylaws and Article 26 of the Board of Directors Regulations, the Company's Board of Directors is expressly assigned the responsibility for determining the form and time of payment for each fiscal year and establishing the distribution between its members of the total amount corresponding to the remuneration provided for in the Bylaws.

B.1.2 Explain any deviation from the established procedure for applying the compensation policy that has occurred during the fiscal year.

There has been no deviation from the established procedure for applying the compensation policy during the fiscal year closed.

B.1.3 Indicate whether any temporary exception was applied to the remuneration policy and, if applied, explain the exceptional circumstances leading to the application of such exceptions, the specific components of the compensation policy affected and the reasons why the entity believes such exceptions were necessary for the company's long-term interests and sustainability as a whole and to ensure its feasibility. Likewise, quantify the impact of the application of these exceptions on each director's compensation throughout the fiscal year.

The Company did not apply any temporary exception to the remuneration policy in effect during fiscal year 2021.

B.2 Explain the different actions taken by the company in relation to the remuneration scheme and how these have contributed to reducing exposure to excessive risks and adapting the scheme to the company's long-term objectives, values and interests. This includes, where applicable, reference to measures taken to ensure that the company's long-term results are taken into account in the remuneration accrued and that an appropriate balance is reached between the variable and fixed remuneration components, measures taken in relation to any categories of personnel whose professional activities have a material impact on the company's risk profile and measures to prevent any conflicts of interest.

During the process of drawing up and approving the directors' remuneration schemes, the Company introduced measures to control the risks associated with their activities and to adapt these schemes to the Company's long-term objectives, values and interests. In particular, the Appointments and Remuneration Commission is responsible for the supervision and ongoing review of the directors' remuneration policy since it is responsible for reporting on the schemes and the amount of annual remuneration for directors and senior management and for compiling the information to be included in the annual public report on directors' remuneration.

On the other hand, the Board of Directors is the body responsible for approving the Company's general strategies and policies and for certain operational decisions such as the remuneration policy, directors' remuneration and, in the case of executive directors, the additional remuneration for their executive duties and the approval of their contracts and the risk management policy.

As a result of the above, the Company's remuneration schemes for directors are necessarily designed to include measures to control risks, given that (i) directors' remuneration is limited to a fixed annual allocation and to per diem expenses for attending meetings of the Board of Directors and the various

Commissions, the annual maximum amount of which is approved at General Meetings; (ii) variable components of remuneration are restricted to executive directors; and (iii) the Company's current shareholding structure ensures that the Company's and the Executive President's interests are aligned.

In addition, the annual variable remuneration diversifies the remuneration package for the Executive President through the inclusion of a bonus which is supplementary to the fixed remuneration, paid once the fiscal year has ended after assessment of the fulfilment of the conditions attached to the payment thereof. In addition, the Executive President is the beneficiary of a long-term variable remuneration scheme which aims to promote the Company's sustainability for long-term value creation, among other objectives. The Company considers that this measure ensures a balance between the different forms of remuneration and, at the same time, covers the elements essential to the Company's achievement of its long-term objectives given that many of its projects have a multi-year implementation period.

In particular, the short- and long-term annual variable remuneration for the fiscal years 2020-2022 are intended to strengthen the commitment of the Company's director and to provide incentives for the best performance of this individual's duties, linking this remuneration to the Company's performance and to his/her personal performance. In this regard, the fundamental parameters for the accrual of the annual variable remuneration are, in addition to the director's personal performance, the evaluation of the Company's performance, taking into consideration both quantitative objectives (such as the order portfolio/awards, margin (EBITDA) and consolidated revenue), as well as non-financial objectives (10% occupational health and safety objectives and 10% environmental objectives). On the other hand, the 2020-2022 long-term variable remuneration takes into account the total shareholder return in relation to the comparison group (30%), the cumulative EBITDA for the period (60%) and qualitative factors linked to the strategic plan (10%) as targets and weightings.

With regard to potential conflicts of interest, the Board of Directors Regulations, the Internal Code of Conduct for Securities Markets and the Company's Code of Conduct regulate conflicts of interest and stipulate that any conflicts of interest must be reported to the Board by the parties concerned, who will refrain from intervening in the corresponding transaction.

B.3 Explain how the remuneration payable and consolidated during the fiscal year complies with the provisions of the compensation policy in effect and, in particular, how it contributes to the company's sustainable and long-term performance.

Likewise, provide information on the relationship between the remuneration received by directors and the company's results or other long- and short-term measures of performance, explaining, where applicable, how any fluctuations in the company's performance have had an impact on directors' remuneration, including any remuneration due which has been deferred and how this contributes to the company's short- and long-term results.

The remuneration accrued by Company directors during 2021 has complied in all aspects with the current Remuneration Policy.

In specific terms, during fiscal year 2021, non-executive directors have received the amounts determined in the Remuneration Policy as detailed in paragraph C.1, i.e., fixed annual remuneration, a fixed annual allocation for chairing the Commissions and per diem expenses for attending meetings. In this regard, the total amount accrued in 2021 by the directors for their service in their capacity as directors amounts to 3,109 thousand euros. This amount therefore complies with the total annual limit of 5,000,000 euros set out in the Remuneration Policy.

On the other hand, the Executive President of the Board of Directors was to receive the following remuneration during fiscal year 2021, in accordance with the provisions of the Remunerations Policy:

(i) A fixed remuneration of 800,000 euros, and (ii) variable annual remuneration of up to 550,000 euros for the fulfilment of objectives, which may be adjusted by 10% upward or downward, based on the director's individual performance.

Taking into account the objectives, commitments, and interests of the Company, no variable remuneration has been accrued during the last fiscal year.

B.4 Provide the results of general meeting advisory voting on the annual report on remuneration for the prior fiscal year, indicating the number of abstentions and votes against as well as blank votes and votes in favor cast:

	Number	% of the total
Votes cast	34.031.936	60,88

	Number	% cast
Votes against	107.186	0,31
Votes in favour	33.893.930	99,59
Blank votes		0,00
Abstentions	30.820	0,09

B.5. Explain how the fixed components payable and consolidated were determined during the fiscal year for directors for their capacity as such, the relative proportion for each director and how they have varied with respect to the prior year.

For fiscal year 2021, a total cap of 5,000,000 euros was approved at the Company's General Meeting of Shareholders held on June 29, 2021. The Board of Directors agreed on the following distribution among the different members of the Board of Directors, the Audit and Control Commission, the Appointments and Remuneration Commission and the Management and Risk Commission:

- Membership on the Board of Directors: 55,478 euros a year.
- Serving as President of the Audit and Control Commission, the Appointments and Remuneration Commission and the Management and Risk Commission: 15,384 euros a year.
- Per diem expenses for attending a Board of Directors meeting: 3,500 euros.
- Per diem expenses for attending an Audit and Control Commission meeting: 3,500 euros.
- Per diem expenses for attending an Appointments and Remuneration Commission meeting: 5,000 euros.
- Per diem expenses for attending Management and Risk Commission meeting: 6,000 euros each quarter.

In addition, the fixed annual allocation applicable to Mr. Adrián Lajous Vargas for being on the Board of Directors was 200,000 euros. This different fixed annual allocation for Mr. Adrián Lajous Vargas is justified by objective circumstances linked to the specific contributions that Mr. Adrián Lajous Vargas can make to the collective duties of the Board of Directors considering his professional qualifications and experience. In this regard and as can be seen from his resume, which is available on the Company's website, besides the special circumstance of his residence in Mexico, his unique qualifications and personal experience in the international energy sector, particularly in Latin America, provide extraordinary added value to his presence on the Company's Board of Directors. His vision as a director is considered highly valuable, not only with respect to the Board's duties in general, but particularly in relation to the Company's strategic direction given his international experience.

This distribution is the same as that approved by the Board of Directors for fiscal year 2020, and has not, therefore, changed with respect to the previous year. The unit amounts for each of the aforementioned items during the last fiscal year have not changed either.

B.6 Explain how the salaries accrued and consolidated for the performance of management duties during the last fiscal year were determined for each executive director and how they have changed with respect to the previous year.

The salaries accrued by the Executive President in fiscal year 2021 for the performance of management duties total 803,654 euros (800,000 euros of fixed remuneration and 3,654 euros in life and accident insurance premiums). These figures comply with the provisions of the Directors' Remunerations Policy approved by the General Meeting of Shareholders on June 25, 2020.

The salaries accrued by the Executive President in fiscal year 2020 for the performance of management duties total 1,188,699 euros (800,000 euros of fixed remuneration, 385,000 in short-term variable remuneration, and 3,699 euros in life and accident insurance premiums). These figures comply with the provisions of the Directors' Remunerations Policy approved by the General Shareholders' Meeting on June 25, 2020.

B.7 Explain the nature and the main characteristics of the variable components of the remuneration schemes accrued and vested over the last fiscal year.

Specifically:

- a) Identify each of the remuneration plans that have determined the different variable remuneration accrued by each of the directors during the last fiscal year, including information on their scope, date of approval, date of implementation, vesting conditions, if any, vesting periods and term, criteria used to assess**

performance and how this has impacted on the setting of the variable amount accrued, as well as the measurement criteria used and the time required to be able to adequately measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied in terms of the time required and methods for verifying that the performance or other conditions to which the accrual and vesting of each component of variable remuneration was linked have been effectively met.

b) In the case of share option plans or other financial instruments, the general characteristics of each plan should include information on the conditions which must be met to acquire unconditional ownership (vesting) and to be able to exercise these share options or financial instruments, including the exercise price and time frame.

c) Identify each director and their category (executive director, non-executive proprietary director, independent non-executive director, or other non-executive director) who is a beneficiary of remuneration schemes or plans which include variable remuneration.

d) Where applicable, provide information on any accrual periods or postponement of payment applied and/or any non-availability/retention periods for shares or other financial instruments.

Explain the short-term variable components of the remuneration schemes:

There was a variable compensation plan applicable to the Executive President in 2021. This plan was approved as part of the Company's Remuneration Policy by the Company's General Meeting of Shareholders on June 25, 2020.

The plan details an annual bonus system for a maximum annual cap of 550,000 euros for fiscal year 2021, which will be paid after year end and determined taking into account the year end results.

The basic parameter for variable remuneration is an assessment of the Company's performance, taking into account aspects such as the Company's contracting volume during the fiscal year, the volume of the order portfolio, revenue, profits and shareholder remuneration during the fiscal year.

In specific terms, the determination of variable remuneration corresponding to fiscal year 2021 took into account the following aspects:

Financial targets (80% of total variable remuneration):

- Order portfolio: 30% of the total variable remuneration.
- Margin (EBITDA): 30% of the total variable remuneration.
- Consolidated revenue: 20% of the total variable remuneration.

Non-financial targets (HSE) (20% of the total variable remuneration):

- Safety (10% of the total variable remuneration).
- Environment (10% of the total variable remuneration).

Therefore, the Company confirms that taking into account the objectives, commitments, and interests of the Company, no variable remuneration has been accrued during the last fiscal year.

Explain the long-term variable components of the remuneration schemes:

The Directors' Remuneration Policy approved by the Annual General Meeting of Shareholders of the Company held on June 25, 2020 includes a long-term variable remuneration plan ("LTIP") for executive directors. This LTIP has been drawn up by the Company's Appointments and Remuneration Commission and provides for long-term variable remuneration for executive directors with the objectives of promoting the reciprocal generation of value for the Company, its shareholders and beneficiaries, enhancing the commitment of the latter and rewarding the creation of sustainable shareholder value in the long term. Thus, executive directors shall be entitled to participate during the term of the Remuneration Policy in any long-term variable remuneration programs in cash, shares or referenced to the value of the share that are approved by the General Meeting, at the proposal of the Board of Directors, following a report from the Appointments and Remuneration Commission.

The LTIP has been designed in accordance with the principle of prudence and has taken into account current trends in comparable companies and the best practices of various actors in the market. The main characteristics thereof are as follows:

- Type of plan: long-term cash incentive linked to business plan objectives.
- Purpose:
 - To promote reciprocal value creation for the Company, its shareholders and beneficiaries.
 - To guide the management team toward the achievement of business plan objectives.
 - To strengthen the dedication and engagement of the beneficiaries in the performance of their duties.
 - To incentivize the professional performance of executive directors over the long term.
 - To promote the Company's sustainability for the creation of long-term value.
- Beneficiary: Executive President.
- Duration: 3 years: January 1, 2020 - December 31, 2022.
- Payment: in 2023, following approval of the annual financial statements and approval from the Board of Directors with respect to the degree of compliance with the targets set.
- Settlement: in cash.
- Incentive: level of award close to the market average for the comparison group with respect to fixed annual remuneration ("FAR"), at an annualized target value of 75%, with a total incentive calculated according to %FAR x the number of years of the duration of the plan.
- Targets:
 - Total shareholder return in relation to the comparison group ('relative TSR').
 - Cumulative EBITDA for the period.
 - Third target comprising qualitative factors linked to the strategic plan.
- Weighting of targets:
 - 60% cumulative EBITDA for the period.
 - 30% Total shareholder return in relation to the comparison group.
 - 10% qualitative factors linked to the strategic plan.
- Key minimum compliance target of 80% of the defined EBITDA target.
- "Good Leaver" termination - with the right to receive a proportional part of the plan.
- "Bad Leaver" termination - with no right to receive any incentive.

B.8. Indicate whether there has been any reduction or clawback of specific variable components when, in the first case, they have vested and payment has been deferred or, in the second case, they have vested and been paid, based on data which has subsequently proven to be manifestly misstated. Describe the amounts reduced or reclaimed through the application of the reduction (malus) or return (clawback) clauses, the reason for their application and the fiscal years to which they correspond.

The Company has not reduced or reclaimed any variable components during fiscal year 2021.

B.9. Explain the main characteristics of the long-term savings schemes, the amount or annual equivalent cost of which appears in the tables in Section C, including retirement plans and any other survivor benefits which are financed either partially or wholly by the company and whether internally or externally provided, indicating the type of plan, whether it is a defined benefit or contribution scheme, the contingencies covered, the conditions governing the vesting of financial rights for directors, and its compatibility with any type of indemnity for early termination of the contractual relationship between the company and the director.

The Company did not make any contributions of any kind to the private pension plan held by Mr. Juan Lladó Arburúa or any other director in fiscal year 2021.

B.10. Explain, as applicable, indemnities or any other type of payment resulting from early termination, whether due to the director's resignation or dismissal, or termination of the contract under its corresponding terms, which has been accrued and/or received by directors during the last fiscal year.

There has been no indemnity or any other type of payment of this nature during fiscal year 2021.

B.11. Indicate whether there have been any significant changes in the contracts of executive directors performing senior management duties and, where applicable, explain the changes. In addition, explain the main conditions in any new contracts signed with executive directors during the fiscal year, unless these have already been explained in Section A.1.

The Company confirms that Mr. Juan Lladó Arburúa's contract was modified in fiscal year 2021 to include the temporary non-application of the variable compensation previously provided for in it.

B.12. Explain any additional remuneration paid to directors in compensation for services different from those inherent to the office.

The directors received no supplementary remuneration in compensation for services different from those inherent to the office.

B.13. Explain any remuneration deriving from the granting of advance payments, loans and guarantees, indicating the interest rate, main characteristics, amounts repaid and obligations in the form of guarantees undertaken on their behalf.

No payments of this kind have been made.

B.14. Itemize the remuneration in kind earned by directors during the fiscal year, with a brief explanation of the nature of the different salary components.

Remuneration in kind is available exclusively to the Executive President Mr. Juan Lladó Arburúa and is limited to life and accident insurance premiums for a total sum of 3,654 euros in fiscal year 2021.

B.15. Explain the remuneration received by directors in virtue of payments made by the listed company to third-party entities at which directors render their services when the purpose of these payments is to pay directors for services provided to the company.

No payments of this kind have been made.

B.16. Explain and itemize sums accrued during the fiscal year in relation to any other item of remuneration other than the above, irrespective of the nature thereof or the paying group entity, including all benefits in any form as well as items considered related transactions or, in particular, when such significantly affects the true and fair view of the total remuneration payable to a director. Explain the sum paid or pending payment, the nature of the compensation received and the reasons, where applicable, why it was not considered remuneration to the director for such office or compensation for the performance of executive duties. Also indicate if it is considered appropriate or not to include such amounts in the sums payable under "other items" in section C.

The Company has signed a consultancy contract with the director Mr. William Blaine Richardson, through which he received 304,743.02 euros in fiscal year 2021.

C. DETAILS OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH DIRECTOR

Name	Type	Accrual period fiscal year 2021
Mr. JUAN LLADÓ ARBURÚA	Executive President	From 01/01/2021 to 12/31/2021
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	Other Non-Executive Vice-	From 01/01/2021 to 12/31/2021
Mr. FERNANDO DE ASÚA ÁLVAREZ	Other Non-Executive Vice-	From 01/01/2021 to 12/31/2021
Ms. PETRA MATEOS-APARICIO MORALES	Independent Director	From 01/01/2021 to 12/31/2021
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	Proprietary Director	From 01/01/2021 to 12/31/2021
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO	Other Non-Executive Director	From 01/01/2021 to 12/31/2021
Mr. PEDRO LUIS URIARTE SANTAMARINA	Independent Director	From 01/01/2021 to 12/31/2021
Mr. WILLIAM BLAINE RICHARDSON	Other Non-Executive Director	From 01/01/2021 to 12/31/2021
Mr. ADRIÁN RENÉ LAJOUS VARGAS	Independent Director	From 01/01/2021 to 12/31/2021
Mr. ALFREDO BONET BAIGET	Independent Director	From 01/01/2021 to 12/31/2021
Mr. JOSÉ NIETO DE LA CIERVA	Coordinating Director	From 01/01/2021 to 12/31/2021
Mr. RODOLFO MARTÍN VILLA	Other Non-Executive Director	From 01/01/2021 to 12/31/2021
Ms. INÉS ELVIRA ANDRADE MORENO	Independent Director	From 01/01/2021 to 12/31/2021
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	Independent Director	From 01/01/2021 to 12/31/2021

C.1. Complete the following tables regarding the individual remuneration of each of the directors (including remuneration for the exercise of executive functions) accrued during the fiscal year.

a) Remuneration of the company subject of this report:

i) Remuneration accrued in cash (in thousands of €)

Name	Fixed remuneration	Per diem expenses	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Other concepts	Total fiscal year 2021	Total fiscal year 2020
Mr. JUAN LLADÓ ARBURÚA	55	35		800				4	894	1,276
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	55	35							90	87
Mr. FERNANDO DE ASÚA ÁLVAREZ	55	35	64						154	146
Ms. PETRA MATEOS-APARICIO MORALES	55	35	75						165	158
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	55	35	99						189	177
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO NAVARRETE	55	35							90	87
Mr. PEDRO LUIS URIARTE SANTAMARINA	55	35	75						165	158
Mr. WILLIAM BLAINE RICHARDSON	55	35						305	395	388
Mr. ADRIÁN RENÉ LAJOUS VARGAS	200	35							235	232
Mr. ALFREDO BONET BAIGET	55	35	80						170	149
Mr. JOSÉ NIETO DE LA CIERVA	55	35	59						149	167
Mr. RODOLFO MARTÍN VILLA	55	35	64						154	146
Ms. INÉS ELVIRA ANDRADE MORENO	55	35	40						130	55
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	35	35	35						125	59

Additional information

ii) Movement table of share-based remuneration schemes and gross benefits from consolidated shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2021		Financial instruments granted during fiscal year 2021		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2021	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Mr. JUAN LLADÓ ARBURÚA	Plan							0.00				
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	Plan							0.00				
Mr. FERNANDO DE ASÚA ÁLVAREZ	Plan							0.00				

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2021		Financial instruments granted during fiscal year 2021		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Ms. PETRA MATEOS-APARICIO MORALES	Plan							0.00				
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	Plan							0,00				
Mr. FRANCISCO JAVIER GÓMEZ NAVARRO NAVARRETE	Plan							0.00				
Mr. PEDRO LUIS URIARTE SANTAMARINA	Plan							0.00				
Mr. WILLIAM BLAINE RICHARDSON	Plan							0.00				

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2020		Financial instruments granted during fiscal year 2020		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Mr. ADRIÁN RENÉ LAJOUS VARGAS	Plan							0,00				
Mr. ALFREDO BONET BAIGET	Plan							0,00				
Mr. JOSÉ NIETO DE LA CIERVA	Plan							0,00				
Mr. RODOLFO MARTÍN VILLA	Plan							0.00				

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED PUBLIC LIMITED COMPANIES

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2020		Financial instruments granted during fiscal year 2020		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Ms. INÉS ELVIRA ANDRADE MORENO	Plan							0.00				
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	Plan							0,00				

Additional information

iii) Long-term savings schemes.

Name	Remuneration for vesting of rights to savings schemes
Mr. JUAN LLADÓ ARBURÚA	
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	
Mr. FERNANDO DE ASÚA ÁLVAREZ	
Ms. PETRA MATEOS-APARICIO MORALES	
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO NAVARRETE	
Mr. PEDRO LUIS URIARTE SANTAMARINA	
Mr. WILLIAM BLAINE RICHARDSON	
Mr. ADRIÁN RENÉ LAJOUS VARGAS	
Mr. ALFREDO BONET BAIGET	
Mr. JOSÉ NIETO DE LA CIERVA	
Mr. RODOLFO MARTÍN VILLA	
Ms. INÉS ELVIRA ANDRADE MORENO	
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	

Additional information

iv) Details of other concepts

Name	Concept	Remuneration amount
Mr. JUAN LLADÓ ARBURÚA	Life and accident insurance premium	4
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	Item	
Mr. FERNANDO DE ASÚA ÁLVAREZ	Item	
Ms. PETRA MATEOS-APARICIO MORALES	Item	
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	Item	
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO NAVARRETE	Item	
Mr. PEDRO LUIS URIARTE SANTAMARINA	Item	
Mr. WILLIAM BLAINE RICHARDSON	Service provision agreement	305
Mr. ADRIÁN RENÉ LAJOUS VARGAS	Item	
Mr. ALFREDO BONET BAIGET	Item	
Mr. JOSÉ NIETO DE LA CIERVA	Item	
Mr. RODOLFO MARTÍN VILLA	Item	
Ms. INÉS ELVIRA ANDRADE MORENO	Item	
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	Item	

Additional information

ii) Movement table of share-based remuneration schemes and gross benefits from consolidated shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2021		Financial instruments granted during fiscal year 2021		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2021	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Mr. JUAN LLADÓ ARBURÚA	Plan							0.00				
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	Plan							0.00				

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED PUBLIC LIMITED COMPANIES

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2020		Financial instruments granted during fiscal year 2020		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Mr. FERNANDO DE ASÚA ÁLVAREZ	Plan							0.00				
Ms PETRA MATEOS APARICIO MORALES	Plan							0.00				

Mr. JOSÉ MANUEL LLADÓ ARBURÚA	Plan					0.00			
Mr. FRANCISCO JAVIER GÓMEZ- NAVARRO NAVARRETE	Plan					0.00			

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2020		Financial instruments granted during fiscal year 2020		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Mr. PEDRO LUIS URIARTE SANTAMARINA	Plan							0.00				
Mr. WILLIAM BLAINE RICHARDSON	Plan							0.00				
Mr. ADRIÁN RENÉ LAJOUS VARGAS	Plan							0.00				

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2020		Financial instruments granted during fiscal year 2020		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Mr. ALFREDO BONET BAIGET	Plan							0.00				

**ANNUAL REPORT ON THE REMUNERATION OF
 DIRECTORS OF LISTED PUBLIC LIMITED COMPANIES**

<p>Mr. JOSÉ NIETO DE LA CIERVA</p>	<p>Plan</p>					<p>0.00</p>			
<p>Mr. RODOLFO MARTÍN VILLA</p>	<p>Plan</p>					<p>0.00</p>			

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2020		Financial instruments granted during fiscal year 2020		Financial instruments consolidated during the fiscal year				Expired and unexercised instruments	Financial instruments at the end of the fiscal year 2020	
		Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent shares	Number of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit from consolidated shares or financial instruments (thousands €)	Number of instruments	Number of instruments	Number of equivalent shares
Ms. INÉS ELVIRA ANDRADE MORENO	Plan							0.00				
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	Plan							0.00				

Additional information

iii) Long-term savings schemes.

Name	Remuneration for vesting of rights to savings schemes
Mr. JUAN LLADÓ ARBURÚA	
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	
Mr. FERNANDO DE ASÚA ÁLVAREZ	
Ms. PETRA MATEOS-APARICIO MORALES	
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO NAVARRETE	
Mr. PEDRO LUIS URIARTE SANTAMARINA	
Mr. WILLIAM BLAINE RICHARDSON	
Mr. ADRIÁN RENÉ LAJOUS VARGAS	
Mr. ALFREDO BONET BAIGET	
Mr. JOSÉ NIETO DE LA CIERVA	
Mr. RODOLFO MARTÍN VILLA	
Ms. INÉS ELVIRA ANDRADE MORENO	
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	

iv) Details of other concepts

Name	Concept	Remuneration amount
Mr. JUAN LLADÓ ARBURÚA	Concept	
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	Concept	
Mr. FERNANDO DE ASÚA ÁLVAREZ	Concept	
Ms. PETRA MATEOS-APARICIO MORALES	Concept	
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	Concept	
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO	Concept	
Mr. PEDRO LUIS URIARTE SANTAMARINA	Concept	
Mr. WILLIAM BLAINE RICHARDSON	Concept	
Mr. ADRIÁN RENÉ LAJOUS VARGAS	Concept	
Mr. ALFREDO BONET BAIGET	Concept	
Mr. JOSÉ NIETO DE LA CIERVA	Concept	
Mr. RODOLFO MARTÍN VILLA	Concept	
Ms. INÉS ELVIRA ANDRADE MORENO	Concept	
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	Concept	

c) Summary of remuneration (in thousands of €):

The amounts corresponding to all the remuneration items included in this report that have been accrued by the director should be included in the summary, in thousands of euros.

Name	Remuneration accrued in the Company					Remuneration accrued in group companies					Total company + group fiscal year 2021
	Total Cash Remuneration	Gross profit from shares or consolidated financial	Remuneration from savings schemes	Other remuneration	Total company fiscal year 2021	Total Cash Remuneration	Gross profit from shares or consolidated financial instruments	Remuneration from savings schemes	Other remuneration	Total group fiscal year 2021	
Mr. JUAN LLADÓ ARBURÚA	894				894						894
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	90				90						90
Mr. FERNANDO DE ASÚA ÁLVAREZ	154				154						154
Ms. PETRA MATEOS-APARICIO MORALES	165				165						165
Mr. JOSÉ MANUEL LLADÓ ARBURÚA	189				189						189
Mr. FRANCISCO JAVIER GÓMEZ-NAVARRO NAVARRETE	90				90						90
Mr. PEDRO LUIS URIARTE SANTAMARINA	165				165						165
Mr. WILLIAM BLAINE RICHARDSON	395				395						395
Mr. ADRIÁN RENÉ LAJOUS VARGAS	235				235						235
Mr. ALFREDO BONET BAIGET	170				170						170
Mr. JOSÉ NIETO DE LA CIERVA	149				149						149

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED PUBLIC LIMITED COMPANIES

Mr. RODOLFO MARTÍN VILLA	154				154				154
Ms. INÉS ELVIRA ANDRADE MORENO	130				130				130
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	125				125				125
TOTAL	3.105				3.105				3.105

Additional information

C.2. Indicate the evolution over the last 5 years of the sum and percentage variation of the compensation payable to each of the directors of the listed company at any time during the fiscal year, of the average remuneration out of a full-time equivalent base for employees of the company and its dependent entities who are not directors of the listed company.

	Total sums payable and annual variation in %								
	Fiscal year 2021	2021/2020 Variation in %	Fiscal year 2020	2020/2019 Variation in %	Fiscal year 2019	2019/2018 Variation in %	Fiscal year 2018	2018/2017 Variation in %	Fiscal year 2017
Executive Directors									
Mr. JUAN LLADÓ ARBURÚA	894	-29,94	1.276	-13,14	1.469	1,73	1.444	0,49	1.437
Non-Executive Directors									
Mr. JUAN MIGUEL ANTOÑANZAS PÉREZ-EGEA	90	3,45	87	0,00	87	-22,32	112	-5,08	118
Mr. FERNANDO DE ASÚA ÁLVAREZ	154	5,48	146	0,00	146	-20,22	183	8,28	169
Mr. FRANCISCO JAVIER GÓMEZ- NAVARRO NAVARRETE	90	3,45	87	0,00	87	-24,35	115	6,48	108

Mr. JOSÉ MANUEL LLADÓ ARBURÚA	189	6,78	177	0,00	177	9,26	162	42,11	114
Mr. PEDRO LUIS URIARTE SANTAMARINA	165	4,43	158	0,00	158	-10,23	176	10,69	159
Ms. PETRA MATEOS-APARICIO MORALES	165	4,43	158	0,00	158	-4,24	165	46,02	113

	Total sums payable and annual variation in %								
	Fiscal year 2021	2021/2020 Variation in %	Fiscal year 2020	2020/2019 Variation in %	Fiscal year 2019	2019/2018 Variation in %	Fiscal year 2018	2018/2017 Variation in %	Fiscal year 2017
Mr. WILLIAM BLAINE RICHARDSON	395	1,80	388	-0,51	390	-2,01	398	2,31	389
Mr. ADRIÁN RENÉ LAJOUS VARGAS	235	1,29	232	0,00	232	-1,28	235	3,07	228
Mr. ALFREDO BONET BAIGET	170	14,09	149	8,76	137	114,06	64	-	0
Mr. JOSÉ NIETO DE LA CIERVA	149	-10,78	167	6,37	157	141,54	65	-	0
Mr. RODOLFO MARTÍN VILLA	154	5,48	146	73,81	84	-	0	-	0
Ms. INÉS ELVIRA ANDRADE MORENO	130	136,36	55	-	0	-	0	-	0
Mr. IGNACIO SÁNCHEZ-ASIAÍN SANZ	125	111,86	59	-	0	-	0	-	0

**ANNUAL REPORT ON THE REMUNERATION OF
 DIRECTORS OF LISTED PUBLIC LIMITED COMPANIES**

Company's consolidated results	0	-	0	-	0	-	0	-	87.611
Average employee remuneration	49.062	0,47	48.831	3,90	47.000	2,17	46.000	2,22	45.000

D. OTHER RELEVANT INFORMATION

If there are any relevant aspects of directors' remuneration which have not been included in the previous sections of this report yet must be included in order to provide complete and reasoned information on the company's compensation practices and structure with regard to its directors, provide a brief outline below.

Continuation of Section A.1

Likewise, the Executive President will be entitled to receive remuneration comprising the following items of compensation:

(i) Fixed annual remuneration of 850,000 euros.

(ii) Variable annual remuneration aimed at strengthening the director's commitment to the Company and as a performance incentive, linking part of this remuneration to the Company's performance and the director's individual performance. The variable annual remuneration will consist of an annual premium or bonus system amounting to a maximum of 550,000 euros for the fulfilment of objectives, which may be adjusted by 10% upward or downward, based on the director's individual performance.

The variable remuneration will be paid after year end and determined taking into account the year end results.

Finally, the Company has included a long-term variable remuneration plan ('LTIP') for executive directors in its Directors' Remuneration Policy 2020-2022 with the aim of promoting reciprocal value creation for the Company, its shareholders and beneficiaries, strengthening the commitment of the latter and rewarding the creation of sustainable value for shareholders over the long term. Designed as a long-term incentive or linked to the objectives of the Business Plan, it will allow executive directors, who are the beneficiaries of this Plan, to receive a certain amount in cash.

The LTIP has been designed in accordance with the principle of prudence and has taken into account current trends in comparable companies and the best practices of various actors in the market.

The purpose of the LTIP is to (i) promote reciprocal value creation for the Company, its shareholders and beneficiaries; (ii) guide the management team in achieving the objectives of the business plan; (iii) enhance the dedication and commitment of the beneficiaries in the performance of their duties; (iv) offer incentives for the long-term performance and professional efficiency of the executive directors; and (v) promote the sustainability of the Company for the creation of long-term value.

The LTIP will have a duration of three years, being applicable to fiscal years 2020, 2021 and 2022, and will be paid, if applicable, in fiscal year 2023, after the approval of the annual accounts, and once the Board of Directors has approved the degree of compliance with the established objectives.

The maximum annual cap on the LTIP shall be equal to 75% of the executive directors' fixed annual remuneration. The LTIP shall have as key parameters at least two financial objectives representing the long-term value generation and/or profitability of the Company.

In particular, the following objectives and weightings shall be taken into account:

- Total shareholder return in relation to the comparison group (30 %).
- Cumulative EBITDA for the period (60%).
- Qualitative factors linked to the strategic plan (10%).

The above targets have an associated scale of achievement that includes a minimum threshold below which the LTIP will not be paid. In particular, compliance with at least 80% of the EBITDA target shall be required.

The specification of the objectives and their weightings for future fiscal years during the term of the Remuneration Policy shall be the responsibility of the Board of Directors, at the proposal of the Company's Appointments and Remuneration Commission.

The payment of the LTIP will be linked to the permanence in the Company, without prejudice to the fact that, in the event of death, disability, retirement, corporate resignation and cases of termination of the business relationship that are not caused by a breach of duties or responsibilities, the executive director will retain the right to receive a part of the LTIP proportional to the time elapsed until the

termination. In other cases of termination of the executive director's relationship with the Company, the executive director shall not be entitled to receive any amount derived from the LTIP.

Likewise, in the event of a change in control, when a new shareholder becomes the holder of more than 30% of the Company's voting rights, the beneficiary will retain the right to receive the LTIP as if the objectives had been 100% met.

The DRP does not provide any procedure for applying temporary exceptions. Thus, the DRP currently in force expressly establishes that it shall be applicable from January 1, 2020 until December 31, 2022 and that any modification or substitution of the DRP during such period would require prior authorization from the General Meeting of Shareholders.

Note on sections C.1.a) and C.1.c)

Due to the effect of rounding the compensation to thousands of euros, the overall rounded sum for Board of Directors compensation included in these sections totals 3.105 thousand euros when the exact figure payable to the directors for fiscal year 2021 was 3,108,732.02 euros, distributed as follows:

- Mr. Juan Lladó Arburúa - €894,132.
- Mr. Juan Miguel Antoñanzas Pérez-Egea - €90,478.
- Mr. Rodolfo Martín Villa - €154,478.
- Mr. Adrián Lajous Vargas - €235,000.
- Mr. Fernando de Asúa Álvarez - €154,478.
- Mr. Javier Gómez-Navarro Navarrete - €90,478.
- Mr. José Manuel Lladó Arburúa - €189,478.
- Ms. Petra Mateos-Aparicio Morales - €164,862.
- Mr. Pedro Luis Uriarte Santamarina - €164,862.
- Mr. Alfredo Bonet Baiget - €169,862.
- Mr. José Nieto de la Cierva - €149,478.
- Mr. William Blaine Richardson - €395,181.02
- Mr. Ignacio Sánchez-Asiáin Sanz - €125,478.
- Ms. Inés Andrade Moreno - €130,478.

This annual remuneration report was approved by the board of directors of the company at its meeting on:

28/02/2021

Indicate whether any directors have either voted against or abstained from voting on the approval of this report.

Yes

No