

# SUPPORTING REPORT DRAWN UP BY THE BOARD OF DIRECTORS OF TÉCNICAS REUNIDAS, S.A. AS REGARDS THE PROPOSAL TO APPOINT MS. SILVIA IRANZO GUTIÉRREZ AS INDEPENDENT NON-EXECUTIVE DIRECTOR

- I. Whereas
- 1. The Chairman of the Board of Directors of Técnicas Reunidas, S.A. (the "Company") informed the Chairman of the Appointments and Remunerations Commission of the impending conclusion of the term of office of several of the Company's directors. As a result, the latter entrusted the Appointments and Remunerations Commission to evaluate the current composition of the Board of Directors and whether it was convenient to reelect these directors or, as the case may be, to begin the deliberate search for ideal candidates to be appointed as Company directors.
- 2. Among other circumstances, the Commission has taken into consideration that the efficiency of operations of the Board of Directors in fulfilling their duties increases with the presence of independent directors. In addition, the Good Governance Code of Listed Companies in the National Market Securities Commission of February 2015 ("Good Governance Code") recommends that the number of directors be between 5 and 15, that there be a large majority of proprietary directors and independent directors over executive directors and that the independent directors represent at least one third of all members of the Board.
- 3. As a result of the search process begun by the Company's Appointments and Remunerations Commission, the Commission considered that Ms, Silvia Iranzo Gutiérrez is an ideal candidate to cover one of the vacancies in the Company's Board of Directors.
- 4. The Appointments and Remunerations Commission considered that it was convenient for Ms. Silvia Iranzo Gutiérrez to be an independent nonexecutive director of the Board of Directors and agreed unanimously to appoint Ms. Silvia Iranzo Gutiérrez as independent non-executive director and for this proposal to be submitted for approval by the Company's Ordinary General Meeting of Shareholders to be held foreseeably on June 28, 2022.
- 5. In addition, in line with the proposal by the Appointments and Remunerations Commission attached as <u>Annex I</u>, the Company's Board of Directors approved this supporting report, which is issued for the purpose of evaluating the competence, experience and merits of the candidate proposed by the Appointments and Remunerations Commission.



### II. Legal particulars

## Category of director

- 6. As set forth in Article 529. duodecies. 4 of the Spanish Corporate Enterprises Act ("LSC"), independent directors shall be those who are appointed because of their personal and professional qualities and can perform their duties without being hampered by relations with the Company or its Group, its significant shareholders or managers. Persons who do not meet the aforementioned conditions shall not be considered independent directors.
- 7. Thus, Ms. Silvia Iranzo Gutiérrez is not related to the Company and is not involved in any of the situations mentioned in Article 529. duodecies. 4 of the LSC, which ensures that he will be able to perform his duties without being hampered by relations with the Company or its Group, its significant shareholders or managers.

## Appointment Procedure

8. As set forth in Articles 529. decies. 4 and 529, quindecies. 3. c) of the LSC and in Articles 18 of the Regulations of the Board of Directors and 3 of the Appointments and Remunerations Commission Regulations, the appointment of Ms. Silvia Iranzo Gutiérrez as independent non-executive director must be proposed to the Board of Directors by the Appointments and Remunerations Commission and approved by the Company's General Meeting of Shareholders.

The appointment proposal must also be accompanied by a supporting report by the Board of Directors evaluating the competence, experience and merits of the candidate, as set forth in Article 529. decies. 5 of the LSC.

- III. Rationale for the appointment. Competence, experience and merits of the director
- 10. Ms. Silvia Iranzo Gutiérrez has the competence, experience and merits necessary to serve as director, as demonstrated by the *resumé* attached as <u>Annex II</u> to this Report. The candidate thus demonstrates an excellent education and impressive professional experience in the public and financial sectors.
- 11. As regards her education, Ms. Silvia Iranzo Gutiérrez holds a PhD in Economics and Business.
- 12. As regards her professional career, Ms. Silvia Iranzo Gutiérrez has ample professional experience in the public and financial sectors. Ms. Silvia Iranzo Gutiérrez is a government-accredited Trade Expert and Economist



and has held positions of maximum responsibility in the ICEX (Chairman of the Board of Directors), the Bank of Spain (member of the Steering Group). TECNOCOM (independent director and member of the Appointments and Remunerations and Good Governance Commission) and other reputable entities, such as the Institute of Corporate Directors (IC-A), CESCE and Telefónica Internacional, of which she has been a member of the Board of Directors. Moreover, she has been Spanish Ambassador to Belgium and Secretary of State for Trade and member of the jury for the Princess of Asturias Award in Social Sciences. Ms. Silvia Iranzo Gutiérrez is currently an independent director of the Indra Sistemas company, listed in the Ibex 35 exchange and Chairman of its Sustainability Commission. She is independent director of the ICO (Official Credit Institute), member of the Plenary Session of the Spanish Arbitration Court, member of the Reflection Commission of the Exporters Club and member of the INCIPE trust, as well as professor of Global Economics and Governance at CUNEF (University College for Financial Studies) and IEB (Stock Market Studies Institute). She has been awarded the Grand Cross of the Order of Civil Merit and the silver medal of the Red Cross.

- 13. As regards Recommendation 25 of the Good Governance Code, Ms. Silvia Iranzo Gutiérrez has confirmed that she has the necessary time available for the proper performance of her duties as an independent member of the Company's Board of Directors.
- 14. The Board of Directors also considers that the appointment of Ms. Silvia Iranzo Gutiérrez will ensure that the Company can continue to count on the capacity, knowledge, experience and other characteristics needed for the best performance of her duties, taking into consideration the corresponding legal criteria and good governance recommendations and particularly to increase the gender diversity of the Board of Directors.
- III. Conclusion
- 15. In sum, Ms. Silvia Iranzo Gutiérrez's excellent abilities and qualifications, as well as her knowledge of economics, administration, sustainability, governance and international markets, repeatedly demonstrated throughout her professional career, and her contribution to the diversity of the Board of Directors make her an ideal choice for appointment as an independent non-executive director of the Company.



#### <u>Annex I</u>

PROPOSAL BY THE APPOINTMENTS AND REMUNERATIONS COMMISSION FOR THE APPOINTMENT OF MS. SILVIA IRANZO GUTIÉRREZ AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF TÉCNICAS REUNIDAS, S.A.

1. Introduction

In accordance with Article 529 decies. 4 of the recast text of the Spanish Corporate Enterprises Act approved by Spanish Royal Legislative Decree 1/2010, dated July 2 (hereinafter, "LSC") and Articles 18 of the Board of Directors' Regulations and 3 of the Appointments and Remunerations Commission Regulations of Técnicas Reunidas, S.A. (hereinafter, "Técnicas Reunidas" or the "Company"), the proposals for the appointment or re-election of members of the Board of Directors who are independent directors corresponds to the Appointments and Remunerations Commission.

The Chairman of the Board of Directors of Técnicas Reunidas informed the Chairman of the Appointments and Remunerations Commission of the impending conclusion of the term of office of several of the Company's directors. As a result, the latter entrusted the Appointments and Remunerations Commission to evaluate the current composition of the Board of Directors and whether it was convenient to re-elect these directors or, as the case may be, to begin the search for ideal candidates to be appointed as Company directors.

The Appointments and Remunerations Commission studied the current composition of the Board of Directors and considered that, as a whole, it had the necessary knowledge, competence, experience and other characteristics to deal with the activities of Técnicas Reunidas efficiently, ensuring that the Board of Directors had the full capacity to make autonomous and independent decisions in the interest of the Company and therefore, of all its shareholders, notwithstanding the convenience of completing membership with profiles that contribute to the Board's diversity.

Therefore, the Company's Appointments and Remunerations Commission has drawn up the following proposal for the appointment of Ms. Silvia Iranzo Gutiérrez as an independent non-executive director, member of the Board of Directors of Técnicas Reunidas.

The Commission has assessed the candidate's education and professional experience and suitability versus the Board's competence matrix, the category of director she will belong to and the contribution to the diversity of the composition of the Board of Directors.

2. Education and professional experience

Ms. Silvia Iranzo Gutiérrez holds a PhD in Economics and Business, is a government-accredited Trade Expert and Economist and has held positions of maximum responsibility in the ICEX (Chairman of the Board of Directors), the



Bank of Spain (member of the Steering Group), Tecnocom (independent director and member of the Appointments and Remunerations and Good Governance Commission) and other reputable entities, such as the Institute of Corporate Directors (IC-A), CESCE and Telefónica Internacional, of which she has been a member of the Board of Directors. Moreover, she has been Spanish Ambassador to Belgium and Secretary of State for Trade and member of the jury for the Princess of Asturias Award in Social Sciences. Ms. Silvia Iranzo Gutiérrez is currently an independent director of the Indra Sistemas company, listed in the Ibex 35 exchange and Chairman of its Sustainability Commission. She is independent director of the ICO (Official Credit Institute), member of the Plenary Session of the Spanish Arbitration Court, member of the Reflection Commission of the Exporters Club and member of the INCIPE trust, as well as professor of Global Economics and Governance at CUNEF (University College for Financial Studies) and IEB (Stock Market Studies Institute). She has been awarded the Grand Cross of the Order of Civil Merit and the silver medal of the Red Cross.

3. Membership in other Boards of Directors

Ms. Silvia Iranzo Gutiérrez is an independent director of the Indra Sistemas, S.A., Chairman of its Sustainability Commission and independent director of the ICO (Official Credit Institute).

4. Category of director

Ms. Silvia Iranzo Gutiérrez will perform her duties as member of the Board of Directors of Técnicas Reunidas as an independent non-executive director, as set forth in Article 529 duodecies. 4 of the Spanish Corporate Enterprises Act.

As such, Ms. Silvia Iranzo Gutiérrez is not associated with the Company and is not involved in any of the situations described in Article 529 duodecies. 4 of the LSC. Therefore, the Commission considers that she will be able to perform her duties without being hampered by associations with the Company or its Group, its significant shareholders or managers.

5. Company shares and any options on these shares owned

None.

### 6. Assessment of suitability

The Appointments and Remunerations Commission has evaluated the suitability of Ms. Silvia Iranzo Gutiérrez, taking into account her knowledge and experience and the subsequent contribution that this will make to the diversity of the Board of Directors, as well as her availability and dedication to performing the duties of the position. The Appointments and Remunerations Commission has especially evaluated Ms. Silvia Iranzo Gutiérrez's education, her knowledge of finances, the public sector, sustainability and governance, acquired throughout her professional career and her experience in relevant sectors associated with public sector and financial activities of the Company and its Group, among others.



Likewise, as stated in Recommendation 25 of the Good Governance Code, the Appointments and Remunerations Commission has studied the rest of the candidate's appointments and considers that Ms. Silvia Iranzo Gutiérrez is sufficiently available and willing to perform her duties as Company director correctly and that there are no conflicts of interest that could endanger the correct performance of her duties.

In view of all the above, the Appointments and Remunerations Commission considers that Ms. Silvia Iranzo Gutiérrez fulfills the ideal conditions needed to perform her duties as member of the Board of Directors, considering the legal requirements of the same. These considerations are formulated within the framework of the selection criteria and procedures established in the Board of Directors' Regulations, the Board of Directors Directors Selection and Diversity Policy and the corresponding recommendations of good governance.

### 7. Proposal

In view of the above and due to the current needs of the Board of Directors of Técnicas Reunidas, the Appointments and Remunerations Commission agrees to submit the following proposal for appointment to the General Meeting of Shareholders, which will be held foreseeably on June 28, 2022:

"To appoint Ms. Silvia Iranzo Gutiérrez as an independent non-executive director of the Company for the mandatory term of four years at the proposal of the Appointments and Remunerations Commission and after receiving the report from the Company's Board of Directors".

Madrid, May 19, 2022.



#### <u>Annex II</u>

A) Professional and biographical profile.

PhD in Economics and Business and government-accredited Trade Expert and Economist.

She has been Spanish Ambassador to Belgium and Secretary of State for Trade, Chairman of the Board of Directors of ICEX, member of the Steering Group of the Bank of Spain, independent director and member of the Appointments and Remunerations and Good Governance Commission of the Institute of Corporate Directors and the CESCE and Telefónica Internacional companies. Moreover, she has been a member of the jury for the Princess of Asturias Award in Social Sciences.

She is currently is an independent director and Chairman of the Indra Sistemas Sustainability Commission, independent director of the ICO (Official Credit Institute) and member of the Plenary Session of the Spanish Arbitration Court. She is member of the Reflection Commission of the Exporters Club and member of the INCIPE trust. She is professor of Global Economics and Governance at the CUNEF (University College for Financial Studies) and the IEB (Stock Market Studies Institute). She has been awarded the Grand Cross of the Order of Civil Merit and the silver medal of the Red Cross.

B) Other Boards they are a member of.

Indra Sistemas, S.A. (independent director and Chairman of the Sustainability Commission).

ICO (Official Credit Institute) – independent director.

C) State the category of director to which they belong and, in the case of proprietary directors, the shareholder they represent or with whom they are associated.

Independent non-executive director.

D) Date of first and subsequent appointments as Director of the Company.

Proposal for her first appointment as director of the Company in the Ordinary General Meeting of Shareholders to be held on June 28, 2022.

E) Company's shares and any options on these shares owned.

None.