

ORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

RESOLUTION PROPOSAL

Item One

Proposal:

“To approve the annual accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in total equity, cash flow statement and annual report) and the management report of Técnicas Reunidas, S.A., and to approve the consolidated annual accounts and management report of the Técnicas Reunidas Group for the fiscal year ended on December 31, 2024.

The individual and consolidated annual accounts and their corresponding management reports have been audited by the Company’s auditors”.

Item Two

Proposal

“To approve the consolidated non-financial information statement for the fiscal year ended on December 31, 2024 that is contained in the consolidated management report.

The consolidated non-financial information statement has been verified as established in current legislation”.

Item Three

Proposal

“Given the positive result of the Company’s Profit and Loss Account (180,819,763.49 euros), to approve the application of the Company’s profit for the year ended on December 31, 2024 as follows:

- *180.819.763.49 € to other reserves”.*

Item Four

Proposal:

“To approve the duties performed by the Board of Directors during the year closed on 31 od December 2024”.

Item Five

Proposal:

“At the proposal of the Audit and Control Commission, to renew the selection of the audit firm Deloitte Auditores, S.L., with registered offices at Plaza Pablo Ruiz Picasso, 1, 28020 Madrid and tax identification number B-79104469, as the statutory auditor of the Company and its consolidated group for the year 2025, who is also assigned with the performance of other auditing services required by law that the Company may require for fiscal year 2025”.

Item Six

Proposal:

To delegate to the Board of Directors of Técnicas Reunidas, S.A. (“Técnicas Reunidas or the Company or jointly with its subsidiaries the “Group”) , in accordance with the general rules on bond issues and pursuant to the provisions of Articles 286, 401, 417, 510 and 511 of the Spanish Corporate Enterprises Act, passed by Legislative Royal Decree 1/2010 of July 2nd, Article 319 of the Royal Decree 1784/1996, of July 19th, that approves the Mercantile Registry Regulations, applying by analogy the provisions of Article 297.1.b) of the Spanish Corporate Enterprises Act and Articles 6 and 20.q) of the Company's Bylaws, the power to issue, in one or several times, tradable securities, in accordance with the following conditions:

- 1. Securities to be issued.- The securities referred to in this delegation may be bonds, debentures, promissory notes and other fixed-income securities of a similar nature, convertible into newly issued shares or exchangeable by outstanding shares of the Company, as well as warrants and other financial instruments that incorporate the right of option to subscribe new shares or acquire outstanding shares of the Company and any securities or financial instruments that grant a participation in the Company's profits (the “Convertible Securities”).*
- 2. Term of the Delegation. - The issuance of the Convertible Securities that are the object of the delegation may be carried out once or several times, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.*
- 3. Maximum amount of the delegation. - The maximum total amount of the issue or issues of the Convertible Securities that may be agreed under this delegation shall be two hundred million euros (€200,000,000) or its equivalent in another currency at the time of issue.*

4. Scope of the Delegation. - *The Board of Directors, by virtue of the delegation of powers agreed herein and by way of illustration only, shall be responsible for determining, for each issue, its amount, within the aforementioned overall quantitative limit, the form of disbursement, the place of issue - domestic or foreign - and the currency and, if foreign, its equivalence in euros; the denomination or form, whether bonds, debentures or warrants (which may in turn be settled by physical delivery of the shares or, if applicable, by differences), or any other form permitted by law; the date or dates of issue; the number of securities and their par value; in the case of warrants and similar securities giving the right to subscribe or acquire shares, the issue price and/or premium, the exercise price - which may be fixed (determined or determinable) or variable- the conversion and/or exchange ratio and the procedure, term and other conditions applicable to the exercise of the subscription right of the underlying shares or, if applicable, the exclusion of such right; the interest rate, fixed or variable, dates and procedures for payment of the coupon; the redemption term and the maturity date or dates; the guarantees, the redemption rate, premiums and lots; the form of representation, by physical or book-entry securities or any other system permitted by law; the anti-dilution clauses; the subscription system; the order of priority of the securities and any subordination clauses; the legislation applicable to the issue; to request, as the case may be, the admission to trading on domestic or foreign secondary markets of the Convertible Securities to be issued with the requirements demanded in each case by the regulations in force; and, in general, any other condition of the issue, as well as, if applicable, appointing the commissioner and approving the fundamental rules that will govern the legal relations between Técnicas Reunidas and the syndicate of holders of the Convertible Securities issued, if it is necessary or it is decided to create said syndicate.*

The delegation also includes the attribution to the Board of Directors of the power, in each case, to decide on the conditions of exchange of the securities issued in use of this authorization, being able to use, to the extent applicable, the means of redemption referred to in Article 430 of the Spanish Corporate Enterprises Act or any other applicable means .In addition, the Board of Directors is empowered, when it deems appropriate, and subject, if applicable, to obtaining the appropriate authorizations and the approval of the assemblies of the corresponding unions or equivalent bodies of the holders of the securities, to modify the conditions of the Convertible Securities issued under this resolution.

5. Bases and Types of Conversion. - *For the purpose of determining the bases and modalities of conversion and/or exchange, it is agreed to establish the following criteria:*

- (i) *The Convertible Securities issued under this resolution will be convertible and/or exchangeable into Company shares in accordance with a fixed or variable conversion and/or exchange ratio, determined or determinable, with the Board of Directors empowered to determine whether they are convertible or exchangeable and to determine if they are necessarily or voluntarily convertible, at the discretion or not of the issuer, subject to conditions or only in certain scenarios, and in the event that they are voluntarily so, at the option of the holder or of Técnicas Reunidas with the periodicity and for the term established in the issue, which may not exceed fifteen (15) years from the date of issue.*
- (ii) *(The Board may also establish, in the event that the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or exchange for outstanding shares of Técnicas Reunidas, specifying the nature of the shares to be delivered at the time of conversion or exchange, and may even opt to deliver a combination of newly issued shares with pre-existing shares of Técnicas Reunidas, and even to carry out the settlement by payment of the difference in value in cash. In any case, the issuer must respect equal treatment among all the holders of the fixed income securities converted and/or exchanged on the same date.*
- (iii) *For the purposes of the conversion and/ or exchangeratio, the Convertible Securities will be valued at their nominal amount and the Company's shares at the fixed price (determined or determinable) established in the issue resolution, or at the variable price to be determined on the date or dates indicated in the resolution of the Board of Directors itself, depending mainly on the market value of the shares of Técnicas Reunidas on the date(s) or period(s) taken as a reference in the same resolution, with the Board of Directors being able to set a discount or premium with respect to said value depending on the market conditions at any given time.*

When the conversion and/or exchange ratio is fixed, the price of the Company's shares taken as a reference may not be lower than the higher of (i) the arithmetic or weighted average change, as decided in each resolution to issue, of the Company's shares in the market in which they are admitted to trading, according to the closing prices, during a period to be determined by the Board of Directors, not exceeding three months nor less than fifteen calendar days prior to the date of adoption of the resolution to issue the securities and (ii) the closing price of the shares on the day prior to the date of adoption of the resolution to issue the securities.

When the conversion and/or exchange ratio is variable, the price of the Company's shares for the purposes of the conversion and/or exchange shall be the arithmetic or weighted average change, as decided in each issuance resolution, of the shares concerned in the market in which they are admitted to trading during a period to be determined by the Board of Directors, not exceeding three months nor less than fifteen calendar days prior to the conversion and/or exchange date, with a premium or, as the case may be, a discount on such price per share. The premium or discount may be different for each conversion and/or exchange date of each issue (or, as the case may be, each tranche of an issue), although in the event that a discount on the price per share is set, it may not exceed 20% of the value of the shares taken as a reference in accordance with the foregoing.

- (iv) When the conversion and/or exchange takes place, the fractions of shares that may correspond to the holder of the debentures shall be rounded down to the next lower whole number and each holder shall receive in cash, if so contemplated in the terms and conditions of the issue, the difference that may arise in such case.*
- (v) In no case may the value of the share for the purposes of the conversion ratio of the debentures for shares be less than its par value. Likewise, in accordance with the provisions of Article 415 of the Spanish Corporate Enterprises Act, debentures may not be converted into shares when the par value of such debentures is less than the par value of the shares. Convertible debentures may not be issued for less than their face value.*

The Board of Directors is empowered in the broadest possible terms to develop and specify the bases and modalities of the conversion, exchange and/or exercise of the Convertible Securities, taking into account the criteria established in this report.

At the time an issue of Convertible Securities is approved under the authorization contained in this resolution, the Board of Directors shall issue a Directors' report developing and specifying the bases and means of the conversion specifically applicable to the aforementioned issue and must justify in said report the reasonability of the financial conditions of the issue and the suitability of the conversion ratio and adjustment formulas in preventing a possible dilution of the shareholders' economic participation.

- 6. Basis and terms and conditions for the exercise of warrants and other similar securities.- In the case of issues of warrants, to which the provisions of the Spanish Corporate Enterprises Act for convertible debentures shall apply by analogy, for the determination of the bases and means of their exercise, the Board of Directors is*

authorized to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe or acquire Company shares or another company's shares, or a combination of any of the two, derived from securities of this class issued under this authorization, applying in relation to such issues the criteria set forth in section 5 above with any necessary adaptations in order to make them compatible with the legal and financial regime for these types of securities.

The foregoing criteria shall apply, mutatis mutandis and to the extent applicable, in connection with the issuance of fixed income securities (or warrants) exchangeable into other companies' shares.

7. Capital increase. - *This delegation to the Board of Directors also includes the power to increase the share capital to the amount necessary to meet conversion requests.*

(A) *This power may only be exercised to the extent that the Board of Directors, adding together the capital to be increased to meet the issuance of convertible securities or securities giving the right to subscribe shares and the remaining capital increases agreed under the authorizations granted by this General Meeting of Shareholders, does not exceed the limit of half the amount of the share capital provided for in Article 297.1 (b) of the Spanish Corporate Enterprises Act, according to the section 8 below when the right of preemption is excluded.*

(B) *This authorization to increase the capital includes the authorization to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion and/or exercise of the share subscription rights, as well as the authorization to redraft the article of the Company's Bylaws relating to the amount of the capital and, if applicable, to cancel the part of the capital increase that has not been necessary for the conversion and/or exercise of the share subscription rights.*

8. Exclusion of preemptive rights. - *Pursuant to Articles 417 and 511 of the Spanish Corporate Enterprises Act, the Board of Directors is expressly delegated the power to exclude, in whole or in part, the exercise of shareholders' preemptive subscription rights in issues of Convertible Securities when this is necessary or appropriate for the company's interest. In the event that the issue of Convertible Securities excludes the shareholders' preemptive subscription rights, the Company will only issue convertible securities when the capital increase necessary for their conversion, added to the increases excluding the preemptive subscription rights that, where applicable, have been agreed upon under the authorization granted by the General Meeting in accordance with the provisions of article 506 of*

the Spanish Corporate Enterprises Act, does not exceed 20% of said total share capital, all in accordance with the terms provided for in the Spanish Corporate Enterprises Act. In any case, if the decision is made to exercise the conferred power to waive the preemptive subscription right, the Board will prepare the required directors' report according to Article 511 of the Spanish Corporate Enterprises Act, detailing the specific reasons of corporate interest justifying such measure, the reasonableness of the financial conditions of the issue and the suitability of the conversion ratio and its adjustment formulas to compensate for the eventual dilution of the economic participation of the shareholders. This report shall be subject, when the Company so deems appropriate or when so required by the applicable regulations, of the corresponding report of an independent expert other than the auditor as established in Article 414 of the Spanish Corporate Enterprises Act. The Board of Directors' report will be made available to shareholders and communicated to the first General Meeting held following the corresponding issuance resolution, along with, where applicable, the independent expert's report.

9. *Admission to Trading. - Técnicas Reunidas will request, where appropriate, the admission of the Convertible Securities issued by the Company to trading on regulated or unregulated markets, whether organized or not, national or foreign, by virtue of this authorization, with the Board of Directors having powers as broad as necessary to engage in all procedures and actions necessary for the admission to listing before the competent bodies of the different national or foreign securities markets.*

It is expressly stated for the record that, in the event of a subsequent request for exclusion from trading, such request shall be adopted with the same procedures as the request for admission, insofar as applicable, and, in such event, the interest of the shareholders or bondholders who oppose or do not vote for the resolution under the terms set forth in the legislation in force shall be guaranteed. Likewise, it is expressly declared that Técnicas Reunidas is subject to the regulations that exist or may be issued in the future regarding stock exchanges and, especially, regarding contracting, permanence and exclusion from negotiation.

This delegation to the Board of Directors includes the broadest powers required by law for the interpretation, application, execution and development of the resolutions to issue securities convertible or exchangeable into shares of Técnicas Reunidas, on one or several occasions, and the corresponding capital increase, if applicable, also granting it powers to correct and complement them as necessary, as well as to comply with any requirements that may be legally required to carry them to fruition. It may correct any omissions or defects in said resolutions, pointed out by any authorities, officials or bodies, national or foreign, being also empowered to adopt as many resolutions and grant as many public

or private documents as it deems necessary or convenient for the adaptation of the previous resolutions for the issue of convertible or exchangeable securities and the corresponding capital increase to the verbal or written qualification of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or institutions.

The Board of Directors is expressly authorized so that it may, under the provisions of Article 249 bis of the Spanish Corporate Enterprises Act, delegate the powers of development, specification, execution, interpretation and correction of the issue resolutions referred to in this resolution to the Executive President and in the Secretary of the Board of Directors, jointly and severally and indistinctively.

Likewise, the Board of Directors is empowered to guarantee the issuances of Convertible Securities referred in this resolution undertaken by them on behalf of Técnicas Reunidas and/or its subsidiaries for the term and subject to the conditions set forth in this resolution, executed by its subsidiaries.

This resolution only affects the issuance by the Board of Directors of securities convertible and/or exchangeable into shares and does not in any way affect the legal and statutory authority of the Board of Directors to issue simple securities, which will not be limited by this resolution”.

This resolution revokes the authorization granted to the Board of Directors by the General Shareholders' Meeting held on June 26, 2020, under item 9 of the agenda.

Item Seven

Proposal:

“For the purposes set forth in Article 529 novodecies of the Spanish Corporate Enterprises Act and Article 20, section d) of the Bylaws, to approve the “Directors’ Remuneration Policy of Técnicas Reunidas, S.A. for the years 2026, 2027 and 2028”, the entire text of which, as well as the mandatory report from the Appointments and Remunerations Commission and the reasoned proposal of the Board of Directors, has been made available to the shareholders from the moment that the General Meeting of Shareholders was announced”.

Item Eight

Proposal:

“To vest powers in the Board of Directors, with the express power of substitution to the Chair and Secretary of the Board of Directors, enabling either of them, jointly, severally and without distinction, to formalize, interpret, implement, rectify and record in a public instrument the

resolutions adopted at this General Meeting and, in particular, to submit the certified resolutions approving the annual financial statements and the allocation of profit/loss to the Trade Register, attaching the legally required documents, as well as to execute any public or private documents necessary to register the adopted resolutions with the Trade Register, including a request for partial entry, with powers of remedy or rectification in view of any verbal or written instructions from the Trade Register”.

ITEM SUBMITTED FOR AN ADVISORY VOTE

Item Nine

Proposal:

“To approve, in an advisory nature, the Annual Report on Directors’ Remunerations for the year 2024, prepared by the Board of Administration, in compliance with Article 541 of the Spanish Corporate Enterprises Act and that has been made available to the shareholders from the moment the General Meeting of Shareholders was announced in the Company’s registered offices and Corporate website”.