



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

FISCAL YEAR 2021

1. INTRODUCTION

In accordance with the provisions of Article 529 quaterdecies 4 of the consolidated text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2 (the “**Capital Companies Act**”), as well as Article 13.2 of the Regulations of the Board of Directors of Técnicas Reunidas, S.A. (the “**Company**”), it is the responsibility of the Audit and Control Commission (the “**Commission**”) to establish an appropriate relationship with the external auditor in order to receive information on any issues that might jeopardize their independence. Likewise, the Commission shall also issue, annually and prior to issuing the auditor’s report, a report expressing an opinion on the independence of the auditor, which will contain, without exception, an assessment of the provision of services other than those referred to above, considered individually and in their entirety, separate from the statutory audit and related to the rules on independence or the regulations governing auditing.

In fulfillment of this obligation, the Commission has prepared this report, which will be published on the Company website with sufficient time in advance of the Ordinary General Shareholders’ Meeting.

2. ANALYSIS OF EXTERNAL AUDITOR INDEPENDENCE

The auditing firms Deloitte, S.L. (“**Deloitte**”) and PricewaterhouseCoopers Auditores S.L. (“**PwC**”) were re-elected as auditors for the Company and its consolidated Group for fiscal year 2020 (both auditors must act jointly) at the General Shareholders’ Meeting held on June 29, 2021 with 99.36% of votes in favor.

During the course of its activities throughout 2021, the Commission has held the pertinent meetings with Deloitte and PwC, from whom they have received detailed information about the non-audit services provided to the Company and other entities comprising its Group in accordance with the provisions to that effect in Article 13.2 of the Board of Directors’ Regulations and in order to ensure compliance with the provisions of Article 529 quaterdecies.4.e) of the Capital Companies Act.

The breakdown of the services provided by PwC and Deloitte to the Company and its consolidated Group during fiscal year 2021 is as follows (in thousands of euros):

1) Deloitte:

	2020	2021
Account auditing services	522	606
Other services different from account auditing	54	69
Tax services	40	24
Total	646	675

2) PwC:

	2020	2021
Account auditing services	808	803
Other services different from account auditing	177	263
Tax services	344	103
Total	1,329	1,169

The categories “*Other services different from account auditing*” and “*Tax services*” include mainly advisory services relating specifically to matters concerning the activity of the TR Group’s international subsidiaries or sustainability issues, among others. Consequently, the Commission concludes that none of the services provided by Deloitte and PwC to the Company during fiscal year 2021 constitutes any of those prohibited by the Law on Account Auditing.

The Commission has analyzed the monitoring of the issues set out in Act 22/2015, of July 20, on Account Auditing, specifically as regards business combinations involving external auditors. Thus, the cost of services provided by Deloitte and PwC to the Company and its consolidated Group for fiscal year 2021 amounts to 1.844 thousand euros (1,169 thousand euros corresponding to PwC and 675 thousand euros corresponding to Deloitte), of which 435 thousand euros (23,59% of the total amount) corresponds to non-audit services (366 thousand euros by PwC and 69 thousand euros by Deloitte).

The Commission has assessed in a motivated manner the provision of each and every one of the services additional to the account auditing services provided by Deloitte and PwC during fiscal year 2021, both individually and as a whole and considers that the provision of the audit services by Deloitte and PwC has not been influenced or determined by the provision of these additional services.



Similarly, the Commission has verified the observance of the obligatory rotation of the audit partner and signatory to the Company accounts, since Mr. Fernando Pindado was the signatory to the accounts for fiscal year 2021 on behalf of PwC, while Mr. Antonio Sanchez-Covisa Martín-González was the signatory on behalf of Deloitte.

Finally, the Commission confirms that they have received Deloitte's and PwC's written confirmation of their independence with regard to the Audit and Control Commission, as well as information on the non-audit services provided by the external auditors to the Company and its business Group during fiscal year 2021. This statement expressly indicates that during fiscal year 2021, the auditors have found no cause for incompatibility as laid down to that effect in the Law on Auditing.

3. CONCLUSION

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