



**REPORT BY THE AUDIT AND CONTROL
COMMISSION ON RELATED-PARTY
TRANSACTIONS**

FISCAL YEAR 2021

1. INTRODUCTION

In accordance with the provisions of Article 529 ter.1.h) of Royal Legislative Decree 1/2010 of July 2, approving the consolidated text of the Capital Companies Act (the “LSC”), the approval of party-related transactions is the non-delegable responsibility of the Board of Directors (the “Board”) of Técnicas Reunidas, S.A. (the “Company”), subject to a favorable report from the Audit and Control Commission (the “Commission”). Likewise, Article 13.2 of the Board of Directors’ Regulations stipulates that the Commission’s responsibilities include *“Reporting to the Board of Directors in advance of approval by the General Shareholders’ Meeting or the Board of Directors party-related transactions and supervising the internal procedure established by the Company concerning these transactions, the approval of which is delegated in accordance with applicable regulations”*.

In accordance with Article 529 vicies.1 of the LSC, *“(…) party-related transactions shall be considered those performed by the Company or its subsidiary companies with directors, shareholders owning 10% or more of the voting rights or represented in the Company’s Board of Directors or with any other person that may be considered a related party as set forth in the International Accounting Standards, adopted in compliance with Regulation (EC) 1606/2002 of the European Parliament and Council, dated July 19, 2002, regarding the application of international accounting standards”*. In addition, the following transactions shall not be considered related-party transactions:

- Transactions performed between the Company and its subsidiary companies, in which it has a direct or indirect holding, notwithstanding the provisions set forth in Article 231 bis of the LSC.
- The approval by the Board of the terms and conditions of the contract signed between the Company and a director to perform executive functions, including those of the CEO and senior directors, and the stipulation by the Board of the specific amounts or remunerations to be paid by virtue of those contracts, notwithstanding the affected director’s duty to abstain as set forth in Article 249.3 of the LSC.
- The transactions between a company and its subsidiary or affiliated companies, providing that no other related party has an interest in those subsidiary or affiliated companies.

Finally, recommendation 6 of the Good Governance Code of Listed Companies states that it is advisable for listed companies to draw up and publish a series of reports on their website, including the Report of the Audit and Control Commission on related-party transactions with sufficient time in advance of the Ordinary General Shareholders' Meeting.

In compliance with this recommendation, the Commission has prepared this report, which will be duly published on the Company website on occasion of the Company's Ordinary General Shareholders' Meeting.

2. ANALYSIS OF RELATED-PARTY TRANSACTIONS

After analyzing the transactions performed by the Company and its subsidiary companies during fiscal year 2021, the Commission confirms that none of these have performed any transactions that can be considered a related-party transaction as set forth in current legislation, the Company's Bylaws, the Board of Directors' Regulations or the Company's other corporate documents.

Specifically, according to the information at the disposal of the Commission, the Company has not carried out any significant transactions, by reason of their amount or material relevance with the Company's significant shareholders, Company managers or directors or with other companies belonging to the Company's Business Group, that have not been eliminated in the preparation of the consolidated financial statements and do not form part of the Company's normal business activity as regards their purpose and conditions or, in sum, with any other related party.

In the preparation of this report, the Company consulted with independent external experts Gómez Acebo & Pombo.

3. CONCLUSION

In view of the information available, summarized above, the Commission confirms that during fiscal year 2021 the Company has not undertaken transactions considered to be related-party transactions as interpreted by Article 529 vicies of the LSC.