

TÉCNICAS REUNIDAS, S.A. BOARD OF DIRECTORS REPORT CONCERNING THE APPOINTMENT OF MS. BELÉN VILLALONGA MORENÉS AS INDEPENDENT DIRECTOR PROPOSED BY APPOINTMENTS AND REMUNERATION COMMISSION

I. Whereas

1. The Executive President of the Board of Directors of Técnicas Reunidas, S.A. (the “**Company**”) informed the Chairperson of the Appointments and Remuneration 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.
2. To this end, the Commission has considered, among other aspects, that the efficiency of the Board of Directors in performing its duties increases with the presence of independent directors. Likewise, the Good Governance Code of Listed Companies of the National Securities Market Commission, revised in June 2020 (the “**Good Governance Code**”) recommends that proprietary and independent directors constitute a large majority of the Board of Directors and that the number of executive directors is the minimum necessary, taking into account the complexity of the corporate group and the percentage of participation of the executive directors in the capital of the Company, that the number of female directors represents at least 40% of the members of the Board of Directors, and that the number of independent directors represents at least one third of the total number of directors, when the company is not highly capitalized.
3. As a result of the search process begun by the Company’s Appointments and Remuneration Commission, the Commission considered that Ms. Belén Villalonga Morenés is an ideal candidate to cover one of the vacancies in the Company’s Board of Directors.
4. The Appointments and Remuneration Commission considered that it was convenient for Ms. Belén Villalonga Morenés to be an independent director of the Board of Directors and, as a result, unanimously agreed to appoint Ms. Belén Villalonga Morenés as independent director so that they may then submit such proposal for approval by the Company’s Annual Shareholders Meeting which is expected to be held on June 26, 2024 at first quorum call.
5. In addition, in line with the proposal by the Appointments and Remuneration Commission attached as Annex I, the Company’s Board of

Directors approved this report, which is issued for the purpose of evaluating the competence, experience and merits of the candidate proposed by the Appointments and Remuneration Commission.

II. Legal particulars

Director's category

6. As set forth in Article 529.duodecies.4 of the Spanish Corporate Enterprises Act (hereinafter "**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. Belén Villalonga Morenés 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 she will be able to perform her duties without being hampered by relations with the Company or its Group, its significant shareholders or managers.

Appointment Procedure

8. Pursuant to the provisions of articles 529 decies.4 and 529.quindecies.3.c) of the LSC and articles 18 a) of the Board of Directors Regulations and 3.1 g) of the Company's Appointments and Remuneration Commission Regulations, the appointment of Ms. Belén Villalonga Morenés as independent director must be proposed by the Appointments and Remuneration Commission to the Board of Directors and approved by the Company's Annual Shareholders Meeting.

Likewise, the appointment proposal must also be accompanied by an explanatory 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 and according to article 18 of the Board of Directors Regulations.

III. Substantiation of the appointment. Director's competence, experience and merits

10. Ms. Belén Villalonga Morenés has the competence, experience and merits necessary to perform the office of director as clearly reflected by her *curriculum vitae* which is attached as Annex II to this Report. Thus, the candidate demonstrates an excellent education and impressive professional experience in the energy and financial sectors.
11. Specifically, with regard to the academic aspect, Ms. Belén Villalonga

Morenés holds a degree in Economics and Business Administration from the CUNEF University, a PhD in Administration from the University of California and a PhD in Economics and Administration from the Complutense University of Madrid. She also holds an M.A. in Economics from the University of California.

12. Regarding her professional career, Ms. Belén Villalonga Morenés has a wide professional experience in the energy and financial sectors. She has been independent director of Talgo (2015-2018), Acciona (2006-2019) and Grifols (2013-2022) and she is currently independent director of Banco Santander International Miami, Ferroglobe PLC and Mapfre USA. She has an extensive academic experience of 11 years at Harvard Business School as Assistant Professor and Associate Professor, currently she is Professor of Management and Organizations and Finance at NYU Stern School of Business and has an extensive list of publications in prestigious journals in the fields of business administration.
13. At the same time, and in relation to the provisions of Recommendation 25 of the Good Governance Code, Ms. Belén Villalonga Morenés has confirmed that she currently has the necessary time available for proper performance of her duties as independent member of the Company's Board of Directors.
14. The Board of Directors also considers that the appointment of Ms. Belén Villalonga Morenés will ensure that it can continue to have the capacity, knowledge, experience, and other various characteristics needed for the best performance of its duties, considering the corresponding legal criteria and good governance recommendations, avoiding any type of discrimination of any kind, and particularly to increase the gender diversity of the Board of Directors.

IV. Conclusion

15. In short, the excellent abilities and qualifications of Ms. Belén Villalonga Morenés, as well as her knowledge of the energy and financial sectors, 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 Company independent director.

Annex I

APPOINTMENTS AND REMUNERATION COMMISSION PROPOSAL
CONCERNING THE APPOINTMENT OF MS. BELÉN VILLALONGA MORENÉS AS
INDEPENDENT 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 a) of the Board of Directors’ Regulations and 3.1 g) of the Appointments and Remuneration 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 correspond to the Appointments and Remuneration Commission.

The Executive President of the Board of Directors of Técnicas Reunidas informed the Chairman of the Appointments and Remuneration 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 Remuneration 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.

To this effect, the Appointments and Remuneration 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 interests 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 Remuneration Commission has drawn up the following proposal for the appointment of Ms. Belén Villalonga Morenés as external independent director, member of the Board of Directors of Técnicas Reunidas.

To this end, the Commission has assessed the candidate’s education level 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. Belén Villalonga Morenés has a huge professional experience in the energy and financial sectors. She has been independent director of Talgo (2015-2018), Acciona (2006-2019) and Grifols (2013-2022) and is currently independent

director of Banco Santander International Miami, Ferroglobe PLC. and Mapfre USA. She has an extensive academic experience of 11 years at Harvard Business School as Assistant Professor and Associate Professor, and at NYU Stern School of Business as Management, Organizations and Finance Professor and has an extensive list of publications in prestigious journals in the fields of business administration.

Ms. Belén Villalonga Morenés holds a degree in Economics and Business Administration from the CUNEF University, a PhD in Administration from the University of California and a PhD in Economics and Administration from the Complutense University of Madrid. She also holds an M.A. in Economics from the University of California.

3. Other Boards of Directors membership

Ms. Belén Villalonga is independent director on the board of Banco Santander International Miami, Ferroglobe PLC and, Mapfre USA.

4. Director's category

Ms. Belén Villalonga Morenés will perform her duties as member of the Board of Directors of Técnicas Reunidas as independent director, as set forth in Article 529 duodecies. 4 of the Spanish Corporate Enterprises Act.

As such, Ms. Belén Villalonga Morenés 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's shares and any options on these shares owned

None.

6. Suitability's assessment

The Appointments and Remuneration Commission has evaluated the suitability of Ms. Belén Villalonga Morenés, considering 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. In this regard, the Appointments and Remuneration Commission particularly valued Ms. Belén Villalonga Morenés's education, economic and business knowledge in energy and finances acquired throughout her career and her experience in energy and financial sectors related to the Company's and its Group's activities including the business sector.

Likewise, as stated in Recommendation 25 of the Good Governance Code, the Appointments and Remuneration Commission has studied the rest of the candidate's appointments and considers that Ms. Belén Villalonga Morenés 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 Remuneration Commission considers that Ms. Belén Villalonga Morenés 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 Selection and Diversity Policy and the corresponding Good Governance recommendations.

7. Proposed candidate contribution to the diversity of the Board of Directors

In preparing this report, the Appointments and Remuneration Commission of Técnicas Reunidas has assessed both the individual suitability of each of the directors whose appointment or re-election is proposed to the General Meeting (either at the proposal of the Board of Directors or of the Commission itself) and the appropriate diversity of the Board of Directors as a whole, so that the re-elections and appointments proposed, assessed as a whole, contribute to the plurality of backgrounds, knowledge, professional experience, gender and abilities that best serve the full exercise of their duties by the Board of Directors of the Company, all within the framework of the selection criteria and procedures established in the Board of Directors Regulations and in the the Board of Directors Selection and Diversity Policy, considering the complexity of the Group and the markets in which it operates.

In this regard, in the re-election and appointment of directors, the Appointments and Remuneration Commission seeks to coordinate the principles of representativeness with those of diversity and independence, considering the Good Governance recommendations. In this sense, it ensures the appropriate stability of the composition of the Board of Directors and its Commissions, preserving the experience and knowledge of those who have held the position of director, in order to maintain the necessary suitability of the Board as a whole.

Currently, the percentage of independent directors is over 66%, representing, therefore, a wide majority on the Board of Directors. Likewise, being the proportion of female directors 33%, if the proposed re-elections and appointments are approved by the Annual Shareholders' Meeting, the percentage of female directors would be 40%, thus complying with the recommendations of the Good Governance Code and the best corporate governance practices.

8. Proposal

In view of the above and due to the current needs of the Board of Directors of the Company, the Appointments and Remuneration Commission agrees to submit the following proposal for appointment to the Annual Shareholders Meeting, expected to be held foreseeably on June 26, 2024 at first quorum call:

“Appoint Ms. Belén Villalonga Morenés as director of the Company, under the category of independent director, for a statutory period of four (4) years,



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following the proposal of the Appointments and Remuneration Commission and in view of the Board of Directors supporting report”.

Madrid, May 16, 2024.

Annex II

A) Professional and biographical profile.

Degree in Economics and Business Administration from the Colegio Universitario de Estudios Financieros.

PhD in Management from the University of California.

PhD in Economics and Business from the Complutense University of Madrid

M.A. in Economics from the University of California.

Professor of Management and Organizations and Finance at NYU Stern School of Business (2012–present).

Grifols, S.A. – Independent Director (201–2022).

Acciona, S.A. – Independent Director (2006–2019).

Talgo, S.A. – Independent Director (2015–2018).

Harvard Business School - Associate Professor (2006–2012) and Assistant Professor (2001–2006).

B) Other Boards of Directors membership

Banco Santander International Miami – Independent Director (2020–present).

Ferroglobe, PLC – Independent Director (2021–present).

Mapfre USA– Independent Director (2022–present).

C) Specify the category of director to which he/she belongs and, in the case of proprietary directors, the shareholder they represent or with whom they are associated.

Independent director.

D) Date of the first appointment as a director of the company, as well as any subsequent re-elections.

Proposal for the first appointment as director of the Company at the Annual General Shareholders' Meeting to be held on June 26, 2024 at first quorum call.

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

None.