

TECNICAS REUNIDAS, S.A. BOARD OF DIRECTORS REPORT CONCERNING THE APPOINTMENT OF MR. LUIS MANUEL ENRIQUE TÉLLEZ KUENZLER 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 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.
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, considering 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 initiated by the Company's Appointments and Remuneration Commission, the Commission considered that Mr. Luis Manuel Enrique Téllez Kuenzler is a suitable candidate to cover one of the vacancies in the Company's Board of Directors.
4. The Appointments and Remuneration Commission considered that it is convenient for Mr. Luis Manuel Enrique Téllez Kuenzler to be an independent director of the Board of Directors and, consequently, unanimously agreed to propose to the Board of Directors the appointment of Mr. Luis Manuel Enrique Téllez Kuenzler 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 and, in line with the proposal by the Appointments and Remuneration Commission hereby 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. In this regard, Mr. Luis Manuel Enrique Téllez Kuenzler is a person not affiliated with the Company who is not in any of the situations established in said article 529.duodecies.4 of the LSC, which guarantees that he may perform his duties without being conditioned by his relationship with the Company or its group, significant shareholders or managers.

Appointment procedure

8. In accordance with the provisions of articles 529.decies.4 and 529.quindecies.3.c) of the LSC, 18 a) of the Board of Directors Regulations and 3.1.g) of the Appointments and Remuneration Commission Regulations of the Company, the appointment of Mr. Luis Manuel Enrique Téllez Kuenzler as independent director shall 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

9. Mr. Luis Manuel Enrique Téllez Kuenzler has the competence, experience, and merits necessary to perform the office of director as clearly reflected by his *curriculum vitae* which is attached as Annex II to this Report. In this regard, the candidate has an outstanding academic background and extensive professional experience in the public, energy, communications and transportation, financial and investment sectors.

10. To this end, concerning the academic aspect, Mr. Luis Manuel Enrique Téllez Kuenzler holds a BA in Economics with *Suma cum Laude* honors from the Instituto Tecnológico Autónomo de México (ITAM) and a PhD in Economics from the Massachusetts Institute of Technology (MIT).
11. As for his professional career, Mr. Luis Manuel Enrique Téllez Kuenzler has extensive professional experience in both the public and private sectors in areas related to energy, communications, transportation, finance and investment. In this regard, Mr. Luis Manuel has held important public positions in Mexico, such as Head of the Office of the President of Mexico, Secretary of Energy and Secretary of Communications and Transportation. He has also held senior positions in major international companies such as Kohlberg Kravis Roberts (KKR), Environmental Resources Management (ERM), Butterfly Equity, NTT Data Services, Desc and Carlyle Group, among others. He has been member of the Board of Directors of Chubb Ltd., Sempra Energy, BBVA Bancomer, Cablevisión, Global Industries, Grupo Desc, Grupo Mexico, McLarty Associates and FEMSA, among others.
12. At the same time, and in relation to the provisions of Recommendation 25 of the Good Governance Code, Mr. Luis Manuel Enrique Téllez Kuenzler has confirmed that he currently has the necessary time available for proper performance of his duties as an independent member of the Company's Board of Directors.
13. Likewise, the Board of Directors considers that, by appointing Mr. Luis Manuel Enrique Téllez Kuenzler, it will continue to have the capacity, knowledge, experience and other various requirements necessary to best perform its duties considering the legal criteria and good governance recommendations to this end and avoiding any type of discrimination of any kind.

IV. Conclusion

14. In short, the excellent abilities and qualifications of Mr. Luis Manuel Enrique Téllez Kuenzler, as well as his knowledge of the energy and financial sectors, repeatedly demonstrated throughout her professional career, and his contribution to the diversity of the Board of Directors make him an ideal choice for appointment as Company independent director.

Annex I

APPOINTMENTS AND REMUNERATION COMMISSION PROPOSAL FOR THE APPOINTMENT OF MR. LUIS MANUEL ENRIQUE TÉLLEZ KUENZLER 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 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 correspond to the Appointments and Remuneration Commission.

The Executive President of the Board of Directors of Técnicas Reunidas 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 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 has the necessary knowledge, competence, experience and other characteristics to deal with the activities of Técnicas Reunidas efficiently, ensuring that the Board of Directors has 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.

In this regard, the Company's Appointments and Remuneration Commission has drawn up the following proposal regarding the appointment of Mr. Luis Manuel Enrique Téllez Kuenzler as independent director, member of the Board of Directors of Técnicas Reunidas, S.A.

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 he will belong to and the contribution to the diversity of the composition of the Board of Directors.

2. Education and professional experience

Mr. Luis Manuel Enrique Téllez Kuenzler holds a BA in Economics with *Suma cum Laude* honors from the Instituto Tecnológico Autónomo de México (ITAM) and a PhD in Economics from the Massachusetts Institute of Technology (MIT). As for his professional career, Mr. Luis Manuel Enrique has extensive professional experience in both the public and private sectors in areas related

to energy, communications and transportation, finance and investment. In this regard, he was Head of the Office of the President of Mexico, Secretary of Energy and Secretary of Communications and Transportation. He has also held senior positions in major international companies such as Kohlberg Kravis Roberts (KKR), Environmental Resources Management (ERM), Butterfly Equity, NTT Data Services, Desc and Carlyle Group, among others. He has been member of the Board of Directors of Chubb Ltd., Sempra Energy, BBVA Bancomer, Cablevisión, Global Industries, Grupo Desc, Grupo Mexico and FEMSA, among others.

3. Other Boards of Directors membership

Mr. Luis Manuel Enrique Téllez Kuenzler is member of the Boards of Directors of Grupo Aeroportuario del Pacífico - GAP, Cultiba and Element Fleet (TSX).

4. Director's category

Mr. Luis Manuel Enrique Téllez Kuenzler will perform his 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.

In this regard, Mr. Luis Manuel Enrique Téllez Kuenzler is a person not affiliated with the Company who is not in any of the situations established in said article 529.duodecies.4 of the LSC, which guarantees that he may perform his duties without being conditioned by his relationship with the Company or its group, 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 Mr. Luis Manuel Enrique Téllez Kuenzler considering his knowledge and experience and the subsequent contribution that this will make to the diversity of the Board of Directors, as well as his availability and dedication to perform the duties of the position. In this regard, the Appointments and Remuneration Commission has particularly valued the education of Mr. Luis Manuel Enrique Téllez Kuenzler, his knowledge of the public sector, energy, communications and transportation, finance and investments acquired throughout his professional career and his experience in relevant sectors related to the activity of the Company and its Group, such as, among others, the public and financial sectors.

Likewise, and as stated in Recommendation 25 of the Good Governance Code, the Appointments and Remuneration Commission has studied the rest of the candidate's occupations, considering that Mr. Luis Manuel Enrique Téllez Kuenzler has sufficient availability and willingness to properly perform his duties as director of the Company, and there are no conflicts of interest that could jeopardize the proper performance of his duties.

In view of all of the above, the Appointments and Remuneration Commission believes that Mr. Luis Manuel Enrique Téllez Kuenzler meets the necessary conditions of suitability for the performance of the office as member of the Board of Directors considering the legal requirements to this end, all subject to the selection criteria and procedures established in the Board of Directors Regulations, the Board of Directors Director Selection and Diversity Policy and further Good Governance recommendations on this matter.

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

In preparing this report, the Appointments and Remuneration Commission of the Company has assessed both the individual suitability of each of the directors whose appointment or re-election is proposed to the Annual Shareholders 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 Board of Directors Director Selection and Diversity Policy, taking into account 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 General Meeting of Shareholders, expected to be held foreseeably on June 26, 2024:

“Appoint Mr. Luis Manuel Enrique Téllez Kuenzler as director of the Company, under the category of independent director, for a statutory



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period of four (4) years, 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.

Mr. Luis Manuel Enrique Téllez Kuenzler holds a BA in Economics with *Suma cum Laude* honors from the Instituto Tecnológico Autónomo de México (ITAM) and a PhD in Economics from the Massachusetts Institute of Technology (MIT). As for his professional career, Mr. Luis Manuel has extensive professional experience in both the public and private sectors in areas related to energy, communications and transportation, finance and investment. In this regard, he was Head of the Office of the President of Mexico, Secretary of Energy and Secretary of Communications and Transportation. He has also held senior positions in major international companies such as Kohlberg Kravis Roberts (KKR), Environmental Resources Management (ERM), Butterfly Equity, NTT Data Services, Desc and Carlyle Group, among others. He has been member of the Board of Directors of Chubb Ltd., Sempra Energy, BBVA Bancomer, Cablevisión, Global Industries, Grupo Desc, Grupo Mexico and FEMSA, among others.

B) Other Boards of Directors membership.

Mr. Luis Manuel Enrique Téllez Kuenzler is member of the Board of Directors of Grupo Aeroportuario del Pacífico – GAP, Cultiba and Element Fleet (TSX).

C) Specify the category of director to which she/he 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 Shareholders Meeting to be held on June 26, 2024.

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

None.