

PROPOSAL OF THE BOARD OF DIRECTORS REGARDING THE APPOINTMENT OF MR. RODOLFO MARTÍN VILLA AS OTHER EXTERNAL DIRECTOR OF THE COMPANY

1. Introduction

In accordance with the provisions of article 529 decies.4 LSC and in article 17 of the Regulations of the Board of Directors of Técnicas Reunidas, S.A. (hereinafter, "**Técnicas Reunidas**" or the "**Company**"), the proposals for the appointment or re-election of the other external members of the Board of Directors correspond to the Board of Directors, following a report of the Appointments and Remuneration Committee.

The Board of Directors of the Company, following a positive report of the Appointments and Remuneration Committee, has taken into account the current composition of the Board of Directors, considering that together as a whole it has the knowledge, skills, experiences and other aspects of diversity appropriate to effectively address the activities of Técnicas Reunidas and its Group, assuring the full capacity of the Board of Directors to adopt decisions autonomously and independently in the interest of the Company and therefore of all its shareholders.

In this sense, and for the purpose of filling one of the two vacancies in the Board, on the one hand, the vacancy existing after the holding of the Ordinary General Meeting of 2018, which agreed to amend article 23 of the Bylaws to establish the number of directors between 7 and 15 members, as well as fixing the number of directors of the Company in 15 and, on the other, the vacancy that will occur as a result of the departure of Mr. Javier Alarcó Canosa as a director of the Company, in compliance with In accordance with article 21.1 of the Regulations of the Board of Directors, the Board of Directors of the Company draws up the following proposal regarding the appointment of Mr. Rodolfo Martín Villa as a member of the Board of Directors of Técnicas Reunidas as other external director.

2. Background

Mr. Rodolfo Martín Villa is Industrial Engineer from the Polytechnic University of Madrid. Additionally, Mr. Rodolfo Martín Villa is a member of the Royal Academy of Moral and Political Sciences since 2013.

Regarding his professional career, Mr. Rodolfo Martín Villa has extensive professional experience in the public and business sectors. With regard to the public sector, Mr. Rodolfo Martín Villa has been,

among other outstanding positions, Minister of Union Relations, Governance (Interior) and Territorial Administration between 1975 and 1981, as well as Vice President of the Government in 1981 and 1982 and Senator in the years 1977 to 1979 and deputy in two periods (1979-1983 and 1989-1997). With regard to the business sector, Mr. Rodolfo Martín Villa has held positions of maximum responsibility in several leading companies such as Endesa (President between 1997 and 2002) or Sogecable (President between 2004 and 2010).

3. Membership of other Board of Directors

Mr. Rodolfo Martín Villa is member of the Board of Directors of Initec Plantes Industriales, S.A.U., Polinmarpe, S.L. and Unión Eléctrica de Canarias, S.A.

4. Category of Director

Mr. Rodolfo Martín Villa will perform his duties as a member of the Board of Directors of Técnicas Reunidas with the status of other external director, in accordance with the requirements established in article 529 duodecies.4.b) of the Capital Companies Act.

5. Shares and shares options of the Company of the Director

Mr. Rodolfo Martín Villa owns 100 shares of Técnicas Reunidas.

6. Home study

The Board of Directors, following a positive report of the Appointments and Remuneration Committee, has assessed the suitability of Mr. Rodolfo Martín Villa, taking into account the commercial and professional integrity, knowledge and experience with the consequent contribution to the diversity of the Board of Directors as a whole, as well as the willingness and possibility of dedication to the exercise of the position and in this way its contribution to the good governance of the Company. In this sense, the Board of Directors has particularly valued the training of Mr. Martín Villa, his economic knowledge, management and international markets acquired throughout his professional career and experience in relevant sectors related to the activity of the Company and its group, this being the case, among others, of the public sector and the business sector.

The Board of Directors considers that Mr. Rodolfo Martín Villa meets the suitability conditions necessary for the performance of the position of member of the Board of Directors taking into account the legal requirements in this regard and all within the framework of the

selection criteria and procedures established in the Regulations of the Board of Directors, also taking into consideration the recommendations of good governance in this matter.

Taking into account the requirement of dedication to the position of director, the Board of Directors has analyzed the rest of the candidate's occupations, considering that Mr. Martín Villa has sufficient availability and disposition to perform correctly his duties as a director of the Company.

7. Proposal

As a result of all the above, and in response to the current needs of the Board of Directors of Técnicas Reunidas, the Board of Directors agrees to submit the following proposal for appointment for submission to the General Shareholders' Meeting:

"To appoint Rodolfo Martín Villa as a director of the Company in the capacity of "other external director" for the statutory term of four years, at the proposal of the Board of Directors and previous report of the Appointments and Remuneration Committee".

Madrid, May 23, 2019.