



TECNICAS REUNIDAS

## NOTICE FOR A GENERAL MEETING OF SHAREHOLDERS

“TÉCNICAS REUNIDAS, S.A.”

### ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of TÉCNICAS REUNIDAS, S.A. (hereinafter referred to as the "**Company**"), pursuant to the provisions in the Articles of Association, Internal Rules and the Capital Companies Act, has unanimously agreed to call an **Ordinary General Meeting of Shareholders**, which shall be held, **at first call**, at the Mutua Madrileña building (Paseo de la Castellana, 33) in Madrid, on **June 26, 2014** at 12:30 or, should the quorum not be sufficient, at second call, the following day, on **June 27, 2014**, in the same place and time, in order to discuss and agree on items First to Eighth, as well as to advisarily vote item Ninth, of the following:

#### **AGENDA**

- 1.- Examination and, if appropriate, approval of the annual accounts (balance sheet, profit and loss statement, statement of recognised income and expense, statement of changes in total equity, cash flow statement and notes to the annual accounts) and management report of Técnicas Reunidas, S.A. and the consolidated Group thereof for the financial year ended December 31, 2013.
- 2.- Application of results obtained for Financial Year 2013.
- 3.- Examination and, if appropriate, approval of the corporate management for Financial Year 2013.
- 4.- Re-election of the Auditor for Financial Year 2013.
- 5.- Authorisation to proceed to the acquisition of treasury shares either directly or through subsidiaries, making the part not used of the previous authorisation agreed by the General Meeting held on June 25, 2013 ineffective and to use whether totally or partially the acquired treasury shares to implement remuneration programmes which entail the delivery of shares or stock option rights.
- 6.- Authorization to the Board of Directors, with express delegation powers, to incorporate and fund associations and foundations, pursuant to the regulations in force.
- 7.- Decision on the annual remuneration to be received by all the Directors.



TECNICAS REUNIDAS

- 8.- *Delegation of authorities to execute, rectify, register, construe, develop and implement the resolutions passed by the meeting, and empowerment to file the annual accounts.*

ITEM SUBMITTED TO CONSULTATIVE VOTING

- 9.- *Annual report on the remuneration of the Directors – advisory vote.*

**1. Addendum to the notice**

*Pursuant to articles 172 and 519 of the Capital Companies Act, shareholders who at least represent five per cent of the share capital may request that an addendum to this notice of Ordinary General Meeting of Shareholders be announced including one or more items of the agenda, provided the new items are justified or, if appropriate, it must attach a justified proposed resolution. For this purpose, the shareholders must prove in a reliable manner to the company that they represent at least the percentage of the share capital and send this addendum and the relevant justification or proposal through a reliable notice to the Office of the Secretary General of the company which shall be received at the registered address of the company (calle Arapiles, 14, 28015 Madrid) within five days after announcement of this call. Furthermore, shareholders who own at least five per cent of the share capital may submit through a reliable notice justified proposed resolutions on matters already included in the agenda to the attention of the Secretary General of the Company that must be received at the registered address within five days after announcement of this call, under the terms contemplated for this purpose in article 519, paragraph 2 of the Capital Companies Act. The above will apply notwithstanding the right of any shareholder during the General Meeting to make alternative proposals or proposals on items that do not need to be included in the agenda under the terms contemplated in the Capital Companies Act.*

**2. Involvement of a Notary Public at a General Meeting of Shareholders**

*By application of article 203 of the Capital Companies Act in relation to article 101 of the Companies House Rules and article 7 of the Regulations of the Meeting, the Board of Directors has resolved to request the presence of a Notary to take a formal record of the meeting.*

**3. Right to information**

*Apart from the provisions in articles 197, 272, 287, 518, 520 and 539 of the Capital Companies Act, shareholders are entitled to check at the registered address in Madrid, calle Arapiles, 14, from 9.00 a.m. to 2.00 p.m. and from 5.00 p.m. to 8.00 p.m., from Mondays to Fridays, or through the Web page of the company ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), where they may check from announcement of the call notice until the General*



*Meeting is held, the documents mentioned below and they are also entitled to receive or be sent free of charge a copy thereof provided the said resolutions had been made by the Board of Directors, pursuant to article 8 of the Regulations of the General Meeting:*

- *This call notice.*
- *The number of shares and voting rights on date of call.*
- *The annual accounts (balance sheet, profit and loss account, recognised income and expense statement, statement of changes in total equity, statement of cash flow and notes to the annual accounts), management report and auditor's report for the financial year ended 31 December 2013 of Técnicas Reunidas, S.A., as well as the consolidated accounts, the management report of the Group and the auditor's report for the same financial year.*
- *The full text of the proposed resolutions corresponding to all the items on the Agenda that will be submitted for the approval of the General Shareholders' Meeting.*
- *The rules applicable to remote delegation and voting as well as remote attendance at the Meeting and required documents for this purpose.*
- *Procedure to acquire the attendance card.*
- *Attendance card, delegation and electronic vote.*
- *Rules applicable to exercising right to information.*
- *Annual Corporate Governance report 2013.*
- *The current Articles of Association.*
- *The current Regulations of the General Meeting.*
- *The current Regulations of the Board of Directors.*
- *Report on the functioning of the Audit and Control Committee 2013.*
- *Report on the remuneration of the Directors, which voting is of an advisory nature.*
- *Regulations of the Shareholders' Electronic Forum.*
- *Relevant information (C.N.M.V.).*

*Requests for information may be presented by delivering the request to the registered address, or by sending it by post or other electronic communication means to the aforementioned postal address or to the electronic mail address [att\\_acc@trsa.es](mailto:att_acc@trsa.es), in which case and in order to provide the system of suitable authenticity and identification of the shareholder exercising his right to information, it shall include an electronic signature, advanced or recognised, under the terms provided in Law 59/2003, of 19 December, on Electronic Signature, based on a recognised electronic certificate that has not been revoked and that has been issued by the Spanish Public Certification Authority (CERES) dependent of the National Coin Factory – Royal Coin House (FNMT-RCM) or by means of an Electronic ID Card. Unless the shareholder should specify otherwise, any requests for information received at the aforementioned e-mail address may be attended to by the Company through a response sent to the shareholder's e-mail address.*



*Regardless of the means employed for issuing requests for information, the shareholder's request shall include his full name, with proof of the shares owned, so that this information can be compared with the list of shareholders and number of shares in his name provided by Sociedad de Gestion de los Sistemas de Registro, Compensacion y Liquidación de Valores, S.A. (hereinafter, Systems Company, or Iberclear), for the applicable General Meeting. The shareholder shall be required to confirm the sending of the request to the Company in due form and time. The company's website shall detail the pertinent explanations for exercising the shareholder's right to information under the terms provided in applicable regulations.*

*Until the seventh day before the day of the Meeting, or verbally during the course thereof, shareholders may request information or clarifications they consider necessary from the Board or ask any question in writing on the matters included in the agenda. Furthermore, during the same term and in writing or verbally during the course of the meeting they may request information or clarifications or ask questions in writing regarding publicly available information that may have been provided by the Company to the Spanish Securities Exchange Commission since the last General Meeting of Shareholders, in other words, since June 25, 2013 and on the auditor's report. For this purpose, shareholders may contact the Shareholders' Service Department (telephone 911582280 or 911588865 or e-mail address [att\\_acc@trsa.es](mailto:att_acc@trsa.es)), identifying themselves as shareholders with their full name or company name, Tax ID (Spanish NIF) and number of shares owned, all under the aforementioned terms.*

#### **4. Right to attend**

*Shareholders that individually or grouped with other shareholders hold a minimum of fifty (50) shares may attend the General Meeting of Shareholders when such ownership of shares appears registered in the accounting records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (Iberclear) at least five (5) days before the date of the meeting. Shareholders wishing to attend the Meeting shall obtain the corresponding attendance card issued by the corresponding Iberclear participating entity (or, otherwise, a certificate issued by the Iberclear participating entity, that may be applicable, or other documentary proof stating that the person is a shareholder in accordance with law), and identify himself with the staff in charge of shareholder registration.*

#### **5. Representation**

*Shareholders not attending the Meeting may be represented by another person, even if not a shareholder, fulfilling the requirements and legal formalities, included in the Articles of Association and Regulations of the General Meeting of Shareholders as well as those specified in the notice of meeting.*



*Documents in which the representations appear shall include the identity of the person attending on behalf of the shareholder. If not specified or filled-in in favour of the Board, it shall be understood that the representation has been granted indistinctly in favour of the Chairman of the Board, or First Vice Chairman, or to the Secretary of the Board of Directors (in case that both the Chairman of the Board and the First Vice Chairman found themselves in a situation of conflict of interests).*

## **6. Representation and voting through remote communication resources**

*Shareholders not attending the Meeting and with a right to attend, due to holding at least fifty (50) shares or having grouped with others so that jointly they hold at least fifty (50) shares, may delegate their representation or issue their vote through remote communication resources under the following terms.*

*The Board has resolved to authorise the exercising of rights of representation and vote using remote communication resources as long as these fulfil the guarantees of procedure and identification established in this section 6 as well as the guarantees regarding the period for receipt and proof of their condition as shareholders defined in section 7.1 and any other legal requirements and formalities.*

### *6.1 Exercising the right of representation by post:*

*In order to confer their representation through personal delivery or post, shareholders shall fill in and sign the attendance and delegation card issued on paper by one of the entities participating in Iberclear, or available at [www.tecnicasreunidas.es](http://www.tecnicasreunidas.es), in the section provided on the card for the signature of the represented party. The card duly filled in and signed with handwritten signature shall be sent to the Company by post or equivalent courier service. Shareholders that confer their representation through delivery or by post shall be required to notify the appointed representative of the conferred representation. When the representation is conferred to a Director and/or the Secretary of the Board, this notice shall be understood as made upon receipt by the Company of said card duly filled in and signed. The person that has been delegated the vote may only exercise it attending the Meeting in person. On the date and at the place of the Meeting, the appointed representatives must identify themselves with their Spanish ID, Foreigner Identity Card or Passport so that the Company can verify the conferred delegation, together with a copy of said delegation, if applicable.*

### *6.2 Exercising the right of representation by electronic means:*

*In order to confer their representation through electronic communications with the Company, shareholders may do so through the company's website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Given that the mechanism to confer*



delegation through electronic means must offer sufficient guarantees of authenticity and identity of the person making the delegation, shareholders who wish to use this mechanism of delegation shall previously be required to have an electronic signature, advanced or recognised, under the terms provided in Law 59/2003, of 19 December, on Electronic Signature, based on a recognised electronic certificate that has not been revoked and has been issued by the Spanish Public Certification Authority (CERES) dependent on the National Coin Factory – Royal Coin House (FNMT-RCM) or by means of an Electronic ID Card. Once shareholders obtain their corresponding electronic signature they may, through the “General Meeting of Shareholders” space of the company’s website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and following the instructions provided therein, grant their representation to another person, even if not a shareholder, in order to represent them at the Meeting. Shareholders that confer their representation through electronic means shall be required to notify the appointed representative of the conferred representation. When the representation is conferred to a Director and/or the Secretary of the Board, this notice shall be understood as made upon receipt by the Company of said electronic delegation. The person that has been delegated the vote may only exercise it attending the Meeting in person. On the date and at the place of the Meeting, and during the hour before the meeting, the appointed representatives must identify themselves with their Spanish ID, Foreigner Identity Card or Passport so that the Company may verify the conferred delegation, together with a copy of said delegation, if applicable.

#### 6.3 Exercising the voting right by post:

In order to issue the vote remotely through delivery or post, shareholders must fill in and sign the "Remote vote" section of the attendance card, delegation and vote issued on paper by any of the entities participating in Iberclear, or available at [www.tecnicasreunidas.es](http://www.tecnicasreunidas.es). The card duly filled in and signed with handwritten signature shall be sent to the Company by post or equivalent courier service. In the event that the attendance card issued by the entity participating in Iberclear does not include the section of “Remote vote”, the shareholder that wishes to vote remotely by post shall download it from the Company website and print out the Remote Vote card, filling it in and signing it, or the attendance card issued by the company participating in Iberclear. Once one of the cards has been filled in and signed, the shareholder shall send it to the Company by post or equivalent courier service.

#### 6.4 Exercising the right to remote vote through electronic means:

In order to exercise their remote vote through electronic communications with the Company, shareholders must do so through the Company’s website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)). Shareholders wishing to use this method of delegation shall have an electronic signature, advanced or recognised, under the terms provided in Law 59/2003, 19

December, on Electronic Signature, based on a recognised electronic certificate that has not been revoked and has been issued by the Spanish Public Certification Authority (CERES) dependent on the National Coin Factory – Royal Coin House (FNMT-RCM) or by means of an Electronic ID CARD. Once shareholders obtain their corresponding electronic signature they may, through the “General Meeting of Shareholders” space of the company’s website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and following the instructions provided therein, exercise their remote vote regarding the items of the agenda.

## **7. Common rules for exercising rights of representation and voting through remote communication resources**

*7.1 Period for receipt by the Company and registration of shareholders / Shareholder condition.*

*For its validity, both the delegations conferred and votes issued before the Meeting using remote communication resources must be received by the Company at the registered address or through its website not later than 23:59 on June 23, 2014.*

*After such period, voting rights and delegation shall only be accepted through remote communication resources, as well as delegations issued on a card by the entities participating in Iberclear that are presented by the representative to the staff in charge of registering shareholders within two hours before the estimated start time of the Meeting.*

*The delegation, vote or attendance shall only be considered valid if the shareholder condition is confirmed, verifying that the ownership and number of shares provided by each person in attendance, issue their representation or vote through remote communication resources (post) coincide with the details provided by Iberclear.*

*7.2 Rules of priority between delegation or vote using remote communication resources and attendance at the Meeting.*

*7.2.1 Attendance of the Shareholder at the meeting having delegated his representation or voted using remote communication resources, regardless of the means used, shall make the delegation or vote ineffective.*

*7.2.2 In the event that a shareholder performs several delegations or votes, the last action (delegation or vote) shall prevail, although the delegation or vote validly issued through handwritten signature on the printed card shall render those performed through electronic means null and void, regardless if made before or after.*

*Should it not be possible to ascertain the moment when the shareholder performed any of the delegations or votes, the vote, regardless of the*



TECNICAS REUNIDAS

means used for its issuance, shall prevail over the delegation. Should the shareholder have performed different contradicting votes, the last vote performed shall prevail.

### 7.3 Other provisions. Technical incidents.

A) In the event of using electronic resources, only one electronic action shall be valid, delegation or vote, and one revocation. The revocation cancels the delegation or vote issued but does not allow for a new delegation or new vote through electronic resources as this possibility is exhausted with the first vote or delegation. B) The sale of shares whose ownership confers right to vote that the Company is aware of shall render the vote and delegation conferred without effect. C) It is the exclusive responsibility of the shareholder to safeguard the electronic signature to use the electronic vote and delegation service. D) Shareholders with a right of attendance that issue their remote vote as provided herein shall be considered as present for the purposes of constitution of the General Meeting of Shareholders. E) For the purposes of article 126 of the Capital Companies Act, it is presumed that the joint owner that takes an action (delegation, voting or attendance in person) has been appointed by the remaining joint owners to exercise the rights as shareholder. F) If the shareholder is a legal person, the latter must notify if there is any change or withdrawal of the powers granted to its representative and, therefore, the company accepts no liability until the said notice has been made and provided the latter is made before the commencement of the General Meeting.

Technical incidents: A) The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and delegation mechanisms when required or imposed by technical or security reasons. B) The Company shall not be liable for damage that may be caused to shareholders derived from faults, overloads, line failure, connection failures, poor operation of the postal service or any other similar circumstance, beyond the control of the Company, that prevent the use of remote vote and delegation mechanisms. For further information on remote delegation and voting, shareholders may visit the Company's website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), contact the e-mail address [att\\_acc@trsa.es](mailto:att_acc@trsa.es) and telephone +34911582280 and +34 911588865.

## **8. Particular information procedures**

Pursuant to the provisions contemplated for this purpose in article 539.2 of the Capital Companies Act, the company shall make a Shareholders' Electronic Forum available in the section "Shareholders' Electronic Forum" on the company's web page ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)), which may be accessed with due guarantees by individual shareholders and voluntary associations of shareholders which may be created pursuant to the provisions in article 539.4 of Capital Companies Act.





*Initiatives to reach sufficient percentage to exercise a minority right as contemplated in the Act and offers and requests for voluntary representation may be announced in the forum, as well as proposals of addendums to the items of the agenda of the meeting and applications for such proposals.*

*The forum may not be used as electronic conversation by shareholders or a virtual discussion space. The forum is not a communication channel between the company and its shareholders. The Forum has been set up to facilitate communication between the shareholders of the Company to convene a meeting until the General Meeting is held.*

*Once the shareholders have accessed the forum through the Web page of the Company they must identify themselves using their electronic signature based on a user electronic certificate issued by the National Coin Factory or electronic I.D. Legal persons and non-residents in Spain must enquire at the Shareholders' Office how to adapt with due guarantees the mechanisms to participate in the Shareholders' Electronic Forum. From date of announcement of the notice of the meeting, information and necessary requirements for attendance may be checked at the Web page of the company ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)).*

*Use and access to the Shareholders' electronic forum is restricted to certain matters and regulated by the Electronic Forum Rules approved by the Board of Directors, made available by the Company to the Shareholders in the company's web page.*

## **9. Data protection**

*Personal data provided by shareholders to the Company to exercise their right to attendance, delegation and vote at the General Meeting of Shareholders or that may be provided by banking entities as well as securities brokers and companies in which the shareholders have deposited their shares, through the legally established entity to manage the registration on account, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), shall be processed to manage the development, fulfilment and control of the existing shareholder relation as well as to manage the call, the meeting itself and to comply with its legal obligations.*

*Shareholders shall procure the consent of the representative appointed by them, should there be a delegation, for the processing of their personal data by the Company for the purposes mentioned above.*

*Furthermore, shareholders shall be informed that said data shall be added to a computer file owned by the Company, and shareholders shall have the possibility of exercising their right of access, rectification, cancellation and opposition, in accordance with the provisions in Organic Personal Data Protection Act 15/1999, through a written notice to the*



TECNICAS REUNIDAS

*General Secretary of the Company, located in Madrid, Calle Arapiles, 13, 28015. Such data may be communicated to the Notary, as well as to any other third party entitled to have the right of information according to the normative, o publicly available as they might be included into the documentation available at [www.tecnicasreunidas.es](http://www.tecnicasreunidas.es) or announced during the course of the meeting, which may be recorded and laterly published at [www.tecnicasreunidas.es](http://www.tecnicasreunidas.es). Being present at the meeting, the shareholder consents this recording and distribution.*

*In Madrid, on this May 13, 2014.*

*Laura Bravo  
Secretary of the Board of Directors"*