



## TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to article 227 of Law 6/2023, of March 17, on the Securities Market and Investment Services (*Ley 6/2023, de 17 de marzo de los Mercados de Valores y de los Servicios de Inversión*), and other concordant provisions, Técnicas Reunidas, S.A. (the “**Company**”) communicates the following:

### OTHER RELEVANT INFORMATION

Further to the inside information communication number 1,823 published yesterday, it is hereby reported that, today, the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* or “**CNMV**”) has approved and registered in its official registers the informative prospectus corresponding to the share capital increase with cash contributions and with recognition of the preferential subscription right of the Company’s shareholders (hereinafter, the “**Share Capital Increase**”). This informative prospectus, which sets out the terms and conditions of the share capital increase, as well as the procedure for subscription and payment of the shares issued in the aforementioned increase, is now available in electronic format on the Company’s website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and the CNMV ([www.cnmv.es](http://www.cnmv.es)).

As it is established in the informative prospectus, the Share Capital Increase is directed at the shareholders of the Company who have acquired their shares up to 12 April 2023 (the day of publication of the announcement of the Share Capital Increase in the Spanish Commercial Registry Official Gazette (*Boletín Oficial del Registro Mercantil*)) and who are listed as shareholders in the registers of Iberclear at 11.59 p.m. on 14 April 2023 (the second trading day following the publication of such announcement in the Spanish Commercial Registry Official Gazette), both inclusive.

The preferential subscription period will last fourteen calendar days and it is expected to commence on 13 April 2023, following the publication of the required announcement in the Spanish Commercial Registry Official Gazette (*Boletín Oficial del Registro Mercantil*) (expected tomorrow, 12 April 2023). The preferential subscription rights shall be tradable on the Stock Exchanges through the Automated Quotation System (*Sistema de Interconexión Bursátil*) and may be transferred and exercised in accordance with the conditions and restrictions set out in the informative prospectus. The preferential subscription rights shall be traded during the sessions of the preferential subscription period.

It is hereby attached a **press release** prepared by the Company in relation with the transaction. In addition, the Company will hold a conference in connection with the Share Capital Increase tomorrow, 12 April 2023, at 9:00 a.m. (CEST). The link to the conference will be available on the Company’s website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)).

**Técnicas Reunidas**



The Spanish company Técnicas Reunidas is one of the most important companies in its sector on an international scale, with a presence in 25 countries and a track record that totals more than 1,000 industrial plants throughout its more than 60 years of experience.

Técnicas Reunidas' activity is mainly focused on the development of engineering projects, design and construction of industrial plants for the production of clean fuels, natural gas and chemical products, and solutions linked to the energy transition, circular economy and decarbonisation (renewable hydrogen, biofuels, waste recovery, CO2 capture and storage, etc.).

Its more than 7,500 employees, most of them highly qualified engineers, make its headquarters in Spain a centre of engineering excellence.

Madrid, 11 April 2023

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The information contained herein is not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, Australia or Japan or any other jurisdiction in which the distribution or release would be unlawful.

These written materials do not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States. The securities referred to herein have not been, and will not be, registered under the Securities Act of 1933, as amended, and may not be offered, exercised or sold in the United States absent registration or an applicable exemption from registration requirements. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

The issue, exercise or sale of securities in the offering are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein, in any jurisdiction in which such offer, solicitation or sale would be unlawful. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the applicable prospectus published by the Company.

The Company has not authorized any offer to the public of securities in any Member State of the European Economic Area other than Spain. With respect to each Member State of the European Economic Area other than Spain (each, a “**Relevant Member State**”), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (a) to any legal entity which is a qualified investor as defined in Article 2 (e) of the Prospectus Regulation; or (b) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation. For the purposes of this paragraph, the expression an “**offer of securities to the public**” means a communication to persons in any form and by any means, presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to purchase or subscribe for those securities and the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129 (and amendments thereto).

In the United Kingdom, this communication is directed only at qualified investors as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who: have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or who are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as “**relevant persons**”). Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person must not act or rely on this document or any of its contents.

This communication is an advertisement for the purposes of the Prospectus Regulation and underlying legislation. It is not a prospectus. A Prospectus regarding the Transaction, approved by the Spanish Securities Market Commission (“**CNMV**”) in accordance with the Prospectus Regulation regime on 11 April 2023, is available to investors. This Prospectus is at the disposal of investors at Técnicas Reunidas, S.A., its corporate website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and at the website of the Spanish National Securities Market Commission ([www.cnmv.es](http://www.cnmv.es)). The approval of the Prospectus by the CNMV should not be understood as an endorsement of the Company’s securities. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Company’s securities referred to herein.

#### **Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”),

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and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “**manufacturer**” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the securities referred to herein have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**EU Target Market Assessment**”).

Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities may decline and investors could lose all or part of their investment; the securities offer no guaranteed income and no capital protection; and an investment in the securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer of the securities referred to herein.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the securities. Each distributor is responsible for undertaking its own target market assessment in respect of the securities and determining appropriate distribution channels.



## Press release

# CNMV approves the prospectus for the 150 million capital increase of Técnicas Reunidas

- The transaction will allow the company to strengthen its equity position to address the growth resulting from the large investment wave in the energy and the energy-intensive industry.
- The offer will consist of a total of 24,405,265 new shares, at a subscription price of €6.15 per new share (nominal value of €0.10 plus a premium of €6.05).
- The company is granting pre-emptive subscription rights to shareholders registered in Iberclear's registers by 23:59 on 14 April 2023. Each share held by registered shareholders will entitle them to receive one pre-emptive subscription right. The exercise of 11 pre-emptive subscription rights shall entitle the holder thereof to subscribe for 5 new shares against payment in cash of the subscription price.
- The pre-emptive subscription period will last for fourteen calendar days: this period will start on 13 April and last until 26 April, both inclusive.
- The new shares are expected to start trading on 5 May.

### Madrid, 11 April 2023

The Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores - CNMV) has approved today the prospectus corresponding to the capital increase of c. 150 million announced yesterday by Técnicas Reunidas.

The transaction will allow the company to strengthen its equity position to address the growth resulting from the large investment wave in the energy and the energy-intensive industries.

The offer will consist of a total of 24,405,265 new shares, at a subscription price of €6.15 per new share (nominal value of €0.10 plus a premium of €6.05).

The Company is granting pre-emptive subscription rights to shareholders registered in Iberclear's registers by 23:59 on 14 April 2023. Each share held by registered shareholders will entitle them to receive one pre-emptive subscription right. The exercise of 11 pre-emptive subscription rights will entitle the holder thereof to subscribe for 5 new shares against payment in cash of the subscription price.

The capital increase will be aimed at the company's shareholders who have acquired their shares on or before 12 April 2023 (day of publication of the announcement of the capital increase in the Commercial Registry Official Gazette) and who are listed as shareholders in Iberclear's registers by 23:59 on 14 April 2023, both inclusive.

The pre-emptive subscription period will last fourteen calendar days: this period will start on 13 April and last until 26 April, both inclusive. During the pre-emptive subscription period, registered shareholders or

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purchasers of pre-emptive subscription rights may exercise or sell their pre-emptive subscription rights, in whole or in part.

At the end of the pre-emptive subscription period, if any new shares remain to be allocated, the company will distribute them among the holders of pre-emptive subscription rights who have exercised all their pre-emptive subscription rights and have requested, at the time of exercising their rights, to subscribe for additional new shares. After this period, if any new shares remain unsubscribed, an additional allocation and underwriting period will be opened, ending no later than 4 May.

The capital increase has the support of the Lladó family and Cobas Asset Management, which together account for 43% of the company's share capital and have already made an irrevocable commitment to participate in the capital increase.

Azvalor Asset Management, holder of 6.08% of the share capital, without having signed an irrevocable commitment, has informed Técnicas Reunidas about its intention to avoid having its aggregate equity interest diluted.

The new shares are expected to start trading on 5 May.

The prospectus of the transaction is available to shareholders and investors on the websites of the company ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and the CNMV ([www.cnmv.es](http://www.cnmv.es)).

In addition, shareholders who wish to do so may call the company's telephone number 900 823 504 to resolve any doubts they may have about the process.

In addition, the company will hold a conference in connection with the Capital Increase tomorrow, 12 April 2023, at 9:00 a.m. (CEST). The link to the conference will be available on the company's website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)).

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intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

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MiFID II Product Governance Requirements) may otherwise have with respect thereto, the securities referred to herein have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**EU Target Market Assessment**”).

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