



## TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to article 226 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:

### INSIDE INFORMATION

Today, the Board of Directors of the Company, in exercise of the delegation granted by the Ordinary General Shareholders’ Meeting held on 29 June, 2021 under item eight of its agenda, resolved to perform a share capital increase with cash contributions and with recognition of the preferential subscription right of the Company’s shareholders (hereinafter, the “**Share Capital Increase**”). The Company informs that the Share Capital Increase is expected to be performed on the terms described below:

- **Amount, type of issuance and shares to be issued in the Share Capital Increase:** the total cash value of the Share Capital Increase will amount to a total of 150,092,379.75 euros or the amount resulting, if applicable, in the event of incomplete subscription. The Share Capital Increase will be performed at a subscription price per share of 6.15 euros per New Share, by means of the issuance and flotation of 24,405,265 ordinary shares of the Company with a par value of 0.10 euros each, of the same class and series as the Company shares currently outstanding, represented by book-entries (the “**New Shares**” and each of them, the “**New Share**”), the accounting register of which is attributed to *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (“**Iberclear**”) and its participating entities.

Each currently outstanding share of the Company will confer the right to receive one preferential subscription right and 11 preferential subscription rights will be required to subscribe for 5 New Shares.

The New Shares shall confer on their holders the same political and economic rights as the ordinary shares of the Company currently outstanding, as from the date on which the Company declares the Share Capital Increase to be subscribed and paid up.

- **The purpose of the Share Capital Increase:** the purpose of the Share Capital Increase is to strengthen the Group’s equity position to support the future growth which is expected to come from the new investment wave in the overall energy industry and the energy intensive industry. The net proceeds will be used: (a) approximately one third to financing the operational expenditures that will be required by the Low Carbon Technologies segment in the context of the energy transition covering the segment’s annual cash needs which are expected to arise throughout 2023, 2024 and 2025; (b) approximately one third to optimizing the Group’s net cash position, reinforcing the cash levels in line with the size of the Group and its expected future evolution; and (c) approximately one third to



continue reducing the Group's level of indebtedness, in particular, €33.5 million to repay the Syndicated ICO Loan and €14 million to repay the Syndicated CESCE Financing Agreement.

- **Recipients and preferential subscription right:** the Share Capital Increase is directed at the shareholders of the Company who have acquired their shares up to 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 the second trading day following the publication of such announcement in the Spanish Commercial Registry Official Gazette (both days inclusive). The preferential subscription period will last fourteen calendar days, starting the calendar day after the publication of the mandatory announcement of the Share Capital Increase in the Spanish Commercial Registry Official Gazette. 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.
- **Subscription Commitments for the New Shares:** Araltec Corporation, S.L. y Aragonesas Promoción de Obras y Construcciones, S.L. (both controlled by Mr. José Lladó Fernández-Urrutia), holders of 31.99% and 5.10%, respectively, of the Company's share capital, have undertaken in respect of the Company to exercise all of their preferential subscription rights and, therefore, to subscribe a total of 8,128,435 and 1,294,715 New Shares, respectively (the "**Araltec and Aragonesas Committed Shares**"), which represent approximately, in aggregate, 37.09% of the New Shares.

In addition, Cobas Asset Management, SGIC, S.A., holder, through the funds and other entities that it manages, of 5.87% of the Company's share capital, has undertaken in respect of the Company to subscribe a total of 1,492,315 New Shares (the "**Committed Shares of Cobas**", and together with the Committed Shares of Araltec and Aragonesas, the "**Committed Shares**").

Azvalor Asset Management, SGIC, S.A. has informed the Company of its intention to avoid having its aggregate equity interest diluted, without having signed an irrevocable commitment. Certain directors and members of senior management holding shares in the Company have notified of their intention to subscribe for New Shares.

- **Underwriting of the Share Capital Increase:** the Company has entered into an underwriting agreement with Barclays Bank Ireland PLC, Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., HSBC Continental Europe and Société Générale (all of them, the "**Joint Global Coordinators**") pursuant to which the New Shares, other than the Committed Shares, which are not subscribed during the preferential subscription period, the additional allocation period and the discretionary allocation period shall be subject to the underwriting commitment by the Joint Global Coordinators, subject to certain conditions. The Company has agreed to a lock-up of 180 days from and including today, subject to certain customary exceptions.



- **Admission to trading and informative prospectus:** the Company will request the admission to trading of the New Shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Automated Quotation System (*Mercado Continuo*).

The terms and conditions of the Share Capital Increase and the procedure for subscription and payment of the New Shares are contained in the corresponding informative prospectus, which is expected to be approved and registered by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**") in the next days. Once registered by the CNMV, the aforementioned informative prospectus will be made available to shareholders and investors on the webpage of the Company ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and the CNMV ([www.cnmv.es](http://www.cnmv.es)).

Additionally, it is reported the suspension of the liquidity agreement signed with Banco Santander, S.A, with effects from 11 April 2023 (included), whose signature was notified to the market as significant event number 254,418. The aforementioned suspension has been carried out in order not to alter the exchange ratio established for the Share Capital Increase. Following such suspension, the Company has as of the date hereof 2,204,416 treasury shares. The resumption of transactions under the liquidity agreement is expected to take place on the first trading day on which the preferential subscription rights start to be traded.

It is hereby attached a **press release** prepared by the Company in relation with the transaction.

### **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 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 6,800 employees, most of them highly qualified engineers, make its headquarters in Spain a centre of engineering excellence.

Madrid, 10 April 2023

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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. The Prospectus regarding the Transaction is currently pending approval by the Spanish Securities Market Commission (“**CNMV**”) in accordance with the Prospectus Regulation regime. However, the approval of the Prospectus by the CNMV should not be understood as an endorsement of the Company’s shares. 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 shares. Once it is approved, it will be available to investors at the registered offices of 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)).

#### **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.

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## **Técnicas Reunidas launches a capital increase for 150 million euros to benefit from the extraordinary investment cycle in the energy sector and decarbonisation**

- **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.**
- **Energy industry investments will amount to \$10.7 trillion between 2023 and 2030, an average of \$1.3 trillion per year. Of this investment, an average of \$181 billion per year will be devoted to decarbonisation.**
- **Técnicas Reunidas is currently working on bids for specific projects totalling 70 billion dollars of investment.**
- **To be part of this wave of investment, Técnicas Reunidas has more than 4,500 specialised engineers at its engineering centre of excellence in Madrid.**
- **In the capital increase, 24,405,265 new shares will be issued, equivalent to 43.7% of the current share capital.**
- **The transaction has the support of the Lladó family and Cobas Asset Management which together account for 43% of the company's share capital and which have expressed their irrevocable commitment to take part in it.**

**Madrid, 10 April 2023**

Técnicas Reunidas, a Spanish leading international engineering and technology company, has approved a capital increase of approximately 150 million euros.

The transaction will consist of the issue of 24,405,265 new shares, equivalent to 43.7% of the current share capital.

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 maintain its current stake after the capital increase.

Eduardo San Miguel, CEO of Técnicas Reunidas, said: *"We are on the verge of a super investment cycle related to energy and decarbonisation. Técnicas Reunidas is a world leader in the design and execution of projects for this wave of investment; therefore, this is a train that we are not going to let pass us by. We are backed by the recognition of the quality of our engineering by large investors, proven in the execution in recent years of some of the most complex and largest projects in the energy sector. We want to strengthen our financial position to guarantee our place in the pole position in this great revolution. This capital increase will help us to confirm our position as an international leader in the challenges of the energy sector and decarbonisation"*.

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Juan Lladó, Executive Chairman and representative on the Board of Directors of the Lladó family, founder and largest shareholder of the company, said: *"I am the first convinced. This is a unique growth opportunity for Técnicas Reunidas, the company that my father founded 60 years ago and which now employs around 7,000 people who share the enthusiasm for this project on a daily basis. As representative of the main shareholder, I will be the first to support it: we are committed to subscribing to the capital increase and sparing no effort to develop this company with the same faith and drive that we have maintained since its foundation"*.

### **An extraordinary investment cycle**

The energy industry will make an unprecedented investment effort to secure the supply of conventional energy and advance in its decarbonisation.

Annual investments in the energy industry will amount to \$10.7 trillion between 2023 and 2030, an average of \$1.3 trillion per year. Of this investment, an average of \$181 billion per year will be devoted to decarbonising the sector.

Potential global investment in the markets covered by Técnicas Reunidas will grow by 36% over this period: from \$700 billion per year in 2023 to more than \$950 billion in 2030.

In addition, the company will expand its activity into other sectors, such as steel and cement, which are planning to invest \$178 billion per year globally in decarbonisation initiatives over the next few years.

Técnicas Reunidas is currently working on bids for specific projects totalling an investment of 70 billion dollars.

### **Técnicas Reunidas, in a privileged position to face this scenario**

Técnicas Reunidas is in an excellent position to take advantage of the opportunities offered by this context of growth.

The company counts with proven and competitive engineering resources in an international environment that is affected by a severe shortage of proven engineering resources.

The engineering of complex industrial plants presents significant entry barriers. In addition, the reduction in the number of companies due to corporate activity in recent years and the decrease in investment has led to a significant decrease in available engineering resources.

In this context, the company is therefore in a position to make the most of its solid and competitive presence in the sector, grounded on the more than 4,500 specialised engineers that make its headquarters in Madrid a centre of excellence in engineering.

In addition, Técnicas Reunidas has implemented several strategic initiatives in recent years to optimally face the new investment cycle, among which the following stand out:

- The reduction of the risk profile of its awards: in 2021 and 2022, 75% of them are in line with this strategy.
- The implementation of an efficiency culture that has already delivered significant results in its first wave, with savings of €140 million between 2019 and 2022.
- The launch of **track**, its proposal to adapt its capabilities to the demands of the decarbonisation of the economy and to take advantage from the new opportunities it offers.

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### **Details of the transaction**

The capital increase is carried out pursuant to the authorisation granted to the Board of Directors at the 2021 General Shareholders' Meeting, which allows for a capital increase of up to 50% of the share capital with pre-emptive subscription rights.

The transaction consists of the issue of 24,405,265 new shares, equivalent to 43.7% of the current share capital. Registered shareholders will receive one pre-emptive subscription right for each share held.

The terms and conditions of the capital increase and the procedure for subscription and payment of the new shares will be set out in the relevant prospectus, which is expected to be approved and registered by the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores)(CNMV) in the coming days.

Once registered with the CNMV, the prospectus will be made available to shareholders and investors on the Company's website ([www.tecnicasreunidas.es](http://www.tecnicasreunidas.es)) and the CNMV's website ([www.cnmv.es](http://www.cnmv.es)).

Application will be made for admission to listing of the new shares on the Spanish Stock Exchanges. The new shares will be ordinary shares and will grant their holders the same voting and economic rights as the remaining shares of Técnicas Reunidas.

The transaction is being advised and underwritten by Barclays, Banco Santander, BBVA, HSBC, and Société Générale, as global coordinators; Uría Menéndez, S.L.P. and Gibson, Dunn & Crutcher, as legal advisors to Técnicas Reunidas in Spain and the United States, respectively; Linklaters, S.L.P., as legal advisors to the global coordinators in Spain and the United States, AZ Capital and STJ Advisors as financial advisors and Georgeson as information agent.

### **Técnicas Reunidas**

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Its more than 6,800 employees, most of them highly qualified engineers, make its headquarters in Spain a centre of engineering excellence.

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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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Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), 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”).

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