

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR SOUTH AFRICA, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL



MOTA-ENGIL, SGPS, S.A.

Company open to public investment (*sociedade aberta*)

Registered office: Rua do Rego Lameiro, no. 38, 4300-454 Oporto, Portugal

Fully subscribed and paid-up share capital: €237,505,141

Registered at the Commercial Registry Office of Oporto under the sole registration and taxpayer number 502 399 694

(Issuer)

SHARE CAPITAL INCREASE OF

MOTA-ENGIL, SGPS, S.A.

FROM 237,505,141 EUROS TO 337,505,141 EUROS

RESULTS OF THE OFFER

In accordance with the applicable legal provisions, particularly article 127, number 1, paragraph a) of the Portuguese Securities Code (*Código dos Valores Mobiliários*), Mota-Engil, SGPS, S.A. ("**Mota-Engil**", "**Company**" or "**Issuer**") hereby announces the results of the above-mentioned share capital increase, corresponding to the issuance of up to 100,000,000 new ordinary, book-entry, nominative shares, with a nominal value of 1.00 Euro each, at a subscription price of 1.50 Euros per share, i.e. with a share premium of 0.50 Euros per each new share ("**New Shares**"), with subscription reserved to shareholders of Mota-Engil in the exercise of their respective pre-emptive rights and to other investors who purchased subscription rights (the "**Offer**").

69,142,358 New Shares were proportionally subscribed pursuant to the exercise of subscription rights, representing about 69.1% of the total number of New Shares to be issued pursuant to this Offer, with 30.857.642 shares having remained available for allotment. Additional requests for New Shares subject to allotment amounted to 128.451 shares, corresponding to 0.4% of the quantity available for this purpose.

Therefore, the total demand registered in this share capital amounted to 69,270,809 New Shares, corresponding to proceeds in the amount of circa 103,906,213.50 Euros. As the Offer

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR SOUTH AFRICA, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

was not fully subscribed, the share capital increase is limited to the valid subscription orders received.

As such, taking into consideration the number of shares subscribed pursuant to the Offer, 69,270,809 New Shares will be issued representing the share capital of Mota-Engil, which will be increased from 237,505,141 Euros to 306,775,950 Euros and represented by a total of 306,775,950 ordinary, book-entry, nominative shares with a nominal value of 1.00 Euro each.

The financial settlement of the shares subscribed pursuant to the exercise of subscription rights, as well as those allocated pursuant to the allotment process, is expected to occur on 27 May 2021.

Mota-Engil further informs that it submitted a request to Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. for the admission to trading of all shares involved in this share capital increase on the Euronext Lisbon regulated market. Trading is expected to start on or around 31 May 2021, following the commercial registration of the share capital increase.

Lisbon, 26 May 2021

The Issuer
Mota-Engil, SGPS, S.A.

The Financial Intermediaries
Caixa – Banco de Investimento, S.A. | Haitong Bank, S.A.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR SOUTH AFRICA, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

Disclaimer

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

This notice does not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States. Any securities referred to herein have not been, and will not be, registered under the Securities Act of 1933, as amended (the "US Securities Act"), and may not be offered, exercised or sold in the United States. There is no intention to register any of the securities in the United States or to conduct an offering of securities in the United States and all offers and sales outside the United States will be made to non-US persons in reliance on Regulation S under the US Securities Act.

The issue, exercise or sale of securities in any potential offering are subject to specific legal or regulatory restrictions in certain jurisdictions. The Issuer 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 or subscribe for, 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 or subscribe for, any securities to which this notice refers, unless they do so based on the information contained in the applicable prospectus published or offering circular distributed by the Issuer.

The Issuer has not authorized any offer to the public of securities in any Member State of the European Economic Area (the "EEA") other than Portugal.

In Member States of the EEA (other than Portugal), the information contained herein is for distribution only to and is directed only at persons who are "qualified investors" within the meaning of article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "Prospectus Regulation", which term includes all amendments thereto, including Regulation (EU) 2019/2115 of the European Parliament and of the Council of 27 November 2019) ("Qualified Investors"). In Member States of the EEA (other than Portugal), this information must not be acted on or relied on by persons who are not Qualified Investors. Any investment or investment activity to which this information relates is only available to Qualified Investors and will be engaged in only with Qualified Investors.