



Mota-Engil. A World of Inspiration

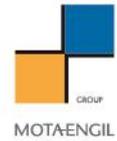


GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

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GENERAL SHAREHOLDERS' MEETING INVITATION

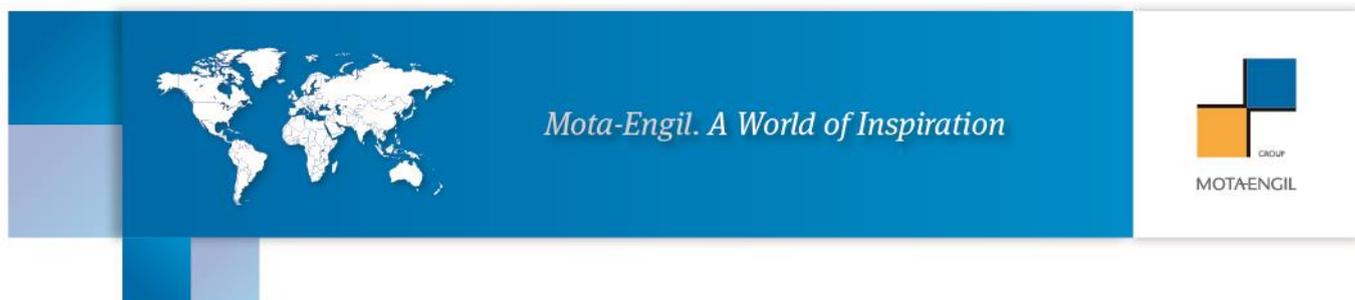
Under the terms of Law and in accordance with its Articles of Association, we hereby convene the Shareholders and the Common Representatives of the Bondholders of **Mota-Engil, SGPS, S.A.**, a Public Company, to attend a General Meeting, at the first convocation, on **June 30, 2021**, at **15:00 pm**, at the Clube Universitário do Porto, located at Rua do Campo Alegre, nº 877, Porto with the following Agenda:

Item One: Appraise, discuss and vote on the Management Report, the Non-financial Information Report, the Separate Financial Position Statement, the Separate Income Statement, the Separate Statement of Comprehensive Income, the Separate Statement of Changes in Equity, the Separate Statement of Cash Flow and the Notes to the Separate Financial Statements relating to the fiscal year 2020 presented by the Board of Directors along with the respective Legal Certification of Accounts and Auditor's Report and the Report and Opinion of the Statutory Audit Board under the terms of Article 376 of the Portuguese Companies Code.

Item Two: Discuss and decide on the Proposal for the Appropriation of the Profits under the terms of Article 376 of the Portuguese Companies Code.

Item Three: Appraise the Report on Corporate Governance practices.

Item Four: Make a general appraisal of the Administration and Governance of the Company under the terms of Articles 376, no. 1, section c) and 455 of the Portuguese Companies Code.



Item Five: Appraise, discuss and vote on the Consolidated Management Report, the Non-financial Information Report, the Consolidated Financial Position Statement, the Consolidated Income Statement, the Consolidated Comprehensive Income Statement, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flow and the Notes to the Consolidated Financial Statements relating to fiscal year 2020 presented by the Board of Directors along with the respective Legal Certification of Accounts and Auditor's Report and the Report and Opinion of the Statutory Audit Board under the terms of Article 508-A of the Portuguese Companies Code.

Item Six: Discuss and decide on the Remuneration Policy.

Item Seven: Discuss and decide on the Company's contracting of one or more loans, in the form of commercial paper, in euros or in another currency.

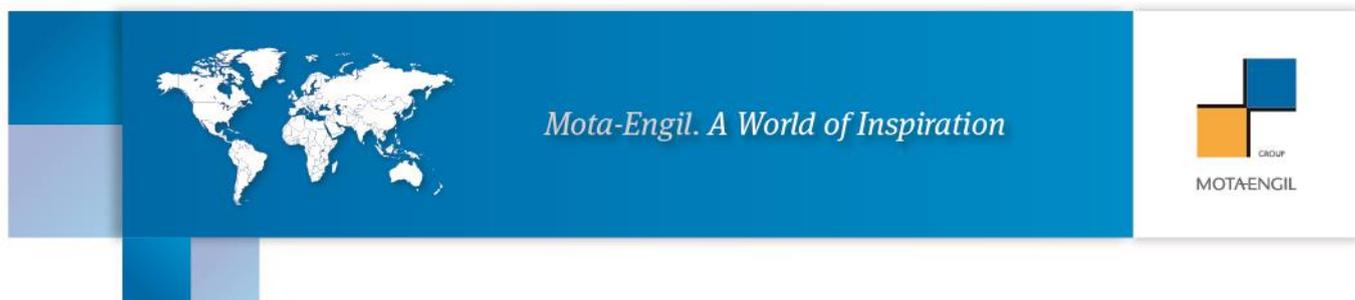
Item Eight: Discuss and decide on the acquisition and disposal by the Company of own shares, as well as mandating the Board of Directors to execute the decisions taken under this point of the Agenda.

Item Nine: Discuss and decide on the acquisition and disposal by the Company of own bonds, as well as mandating the Board of Directors to execute the decisions taken under this point of the Agenda.

Item Ten: Discuss and decide, in accordance with paragraph one of Article 19 of the Articles of Association, to set in fourteen the number of members that will comprise the Company's Board of Directors.

Item Eleven: Discuss and deliberate, on the election, for a new term, corresponding to the three-year period two thousand twenty-one / two thousand and twenty-three (2021/2023), of the members of the Board of Directors, as well as, the members of the Remuneration Committee.

Item Twelve: Discuss and deliberate, in accordance with paragraph eight of Article 19 of the Articles of Association, on the amount of security to be provided by the members of the Board of Directors elected on the Point 11 of this Agenda.



Under the terms of the law and the Articles of Association:

The General Meeting will meet at the above-mentioned place, since the Company's headquarters does not allow it to be carried out under satisfactory conditions, in particular in order to guarantee social distancing as an extraordinary measure necessary, due to the spread of infections of the respiratory system of viral origin, caused by the agent "Coronavirus" (SARS-Cov-2 and COVID19).

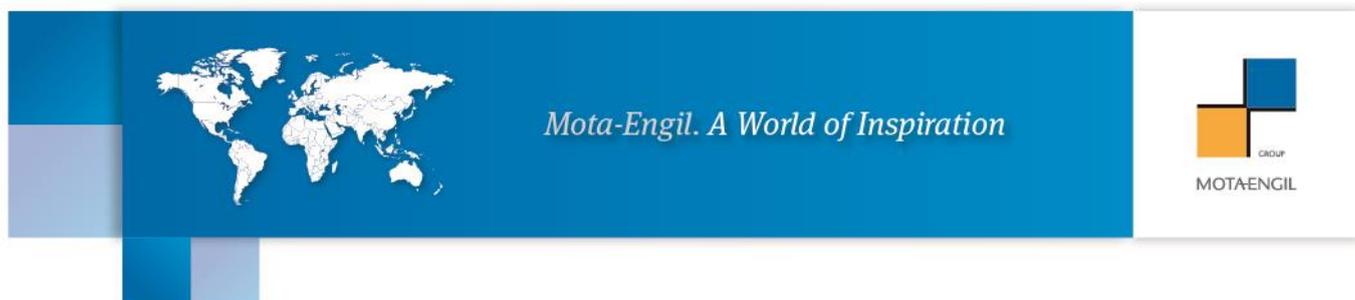
The General Meeting is comprised exclusively by the shareholders with the right to vote as holders of shares which are registered in their name at 0 hours (GMT) of the 5th day of the business prior to the holding of the General Meeting (the "Registration date").

Anyone seeking to take part in the General Meeting which is the subject of the present invitation should declare, by writing, its intention to the Chairman of the Board of the General Meeting as well as to the financial intermediary where the record of shareholdings is open by the day prior to that stated in the previous paragraph.

The financial intermediary referred to in the previous paragraph will have until the end of the 5th day of the previous business to the holding of the present General Meeting to forward to the Chairman of the Board of the General Meeting the information concerning the number of shares registered in the name of the shareholder of this Company which participation in the General Meeting has been communicated to it in accordance with the preceding paragraph, as well as reference to the date of registration of the same.

Anyone who, between the date of registration referred to in the second paragraph above and the end of the General Meeting, transfers ownership of the shares of which they are holder should report said fact immediately to the Chairman of the Board of the General Meeting, as well as, to the CMVM.

Preference Shareholders without vote and Bondholders may only attend the General Meeting through their joint representatives appointed, respectively, under the terms of articles 343 and 357 and those following of the Portuguese Companies Code.



Each share has the right to a vote, except for the preference shares without vote.

Shares which realization is overdue have no right to vote.

Votes should be made in the form specified by the Chairman of the Board of the General Meeting.

Shareholders are represented at the General Meeting, provided that they do so through a written document, with signature, addressed to the Chairman of the Board and delivered to the registered office by mail, express mail or e-mail by the end of the day preceding the "Registration Date".

The representation document referred to in the previous paragraph must specify the meeting to which it refers, indicating the date, time and place in which it takes place and the respective Agenda, thus unequivocally conferring the mandate to the representative, with the proper identification of the last. The signature does not need to be recognized.

Shareholders who are legal persons shall be represented by a person designated for this purpose in writing by their administrative body, being the provisions of the two preceding paragraphs applicable to said representation.

The shareholders of this Company who, in a professional capacity, hold shares in their own name, but on behalf of their clients, may, with said shares, vote in a different sense, provided they present it to the Chairman of the General Meeting, until the 5th trading day prior to the holding of the General Meeting, the identification of each customer and, as well, the number of shares to vote on behalf of each one of them. They will also have to present to the Chairman of the Board of the General Meeting the voting instructions issued by their clients for each one of the Points that comprise the Agenda.



Shareholders who hold shares corresponding to at least 2% of the share capital of the Company may within five days following publication of the present invitation require the inclusion of specific matters in the Agenda for this Meeting providing that said request for inclusion is accompanied by the proposed decision by sending a request to the Chairman of the Board of the General Meeting.

The matters included in the Agenda and the respective resolution proposals, referred to in the previous paragraph, shall, as soon as possible, be disclosed to the other shareholders by the same form used for the disclosure of this invitation, but in any case never later than 0 hours (GMT) of the 5th trading day prior to the date of the General Meeting.

Shareholders with holdings corresponding to at least 2% of share capital of the Company may also require proposed decisions relating to points referred to in the invitation or added to it under the terms of the previous paragraph through a requirement sent in writing to the Chairman of the Board of the General Meeting within five days of the publication of this invitation. Jointly with said request all of the information which should accompany a proposed decision should be forwarded by the proposing shareholder. The proposals, as well as the information that should accompany them, will be, as soon as possible, disclosed to the other shareholders by the same form used for the disclosure of this invitation, but in any case, never after the 10th day prior to the holding of the General Meeting.

Shareholders may vote by post.

Postal votes will only be considered providing that they are received at the Company registered offices at least three days before the date of the General Meeting without prejudice to the obligation of the timely proof of the capacity of shareholder in the terms indicated above.

The postal declaration of vote will only be accepted when signed by the holder of the shares or their legal representative.



In order to ensure the confidentiality of the vote up to the time of voting, the declaration of vote referred to above should be sealed in a closed envelope in which is written the expression "declaração de voto" (declaration of vote).

The envelope containing the declaration of vote should be sealed in another one accompanying a letter issued by the shareholder and forwarded to the Chairman of the Board of the General Meeting, sent by registered post in which is expressed the unequivocal will to vote by post.

Said letter should be signed by the holder of the shares or its legal representative and should be accompanied by a copy of the identity document of the shareholder where this is a natural person or, in the case of a legal person, accompanied by proof of capacity and empowerment for the purpose.

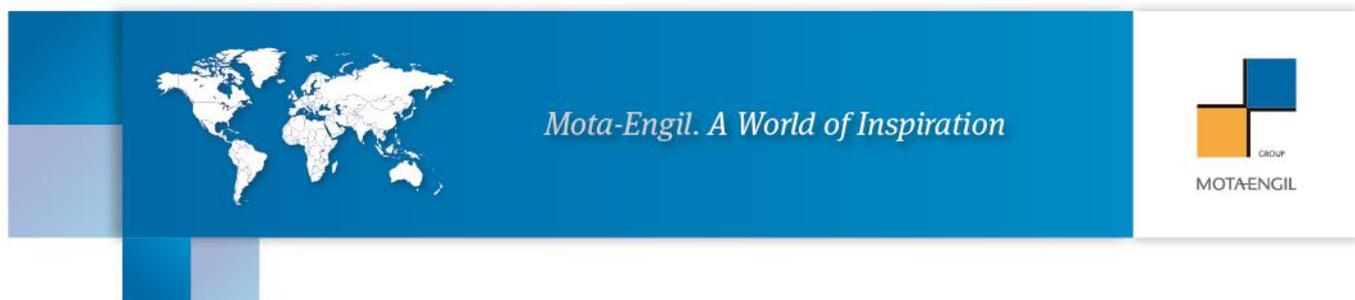
The said sealed envelope shall only be opened by the Chairman of the Board of the General Meeting upon the start of the vote at the General Meeting.

Only declarations of vote which expressly and unequivocally show the following will be considered to be valid:

- a) – indication of the point or points on the Agenda concerned;
- b) – the specific proposal for which it is destined with indication of the proposer(s);
- c) – the precise and unconditional indication of the vote option for each proposal as well as if the same is to hold where the proposal is amended by the proposer.

Votes cast under the above terms shall be considered as negative votes in respect of the proposals submitted after the vote is cast.

Notwithstanding the provisions of section b) above, a shareholder is permitted to send a declaration of vote relating to a specific proposal to declare a vote against all other proposals on the same point on the Agenda with no other specifications.



It will be considered that those shareholders who send declarations of vote by post abstain from voting on proposals which are not the object of said declarations.

Notwithstanding the provisions of section c) above the shareholders may condition their voting option for a specific proposal to the approval or rejection of another within the scope of the same point on the Agenda.

The Chairman of the Board of the General Meeting or, where applicable, its substitute, is responsible for verifying the compliance of the postal declarations of vote. Declarations of vote which are not accepted shall be considered as not having been issued.

Company decisions are taken by a simple majority of the votes issued in the General Meeting unless the provisions of the law or the Articles of Association establish the opposite.

The complete documents and proposals referring to the Points on the Agenda will be available on the dates legally provided for to shareholders for study and analysis at the registered offices of the Company located at Rua do Rego Lameiro, number 38 in Porto under the terms of the provisions of article 289 of the Portuguese Companies Code along with the provisions of article 21-C of the Portuguese Securities Code.

Such proposals may also be obtained from the Company website in the internet and in the "Sistema de difusão de informação da CMVM" (Comissão do Mercado de Valores Mobiliários) website.

Under the terms of the provisions of section c) of number 2 of Article 21-B of the Portuguese Securities Code, the representation document form referred to above will be available to shareholders at the registered offices of the Company from the date of publication of the present invitation.

It is also available to the Shareholders, on the Company website, under the terms of and for the purposes provided for in number 3 of Article 23 of the Portuguese Securities Code, the representation form used for the purposes of representation at the General Meeting for more than five shareholders by a sole representative.



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All communications which, under the terms of the Articles of Association and the applicable legislation, should be sent to the Chairman of the Board of the General Meeting, with the exception of those which should be delivered in the Company's registered offices, may be sent by e-mail to the following address: Presidentemesaag@mota-engil.pt.

Should the General Meeting not be able to be held on the date mentioned above, we hereby establish July 22, 2021, at 15:00 pm, for the General Meeting at the same location and in second convocation.

Porto, June 7, 2021

The Chairman of the Board of the General Meeting

António Cândido Lopes Natário



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM ONE OF THE AGENDA

The Board of Directors proposes to the Shareholders to:

Appraise, discuss and vote on the Management Report, the Non-financial Information Report, the Separate Financial Position Statement, the Separate Income Statement, the Separate Statement of Comprehensive Income, the Separate Statement of Changes in Equity, the Separate Statement of Cash Flow and the Notes to the Separate Financial Statements relating to the fiscal year 2020 presented by the Board of Directors along with the respective Legal Certification of Accounts and Auditor's Report and the Report and Opinion of the Statutory Audit Board under the terms of Article 376 of the Portuguese Companies Code.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM TWO OF THE AGENDA

“To discuss and decide on the Proposal for the Appropriation of the Profits under the terms of Article 376 of the Portuguese Companies Code”

PROPOSAL

The Board of Directors proposes to the General Meeting the transfer of the net negative results for the year, in the amount of 28,100,076 euros and 99 cents, to the caption “Retained earnings”.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM THREE OF THE AGENDA

“To appraise the Report on Corporate Governance practices”

The Board of Directors proposes to the shareholders:

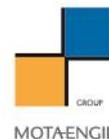
To examine the report on the practices of Corporate Governance, prepared by the Board of Directors.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM FOUR OF THE AGENDA

“Make a general appraisal of the Administration and Governance of the Company under the terms of Articles 376, no. 1, section c) and 455 of the Portuguese Companies Code”

The shareholder Mota Gestão e Participações – Sociedade Gestora de Participações S.A., proposes to the other shareholders of the Company:

The award of a vote of confidence and praise to the Board of Directors and the Statutory Audit Board of the Company and to each of its individual members.

Porto, June 7, 2021

The Shareholder

Mota Gestão e Participações, SGPS, S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM FIVE OF THE AGENDA

The Board of Directors proposes to the Shareholders to:

Appraise, discuss and vote on the Consolidated Management Report, the Non-financial Information Report, the Consolidated Financial Position Statement, the Consolidated Income Statement, the Consolidated Comprehensive Income Statement, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flow and the Notes to the Consolidated Financial Statements relating to fiscal year 2020 presented by the Board of Directors along with the respective Legal Certification of Accounts and Auditor's Report and the Report and Opinion of the Statutory Audit Board under the terms of Article 508-A of the Portuguese Companies Code.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM SIX OF THE AGENDA

"Discuss and decide on the Remuneration Policy"

The Remuneration Committee proposes to the Shareholders to:

Appraise, discuss and vote the Remuneration Policy of the Company, which is attached to the present proposal.

Porto, June 7, 2021

The Remuneration Committee of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING

ON JUNE 30, 2021

ITEM SIX OF THE AGENDA (APPENDIX)

REMUNERATION POLICY 2021

1. Principles and philosophy behind Mota-Engil's Group Remuneration Policy

As a global player, Mota-Engil Group has a presence in over 20 countries and a diversified portfolio of businesses in the areas of engineering and construction, environment and services, concessions, mining, and energy whose success depends on their ability to attract, develop and retain talent at the global level.

Mota-Engil has therefore developed a Remuneration Policy based on the following set of principles that can act as a key pillar in the management of talent:

- To reinforce a meritocratic culture based on competence and merit;
- To promote a philosophy of non-discrimination, diversity and inclusion;
- To foster pursuit of the group's purpose, long-term vision and values founded on performance management models based on Mota-Engil's key competencies (ME Leaders);
- To maximize the sustainable achievement of the Group's results through performance-based recognition mechanisms that ensure alignment with shareholder and stakeholder interests.

These principles are reflected in the structure of the Group's Remuneration Policy set out below.

2. A Transversal Remuneration Policy

The principles, philosophy and structure of the Remuneration Policy are transversal in scope. They apply both to the members of the Board of Directors and Statutory Audit Board and to the employees in general.

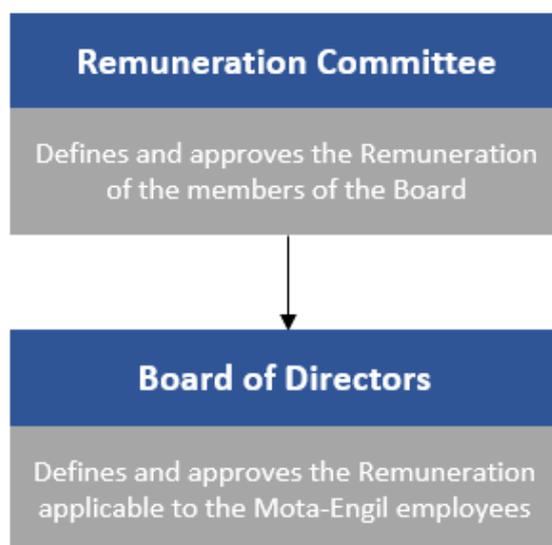
The relevant differences along the spectrum of functional segments stem from three factors:

- Governance of the remuneration system, in which the Remuneration Committee and Board of Directors are responsible for defining and revising the Remuneration Policy applicable to the governing bodies and employees in general, respectively;
- The level of responsibility and complexity of the various functional segments reflected in the defined salary bracket;
- The level of expected and required results from the different functional segments, translated into the performance goals and criteria proposed;
- Maximisation of the sustainable achievement of the Group's results through performance-based recognition mechanisms that ensure alignment with shareholder and stakeholder interests.

3. Governance and decision-making process

Governance as it relates to Remuneration Policy is organised as follows:

- **Remuneration Committee** – responsible for defining and periodically approving the remuneration of the members of the board;
- **Board of Directors** – responsible for defining and approving the Remuneration Policy applicable to the Group's employees.



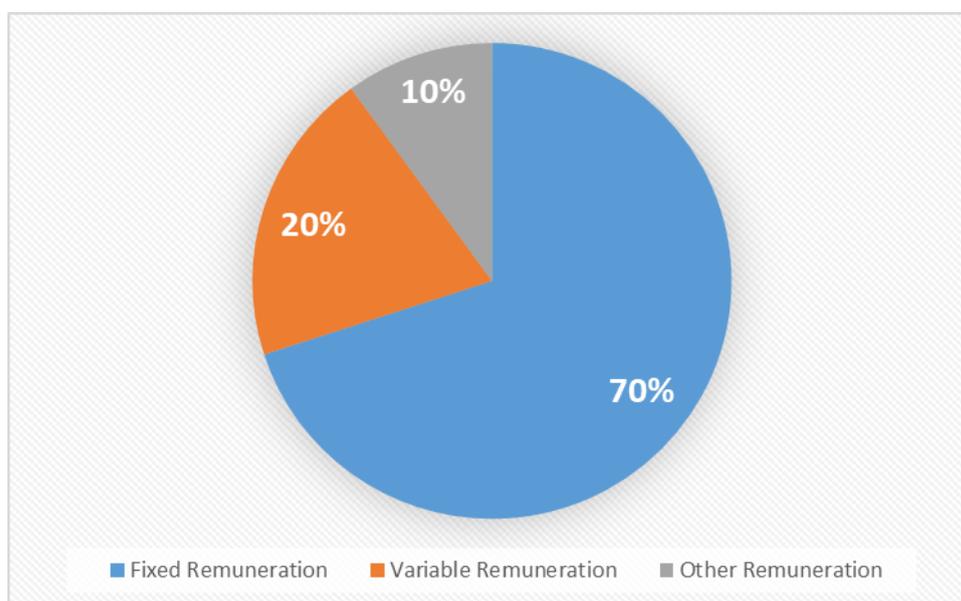


4. Remuneration of the Management and Supervisory Bodies

Components	Purpose and connection to the strategy	Description
Fixed remunerations	To attract and retain personnel with know-how, experience and competencies to lead the business	<p>Characteristics:</p> <ul style="list-style-type: none"> - Regular fixed payments during the year; - May be subject to annual revision by the competent body. <p>Reasons for updating:</p> <ul style="list-style-type: none"> - Performance, based on results achieved and individual competencies; - Change to the scope of responsibilities; - Salary updates due to market variations, IPC, inflation, etc.
Variable remunerations	To incentivise and recognise performance in achieving the Group goals	<p>Characteristics:</p> <ul style="list-style-type: none"> - Performance bonus linked to the established criteria; - Criteria and amounts may be subject to annual revision. <p>Reasons for applying:</p> <ul style="list-style-type: none"> - Applicable functional segment; - Attainment/surpassing of the key performance indicators for the Group and corresponding businesses, specifically the Group's consolidated annual net income and the one achieved in its individual accounts, budgetary compliance and positive variation towards the budget; - Achievement of key behaviours, in particular the individual and collective commitment to promote a culture of ethics and compliance aimed at the sustainability, growth and success of Mota-Engil.
Other remunerations	To attract and encourage long-term retention through a competitive benefits package	<p>Characteristics:</p> <ul style="list-style-type: none"> - Insurance policies (health, life, etc.), cars, mobility supplements, etc; - May be subject to annual revision. <p>Reasons for applying:</p> <ul style="list-style-type: none"> - Applicable functional segment; - Type of task/function performed.

5. Composition of Remunerations

In line with the philosophy and principles set out, the benchmark for the remuneration of the management and supervisory bodies is shown below. This is underscored by the concept of “target pay”, which should account for around 70% of fixed remuneration, 20% of variable remuneration and 10% of other forms of remuneration.



The variation in these percentages stems from the aspects set out in point 4. Remuneration of the management and supervisory bodies aims to ensure a relationship of causality between the reasons for compensation and performance.

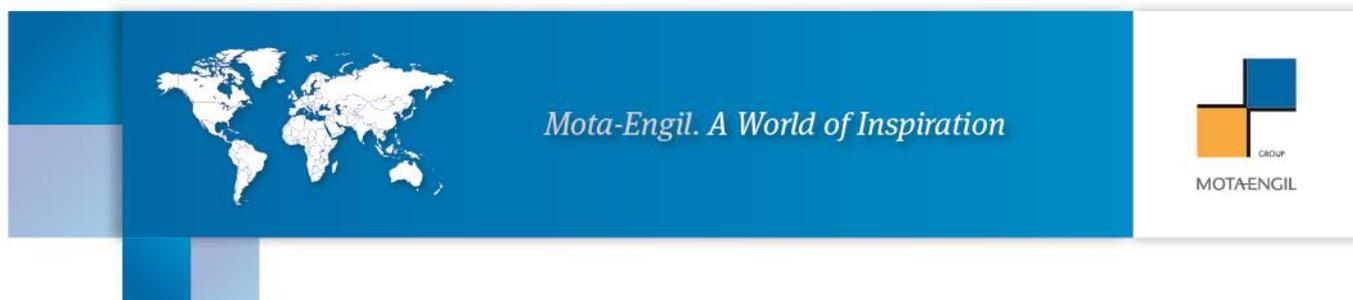
6. Variable Remuneration

6.1. Conceptual model

The variable remuneration policy of the management bodies contains a variable component paid as a performance bonus based on criteria defined and revised annually by the Remuneration Committee.

The criteria for awarding variable remuneration are indexed to performance assessment, for which the Remuneration Committee is responsible, and include two components:

- Quantitative – measured by compliance KPIs indexed to the Group’s strategic plan and set out in annual goals defined at the start of every assessment period in order to balance the long-term vision with the delivery of short-term results;



- Qualitative – resulting from individual assessment based on Mota-Engil’s key competencies.

The variable pay applicable to the Group’s board members depends on the fulfilment of two cumulative conditions: achievement of the barrier goals defined at the start of each annual assessment period set out in the Group Strategic Plan; and consideration of the satisfactory attainment of the quantitative goals in the individual qualitative assessment. This may result in a pay out that varies between a pre-defined minimum and maximum percentage.

6.2. Deferral

There is no deferral in the payment of the aforementioned variable remunerations. Nevertheless, the Remuneration Committee structures the board members’ pay to ensure the continued positive long-term performance of the company.

Positive performance monitoring will be conducted, ex ante, through periodic assessment of KPIs set out in the Group Strategic Plan allowing evaluation of company performance.

Remuneration policy mechanisms will be defined, ex post, to prevent payment of variable remuneration if any of the following criteria are not met:

- One of the barrier goals (corresponding to the minimum level per KPI that must be met to be eligible for payment of variable remuneration) is not achieved in accordance with the parameters fixed for each annual assessment period;
- The average attainment of the goals defined per KPI and considered in the individual qualitative assessment is unsatisfactory.

The Remuneration Committee is satisfied with the current structure of management remuneration, i.e. the absence of any mechanism to defer the variable component and considers it to align with the company’s long-term interests.

On the same basis, it is of the opinion that the Remuneration Committee does not need to fix maximum potential, aggregate and/or individual limits for the remuneration payable to members of the governing bodies. It also considers that the remuneration policy adopted is in line with the payment practices applied in most other PSI-20 companies, bearing in mind the characteristics of the company.

6.3. Clawback

To safeguard the long-term interests of shareholders and stakeholders, Mota-Engil proposes introducing a clawback policy which, in the event of the need for a restatement of the company accounts, could ensure the reimbursement of variable remuneration already paid.

The timeline associated with the clawback mechanism will take the restatement period into account, as well as any factors responsible for it.



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7. Pension plans

With the exception of the members of the Board of Directors who are founders of the Group, for whom a pension plan has already been established, as explained in Note 39 of the Appendix to the Consolidated Report for 2020, no pension plan has been created for the other members of the Board of Directors and Statutory Audit Board.

8. Contract duration and rights

Members of the governing and supervisory bodies are elected for a default period of three years. However, a different period may be applied in the case of co-opting or other special situations.

Management contracts shall exclude all other activity, with the exception of academic activities. No special termination clauses or extraordinary payments associated with terminating contracts, beyond those stipulated in employment law, are defined.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM SEVEN OF THE AGENDA

“Discuss and decide on the Company's contracting of one or more loans, in the form of commercial paper, in euros or in another currency”

Considering that the issuance of commercial paper is a common form of short-term financing, the characteristics of which allow the Company to have a greater flexibility and regularity in obtaining funds, thus contributing to a good Company's treasury management and, thus, to the pursuit of its financial strategy, the Company's Board of Directors proposes that:

The General Meeting shall agree that the Company could, if necessary, issue one or more loans, in the form of commercial paper, in euros or other currency, being the Board of Directors responsible to negotiate the terms and conditions of one or more loans in the form of commercial paper, in accordance with the Company's conveniences and market conditions.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM EIGHT OF THE AGENDA

“Discuss and decide on the acquisition and disposal by the Company of own shares, as well as mandating the Board of Directors to execute the decisions taken under this point of the Agenda.”

Proposal relating to the acquisition and disposal of own shares

The Board of Directors proposes to the Shareholders, under the terms of the provisions of Articles 319 and 320 of the Portuguese Companies Code, that the Meeting approves:

- a) the acquisition by the Company or any subsidiary companies, current or future, of shares already issued or to be issued in any form including rights to their acquisition or attribution, subject to the decision by the Board of Directors of the acquiring company, in accordance with its capacity, under the following terms:
 - i) **Maximum number of shares to be acquired:** the own shares held at any time by the Company or any subsidiary companies, current or future, may not exceed 10% (ten percent) of the total share capital, after deducting the disposals carried out, without prejudice to the quantity which may be required to fulfill the obligations of the acquiring company deriving from the law, a contract or the issue of securities and subject to, where applicable, the subsequent disposal of the shares which exceed said limit, under the terms of the law;
 - ii) **Period during which the acquisition may be carried out:** within a period of 18 (eighteen) months from the date of the present decision;



iii) Form of acquisition: subject to the terms and limits established by law, onerous acquisition in any form, including purchase, respecting the principle of equality of shareholders under the law, to be carried out inside a stock market or outside to investors designated by the Board of Directors in accordance with criteria in which the possible quality of shareholder does not constitute a relevant factor - with respect to the principle of equality in the legally applicable terms -, without prejudice of, in the case of acquisition in fulfillment of an obligation assumed by law, contract or issue of other securities or contracts related to such issuance, being made in accordance with the respective terms and conditions;

iv) Minimum and maximum purchase price: The acquisition price should be within a range of 15% (fifteen percent) more or less relative to the average price of shares traded on Euronext Lisbon during the week prior to the proposed acquisition of the shares or the price established or deriving from the terms of the law or contract when the acquisition results therefrom;

v) Moment of acquisition: At a time to be decided by the Board of Directors of the acquiring company, specifically taking into account the stock market situation and the legal, statutory or contractual conveniences or obligations of the acquiring company, being carried out in one or more stages in the proportions fixed by the Board of Directors.

b) The disposal by the Company or any subsidiary companies, current or future, of shares already issued or to be issued in any form including rights to their acquisition or attribution, subject to the decision by the Board of Directors of the selling company, in accordance with its capacity, under the following terms:

- (i) Minimum number of shares to be disposed of:** that corresponding to the quantity sufficient to fulfill the obligations assumed resulting from the law, a contract, or the issue of other securities or a decision of the Board of Directors;
- (ii) Period during which the disposal may be carried out:** within a period of 18 (eighteen) months from the date of the present decision;



- (iii) **Form of disposal:** subject to the terms and limits established by law, onerous disposal in any form, including sale, to be carried out inside a stock market or outside to investors designated by the Board of Directors of the selling company in accordance with criteria in which the possible quality of shareholder does not constitute a relevant factor - with respect to the principle of equality in the legally applicable terms -, without prejudice of, in the case of disposal in fulfillment of an obligation assumed by law, contract or issue of other securities or contracts related to such issuance, being made in accordance with the respective terms and conditions;
- (iv) **Minimum sale price:** price no less than 15% (fifteen percent) below the average price of shares traded on Euronext Lisbon during the week prior to the disposal or the price established or deriving from the terms of the law or contract when the disposal results therefrom;
- (v) **Time of disposal:** at a moment to be decided by the Board of Directors of the selling company having specifically taking into account the stock market situation and the legal, statutory or contractual conveniences or obligations of the selling company, being carried out in one or more stages in the proportions fixed by the Board of Directors.

c) That the acquisition and disposal of own shares shall be carried out in full compliance with the other applicable rules and, whenever applicable and the Board of Directors considers it possible and appropriate, in compliance with the rules set forth in Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 laying down the requirements and conditions to be fulfilled by those operations regarding own shares in order to benefit from the exemption from prohibitions on market abuse, as well as the national legislation implementing the aforementioned Regulations.



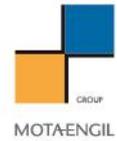
d) Recognize herewith the full empowerment of the Board of Directors of the Company to execute the decisions taken regarding the content of a) and b) above in the terms considered opportune and convenient and providing that the respective operations fulfill all legal conditions.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM NINE OF THE AGENDA

“Discuss and decide on the acquisition and disposal by the Company of own bonds, as well as mandating the Board of Directors to execute the decisions taken under this point of the Agenda.”

Proposal relating to the acquisition and disposal of own bonds

The Board of Directors proposes to the Shareholders, under the terms of the provisions of articles 354, 319 and 320 of the Portuguese Companies Code that the Meeting approves, in any of the situations in which approval is legally required:

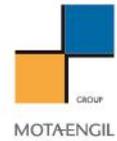
a) The acquisition by the Company or any subsidiary companies, current or future, of own bonds or other securities representing debt (or equivalent), current or future, already issued or to be issued by the Company in any form including rights to their acquisition or attribution, subject to the decision by the Board of Directors of the acquiring company, in accordance with its capacity, under the following terms:

(i) Maximum number of bonds to be acquired: that corresponding to the total for each issue;

(ii) Period during which the acquisition may be carried out: within a period of 18 (eighteen) months from the date of the present decision;



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(iii) Form of acquisition: subject to the terms and limits established by law, acquisition in any form, including onerous acquisition on the stock market where the bonds are admitted or acquisition outside the stock market to investors designated by the Board of Directors in accordance with criteria in which the possible quality of shareholder does not constitute a relevant factor - with respect to the principle of equality in the legally applicable terms -, without prejudice of, in the case of acquisition in fulfillment of an obligation assumed by law, contract or issue of other securities or contracts related to such issuance, being made in accordance with the respective terms and conditions;

(iv) Minimum or maximum price of the acquisition: the acquisition price should be within a range of 15% (fifteen percent) more or less relative to the average price of bonds traded on a regulated market during the week prior to the proposed acquisition of bonds.

If the bonds are not admitted for trade on a regulated market the maximum and minimum limits are relative to the values published by an entity with an international reputation on the bond market (Bloomberg, for example), where applicable, or an independent and qualified consultant or a financial intermediary appointed by the Company.

In the case of an acquisition connected or in fulfillment of the conditions of the issue of other securities or a contract related with said issue the price will be that which results from the terms of said issue or contract.

v) Time of acquisition: at a time to be decided by the Board of Directors of the acquiring company, specifically taking into account the stock market situation and the legal, statutory or contractual conveniences or obligations of the acquiring company, being carried out in one or more stages in the proportions fixed by the Board of Directors.

b) Except for conversions or amortizations, the disposal by the Company or any subsidiary companies, current or future, of own bonds or other securities representing debt (or equivalent), current or future, already issued or to be issued by the Company in any form including rights to their acquisition or attribution, subject to the decision by the Board of Directors of the selling company, in accordance with its capacity, under the following terms:



(i) Minimum number of bonds to be disposed of: that corresponding to the quantity sufficient to fulfill the obligations assumed resulting from the law, a contract, or the issue of other securities or a decision of the Board of Directors;

(ii) Period during which the disposal may be carried out: within a period of 18 (eighteen) months from the date of the present decision;

(iii) Form of disposal: subject to the terms and limits established by law, disposal in any form, including onerous disposal, inside the stock market where the bonds are admitted or outside the stock market to investors designated by the Board of Directors in accordance with criteria in which the possible quality of shareholder does not constitute a relevant factor - with respect to the principle of equality in the legally applicable terms -, without prejudice of, in the case of disposal in fulfillment of an obligation assumed by law, contract or issue of other securities or contracts related to such issuance, being made in accordance with the respective terms and conditions;

(iv) Minimum sale price: Price no less than 15% (fifteen percent) below the average for bonds sold on the regulated market during the week immediately prior to the intended sale of the bonds.

If the bonds are not admitted for trade on the regulated market the minimum limit is relative to the values published by an entity with an international reputation on the bond market (Bloomberg, for example), where applicable, or by a qualified independent consultant or a financial intermediary appointed by the Company.

In the case of a disposal connected or in fulfillment of the conditions of the issue of other securities or a contract related with said issue the price will be that which results from the terms of said issue or contract.

(v) Time of disposal: at a time to be decided by the Board of Directors of the selling company, specifically taking into account the stock market situation and the legal, statutory or contractual conveniences or obligations of the selling company, being carried out in one or more stages in the proportions fixed by the Board of Directors.



c) That the acquisition and sale of own bonds shall be carried out in full compliance with the other applicable rules and, whenever applicable and the Board of Directors considers it possible and appropriate, in compliance with the rules set forth in Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and in the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 laying down the requirements and conditions to be fulfilled by those operations regarding own shares in order to benefit from the exemption from prohibitions on market abuse, as well as the national legislation implementing the aforementioned Regulations.

d) Recognize herewith the full empowerment of the Board of Directors of the Company to execute the decisions taken regarding the content of a) and b) above in the terms considered opportune and convenient and providing that the respective operations fulfill all legal conditions.

Porto, June 7, 2021

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM TEN OF THE AGENDA

“Discuss and decide, in accordance with paragraph one of Article 19 of the Articles of Association, to set in fourteen the number of members that will comprise the Company's Board of Directors.”

The Shareholder Mota Gestão e Participações - Sociedade Gestora de Participações Participações, S.A.

Proposes:

That, pursuant to number 1 of article 19 of the Company's Articles of Association, the number of members who will comprise the Company's Board of Directors be fixed in fourteen.

Porto, June 7, 2021

The Shareholder

Mota Gestão e Participações - Sociedade Gestora de Participações Participações, S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM ELEVEN OF THE AGENDA

“Discuss and deliberate, on the election, for a new term, corresponding to the three-year period two thousand twenty-one / two thousand and twenty-three (2021/2023), of the members of the Board of Directors, as well as, the members of the Remuneration Committee.”

The Shareholder Mota Gestão e Participações - Sociedade Gestora de Participações Participações, S.A.

Proposes:

That for the three-year period two thousand twenty-one / two thousand twenty-three, the following members of the Board of Directors and the Remuneration Committee that are part of the following List be elected:

Board of Directors:

- António Manuel Queirós Vasconcelos da Mota, of Portuguese nationality, married, holder of the tax number 119638347 and resident at Largo do Monte da Eira, number 57 - Casa do Pinheiro Manso, 4600 - 126 Amarante.
- Wang Jingchun, of Chinese nationality, married and resident at 402, Unit 3, A22 Deshengmenwai Street, Xicheng District, Beijing, People's Republic of China.
- Gonçalo Nuno Gomes de Andrade Moura Martins, of Portuguese nationality, married, holder of the tax number 199924872 and resident at Avenida D. Carlos I, number 35, 3º Right, 1200 - 646 Lisboa.
- Carlos António Vasconcelos Mota dos Santos, of Portuguese nationality, married, holder of the tax number 203272188 and resident at Avenida da Boavista, number 4983/5003, 4100 - 141 Porto.
- Wang Xiangrong, of Chinese nationality, married and resident at Unit 1, Building 7, Railway Community, Exhibition Road Street, Beijing, People's Republic of China.



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- Manuel António da Fonseca Vasconcelos da Mota, of Portuguese nationality, married, holder of the tax number 211724971 and resident at Rua Narciso Espírito Santo, number 52/54, Maianga, Luanda, Republic of Angola.
- Xiao Di, of Chinese nationality, married and resident at 1203 Building No.14 Shaoyaoju Jia No. 2 yard, Chaoyang District, Beijing, People's Republic of China.
- Maria Paula Queirós Vasconcelos Mota de Meireles, of Portuguese nationality, widow, holder of the tax number 148239404 and resident at Avenida da Boavista, number 2453, 4100 - 135 Porto.
- Ping, of Chinese nationality, married and resident at 9 Chunxiu Road, Dongcheng, Dongcheng District, Beijing, People's Republic of China.
- Tian Feng, of Chinese nationality, married and resident at 8th floor of century Xingyuan Building, 20 Anyuan Road, Chaoyang District, Beijing, People's Republic of China.
- Ana Paula Chaves e Sá Ribeiro, of Portuguese nationality, married, holder of the tax number 196018684 and resident at Largo de Santos, number 15, 4º A, 1200 - 808 Lisboa.
- Francisco Manuel Seixas da Costa, of Portuguese nationality, married, holder of the tax number 122325338 and resident at Rua São Domingos à Lapa, number 54, R/CH, 1200 - 836 Lisboa.
- Helena Sofia da Silva Borges Salgado Fonseca Cerveira Pinto, of Portuguese nationality, married, holder of the tax number 196772613 and resident at Rua Bartolomeu Velho, number 889, 4º A, 4150-124 Porto.
- Isabel Maria Pereira Aníbal Vaz, of Portuguese nationality, divorced, holder of the tax number 200873881 and resident at Rua Professor Gomes Teixeira, number 19, 7º floor, 1350-264 Lisboa.



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Remuneration Committee:

- António Manuel Queirós Vasconcelos da Mota, of Portuguese nationality, married, holder of the tax number 119638347 and resident at Largo do Monte da Eira, number 57 - Casa do Pinheiro Manso, 4600 - 126 Amarante.
- Wang Jingchun, of Chinese nationality, married and resident at 402, Unit 3, A22 Deshengmenwai Street, Xicheng District, Beijing, People's Republic of China.

Porto, June 7, 2021

The Shareholder

Mota Gestão e Participações - Sociedade Gestora de Participações, S.A.



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GENERAL SHAREHOLDERS MEETING
ON JUNE 30, 2021

ITEM ELEVEN OF THE AGENDA (CURRICUUM VITAE FOR THE NEW MEMBERS):

**CURRICULUM VITAE
ISABEL MARIA PEREIRA ANÍBAL VAZ**

A – QUALIFICATIONS

- Degree in Chemical Engineering (Process and Industry), Instituto Superior Técnico (IST), Universidade de Lisboa.
- MBA with specialization in Management, Universidade Nova de Lisboa.

B – PROFESSIONAL CAREER

- Non-executive member of the Board of Directors of CTT, since 2020.
- Member of the Board of Directors of Sonae Capital, SGPS, S.A., since 2019.
- Management positions in several companies of Grupo Luz Saúde, since 2000.

As of the present date, it does not hold shares or bonds of Mota-Engil, SGPS, S.A.



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CURRICULUM VITAE PING PING

A – QUALIFICATIONS

- The China University of Political Science and Law Bachelor of law.
- The China University of Political Science and Law Master of law.

B – PROFESSIONAL CAREER

- Deputy General Manager of Legal and Risk Department of China Communications Construction Company Ltd. (CCCC) and China Communications Construction Group, since 2020.
- Deputy General Manager of Legal Department of CCCC, from 2018 to 2020.
- Assistant to General Manager & Director of Contract Management Division of Legal Department of CCCC, from 2016 to 2018.
- Director of Contract Management Division of Legal Department of CCCC, from 2015 to 2016.

As of the present date, it does not hold shares or bonds of Mota-Engil, SGPS, S.A.



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CURRICULUM VITAE TIAN FENG

A – QUALIFICATIONS

- Tsinghua University Master of Civil Engineering.

B – PROFESSIONAL CAREER

- Deputy Chief Engineer of CCCC Highway Consultants Co. Ltd. & General Manager of Chelbi Engineering Consultants Inc., since 2019.
- Deputy Chief Engineer of CCCC Highway Consultants Co. Ltd. & Deputy General Manager and Chief Economist of Chelbi Engineering Consultants Inc., from 2015 to 2019.

As of the present date, it does not hold shares or bonds of Mota-Engil, SGPS, S.A.



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CURRICULUM VITAE WANG JINGCHUN

A – QUALIFICATIONS

- Chang'an University Bachelor of Highway and urban road construction.

B – PROFESSIONAL CAREER

- General Manager (Director) of Overseas Business Department (Foreign Affairs Office) of China Communications Construction Company Ltd (CCCC), since 2021.
- Executive General Manager of CCCC Overseas Business Division and CCCC International & Chairman of the Board of Chuwa Bussan Company Limited, from 2020 to 2021.
- Executive General Manager of CCCC Overseas Business Division and CCCC International, from 2018 to 2020.
- Executive General Manager of CCCC Overseas Business Division and CCCC International & Chairman of the Board of Chuwa Bussan Company Limited, from 2017 to 2018.
- Executive General Manager of CCCC Overseas Business Division and CCCC International, from 2016 to 2017.

As of the present date, it does not hold shares or bonds of Mota-Engil, SGPS, S.A.



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CURRICULUM VITAE WANG XIANGRONG

A – QUALIFICATIONS

- Chang'an University Bachelor of Accounting.

B – PROFESSIONAL CAREER

- Chief Accountant of China Road and Bridge Corporation Ltd. (CRBC) Serbia, since 2017.
- Deputy general manager of finance and accounting department of CRBC, from 2010 to 2017.

As of the present date, it does not hold shares or bonds of Mota-Engil, SGPS, S.A.



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CURRICULUM VITAE XIAO DI

A – QUALIFICATIONS

- Shanghai International Studies University Bachelor of International Accounting.
- University of International Business and Economics Master of Accounting.

B – PROFESSIONAL CAREER

- General Manager Assistant and Manager of Overseas Investment Department of China Communications Construction Company Ltd. (CCCC) – Overseas Business Division, since 2019.
- Manager of Overseas Investment Department of CCCC Overseas Business Division, from 2016 to 2019.

As of the present date, it does not hold shares or bonds of Mota-Engil, SGPS, S.A.



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GENERAL SHAREHOLDERS MEETING ON JUNE 30, 2021

ITEM TWELVE OF THE AGENDA

“Discuss and deliberate, in accordance with paragraph eight of Article 19 of the Articles of Association, on the amount of security to be provided by the members of the Board of Directors elected on the Point 11 of this Agenda.”

The Shareholder Mota Gestão e Participações - Sociedade Gestora de Participações, S.A.

Proposes:

That, in accordance with paragraph eight of Article 19 of the Company's Articles of Association and, as well as, pursuant to Article three hundred and ninety-six of the Commercial Companies Code, the members of the Board of Directors elected as to Point Eleven of this Agenda shall provide a security for the minimum amount legally established, or, alternatively, replace that security with an insurance contract in favour of the Company.

Porto, June 7, 2021

The Shareholder

Mota Gestão e Participações - Sociedade Gestora de Participações, S.A.