



Mota-Engil. A World of Inspiration

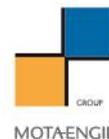


GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

Invitation	2
Proposals	
Item One	11
Item Two	12
Item Three	13
Item Four	15
Item Five	16
Item Six	17
Item Seven	30
Item Eight	31
Item Nine	34
Item Ten	35
Item Eleven	36
Item Twelve	40
Item Thirteen	44
Item Fourteen	45
Item Fifteen	46



Mota-Engil. A World of Inspiration



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 May the 6th, 2022, 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 and other documents for the provision of the Individual Accounts, relating to the fiscal year 2021, presented by the Board of Directors, as well as the Legal Certification of Accounts, the Auditor's Report and the Report and Opinion of the Supervisory Audit Board, under the terms of article 376 of the Portuguese Commercial Companies Code.

Item Two: Appraise, discuss, and vote on the Consolidated Management Report and other documents for the provision of the Consolidated Accounts, relating to the fiscal year 2021, presented by the Board of Directors, as well as the Consolidated Legal Certification of Accounts, the Auditor's Report and the Report and Opinion of the Supervisory Audit Board, under the terms of article 508-A of the Commercial Companies Code.

Item Three: Discuss and decide on the Proposal for the Allocation of Results under the terms of Article 376 of the Portuguese Companies Code.

Item Four: Appraise the Report on Corporate Governance practices, including the Management and Supervisory Audit Board Remunerations Report.

Item Five: 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 Commercial Companies Code.

Item Six: Discuss and decide on the change of the Remuneration Policy.



Item Seven: Discuss and decide, in accordance with the provisions of paragraph one of article nineteen of the Articles of Association to set in fifteen the number of members that will comprise the Company's Board of Directors.

Item Eight: Discuss and decide on the election, for the current term of office corresponding to the three-year period, two thousand and twenty-one/two thousand and a twenty-three (2021-2023) of a new member of the Board of Directors.

Item Nine: Discuss and decide, under the terms of paragraph eight of article nineteen of the Articles of Association, on the amount of the guarantee to be provided by the member of the Board of Directors elected in relation to the previous Item of this agenda.

Item Ten: Discuss and decide on the election, for a new term of office, corresponding to the three-year period two thousand and twenty-two/two thousand and twenty-four (2022/2024) of the members of the Board of the General Meeting.

Item Eleven: 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 Twelve: 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 Thirteen: Discuss and decide on the partial revocation of the decision taken regarding Item Fifteen of the agenda of the General Meeting of this Company, held on May 23rd, 2019.

Item Fourteen: Discuss and decide on the authorization to be granted by the Company's Shareholders' General Meeting for the issue of one or more bond loans, in euros or another currency, up to a total amount of € 400,000,000.00 (four hundred million euros).



Item Fifteen: Discuss and decide, pursuant to the provisions of paragraph 3 of Article 350 of the Portuguese Commercial Companies Code, as well as in accordance with the provisions established in article ten of the Articles of Association, on the authorization to be granted to the Board of Directors for, within the scope of the resolution to be taken in relation to the previous Item of this Agenda, to issue bonds, which may be made partially in one or more series, in euros or in another currency.

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 do not allow it to be carried out under satisfactory conditions.

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"), that is, the 0 hours (GMT) of the April 29th, 2022.

Anyone wishing to participate in the General Meeting, which is the subject of the present invitation, must declare by writing such intention to the financial intermediary where the share registration is open, until the day before the day referred to in the previous paragraph, that is, until 23:59 pm (GMT) of April 28th, 2022.

The financial intermediary referred to in the previous paragraph will have to inform the Chairman of the Board of the General Meeting of the client's intention to participate in the aforementioned General Meeting and will have, until the end of the 5th previous trading day to the date of the present General Meeting, that is, until 23:59 (GMT) of April 29th, 2022, 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 the 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.

Holders of preference shares 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 Commercial 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 performed in the form specified by the Chairman of the Board of the General Meeting.

Shareholders may be 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", that is, until 23:59 pm (GMT) on April 28th 2022.

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, that is, until 23:59 (GMT) of April 29th, 2022, 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 Items 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 - through a request addressed to the Chairman of the Board of the General Meeting - the inclusion of specific matters in the Agenda for this Meeting providing that said request for inclusion is accompanied by the proposed decision.

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, that is, the 0 hours (GMT) of April 29th, 2022.

Shareholders with holdings corresponding to at least 2% of share capital of the Company may also require proposed decisions relating to Items 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 later than the 10th day prior to the holding of the General Meeting, that is, until 23:59 pm (GMT) of April 26th, 2022.

Shareholders may vote by post.



Postal votes will only be considered providing that they are received at the Company registered office at least three days before the date of the General Meeting, that is until 23:59 pm (GMT) of the May 2nd, 2022, 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 by 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 should be written the expression "*declaração de voto relativa ao Ponto da Ordem de Trabalhos*"(voting declaration relating to Item..... of the agenda).

For each Item of the agenda should be send a "*declaração de voto*" (voting declaration).

The envelopes containing the vote declarations 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 should be expressed the unequivocal will to vote by post. The said letter should be signed by the holder of the shares or by its legal representative and should be accompanied by a copy of the identity document of the shareholder, if this one is a natural person or, in the case of a legal person, accompanied by the proof of capacity and empowerment for the purpose.

The aforementioned sealed envelopes containing the "*declarações de voto*" (voting declarations) 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 Item of the agenda it concerns;
- b) – the specific proposal for which it is intended, with the 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 allowed to send a declaration of vote relating to a specific proposal to declare a vote against all other proposals on the same Item of the agenda with no other specifications.

It will be considered that those shareholders who send declarations of vote by post will 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 Item of 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 Items of the agenda will be available on the dates legally provided for shareholders to study and analysis at the registered office 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 Commercial Companies Code along with the provisions of article 21-J of the Portuguese Securities Code.

Such proposals may also be obtained from the Company website in the internet www.mota-engil.com 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 1 of Article 21-J of the Portuguese Securities Code, the representation document form referred to above will be available to the shareholders at the registered office of the Company and in its website, 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.

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 to the Company's registered office, may be sent by e-mail to the following address: Presidentemesaag@mota-engil.pt.

The personal data of shareholders or their representatives communicated to the Company and collected within the scope of the General Meeting will be processed exclusively for the holding and management of the General Meeting, which will take place on May 6th, and will be treated in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27th 2016 "General Data Protection Regulation" or "GDPR", and the Company will act as responsible for the processing of this personal data.

Personal data will be collected and processed in order to comply with legal obligations and legitimate interest, pursuant to article 6, points c) and f), respectively, of the General Data Protection Regulation in order to manage the General Meeting. Personal data will be processed and collected, namely regarding interventions, vote declarations of shareholders and their representatives, exercise of voting rights and the preparation of attendance lists. Holders of personal data shall provide such data, as that is a legal obligation, without which the holding of the General Meeting will be compromised.



Data holders may, at any time and to the extent that legal requirements are met, exercise their rights of access, rectification, elimination, limitation and opposition to the processing, for which purpose the request must be addressed to Mota-Engil via the email address privacy@mota-engil.com without prejudice to being able, at any time, to file a complaint to the National Data Protection Commission.

Should the General Meeting not be able to be held on the date mentioned above, we hereby establish the May 27th, 2022, at 15:00 pm, for the General Meeting at the same location and in second call.

Porto, April 12, 2022

The Chairman of the Board of the General Meeting

António Cândido Lopes Natário



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM ONE OF THE AGENDA

The Board of Directors proposes to the Shareholders to:

Appraise, discuss, and vote on the Management Report and other documents for the provision of the Individual Accounts, relating to the fiscal year 2021, presented by the Board of Directors, as well as the Legal Certification of Accounts, the Auditor's Report and the Report and Opinion of the Supervisory Audit Board, under the terms of article 376 of the Portuguese Commercial Companies Code.

Porto, April 12, 2022

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM TWO OF THE AGENDA

The Board of Directors proposes to the Shareholders to:

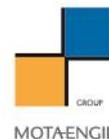
Appraise, discuss, and vote on the Consolidated Management Report and other documents for the provision of the Consolidated Accounts, relating to the fiscal year 2021, presented by the Board of Directors, as well as the Consolidated Legal Certification of Accounts, the Auditor's Report and the Report and Opinion of the Supervisory Audit Board, under the terms of article 508-A of the Commercial Companies Code.

Porto, April 12, 2022

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM THREE OF THE AGENDA

"Discuss and decide on the Proposal for the Allocation of Results under the terms of Article 376 of the Portuguese Companies Code."

PROPOSAL

The Board of Directors proposes to the annual General Meeting the coverage of negative retained earnings in the amount of 28,100,076 euros and 99 cents, by transfer of the heading of "Other Reserves" and the following distribution of the net income for the year, in the amount of 42,340,980 euros and 16 cents, which already includes the amounts of 500,000 euros and 250,000 euros assigned to the distribution of profits, respectively, by the Board of Directors, pursuant to Article 27(2) of the Articles of Association, and by employees:

- a) For the legal reserve, 5% of the net income of the year, amounting to 2,117,049 Euro and 1 cent;
- b) For immediately distribution to shareholders, 5.175 euro cents per share, tax captives, in the overall value of 15,875,655 euros and 41 cents; and
- c) For free reserves, the remainder, in the amount of 24,348,275 euros and 74 cents.

In the event of approval of the proposal above, the Board of Directors proposes additionally to the annual General Meeting, subject to the condition set out below, an additional distribution to shareholders of 1.725 euro cents per share, in the overall value of 5,291,885 euros and 14 cents.

This additional distribution is subject to the condition that the consolidated net income attributable to the Group, to be verified at the end of the first half of 2022, is more than 50% of the 2021 consolidated net income attributable to the Group, i.e. more than 10,820.5 thousand euros.



Once the above-mentioned condition has been verified in light of the consolidated half-yearly accounts, the production of the effects of the resolution that takes place will take place on October 1, 2022.

In the event of such condition not being met, that amount of net income for the year shall remain, immediately after the non-verification of the condition, in the caption of free reserves, and shall not be distributed to the shareholders.

Porto, April 12, 2022

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM FOUR OF THE AGENDA

“Appraise the Report on Corporate Governance practices, including the Management and Supervisory Audit Board Remunerations Report.”

The Board of Directors proposes to the shareholders:

- Make a general appraisal over the Report on Corporate Governance practices, prepared by this Board, on which the Management and Supervisory Audit Board Remunerations Report is included.

Porto, April 12, 2022

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM FIVE 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 Commercial Companies Code.”

The shareholder Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, 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 Supervisory Audit Board of the Company and to each one of its individual members.

Porto, April 12, 2022

The Shareholder

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM SIX OF THE AGENDA

"Discuss and decide on the change of the Remuneration Policy "

The Remuneration Committee proposes to the Shareholders to:

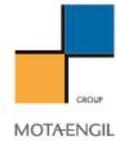
Appraise, discuss, and vote the change to the Remuneration Policy of the Company, which final version is attached to the present proposal.

Porto, April 12, 2022

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM SIX OF THE AGENDA – APPENDIX – REMUNERATION POLICY

REMUNERATION POLICY 2022

1. Principles and Philosophy of Mota-Engil Group's Remuneration Policy

The Mota-Engil Group is a global player with a presence in over 20 geographies, a diverse business portfolio in the areas of Engineering and Construction, Environment and Services, Concessions, Mining and Energy, the success of which hinges on its ability to attract, develop and retain Talent on a global scale.

For this purpose, Mota-Engil, SGPS, SA (Mota-Engil or Company) has developed a Remuneration Policy to serve as a key pillar for managing Talent and that is based on a set of principles, as follows:

- Reinforce a meritocracy culture based on competence and merit;
- Foster a non-discrimination, diversity and inclusion philosophy;
- Promote the pursuit of the Group's Purpose, Long-term vision and Values in accordance with performance management models based on Mota-Engil's key competences (ME Leaders);
- Maximize the sustainable achievement of the results of the Group, by means of performance-based recognition arrangements, which ensure the alignment with Shareholders and Stakeholder's interests.

These principles are reflected on the structure of the Group's Remuneration Policy, described below, which is a key tool in the pursuit of the company's long-term strategy and interests, as set out in 'Strategic Plan - Building 26 - for a sustainable future', for the 2022-2026 period.



The following are the principles to be observed for purposes of remuneration setting:

- Functions performed

The functions performed by each member should be considered in the broadest sense of the activity effectively carried out and the related responsibilities and not solely in a formal sense. The directors, executive directors or the members of the Supervisory Audit Board will not all be in the same position. The functions should be considered as broadly as possible, taking into account such criteria as responsibility, time spent, or value added for the Group, which results from a specific type of activity or institutional representation. Additionally, such a consideration should not discount any functions performed at other controlled companies, which entails an increased responsibility as well as a cumulative source of income.

In line with the principle set out, the Group has established a remuneration policy, the scope of which also applies, by segments, to members of management and employees based on the international Korn Ferry/Hay Group model for marking functions.

In accordance with the current methodology, functions are assessed on the basis of knowledge, complexity and responsibility/autonomy required and are, subsequently, framed into predefined functional groups. This is the benchmark vector for determining remuneration conditions.

- Financial situation of the Company

The financial situation of the Company should be taken into consideration together with its interests in the long term and in terms of real growth, and the creation of shareholder value.

To this end, the Group has fostered its development by means of a short- and medium-term plan (the Group's Strategic Plan), setting goals and preparing initiatives, the performance of which is subject to periodic assessment through a series of KPIs which guide performance along five strategic aims, as set out in point 6.2 below.



As the Group's Strategic Plan is the tool that guides its strategy, the KPIs comprise one of the key components for the assessment of members of the Group's management and for the determination of their remuneration, driving the incentive mechanisms toward the effective creation of value in the long term.

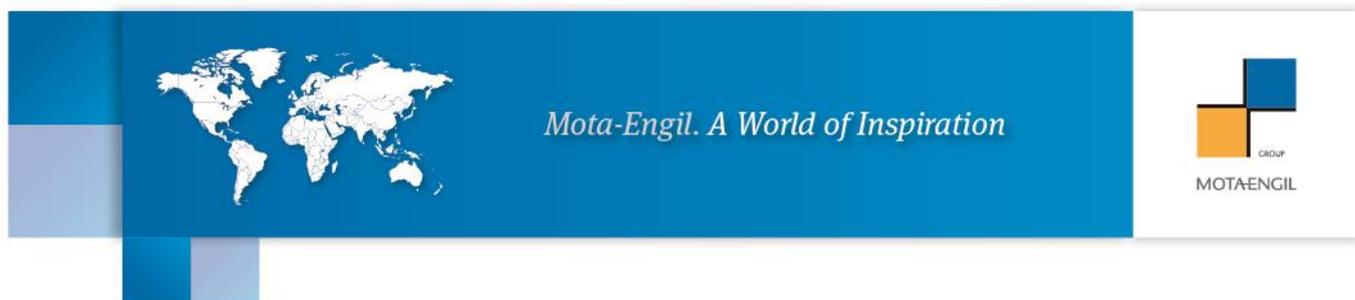
- General market conditions for equivalent situations

The setting of any remuneration cannot evade the laws of supply and demand and the members of Company's governing bodies are no exception. The observance of market practices allows professionals to be maintained with a level of performance that is adequate to the complexity of their functions and their responsibilities. It is important that the remuneration be aligned with the market and stimulating, in order to achieve a high level of individual and collective performance, safeguarding not only their own interests but essentially those of the Company and the creation of shareholder value.

Considering the abovementioned principle, the periodic auditing of compensation practices as well as its comparison with the market falls within the scope of the Group's remuneration policy. To this end, the international Korn Ferry/Hay Group methodology for the marking of functions is adopted along with Korn Ferry/Hay Group wage studies aimed at comparative functional groups, thus ensuring competitive grounds for adjustment to the strategy for human resource development and to the evolution of the wage market.

2. Cross-sectional Nature of the Remuneration Policy

The Remuneration Policy's principles, philosophy and structure are cross-sectional, applying both to Board members and Supervisory Audit Board members and to employees at large.



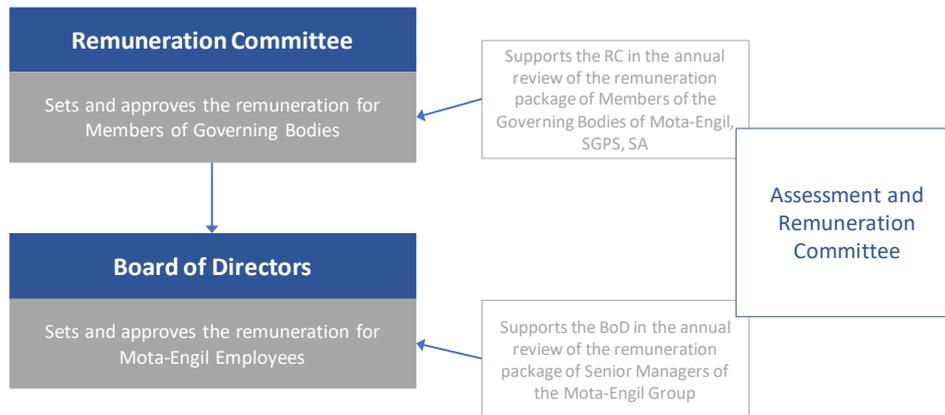
Any relevant differences along the spectrum of functional areas are due to four factors:

- Remuneration System Governance, whereas:
 - the Remuneration Committee is in charge of establishing and reviewing the Remuneration Policy for Mota-Engil's Governing Bodies, a function they perform with the support of the Assessment and Remuneration Committee;
 - the Board of Directors ("Bod") is in charge of establishing and reviewing the Remuneration Policy for Group employees, particularly Senior Managers.
- Level of responsibility and complexity of the different functional areas, which is reflected in the salary band determined;
- Level of expectation and rigour of the different functional areas, which inform the target performance objectives and criteria;
- Maximize the sustainable achievement of the results of the Group, by means of performance-based recognition arrangements, which ensure the alignment with Shareholders and Stakeholder's interests.

3. Governance and decision-making process

Governance in relation to the establishment of the Remuneration Policy is broken down as follows:

- the **Remuneration Committee**, in charge of periodically setting and approving the remuneration for Members of Governing Bodies;
- the **Board of Directors**, in charge of establishing and approving the Remuneration Policy for Group employees.



To prevent possible conflicts of interest in connection with the establishment and approval of the Remuneration Policy, the executive members of the Board of Directors shall not sit in the Remuneration Committee, thus safeguarding the impartiality and independence of the decision-making process. In addition, to further promote the independence of this process, the Assessment and Remuneration Committee shall not include executive members of the Board of Directors and shall be comprised of a majority of independent members.

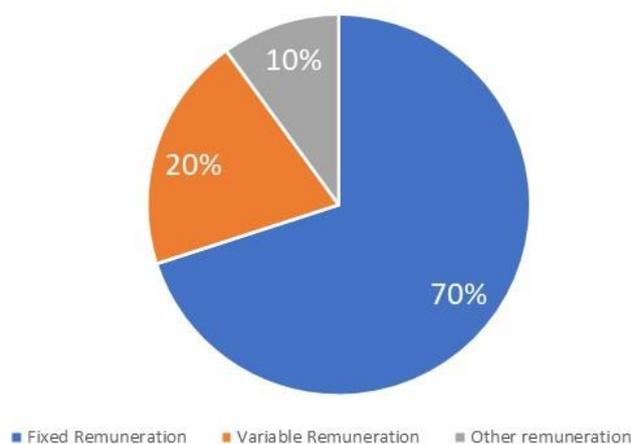


4. Remuneration of Board of Directors and Supervisory Audit Board members

Components	Purpose and connection to the Strategy	Description
Fixed Remuneration	Attract and retain people with know-how, experience and competence to manage the business	Features: <ul style="list-style-type: none"> - Regular and fixed payments throughout the year; - For members of the Board of Directors (BoD) with executive functions, as well as for non-executive members who are not independent, it shall be payable on a basis of 14 months per year; - For independent non-executive members of the BoD, members of the Audit Committee and Presiding Officers of the General Meeting, it shall be comprised solely of a fixed component; - A predetermined sum for each participation in meetings of the members of the BoD shall be set for those considered to be independent and who perform primarily non-executive functions; - The fixed remuneration of the members of the Audit Committee and the Presiding Officers of the General Meeting shall consist of a fixed amount payable 12 times per year; - May be subject to an annual review by the competent body.
		Grounds for increase: <ul style="list-style-type: none"> - Performance of the individual, based on the results obtained and individual competence; - Changes in the scope of duties; - Salary increases resulting from market fluctuations, CPI, inflation, among others.
Variable Remuneration	Encourage and recognise performance based on the achievement of the Group's objectives	Features: <ul style="list-style-type: none"> - Performance bonuses based on the established criteria; - Both the criteria and the amounts may be subject to an annual review. Grounds for application: <ul style="list-style-type: none"> - Applicable functional area; - Achieving/exceeding relevant Group and Business Key Performance Indicators, as set out in point 6.2 below, as well as Budget compliance and positive change in relation to it; - Pursuing key behaviours (namely Rigour and Compliance, among others).
Other remuneration	Attract and promote long-term retainment by means of a competitive benefit package	Features: <ul style="list-style-type: none"> - Insurance policies (health, life, etc.), vehicles, travel allowance, among others; - May be subject to an annual review. Grounds for application: <ul style="list-style-type: none"> - Nature of the position; - Nature of the role/function performed.

5. Remuneration Components

In line with the philosophy and principles set out, the following are the benchmark components of the Remuneration of the Board of Directors and of the Supervisory Audit Board, which rest on the concept of target pay that provides for a target compensation of approximately 70% for fixed remuneration, 20% for variable remuneration and 10% for the remaining remuneration.

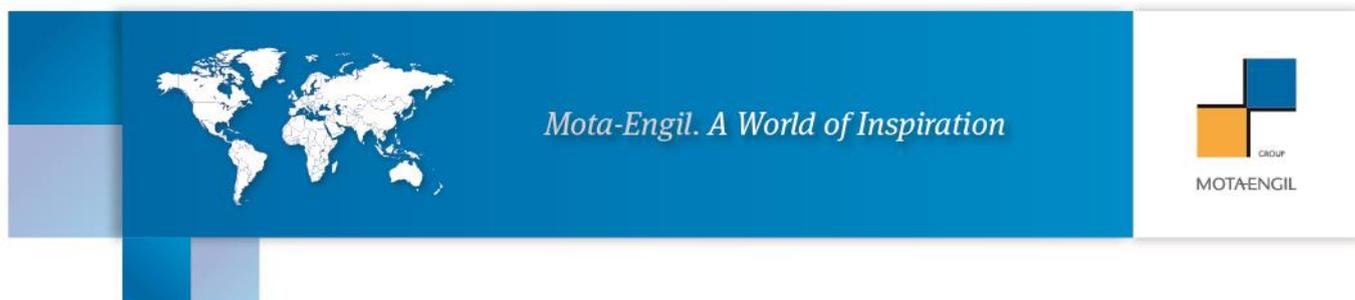


Any fluctuation related to these percentages are due to the factors set out in point 4. Remuneration of Board of Directors and of the Supervisory Audit Board members and aims to establish a causal link between the grounds for compensation and the performance of the individuals.

6. Variable Remuneration

6.1. Conceptual Model

The variable Remuneration Policy for the Board of Directors includes a variable component, paid as bonuses, considering the performance evolution based on criteria defined and reviewed every year by the Remuneration Committee on a proposal from the Assessment and Remuneration Committee.



These criteria have two components:

- Quantitative, measured through the fulfilment of the Key Performance Indicators (KPIs) indexed to the Group's Strategic Plan and translated into annual targets, which are set at the beginning of each evaluation cycle so as to find a balance between long-term vision and short-term delivery of results.
- Qualitative, which results from an individual assessment of key competences.

The payment of the variable remuneration applicable to members of the Group's Governing Bodies requires the observance of two cumulative conditions: the achievement of the targets defined at the beginning of each annual evaluation cycle and drawn from the Group's Strategic Plan; and the satisfactory average achievement of quantitative targets, weighed with individual qualitative evaluation, which can result in a pay-out amount that ranges between predefined minimum and maximum percentages.

6.2. Alignment with long-term interests and sustainability

To ensure that the variable Remuneration Policy plays a critical role in fostering a long-term vision that safeguards the Group's future interests and sustainability, 5 aims and, consequently, objectives and targets, were defined to be achieved between 2026 and 2030, to which the application of the respective compensation is indexed.



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Strategic aims

Strategic axes



Greater focus on Profitability in Engineering and Construction

Increasing concentration of resources on core markets (larger scale) to achieve higher levels of profitability



Stepped-Up Growth in Environment, Infra Concessions and Industrial Services

Increasing relevance of long-term cash generating businesses with accelerated growth in international development



Cross-Group Efficiency Program

Reinforcing synergies and efficiency enabled by global operating platforms



New path towards Sustainability and Innovation

Increasing efforts towards sustainability and innovation across all businesses



Debt optimization and diversification

Improving financial sustainability and aligning debt levels with businesses profiles

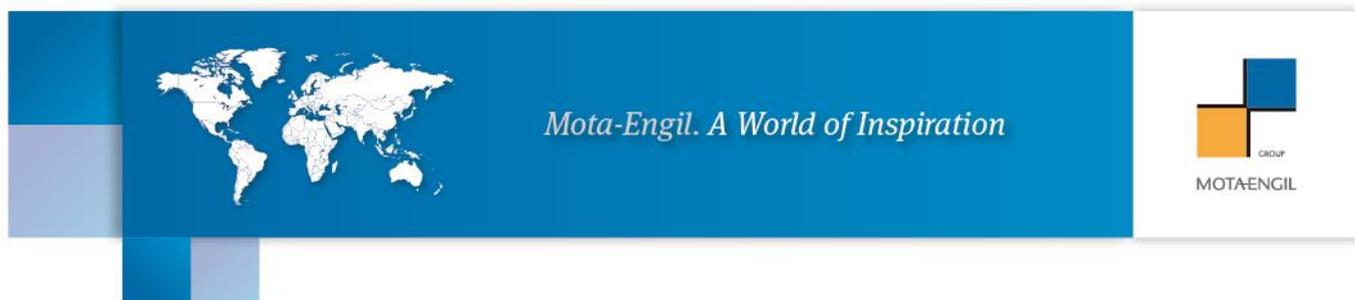


Objectives and targets

	Goals	Targets	Time horizon
	Greater focus on Profitability in Engineering and Construction		
	Turnover	2.4 B€	2026
	Geographic balance Europe - Africa - Latam	~ 1/3 each region	2026
	Less complexity	11 hubs	2026
	Larger scale per market	~150 M€	2026
	Improved profitability	EBITDA Mg 13%	2026
	Stepped-Up Growth in Environment, Infra Concessions and Industrial Services		
	Turnover Environment	615 M€	2026
	Improved profitability		
	Environment	EBITDA Mg 30%	2026
	Industrial Services	EBITDA Mg 33%	2026
	Asset Value in Concessions	> 4.7 B€	2026
	Cross-Group Efficiency Program		
	Opex reduction	50 M€	2026
	Working Capital / Turnover	7%	2026
	Capex / Turnover (average)	8%	2022-2026
	New path towards Sustainability and Innovation		
	Reduction of GHG emissions	40%	2026
	Valorized waste (%)	80%	2026
	Reduction in accident incidence rate	50%	2026
	Women recruited or promoted as managers	30%	2026
	Cumulative Investment in Innovation	25 M€	2026
	Debt optimization and diversification		
	Net debt / EBITDA	< 2,0x	2026

6.3. Deferral

There shall be no deferral on the payment of variable remuneration. However, the Remuneration Committee structures the remuneration of members of the Governing Bodies in such a way that allows for the long-term, continued positive performance of the Company.



Ex ante, performance monitoring is carried out through the periodic assessment of KPIs drawn from the Group's Strategic Plan, which allows for keeping track of the Company's performance evolution.

Ex-post, the remuneration policy defines specific mechanisms aimed at inhibiting the payment of the variable remuneration where one of the following conditions is not met:

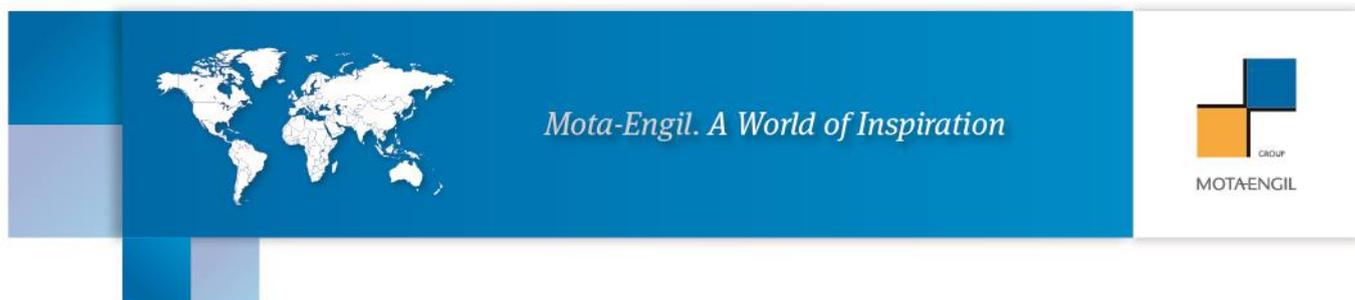
- One of the targets (which corresponds to the minimum value to be attained for each KPI so that payment of variable remuneration is eligible) is not attained in accordance with the specifications set for each annual assessment cycle;
- The average achievement of the targets defined by KPI weighed with the individual qualitative assessment is unsatisfactory.

The Remuneration Committee considers that the structure of the directors' compensation, particularly the absence of any deferral mechanism for the variable component, is appropriate and facilitates the alignment of their interests with the long-term interests of the Company.

For this very reason, the Remuneration Committee deems it unnecessary to set any possible maximum, aggregate and/or individual limits to the remuneration payable to the members of the governing bodies, especially considering that the adopted remuneration policy is in line with the remuneration practices of most of the similar companies, whether listed in the Portuguese capital market, or operating in international markets, considering the characteristics of the Company.

6.4. Clawback

In order to safeguard the long-term interests of shareholders and stakeholders, Mota-Engil has implemented a clawback policy which, in the event of a restatement of the Company's accounts, provides for the possibility of having the remuneration paid as variable compensation be returned.



The time frame related to the clawback mechanism shall take into account the period of restatement of the Company's accounts as well as the factors giving rise to it.

7. Pension Schemes

With the exception of 4 shareholders of the Group's founding company (2 former directors and 2 incumbent directors), for which a Pension Scheme was established, as explained in Note 39 to the Consolidated Report & Accounts 2021, Mota-Engil has not established any Pension Schemes for the other Board of Directors and Supervisory Audit Board members.

8. Contract duration and rights

The members of the Board of Directors and of the Supervisory Audit Board shall be elected for a three-year term of office, according to the Company's Articles of Association. However, a different duration may apply in the case of co-option or other special circumstances.

The existing management contracts were concluded on an exclusive basis, with the exception of academic activities, and there are no special provisions related to contract termination or additional payments on termination, except for those required under labour law.



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM SEVEN OF THE AGENDA

“Discuss and decide, in accordance with the provisions of paragraph one of article nineteen of the Articles of Association to set in fifteen the number of members that will comprise the Company’s Board of Directors.”

The Shareholder Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, 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 fifteen.

Porto, April 12, 2022

The Shareholder

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM EIGHT OF THE AGENDA

“Discuss and decide on the election, for the current term of office corresponding to the three-year period, two thousand and twenty-one/two thousand and a twenty-three (2021-2023) of a new member of the Board of Directors.”

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

Proposes:

That for the current term of office corresponding to the three-year period two thousand twenty-one / two thousand twenty-three, the following new member of the Board of Directors be elected:

- Mr. Leong Vai Tac, of Chinese nationality, married and resident at Avenida Padre Tomás Pereira S.J. R/C, Pine Garden, Taipa, Macau.

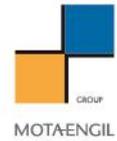
Porto, April 12, 2022

The Shareholder

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM EIGHT OF THE AGENDA – APPENDIX – CURRICULUM VITAE

LEONG VAI TAC

A – QUALIFICATIONS

- Doctor of Laws Degree - Peking University of China, Beijing China (2021);
- Bachelor's Degree in mathematics - University of Waterloo, Ontario Canada (1983).

B – PROFESSIONAL CAREER

- Member of the Council of Advisors (COA) of Boao Forum for Asia (BFA) (2021 up to the present date);
- Chairman of Macao Committee for Guangdong-Hong Kong-Macao Greater Bay Area (GBA) Development of Boao Forum for Asia (BFA) (2020 up to the present date);
- Executive Chairman of International Science, Technology and Innovation Forum (ISTIF) of Boao Forum for Asia (BFA) (2020 up to the present date);
- Secretary for Economy and Finance of the 4th term Government of Macao Special Administrative Region (Macao SAR) (2014 to 2019);



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- Deputy of 11th and 12th National People's Congress (NPC) (2008 to 2018).

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



GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM NINE OF THE AGENDA

“Discuss and decide, under the terms of paragraph eight of article nineteen of the Articles of Association, on the amount of the guarantee to be provided by the member of the Board of Directors elected in relation to the previous Item of this agenda.”

The Shareholder Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, 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 member of the Board of Directors elected in the previous Item 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, April 12, 2022

The Shareholder

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM TEN OF THE AGENDA

“Discuss and decide on the election, for a new term of office, corresponding to the three-year period two thousand and twenty-two/two thousand and twenty-four (2022/2024) of the members of the Board of the General Meeting.”

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

Proposes:

The election, as members of the Board of the General Meeting for a new mandate, corresponding to the three-year period (2022-2024), the following people, considering that they have the adequate training, know-how, curricula and experience for the role:

President: Dr. António Cândido Lopes Natário, married, Lawyer, with professional domicile in Rua Gonçalo Sampaio, n.º 397, 4150-368 Porto.

Secretary: Dr. Rui Jorge Teixeira de Carvalho Pedroto, married, manager with professional domicile in Praça do Bom Sucesso, n.º 74-90, Piso 1, 4150-146 Porto.

Porto, April 12, 2022

The Shareholder

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM ELEVEN 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 Commercial Companies Code, that the Meeting approves:

a) the acquisition by the Company or any subsidiary companies, current or future, of own 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 own 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, April 12, 2022

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



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GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM TWELVE 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 Commercial Companies Code that the Meeting approves, in any of the situations in which approval is legally required:

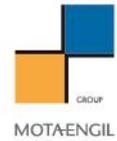
a) The acquisition by the Company or any subsidiary companies, current or future, of own bonds or other securities representing debt (or equivalent), current or future, already issued or to be issued by the Company in any form including rights to their acquisition or attribution, subject to the decision 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 the one 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, 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 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, which lay 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, April 12, 2022

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



Mota-Engil. A World of Inspiration



GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM THIRTEEN OF THE AGENDA

“Discuss and decide on the partial revocation of the decision taken regarding Item Fifteen of the agenda of the General Meeting of this Company, held on May 23rd, 2019.”

Considering that:

I) In the General Meeting of the Company held on 23rd of May 2019 had been decided with regard to Item Fifteen of the Agenda of the same General Meeting, that this Company could proceed to the issue of a total amount of €400,000,000.00 (400 million euros), of one or more bond issues, having also been established a maximum term of five years;

II) A substantial part of the authorized amount and referred to in I) above was already used by the Company, through several bond issues, and on this date, the amount of €50,001,000.00 (fifty million and one thousand euros) remain unissued.

The Company's Board of Directors proposes:

That the General Meeting revokes partially the decision taken with regard to Item Fifteen of the General Meeting of the Company held on day 23rd of May 2019, and that the partial revocation now decided only refers to the unissued part thereof, (i.e. the amount authorized, but not yet used of €50,001,000.00 (fifty million and one thousand euros), by which the part executed of the said deliberation will remain fully valid, producing, therefore, all its effects.

Porto, April, 12 2022

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



Mota-Engil. A World of Inspiration



GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM FOURTEEN OF THE AGENDA

“Discuss and decide on the authorization to be granted by the Company's Shareholders' General Meeting for the issue of one or more bond loans, in euros or another currency, up to a total amount of € 400,000,000.00 (four hundred million euros)”.

Considering that the issue of bonds is a form of financing, whose characteristics allow the Company more flexibility in raising funds, in particular for investing in new projects and consequently to the attainment of its activity,

The Board of Directors proposes:

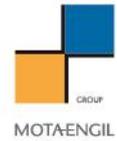
That the General Meeting decide that the Company proceeds, during the period of five years from the date of the decision for authorization, to the issue of one or more bond issues, in euro or another currency, until the total amount of €400,000,000.00 (four hundred million euros), should this prove necessary.

Porto, April, 12 2022

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



Mota-Engil. A World of Inspiration



GENERAL SHAREHOLDERS MEETING ON MAY 6, 2022

ITEM FIFTEEN OF THE AGENDA

“Discuss and decide, pursuant to the provisions of paragraph 3 of Article 350 of the Portuguese Commercial Companies Code, as well as in accordance with the provisions established in article ten of the Articles of Association, on the authorization to be granted to the Board of Directors for, within the scope of the resolution to be taken in relation to the previous Item of this Agenda, to issue bonds, which may be made partially in one or more series, in euros or in another currency.”

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

That the Board of Directors be authorized to carry out, during the period of five years from the date of the decision for authorization, one or more issue of bonds, split or not in series, in euro or in another currency, being its placement made by public or private subscription. Also grant to the Board of Directors the authorization to set - on date on which the abovementioned bond issue should be held in accordance with the objectives of Company and the market conditions - the term, the characteristics, the currency, the remuneration and other terms and conditions of each issue.

Porto, April, 12 2022

The Shareholder

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