



Mota-Engil. A World of Inspiration



GENERAL SHAREHOLDERS MEETING ON JANUARY 30, 2023

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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 of **Mota-Engil, SGPS, S.A.**, to attend a General Meeting, at the first convocation, on January the 30th, 2023, at 15:00 pm, in the auditorium of Manuel António da Mota Foundation, located in Praça do Bom Sucesso, n^o 74 to 90, 1st floor, 4150-146 Porto, with the following Agenda:

Item One: Discuss and decide on the acceptance of the resignation presented by Mrs. Xiangrong Wang, as Member of the Company's Board of Directors.

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

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

Item Four: Discuss and decide, under the terms of paragraph eight of article nineteen of the Articles of Association of the Company, on the amount of the guarantee to be provided by the members of the Board of Directors elected in relation to the previous Item 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 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 business day prior to the holding of the General Meeting (the "Registration date"), that is, the 0 hours (GMT) of the January 23rd, 2023.

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.

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 trading day prior to the date of the present General Meeting, that is, until 23:59 (GMT) of January 23rd, 2023, 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 shares.



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 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 in the registered office of the Company 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 January 22nd 2023. When the aforesaid period expires, on January 22nd, 2023, which is a Sunday, it is transferred, pursuant to the provisions of paragraph e) of article 279 of the Civil Code, to the first following business day, which means that the aforementioned document may be delivered by 23:59 (GMT) on January 23rd, 2023.

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, conferring unequivocally 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 January 23rd, 2023, the identification of each customer and, as well as 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 the 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 deliberation 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 after the 0 hours (GMT) of the 5th trading day prior to the date of the General Meeting, that is, the 0 hours (GMT) of January 23rd, 2023.

Shareholders with holdings corresponding to at least 2% of share capital of the Company may also require the presentation of deliberations relating to Items referred to in the Invitation or added to it under the terms of the previous paragraphs through a requirement to be 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, the proposing shareholder shall forward all the information which should accompany the deliberation presented. 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, that is, until 23:59 pm (GMT) of January 20th, 2023.

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 January 27th, 2023, 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 mail, 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 be hold if 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 declaring 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 in 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 **Mota-Engil** 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 January 30th, 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 **Mota-Engil** 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.



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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** through 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 February 17th, 2023, at 15:00 pm, for the General Meeting at the same location and in second call.

Porto, January 6, 2023

The Chairman of the Board of the General Meeting

António Cândido Lopes Natário



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GENERAL SHAREHOLDERS MEETING ON JANUARY 30, 2023

ITEM ONE OF THE AGENDA

“Discuss and decide on the acceptance of the resignation presented by Mrs. Xiangrong Wang, as Member of the Company's Board of Directors”

The Board of Directors proposes to the Shareholders:

That the resignation of Mrs. Xiangrong Wang to the position of Member of the Board of Directors of the Company will be accepted, resignation presented by letter addressed to the Chairman of the Board of Directors of this Company and dated December 22, 2022.

Porto, January 6, 2023

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



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GENERAL SHAREHOLDERS MEETING ON JANUARY 30, 2023

ITEM TWO 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 seventeen 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 seventeen.

Porto, January 6, 2023

The Shareholder

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



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ITEM THREE OF THE AGENDA

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

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 (2021-2023), the following three new members of the Board of Directors be elected:

- Mr. João Pedro dos Santos Dinis Parreira, married, holder of the tax number 205896359 and resident in Horacio 828, Col. Polanco Reforma, Deleg. Miguel Hidalgo, in México.
- Mr. José Carlos Barroso Pereira Pinto Nogueira, married, holder of the tax number 214303705 and resident in Rua Narciso Espírito Santo, Nº 52/54, Maianga, Luanda, in Angola.
- Mr. Paulo Sacadura Cabral Portas, single, adult, holder of the tax number 132239264 and resident in Avenida Salvador Allende, 4 – house 2 – Caxias.

Porto, January 6, 2023

The Shareholder

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



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GENERAL SHAREHOLDERS MEETING ON JANUARY 30, 2023

ITEM THREE OF THE AGENDA – APPENDIX – CURRICULUM VITAE

JOÃO PEDRO DOS SANTOS DINIS PARREIRA

A – QUALIFICATIONS

- Degree in Law by the Faculdade de Direito da Universidade de Coimbra.
- Post Graduation in Management by the Universidade Católica Portuguesa.

B – PROFESSIONAL CAREER

- Member of the Board of Directors and of the Executive Committee of Mota-Engil, SGPS, S.A., from April 2014 to June 2021.
- Chairman of the Board of Directors and Chief Executive Officer (CEO) of Mota-Engil Latin America, since 2013.
- Member of the Board of Directors in several companies within Mota-Engil Group.

C – OTHERS

- Honorary Consul of Portugal in the city of Guadalajara, Mexico, since 2018.

At the present date, it does not own Mota-Engil, SGPS, S.A. shares, but it does hold 10 “Mota-Engil 2024” bonds – PTMENXOM0006.



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JOSÉ CARLOS BARROSO PEREIRA PINTO NOGUEIRA

A – QUALIFICATIONS

- Degree in Economics by the Faculdade de Economia e Gestão da Universidade Católica Portuguesa.

B – PROFESSIONAL CAREER

- Member of the Board of Directors and Chief Financial Officer (CFO) of Mota-Engil Engenharia e Construção, S.A., since 2019.

- Member of the Board of Directors and Chief Financial Officer (CFO) of Mota-Engil Engenharia e Construção África, S.A., since 2018.

- Member of the Board of Directors and Chief Financial Officer (CFO) of Mota-Engil Europa, S.A., since 2019.

- Member of the Board of Directors in several companies within Mota-Engil Group.

At the present date, it does not own Mota-Engil, SGPS, S.A. shares or bonds.



PAULO SACADURA CABRAL PORTAS

A – QUALIFICATIONS

- Degree in Law by the Universidade Católica Portuguesa.

B – PROFESSIONAL CAREER

- Editor and strategic consultant.
- Founder and Chief Executive Officer (CEO) of Vinciamo Consulting, since 2016.
- Chairman at the Shareholder's Meeting of VAA – Vista Alegre Atlantis, SGPS, S.A., since 2021.
- Member of the Board of Curators of Fundação Champalimaud, since 2019.
- Member of the international board of Mex Gas International (MGE, MGT e MGS) of PEMEX Group, from 2016 to 2019.
- Invited Professor of Geoeconomics and International Relations on Nova School of Business (Universidade Nova, Lisboa).
- Professor at IE, Instituto Empresas, Spain (New Frontiers in Global Political Economy) until 2021.
- Non-resident Senior Fellow Financial Institute, Renmin University, Beijing.
- Member of the International Advisory Committee of Fudan Development Institute - Shanghai Fudan University.

C – OTHERS

- Exercise in the past of functions of deputy at the Portuguese Republic Assembly and in the European Parliament, as well as minister of the Portuguese Republic (National Defence, Maritime Affairs and Foreign Affairs).

At the present date, it does not own Mota-Engil, SGPS, S.A. shares or bonds.



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GENERAL SHAREHOLDERS MEETING ON JANUARY 30, 2023

ITEM FOUR OF THE AGENDA

“Discuss and decide, under the terms of paragraph eight of article nineteen of the Articles of Association of the Company, on the amount of the guarantee to be provided by the members 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 members 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, January 6, 2023

The Shareholder

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