

*To inspire progress*

# Remuneration Report 2021

1998 Vasco da Gama Bridge, Portugal.

# REMUNERATION REPORT 2021

The purpose of this report is to fulfil the provisions of Article 26-G of the Portuguese Securities Code and convey an overarching vision of the remuneration practices of the MOTA-ENGIL GROUP and the respective alignment with the Remuneration Policy approved for the 2021 period.

In that regard, the present report was organised so as to promote an understanding on the wages of the managing and supervisory bodies, the composition of the respective remuneration, the fulfilment of the Remuneration Policy in force, the evolution of the number of Workers and the average total amount of wages, as well as the compliance of the practices adopted with the good governance directives of the companies listed.

## I. Remuneration of members of the managing and supervisory bodies

The remuneration map of the members of the managing and supervisory bodies, as well as the appropriate break-down between fixed remuneration, variable remuneration, attendance fees and other remuneration, as well as the relative ratio fixed to variable remuneration, is presented below. Furthermore, the source of the remuneration of the various companies of the MOTA-ENGIL GROUP is also highlighted.

Members	Obs.	Company	Fixed component	Other Remunerations	Attendance fees	Total	% fixed remuneration
<b>Executive directors</b>							
Carlos António Vasconcelos Mota dos Santos		(d)	384,500	240,000		624,500	100%
Di Xiao	(a)	(d)	228,682	9,787		238,468	100%
Eduardo João Frade Sobral Pimentel	(b)	(d)	127,000	82,404		209,404	100%
Emídio Jose Bebiano Moura Costa Pinheiro	(b)	(d)	142,500	113,158		255,658	100%
Gonçalo Nuno Gomes de Andrade Moura Martins		(d)	468,500	380,243		848,743	100%
Ismael Antunes Hernandez Gaspar	(b)	(e)	143,000	1,795		144,795	100%
João Pedro Santos Dinis Parreira	(b)	(f)	150,571	5,666		156,237	100%
José Pedro Matos Marques Sampaio de Freitas	(b)	(d)	117,500	103,587		221,087	100%
Luís Filipe Cardoso da Silva	(b)	(g)	119,000	110,000		229,000	100%
Manuel António Fonseca Vasconcelos da Mota		(h)	395,002	240,000		635,002	100%
<b>Non-executive non-independent directors</b>							
António Manuel Queirós Vasconcelos da Mota		(d)	523,000			523,000	100%
Arnaldo José Nunes da Costa Figueiredo	(b)	(d)	143,000			143,000	100%
Maria Manuela Queirós Vasconcelos Mota dos Santos	(b)	(d)	125,500			125,500	100%
Maria Paula Queirós Vasconcelos Mota de Meireles		(d)	251,000	7,157		258,157	100%
Maria Teresa Queirós Vasconcelos Mota Neves da Costa	(b)	(d)	125,500			125,500	100%
<b>Independent non-executive directors</b>							
Ana Paula Chaves e Sá Ribeiro		(d)			60,000	60,000	100%
António Bernardo Aranha da Gama Lobo Xavier	(b)	(d)			25,000	25,000	100%
António Manuel da Silva Vila Cova	(b)	(d)			28,000	28,000	100%
Francisco Manuel Seixas da Costa		(d)		20,000	60,000	80,000	100%
Helena Sofia Salgado Cerveira Pinto		(d)			60,000	60,000	100%
Isabel Maria Pereira Anibal Vaz	(a)	(d)			35,000	35,000	100%
Jorge Paulo Sacadura Almeida Coelho	(c)	(d)		1,403	15,000	16,403	100%
Luís Francisco Valente de Oliveira	(b)	(d)			25,000	25,000	100%
<b>Members of the Statutory Audit Board</b>							
Cristina Maria da Costa Pinto		(d)	30,000			30,000	100%
Jose Antonio Ferreira de Barros		(d)	30,000			30,000	100%
Susana Catarina Iglesias Couto Rodrigues de Jesus		(d)	30,000			30,000	100%
			3,534,255	1,315,199	308,000	5,157,454	100%
Of which in office on December 31, 2021			2,340,684	897,186	215,000	3,452,870	100%

(a) - First appointment in June 30, 2021

(b) - End of term in June 30, 2021

(c) - Term interruption in April, 7 2021

(d) - Through Mota-Engil SGPS, S.A.

(e) - Through Mota-Engil Capital, S.A.

(f) - Through Global Technical Services Latam, B.V.

(g) - Through MESP - Mota-Engil Serviços Partilhados A.G., S.A.

(h) - Through Mota-Engil África GTS, B.V.



The year of 2021 was exceptional in nature, considering the occurrence of the process of the increase in capital and disposal of part of the MOTA-ENGIL's capital to a new partner, as well as the drawing-up of the Strategic Plan – Building 26, projecting the targets for the pluriannual horizon 2026.

As a corollary, the remuneration structure was subject to a set of changes to the fixed and variable components and to other remuneration, as well as limited in order to allow, under the new Strategic Plan – Building 26, for creating a tool for managing and monitoring the achievement of the pluriannual targets, with the objective of boosting a long-term vision underpinned by the liability of the participants.

As a result of the operation of the increase in capital, it was decided to reward some managing bodies for their effort and performance exceptionally shown in the management of the process of disposal, such extra effort being reflected mostly in the heading of other remunerations.

This way, except where the previous paragraph is concerned, the total remuneration attributed to the GROUP's managing and supervisory bodies was in line with the Remuneration Policy in force.

In addition, given the GROUP's past performance (a loss of approximately 20 million Euro in the 2020 period - heavily influenced by the effects caused by the Covid-19 pandemic) and its medium and long-term sustainability, there was no attribution or payment of variable remuneration in 2021.

## II. Annual variation of the GROUP's performance and remuneration

Over the last 5 years, the MOTA-ENGIL GROUP exhibited a consistent performance, demonstrating growing turnover and EBITDA, with the exception of the Covid period (between 2020 and 2021), which, as a result of the inevitable downturn of activity and the suspension of relevant projects, hindered the trajectory of growth. Nevertheless, it is possible to see that the GROUP got closer to the pre-Covid turnover and EBITDA levels in 2021.

	(thousand Euros)				
	2017	2018	2019	2020	2021
<b>Group performance indicators (*)</b>					
Turnover	2,597,294	2,801,749	2,912,440	2,429,134	2,591,776
EBITDA	404,738	407,077	417,071	380,256	411,632
Net profit / (loss)	1,588	23,612	26,728	-19,944	21,641
<b>Average wage mass (**)</b>					
Management and supervisory bodies members	222,646	190,500	184,243	187,572	187,427
Other workers	11,499	11,373	10,117	9,961	10,362

\* Turnover corresponds to the heading "Sales and services rendered" of the consolidated income statement by nature; EBITDA corresponds to the algebraic sum of the following headings of the consolidated income statement by nature: "Sales and Services Rendered"; "Cost of goods sold, mat. cons. and changes in production"; "Third-party supplies and services"; "Wages and salaries"; "Other operating income / (expenses)", Net profit / (loss) corresponds to the heading of the consolidated income statement "Consolidated net profit of the year attributable to the Group".

\*\* The concept of total amount of wages, contrary to the wages and salaries contained in the Report and Accounts, only covers fixed and permanent remuneration (excluding, among others, social security contributions, other similar pension schemes abroad, variable components of remuneration and other benefits, such as insurance schemes for accidents at work, health insurance, personal accident insurance). In the case of managing and supervisory bodies, it corresponds to fixed remuneration earned during the term of office or to attendance fees.

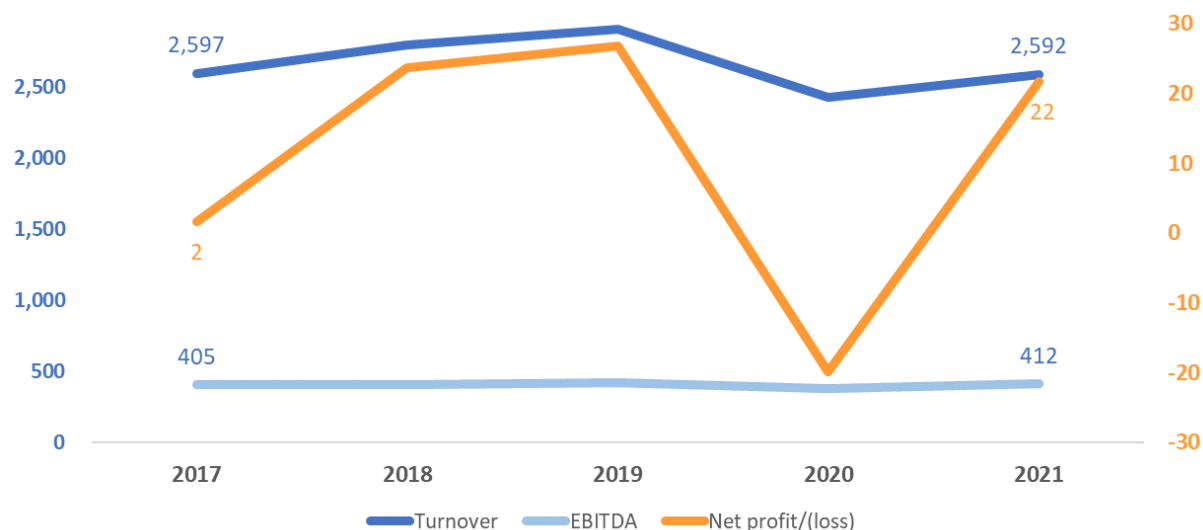
At the level of the variation of the number of workers, a substantial decrease of the workforce during the Covid period was observed, from 41,036 (2019) to 35,331 (2020), the GROUP returning the staff establishment plan to pre-Covid levels (with 38,574 workers in 2021).

These fluctuations at the level of the staff establishment plan explain, to a certain extent, the differences found at the level of the annual variation of remuneration, for the period, with the most constant Region being Europe, both as regards stability of the staff establishment plan and, accordingly, the respective remuneration.

When comparing the average remuneration per Region, the main differences arise from the heterogeneity of the markets in which the GROUP operates, on an economic, social and labour level.

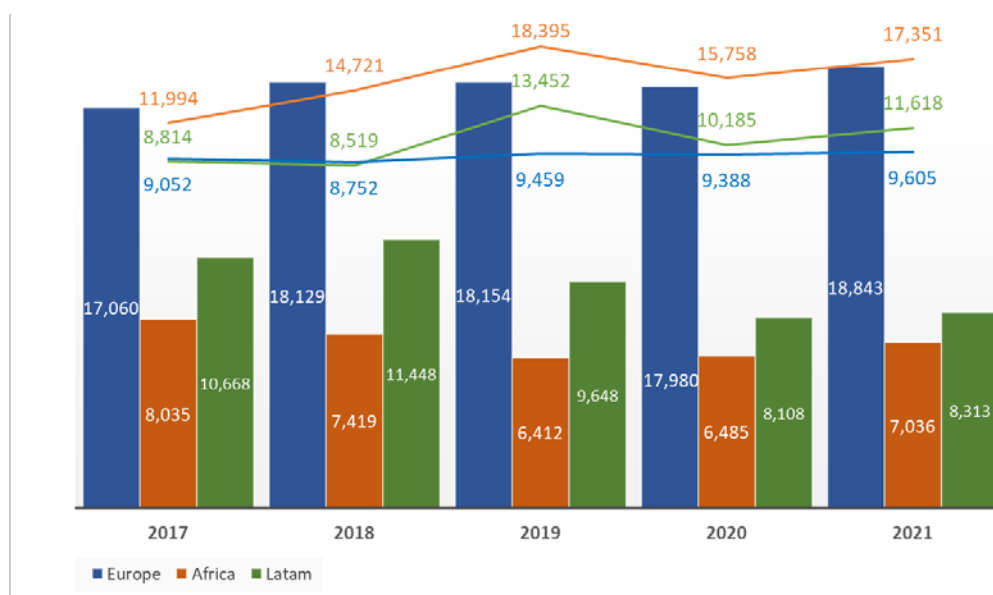
In fact, and in compliance with the existing Remuneration Policy at the GROUP, the remuneration systems adopted seek to ensure, on the one hand, the competitiveness of the remuneration regarding the wages market of the geography in which it operates and, on the other hand, the fairness of both by comparison with the comparable functional levels.

#### Evolution of the Group's performance (values in million Euro)



#### Evolution of the Headcount and average remuneration per Region (values in million Euro)

(Excluding the members of the managing and supervisory bodies over the last five periods)



The average remuneration presented above is based on the concept of total amount of wages which, contrary to wages and salaries depicted in the Report and Accounts, only comprehends the fixed and permanent components of the workers' remuneration (excluding, among others, social security contributions, other similar pension schemes abroad, variable components of remuneration and other benefits, such as insurance schemes for accidents at work, health insurance, personal accident insurance), constituting the aspect adopted for externally and internally comparing the remuneration and its evolution over time.

### III. Restitution of variable remuneration

As provided for in the Remuneration Policy of the MOTA-ENGIL GROUP, there is a mechanism for restituting compensation paid as variable remuneration in case of a restatement of the GROUP'S accounts. The purpose of this mechanism is to safeguard the long-term interests of the stakeholders.

In the period to which the present report refers, no such situations were observed, therefore no restitution mechanism occurred.

### IV. Information on the application of the Remuneration Policies and derogations

The exceptional nature involving in 2021 the operation of the increase in capital and disposal of part of the MOTA-ENGIL GROUP'S capital triggered the decision to reward the extra effort of some members of the managing body directly involved in the referred to operation. As such, the map of Chapter 1, under the "Other remunerations" column, exhibits the consideration resulting from the effort mentioned above.

### V. Programmes for the allotment of shares and equity options

The GROUP has no programme for the allotment of shares or equity options.

### VI. Assessment and disclosure of the Remuneration Report

The present Remuneration Report shall be submitted to the General Meeting and released on MOTA-ENGIL institutional website ([www.mota-engil.com](http://www.mota-engil.com)) for a period of no less than 10 years, in order to remain available for public consultation, against the background of the principles of transparency and disclosure of relevant information.



# MOTA-ENGIL

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