



Related Party Transactions Policy

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1. INTRODUCTION

- 1.1 Mota-Engil SGPS, SA (the "Company" or "Mota-Engil") or any of its subsidiaries (together, "Group"), in alignment with the Law, its "[Code of Ethics and Business Conduct](#)" and following the best corporate governance practices, is aware that transactions with Related Parties may harm companies and their shareholders, since they may provide the Related Party with the opportunity to appropriate a portion of a company's value.
- 1.2 Accordingly, whenever the Group is party to any transaction with a Related Party, including Qualifying Shareholders, Group Directors, other persons exercising significant influence and their associates, a number of procedural matters must be considered as a necessary safeguard for the adequate protection of the interests of companies and shareholders who are not Related Parties, including minority shareholders.
- 1.3 This Policy (1) describes such procedural matters whenever there are Related Party transactions with the Group, or any other person who may benefit a Related Party, and (2) contains provisions designed to prevent (i) such Related Parties from taking advantage of their position when engaged in transactions with the Group and (ii) any perception that they may have done so.

2. WHO IS A RELATED PARTY?

The term "Related Party" means a Qualifying Shareholder, a Director, a Person Exercising Significant Influence or any Associated Person as specified below:

- a) Qualifying Shareholder: any person who has (or at any time in the six months prior to the transaction has had) the right to exercise, or control the exercise of (directly or indirectly) 10 per cent. or more of the votes which may be cast on all or substantially all matters at general meetings of the Company or any other company in the Group;
- b) Director: any person who is (or at any time in the six months preceding the transaction was) a director or manager of the Company or any other Group company (and, if he ceased to be, the transaction occurred while he was a director of that company);
- c) Person Exercising Significant Influence: any person within the company who has the power or ability to decide on certain matters of relevance to the Group, such as the ability to determine voting directions of other shareholders;
- d) Persons recognized as closely associated: any person who falls within one of the categories set out in (a) to (c) above, includes:
 - (i) The spouse;
 - (ii) The de facto spouse
 - (iii) Relatives up to the 2nd degree of consanguinity in a direct or collaterally consanguineous relationship;
 - (iv) The trustee of a trust/trust of which the individual or any family of the individual is a beneficiary (other than an occupational pension fund or a share allocation scheme which

does not in either case have the effect of conferring benefits on persons who are wholly or mostly related parties); or

(v) Any company or partnership in which the individual and/or any member/s of the individual's family (jointly):

(A) In the case of a partnership (i) exercise control (directly or indirectly) over 25% or more of the votes which may be cast at general meetings on all, or substantially all, matters or (ii) are directly or indirectly able to appoint or remove directors holding a majority of the voting rights at board meetings on all, or substantially all, matters, and

(B) in the case of a partnership, owns or controls (directly or indirectly) (i) a voting right in excess of 25 per cent or (ii) at least 25 per cent of the partnership; and

(vi) Any company that is a subsidiary of Mota-Engil, a company that controls Mota-Engil or its subsidiaries;

(vii) Any company whose directors are accustomed to act in accordance with the directions of the shareholder or Person Who Exercises Significant Influence; or

(viii) Any company in which (1) the Qualifying Shareholder, (2) a Person Exerting a Significant Influence, or (3) any other company as defined in (vi) or (vii) above, directly or indirectly controls 25% or more of the votes that may be cast at general meetings on all, or substantially all, matters or may appoint or remove directors holding a majority of the voting rights at meetings of the Board of Directors on all, or substantially all, matters.

3. DISCLOSURE OF REGULATED INFORMATION

3.1 The Mota-Engil Group must disclose information unless the Portuguese Securities Market Commission (hereafter CMVM) opposes to do so because it might prove contrary to the functioning of the market or the interests of investors.

3.2 There may be a need to disclose transactions with related parties to the market, under the duties of information to which public companies are subject, namely the provision of information regarding the main relevant transactions between related parties carried out, referring namely the amount of such transactions, the nature of the relevant relationship and other information necessary for the understanding of the issuer's financial position if such transactions are relevant and have not been concluded under normal market conditions.

3.3 Transactions between related parties may be aggregated according to their nature except where separate information is necessary for an understanding of the effects of the transaction on the issuer's financial position.

4. RELATED PARTY TRANSACTIONS

For the purposes of this Policy, a "related party transaction" (or "RPT") is defined as a transaction other than a transaction in the "ordinary course of business" between the Group and a Related Party.

4.1. When assessing whether a RPT is in the "ordinary course of business", the size and incidence of

the transaction must be considered, as well as whether such transaction is conducted as part of the Group's ordinary business and on market terms, without any involvement of the Related Party.

- 4.2. TPR which are not in the "normal course of business" or which are of a value equal to or greater than 1 million euros, must be previously approved by the competent body, preceded by an opinion of the company's supervisory body, under the terms referred to in number 6 of this Policy.
- 4.3 The TPR which do not comply with the requirements of article 29-S, no. 1, of the Portuguese Securities Code , must be publicly disclosed.
- 4.4 Without prejudice to the provisions of the preceding paragraph, the TPRs whose value, individually or cumulatively , is equal to or greater than 2.5% of the consolidated assets of the company, or of the individual assets if it does not prepare consolidated accounts, must be publicly disclosed, no later than the time at which they are made.
- 4.5. The disclosure referred to in the preceding paragraph shall be made through the Company's Annual Management Report and contain the following elements:
 - (a) The identification of the Related Party;
 - (b) Information on the nature of the relationship with the Related Party;
 - (c) The date and value of the transaction;
 - (d) The rationale as to the fair and reasonable character of the transaction from the point of view of the Company and the shareholders who are not related parties, including minority shareholders;
 - (e) The reasoning behind the opinion of the Company's supervisory body.
- 4.6. The TPRs entered into between a related party of the Company and a subsidiary, whose value is equal to or exceeds 2.5% of the consolidated assets of Mota-Engil, shall be disclosed to the public, when they do not meet the requirements of articles 29.-T, paragraphs 1 and 2 and 29.-U, of the Securities Code.

5. IDENTIFICATION, CHARACTERISATION AND REGISTRATION OF RELATED PARTIES

5.1. The persons and entities that are part of the various types of Related Parties shall be identified and registered in the Company's information systems through the creation of a list of Related Parties, complete and updated at least every six months.

5.2 The list referred to in the preceding paragraph shall include, at least, the name or denomination of the Related Party, the type of relationship of the Related Party with the Group, the tax identification number or commercial registration number and the respective percentage of all direct or indirect shareholdings, when applicable.

5.3 The Secretary of Mota-Engil (the "Company Secretary") shall keep the list of Related Parties updated, keeping the Company's corporate bodies, areas of the Corporate Centre and Internal Audit informed with regard to the same, with a view to proper compliance with this Policy.

5.4 Each director of the Group (including the directors of each Group company) shall be requested by the Company Secretary when appointed to act as a director of a Group company to prepare a list of its related parties based on the definition of "Related Party" set out in paragraph 2 of this Policy (the

"Director List").

5.5. Group directors shall notify the Company Secretary of any additions to or deletions from their Administrator List as soon as they become aware of such changes.

6. REPORTING, RECORDING AND APPROVAL OF RELATED PARTY TRANSACTIONS

6.1. If the counterparty to a transaction is on the Related Party List, then the Business Control area of the Company shall enter details of the proposed transaction on the Group's Register of Potential Related Party Transactions (the "RPT Register").

6.2 The PTPR Register shall contain at least the following information:

- (a) identification of Related Party pursuant to paragraph 4.2;
- (b) date of the transaction
- (c) description of the transaction;
- (d) if the RPT involves the sale of an asset, include the asset description, acquisition date and book value;
- (e) amount involved in the transaction..

6.3. Where the Company or any Group company proposes to enter into a potential PTPR, the Company Secretary shall, as soon as practicable and in any event before the completion of the transaction or the entering into of any related commitment, be notified in writing (including by e-mail) with the information entered in the PTPR Register.

6.4 The Company Secretary shall review the relevant notification and may seek external legal opinions as appropriate to consider whether the proposed transaction is a TPR for the purposes of this Policy.

6.5. The Company Secretary will inform the Board if he considers that the proposed transaction notified to him by Business Control would be a TPR for the purposes of this Policy. In that event, he shall seek the approval of the Board of Directors of such TPR, where the condition precedent of obtaining a favourable opinion from the Company's Supervisory Board is met.

6.7 The approval of the Board of Directors must be obtained to proceed with the TPR and the Board of Directors, in determining whether the TPR may proceed, will observe section 4.4 of the Conflict of Interest Procedure where the proposed transaction relates to a director.

6.8 Where the approval of the Board of Directors is obtained, TPR shall proceed in accordance with the procedures and conditions set out by the Board of Directors.

6.9. a record of all Board approvals in respect of TPRs shall be maintained under the supervision of the Company Secretary and shall include details of the nature of the TPR, the date of approval and any conditions to which the approval is subject.

6.10. Any conflicts of interest (as set out in paragraph 2 of the Conflict of Interest Procedure) existing prior to the date of this Policy will be promptly submitted for approval in accordance with the procedures set out herein.

6.11. Annually, the Management Board shall meet to review all TPRs in the preceding twelve months to determine whether such transactions were executed in the normal course of business and on market terms, looking in particular at the register referred to in 5.8 above. The Supervisory Board shall participate, at least as to this point, in the meeting of the Management Board in which the review referred to in this point is carried out.

7. EXEMPT RELATED PARTY TRANSACTIONS

7.1. The following are exempt transactions to which this Policy will not apply:

- (a) Transactions agreed before a person became a Related Party, provided that the terms of the transaction have not changed from the time the person became a Related Party;
- (b) Transactions consisting of the acceptance by a Related Party of new securities or treasury shares of the Company or a Group company in exercise of pre-emptive rights; or an issue of new securities made in exercise of conversion or subscription rights attached to such securities;
- (c) Transactions consisting of:
 - (i) The receipt of any asset (including cash or securities of the Company or any Group company) by a director of the Company, or any Group company; or
 - (ii) The grant of an option or other right to a director of the Company, or any Group company to acquire any asset (including new or existing cash or securities of the Company or any Group company);
 - (iii) The grant of funds pursuant to the terms of an employee share scheme or a long-term incentive scheme;
- (d) Transactions consisting of the granting of credit (including the granting of cash or the securing of a loan):
 - (i) To the Related Party on normal commercial terms;
 - (ii) To a director for an amount and on terms no more favourable than those offered to employees of the Group generally; or
 - (iii) by the Related Party on normal commercial terms; and
- (e) Transactions consisting of:
 - (i) Granting an indemnity to a director of the Company (or any company of the Group) if the terms of the indemnity are in accordance with applicable law and rules;
 - (ii) Maintaining an insurance contract if the insurance complies with applicable law (whether for a director of the Company or a director of any Group company); or
 - (iii) A loan or support to a director of the Company (or of any company of the Group) if the terms of the loan or support comply with applicable law.

8. VIOLATION OF THE POLICY ON TRANSACTIONS WITH RELATED PARTIES

Any natural person who becomes aware, in the course of his/her professional activity, of a possible violation of this Policy must immediately report it through the Ethics Line, under the terms established

in the "[Whistleblowing and Compliance Procedure](#)".

The singular person who reports the practice of any violation benefits from the protection scheme for whistleblowers (ex: in Portugal by Law no. 93/2021) and in the "[Whistleblowing and Compliance Procedure](#)", to which he/she refers, provided that the conditions on which such protection depends are met.