

This document has been prepared for information purposes only and is the non-binding English translation of the launch announcement for certain public offerings of notes ("offerings") launched by Mota-Engil, SGPS, S.A. in Portugal and disclosed on the information disclosure system managed by the Comissão do Mercado de Valores Mobiliários (Portuguese Securities Market Commission) on 9 November 2021, as described herein. If there is any inconsistency between this version and the Portuguese version of the launch announcement, the latter will prevail.

This document does not constitute or form part of, and should not be construed as, an offer (public or private) to sell, issue, advertise or market, an invitation to subscribe, purchase or exchange, a submission to investment gathering procedures, the solicitation of an offer (public or private) to subscribe, purchase or exchange securities issued by Mota-Engil or any of its affiliates in any jurisdiction, or an inducement to enter into investment activity in any jurisdiction, notably in circumstances which could qualify as a public offer (oferta pública) of securities, other than in Portugal. Any decision to subscribe, purchase, exchange or otherwise trade any securities in the offerings launched by Mota-Engil should be made solely on the basis of the information contained in the relevant launch announcement, prospectus and/or other relevant offering documents and in accordance with all applicable rules and regulations. This document is not for release, publication or distribution, either directly or indirectly, in or into any jurisdiction where such release, publication or distribution may be restricted or unlawful.



Mota-Engil, SGPS, S.A.

Listed Company

Head Office: Rua do Rego Lameiro, no. 38, 4300-454 Porto, Portugal

Share Capital: €306.775.950,00

Registered with the Commercial Registry of Porto
under its single registration and corporate taxpayer number: 502 399 694

("Mota-Engil", the "Issuer" and/or the "Offeror")

ANNOUNCEMENT OF THE LAUNCH OF TWO VOLUNTARY PUBLIC EXCHANGE OFFERS:

ONE PARTIAL OFFER OF UP TO 150,000 NOTES, WITH THE NOMINAL VALUE OF €500 EACH AND INITIAL TOTAL NOMINAL VALUE OF UP TO €75,000,000, ISSUED BY MOTA-ENGIL ON 28 NOVEMBER 2018, WITH MATURITY DATE ON 28 NOVEMBER 2022, WITH A FIXED GROSS INTEREST RATE OF 4.50% PER YEAR AND WITH ISIN CODE PTMENWOM0007, REPRESENTATIVE OF THE BOND ISSUE DENOMINATED "OBRIGAÇÕES TAXA FIXA MOTA-ENGIL 2018/2022" ("MOTA-ENGIL 2022 NOTES")

AND

ONE TOTAL OFFER OF UP TO 6,051 NOTES, WITH THE NOMINAL VALUE OF €10,000 EACH AND TOTAL NOMINAL VALUE OF UP TO €60,510,000, ISSUED BY MOTA-ENGIL ON 4 JANUARY 2018, WITH MATURITY DATE ON 4 JANUARY 2023, WITH A FIXED GROSS INTEREST RATE OF 4% PER YEAR AND WITH ISIN CODE PTMENUOM0009, REPRESENTATIVE OF THE BOND ISSUE DENOMINATED "MOTA-ENGIL 2018/2023" ("MOTA-ENGIL 2023 NOTES")

FOR

UP TO 150,000 NOTES, WITH THE NOMINAL VALUE OF €500 EACH AND INITIAL TOTAL NOMINAL VALUE OF UP TO €75,000,000, WHICH MAY BE INCREASED, AT THE ISSUER AND OFFEROR'S DISCRETION, UP TO AND INCLUDING 23 NOVEMBER 2021, WITH A FIXED GROSS INTEREST RATE OF 4.25% PER YEAR AND WITH ISIN CODE PTMENYOM0005, REPRESENTATIVE OF THE BOND ISSUE DENOMINATED "OBRIGAÇÕES LIGADAS A SUSTENTABILIDADE MOTA-ENGIL 2021-2026" ("MOTA-ENGIL 2026 NOTES")

Financial institutions acting as Financial Intermediaries

Pursuant to Article 183-A of Decree-Law no. 486/99, of 13 November, as amended (“**Portuguese Securities Code**”), this announcement makes public the launch by Mota-Engil, SGPS, S.A., under the terms and conditions set forth in this launch announcement (“**Launch Announcement**”) and in the Prospectus of the public subscription offer, public exchange offers and admission to trading dated 9 November 2021 (“**Prospectus**”), of two voluntary public exchange offers (“**Public Exchange Offers**”) corresponding to (i) one partial public exchange offer of up to 150,000 notes, with the nominal value of €500 each and initial total nominal value of up to €75,000,000, issued by Mota-Engil on 28 November 2018, with maturity date on 28 November 2022, with a fixed gross interest rate of 4.50% per year and with ISIN code PTMENWOM0007, representative of the bond issue denominated “*Obrigações Taxa Fixa Mota-Engil 2018/2022*” (“**Mota-Engil 2022 Notes**”); and (ii) one total public exchange offer of up to 6,051 notes, with the nominal value of €10,000 each and total nominal value of up to €60,510,000, issued by Mota-Engil on 4 January 2018, with maturity date on 4 January 2023, with a fixed gross interest rate of 4% per year and with ISIN code PTMENUOM0009, representative of the bond issue denominated “*MOTA-ENGIL 2018/2023*” (“**Mota-Engil 2023 Notes**”), for up to 150,000 notes, with the nominal value of €500 each and initial total nominal value of up to €75,000,000, which may be increased, at the Issuer and Offeror’s discretion, by means of a supplement to the Prospectus approved by the Portuguese Securities Market Commission (“**CMVM**” – *Comissão do Mercado de Valores Mobiliários*) and published up to and including 23 November 2021, with each note being reimbursed at its nominal value in two instalments (€250 on 2 December 2025 and €250 on 2 December 2026), with a fixed gross interest rate of 4.25% per year and with ISIN code PTMENYOM0005, representative of the bond issue denominated “*Obrigações Ligadas a Sustentabilidade Mota-Engil 2021-2026*” (“**Mota-Engil 2026 Notes**”).

Mota-Engil 2026 Notes are sustainability-linked notes insofar as Mota-Engil undertook to promote the improvement of 1 key performance indicator (rate of non-fatal work accidents resulting in leave of absence) (“**KPI**”) with a view to achieving a sustainability performance target (“**SPT**”) by 31 December 2025. Should Mota-Engil fail to achieve the SPT set for the selected KPI, an additional remuneration of €1.25 per Mota-Engil 2026 Note will be paid on 2 December 2026.

The Public Exchange Offers and the Public Subscription Offer (as defined below) (jointly referred to as the “**Offers**”) encompass two segments:

- (a) the General Segment (“**General Segment**”), which includes professional investors, eligible counterparties and non-professional investors, as these terms are defined in Directive 2014/65/EU of the European Parliament and of the Council, of 15 May 2014, on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, supplemented by Commission Delegated Directive (EU) 2017/593, of 7 April 2016 (as amended, “**MIFID II**”), and in Articles 30 and 317-D of the Portuguese Securities Code, who place, with any financial intermediary authorised to receive subscription and/or exchange orders with respect to book-entry securities, a subscription and/or exchange order in the context of the Offers; and

- (b) the Professionals and Eligible Counterparties Segment (“**Professionals and Eligible Counterparties Segment**”), which includes professional investors and eligible counterparties, as these terms are defined in MIFID II and in Articles 30 and 317-D of the Portuguese Securities Code, who place a subscription order in the minimum amount of €100,000, corresponding to 200 Mota-Engil 2026 Notes, and/or exchange orders in acceptance of any of the Public Exchange Offers with Banco Finantia, CaixaBI, Haitong Bank or novobanco (as defined below and jointly referred to as the “**Arrangers and Joint Lead Managers**”).

Without prejudice to the foregoing, the subscription of Mota-Engil 2026 Notes and the exchange of Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes for Mota-Engil 2026 Notes may be carried out, in accordance with the terms agreed between the Issuer and Offeror and the Arrangers and Joint Lead Managers, in other Member-States of the European Union by means of a private placement, pursuant to the terms and limits foreseen in Regulation (EU) 2017/1129 of the European Parliament and of the Council, of 14 June 2017, and its delegated acts, as well as in any applicable national legislation and regulations.

1. The Issuer and Offeror is Mota-Engil, SGPS, S.A., a listed company with head office on Rua do Rego Lameiro, no. 38, 4300-454 Porto, Portugal, in the parish of Campanhã, municipality of Porto, with a fully subscribed and paid up share capital of €306,775,950, and registered with the Commercial Registry of Porto under the single registration and corporate taxpayer number 502 399 694.
2. The financial intermediaries providing advisory services with respect to the preparation, launch and execution of the Public Exchange Offers are Banco Finantia, S.A., with head office on Rua General Firmino Miguel, no. 5, 1st floor, in Lisbon, Portugal, with a share capital of €150,000,000, and registered with the Commercial Registry of Lisbon under the single registration and corporate taxpayer number 501 897 020 (“**Banco Finantia**”); Caixa – Banco de Investimento, S.A., with head office on Avenida João XXI, no. 63, in Lisbon, Portugal, with a share capital of €81,250,000, and registered with the Commercial Registry of Lisbon under the single registration and corporate taxpayer number 501 898 417 (“**CaixaBI**”); Haitong Bank, S.A., with head office on Rua Alexandre Herculano, no. 38, in Lisbon, Portugal, with a share capital of €844,769,000, and registered with the Commercial Registry of Lisbon under the single registration and corporate taxpayer number 501 385 932 (“**Haitong Bank**”); and Novo Banco, S.A., with head office on Avenida da Liberdade, no. 195, in Lisbon, Portugal, with a share capital of €5,900,000,000, and registered with the Commercial Registry of Lisbon under the single registration and corporate taxpayer number 513 204 016 (“**novobanco**”), except with respect to the tabulation and disclosure of the results of the Public Exchange Offers for the General Segment, pursuant to Article 127, paragraph no. 1, subparagraph (b) of the Portuguese Securities Code, which will be assured in a regulated market special session by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. (“**Euronext**”).
3. The Public Exchange Offers will involve (i) up to 150,000 Mota-Engil 2022 Notes and (ii) up to 6,051 Mota-Engil 2023 Notes. The duly validated exchange orders placed in acceptance of any of the Public Exchange Offers will be fulfilled in accordance with the applicable allocation criteria in the event that the level of

demand, in the context of the Public Exchange Offers and of the public subscription offer addressed to the general public, involving up to 150,000 Mota-Engil 2026 Notes, with the nominal value of €500 each and initial total nominal value of up to €75,000,000 (“**Public Subscription Offer**”), exceeds the number of Mota-Engil 2026 Notes available.

The Public Exchange Offers will only be open to Mota-Engil 2022 Notes and Mota-Engil 2023 Notes with all rights attached, and provided that they are free of any liens, charges and liabilities, of any nature, as well as any restrictions or attachments, notably with respect to their ownership and/or social rights or their transferability.

4. Pursuant to Article no. 72, paragraph no. 2, subparagraph (a) of the Portuguese Securities Code, the recipients of the Public Exchange Offers who intend to accept any such offer shall, prior to placing an exchange order, block their respective Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes, as applicable, offered for exchange in the accounts held with the financial intermediary with which the notes are registered, with express indication that they will remain blocked until (i) the settlement date of the relevant Public Exchange Offer, i.e., 2 December 2021, which corresponds to the second business day following the tabulation and disclosure of the results of the respective Public Exchange Offer, under the terms of Interbolsa Regulation no. 2/2016, as amended, on the general operational rules applicable to securities settlement systems and to the settlement systems managed by Interbolsa (“**Settlement Date**”); (ii) the date on which the respective Public Exchange Offer is revoked by the Offeror, when such revocation is legally admissible under Articles 128 and 130 of the Portuguese Securities Code; or (iii) the date of the valid revocation of the corresponding exchange order, whichever is the earliest.
5. The Public Exchange Offers are voluntary public acquisition offers, in the form of two exchanges (one partial, involving the Mota-Engil 2022 Notes, and one total, involving the Mota-Engil 2023 Notes), addressed to unspecified investors (i.e., to the public in general) who are holders of Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes, being specifically addressed to persons with residence or establishment in Portugal. The acceptance of any of the Public Exchange Offers by investors not resident in Portugal may be restricted by the laws applicable in their jurisdiction and, as such, non-resident investors should seek further information on the matter and ensure their compliance with any legal or regulatory requirements that may apply to them.
6. Regarding each Mota-Engil 2022 Note, the consideration offered in the context of the respective Public Exchange Offer corresponds to (i) 1 Mota-Engil 2026 Note with the nominal value of €500 and (ii) a cash premium in the amount of €11.44, subject to taxes, fees and other charges.

Regarding each Mota-Engil 2023 Note, the consideration offered in the context of the respective Public Exchange Offer corresponds to (i) 20 Mota-Engil 2026 Notes with the nominal value of €500 each and (ii) a cash premium in the amount of €195.30, subject to taxes, fees and other charges.

On the Settlement Date, with respect to each of the recipients of the Public Exchange Offers who

exchanges Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes, (i) the Mota-Engil 2026 Notes acquired in the context of the Public Exchange Offers will be credited to their individual book-entry securities account, opened with a legally qualified financial intermediary, in which the Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes sold in the context of the relevant Public Exchange Offer were registered, and (ii) the abovementioned cash premium, together with interest accrued in relation to the Mota-Engil 2022 Notes, i.e., from and including 28 November 2021 up to and excluding the Settlement Date, in the amount of €0.25 for each Mota-Engil 2022 Note, subject to taxes, fees and other charges, or in relation to the Mota-Engil 2023 Notes, i.e., from and including 4 July 2021 up to and excluding the Settlement Date, in the amount of €167.777778 for each Mota-Engil 2023 Note, subject to taxes, fees and other charges, will be credited to the current account associated to the individual book-entry securities account.

7. The Mota-Engil 2023 Notes are admitted to trading on the regulated market of the *Bourse de Luxembourg*, managed by the *Luxembourg Stock Exchange* (“LSE”). The Mota-Engil 2022 Notes are admitted to trading on the regulated market of Euronext Lisbon, managed by Euronext, and admission to trading of the Mota-Engil 2026 Notes on this market has been requested, being expected to take place on 2 December 2021 dependent on approval by Euronext.
8. Pursuant to Article 177, paragraph no. 2 of the Portuguese Securities Code, given that part of the consideration of the Public Exchange Offers consists of a cash payment, the Offeror has presented an irrevocable bank guarantee, issued by novobanco, which is suitable to guarantee payment of the maximum cash amount to be paid in the context of the Public Exchange Offers, i.e., in the amount of €3,698,560.30.
9. The Public Exchange Offers will take place between 8:30 a.m. (Lisbon time) of 15 November 2021 and (i) 12 noon (Lisbon time) of 26 November 2021 for the Professionals and Eligible Counterparties Segment; and (ii) 3 p.m. (Lisbon time) of 26 November 2021 for the General Segment. Exchange orders may be received until the respective deadline. In accordance with the law, notably Article 183, paragraph no. 2 of the Portuguese Securities Code, the deadline of any of the Public Exchange Offers may be extended by decision of the CMVM, by its own initiative or at the Offeror’s request, in the event of revision of the respective Public Exchange Offer or when protection of the recipients’ interests justifies such an extension.
10. The acceptance of any Public Exchange Offer by its recipients must be communicated during the period of that Public Exchange Offer. In the case of investors included in the General Segment, their acceptance is communicated through the placement of an exchange order with the legally qualified financial intermediaries with which the Mota-Engil 2022 Notes and/or the Mota-Engil 2023 Notes offered for exchange in the context of any of the Public Exchange Offers are registered.
11. None of the Public Exchange Offers is restricted to the acquisition by the Offeror of a minimum number of Mota-Engil 2022 Notes or of Mota-Engil 2023 Notes, and each Public Exchange Offer is limited to an initial maximum of 150,000 Mota-Engil 2022 Notes and of 6,051 Mota-Engil 2023 Notes, under the terms

detailed in the preamble of this announcement and subject to the allocation criteria described in paragraph 14. There are no administrative authorisations restricting any of the Public Exchange Offers.

12. Taking into consideration Article 126, paragraph no. 2, and Article 133, paragraph no. 3, of the Portuguese Securities Code, each recipient of the Public Exchange Offers has the right to revoke or amend an exchange order already placed, by means of a notification addressed to the financial intermediary that received the order:
 - (a) At any time until 12 noon (Lisbon time) of 26 November 2021, for the Professionals and Eligible Counterparties Segment, or until 3 p.m. (Lisbon time) of 26 November 2021, for the General Segment, after which time and date all exchange orders will be irrevocable; and
 - (b) In the event of suspension of any of the Public Exchange Offers by the CMVM, until the fifth day following the term of the suspension.

In the event of any of these situations, the revocation of an exchange order already placed will entitle the issuer of such order to the unblocking of its Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes, as applicable, found blocked for the purposes of acceptance of the respective Public Exchange Offer.

13. The fee on transactions carried out in a regulated market special session, charged with respect to the subscription of Mota-Engil 2026 Notes by means of the acceptance of any of the Public Exchange Offers, will be borne by the Offeror, both in its capacity as buyer and as seller. Any other applicable charges and expenses, as well as the corresponding tax burdens, to be borne by the recipients of the Public Exchange Offers if their respective exchange order is fulfilled, should be disclosed by the financial intermediary when the exchange order is placed.
14. In the event of incomplete subscription, i.e., if the level of demand in the Public Subscription Offer and in the Public Exchange Offers does not collectively reach the maximum amount of Mota-Engil 2026 Notes available to fulfil the subscription and exchange orders received and validated:
 - (a) The Public Subscription Offer will be effective with respect to all subscription orders to be fulfilled following tabulation of the results, subsequently proceeding with the issue and subscription of the Mota-Engil 2026 Notes object of these orders; and
 - (b) Each of the Public Exchange Offers will be effective with respect to all exchange orders placed by holders of Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes to be fulfilled following tabulation of the results, subsequently proceeding with the exchange of the Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes, as applicable, for the Mota-Engil 2026 Notes object of these orders.

If the level of demand in the Public Subscription Offer and the Public Exchange Offers exceeds the maximum amount of Mota-Engil 2026 Notes available to fulfil the subscription and exchange orders received and validated, these orders will be fulfilled by the successive application, for as long as there remain Mota-Engil 2026 Notes to allocate, of the following allocation criteria:

(a) To fulfil exchange orders of Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes placed by the General Segment, until the allocation of Mota-Engil 2026 Notes in the total nominal amount of 30% of the total nominal amount of all Mota-Engil 2026 Notes (rounded up or down to the nearest multiple of €500):

(i) Allocation of:

(1) To each exchange order of Mota-Engil 2022 Notes: €10,000 in Mota-Engil 2026 Notes (corresponding to 20 Mota-Engil 2026 Notes) or the amount of Mota-Engil 2026 Notes requested, if this amount is less than €10,000, or

(2) To each exchange order of Mota-Engil 2023 Notes: €10,000 in Mota-Engil 2026 Notes (corresponding to 20 Mota-Engil 2026 Notes);

In the event that the amount of Mota-Engil 2026 Notes available for allocation under paragraph (a) is insufficient to ensure this allocation, priority will be given to the exchange orders that first entered Euronext's order centralisation system (for this purpose, all orders having entered on the same business day will be considered on equal terms). Regarding exchange orders that enter the system on the business day on which the amount of Mota-Engil 2026 Notes available for allocation under paragraph (a) is reached and exceeded, the exchange orders to be fulfilled will be drawn;

(ii) Allocation of the remaining amount requested in each exchange order in accordance with the order's date of entry into Euronext's order centralisation system, with priority being given to the exchange orders that entered first (for this purpose, all orders having entered on the same business day will be considered on equal terms). Regarding exchange orders that enter the system on the business day on which the amount of Mota-Engil 2026 Notes available for allocation under paragraph (a) is reached and exceeded, an additional amount of Mota-Engil 2026 Notes, proportional to the amount requested in the respective exchange order and not fulfilled by the application of the criteria detailed in (a)(i), will be allocated in lots of €500 in Mota-Engil 2026 Notes, corresponding to 1 Mota-Engil 2026 Note, for exchanges of Mota-Engil 2022 Notes, and in lots of €10,000 in Mota-Engil 2026 Notes, corresponding to 20 Mota-Engil 2026 Notes, for exchanges of Mota-Engil 2023 Notes, rounded down; and

(iii) Successive allocation of additional €500 in Mota-Engil 2026 Notes, corresponding to 1 Mota-Engil 2026 Note, to exchange orders with respect to Mota-Engil 2022 Notes, and of additional €10,000 in Mota-Engil 2026 Notes, corresponding to 20 Mota-Engil 2026 Notes, to exchange orders with respect to Mota-Engil 2023 Notes, which, following the application of the sets of criteria detailed in (a)(i) and (a)(ii), fall closest to the allocation of an additional

lot of €500 in Mota-Engil 2026 Notes, corresponding to 1 Mota-Engil 2026 Note, in the case of exchange orders with respect to Mota-Engil 2022 Notes, or of an additional lot of €10,000 in Mota-Engil 2026 Notes, corresponding to 20 Mota-Engil 2026 Notes, in the case of exchange orders with respect to Mota-Engil 2023 Notes. If the amount of Mota-Engil 2026 Notes available for allocation under paragraph (a) is insufficient to ensure this allocation, the orders to be fulfilled will be drawn;

- (b) To fulfil subscription orders of Mota-Engil 2026 Notes placed by the General Segment, until the allocation of Mota-Engil 2026 Notes in the total nominal amount of 30% of the total nominal amount of all Mota-Engil 2026 Notes, added to the nominal amount of Mota-Engil 2026 Notes not allocated under paragraph (a) (rounded up or down to the nearest multiple of €500):
 - (i) Allocation to each subscription order of €5,000 in Mota-Engil 2026 Notes (corresponding to 10 Mota-Engil 2026 Notes) or the amount of Mota-Engil 2026 Notes requested, if this amount is less than €5,000. In the event that the amount of Mota-Engil 2026 Notes available for allocation under this paragraph (b) is insufficient to ensure this allocation, priority will be given to the subscription orders that first entered Euronext's order centralisation system (for this purpose, all orders having entered on the same business day will be considered on equal terms). Regarding subscription orders that enter the system on the business day on which the amount of Mota-Engil 2026 Notes available for allocation under this paragraph (b) is reached and exceeded, the subscription orders to be fulfilled will be drawn;
 - (ii) Allocation of the remaining amount requested in each subscription order in accordance with the order's date of entry into Euronext's order centralisation system, with priority being given to the subscription orders that first entered the system (for this purpose, all orders that entered on the same business day will be considered on equal terms). Regarding subscription orders that enter the system on the business day on which the amount of Mota-Engil 2026 Notes available for allocation under this paragraph (b) is reached and exceeded, an additional amount of Mota-Engil 2026 Notes will be allocated, proportional to the amount requested in the respective subscription order and not fulfilled by the application of the criteria detailed in subparagraph (b)(i), in lots of €500 in Mota-Engil 2026 Notes, corresponding to 1 Mota-Engil 2026 Note, rounded down; and
 - (iii) Successive allocation of additional €500 in Mota-Engil 2026 Notes, corresponding to 1 Mota-Engil 2026 Note, to the subscription orders which, following the application of the sets of criteria detailed in subparagraph (b)(i) and (b)(ii), fall closest to the allocation of an additional lot of €500 in Mota-Engil 2026 Notes, corresponding to 1 Mota-Engil 2026 Note. If the amount of Mota-Engil 2026 Notes available for allocation under paragraph (b) is insufficient to ensure this allocation, the subscription orders to be fulfilled will be drawn;
- (c) Exchange orders of Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes placed by the General

- Segment not allocated under paragraph (a) will be fulfilled in accordance with the criteria outlined in that paragraph, without the application of the maximum number of Mota-Engil 2026 Notes referred to therein, but until the maximum nominal amount of Mota-Engil 2026 Notes of the General Segment not allocated under paragraph (b);
- (d) Allocation of Mota-Engil 2026 Notes to fulfil subscription and exchange orders placed by the Professionals and Eligible Counterparties Segment at the Issuer and Offeror's and the Arrangers and Joint Lead Managers' discretion;
 - (e) Exchange orders of Mota-Engil 2022 Notes and/or Mota-Engil 2023 Notes placed by the General Segment will be fulfilled, until the allocation of Mota-Engil 2026 Notes not allocated under paragraphs (a), (b), (c) and (d), in accordance with the criteria set out in paragraph (a), without the application of the maximum number of Mota-Engil 2026 Notes referred to therein;
 - (f) Subscription orders of Mota-Engil 2026 Notes placed by the General Segment will be fulfilled, until the allocation of Mota-Engil 2026 Notes not allocated under paragraphs (a), (b), (c), (d) and (e), in accordance with the criteria set out in paragraph (b), without the application of the maximum number of Mota-Engil 2026 Notes referred to therein.
15. The results of the Public Exchange Offers with respect to the General Segment will be assessed by Euronext in a regulated market special session, which is expected to take place on 29 November 2021, at 5 p.m. If this date is altered, a new date will be announced via notice by Euronext.
16. The results of the Public Exchange Offers, with respect to both the General Segment and the Professionals and Eligible Counterparties Segment, will be published on the CMVM's information disclosure system (www.cmvm.pt) and on Mota-Engil's website (www.mota-engil.com) following their assessment.
17. With the Offers, the Issuer and Offeror aims to raise funds to finance its current activity and global expansion, as well as to pursue its strategy of increasing the average maturity of its debt, to better align it with the generation of cash-flow. The Issuer and Offeror thus intends to substitute part of its debt with maturity in 2022 and in 2023 for debt with capital repayments in 2025 and 2026.
18. The Launch Announcement and the Prospectus are available for consultation:
- (i) On the CMVM's information disclosure system (www.cmvm.pt);
 - (ii) On Mota-Engil's website (www.mota-engil.com), as well as at its head office (Rua do Rego Lameiro, no. 38, 4300-454 Porto);
 - (iii) On the websites of the financial intermediaries appointed by the Issuer and Offeror to provide the intermediation services required in the context of the Offers, namely, at www.finantia.com, www.cgd.pt, www.haitongib.com/pt and www.novobanco.pt.
19. The Public Exchange Offer involving Mota-Engil 2022 Notes was subject to prior registration with the CMVM on 9 November 2021, under the no. 9233.

20. Pursuant to Article 145-A of the Portuguese Securities Code, the CMVM is not legally qualified to supervise the Public Exchange Offer with respect to the Mota-Engil 2023 Notes. This Public Exchange Offer was not previously registered with the CMVM, as the Mota-Engil 2023 Notes are exclusively admitted to trading on a foreign regulated market – namely, the LSE. Pursuant to the laws and regulations of Luxembourg, other than filing the results of this Public Exchange Offer with the LSE and submitting the information pertaining to the Mota-Engil 2023 Notes purchased and cancelled, no further approval or formality is legally required with respect to the *Commission de Surveillance du Secteur Financier* (CSSF) or the LSE in relation to the Public Exchange Offer of Mota-Engil 2023 Notes.

Porto, 9 November 2021

MOTA-ENGIL, SGPS, S.A.

BANCO FINANTIA, S.A.

CAIXA – BANCO DE INVESTIMENTO, S.A.

HAITONG BANK, S.A.

NOVO BANCO, S.A.