

PROPOSALS

Oliveira de Frades, 28 April 2022

GENERAL MEETING OF MARTIFER - SGPS, S.A.
25 May 2022

PROPOSAL REGARDING ITEM 1

(To resolve on the integrated management report, financial balance and individual and consolidated accounts as well as the remaining reporting documents of the Company for the year 2021, including the corporate governance report (with the remuneration report) and the sustainability report (with the consolidated non-financial information), together with the accounts legal certification documents and the report and opinion of the Audit Board)

It is proposed:

Appraise, discuss, and vote on the integrated management report, financial balance and individual and consolidated accounts as well as the remaining reporting documents for the year 2021, including the corporate governance report (with re remuneration report) and the sustainability report (with the consolidated non-financial information), together with the accounts legal certification documents and the report and opinion of the Audit Board.

Enclosed: Consolidated annual report, financial balance and on the individual and consolidated accounts for the year 2021 and the corporate governance report, remuneration report, the sustainability report, and the report and opinion of the Audit Board with regard to the year of 2021.

THE BOARD OF DIRECTORS,

WWW.MARTIFER.COM

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PROPOSALS

Oliveira de Frades, 28 April 2022

GENERAL MEETING MARTIFER - SGPS, S.A.
25 May 2022

PROPOSAL REGARDING ITEM 2

(To resolve upon the proposal of allocation of the 2021 year-end results)

It is proposed:

The Board of Directors proposes to the Shareholders General Meeting that the net result calculated in the separate financial statements in the amount of EUR 717,125.62 (seven hundred and seventeen thousand, one hundred and twenty-five euros and sixty-two cents), for the year of 2021, be allocated to Retained Earnings.

THE BOARD OF DIRECTORS,

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PROPOSALS

Oliveira de Frades, 28 Abril 2022

GENERAL MEETING OF MARTIFER - SGPS, S.A.
25 May 2022

PROPOSAL REGARDING ITEM 3

(To carry out the general appraisal of the management and supervision of the Company)

It is proposed:

That the General Meeting congratulates itself with the way the managing and supervising of the company were performed during the year ended on the 31 December 2021, expressing a confidence and regard vote for the activity developed by those corporate bodies and by each of its members.

THE PROPOSING SHAREHOLDERS,

I'M SGPS, S.A.

MOTA ENGIL SGPS, S.A.

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PROPOSALS

Oliveira de Frades, 28 April 2022

GENERAL MEETING MARTIFER - SGPS, S.A.
25 May 2022

PROPOSAL REGARDING ITEM 4

*(To resolve upon the election of the Statutory Auditor or Statutory Auditors Firm for the two-year period
2022-2023)*

Whereas:

- A) The end of the term of office for the 2020-2021 two-year period of the current effective and alternate Statutory Auditors, whose duties began in 2020;
- B) The provisions of article 54(3) of Law No. 140/2015, of September 7, as amended by Law No. 99-A/2021, of December 31, which determines that the maximum duration of consecutive exercise of duties by the statutory auditor in a public interest entity, as is the case of the Company, is 10 years;

It is proposed to re-elect for a new term of office (corresponding to the 2022-2023 two-year period), as it is considered that the people listed below have the profile, knowledge, curriculum and experience appropriate to the duties to be performed:

EFFECTIVE: DELOITTE & ASSOCIADOS, SROC, S.A., corporate n.º 501 776 311, with registered office at Avenida Engenheiro Duarte Pacheco, no. 7 1070-100 Lisbon, registered at OROC under no. 43 and registered at CMVM under no. 20161389, represented by Nuno Miguel dos Santos Figueiredo (registered at OROC under no. 1272 and registered at CMVM under no. 20160883), with office at Bom Sucesso Trade Center, Praça do Bom Sucesso, no. 61 – 13.º 4150-146, Oporto and by António Manuel Martins Amaral (registered at OROC under no. 1130 and registered at CMVM under no. 20160742), with office at Bom Sucesso Trade Center, Praça do Bom Sucesso, n.º 61 – 13.º 4150-146, Oporto

ALTERNATE: João Carlos Henriques Gomes Ferreira (registered at OROC under no. 1129 and registered at CMVM under no. 20160741), with office at Avenida Engenheiro Duarte Pacheco, no. 7 1070-100 Lisbon;

Enclosed is the information provided for in paragraph d) of paragraph 1 of article 289 of the Commercial Companies Code for each of the people proposed in the preceding list.

THE AUDIT BOARD,

WWW.MARTIFER.COM

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(Translation of a letter originally issued in Portuguese)

Martifer, S.G.P.S., S.A.
Zona Industrial, Apartado 17
3684-001 Oliveira de Frades

April 28, 2022

Dear Sirs,

For the purpose of article 289º, number 1 paragraph d) of Commercial Companies Code (*"Código das Sociedades Comerciais"*) we hereby declare that this entity, their partners and members of the Board of Directors do not own shares of Martifer, S.G.P.S., S.A. or any of its wholly owned or group companies.

Additionally, we declare that this statutory audit firm (*"Sociedade de Revisores Oficiais de Contas"*), during the past five years, in accordance with articles 262º and 413º of the above mentioned code, has been nominated statutory auditor of a large number of companies which listing would be extremely exhaustive. In compliance with Decree-Law 140/2015 dated September 7, and amended by Law 99-A/2021 of December 31, this list was provided to the Portuguese Institute of Statutory Auditors (*"Ordem dos Revisores Oficiais de Contas"*), and to the Portuguese Securities Market Commission (*"Comissão do Mercado dos Valores Mobiliários"*).

We attach to this letter the *curricula* of our partners Nuno Miguel dos Santos Figueiredo who will act as representative of this firm for the supervision or direct execution of the statutory audit and of António Manuel Martins Amaral, who will act as of his substitute in the event that the first is prevented of the exercise of his mandate.

Yours faithfully

Deloitte & Associados, SROC S.A.
Representada por Nuno Miguel Santos Figueiredo, ROC
Registo na OROC nr. 1272
Registo na CMVM nr. 20160883

NF/mjr

NUNO MIGUEL DOS SANTOS FIGUEIREDO

REVISOR OFICIAL DE CONTAS
INSCRIÇÃO Nº 1272

Bom Sucesso Trade Center
Praça do Bom Sucesso, nº 61 – 13º
4150-146 Porto
Telefone 225 439 200

Nuno Miguel dos Santos Figueiredo, married, born at Porto, on November 28, 1974, Porto.

Graduation in Economics by Faculdade de Economia da Universidade do Porto (1997).

For over five years has been developing his professional activity exclusively as a Statutory Audit, as partner of Deloitte & Associados, SROC, S.A., being registered since 2006 at the Portuguese Statutory Auditors Institute (*“Ordem dos Revisores Oficiais de Contas”*) with number 1272 and in the Portuguese Securities Market Commission (*“Comissão do Mercado dos Valores Mobiliários”*) with number 20160883, since 2016.

Porto, April 28, 2022

Nuno Miguel dos Santos Figueiredo
Registo na OROC nº 1272
Registo na CMVM nº 20160883

ANTÓNIO MANUEL MARTINS AMARAL

REVISOR OFICIAL DE CONTAS
INSCRIÇÃO Nº 1130

Bom Sucesso Trade Center
Praça do Bom Sucesso, nº 61 – 13º
4150-146 Porto
Telefone 225 439 200

António Manuel Martins Amaral, divorced, born at Porto, on February 24, 1964, Porto.

Graduation in Economics by Universidade Portucalense Infante D. Henriques (1989).

For over five years has been developing his professional activity exclusively as a Statutory Audit, as partner of Deloitte & Associados, SROC, S.A., being registered since 2002 at the Portuguese Statutory Auditors Institute ("*Ordem dos Revisores Oficiais de Contas*") with number 1130 and in the Portuguese Securities Market Commission ("*Comissão do Mercado dos Valores Mobiliários*") with number 20160742, since 2016.

Porto, April 28, 2022

António Manuel Martins Amaral, ROC
Registration in OROC nº 1130
Registration in CMVM nº 20160742

JOÃO CARLOS HENRIQUES GOMES FERREIRA

REVISOR OFICIAL DE CONTAS

INSCRIÇÃO N.º 1129

Avenida Engenheiro Duarte Pacheco. 7

1070-100 Lisboa

Telefone 210427 510

(Translation of a letter originally issued in Portuguese)

João Carlos Henriques Gomes Ferreira, married, born at Nazaré, on May 2, 1973.

Graduation in Business Management from the Instituto Superior de Economia e Gestão (1994).

For over five years has been developing his professional activity exclusively as a Statutory Audit, as partner of Deloitte & Associados, SROC, S.A. being register since 2002 at the Portuguese Statutory Auditors Institute (*"Ordem dos Revisores Oficiais de Contas"*) with number 1129.

For the purposes set out in subparagraph d) of number 1 of article 289 of the Portuguese Commercial Companies Code, I declare that I do not hold any shares in Matifer, SGPS, S.A., or companies that are in a controlling or group relationship with it.

Lisbon, 27 April de 2022

João Carlos tienriques Gomes Ferreira, ROC

Registration in OROC no. 1129

Registration in CMVM no. 20160741

PROPOSALS

Oliveira de Frades, 28 April 2022

GENERAL MEETING MARTIFER - SGPS, S.A.
25 May 2022

PROPOSAL REGARDING ITEM 5

(To resolve upon the granting of authorisation to the Board of Directors for the acquisition and sale of Company's own shares)

Whereas:

- A) The legal framework applicable to commercial companies in respect of acquisition and disposal of own shares pursuant articles 319º and 320º of the Portuguese Commercial Companies Code;
- B) The convenience of the company in being able to continue to make use, under the general terms, of the possibilities that are inherent to such kind of transaction;
- C) The convenience of these possibilities also to subsidiary companies as they may even be obligated to purchase or dispose of company's shares, in particular in the terms of the own issuing of securities, which, without prejudice of article 319º, n.º 3 of the Portuguese Commercial Companies Code, should also be addressed;
- D) Even if acquisition or sale occurs outside the framework of a company buy-back policy, it is considered good practice to comply with the rules set out in Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014, and EU Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016;
- E) Regulation no. 5/2008 of the Portuguese CMVM, as amended, establishes certain duties of communication and disclosure concerning own shares transactions for companies with shares listed in regulated markets in Portugal;

It is proposed:

- 1) To approve the acquisition of own shares, including acquisition of rights or granting, either by the company or by any of its current or future subsidiaries, subject to a decision of the management body of the acquiring company, which may delegate on the executive committee, whenever such committee exists, or in the executive directors, in accordance with its capacity, under the following terms:
- a) **Maximum number of shares to be acquired:** with deduction of the disposals made, up to the limit of ten percent of the share capital, without prejudice of the amount required for fulfillment of the purchaser's obligations, arising either from law, contract, issuance of securities or contractual link to the fulfillment of the Company's "stock options" program, when it exists, and subject, if needed, to further disposal, within the legal terms, of the shares that exceed such limit;
 - b) **Term during which the acquisition may be made:** eighteen months, as from the date of this resolution;
 - c) **Form of acquisition:** subject to the terms and limits imperatively set forth in law, acquisition of shares as well as acquisition of rights or attribution of shares against payment, of any kind, either on the stock market or OTC, at any title, in particular through exchange, submitted, in accordance with the law, to the principle of equality of shareholders, or acquisition of any securities for, or by effect of, fulfilling an obligation arising either from law, contract, conversion or exchange of convertible or exchangeable securities issued by the Company or by a subsidiary, in accordance with the terms of the respective conditions of issuance or contracts entered into in relation to such conversion or exchange;
 - d) **Minimum and maximum consideration for the acquisition:** the price of the onerous acquisition must be contained within an interval between the price of the best purchase offer (including) and the price of the best offer to sell (including) written in the orders book of the stock exchange where the Company's shares are listed for trade, at the moment of acquisition;
 - e) **Time of acquisition:** to be determined by the management body of the acquiring company, which may delegate on the executive directors or the Executive Committee, whenever such committee exists, taking into consideration the situation of the securities market and the

conveniences and obligations of the purchaser or of any of its subsidiaries, and being carried out one or more times in the proportions to be established by such body.

- 2) To approve the sale of own shares that were acquired, subject to a decision of the management body of the selling company, which may delegate in the executive committee, in accordance with its capacity, under the following terms:
- a) **Minimum number of shares:** the correspondent to the quantity enough for the fulfillment of the obligation undertaken, arising either from law, contract or issuance of other securities or resolution of the Board of Directors, which may delegate on the executive directors or the Executive Committee, whenever such committee exists;
 - b) **Term during which the sale may be made:** eighteen months, as from the date of the resolution hereof;
 - c) **Forms of sale:** subject to the terms and limits imperatively set forth in law, onerous sale of any kind, in particular through sale or exchange, either in OTC in stock exchange, to entities appointed by the management body of the selling company, which may delegate in the executive directors or the Executive Committee whenever such committee exists, submitted, in accordance with the law, to the principle of equality of shareholders, or non-onerous disposal, when resolved by the Board of Directors, which may delegate on the executive directors or the Executive Committee, if any, within the scope of the program to grant shares to employees, without prejudice of, when facing a disposal for the satisfaction of an obligation undertaken or arising from the issuance of other securities by the company or by its subsidiary, or from contracts related to such issuance, or from contractual link to the fulfillment of the company's "stock options" program, when it exists, to be effected in accordance with its respective terms and conditions;
 - d) **Minimum price:** the consideration must not be inferior to the price of the best purchase offer written in the orders book of the stock exchange where the company's shares are listed for trade, at the moment of disposal;
 - e) **Time of sale:** to be determined by the management body of the company, which may delegate on the executive directors or the Executive Committee, whenever such committee exists, taking into consideration the situation of the securities market and the conveniences

and obligations of the selling company, or its subsidiary, and being carried out in one or more times in the proportions established by such body.

- 3)** To approve the transmission, on an indicative basis, to the Board of Directors to, without prejudice of its freedom of decision and performance, within the scope of resolutions 1 and 2 above, take into account, in accordance with the circumstances that it finds relevant and do so comply with the legal provisions of the European Union legislation and the Portuguese Security Code, adhere to the regulations and recommendations set out by the Portuguese CMVM at each relevant moment.

THE BOARD OF DIRECTORS,

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PROPOSALS

Oliveira de Frades, 28 April 2022

GENERAL MEETING MARTIFER - SGPS, S.A.
25 May 2022

PROPOSAL REGARDING ITEM 6

(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 € 40,000,000.00 (forty million euros))

Whereas

The Group's financial policy as well as the possibility for the Company to diversify its funding sources in the capital market.

It is proposed:

That the Shareholders General Meeting resolves that the Company, within a period of five years, counting from the date of the authorization decision, issues one or more bond loans, in euros or in another currency, up to the global amount of €40,000,000, 00 (forty million euros), if necessary.

THE BOARD OF DIRECTORS,

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PROPOSALS

Oliveira de Frades, 28 April 2022

GENERAL MEETING MARTIFER - SGPS, S.A.

25 May 2022

PROPOSAL REGARDING ITEM 7

(Discuss and decide, pursuant to the law and 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.)

It is proposed:

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.

THE PROPOSING SHAREHOLDERS,

I'M SGPS, S.A.

MOTA ENGIL SGPS, S.A.

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