

*[This translation into English of the Portuguese document was made only for the convenience of non-Portuguese speaking shareholders. For all intents and purposes, the Portuguese version shall prevail.]*

**EXTRAORDINARY GENERAL MEETING  
OF MARTIFER - SGPS, S.A.**  
December 18<sup>th</sup>, 2019

**PROPOSAL REGARDING ITEM ONE OF THE AGENDA**

*(To resolve on the realization by the shareholders I'M - SGPS, SA and MOTA-ENGIL - SGPS, SA Sociedade Aberta, willingly perform supplementary capital contributions subject to the supplementary contributions regime up to a total amount of forty million euros (€ 40,000,000.00).)*

**Considering:**

The proposing shareholders intend to strengthen Company's equity.

**It is proposed:**

That the General Meeting decides to grant authorization for the shareholders I'M - SGPS, SA and MOTA-ENGIL - SGPS, SA Sociedade Aberta to, willingly, on a non-onerous basis, equally, until the April 30<sup>th</sup>, 2020, to perform supplementary capital contributions, with reimbursement conditional on the availability of the Company and subject to the supplementary contributions legal regime provided for in articles 210 to 213 of the Portuguese Companies Code, up to a total amount of forty million euros (€ 40,000,000.00), due to the conversion of shareholders loans to be made by the same shareholders to the Company, resolution that will be conditioned to the execution of such shareholders loans

contracts, and will be null and void if they are not concluded within a period of four months from the date of this resolution.

Oliveira de Frades, November 20<sup>th</sup>, 2019.

The Proposing Shareholders,

I'M SGPS, S.A.

MOTA ENGIL SGPS, S.A.