MOTA-ENGIL AFRICA N.V.

BOARD PROFILE

REGISTERED OFFICE
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Netherlands

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1. Composition

1.1 The Board of Mota-Engil Africa N.V. (the "Board" and the "Company", respectively) shall be composed in such a way that its members are able to operate independently and critically towards each other and other interests involved. This composition should be balanced as to reflect the nature and variety of the Company's business and desired competences related thereto. Special importance should be given to expertise, skills and experience in the fields of business, management, entrepreneurship, finance and law.

1.2 The combined experience, expertise and independence of the members of the Board should enable the Board to best carry out its responsibilities and duties with regard to the Company and all other stakeholders, including its shareholders, consistent with applicable laws and regulations.

1.3 The Company strives for a mixed Board composition in respect of gender as referred to in Section 2:166 of the Dutch Civil Code, but more importance should be given to each member's expertise, skills and relevant experience. In case the composition of the Board differs from the diversity as aimed for in this profile, the Board shall account for this in the annual report of the Company.

1.4 The composition of the Board shall be consistent with the Company's articles of association and any further applicable regulations.

2. Members

2.1 The number of Board members should provide for broad experience and expertise whilst at the same time allowing for efficient deliberation, decision making and operation.

2.2 The Company aims to have nine (9) members of the Board comprising of five (5) executive board members and four (4) non-executive board members. In case of any deviation from this composition, the principle laid out in Section 2 of this profile should be taken into account.

3. Requirements

General requirements

3.1 Each member of the Board must be able to assess the broad outlines of the overall Company policy and strategy.

3.2 Each member of the Board must be able to operate independently and critically towards the other members of the Board.

3.3 Each member of the Board must be able to carry out the duties and responsibilities of the Board.

Special requirements for executive directors

3.4 Each executive director must be able to manage the day-to-day affairs of the Company and the business affiliated therewith, including the development and implementation of business strategies to ensure long-term value creation.

3.5 An executive director of the Board shall not be chairman of a one tier board or supervisory board of another large Dutch company[1] or Dutch listed company.

3.6 An executive director shall not be a non-executive director or supervisory board member of more than two (2) other large Dutch companies or Dutch listed companies.

Special requirements for non-executive directors

3.7 Each non-executive director must be able to advise and assist the executive directors in the execution of their duties, both called or uncalled for.

3.8 At least one (1) of the non-executive directors of the Board shall be a financial expert.

3.9 Non-executive directors of the Board shall not be non-executive directors or supervisory board members of five (5) or more large Dutch companies or of more than five (5) Dutch listed companies, for which purpose a chairmanship is taken into account twice.

3.10 At least two (2) of the non-executive directors of the Board shall meet the independence criteria set out in **Schedule I**. Contrary to best practice provisions III.2.1 and III.8.4 of the Dutch Corporate Governance Code, the total amount of non-executive directors does not matter provided that there is a satisfactory balance for the purposes of decision-making at Board level in line with the aims of the Dutch Corporate Governance Code.

1 A Dutch company is seen as a Large Dutch Company if it meets at least two of the following requirements on two consecutive balance sheet dates: (a) the value of the assets according to the balance sheet with explanatory notes amounts, on the basis of the acquisition and manufacturing price, to more than €17,500,000; (b) the net turnover in the relevant financial year amounts to more than €35,000,000; or (c) the average amount of employees in the relevant financial year amounts to more than 250.

SCHEDULE I

INDEPENDENCE CRITERIA

A director of the Board shall be deemed to be independent if the following criteria of dependence do not apply to him. These criteria are that the director concerned or his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law:

a. has been an employee of the Company or executive director of the Board; including associated companies as referred to in Section 5:48 of the Act on Financial Supervision (*Wet op het financieel toezicht*) in the five years prior to the appointment;

b. receives personal financial compensation from the Company, or a company associated with it, other than the compensation received for the work performed as a non-executive director and in so far as this is not in keeping with the normal course of business;

c. has had an important business relationship with the Company, or a company associated with it, in the year prior to the appointment. This includes the case where the non-executive director, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the Company (consultant, external auditor, civil notary and lawyer) and the case where the non-executive director is a management board member, executive director of the board or an employee of any bank with which the Company has a lasting and significant relationship;

d. is a member of the management board or executive director of the board of a company in which an executive director of the Board which he supervises is a supervisory board member or non-executive director of the board;

e. holds at least ten percent of the shares in the Company (including the shares held by natural persons or legal entities which cooperate with him under an express or tacit, oral or written agreement);

f. is a member of the management board or supervisory board or director of a one tier board - or is a representative in some other way - of a legal entity which holds at least ten percent of the shares in the Company, unless such entity is a member of the same group as the Company; or

g. has temporarily managed the Company during the previous twelve months where executive directors of the Board have been absent or unable to discharge their duties.