

GENERAL SHAREHOLDERS' MEETING OF MAY 26, 2026

Chairman of the General Shareholders'
Meeting of
TEIXEIRA DUARTE, S.A.

PROPOSAL PRESENTED WITHIN THE SCOPE OF THE FOURTH ITEM OF THE AGENDA

Under Article 399 of the Portuguese Companies Code and Article Eleven of the Company's Articles of Association, this Committee is tasked with submitting to the Shareholders' Meeting's approval a proposal regarding the policy for the compensation of the members of this Company's management and supervisory bodies, drawn-up under the terms and for the purposes set out in Articles 26-A to 26-F of the Securities Code.

The Remunerations Committee, within the scope of the Fourth Item of the Agenda for the Shareholders' Meeting of "Teixeira Duarte, S.A.", submits to the approval of the Shareholders' Meeting the Policy for the Compensation of the Members of the Managing and Supervisory Bodies of "TEIXEIRA DUARTE, S.A." which is attached hereto.

May 19, 2026

The Remunerations Committee

Manuel Maria Calainho de Azevedo Teixeira Duarte

Isabel Maria Nunes Correia Teixeira Duarte

António Carlos Calainho de Azevedo Teixeira Duarte

REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODIES OF “TEIXEIRA DUARTE, S.A.”

I. SCOPE OF THE POLICY

Considering the corporate model adopted by “Teixeira Duarte, S.A.”, this Policy applies to all members of the Board of Directors, the Supervisory Board and the Statutory Auditors’ Firm.

II. INTRODUCTION

This “Remuneration Policy for the Members of the Management and Supervisory Bodies” has been prepared taking into account, in addition to the applicable legal provisions, the historical context and the framework of this matter within the Teixeira Duarte Group over the years.

Whenever reference is made in this document to the historical, labour and contractual framework within the Teixeira Duarte Group, such reference shall be deemed to include “Teixeira Duarte, S.A.”, “Teixeira Duarte – Engenharia e Construções, S.A.” and “Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A.”, which are the Group’s main sub-holding companies.

Within this framework, it is established that the Directors of “Teixeira Duarte, S.A.” may only receive remuneration, on whatever basis, from one of the following entities: “Teixeira Duarte, S.A.”, “Teixeira Duarte – Engenharia e Construções, S.A.” or “Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A.”.

III. BOARD OF DIRECTORS

1. Contractual Status

There are no contracts or agreements entered into with the members of the management bodies.

Three members of the Board of Directors have employment contracts with companies within the Teixeira Duarte Group, without prejudice to their suspension, under the terms of the law, upon their election to the corporate offices they currently hold within the Group.

Furthermore, the Directors Maria da Conceição Maia Teixeira Duarte and Isabel Maria Nunes Correia Teixeira Duarte do not have written management agreements, and their contractual status derives solely from the mandate for which they were elected at the General Meeting. Accordingly, there are no specific contractual provisions regarding notice periods nor any clauses relating to termination or payments associated therewith, the applicable legal provisions being those in force.

2. Objectives of the Remuneration Policy for the Board of Directors

This remuneration policy for the Board of Directors has been prepared with the objective that the determination of remuneration, under the terms provided herein, contributes to the Company's business strategy, its long-term interests and its sustainability.

a. Fixed Remuneration

Fixed remuneration shall be determined taking into account the functions performed within the Teixeira Duarte Group, as well as its compatibility with the employment and remuneration conditions applicable to the Group's employees, thereby ensuring alignment and fostering a close relationship between directors and employees, as well as the engagement of all with the Group's overall strategy.

The fixed amount shall be granted and paid in a manner consistent with the employment and remuneration conditions applicable to the employees of "Teixeira Duarte, S.A." and of the Group's principal sub-holding companies, namely "Teixeira Duarte – Engenharia e Construções, S.A." and "Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A.".

No bonuses or specific benefits are granted to members of the Board of Directors, and any insurance, allowances and business-related expenses shall be paid under terms and conditions identical to those applicable to employees of those companies.

b. Variable Remuneration

This policy promotes the commitment of the members of the Board of Directors to the long-term business project of the Company, insofar as, on the one hand, fixed remuneration and its complementary conditions are integrated within the overall remuneration framework of the Group's employees and, on the other hand, part of the remuneration has a variable and deferred nature.

The award and payment of the variable component are subject to the fulfilment of conditions that reflect the Company's positive performance, assessed on the basis of objective, measurable and pre-defined indicators considered to be benchmarks for the Company's long-term sustainability and development.

The variable component shall be determined for each member of the Board of Directors as additional remuneration and as a performance bonus and shall not in any way be linked to the Company's share price. Rather, it shall depend on the evolution of the Company's business, on financial indicators such as net debt and equity ratio (*financial autonomy*), on the level of commitment of each member in carrying out the duties and objectives inherent to their functions, as well as on the results of the financial year and the respective profit allocation policy.

No Director shall have any right to the variable component of remuneration until it has been specifically granted by the Remunerations Committee. The respective amounts shall be paid in instalments, both in terms of amount and timing, to be determined by the Committee, and payment of deferred portions shall be conditional upon the continued performance of duties by the relevant members, either within the Company itself or through the provision of remunerated services within the Group.

No mechanisms are established to cap variable remuneration, even in the event that the Company's results reflect a material deterioration in performance in the most recent financial year or where such deterioration is expected in the current financial year.

However, the Committee shall consider whether it is appropriate to defer a significant portion of the variable remuneration for a period of not less than three years and whether its payment

should be contingent upon the continued positive performance of the Company throughout such period, as evidenced by the occurrence of at least one of the following:

- Increase in shareholders' equity;
- Average EBITDA over the following three financial years exceeding that recorded in the relevant financial year;
- Average consolidated net income over the following three financial years exceeding that recorded in the relevant financial year.

The possibility for the Company to reclaim variable remuneration already paid is not foreseen.

c. Other Forms of Remuneration or Benefits

There shall not be any share allocation schemes, and/or stock option rights or any other share-based incentive systems.

Within the overall remuneration of the Board of Directors, no amounts are paid in the form of profit-sharing.

No other relevant non-cash benefits are granted beyond those determined by this Committee. No payments have been made, nor are any foreseen, in respect of dismissal or termination of Directors' functions.

d. Retirement and Supplementary Pension Schemes

With regard to retired former Directors, the Remunerations Committee shall determine all amounts paid on any basis and shall review such amounts annually.

With respect to supplementary pension schemes, Article 22 of the Articles of Association, as reproduced below, sets out the applicable terms and criteria for determining such amounts:

“ARTICLE TWENTY-TWO

ONE - When the persons who have carried out the job of directors cease their functions, the Company may grant them a lifelong retirement pension, whenever they comply with one of the following requirements:

a) Have worked more than ten years assuming that function in this company, counting for this purpose, the years working in the same position in "TEIXEIRA DUARTE - Engenharia e Construções, S.A.";

b) Having, although with less time assuming that job, a total of more than twenty-five years of services rendered to the Company, counting for this purpose, the years working in "TEIXEIRA DUARTE - Engenharia e Construções, S.A.";

TWO - The amount of that pension, which will be determined taking into account the time or relevance of the services rendered and the situation of the beneficiary, shall be annually reviewed, but can never be higher than the highest remuneration earned at that time by the permanent directors.

THREE - By delegation of the General Meeting, as from now established, it will be the Remunerations Committee's duty referred in Article Eleventh, to appreciate the cases submitted and to fix the values and further procedures for the attribution of the pensions."

The above provision does not preclude the Remunerations Committee from submitting such matters to the General Meeting, although such submission has not been deemed necessary. For all purposes, it is hereby noted that, since the incorporation of the Company in 2009 until this date, no retirement benefit schemes for members of the corporate bodies have been approved by the General Meeting, as such competence is expressly assigned to the Remunerations Committee.

IV. SUPERVISORY BOARD

There are no contracts or agreements with the members of the Supervisory Board, whose contractual status derives solely from the mandate for which they were elected at the General Meeting.

No supplementary pension or early retirement schemes are in place.

All members of the Supervisory Board shall receive, in accordance with the regime currently set out in the Portuguese Companies Code (Código das Sociedades Comerciais), a fixed remuneration for the performance of their duties, as determined by the Remunerations

Committee, and none shall receive any other compensation from “Teixeira Duarte, S.A.” or from any entity in a control or group relationship with it, in particular in respect of any additional services rendered.

Similarly, and as stated above in respect of the Board of Directors, there shall be no arrangements for the allocation of shares and/or rights to acquire share options and/or any other share-based incentive schemes, nor shall any amounts be paid by way of profit-sharing, nor any other significant non-cash bonuses or benefits be granted.

V. STATUTORY AUDITOR

Following its election by the General Meeting, the Company shall enter into an agreement with the Statutory Auditors’ Firm for the provision of statutory audit services.

The remuneration of the Statutory Auditors’ Firm shall be determined according to the volume and quality of the services provided within the scope of its duties as established by law and the Articles of Association.

The same firm may also provide statutory audit services to other entities within the Teixeira Duarte Group and receive the corresponding remuneration, the aggregate amount of which shall be disclosed in accordance with the law.

In the case of “Teixeira Duarte, S.A.”, it is incumbent upon such supervisory body to carry out all examinations and verifications necessary for the statutory audit and certification of the Company’s accounts, for which purpose an annual global fee shall be determined, to be paid in accordance with the terms and deadlines agreed with the Board of Directors, taking into account its level of oversight and involvement in monitoring the Company’s business and the activities of this supervisory body.

In this respect, it should be noted that the same Statutory Auditors’ Firm may also provide services of the same nature—namely statutory audit and auditing services—to other entities within the Teixeira Duarte Group, from which it shall receive the corresponding remuneration, the aggregate amount of which shall be disclosed in accordance with the law.

Given that the Supervisory Board plays an active role in overseeing the work of the Statutory Auditors' Firm, it shall be consulted in order to issue its opinion on the determination of the latter's remuneration.

There are no supplementary pension or early retirement schemes in place for the Statutory Auditor, nor for any of the representatives of the Statutory Auditors' Firm elected to such position.

VI. DECISION-MAKING PROCESS

The decision-making process followed for the determination, review and implementation of this Policy consists of meetings of the Remunerations Committee, held for the purpose of discussing the matter without the involvement of any other committee, entity or corporate body. The amounts and criteria are established in accordance with the terms set out above and are aligned with the remuneration strategy applicable to the Company's management staff and to its main sub-holding companies — namely Teixeira Duarte – Engenharia e Construções, S.A. and Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A. — and therefore no conflicts of interest arise, as transversal criteria are applied in determining both fixed and variable remuneration, contributing to the Company's business strategy, its long-term interests and its sustainability.

Accordingly, it is on the basis of this remuneration policy that the Committee shall proceed to determine, in concrete terms, the exact amounts of the remuneration of the members of the aforementioned management and supervisory bodies of the Company, in accordance with the individual judgement of its members, as expressed in a resolution recorded in the minutes, the content of which shall subsequently be communicated to the Board of Directors for implementation, in strict compliance with the terms so determined.

VII. PUBLICATION OF THE COMPENSATION POLICY AND DISCLOSURE REGARDING COMPENSATIONS

In accordance with Article 26-E of the Portuguese Securities Code (Código de Valores Mobiliários), this Policy shall be published on the Company's website, including information

on the voting results and the date of approval at the General Meeting, and shall remain available to the public free of charge for at least as long as it is in effect.

Disclosure of remuneration information shall be carried out in accordance with applicable legislation.

VIII. DURATION OF THE COMPENSATION POLICY

In compliance with the legislation currently in force, this Remuneration Policy shall be subject to review, at least every four years.

Without prejudice to the foregoing, it should be noted that many of the aspects set out above are intended to ensure compliance with applicable legal provisions and may therefore be subject to change in the event of amendments to such provisions.

May 19, 2026

The Remunerations Committee

Manuel Maria Calainho de Azevedo Teixeira Duarte

Isabel Maria Nunes Correia Teixeira Duarte

António Carlos Calainho de Azevedo Teixeira Duarte

(Free translation from a Remuneration Policy originally issued in Portuguese language. In case of doubt, the Portuguese version will always prevail.)