

To: Chairman of the
Board of the General Meeting of
MOTA-ENGIL, SGPS, S.A.
Rua do Rego Lameiro, nº 38
4300-454 PORTO

Porto,, 2013

I, (name), bearer of ID card/Citizen's Card nº issued on
.../.../... or Valid until....., by the Civil Identification Services of/by the
Portuguese Republic, taxpayer nº, bearer of Shares, which were
registered in my name at 0 (zero) hours (GMT), of the 5th (fifth) business day prior
to the holding of the General Meeting of this Company, as per information sent you
by my financial intermediary, DECLARE THAT, for the
purposes of representation at the meeting on 24 April 2013 of the General
Shareholders Meeting of Mota-Engil, SGPS, S.A., to be held at 2:30 p.m. in the
GEMINI Room of the Sheraton Porto Hotel & Spa, located at Rua Tenente Valadim,
n.º 146, 4100-476 Porto, whether said meeting is held at first or second
convocation, and with the following Order of Business as transcribed below: -----

“Point One: Appraise, discuss and vote on the Management Report, the Balance
Sheet, the Profit and Loss Statement, the Statement of Changes in Equity Capital,
the Cash Flow Statement and the annex to the Balance Sheet, the Profit and Loss
Statement the Statement of Changes in Equity Capital, the Cash Flow Statement for
2012, presented by the Board of Directors, as well as the Audit Clearance and
Report and Opinion of the Statutory Audit Board, pursuant to the terms of Art. 376
of the Companies Code.-----

Point Two: Discuss and deliberate on the Proposal for the Application of Results
pursuant to the terms of Art. 376 of the Companies Code.-----

Point Three: Appraise the Report on the Corporate Governance practices.-----

Point Four: Make a general appraisal of the Management and Supervision of the Company, pursuant to the terms of Arts. 376(1)(c) and 455 of the Companies Code. -----

Point Five: Discuss and deliberate on the approval of the statement by the Remuneration Committee on the remuneration policy in regard to the members of the Management and Supervisory bodies of the Company.-----

Point Six: Appraise, discuss and vote on the Consolidate Management Report, the Consolidated Financial Statement, the Separate Consolidated Profit and Loss Statement, the Full Consolidated Income Statement, the Consolidated Statement of Changes in Equity Capital, the Consolidated Cash Flow Statement and the Notes to the Consolidated Financial Statements for 2012, presented by the Board of Directors, as well as the Consolidated Audit Clearance and Report and Opinion of the Statutory Audit Board, pursuant to the terms of Art. 508-A of the Companies Code.-----

Point Seven: Discuss and deliberate, pursuant to the terms of Art. 393(4) of the Companies Code, on the ratifications of the co-optations made by the Board of Directors in its meetings of 07 January 2013 and 18 March 2013, of two new members for the Board of Directors, to wit, respectively, José Pedro Matos Marques Sampaio de Freitas and Maria Paula Queirós Vasconcelos Mota de Meireles, who assumed duties as members of said Board of Directors.-----

Point Eight: Discuss and deliberate, under the terms of Art. 11(9) of the Articles of Association, on the setting of the amount of bond to be posted by the members of the Board of Directors whose co-optation is ratified as per the foregoing Point Seven of the Order of Business.-----

Point Nine: Discuss and deliberate, under the terms of Art. 11(2) of the Articles of Association, on setting the number of Deputy-Chairmen of the Board of Directors at two.- -----

Point Ten: Discuss and deliberate on the acquisition and sale by the Company of own shares, and grant a mandate to the Board of Directors of the Company to execute the resolutions made within the scope of this Point of the Order of Business. -----

Point Eleven: Discuss and deliberate on the acquisition and sale by the Company of its own corporate bonds, and grant a mandate to the Board of Directors of the Company to execute the resolutions made within the scope of this Point of the Order of Business.-----

Point Twelve: Discuss and deliberate on the participation of the Company in an operation in which one of its subsidiaries will issue, for a maximum period of one year, up to €80,000,000 (eighty million euros) of securities (convertible bonds)

representing debt, convertible in new or existing ordinary shares of the Company, including the signing by the Company of the usual supporting documents applicable to this type of operation as required.-----

Point Thirteen: Discuss and deliberate on the placement and the universe of the intended recipients of the aforesaid convertible bonds in the previous Point, more specifically through a private offer to international investors, in particular, who may or may not be shareholders of the Company.-----

Point Fourteen: Discuss and deliberate on the partial alteration of the articles of association, specifically:-----

a) the addition of a new paragraph (which will be number seven) to the current article six.-----

b) the addition of a new subparagraph (which will be subparagraph o)) to the current paragraph two of article thirteen.-----

c) the addition of a new article which will become article fifteen and the resulting renumbering of the remaining articles (the articles currently numbered fifteen to thirty-five being altered to numbers sixteen to thirty-six).-----

Point Fifteen: Discuss and deliberate on the suppression of the legal pre-emptive right of shareholders in the subscription of shares issued as a result of each capital increase that is resolved by the Board of Directors, in the terms of the provisions of Art. 6(7) of the Articles of Association of the Company in the wording approved in the preceding Point of this Order of Business."-----

Constitute as my proxy Mr/Mrs/Ms, (marital status), bearer of ID card/Citizen Card nº issued on .../.../.../Valid until....., by the Civil Identification Services of/by the Portuguese Republic, who may propose, discuss, deliberate and vote in accordance with the instructions of the signatory and in the absence of such instructions, act in the terms deemed convenient, on all the Points of the Order of Business, as well as on any other matters that are discussed in this General Meeting. -----

Yours faithfully,
