



GENERAL SHAREHOLDERS' MEETING

NOTICE

Under the law and statutes, the Shareholders and Common Representatives of the Bondholders of **MOTA-ENGIL, SGPS, S.A., Sociedade Aberta** (publicly traded company) shall be convened to meet at the General Meeting on first call, on **24th April 2013, at 14:30** at Sheraton Porto Hotel & Spa (GEMINI room) located at Rua Tenente Valadim, no. 146, municipality of Oporto, 4100-476 Oporto, with the following Agenda:

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: To carry out the a general appraisal of the Board and of the Supervision of the Company, pursuant to article 376, no.1, subparagraph 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.

Pursuant to the Law and the Statutes:

The General Meeting is only composed of shareholders with voting rights holding shares which are registered in their name at 0 hours (GMT) of the 5th trading day prior to the General Meeting.

Anyone intending to participate in the General Meeting covered by this call shall declare such intention to the Chairman of the General Meeting and, also to the financial intermediary where the account of share registration is open until the day preceding that referred in the previous paragraph.

The financial intermediary referred to in the preceding paragraph shall, until the end of the 5th trading day prior to the completion of this General Meeting, send to the Chairman of the General Meeting, information concerning the number of shares registered in the name of the shareholder of this company and, also, the reference to the date of registration thereof.



Anyone who, between the date of registration referred to in paragraph one - that is, 0 hours (GMT) of the 5th trading day prior to the completion of the General Meeting - and the end of the General Meeting, transfers the shares held must communicate this fact immediately to the Chairman of the General Meeting and, also, to the CMVM (Securities Market Commission).

Bondholders may attend meetings of the General Meeting through their common representatives, appointed pursuant to Articles 357 et seq of the Companies Code.

Each share represents one vote.

Voting shall be carried out according to that stipulated by the Chairman of the General Meeting.

Shareholders which are legal entities shall be represented by a person for such purpose designated by the respective Board or the Executive Board.

All representatives shall be communicated to the Chairman of the General Meeting through a written document signed and delivered at the Head office until four days before the General Meeting, which will specify the meeting to which it relates, the date, time and place where the meeting will take place, and shall unequivocally confer the mandate to the representative who shall be adequately identified.

The shareholders of this company which, for professional use, hold shares in their own name but on behalf of their customers, can with those shares vote in a different way, as long as they present to the Chairman, until the 5th day of trading prior to the General Meeting a declaration of responsibility acknowledging the receipt of specific voting instructions for each point on the Agenda, for each Customer, and such declaration shall necessarily have to discriminate the identity of the customer, number of shares held on his behalf and the voting intention.

Shareholders who hold shares representing at least 2% of the company's share capital, may, within five days following the publication of this notice, require - by request addressed to the Chairman of the General Meeting - the inclusion of certain matters in the Agenda of this Meeting, provided that the request for inclusion is accompanied by proposed resolution.

Shareholders who hold shares representing at least 2% of the company's share capital may require proposals of resolution pertaining to matters referred to in this Notice or added to the latter, pursuant to the previous paragraph, by written request addressed to the Chairman of General Meeting within five days following the publication hereof. The shareholder shall along with said request transmit all the information that must accompany the proposed resolution.

The shareholders may exercise their right to vote by post.

Postal votes shall only be considered valid if received at the head office at least three days before the date on which the General Meeting will be held, without prejudice of the fact that it is mandatory to prove within due time the shareholder capacity, in accordance with the abovementioned terms.

Postal vote shall be permitted only when signed by the shareholder or his legal representative.



To ensure the confidentiality of the vote before voting, the declaration of vote referred to above shall be enclosed in a sealed envelope on which the following words shall be written: "declaration of vote."

The envelope containing the declaration of vote should be enclosed in another accompanied by a letter issued by the shareholder and addressed to the Chairman of the General Meeting, sent by registered mail, expressing therein its unequivocal wish to vote by post. This letter must be signed by the shareholder or his legal representative and accompanied by a copy of the identity card of the shareholder, in the case of a natural person, or accompanied by proof of quality and power for such act, in the case of a legal person.

Declaration of vote shall only be considered valid if they include in an unambiguous manner:

- a) – indication of the point or points on the Agenda that it relates to;
- b) – the specific proposal it is intended for indicating the proposer or proposers;
- c) – the precise and unconditional indication of intention of vote for each proposal and if it is maintained should the proposal be amended by the proposer.

Notwithstanding the provisions of subparagraph b) above, a shareholder who sends a declaration of vote related to a specific proposal may declare his intention to vote against all proposals on the same point in the agenda, without further specification.

It shall be assumed that shareholders that send their declaration of postal vote shall abstain from voting any proposals which are not included in the declarations.

Notwithstanding the provisions of subparagraph c) the shareholder influence the voting intention for a specific proposal for approval or rejection of another within the scope of the same point on the agenda.

The Chairman of the General Meeting or, if applicable, its substitute, shall be responsible for verifying the compliance of the declarations of vote by post and the votes contained in the unaccepted declarations shall be deemed not issued.

Corporate decisions are taken by simple majority of votes cast at the General Assembly, unless the law or the social contract has set out differently.

On the first call, the General Meeting can only act if they are present or are represented by shareholders holding shares representing more than fifty percent of the capital.

In the legally required time, the full text of documents and proposals concerning the points of the Agenda will be at the disposal of the shareholders for consideration and consultation at the company head office located at Rua do Rego Lameiro, no. 38 in Oporto, in accordance with Article 289 of the Companies Code, and as well as the provisions of Article 21, paragraph C of the Securities Code. The referred documents and proposals may also be obtained from the Company site on the Internet.

In accordance with Article 377, paragraph 8, of the Commercial Companies Code, will be available to the shareholders, from the date of publication of this notice, at the company's head office and its website, the full text of the Articles of Agreement social change, as referred in the Fourteen Point of Agenda.



Under the provisions of subparagraph c) of Article 21-B of the Securities Code the form of the representation document referred to above will be available to shareholders from the date of publication of this notice, at the company head office and in its website.

A proxy form intended for representation at the General Meeting for more than five shareholders by a sole representative is also available to shareholders on the website of the company, pursuant to and for the purposes specified in Article 23 of the Securities Code.

All communications that under the statutes and applicable law should be addressed to the Chairman of the General Meeting - with the exception of those which have to be delivered at the company head office - may be sent electronically to the following e-mail address: Presidentemesaag2012@mota-engil.pt.

If the General Meeting can not be held on the abovementioned date, it shall be rescheduled for **10th May 2013, at 14h30m**, at the same place, and upon 2nd call.

Porto, April 2nd, 2013

The Chairman of the General Meeting

Luís Neiva Santos