

**BALLOT OF PAPER**

**EXERCICE OF VOTE BY CORRESPONDENCE<sup>1</sup>**

**ANNUAL GENERAL MEETING OF MOTA-ENGIL, SGPS, S.A.**

**ON APRIL 24TH 2013**

Name/Firm: \_\_\_\_\_

Address /Registered Office: \_\_\_\_\_

Post Code: \_\_\_\_\_ - \_\_\_\_\_

Taxpayer/VAT N°: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Banks (s) where the shares are registered: \_\_\_\_\_

I/we cast my/ our vote on the Items of the Agenda detailed hereunder, marking with an X the corresponding square, and I/we declare that it is/ is not maintained (delete as required) if the proposals are altered by their proposers:

Items of the Agenda to which the vote refers <sup>2</sup>	Aye	Abstention	Nay
1. To assess, discuss and vote on the Management Report, the Balance Sheet, Income Statement, the Statement of Changes in Equity, the Statement of Cash Flows and the Annex to the Balance Sheet, the Income Statement, Statement of Changes in the Equity and Statement of Cash Flows for the year 2012, submitted by the Board of Directors as well as the Statutory Audit and the Report and Opinion of the Supervisory Board, pursuant to Article 376 of the Companies Code.			
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To discuss and deliberate on the Proposal for Application of Profit, in accordance with Article 376 of the Companies Code.			
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To assess the Report on Corporate Governance practices.			
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal n° _____; Proposer(s) _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> This ballot paper must be enclosed in a closed envelope bearing the expression "Declaração de Voto". The envelope containing the ballot paper shall be enclosed in another accompanied by a letter written by the member addressed to the chairman of the Board of the General Meeting and sent by registered post.

<sup>2</sup> To ensure proper identification of the proposals subject to vote, they will be numbers in respect of each item of the agenda, in the order they are received, and they will be identified by the respective order number, both on the page of the Mota-Engil, SGPS,SA, institutional site dedicated to the Annual general Meetings, and also in the documents available to Members at the registered office.

Item of the Agenda to which the vote refers <sup>2</sup>	Aye	Abstention	Nay
<p>4. 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.</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>
<p>5. To discuss and deliberate on the approval of the statement by the Remuneration Committee on the remuneration policy of the members of the Board and Supervision of the Company.</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>
<p>6. To consider, discuss and vote on the Consolidated Management Report, the Consolidated Statement of Financial Position, the Separate Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, the Statement of Consolidated Cash Flows and Notes to Consolidated Financial Statements for the year 2012, submitted by the Board of Directors as well as the Consolidated Statutory Audit and the Report and Opinion of the Supervisory Board, pursuant to Article 508-A of the Companies Code.</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>
<p>7. To discuss and approve, pursuant to paragraph four of Article 393 of the Companies Code, on the ratification of the appointment by the Board of Directors at its meeting on 07<sup>th</sup> January 2013 and 18<sup>th</sup> March 2013, of two new members to integrate the Board, namely: José Pedro Matos Marques Sampaio de Freitas and Maria Paula Queirós Vasconcelos Mota de Meireles, which assumed the functions of Members of said Board.</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>
<p>8. To discuss and approve, pursuant to paragraph nine of article eleven of the social contract on the amount of collateral to be provided by members of the Board whose co-option will be ratified in relation to Point Seven of this Agenda</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p> <p>Proposal n<sup>o</sup> _____; Proposer(s) _____</p>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>	<input type="checkbox"/>  <input type="checkbox"/>  <input type="checkbox"/>

Items of the Agenda to which the vote refers <sup>2</sup>	Aye	Abstention	Nay
<p>9. 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.</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>10. 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</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>11. 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.</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>12. 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.</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>13. 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.</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>14. Discuss and deliberate on the partial alteration of the articles of association, specifically:</p> <p>a) the addition of a new paragraph (which will be number seven) to the current article six.</p> <p>b) the addition of a new subparagraph (which will be subparagraph o)) to the current paragraph two of article thirteen.</p> <p>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).</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p> <p>Proposal n° _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

<p>15. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
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The object of the vote cast in this ballot is the proposals that are available at the company's registered offices at Rua do Rego Lameiro, 38, Porto and on the web site [www.mota-engil.pt](http://www.mota-engil.pt) until the date of the exercise of the respective voting right.

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(signature certified in the capacity and with powers for the act)