



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT ONE ON THE AGENDA:

The Board of Directors proposes to the Shareholders:

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.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT TWO ON THE AGENDA:

“Discuss and deliberate on the Proposal for the Application of Results pursuant to the terms of Art. 376 of the Companies Code”

The Board of Directors proposes to the Shareholders the following distribution of the net results of the financial year, in the amount of 31,006,109 euros, which already includes the amounts of 700,000 euros and 300,000 euros allocated for the distribution of profits to the Board of Directors, pursuant to the terms of Art. 27(3) of the Statutes, and to the workers:

- a) For the legal reserve, 5%, corresponding to 1,550,305 euros and 45 cents;
- b) For distribution to the Shareholders, 11 cents per share, subject to taxes, in the overall amount of 22,509,926 euros and 45 cents;
- c) For free reserves, the remainder, in the amount of 6,945,877 euros and 10 cents.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT THREE ON THE AGENDA:

“Appraise the Report on the Corporate Governance practices.”

The Board of Directors proposes to the Shareholders:

- Appraise the Report on the Corporate Governance practices drawn up by the Board.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT FIVE ON THE AGENDA:

“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.”

The Remuneration Committee proposes to the Shareholders:

- appraise, discuss and approve the statement it has issued in regard to the remuneration policy for the members of the Management and Supervisory bodies of the Company, which is attached to this Proposal.

Porto, 1 April 2013

The Remuneration Committee of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT FIVE ON THE AGENDA (ANNEX):

STATEMENT BY THE REMUNERATION COMMITTEE ON THE REMUNERATION POLICY IN REGARD TO THE MANAGEMENT AND SUPERVISORY BODY (ART. 2 OF LAW Nº 28/2009, OF 19 JUNE)

1. INTRODUCTION

Taking into account the mandate contained in Law nº 28/2009, of 19 June, requiring the management body or the remuneration committee, as the case may be, to submit to the Annual General Shareholders' Meeting a statement on the remuneration policy for the management and supervisory bodies, the Remuneration Committee of MOTA-ENGIL SGPS, SA, herewith submits for the appraisal of the General Meeting of 14 April 2013 the following statement.

It is important to note that this statement, besides being mandated by Law, is an important instrument of good governance, furthering the transparency of remuneration policy matters related to the management and supervisory body.

2. LEGAL FRAMEWORK

The establishment of remunerations cannot neglect to take into account the general legal framework and the special regime accepted in the articles of association of the company, as applicable.

Art. 399 of the Companies Code establishes the legal framework for the board of directors, which in short states that:

- The setting of the remunerations is the responsibility of the General Shareholders Meeting or a committee appointed by it.
- The setting of said remunerations shall take into account the duties performed and the economic situation of the company.
- The remuneration may be a fixed amount or partially consist of a percentage of the profits of the financial year, but the maximum percentage set aside for the directors is to be authorised by a clause in the articles of associations and not be levied on the distribution of reserves nor on any part of the profit of the financial year that could not, by law, be distributed to the shareholders.



For the Statutory Audit Board and the members of the Board of the General Meeting, the law states that the remuneration shall be a fixed amount, and is to be set in the same manner by the General Shareholders Meeting or by a committee appointed by it, taking into account the duties performed and the economic situation of the company.

The Articles of Association of the company, in turn, in Arts. 17 (paragraph 8) and 27, state the following:

- The remunerations of the Directors and the members of the other corporate bodies shall be set by a Committee for the Setting of Remunerations.
- The General Assembly that elects the corporate bodies is the same that shall appoint the Committee for the Setting of Remunerations.
- The remunerations of the Board of Directors may be made up of a part that is a fixed amount and by another that is variable, the latter representing a share that may not exceed five per cent of the profits of the financial year, under the terms of law.
- The remuneration of the members of the Statutory Audit Board shall be a fixed amount.

3. GENERAL PRINCIPLES

The remuneration policy of MOTA-ENGIL, SGPS, SA seeks to promote, in the medium and long-term, the alignment of the interests of the directors and other corporate bodies and managers, with those of the Company. The general principles to observe in the establishment of the remunerations are, essentially, as follows:

a) Duties performed

The functions performed by each of the elements are to be taken into account, in a broader sense of the activity effectively performed and the associated responsibilities and not just in a formal sense.

Not all the directors among themselves, nor the executive directors among themselves, nor, at times, all the members of the Statutory Audit Board members will be in the same position. The reflexion on functions should be made in the broadest sense, being necessary to take into consideration criteria as diverse as responsibility, for example, or the amount of time dedicated to the duties, or value added to the Company resulting from a certain type of activity or institutional representation. Likewise, the existence of functions performed at other subsidiaries cannot be left out of this reflexion since those duties represent both an increase in responsibility as well as a cumulative source of income.

b) The Company's economic situation

The Company's economic situation must be considered, as well as its interests from a long-term and real-growth perspective for the Company and the creation of value for its shareholders.

c) General market conditions for equivalent situations



The definition of any remuneration cannot escape the law of supply and demand, the case of officers of the corporate bodies being no exception.. Only the respect for market practices allows the Company to retain professionals with a level of performance suited to the complexity of their functions and responsibilities. It is important that the remuneration be in line with the market and be stimulating, serving as a means to achieve a high level of individual and collective performances, ensuring not only their own interests but essentially those of the Company and the creation of value for all the shareholders.

4. CONCRETE OPTIONS

The concrete options of the remuneration policy we submit for the appraisal of the company shareholders are the following:

- 1 - The remuneration of executive members, as well as non-independent non-executives, of the Board of Directors shall consist of a fixed part and a variable part.
- 2 - The remuneration for independent non-executive members of the Board of Directors, members of the Statutory Audit Board and members of the Board of the General Meeting shall consist only of a fixed part.
- 3 - The fixed part of the remunerations for members of the Board of Directors with executive functions, as well as non-independent non-executive members, shall consist of a monthly amount payable fourteen times per year.
- 4 - The setting of the monthly amount for the fixed part of the remunerations for members of the Board of Directors shall be made for all those who are members of the Executive Committee and for those who, even though they do not belong to that committee, are not considered independent.
- 5 - The setting of the predetermined amount for each meeting attended by members of the Board of Directors shall be made for those who are considered independent and have essentially non-executive functions.
- 6 - The fixed salaries for members of the Statutory Audit Board and the Board of the General Meeting shall all consist of a fixed amount, payable twelve times per year.
- 7 - The process of allocating variable remunerations to executive members of the Board of Directors shall follow the criteria proposed by the Committee for Setting Remunerations, considering the performance evaluation made, their hierarchical position, the Company's long-term performance criteria and its real growth, and the performance variables chosen.
- 8 - In setting all the remunerations, specifically in the distribution of the total amount of variable remuneration for members of the Board of Directors, the general principles outlined above shall be observed: functions performed, the Company's situation and market criteria.

It is our belief that these options should be maintained until the end of the current term of office of the Corporate Bodies.

The Remuneration Committee



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT SIX ON THE AGENDA:

The Board of Directors proposes to the Shareholders:

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.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT SEVEN ON THE AGENDA:

“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.”

The Board of Directors proposes to the Shareholders:

That pursuant to the terms of Art. 397(4) of the Companies Code, the shareholders ratify the co-optations made by the Board of Directors of the Company in its meetings of 07 January 2013 and 18 March 2013, of members of the Board of Directors, respectively, José Pedro Matos Marques Sampaio de Freitas and Maria Paula Queirós Vasconcelos Mota de Meireles.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT EIGHT ON THE AGENDA:

“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 this Agenda”

The Shareholder Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.

PROPOSES:

That under the joint terms of Art. 11(9) of the Articles of Association and the provisions of Art. 396(1) of the Companies Code, the members of the Board of Directors elected by co-optation, said co-optations being ratified under Point Seven of the Agenda, post bond in the amount set by law, or, alternatively, substitute said bond with an insurance contract in favour of the company.

Porto, 1 April 2013

The Shareholder,

Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT NINE ON THE AGENDA:

"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."

The Shareholder Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.

PROPOSES:

That, under the terms of Art. 11(2) of the Articles of Association, the number of Deputy-Chairmen of the Board of Directors be set at two.

Porto, 1 April 2013

The Shareholder,

Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, S.A.)



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT TEN ON THE AGENDA:

“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 Agenda”

Proposal related to the acquisition and transfer of own shares

The Board of Directors proposes to the Shareholders, under the terms of Arts. 319 and 320 of the Companies Code, that the General Meeting:

- a) Authorise the company to purchase on the regulated market, own shares over a period of 18 months, from the date of the resolution of authorisation, up to the limit at which the totality of own shares held at any time by the company does not exceed 10% (ten per cent) of the share capital. The purchase price paid shall be within a range of fifteen per cent over or under the average quotation of the shares traded on Euronext Lisbon during the week immediately preceding that in which it is intended to purchase shares.
- b) Authorise the company to sell own shares over a period of 18 months from the date of the resolution, in a minimum number of 100 shares. The price of the sale shall be within a range of fifteen per cent over or under the average quotation of the shares traded on Euronext Lisbon during the week immediately preceding that in which the shares are to be sold.
- c) Confer, hereby, on the Board of Directors the full powers to execute the resolutions made regarding the contents of the foregoing subparagraphs a) and b), at the times and for the amounts of shares that it deems opportune and as long as the corresponding operations satisfy the remaining legal conditions.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT ELEVEN ON THE AGENDA:

“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 Agenda”

Proposal related to the acquisition and transfer of own corporate bonds

The Board of Directors proposes to the Shareholders, under the terms of Arts. 354, 319 and 320 of the Companies Code, that the General Meeting:

- a) Authorise the company to purchase any type of own bonds or other securities representing debt issued by the Company (or equivalent) present or future, over a period of 18 months, from the date of the resolution of authorisation, up to the limit permitted by law and or contractually allowed.

The purchase price paid shall be within a range of fifteen per cent over or under the average quotation of the bonds traded on the regulated market during the week immediately preceding that of the intended purchase of the bonds.

In the event the bonds are not accepted for trade on the regulated market, the maximum and minimum limits are gauged in relation to values published by an internationally reputable entity in the bond market (Bloomberg, for example), if applicable, or by an independent qualified consultant or by a financial intermediary chosen by the Company.

- b) Authorise the company to dispose of any type of own bonds or other securities representing debt issued by the Company (or equivalent) present or future, over a period of 18 months, from the date of the resolution of authorisation, up to the limit permitted by law and or contractually allowed.

The transfer price paid shall be within a range of fifteen per cent over or under the average quotation of the bonds traded on the regulated market during the week immediately preceding that of the intended sale of the bonds.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT ELEVEN ON THE AGENDA (CONT.):

In the event the bonds are not accepted for trade on the regulated market, the maximum and minimum limits are gauged in relation to values published by an internationally reputable entity in the bond market (Bloomberg, for example), if applicable, or by an independent qualified consultant or by a financial intermediary chosen by the Company.

- c) Confer, hereby, on the Board of Directors the full powers to execute the resolutions made regarding the contents of the foregoing subparagraphs a) and b), at the times and for the amounts of bonds that it deems opportune and as long as the corresponding operations satisfy the remaining legal conditions.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT TWELVE ON THE AGENDA:

“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”

The Board of Directors proposes to the Shareholders:

- That the Company participate in an operation by which one of its subsidiaries will issue, for a maximum period of one year, up to a maximum amount of €80,000,000 (eighty million euros), securities (*convertible bonds*) representing debt, convertible in new or existing ordinary shares of the Company;
- That, as a result of the Company's participation in the aforesaid financial operation, whenever necessary, all supporting documents applicable to this type of operation be signed.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT THIRTEEN ON THE AGENDA:

“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.”

The Board of Directors proposes to the Shareholders:

- That the intended recipients of the offer to place securities (*convertible bonds*) representing debt, convertible in ordinary shares of the Company – within the scope of the financial operation approved in the preceding Point of the Agenda -- be specifically international investors, who may or may not be shareholders in the Company.

Porto, 1 April 2013

The Board of Directors of Mota-Engil, S.G.P.S., S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT FOURTEEN ON THE AGENDA:

“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). ”

The Shareholder Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.

PROPOSES:

That the Articles of Association be partially altered in the following terms:

- a) adding a new paragraph – which will become number seven – to the current article six, and which shall read as follows:

“Article Six

ONE – unaltered.

TWO – unaltered.

THREE – unaltered.

FOUR – unaltered.

FIVE – unaltered.

SIX – unaltered.

SEVEN – The Board of Directors may resolve to increase the share capital of the company by cash entries, one or more times, in the maximum amount of eighty million euros, with the sole purpose of delivering new shares to holders who have requested the conversion of convertible bonds into ordinary shares of the company by a subsidiary of the company, for the payment amount (entry) established under the terms and conditions of said bonds.”

- b) the addition of a new subparagraph - which will be subparagraph o)) - to the current paragraph two of article thirteen, said subparagraph to read as follows:

“Article Thirteen

ONE – unaltered.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT FOURTEEN ON THE AGENDA (CONT.):

TWO – It shall be the special responsibility of the Board of Directors, besides all else that is established in other provisions of these Articles of Association and applicable law, to deliberate on:

- a) – unaltered.
- b) – unaltered.
- c) – unaltered.
- d) – unaltered.
- e) – unaltered.
- f) – unaltered.
- g) – unaltered.
- h) – unaltered.
- i) – unaltered.
- j) – unaltered.
- l) – unaltered.
- m) – unaltered.
- n) – unaltered.

o) The issuance by the company of securities, according to the interests and convenience of the company.

THREE – unaltered.

c) adding a new article which will become article fifteen, which shall read as follows:

“Article Fifteen

ONE – The Board of Directors of the company may deliberate the constitution of the Strategic Consultative Board and set the term of the corresponding mandate.

TWO – The Strategic Consultative Board is a merely consultative body, composed of a minimum of five members and a maximum of seven members.

THREE – The members of the Strategic Consultative Board shall include by inherent right, the Chairman of the Board of Directors, the Chairman of the Executive Committee – if it has been constituted – and two independent Members of the Board of Directors.

FOUR – The Board of Directors shall set the number of member of the Strategic Consultative Board within the limits established in paragraph two of this article.

FIVE – The remaining members of the Strategic Consultative Board shall be individuals elected at a meeting of the Board of Directors, who may be re-elected one or more times.

SIX – The Strategic Consultative Board shall have a Chairman, appointed by the Board of Directors that chooses the remaining members of the Strategic Consultative Board.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT FOURTEEN ON THE AGENDA (CONT.):

SEVEN – The functioning of the Strategic Consultative Board shall be governed by norms contained in its internal regulations, to be approved at a meeting of said Board.”

d) renumbering the remaining articles, the articles currently numbered fifteen to thirty-five being altered to numbers sixteen to thirty-six.

Porto, 1 April 2013

The Shareholder,

Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.



GENERAL MEETING OF SHAREHOLDERS OF 24 APRIL 2013

POINT FIFTEEN ON THE AGENDA:

"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."

The Shareholder Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.

PROPOSES:

That, taking into account the importance to the Company and the typical profiles of the financial operation in Point Twelve of this Agenda, and exclusively in connection, with for the purposes and within the limits of the abovementioned financial transaction, the General Meeting deliberate to suppress the legal pre-emptive right of shareholders in the subscription of new 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 Agenda, whose content is reproduced herein:

"Article Six
(...)"

SEVEN - The Board of Directors may decide to increase the share capital of the company with cash entries, one or more times in maximum of eighty million euros, with the sole purpose of delivering new shares to holders who have requested the conversion of convertible bonds into common shares of the company, by a subsidiary of the company, for the amount of consideration determined under the terms and conditions of the said securities

Porto, 1 April 2013

The Shareholder,

Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, S.A.