

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, ..... 2018

..... (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 11 May 2018 of the General Shareholders Meeting  
of Mota-Engil, SGPS, S.A., to be held at 2:30 p.m. in Manuel António da Mota  
Foundation, located at Praça do Bom Sucesso, nº 74 a 90, 4150-146 Porto, whether  
said meeting is held at first of second convocation, and with the following Agenda as  
transcribed below:

***Item One:*** Appraise, discuss and vote on the Management Report including the  
non-financial information, the Balance Sheet, the Income Statement, the Statement  
of Changes in Equity, the Cash Flow Statement and the appendix to the Balance  
Sheet, the Financial Accounts, the Statement of Changes in Equity and the Cash Flow  
Statement relating to the fiscal year 2017 presented by the Board of Directors along  
with the Auditor's Report on the accounts and the Report and Opinion of the  
Statutory Audit Board under the terms of Article 376 to the Portuguese Company  
Code.-----

**Item Two:** To discuss and decide on the Proposal for the Application of the Profits under the terms of Article 376 to the Portuguese Company Code. -----

**Item Three:** To appraise the Report on Corporate Governance practices. -----

**Item Four:** To make a general appraisal of the Administration and Governance of the Company under the terms of Articles 376, no. 1, section c) and 455 of the Portuguese Company Code. -----

**Item Five:** Discuss and decide on the approval of the statement from the Remuneration Committee on the remuneration policy for the members of the Administration and Governance bodies of the company. -----

**Item Six:** Appraise, discuss and vote on the Consolidated Management report including the non-financial information, the Consolidated Financial Position Statement, the Separate Consolidated Profit and Loss Account, the Consolidated Comprehensive Income Statement, the Consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement and the Notes to the Consolidated Financial Statements relating to fiscal year 2017 presented by the Board of Directors along with the Auditor's certification of the Consolidated Accounts and the Report and Opinion of the Statutory Audit Board under the terms of Article 508-A to the Portuguese Company Code.-----

**Item Seven:** Discuss and approve the partial change of the Articles of Association, namely number one of article eleventh. -----

**Item Eight:** Discuss and approve, in accordance with the provisions of number two of article eleventh of the Articles of Association, on the change of the number of members of the Board of Directors to twenty one and the definition of the number of vice-presidents of the Board to three.-----

**Item Nine:** Discuss and decide on the election, for the mandate of four years (2018/2021), of the members of the Board of Directors, of the Board of the Shareholders Meeting and of the Remuneration Committee. -----

**Item Ten:** Discuss and approve, in accordance with the provisions of number two of article eleventh of the Articles of Association, the election of the Chairman and the two Vice-Chairmen of the Board of Directors. -----

**Item Eleven:** Discuss and approve, in accordance with the provisions of number nine of article eleventh of the Articles of Association, on setting the amount of collateral the members of the Board of Directors elected under Item Nine of this Agenda have to provide. -----

**Item Twelve:** Discuss and decide on the acquisition and disposal by the company of own shares, as well as the execution by the Board of Directors of the decisions taken under this point of the Agenda. -----

**Item Thirteen:** Discuss and decide on the acquisition and disposal by the Company of own bonds, as well as mandating the Board of Directors to execute the decisions taken under this point of the Agenda."-----

**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,

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