



Mota-Engil. A World of Inspiration



GENERAL SHAREHOLDER'S 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 **30th April 2014, at 14:30** at Manuel António da Mota located at Praça do Bom Sucesso, no. 74, municipality of Oporto, 4150-146 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 2013, 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.

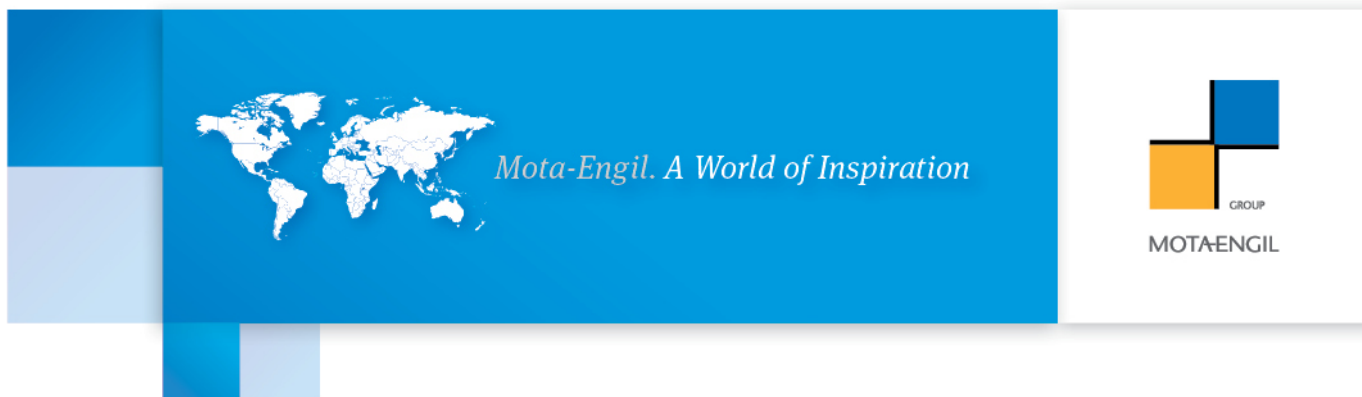
Point Five: Discuss and deliberate on the approval of the statement by the Remuneration Committee on the remuneration policy in regard to the members of the Management and Supervisory bodies of the Company.

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 2013, 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 on the partial alteration to the Articles of Association namely on the amendment of Art. 11 (1) and, as well, Art. 15 (2) wording.

Point Eight: Discuss and deliberate, under the terms of Art. 11(2) of the Articles of Association, on setting the number of members of the Company's Board of Directors at 16 and, as well, on setting the number of Deputy-Chairmen of the Board of Directors at two.

Point Nine: Discuss and deliberate on the election for a new term corresponding to the four-year period two thousand and fourteen/two thousand and seventeen (2014-2017), of the members of the Board and Directors, of the Board of the General Meeting and, as well, of the members of the Remuneration Committee.



Point Ten: Discuss and deliberate, under the terms of Art. 11 (2) of the Articles of Association, on the appointment, among the elected members, under the previous Point of this Agenda, to the Board of Directors, of the respective Chairman and Deputy-Chairmen of that Board of Directors.

Point Eleven: Discuss and deliberate, under the terms of Art. 11 (9) of the Articles of Association, on setting the amount of collateral the members of the Board of Directors elected under Point Nine of this Agenda have to provide.

Point Twelve: Discuss and deliberate on the acquisition and sale by the Company of its own shares, as well as, to grant mandate to the Board of Directors of the Company to execute the resolutions made within the scope of this Point on the Agenda.

Point Thirteen: Discuss and deliberate on the acquisition and disposal by the Company of its own corporate bonds, as well as to grant mandate to the Board of Directors of the Company to execute the resolutions made within the scope of this Point on the Agenda.

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.

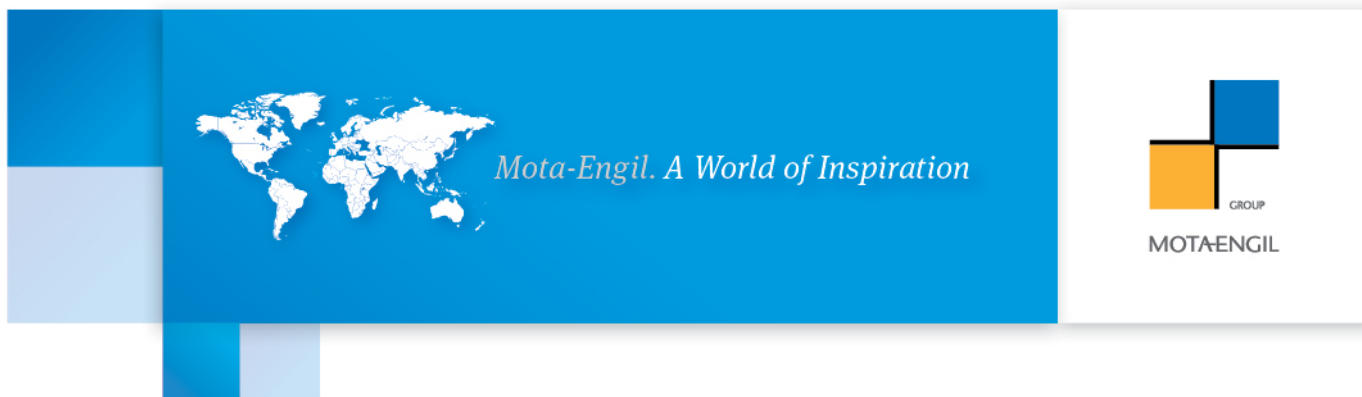
Anyone intending to participate in the General Meeting covered by this call shall declare such intention to the Chairman of the General Meeting and, also to the financial intermediary where the account of share registration is open until the day preceding that referred in the previous paragraph.

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.

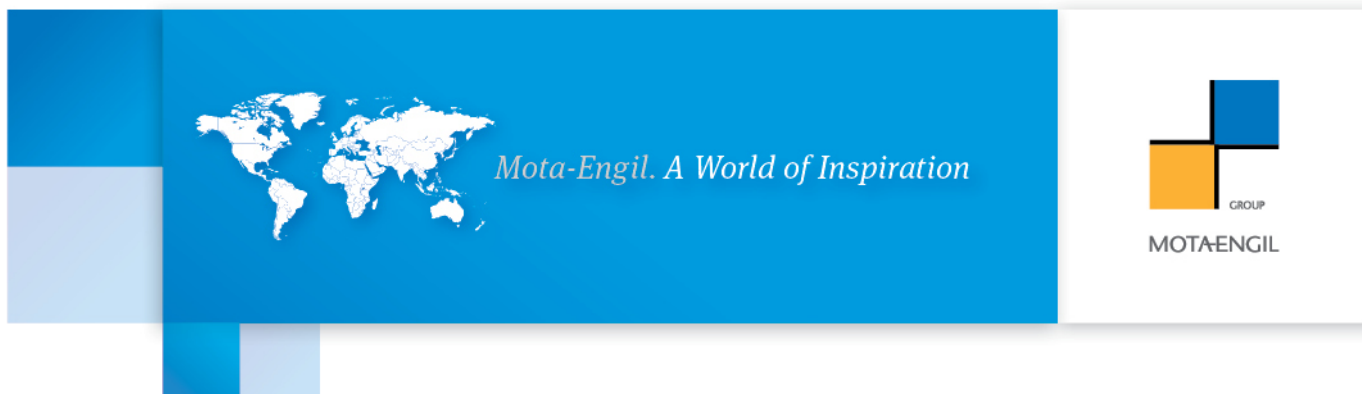
The shareholders may exercise their right to vote by post.

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.



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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: Presidentemesaag@mota-engil.pt.

If the General Meeting cannot be held on the abovementioned date, it shall be rescheduled for 16th May 2014, at 14h30m, at the same place, and upon 2nd call.

Porto, April 7th 2014

The Chairman of the General Meeting

Luís Neiva Santos

MOTA-ENGIL, SGPS, S.A.

Public Limited Company
Share Capital: 204 635 695 Euros
Registered at the Porto Registry
of Companies under n. 502 399 694
VAT N.: 502 399 694

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