



Mota-Engil. A World of Inspiration



GENERAL MEETING OF SHAREHOLDERS NOTICE

(Translation of the Portuguese language official version. In the case of any doubt or dispute the Portuguese language version shall prevail.)

Under the terms of law and the articles of association, the Shareholders and Common Representatives of the Bond Holders of **MOTA-ENGIL, SGPS, S.A., Sociedade Aberta**, are notified to convene in General Meeting on first convocation on **27 December 2013, at 10:00 a.m.**, at the Manuel António da Mota Foundation, located at Praça do Bom Sucesso, nº 74 to 90, 4150-146 Porto, with the following Agenda:

Point One: Discuss and deliberate on the distribution of assets to the shareholders, specifically on the free conditional asset allocation to the shareholders of ordinary shares, representing 20% of the share capital of the sub-holding of the MOTA-ENGIL GROUP in which the business and activity in Africa ("MOTA-ENGIL AFRICA") are grouped together, each shareholder being allocated the number of shares of MOTA-ENGIL AFRICA by dividing the number of shares representing 20% of the share capital of that company by the number of shares representing the share capital of MOTA-ENGIL, SGPS, S.A. on the date of the resolution (excluding own shares), rounded down to the eighth decimal place, said factor being applied to the number of shares representing the share capital of MOTA-ENGIL, SGPS, S.A. held on the date of the resolution, rounded down.

Point Two: Discuss and deliberate on the transfer of own shares, and the execution by the Board of Directors of the Company of the resolutions made within the scope of this Point of the Agenda.

Under the terms of Law and the Articles of Association:

The General Meeting is only constituted by the shareholders with voting rights holding shares registered in their name at 0 hours (GMT) on the 5th business day prior to the holding of the General Meeting.

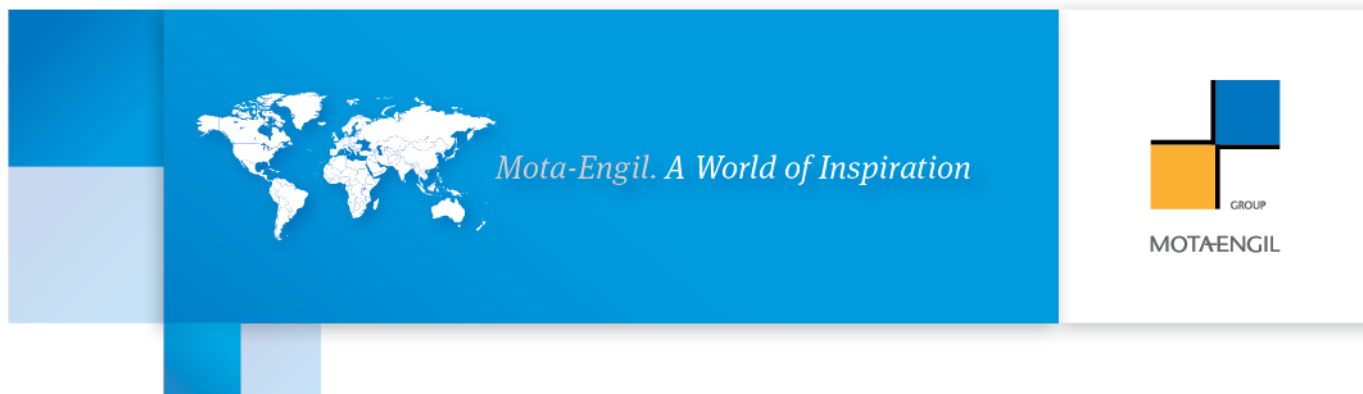
Anyone wishing to participate in the General Meeting convened herein must state such intention to the Chairman of the Board of the General Meeting, and to the financial intermediary where the account of the registry of share is open within one day prior to that referred to in the previous paragraph.

By the end of the 5th business day prior to the holding of this General Meeting, the financial intermediary referred to in the previous paragraph must send to the Chairman of the Board of the General Meeting the information regarding the number of shares registered in the name of the shareholder of this company, making reference to the date said shares were registered.

Whoever, between the date of the registration referred to in the first paragraph – that is to say, 0 hours (GMT) of the 5th business day prior to the holding of the General Meeting – and the end of the General Meeting, transfers the shares of which he was the holder, must immediately communicate such fact to the Chairman of the Board of the General Meeting and to the CMVM (Securities Exchange Commission).

The bond holders may only attend the meetings of the General Meeting through their common representatives, named under the terms of Arts. 357 and following of the Companies Code.

Each share corresponds to one vote.



The voting will be done in the manner designated by the Chairman of the Board of the General Meeting.

Shareholders that are legal persons shall be represented by the person named for that purpose by their corresponding Board of Directors or Executive Board of Directors.

All representations must be communicated to the Chairman of the Board of the General Meeting in writing with a signature and delivered to the company head office within four days prior to the date of the General Meeting, specifying the meeting in question, giving the date, time and location where it is to be held and the corresponding Agenda, by which it unequivocally confers the mandate to the representative, with suitable identification of same.

Shareholder of this company who, professionally hold shares in their own name but on behalf of their clients, may take a different position in voting said shares, as long as they present to the Chairman of the Board of the General Meeting, by the 5th business day prior to the holding of the General Meeting, a declaration of responsibility they themselves issue, confirming the reception of specific voting instructions for each Point of the Agenda, on the part of each Client, and said declaration must, of necessity, list the identity of the client, the number of shares held on his behalf and the position to be taken in the voting.

Within five days following the publication of this notice, shareholders who have shares corresponding to less than 2% of the share capital of this company may make application addressed to the Chairman of the Board of the General Meeting requesting the inclusion of certain subjects in the Agenda of this Meeting, as long as such requests for inclusion are accompanied by a proposal for deliberation.

Shareholders who have shares corresponding to less than 2% of the share capital of this company may also request proposals for deliberations related to subjects referred to in the Notice of the Meeting or added to it, pursuant to the terms of the foregoing paragraph, by means of written request addressed to the Chairman of the Board of the General Meeting within 5 days of the publication of this Notice. Together with said request, the shareholding making the proposal must transmit all the information that is to accompany the proposal for deliberation.

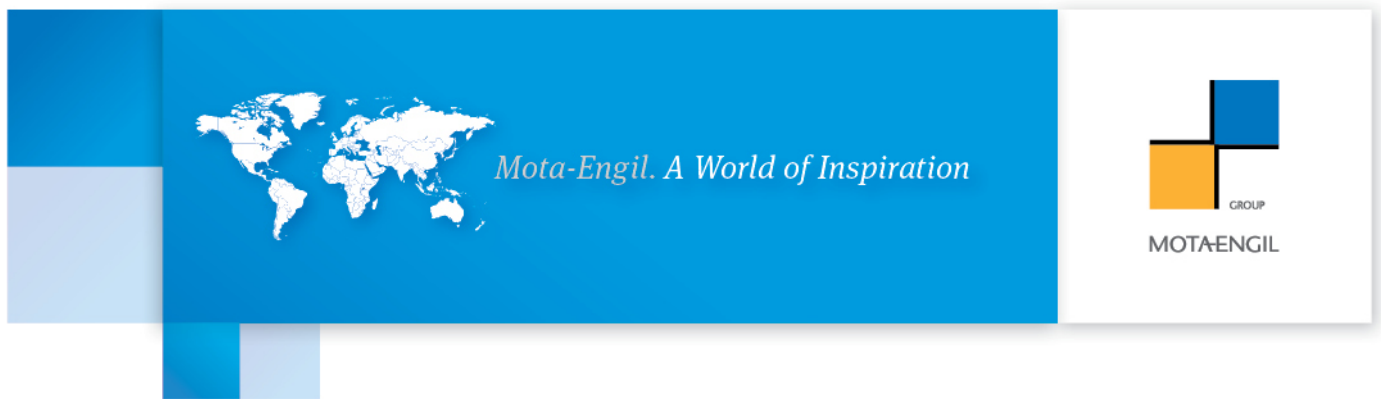
Shareholders may vote by correspondence.

Votes by correspondence will only be considered if they are received at the registered offices of the company at least three days prior to the date of the General Meeting, without prejudice to the obligation to make timely proof of voters' standing as shareholders pursuant to the terms set forth above.

The declaration of vote by correspondence will only be accepted when signed by the holder of the shares or his legal representative.

In order to ensure the confidentiality of the vote until the moment of voting, the aforesaid declaration of vote must be sealed in a closed envelope, on which is written the expression "declaration of vote".

The envelope containing the declaration of vote must be sealed within another envelope accompanied by a letter issued by the shareholder and addressed to the Chairman of the Board of the General Meeting, sent by registered mail, in which the shareholder expresses his unequivocal wish to vote by correspondence. Said letter must be signed by the holder of the shares or by his legal representative and accompanied by a copy of the



shareholder's ID card, if the shareholder is a natural person, or if a legal person, accompanied by the proof of standing and powers for the act.

Declarations of vote will only be considered valid when they contain, expressly and unequivocally:

- a) – the indication of the point or points of the Agenda in question;
- b) – the concrete proposal for which it is destined, indicating its proponent(s);
- c) – the precise and unconditional voting position for each proposal, as well as whether such position will remain valid in the event the proposal is altered by its proponent.

Notwithstanding the provision of subparagraph b) above, a shareholder who sends a declaration of vote regarding a certain proposal is allowed to vote against all other proposals on the same point of the Agenda, without giving further specifications.

It will be understood that the shareholders who send declarations of vote by correspondence abstain in the voting of the proposals that are not indicated in those declarations.

Notwithstanding the provision of subparagraph c) above, the shareholder may condition his voting position in regard to a certain proposal on the approval or rejection of another, within the same point of the Agenda.

It is the duty of the Chairman of the Board of the General Meeting, or if such is the case, his replacement, to verify the conformity of the declarations of vote by correspondence, the votes contained in declarations not accepted being considered as not issued.

The company decisions are made by simple majority of the votes issued in the General Meeting, except as the law or articles of association otherwise dictate.

On the first convocation, the General Meeting may only make resolutions if there are shareholders or their representatives present that correspond to fifty percent of the share capital.

The full text of the documents and proposals for the Points of the Agenda will be placed at the disposal of the shareholders on the dates set by law at the registered offices of the company located at Rua do Rego Lameiro, n.º38, in Porto, for their analysis and consultation, pursuant to the terms of Art. 289 of the Companies Code and the provisions of Art. 21-C of the Securities Code. Said documents and proposals may also be obtained at the company's website on the Internet.

Pursuant to the provisions of Art. 21-B (c) of the Securities Code, the form for the above-mentioned document of representation will be available to the Shareholders as from the publication date of this notice, at the company's registered offices and on its Internet website.

Also available to the Shareholders on the company's Internet website will be the form for proxy for the purpose of the representation of more than five shareholders by the same proxy agent at the General Meeting, under the terms and for the purposes set forth in Art. 23 of the Securities Code.



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All communications that, under the terms of the articles of association and applicable law, are to be addressed to the Chairman of the Board of the General Meeting – with the exception of those that are to be delivered to the company's registered offices – may be sent electronically to the following e-mail address: Presidentemesaag@mota-engil.pt.

In the event the General Meeting cannot be held on the aforesaid date, the holding of the General Meeting in second convocation is hereby set for the same place at 10:00 a.m. on 15 January 2014.

Porto, 4 December 2013

Chairman of the Board of the General Meeting

Luís Neiva Santos