

To the Chairperson of the
Annual General Meeting of
Mota-Engil, SGPS, S.A.
Rua do Rego Lameiro, nº 38
4300-454 Porto

Porto, on the.... of.... 2015

..... (name), bearer of identity card/citizen card no. issued on
.../.../... or valid until....., by the SIC (civil identification services) of/by the
Republic of Portugal, taxpayer no., holder of shares, which are registered
in his/her name at 0 (zero) hours GMT on the 5th (fifth) trading day prior to the
date of holding of the Annual General Meeting of this company, according to the
information provided to him/her through his/her financial intermediary
....., DECLARES THAT, for the purposes of representation at the Annual
Shareholders' General Meeting of Mota-Engil, SGPS, S.A., to be held on the 28th of
May 2015 at 14:30 hrs at the Fundação Manuel Antonio da Mota, located in Praça
do Bom Sucesso, nº 74 a 90, 4150-146 Porto, whether quorate at the first or
second calling and the Agenda for which is transcribed below:-----

Point One: *To appraise, discuss and vote on the Management Report, the Balance Sheet, the Income Statement, the Statement of Changes in Equity, the Cash Flow Statement and the Notes to the Balance Sheet, Income Statement, the Statement of Changes in Equity and the Cash Flow Statement relating to the fiscal year 2014, 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.*-----

Point 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.*-----

Point Three: To appraise the Report on Corporate Governance.-----

Point 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.-----

Point 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 Supervision bodies of the company.-----

Point Six: To appraise, discuss and vote on the Consolidated Management Report, 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 2014 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.-----

Point Seven: To discuss and deliberate under the terms of the provisions of numbers two and three to article eighteen of the articles of association for the setting at three for the effective number of members who will comprise the Company's Statutory Audit Board, as well as the selection of a substitute member to make up said Statutory Audit Board.-----

Point Eight: Discuss and deliberate on the election for a further mandate, corresponding to the four year period from two thousand and fifteen to two thousand and eighteen (2015 – 2018), of the members of the Statutory Audit Board.-----

Point Nine: Discuss and deliberate under the terms of the provisions of number two of article eighteen of the articles of association, the appointment of the Chairperson of the Statutory Audit Board from the members elected under the previous point of the Agenda.-----

Point Ten: Discuss and deliberate under the terms of the provisions of number four of article eighteen of the articles of association on the setting of the sum of the bond to be provided by members of the Statutory Audit Board elected under Point Eight of the present Agenda.-----

Point Eleven: Discuss and deliberate under the terms of number three of article seventeen to the articles of association, on the election for a new mandate corresponding to the four year period from two thousand and fifteen to two thousand and eighteen (2015 – 2018) of the Official Auditor Firm to join the Company Statutory Audit Board.-----

Point Twelve: Discuss and deliberate on the acquisition and disposal by the company of equity along with the execution by the Board of Directors of the decisions taken under this point on the Agenda.-----

Point Thirteen: Discuss and deliberate on the acquisition and disposal by the Company of equity bonds, as well as mandating the Board of Directors to execute the decisions taken under this point on the Agenda.-----

Point Fourteen: Discuss and deliberate on the partial revocation of the decision taken regarding Point Ten of the Annual Shareholders' General Meeting held on the 17th of April 2012.-----

Point Fifteen: Discuss and deliberate on the authorisation given by the Annual General Meeting of the Company for the issue of one or more debenture loans in Euros or another currency up to the total sum of 400,000,000.00 Euros (four hundred million Euros).-----

Point Sixteen: Discuss and deliberate under the terms of the provisions of number 3 of Article 350 of the Portuguese Company Code and likewise under the terms of number one of Article Ten of the Articles of Association on the authorisation to be given to the Board of Directors under the decision to be taken regarding the previous point of the present Agenda to issue bonds which may be in one or more series in Euros or another currency.-----

Point Seventeen: Discuss and deliberate, following the changes to the Portuguese Company Code introduced by Law 06/2015, dated February 6th, on the partial amendment to the articles of association, namely on:-----

- i) the change to the text of its article seven;-----
- ii) the change to the text of number one of article 8;-----
- iii) change to the text of its article ten."-----

appoints Mr.(s.), **(marital status), bearer of identity card/citizen card no.**, **issued on .../.../.... valid until**, **by the SIC (civil identification services) of** **/by the Republic of Portugal, as his/her Attorney,** who will be able to propose, discuss, deliberate and vote in accordance with the instructions of the signatory and, in their absence, in the terms which he/she feels to be appropriate on all Points on the Agenda, as well as on any other matters which may be discussed at this Annual General Meeting.-----

Yours sincerely,
