



*Mota-Engil. A World of Inspiration*



## ANNUAL GENERAL SHAREHOLDERS' MEETING

### INVITATION

Under the terms of Law and the By-laws, we hereby convene the Shareholders and the Common Representatives of the Bondholders of **MOTA-ENGIL, SGPS, S.A., a Public Company**, to attend a General Shareholders Meeting, at the first convocation, on **30 November 2015, at 14:30 pm**, at the Manuel António da Mota Foundation, located at Praça do Bom Sucesso, Nos. 74 to 90, 4150-146 Porto, with the following Agenda:

**Item One:** To ratify, approving the selection made by the Board of Directors, the appointment of an independent statutory auditor to, under the terms provided in the Commercial Companies Code, verify and prepare a report for purposes of the credit which constitutes the contribution in kind to be made by Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, S.A. in the context of the subscription of shares to be made through new entries in kind, as referenced in item three of the Agenda.

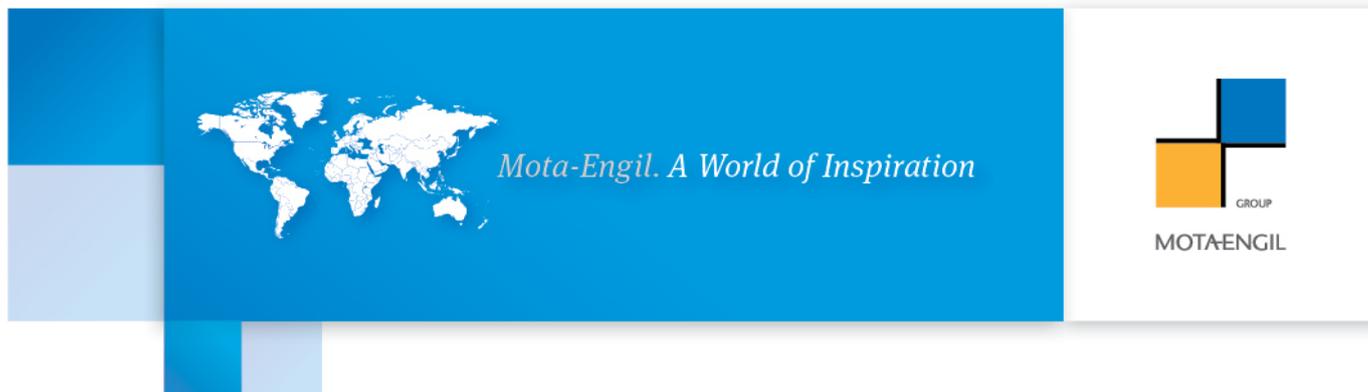
**Item Two:** To deliberate on the withdrawal of the legal right of pre-emption of the shareholder Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, S.A., as to the cash tranche destined for subscription by the shareholders in the exercise of the respective pre-emption in the context of the increase of capital provided in item three of the Agenda.

**Item Three:** To increase the share capital by 44,620,546 euros, from 204,635,695 euros to 249,256,241 euros (subject to reduction in the event of incomplete subscription), and the subsequent statutory change (Article 6, paragraph 1, of the articles of association), through the issuance of 44,620,546 new shares, with the nominal value of 1 euro each, with a premium of 1,4814 euros per new share, with the increase integrated in two tranches destined as follows:

- a) 22,738,306 new shares to be subscribed by new cash entries, with right of pre-emption of the shareholders (except for withdrawal of the right of pre-emption taken in item two of this General Shareholders Meeting), subject to reduction in the event of incomplete subscription ("Tranche A"); and
- b) up to 31,103,942 new shares to be subscribed by the shareholder Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, S.A., with the new entries realised in the form of contributions in kind, with the entry consisting of credits of Mota Gestão e Participações - Sociedade Gestora de Participações Sociais, S.A. on the Company in the maximum amount of 77,181,322.69 euros; however the number of shares attributed in this tranche may not exceed the difference between the total subscribed and paid up in the context of Tranche A and the total amount of the increase in capital ("Tranche B").

Under the terms of Law and the By-laws:

The General Shareholders Meeting shall consist only of shareholders with the right to vote, holding shares that are registered in their name at 0 hours (GMT) of the 5th negotiating day prior to holding the General Shareholders Meeting.



Those wishing to participate in the General Shareholders Meeting which is the subject of this convocation shall declare this intent to the Chairman of the General Shareholders Meeting and also to the financial intermediary where the account registering the shares has been opened, up to the day prior to that referenced in the preceding paragraph.

The financial intermediary referenced in the previous paragraph must, until the end of the 5th day of negotiation prior to the holding of this General Shareholders Meeting, send to the Chairman of the General Shareholders Meeting, the information with regard to the number of shares registered in the name of the shareholder of this company, as well as the reference to the date of registry of the same.

Whoever, between the date of registry referenced in the first paragraph – that is, 0 hours (GMT) of the 5th day of negotiation prior to the holding of this General Shareholders Meeting – and the end of the General Shareholders Meeting, transfers the shares of which he was the owner, must communicate this fact, immediately, to the Chairman of the General Shareholders Meeting, as well as to the CMVM.

Bondholders may only attend the General Shareholders Meetings through their common representatives, designated under the terms of Articles 357 et seq. of the Commercial Companies Code.

Each share corresponds to one vote.

Voting shall be done in the manner designated by the Chairman of the General Shareholders Meeting.

Shareholders who are companies shall be represented by a person designated for that purpose by the respective Management or Executive Board of Directors.

All of the representations shall be communicated to the Chairman of the General Shareholders Meeting through a signed written document delivered to the head office up to four days prior to the date of the General Shareholders Meeting, and which, specifying the respective meeting, by indicating the date, time and location where it will be held, and the Agenda, unequivocally confers the mandate to the representative, with suitable identification of the latter.

The shareholders of this company who, in a professional capacity, have shares in their own name but on behalf of their customers, may vote differently with these shares, if they present to the Chairman of the General Shareholders Meeting, up to the 5th day of negotiation prior to the holding of this General Shareholders Meeting, a declaration of responsibility, issued by himself, confirming receipt of the specific voting instructions for each Item of the Agenda by each Client, and this declaration must list the identity of the client, the number of shares held on his behalf and the voting intent.

The shareholders who have shares corresponding to at least 2% of the share capital of this company may, within five days following the publication of this convocation, request – through a request sent to the Chairman of the General Shareholders Meeting – the inclusion of certain subjects on the Agenda of this Board Meeting, if this request for inclusion is accompanied by a deliberation proposal.

Shareholders who have shares corresponding to at least 2% of the share capital of this company may also request deliberation proposals regarding issues referenced in the convocation or amended thereto, through a request sent in writing to the Chairman of the General Shareholders Meeting in the five days following publication of this notice.



Along with the referenced request, the shareholder proponent shall send all information which should accompany the deliberation proposal.

Shareholders may vote by post.

Votes made by post shall only be considered if received at the head office of the company at least three days in advance of the date of the General Shareholders Meeting, notwithstanding the requirement of timely proving the quality of the shareholder under the terms indicated above.

The voting declaration by post shall only be admitted when signed by the owner of the shares or his legal representative.

In order to assure the confidentiality of the vote up to the moment of voting, the voting declaration referenced above shall be kept in a sealed envelope, on which shall be written the words "voting declaration".

The envelope containing the voting declaration shall be sealed inside another one accompanied by a letter issued by the shareholder and directed to the Chairman of the General Shareholders Meeting, sent by registered mail, expressing therein his unequivocal desire to vote by post. This letter shall be signed by the owner of the shares or by his legal representative and accompanied by a copy of the identity card of the shareholder, if this is an individual, or, if this is a company, accompanied by a proof of capacity and with powers for the act.

The voting declarations shall only be considered valid if they contain, expressly and unequivocally:

- a)** – the indication of the items or items of the Agenda involved;
- b)** – the concrete proposal for which it is destined, with indication of the proponent(s);
- c)** – the precise and unconditional indication of the voting intention for each proposal, and whether the same shall be maintained if the proposal is changed by its proponent.

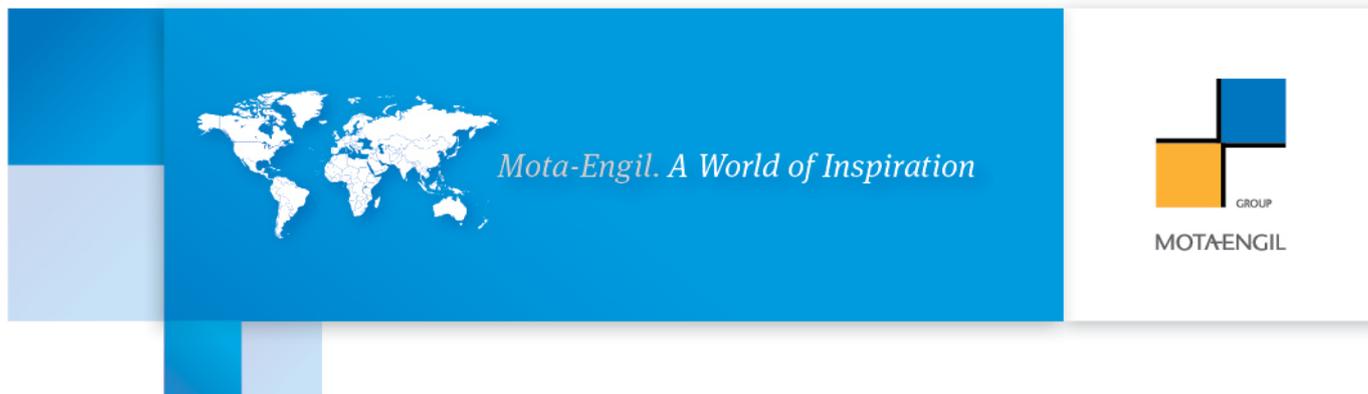
Notwithstanding the provisions in subsection b) above, a shareholder may send a voting declaration regarding a certain proposal declaring that he is voting against all other proposals on the same item of the Agenda, without other specifications.

It is understood that shareholders who send voting declarations by post shall abstain from voting on proposals that are not the subject of those declarations.

Notwithstanding the provisions in subsection c) above, the shareholder may condition his voting intent for a certain proposal on the approval or rejection of the same item of the Agenda.

It is the responsibility of the Chairman of the General Shareholders Meeting, or his replacement, as the case may be, to verify the compliance of the voting declarations by post, and votes contained in declarations that are not accepted shall be considered not issued.

Corporate decisions are made by simple majority of the votes issued at the General Shareholders Meeting, except when the law or the articles of association provide otherwise.



In the first convocation, the General Shareholders Meeting may only deliberate if there are present or represented shareholders holding shares corresponding to more than fifty percent of the share capital.

The full text of the documents and proposals referring to the Items on the Agenda shall be found, on the dates legally provided, made available for analysis and consultation at the head office of the company located at Rua do Rego Lameiro, No. 38, in Porto, under the terms provided in the Commercial Companies Code, as well as the provisions in Article 21º-C of the Securities Code. The referenced documents and proposals may also be obtained on the Company's Internet site.

Under the terms provided in paragraph 8 of Article 377 of the Commercial Companies Code, the full text of the Articles of Association to be modified shall be available to the Shareholders, from the date of publication of this notice, at the head office of the company and on its Internet site, under the terms of Item Three of this Agenda. The wording of this article shall be considered - in the event of incomplete subscription (as better explained in the proposal regarding Item Three of the Agenda) - automatically readjusted by virtue of the limitation on the increase in capital to be deliberated on that same Item of this Agenda.

Under the terms provided in subsection c) of Article 21-B of the Securities Code, the form of the representation document referenced above shall be available to the Shareholders, from the date of publication of this notice of convocation, at the head office of the company and on its Internet site.

Also available for the Shareholders on the company's Internet site, under the terms and for the purposes provided in Article 23 of the Securities Code, is the proxy form designed for representation at the General Shareholders Meeting of more than five shareholders by the same agent.

All of the communications which, under the terms of the By-laws and applicable legislation, shall be directed to the Chairman of the General Shareholders Meeting – except for those which must be delivered at the head office of the company - may be sent electronically to the following e-mail address: [Presidentemesaag@mota-engil.pt](mailto:Presidentemesaag@mota-engil.pt).

In the event the General Shareholders Meeting cannot be held on the date mentioned above, we hereby establish **18 December 2015, at 14:30pm**, for the General Shareholders Meeting, at the same location, and in 2<sup>nd</sup> convocation.

Porto, 4th of November 2015  
**The Presiding Board of the General Meeting**  
Luís Neiva Santos