

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, 2017

..... (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 24 May 2017 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, 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 2016 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, 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 2016 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 decide on the acceptance of the resignation presented by the Official Auditor that is part of the Company's Supervision, António Magalhães & Carlos Santos, SROC, represented by Dr. António Monteiro de Magalhães. -----

Item Eight: To discuss and decide, in accordance with the provisions of number three of article seventeenth of the articles of association, on the election, for the remainder of the current mandate - corresponding to the four-year period 2015-2018 - of the Official Auditor that is part of the Company's Supervision.-----

Item Nine: 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 Ten: 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,
