

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, 2016

..... (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 25 May 2016 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 Order of Business 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 2015 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 2015 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 deliberate under the partial change of number one of the article eleven of the articles of association.-----

Item Eight: Discuss and deliberate under the terms of the provisions of number two of the article eleven of the articles of association for the setting at seventeen for the effective number of members who will comprise the Company's Board of Directors, for the remaining period of the mandate, corresponding to the four year period from two thousand and fourteen to two thousand and seventeen (2014 – 2017).-----

Item Nine: Discuss and deliberate on the election for the actual mandate, corresponding to the four year period from two thousand and fourteen to two thousand and seventeen (2014 – 2017), of two new members of the Company's Board of Directors.-----

Item Ten: Discuss and deliberate under the terms of the provisions of number nine of article eleven of the articles of association on the setting of the sum of the bail to be provided by two members of the Board of Directors elected under Point Nine of the present Agenda.-----

Item Eleven: Discuss and deliberate on the acquisition and disposal by the company of own shares along with the execution by the Board of Directors of the decisions taken under this point on the Agenda.-----

Item Twelve: Discuss and deliberate 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 on the Agenda.”-----

Constitute as my proxy Mr/Mrs/Ms, (marital status), bearer of ID card/Citizen Card n° 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,
