

BALLOT PAPER
EXERCISE OF VOTE BY CORRESPONDENCE¹
ANNUAL GENERAL MEETING OF MOTA-ENGIL, SGPS, SA
ON MAY 25 2016

Firm: _____

Address/Registered Office: _____

Post Code: _____ - _____

Taxpayer/VAT N^o: _____

Number of Shares: _____

Bank(s) where the shares are registered: _____

I/ we cast my/our vote on the items of the Agenda detailed hereunder, marking with an X the corresponding square, and I/we declare that it is (is not maintained (delete as required) if the proposals are altered by their proposers:

Items of the Agenda to which the vote refers ²	In favour	Abstention	Against
<p>1. 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.</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>2. To discuss and decide on the Proposal for the Application of the Profits under the terms of Article 376 to the Portuguese Company Code.</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>3. To appraise the Report on Corporate Governance practices.</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>4. 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.</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p> <p>Proposal n^o _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

<p>5. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>6. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>7. Discuss and deliberate under the partial change of number one of the article eleven of the articles of association.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>8. 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).</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>9. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>10. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

<p>11. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>12. 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.</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p> <p>Proposal nº _____; Proposer(s) _____</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

1 This ballot paper must be enclosed in a closed envelope bearing the expression "Declaração de Voto". The envelope containing the ballot paper shall be enclosed in another accompanied by a letter written by the member addressed to the chairman of the Board of the General Meeting and sent by registered post.

2 To ensure proper identification of the proposals subject to vote, they will be numbers in respect of each item of the agenda, in the order they are received, and they will be identified by the respective order number, both on the page of the Mota-Engil, SGPS, SA, institutional site dedicated to the Annual general Meetings, and also in the documents available to Members at the registered office.

The object of the vote cast in this ballot paper is the proposals that are available at the company's registered officer at Rua do Rego Lameiro, 38, Porto and on the www.mota-engil.pt site until the date of the exercise of the respective voting right.

(natural persons; certified signature - corporate persons: signature certified in the capacity and with powers for the act)