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This document has been prepared for informative purposes only and corresponds to the non-binding English translation of the launch announcement ("Launch Announcement") pertaining to certain public offerings of notes ("offerings") launched by Mota-Engil, SGPS, S.A. ("Mota-Engil") and specifically addressed to persons with residence or establishment in Portugal, as described herein, and subject to the prospectus dated 5 November 2018 ("Prospectus"), both documents disclosed on the information disclosure system managed by Comissão do Mercado de Valores Mobiliários (Portuguese Securities Market Commission- "CMVM") on 5 November 2018. This non-binding English translation of the launch announcement has not been approved by CMVM and if there is any inconsistency between this version and the Portuguese version of the launch announcement, the latter will prevail.

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Any decision to subscribe, purchase, exchange or otherwise trade any securities in the offerings launched by Mota-Engil should be made solely on the basis of the information contained in the Prospectus and the Launch Announcement, both as supplemented, if applicable, and/or other relevant offering documents and in accordance with all the applicable rules and regulations. Those documents contain the full terms and conditions of such offers, including details of how and when the offers may be accepted, amended or revoked.



Mota-Engil, SGPS, S.A.

Public Company

Head Office: Rua do Rego Lameiro, n.º 38, 4300-454 Porto

Share Capital: €237,505,141.00

Registered with the Commercial Registry of Oporto

under its single registration and corporate taxpayer number: 502 399 694

("Offeror")

ANNOUNCEMENT OF THE LAUNCH OF TWO PARTIAL AND VOLUNTARY PUBLIC EXCHANGE OFFERS OF UP TO 6,500 (SIX THOUSAND FIVE HUNDRED) NOTES, WITH A NOMINAL AMOUNT OF €10,000 (TEN THOUSAND EUROS) EACH AND AN INITIAL TOTAL NOMINAL AMOUNT OF UP TO €65,000,000 (SIXTY-FIVE MILLION EUROS), WHICH MAY BE INCREASED, ISSUED BY MOTA-ENGIL ON 22 AND 29 APRIL 2014, WITH MATURITY ON 22 APRIL 2019, WITH A FIXED GROSS INTEREST RATE OF 5.50% (FIVE POINT FIFTY PER CENT) PER YEAR AND THE ISIN CODE PTMENNOE0008, REPRESENTATIVE OF THE BOND ISSUE DENOMINATED "OBRIGAÇÕES MOTA-ENGIL 2014/2019"

AND

OF UP TO 130,000 (ONE HUNDRED AND THIRTY THOUSAND) NOTES, WITH A NOMINAL AMOUNT OF €500 (FIVE HUNDRED EUROS) EACH AND AN INITIAL TOTAL NOMINAL AMOUNT OF UP TO €65,000,000 (SIXTY-FIVE MILLION EUROS), WHICH MAY BE INCREASED, ISSUED BY MOTA-ENGIL ON 3 JULY 2015, WITH MATURITY ON 3 FEBRUARY 2020, WITH A FIXED GROSS INTEREST RATE OF 3.90% (THREE POINT NINETY PER CENT) PER YEAR AND WITH THE ISIN CODE PTMENROM0004, REPRESENTATIVE OF THE BOND ISSUE DENOMINATED "OBRIGAÇÕES TAXA FIXA MOTA-ENGIL JULHO 2015 / FEVEREIRO 2020"

FOR

UP TO 130,000 (ONE HUNDRED AND THIRTY THOUSAND) NOTES, WITH A NOMINAL AMOUNT OF €500 (FIVE HUNDRED EUROS) EACH AND AN INITIAL TOTAL NOMINAL AMOUNT OF UP TO €65,000,000 (SIXTY-FIVE MILLION EUROS), WHICH MAY BE INCREASED, WITH MATURITY ON 28 NOVEMBER 2022, WITH A FIXED GROSS INTEREST RATE OF 4.50% (FOUR POINT FIFTY PER CENT) PER YEAR AND WITH THE ISIN CODE PTMENWOM0007, REPRESENTATIVE OF THE BOND ISSUE DENOMINATED "OBRIGAÇÕES TAXA FIXA MOTA-ENGIL 2018/2022"



Pursuant to Article no. 183-A of Decree-Law no. 486/99, of 13 November, as amended (“**Portuguese Securities Code**”), this announcement hereby makes public the launching of two public exchange offers (“**Public Exchange Offers**”) by Mota-Engil, SGPS, S.A. of (i) up to 6,500 (six thousand five hundred) notes, with a nominal amount of €10,000 (ten thousand euros) each and an initial total nominal amount of up to €65,000,000 (sixty-five million euros), which may be increased at the Issuer and Offeror’s discretion up to 16 November 2018 inclusive, issued by Mota-Engil on 22 and 29 April 2014, with maturity on 22 April 2019, with a fixed gross interest rate of 5.50% (five point fifty per cent) per year and with the ISIN code PTMENNOE0008, representative of the bond issue denominated “*Obrigações Mota-Engil 2014/2019*” (“**Mota-Engil 2019 Notes**”) and (ii) up to 130,000 (one hundred and thirty thousand) notes, with a nominal amount of €500 (five hundred euros) each and an initial total nominal amount of up to €65,000,000 (sixty-five million euros), which may be increased at the Issuer and Offeror’s discretion up to 16 November 2018 inclusive, issued by Mota-Engil on 3 July 2015, with maturity on 3 February 2020, with a fixed gross interest rate of 3.90% (three point ninety per cent) per year and with the ISIN code PTMENROM0004, representative of the bond issue denominated “*Obrigações Taxa Fixa Mota-Engil Julho 2015 / Fevereiro 2020*” (“**Mota-Engil 2020 Notes**”), for up to 130,000 (one hundred and thirty thousand) notes, with a nominal amount of €500 (five hundred euros) each and an initial total nominal amount of up to €65,000,000 (sixty-five million euros), which may be increased at the Issuer and Offeror’s discretion up to 16 November 2018 inclusive, with maturity on 28 November 2022, with a fixed gross interest rate of 4.50% (four point fifty per cent) per year and the ISIN code PTMENWOM0007, representative of the bond issue denominated “*Obrigações Taxa Fixa Mota-Engil 2018/2022*” (“**Notes**”), under the terms and conditions set out in this launch announcement (“**Launch Announcement**”) and in the Prospectus of the public subscription offer, public exchange offers and admission to trading dated 5 November 2018 (“**Prospectus**”):

1. The Offeror (and Issuer) is Mota-Engil, SGPS, S.A., a publicly traded company with head office in Rua do Rego Lameiro, no. 38, parish of Campanhã, municipality of Oporto, with a share capital of €237,505,141.00, and registered with the Commercial Registry of Oporto under the single registration and corporate taxpayer number 502 399 694 (“**Offeror**”, “**Issuer**” or “**Mota-Engil**”).
2. The intermediaries providing the advisory services regarding the preparation, launching and execution of the Public Exchange Offers are Caixa – Banco de Investimento, S.A., with head office in Avenida João XXI, no. 63, Lisbon, with a share capital of €81,250,000 (eighty-one million two hundred and fifty thousand euros), registered with the Commercial Registry of Lisbon under the single registration and corporate taxpayer number 501 898 417 (“**CaixaBI**”), Haitong Bank, S.A., with head office in Rua Alexandre Herculano, no. 38, Lisbon, with a share capital of €844,769,000 (eight hundred and forty-four million seven hundred and sixty-nine thousand euros), registered with the Commercial Registry of Lisbon under the single registration and corporate taxpayer number 501 385 932 (“**Haitong Bank**”), and Novo Banco, S.A., with head office in Avenida da Liberdade, no. 195, Lisbon, with a share capital of €5,900,000,000 (five billion nine hundred million euros), registered with the Commercial Registry of

Lisbon, under the single registration and corporate taxpayer number 513 204 016 (“**Novo Banco**”), except for the tabulation and disclosure of the results of the Public Exchange Offers, pursuant to Article no. 127, paragraph no. 1, subparagraph (b) of the Portuguese Securities Code, which will be guaranteed by means of a regulated market special session by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. (“**Euronext**”).

3. The Public Exchange Offers will involve (i) up to 6,500 (six thousand five hundred) Mota-Engil 2019 Notes and (ii) up to 130,000 (one hundred and thirty thousand) Mota-Engil 2020 Notes, and the duly validated exchange orders placed with respect to any of the Public Exchange Offers shall be satisfied in accordance with the applicable allocation criteria in case the level of demand, in the context of the Public Exchange Offers and of the public subscription offer (“**Public Subscription Offer**” and, together with the Public Exchange Offers, “**Offers**”) addressed to the general public and involving up to 130,000 (one hundred and thirty thousand) Notes, with a nominal amount of €500 (five hundred euros) each and an initial total nominal amount of up to €65,000,000 (sixty-five million euros), exceeds the number of Notes available.

The Public Exchange Offers will only be open to Mota-Engil 2019 Notes and Mota-Engil 2020 Notes with all rights attached and provided that they are free of any liens, charges and liabilities, of any nature, as well as of any restrictions or attachments, namely with respect to corresponding ownership and/or social rights or their transferability.

4. Pursuant to Article no. 72, paragraph no. 2, subparagraph (a) of the Portuguese Securities Code, the recipients of any of the Public Exchange Offers who intend to accept an offer shall, prior to the placement of an exchange order, block their respective Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes, as applicable, offered for exchange in the accounts, held with each financial intermediary, where the notes are registered, with express indication that they will remain blocked until (i) the settlement date of the respective Public Exchange Offer, i.e. 28 November 2018, which corresponds to the second business day following the tabulation and disclosure of the results of the respective Public Exchange Offer, under the terms of Interbolsa Regulation no. 2/2016 (as amended by Interbolsa Regulation no. 2/2017 and by Interbolsa Regulation no. 3/2018) regarding the general operational rules applicable to securities settlement systems and of the settlement systems managed by Interbolsa (“**Settlement Date**”); (ii) the date on which the respective Public Exchange Offer is revoked by the Offeror, when such revocation is legally admissible under Articles no. 128 and no. 130 of the Portuguese Securities Code; or (iii) the date of the valid revocation of the corresponding exchange order, whichever fact occurs first.
5. The Public Exchange Offers are partial and voluntary public acquisition offers, in the form of two exchanges, addressed to unspecified investors who are holders of Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes, i.e., to the public in general, being specifically addressed to persons with residence or establishment in Portugal. The acceptance of any of the Public Exchange Offers by investors which are

not resident in Portugal may be restricted by the laws applicable in their jurisdiction and, as such, non-resident investors should seek for information and ensure compliance with any applicable legal or regulatory requirements that may apply to them.

6. Regarding each Mota-Engil 2019 Note, the consideration offered in the context of the respective Public Exchange Offer corresponds to, subject to taxes, fees and other costs, (i) 20 (twenty) Notes with a nominal amount of €500 (five hundred euros) each and (ii) a cash premium in the amount of €211 (two hundred and eleven euros).

Regarding each Mota-Engil 2020 Note, the consideration offered in the context of the respective Public Exchange Offer corresponds to, subject to taxes, fees and other costs, (i) 1 (one) Note with a nominal amount of €500 (five hundred euros) each and (ii) a cash premium in the amount of €11 (eleven euros).

On the Settlement Date, and with respect to each of the recipients of the Public Exchange Offers that disposes Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes to the Offeror, (i) the Notes acquired in the Public Exchange Offer in question will be credited to the relevant recipient's individual book-entry securities registration account opened with the respective legally qualified financial intermediary, in which the Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes sold in the context of the respective Public Exchange Offer were registered, and (ii) the abovementioned cash premium, together with accrued interest, as foreseen in the terms and conditions of the Mota-Engil 2019 Notes or of the Mota-Engil 2020 Notes, as applicable, since the last interest payment date with respect to the Mota-Engil 2019 Notes, i.e. since 22 October 2018, inclusive, or with respect to the Mota-Engil 2020 Notes, i.e. since 3 August 2018, inclusive, and the Settlement Date, exclusive, will be credited to the current account associated to the individual book-entry securities registration account.

7. The Mota-Engil 2019 Notes are admitted to trading on the regulated market Luxembourg Stock Exchange, managed by the Société de la Bourse de Luxembourg S.A., and the Mota-Engil 2020 Notes are admitted to trading on the regulated market Euronext Lisbon, managed by Euronext. Admission to trading of the Notes on this latter market was required and is expected to take place on 28 November 2018, dependent on approval by Euronext.
8. Pursuant to Article no. 177, paragraph no. 2 of the Portuguese Securities Code, given that part of the consideration of the Public Exchange Offers involves a cash payment, the Offeror has presented an irrevocable bank guarantee, concluded with the Novo Banco, S.A., which appears to be suitable to guarantee the total cash value to be paid in the context of the Public Exchange Offers, i.e. in the amount of €1,430,000 (one million, four hundred and thirty thousand euros).
9. The Public Exchange Offers will take place between 8.30am (Lisbon time) of 12 November 2018 and 3pm (Lisbon time) of 23 November 2018, during which period exchange orders may be received. In accordance with the law, notably Article no. 183, paragraph no. 2 of the Portuguese Securities Code, the term of any of the Public Exchange Offers may be extended by decision of the Portuguese Securities

Market Commission (“**CMVM**” – *Comissão do Mercado de Valores Mobiliários*), at the Offeror’s request or by its own initiative, in the event of revision of the respective Public Exchange Offer or when the protection of the recipients’ interests justifies such an extension.

10. The acceptance of each Public Exchange Offer by the addressees thereof shall be made during the period of the respective Public Exchange Offer through the placement of an exchange order with a financial intermediary legally qualified for this purpose.
11. None of the Public Exchange Offers is restricted to the acquisition by the Offeror of a minimum number of Mota-Engil 2019 Notes or Mota-Engil 2020 Notes, although each Public Exchange Offer is limited to a maximum of 6,500 (six thousand five hundred) Mota-Engil 2019 Notes and of 130,000 (one hundred and thirty thousand) Mota-Engil 2020 Notes, respectively, as increased, if applicable, under the terms described herein and subject to the allocation process described in paragraph 14. There are no administrative authorisations restricting any of the Public Exchange Offers.
12. Taking into consideration Article no. 126, paragraph 2, and Article no. 133, paragraph 3, of the Portuguese Securities Code, each recipient of the Public Exchange Offers has the right to revoke or amend an exchange order already placed, by means of a notification addressed to the financial intermediary that received it:
 - (a) In general, at any time until 3pm (Lisbon time) of 20 November 2018, after which time and date all exchange orders will be irrevocable; and
 - (b) In the event of suspension of the Public Exchange Offers by the CMVM, until the fifth day following the term of the suspension.

In the event of any of these situations, the revocation of an exchange order already placed will entitle the respective issuer of the order to the unblocking of the Mota-Engil 2019 Notes and/or the Mota-Engil 2020 Notes that were blocked for the purposes of acceptance of the respective Public Exchange Offer.

13. The commission regarding transactions in the special market session will be borne by the Offeror, both in its capacity as buyer and as seller. Any other applicable charges and expenses, as well as the corresponding tax costs, which should be borne by the recipients of the Public Exchange Offers if their respective exchange order is fulfilled, should be disclosed by the financial intermediary when the exchange order is placed.
14. If the demand in the Public Subscription Offer and the Public Exchange Offers does not collectively reach the maximum amount of Notes available to fulfil the subscription and exchange orders received and validated:
 - (i) The Public Subscription Offer will be effective with respect to all subscription orders to be fulfilled following tabulation of the results, subsequently proceeding with the issue and subscription of the Notes object of these orders; and

- (ii) Each of the Public Exchange Offers will be effective with respect to all exchange orders placed by holders of Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes to be fulfilled following tabulation of the results, subsequently proceeding with the exchange of the Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes object of these orders, as applicable, for the Notes.

If the demand in the Public Subscription Offer and the Public Exchange Offers exceeds the maximum amount of Notes available to fulfil the subscription and exchange orders received and validated, the orders will be satisfied in accordance with the successive application, for as long as there remain Notes to allocate, of the following allocation criteria:

- (a) To fulfil the subscription orders of Notes, until the allocation of Notes in the total nominal amount of 30% (thirty per cent) of the total nominal amount of all Notes:
 - (i) Until the allocation of Notes in the total nominal amount of 25% (twenty-five per cent) of the total nominal amount of Notes available for allocation under the present paragraph (a), allocation of Notes necessary to fulfil orders with an individual amount equal to or greater than €250,000 (two hundred and fifty thousand euros). In the event that the amount of Notes available under this subparagraph (a)(i) is insufficient to ensure this allocation, priority of fulfilment will be given to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation under this subparagraph (a)(i) was reached and exceeded, Notes will be allocated in an amount proportional to the amount requested in the respective subscription order, rounded off by default. Following the application of the above criteria, orders will be drawn from amongst the orders that entered the system on the day that the total nominal amount of the Notes was reached and exceeded and to which Notes were allocated through the application of the previous criteria, for allocation of the remaining Notes;
 - (ii) Allocation of Notes in the amount of €2,000 (two thousand euros), corresponding to 4 (four) Notes (or in the requested amount, if lower than €2,000 (two thousand euros)), to each order with an individual amount of lower than €250,000 (two hundred and fifty thousand euros). If the available amount of Notes is insufficient to ensure this allocation, priority of fulfilment will be given to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation under this subparagraph (a)(ii), was reached and exceeded, the orders to be fulfilled will be drawn;

- (iii) Allocation of the remaining amount requested in each order with an individual amount lower than €250,000 (two hundred and fifty thousand euros) in accordance with the order's date of entry in Euronext's central order system, with priority being given to the orders that entered first (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation, under this subparagraph (a)(iii) and the following, was reached and exceeded, an additional amount proportional to the amount requested in the respective order, and not fulfilled by the application of the previous criteria, will be allocated in lots of €500 (five hundred euros) of Notes, corresponding to 1 (one) Note, rounded off by default;
 - (iv) Successive allocation of €500 (five hundred euros) in Notes, corresponding to 1 (one) Note, to the orders with an individual amount lower than €250,000 (two hundred and fifty thousand euros) that, following the application of the previous sets of criteria, are closest to the allocation of an additional lot of €500 (five hundred euros) in Notes, corresponding to 1 (one) Note. If the available amount of Notes is insufficient to ensure this allocation, the orders to be fulfilled will be drawn; and
 - (v) Allocation of the remaining amount requested in each order, with an individual amount equal to or greater than €250,000 (two hundred and fifty thousand euros), to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation under this subparagraph (a)(v) was reached and exceeded, an amount of Notes proportional to the amount requested in the respective subscription order, and not fulfilled by the application of the criteria defined in subparagraph (a)(i), rounded off by default, will be allocated. Following the application of this criteria, orders will be drawn from amongst the orders that entered the system on the day that the total nominal amount of the Notes was reached and exceeded, and to which Notes were allocated by the application of this subparagraph (a)(v), for the allocation of the remaining Notes;
- (b) To fulfil the exchange orders of Mota-Engil 2019 Notes and/or Mota-Engil 2020 Notes, until the allocation of all the Notes not allocated under paragraph (a):
- (i) Until the allocation of Notes in the total nominal amount of 25% (twenty-five per cent) of the total nominal amount of Notes available for allocation under the present paragraph (b), allocation of Notes necessary to fulfil orders with an individual amount equal to or greater than €250,000 (two hundred and fifty thousand euros). In the event that the amount of Notes available under this subparagraph (b)(i) is insufficient to ensure this

allocation, priority of fulfilment will be given to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation under this subparagraph (b)(i) was reached and exceeded, Notes will be allocated in an amount proportional to the amount requested in the respective exchange order, rounded off by default to the amount of €10,000 (ten thousand euros), corresponding to a lot of 20 (twenty) Notes. Following the application of this criteria, orders will be drawn from amongst the orders that entered the system on the day that the total nominal amount of the Notes was reached and exceeded, for the allocation of the remaining Notes;

- (ii) Allocation to each order with an individual amount lower than €250,000 (two hundred and fifty thousand euros) of:
 - (1) Notes in the amount of €10,000 (ten thousand euros), corresponding to 20 (twenty) Notes, to each exchange order of Mota-Engil 2019 Notes; or
 - (2) Notes in the amount of €10,000 (ten thousand euros), corresponding to 20 (twenty) Notes (or in the requested amount, if lower than €10,000 (ten thousand euros)), to each exchange order of Mota-Engil 2020 Notes.

In the event that the Notes available under this subparagraph (b)(ii) are insufficient to ensure this allocation, priority will be given to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation under this subparagraph (b)(ii) was reached and exceeded, the orders to be fulfilled will be drawn;

- (iii) Allocation of the remaining amount requested in each exchange order, with an individual amount lower than €250,000 (two hundred and fifty thousand euros), in Mota-Engil 2019 Notes or in Mota-Engil 2020 Notes in accordance with the order's date of entry into Euronext's central order system, with priority being given to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of the Notes available for allocation, under this subparagraph (b)(iii) and the following, was reached and exceeded, an additional amount will be allocated proportional to the amount requested in the respective order, and not fulfilled by the application of the previous criteria, in lots of €10,000 (ten thousand euros), corresponding to 20 (twenty) Notes, resulting from the exchange of Mota-Engil 2019 Notes, and in lots of €500 (five hundred euros) in Notes,

corresponding to 1 (one) Note, resulting from the exchange of Mota-Engil 2020 Notes, rounded off by default;

- (iv) To the exchange orders with an individual amount less than €250,000 (two hundred and fifty thousand euros), the successive allocation of €500 (five hundred euros) in Notes, corresponding to 1 (one) Note, to the exchange orders regarding Mota-Engil 2020 Notes, and of €10,000 (ten thousand euros) in Notes, corresponding to 20 (twenty) Notes, to the exchange orders regarding Mota-Engil 2019 Notes which, following the application of the previous sets of criteria, fall closest to the allocation of an additional lot of €500 (five hundred euros) in Notes, corresponding to 1 (one) Note in case of exchange orders regarding Mota-Engil 2020 Notes or of an additional lot of €10,000 (ten thousand euros) in Notes, corresponding to 20 (twenty) Notes in case of exchange orders regarding Mota-Engil 2019 Notes. In the event that the amount of Notes available is insufficient to ensure this allocation, the orders to be fulfilled will be drawn; and
 - (v) Allocation of the remaining amount requested in each order, with an individual amount equal to or greater than €250,000 (two hundred and fifty thousand euros) to the orders that first entered Euronext's centralisation orders system (for this purpose, all orders that entered on the same day will be considered on equal terms). Regarding the orders that entered the system on the day that the total nominal amount of Notes available for allocation under this subparagraph (b)(v) was reached and exceeded, an amount of Notes proportional to the amount requested in the respective exchange order will be allocated, rounded off by default to the amount of €10,000 (ten thousand euros), corresponding to a lot of 20 (twenty) Notes. Following the application of this criteria, orders will be drawn from amongst the orders that entered the system on the day that the total nominal amount of the Notes was reached and exceeded, for the allocation of the remaining Notes;
- (c) Application of the criteria described in paragraph (a), without application of the percentage limit referred to in that same paragraph.
15. The results of the Public Exchange Offers will be ascertained by Euronext in a regulated market special session, which is expected to take place on 26 November 2018, at 5pm. If this date is altered, a new date will be announced via notice by Euronext.
 16. The results of the Public Exchange Offers will be published on the CMVM's information dissemination system (www.cmvm.pt) and on Mota-Engil's website (www.mota-engil.pt) following their assessment.
 17. The Public Exchange Offers aim to raise funds to finance the Offeror's current activity and global expansion, as well as to pursue its strategy of increasing the average maturity of its debt to better align

it with the generation of cashflow. They also aim at allowing Mota-Engil to substitute part of its debt with maturity in 2019 and in 2020 with debt with maturity in 2022.

18. The Launch Announcement and the Prospectus are available for consultation:
- (i) On the CMVM's information dissemination system (www.cmvm.pt)
 - (ii) On Mota-Engil's website (www.mota-engil.pt), as well as at its head office (Rua do Rego Lameiro, no. 38, 4300-454 Porto)
 - (iii) On the websites of the financial intermediaries appointed by the Issuer and Offeror to provide the intermediation services required in the context of the Offers, namely, at www.cgd.pt, www.haitongib.com/pt and www.novobanco.pt
19. The Public Exchange Offer involving Mota-Engil 2020 Notes was subject to prior registration with the CMVM on 5 November 2018, under the no. 9218.
20. Pursuant to Article no. 145-A of the Portuguese Securities Code, CMVM is not legally qualified to supervise the public exchange offer regarding the Mota-Engil 2019 Notes, wherefore the Mota-Engil 2019 Notes were not registered with CMVM as the Mota-Engil 2019 Notes are admitted to trading exclusively at a regulated market located outside Portugal - at the Luxembourg Stock Exchange, the English version of the launch announcement (which includes relevant information affecting Mota-Engil 2019 Notes) will be filed with the Luxembourg Stock Exchange. Pursuant to the Rules & Regulations of Luxembourg, other than the filing with the Luxembourg Stock Exchange of the relevant offer results and information pertaining to the Mota-Engil 2019 Notes acquired by Mota-Engil and cancelled, no other approval or formality is required with respect to the Commission de Surveillance du Secteur Financier (CSSF) or the Luxembourg Stock Exchange in relation to the Public Exchange Offer regarding Mota-Engil 2019 Notes.

Oporto, 5 November 2018

MOTA-ENGIL, SGPS, S.A.

CAIXA – BANCO DE INVESTIMENTO, S.A.

HAITONG BANK, S.A.

NOVO BANCO, S.A.