

MOTA-ENGIL announces new Corporate Governance and Organization Model to better cope with future strategic challenges

The Board of Directors of MOTA-ENGIL, SGPS, SA, will propose a “new” organization Model and submit to shareholders the approval in Annual Shareholder Meeting changes in its Governance Model.

The “new Vision”

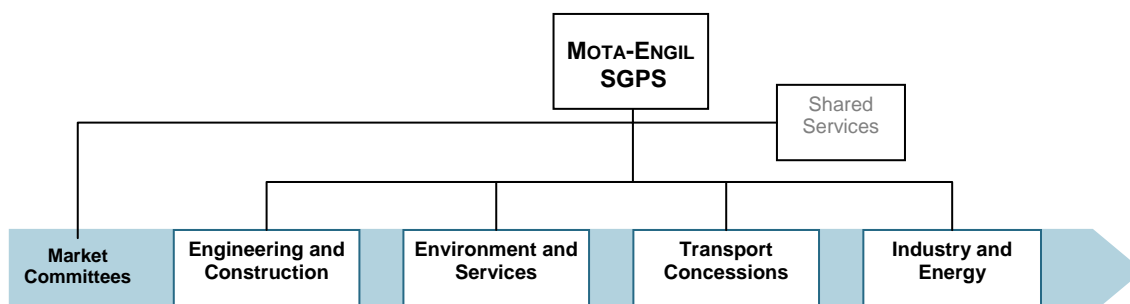
After a thorough internal reflection and a revision of strategic goals, GROUP MOTA-ENGIL’s vision is defined as:

"One of the main private economic groups in Portugal, exploring and developing an integrated portfolio of businesses, centered in the value chain of Construction and with performance levels aligned with international best practices"

The new Organization Model

Aiming to line up the organic structure of the GROUP with the real contribution of each in terms of its earnings potential, type of business, abilities and track record of management, the Board will proceed with a set of changes with the following goals:

- To realign the strategy for the Real Estate business in a way that this business line will provide a visible contribution to the GROUP and explore synergies with its inclusion in the Area of **Engineering and Construction**. Additionally, reacting to the challenges of the internationalization, this area will include operations in "Portugal and Spain", "Central Europe" and "Africa and America";
- To speed up the growth in **Environment and Services** at the national and international levels, proactively leading the market in a growing portfolio business ahead of the competition and strengthening endogenous know-how;
- To capture **Transport Concessions** opportunities in Portugal and selected international markets, using the existing foreign presence of the GROUP in the Construction business with partnerships with Groups of complementary abilities;
- To formally recognise the strategic importance of the businesses of **Industry and Energy** through a new area headed by MARTIFER, SGPS, with the following strategic segments: "Metallic structures", "Equipment for energy" and "Production of energy".



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The New Corporate Governance Model

The New Corporate Governance Model was designed to give greater autonomy to Business areas, greater capacity of strategic management of the Holding and better alignment with the expectations of all shareholders, to clarify and to strengthen the role of the Holding's corporate functions, clearly distinguishing the strategic nature from the operational nature, and will have the following principles:

- Board of Directors of MOTA-ENGIL SGPS, SA (BD) more restricted, focused in the superior orientation of the GROUP businesses, namely in strategic issues. Members of the Board of Directors will focus in the global development of the GROUP, and will not accumulate operational responsibilities in managing Businesses Areas;
- Composition of the Board of Directors will integrate three independent, non executive members, in line with recommendations of the CMVM;
- Each Business Area is managed by a Board of Directors;
- Creation of commissions supporting the Board of Directors with specific responsibilities (Investment Commission, Auditing and Risk and Commission of Human Resources Development);
- Creation of committees for the coordination of international businesses and new business lines.

These changes led to the revision of the Board of Directors so that the directors at the holding level do not have direct responsibilities at the operating business level. Thus, it will be presented to the Shareholders General Meeting the following proposal of composition of the Board of Directors of MOTA-ENGIL SGPS, SA:

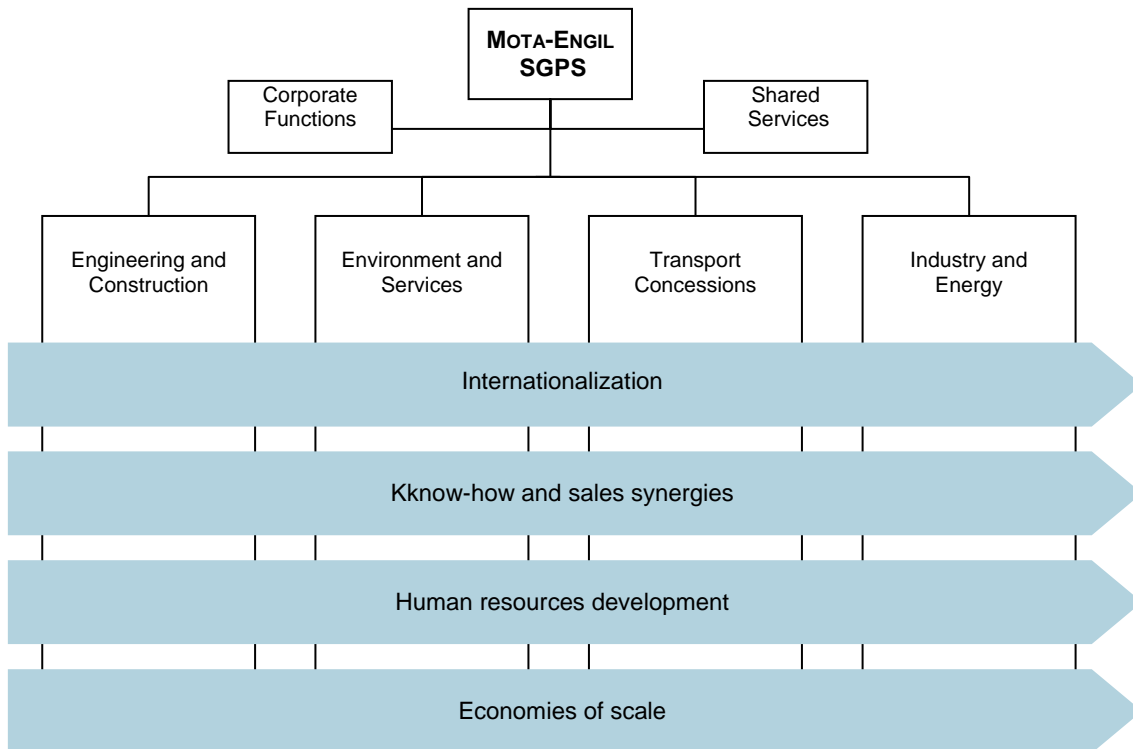
- **António Mota** (Chairman and Chief Executive Officer)
- **António Campos de Almeida** (Vice-Chairman)
- **Eduardo Rocha** (Chief Financial Officer)
- **Maria Paula Mota**
- **Maria Manuela Mota**
- **Maria Teresa Mota**
- Three independent, non-executive members, in line with the recommendations of the CMVM and in accordance with best international practices.

A Management Committee (MC) - not statutory – will be created with responsibilities of strategy implementation defined by the Board of Directors in order to assure the coordination of the Business Areas. The MC will have the following members:

- **António Mota**
- **António Campos de Almeida**
- **Eduardo Rocha**
- **Maria Paula Mota**
- **Arnaldo Figueiredo** (CEO of MOTA-ENGIL ENGENHARIA E CONSTRUÇÃO)
- **Gonçalo Moura Martins** (CEO of MOTA-ENGIL AMBIENTE E SERVIÇOS)
- **Luís Parreirão** (CEO of MOTA-ENGIL CONCESSÕES DE TRANSPORTES)
- **Carlos Martins** (CEO of MARTIFER SGPS)
- **Ismael Gaspar** (Deputy CEO & Vice Chairman of MOTA-ENGIL ENGENHARIA E CONSTRUÇÃO)
- Member invited by the GROUP'S CEO

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As a result, the organic chart of the GROUP will have four Business Areas linked by a new concept of multiple synergies: markets, know-how, human resources and processes and with a clear separation of the corporate functions (strategic functions) from the shared services (functions created to explore synergies within the GROUP).



Porto, February 9th, 2006

THE INVESTOR RELATIONS DIRECTOR

EDUARDO ROCHA

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