



# 08

## CONSOLIDATED REPORT & ACCOUNTS

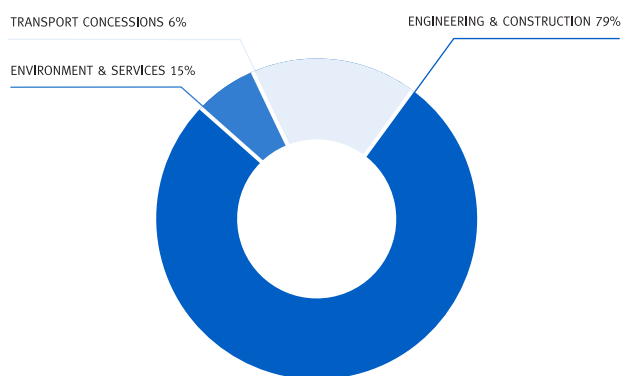
WE ARE WHAT WE DO.  
AMBITION 2013



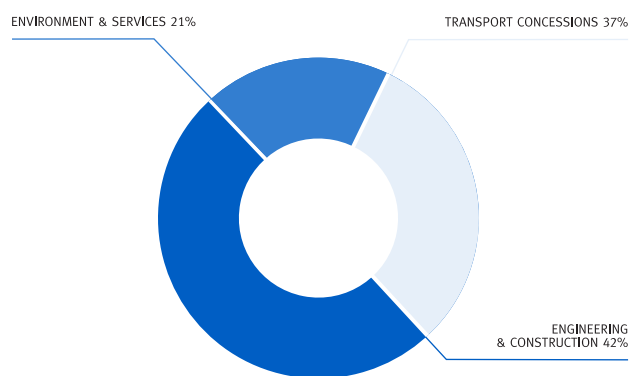
## HIGHLIGHTS

- Order book grows to €2.6 billion
- 33% growth of Sales and Services Rendered
- EBITDA and EBIT margins of 16.7% and 10.3%
- Net profit attributable to the GROUP in the sum of €30.6 million
- Net debt amounts to €1,852 million, of which €949 million relate to debt without recourse

### TURNOVER



### EBITDA



## SYNTHESIS

THOUSAND EUROS

	2008	% T	% △	2007	% T
TURNOVER	1,868,731		33.3	1,401,900	
EBITDA	311,336	16.7	25.3	248,495	17.7
EBIT	192,740	10.3	30.1	148,186	10.6
Capital gain/loss with stake in Martifer	1,902			67,433	
Net financial income	(129,759)	(6.9)	(20.8)	(107,453)	(7.7)
Net income from equity method	5,387	0.3	(66.0)	15,839	1.1
Income before taxes	70,270	3.8	(43.3)	124,006	8.8
Net income Attributable to:	39,770	2.1	(63.1)	107,745	7.7
minority interests	9,204	0.5	(9.8)	10,207	0.7
Group	30,565	1.6	(68.7)	97,538	7.0
<b>Group (ex Martifer capital gain/loss)</b>	<b>28,663</b>	<b>1.5</b>	<b>(4.8)</b>	<b>30,105</b>	<b>2.1</b>

EBITDA = Operating profit + depreciation + provisions and impairment losses  
 Net debt = Debt - cash & cash equivalents



---

**MOTA-ENGIL, SGPS, SA**  
Public Limited Company  
Head Office Edifício Mota  
R. do Rego Lameiro, n.º 38,  
4300-454 Porto  
Telephone. +351 22 5190300  
Fax. +351 22 5190303  
Share Capital: 204 635 695 Euros  
Registered at the Porto registry of companies  
under n.º 502 399 694  
VAT: 502 399 694

[www.mota-engil.eu](http://www.mota-engil.eu)

These documents are available for consultation, with the remains, in the headquarters of the company, in accordance with the established by the code of Commercial Societies.

---

**CONTENTS**

---

Main events	4
Message from the Chairman of the Board of Directors	7
Message from the Chief Executive Officer	9

## 01

### CONSOLIDATED MANAGEMENT REPORT

Business areas	14
Engineering & Construction	14
Environment & Services	19
Transport Concessions	22
MOTA-ENGIL on the stock market	24
Macroeconomic framework	27
Economic and financial review	29
Risk management	32
Creation of value with and through People	36
Proposal for the appropriation of profits	37
Closing remarks	38

## 02

### CONSOLIDATED FINANCIAL INFORMATION

Consolidated Statement of Income	42
Quarterly Statement of Income	43
Consolidated Balance Sheet	44
Consolidated Statement of Changes in Equity	46
Consolidated Cash-flow Statement	48
Notes to the Consolidated Financial Statements	50

## 03

### REPORT ON CORPORATE GOVERNANCE PRACTICES

Annexes:	
Declaration of Compliance	130
Declaration under Article 245.1(c) of the Securities Code	169
Article 447 of the Companies Code	170
Article 448 of the Companies Code	172
Qualified holdings	172

## 04

### SUPERVISION REPORTS

Legal Certification of Accounts	176
Report and Opinion of the Statutory Auditor	178
Audit Report	180

## MAIN EVENTS

- The General Meeting approved the enlargement of the Board of Directors to 14 members, and the board adopted a resolution to set up an Executive Committee and to appoint Jorge Coelho to chair it
- Presentation of new strategic guidelines for the GROUP:



- MOTA-ENGIL announced the formalisation of the partnership with ES Concessões, creating ASCENDI: about €700 million of assets under management (about 85% of highway assets in Portugal), more than 1,200 km of motorways, of which 1,100 km in operation, 14 concessionaires, projects under development in nine countries and sustained business in three countries – Portugal, Spain and Mexico – and a €500 million investment plan
- MOTA-ENGIL announced the plan to enlarge the Alcântara Container Terminal, implying an investment of €226 million to be made by its subsidiary LISCONT (the Terminal's concessionaire) and the 27.5-year extension of the life of the concession
- MOTA-ENGIL ENVIRONMENT & SERVICES and the Privado do Atlântico Group established a partnership for the Angolan market, directed at the business segments of this sub-holding company
- The MOTA-ENGIL GROUP signed a memorandum of understanding with the government of Malawi involving several projects, with emphasis on the rehabilitation of the port of Nsanje and the development of two hydroelectric plants, and announced contracts worth more than €100 million in the country
- TAKARGO, a MOTA-ENGIL GROUP subsidiary, and Comsa Rail Transport established an agreement calling for co-operation in the development of railway operations involving goods traffic in the Iberian Peninsula
- MOTA-ENGIL announced its participation in a pre-qualification consortium for the concession of the port of Ennore, India, a project that will imply an overall investment of US\$ 600 million, and in another consortium that is to draw up plans for the remodelling of the port of La Guaira in Venezuela (which could be for as much as US\$ 658 million)

- MOTA-ENGIL announced the purchase of 24.19% of LUSOPONTE, becoming, after the purchase, the biggest shareholder (38.02%) in the company that holds the concession for the two crossings over the Tagus in Lisbon up to March 2030
- MOTA-ENGIL announced its leadership of the High Speed consortium that will take part in the various calls for tender issued or to be issued by the Portuguese State for the establishment of the public-private partnerships (PPPs) in the area of high-speed railways
- MOTA-ENGIL, through ASCENDI (60% of which is held by MOTA-ENGIL) came first in the call for tenders for the concession Marechal Rondon Leste, SP300 Motorway concession in the State of São Paulo in Brazil (a concession 415 km long involving an investment of about €470 million)
- The Douro Interior Sub-concession was awarded to a joint venture headed by MOTA-ENGIL (the sub-concession has a 30-year life and involves an investment of about €620 million)
- MOTA-ENGIL announced the increase of its holding in INDAQUA. Following this acquisition the MOTA-ENGIL GROUP, through MOTA-ENGIL, ENVIRONMENT & SERVICES, SGPS SA, now controls INDAQUA, with 50.06% of its equity capital
- MOTA-ENGIL informed that it had detected irregularities at its associate in Hungary and that it had dismissed its board
- Announcement of the New Organisational Model of Internationalisation, with the creation of structures allocated to each geographic area defined as priorities by the GROUP, namely Africa, Latin America and Central Europe

---

## **MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS**

“I AM SURE THAT WE SHALL MEET THE GOALS THAT WE HAVE SET UP, BECAUSE I BELIEVE IN OUR PROJECT AND IN THE TEAM THAT IS MADE UP OF ALL OF US.”





To the Members of MOTA-ENGIL, SGPS, SA,

The year under review was a difficult one for all, in view of the international crisis that is affecting the world.

Indeed, the international financial crisis that, beginning in the United States of America, caused profound disturbance of the entire global financial system and quickly spread to the real economy, striking both the more developed economies and the emerging countries. Portugal could not have remained immune.

Today, it is a profound crisis that, despite the proper measures implemented by most governments, is taking a long time to provide signs of a reversal and is still shaking the confidence of institutions and people alike. And it is this confidence that must be restored.

I say with pride that this is a factor that marks the difference at Mota-Engil, for we have all maintained great confidence in our project. In 2008, this allowed us to meet the goals that we had set up, despite not only the global crisis but also the unexpected situation with which we were faced within the Group (especially since such a thing had never happened) on detection of the facts indicating fraudulent management in Hungary.

In the conviction that it is in times of crisis that institutions stand out and, having met our goals in 2007 (a year ahead of schedule), we prepared and approved a new programme, Ambition 2013, which defines our strategy for the coming years and establishes very ambitious objectives.

And we did so in the certainty that the World was going through a difficult crisis. We believed in our capabilities, however, and have taken all the measures required for its implementation, including a new governance model and the appointment of Jorge Coelho to deal with the executive leadership of the GROUP.

I am sure that we shall meet the goals that we have set up, because I believe in our Project and in the Team that is made up of all of us.

**António Mota,**  
Chairman of the Board of Directors

---

**MESSAGE FROM  
THE CHIEF EXECUTIVE OFFICER**

“WITH A HISTORY OF SUCCESS  
AND HAVING MET ITS GOALS AHEAD  
OF SCHEDULE IN 2007, MOTA-ENGIL, WITH  
STRENGTHENED AMBITION, HAS DEFINED  
AND PRESENTED A NEW STRATEGIC  
PLAN FOR THE NEXT FIVE YEARS.”



## 2008 – Decision Capability. Confidence in the Strategy

To the Members of MOTA-ENGIL SGPS, SA,

The year under review was marked by great instability in the financial markets, involving events that had repercussions around the world, events without precedent in recent decades.

The results of the events that we witnessed during the past year allowed us all, regardless of nationality or business sector involved, to take on board lessons that will allow us, with determination and strategic vision, to overcome the difficulties that face us.

It is no different for MOTA-ENGIL. The challenge with which we are faced is stimulating, and the feeling with which we embrace it is one of profound recognition of the difficulties, though one of great confidence in our abilities.

With a history of success and having met its goals ahead of schedule in 2007, Mota-Engil, with strengthened Ambition, has defined and presented a new Strategic Plan for the next five years.

We believe, in this way, that Mota-Engil will have to be prepared for the new challenges posed by the position that we want to achieve in the global marketplace if we are to meet the objectives that will allow us to ensure the satisfaction of our shareholders, employees and customers, and of the communities of which we form part.

At this point I would like to transmit a message of optimism and of confidence in the team with which I co-operate directly, and also in the Group's 17,766 employees, over and above recognition of the commitment, capability and motivation that, overall, have allowed us to overcome the challenges faced in a year filled with important initiatives and will allow us to transform MOTA-ENGIL into what we want it to be in the future.

The increase of Turnover to €1,869 million (up 33%), an EBITDA of €311.3 million (25% more than in 2007) and a Net Profit of €30.6 million are the result of the combined efforts of the whole Group and provide demonstration of our ability to confront difficulties.

In a year of preparation for the Ambition 2013 Plan that begins in 2009, MOTA-ENGIL returned two-digit growth of the business of every sub-holding company, achieved an order book never before seen (€2.6 billion) and improved its debt ratios, seen in the reduction of the Net Debt / EBITDA to 5.9.

Today, the MOTA-ENGIL GROUP, a diversified business reality that is both innovative and has recognised enterprising management, is firmly committed and is an excellent position to become more efficient in facing the challenges and in fulfilling its growth ambitions.

Even matters that did not do so well, as in the case of Hungary, were resolved with determination and with truth. This, indeed, is our management philosophy.

The strategy presented in the Ambition 2013 Plan is underpinned by four fundamental strategic axes: sustained growth, internationalisation, diversification and a strengthening of our human capital. These are the strategic pillars that we have identified and, we

---

**MESSAGE FROM  
THE CHIEF EXECUTIVE OFFICER**

“IMPLEMENTATION OF AN UP-TO-DATE,  
EFFICIENT HUMAN RESOURCES POLICY  
IS SEEN TO BE A FUNDAMENTAL  
CHALLENGE FOR OUR COMPETITIVENESS  
IN THE FUTURE.”

believe, will allow us to achieve our goals of ambitious growth, in line with the position that we wish to achieve at global level.

It is with this confidence in our ability and in the strategic guidelines that are a part of the Ambition 2013 Plan that I declare that the targets we have set up for the period from 2009 to 2013 remain unchanged, targets with which all of us identify and motivate us to fulfilling them.

Ongoing improvement of processes and innovation in management are also a concern that is a part of the strengthening of the Group Culture, as is the development of a Single Management Model that will allow the creation of greater synergies and greater efficiency.

Since we believe that “We are What We Do”, MOTA-ENGIL has invested heavily in training and in the preparation of its most precious resource, People, through the creation of the Mota-Engil Active School, a Corporate University concept developed in conjunction with some of the country’s most prestigious management schools, involving a programme that, in the first stage, embraces Portugal, Angola and Poland.

Implementation of an up-to-date, efficient human resources policy is seen to be a fundamental challenge for our competitiveness in the future.

A special word is due to the development of the Mota-Engil Solidary programme.

This is a project that, despite the adverse situation of the economy, leads us to state that it is in times such as these that economic groups having the dimension and responsibilities of MOTA-ENGIL must reinforce their commitment to ethically, socially and environmentally responsible management, through support to worthy causes of clear benefit to society. This commitment will be further consolidated during the coming year with the constitution of the Manuel António Mota Foundation.

Lastly, a word of thanks to our shareholders who, through their unsurpassed confidence, have allowed us to implement the strategy designed to exalt the name and the prestige of the GROUP, causing MOTA-ENGIL to increasingly become a World of Inspiration.

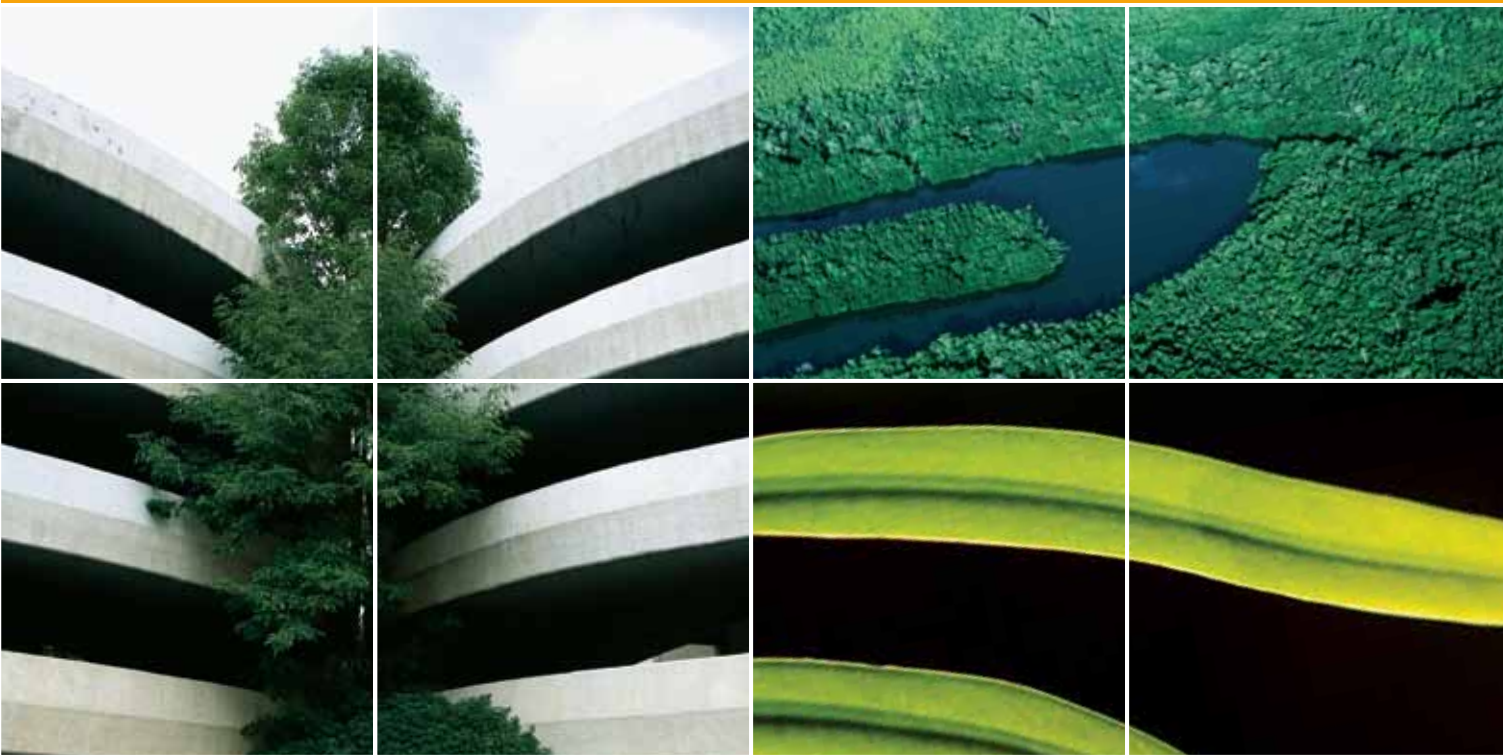
**Jorge Coelho**

Chief Executive Officer



**GROWING WITH RESPONSIBILITY.**  
THE CONQUEST OF THE FUTURE ON  
A SUSTAINABLE BASIS THROUGH AN  
ORGANISATIONAL AND CORPORATE MODEL  
ABLE TO LEVERAGE ORGANISATIONAL  
EFFICIENCY LIES IN OUR HANDS.

WE ARE WHAT WE DO.  
AMBITION 2013

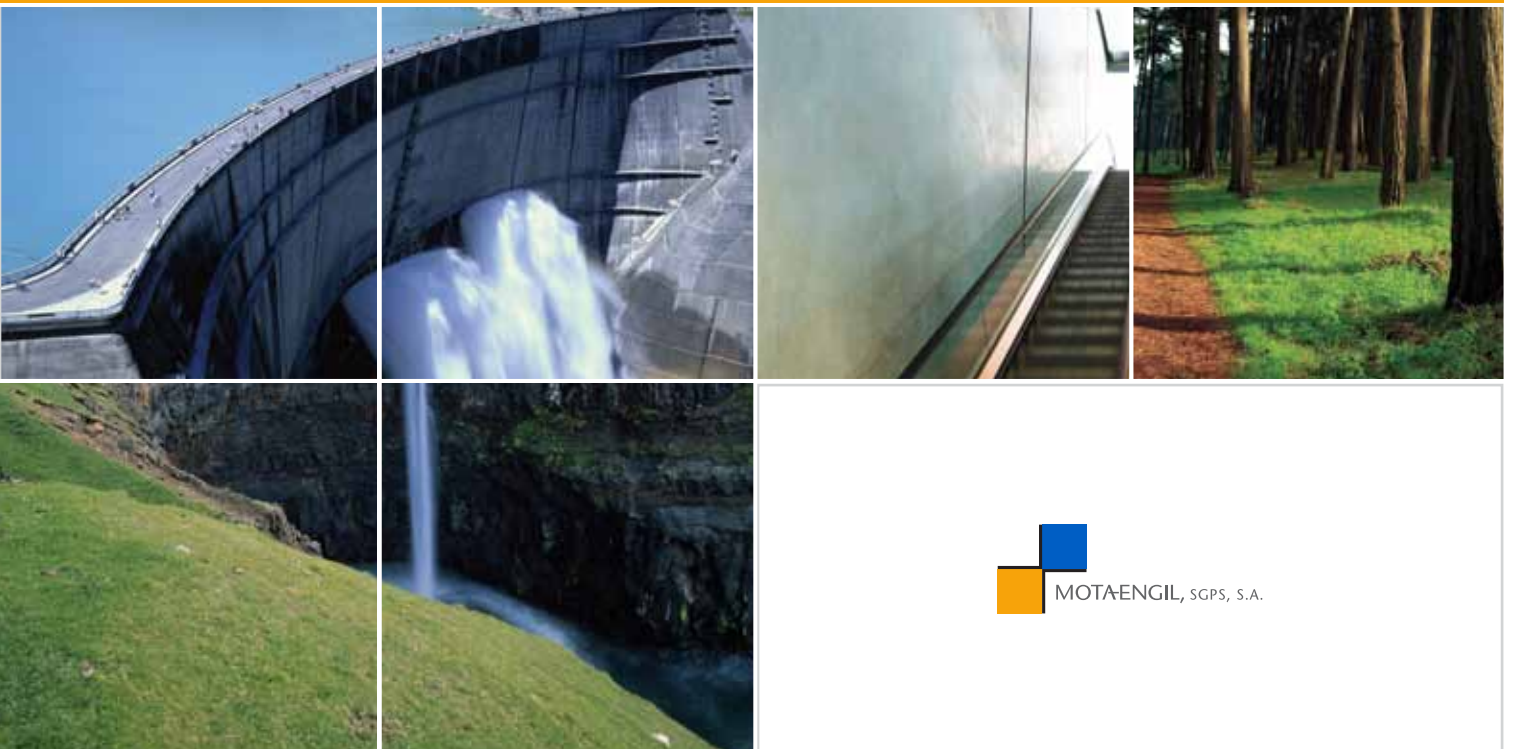




# 01

## CONSOLIDATED MANAGEMENT REPORT

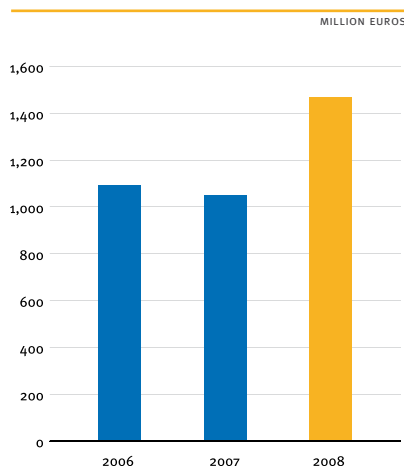
CONSOLIDATED  
REPORT  
& ACCOUNTS  
2008



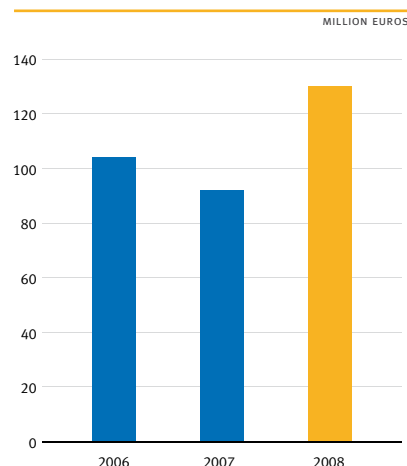
# 1. BUSINESS AREAS

## ENGINEERING & CONSTRUCTION

### TURNOVER



### EBITDA



The MOTA-ENGIL GROUP turnover in Engineering & Construction amounted to €1,466.7 million in 2008 (2007: €1,048.7 million), an increase of 40% compared to 2007. Insofar as operating profit is concerned the EBITDA was unchanged from 2007 (8.8%) despite the present adverse conditions in the various markets in which this business area operates.

### IBERIAN PENINSULA

As a result of the global financial crisis the construction industry in Portugal and Spain experienced a downturn of production in 2008.

In Portugal, the situation of Engineering & Construction activity, in a severe crisis for several years, with weak demand, excessive installed capacity and shrinking margins, was further aggravated. The overall production index of the industry in 2008 fell by 1.1%, following the negative variation of 2.2% that had been seen in 2007. However, this trend could well be reversed in 2009, taking into account the measures announced, some of which have already been implemented, to counteract the effects of the crisis on the national economies, based on the relaunch of construction activity.

The growth seen in the civil engineering and non-residential buildings construction contributed to an attenuation of the effect of the sharp downturn in the residential segment (8.0%, the second worst performance since the crisis began in 2002), to such an extent that the decline of the overall production index for the sector in 2008 was just 1.1%. In fact, since the area licensed for the construction of residential buildings stood 23% lower at the end of 2008, a sharper downturn of production could have been expected, and this did not occur thanks to the good performance of the civil engineering and non-residential buildings segments, where production rose in 2008. Indeed, in recent years, the housing market has deteriorated, partly the result of the extinction of the subsidised-loans scheme in September 2002. From that time on the production of this segment has fallen successively until 2008. Production of this segment in 2008 is set to have fallen by 9% compared to 2007, a reduction exceeded only in 2003. The outlook for 2009 is not optimistic given the very small numbers of building permits for residential purposes. Production levels in civil engineering works performed well in 2008, closing the year 2.1% up over 2007, although this variation was also insufficient to provide the sector with the desired rate of activity. Despite the good rate of issue of public calls for tenders for construction work and the gradual improvement of contracts awarded throughout 2008, the performance of this segment was below the expectations created as a result of the



growing intentions to invest in infrastructure. In fact, the amounts bid in calls for tenders for construction work were 32% higher than in 2007, and, during the middle of the year, they even peaked at over 100%, leading to expectations of a higher rate of adjudications. However, this phenomenon was seen only in the closing months of the year, for up to the end of August the amounts contracted were less than in 2007.

The GROUP expects that 2009 will come to be a year of improvement, following this cycle of depression in the construction industry in Portugal, the expectation based on the conviction that the measures recently announced by the European Council and, more specifically, by the Portuguese government, directed at increasing public investment, will contribute to the relaunch of construction activity. Additionally, the strategic importance of the great projects included in the Priority Infrastructures Investment Plan (PIIP) – announced in earlier years – has been further increased as a result of the crisis. Therefore, it can be expected that there will be a speedier launch of the major projects not yet implemented, such as the High Speed Railway and the new Lisbon Airport.

From this standpoint, the MOTA-ENGIL GROUP has been putting itself in a position to play a major role in the execution of these projects, considered to be national goals. As the nation's leader in the construction segment we have been acquiring know-how and experience in major projects, be they airports, motorways, bridges or railways. As in 2007, we therefore continue to adopt every measure of internal organisation seen to be necessary, and to invest heavily in productive assets, with a view to being at all times at the forefront of future adjudications. Examples of these initiatives include the establishment of a completely Portuguese consortium to bid for Lisbon's new international airport project, and the investments made by the associates specialised in railway construction, in anticipation of the needs that will stem from the issue of the calls for tenders for the high-speed lines.

The turnover of the business area in Portugal amounted to €700 million. In turn, and in terms of operating profit, it continued to be possible to keep up the good performance, despite the pricing policy adopted by several operators in the industry in the few public calls for tenders issued.

Despite these difficulties, the domestic market continued to account for a relevant part of turnover: in 2008 the Portuguese market accounted for 49% of the GROUP's construction business (2007: 57%).

### **CENTRAL EUROPE**

The Engineering & Construction area is currently involved in the following countries of Central Europe: Poland, Czech Republic, Slovakia, Hungary and Romania. During 2008 the effects of the unfavourable situation of the global economy was felt to a lesser extent, or later, in the countries of Central Europe. During the year, Central European construction markets therefore recorded another year of growth, the result of a considerable shortage of infrastructures, while benefiting from the major transfer of Community funds directed at their modernisation. At the year-end, with the appearance of what was a veritable currency crisis in this region, essentially caused by unsustainable current account deficits and by overvalued currencies, the already weakened banking and housing markets of these countries experienced additional problems.

Allied to these problems facing the economies, an internal audit by MOTA-ENGIL led to the detection of irregularities in its operation in Hungary in respect of previous years, caused by fraudulent management by the financial head of the operation. A detailed analysis and the external audit that followed showed a negative impact in the sum of 6,394 million Hungarian forints (approximately €21 million at the present exchange rate) on the balance sheets of

MOTA-ENGIL MAGYARORSZAG and of the MOTA-ENGIL ENGENHARIA branch in the country, related with the realisable value of assets and with liabilities not recorded in the accounts, in respect of previous years' operations. This management obviously caused impacts on 2008 and subsequent years, which are being kept to a minimum through reorganisation of the business in this market, leading to a sharp downturn of operations.

Despite the economic crisis, which is expected to continue throughout 2009, and the particular events in Hungary, these markets continue to constitute a major focus for the GROUP, in that there are prospects there of sharp growth. Moreover, the MOTA-ENGIL GROUP has been in business in Central Europe since 1997 and therefore, over more than ten years, it has acquired valuable experience and knowledge of the markets, which, while becoming more and more attractive, are also seen to be demanding and competitive.

In this connection, and as a result of the difficulties experienced in relations with suppliers, the GROUP is seeking to incorporate into its jobs an increasing component of in-house skills, promoting vertical integration of the business. This strategic guideline means concentration of investments in means of production and, additionally, in the integration of manufacture of the raw materials used in the buildings. By way of example, mention is made of the acquisition of a Polish aggregates quarrying company that produces an essential raw material used in construction works and highway paving.

The GROUP has always paid careful attention to any new business opportunities to be exploited in these countries, especially in that they provide opportunities to generate synergies with the traditional construction business. To this end, though against the background of crisis, the growth of real-estate related business continues to be one of MOTA-ENGIL's objectives. This list of countries that have most housing needs is undoubtedly headed by Poland, but it also includes Romania, Hungary, the Czech Republic and Slovakia. In all these countries the GROUP is present and in all it has interests in real-estate projects under way.

It is therefore with optimism, though moderated by the international crisis, that the GROUP views the activity planned for 2009 in these markets: sharp growth of turnover ensuring at all times a sustained improvement of operating margins. Turnover achieved in 2008 in Central Europe amounted to €330 million, whereas in 2007 the figure had been €219 million. The contribution made to EBITDA by the business area grew well in 2008: there was a positive sum of €4.9 million, whereas in 2007 it had been negative in the sum of €5.3 million.

#### **AFRICA & AMERICA**

The Engineering & Construction area also operates in the following countries: Angola, Mozambique, Malawi, São Tomé and Príncipe, Cape Verde, USA, Mexico, Peru and Venezuela.

In recent years Angola has returned considerable economic growth rates. The year under review was yet another year of confirmation of this good performance, with a predicted GDP growth of 16%, despite a slowdown of economic activity when compared with 2007, when GDP growth stood at 21%. Despite this slowdown, mainly the result of the decline of oil output imposed by the OPEC quota system and by the very sharp drop of oil prices when compared to prices a year ago, it can be seen that the Angolan economy is gaining in maturity and stability, and that there is a consolidation of the non-oil sector, which is increasing its weight.

The MOTA-ENGIL GROUP has been present in Angola since it was set up, and it is one of its natural markets. The fact is that the country's economic evolution has brought about market alterations and new competitors, though the GROUP, taking advantage of its historic position and its excellent resources, has shown that it can not only adapt to this evolution but, and above all, glean advantages from it. The Angolan branch of MOTA-ENGIL ENGENHARIA is equipped with modern technical means and human resources of recognised skills, and it sees in the stability of the public institutions and in the modernisation of the apparatus of the Angolan State opportunities to continue to carry on its business in a professional, efficient manner. It should be pointed out that the GROUP maintains and promotes good relations with the Angolan public sector, both as a contractor and as a partner in local associations.

In 2008 the business in Angola was excellent, returning a growth of 117% over the previous year, up at €301 million. In operating profit, too, the year was a very good one, with the EBITDA margin standing at 15%.

Despite the global crisis, the start of 2009 in the Angolan market is viewed with some optimism and the expectation of the GROUP is that it will be able to secure greater growth, underpinned by a robust order book that is being further consolidated. On the other hand, MOTA-ENGIL intends to diversify its business in Angola and, for the purpose, is analysing projects in the energy, environment and logistics areas.

In the other African markets in which the MOTA-ENGIL GROUP does business, the year under review was also quite good, in Malawi in particular, where the GROUP has strengthened its presence, especially in the area of highway construction and maintenance, having announced the award of contracts worth more than €100 million. Also in 2008 the GROUP signed a memorandum of understanding with the government of Malawi involving several projects, with a focus on the rehabilitation of the port of Nsanje and the development of two hydroelectric plants. This was possible thanks only to the recognised prestige that has been built up by its position in the marketplace, governed by correctness and competence in execution.

In Mozambique, the focus continues to be on the construction of the bridge over the Zambezi River, the biggest public works contract since the country became independent. The job, awarded in 2006 to a consortium headed by MOTA-ENGIL, was estimated at €80 million and it is scheduled for completion during 2009. Also in Mozambique, MOTA-ENGIL secured the contract for the recuperation of a 50-kilometre section of highway at Massinga, estimated at €26 million. The company has also been pre-qualified in five calls for tenders for the reconstruction of several infrastructures totalling €280 million.

MOTA-ENGIL has also been pre-qualified in the call for tenders for the design and construction of the bridge between Maputo and Catembe, on the south side of the city, a job estimated at €200 million.

Though limited by the size of the respective markets, business in São Tomé and Príncipe and in Cape Verde demonstrates the GROUP's ability to take advantage of opportunities that arise in the Portuguese-speaking countries of Africa.

In Peru, we continue to play a role, especially in the field of earthmoving. The year under review was yet another good year for the business in this country. The stability of the market allowed us to continue to develop the growth strategy and to enhance our local associate. It is to this end that we are continuing to take steps to diversify the business through a move into the property development market.

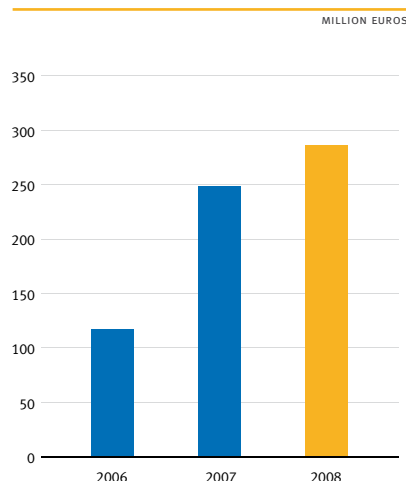
In the USA, associate MK CONTRACTORS, which is engaged in the construction of residential undertakings, was inevitably affected by the North American housing market crisis, as it had been in 2007. The business of this associate was limited to ensuring continuity, at a slower pace, of the projects started in previous years.

The year was also marked by the start to the activity of this business area in Mexico and Venezuela. In Mexico, a start was made to the construction of the “Perote-Banderilla y Libramiento de Xalapa” motorway for about €179 million. In Venezuela, we should point out that the GROUP has a 26% stake in a consortium of Portuguese companies set up to carry out contract work at the port of La Guaira. The stage already contracted in respect of the preparation of the plans is estimated at US\$ 9 million out of a total of US\$ 658 million estimated for the whole of the job (57 months). The remodelling of the port of La Guaira will have a major impact in that it is Venezuela’s main port, serving the city of Caracas. The job will bring about the modernisation of the port through the construction of new berths, sea-protection elements, new cargo and container handling platforms and installation of the respective lifting gear and cargo-handling equipment.

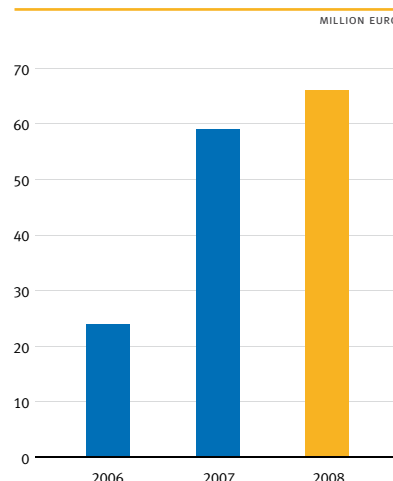
The African and America business segment increased its turnover in 2008 by 55% to €430 million (2007: €278 million). The performance of the operating profit was very good, with EBITDA standing at €61 million, compared to €44 million in 2007.

## ENVIRONMENT & SERVICES

### TURNOVER



### EBITDA



The business of the Environment & Services area was excellent in 2008, consolidating its leadership in several segments. Turnover amounted to €285.8 million, compared to €248.9 million in 2007, an increase of 15%. In operating profit, too, this business area performed well. EBITDA amounted to €66.4 million (2007: €58.7 million), providing an EBITDA margin of 23%, slightly lower than in 2007.

### WASTE

The waste business segment includes the companies engaged in the collection and processing of solid urban waste dealt with by SUMA, and used oils. In 2008 the waste business returned a growth of 18%, its turnover growing from €85.8 million in 2007 to €101.4 million.

The inclusion of the NOVAFLEX GROUP in 2007 allowed the SUMA GROUP to reinforce its position as the national leader of this segment. On the other hand, after the acquisition of TRIU, the GROUP extended its involvement in the industrial-waste treatment market. SUMA thus leads the market with a 54% share of the privatised market, serving 46 municipalities and a population of more than 2 million. With regard to waste treatment SUMA operates in 28 municipalities, serving a population of 815,000. Given the market share achieved, we are aware that we shall only be able to continue to grow at this rate if the rate of privatisation of this market, mostly operated by public entities, accelerates.

Therefore, the growth option calls for internationalisation of the business and the GROUP has defined at its strategic markets Angola and Central Europe, where it operates through its structure involved in the Construction business. It should be mentioned that several contracts have already been awarded in Angola and that the prospects are encouraging. The operation in Poland is not yet developing as desired, but the GROUP is still on the lookout for growth opportunities through acquisitions.

Despite the present state of the economy, we are of the conviction that 2009 will allow us to keep up the growth of this segment, though at a lesser rate and with considerable pressure on operating margins.

## **WATER**

The Water business segment includes the water supply and sewage concessions of the municipalities of Fafe, Santo Tirso, Trofa, Santa Maria da Feira, Matosinhos and Vila do Conde, controlled by subsidiaries of the INDAQUA GROUP. In 2008, this segment returned growth of 85%, with a turnover of €13.9 million, compared to €7.5 million in 2007. The contribution to GROUP profit is still residual as a result of accounting using the proportionate consolidation method. However, this area has seen significant growth as a result of the awareness campaigns directed at the population, encouraging them to adhere to the public network, and of the start to the operation of the Matosinhos and Vila do Conde concessions.

During 2008 the MOTA-ENGIL GROUP announced the increase of its holding in the INDAQUA GROUP by 7.2%, allowing the MOTA-ENGIL GROUP, in 2009, following the non-opposition by the Competition Authority, to take control of the INDAQUA GROUP, with 50.06% of its equity capital.

Also during 2008, as a result of a public call for tenders issued by the municipality of São João da Madeira, the MOTA-ENGIL GROUP announced the acquisition of 49% of the equity capital of Águas de São João EM SA, for a sum of about €4 million. This operation falls within the scope of a public private partnership with the municipality and consists of the management and operation of the water and sewage networks of São João da Madeira, a municipality that has a population of about 22,000. The acquisition process was concluded at the start of 2009 and the concession is now in operation.

The investments scheduled for 2009 in the Matosinhos, Vila do Conde and Feira concessions amount to about €47 million which, allied to the alteration of the consolidation method used for the INDAQUA GROUP, will make this segment more outstanding in 2009.

## **LOGISTICS**

The Logistics segment continued to account for majority of this business area. With a growth of 9% over 2007, the segment generated turnover in the sum of €143.0 million. The move into this business segment has been frankly successful, opening up excellent prospects for the strengthening of the focus of the MOTA-ENGIL GROUP on the various businesses linked to the logistics value chain.

Following the acquisition of the TERTIR GROUP in 2007 and despite the long path travelled in 2008, the tasks programmed for the restructuring of this segment, both at operational and at corporate level, have not yet been finalised.

In 2008, LISCONT, a TERTIR GROUP company, signed a contract with APL (Port of Lisbon Authority) extending the life of the concession of the operation of the Alcântara container terminal, as a public service, up to 2042. This extension will require an investment of about €226 million and it will increase the present capacity of the terminal, 340,000 TEUs (twenty-foot equivalent containers, the standard container accounting unit) to one million TEUs, a nearly threefold increase of the terminal capacity.

During 2008 port activity grew strongly, breaking cargo-handling records at nearly every terminal. However, 2009 is expected to be a year of slowdown and possibly even of decrease owing to the crisis that now surrounds us, which will cause a downturn of international trade and a reduction of personal and corporate consumption.

The coming into operation of the new Sogran concession (the bulk foodstuffs terminal at Aveiro), one of Europe's most modern, which has handled encouraging amounts of cargo during its first months in operation despite the current market situation, has outperformed the goals of the respective business plan.

We should also point out that, in addition to being pre-qualified for the Ennore port in India, TERTIR has also been pre-qualified for the ports of Guaymas, in Mexico, and La Paíta, in Peru. The port of Guaymas involves a BOT (build, operate and transfer) call for tenders, the initial investment amounting to around 500 million pesos (about €26 million). The market research ordered by the local port authority predicts a minimum movement of 100,000 containers.

With regard to rail transport, TAKARGO RAIL, following the award of a licence in 2006 to its to engage in carriage of goods by rail, continued its engine-driver training course and certification of the company's resources. Early in 2009 the company made a strong start to its main activity. Within the scope of a contract for the acquisition of engines and wagons concluded in 2007, investment in 2009 is expected to total €22 million. Within the scope of the partnership with Comsa, the latter company was responsible, early in 2009, for the unprecedented event of promoting the first inter-operable Iberian goods train service between Saragossa and Lisbon, and it is now running regular trains between Lisbon and Madrid.

LOGZ – ATLÂNTICO HUB, SA was set up in 2008, the company promoting the Poceirão Logistics Hub. The mission of this company, in which TERTIR has a 35% stake and is a part of the Logistic Portugal Programme, is to become an excellent gateway for goods traffic to and from the African and American continents, and also to create a new alternative for the entry of cargo into the Peninsula via European short sea shipping. Its initial business plan called for a layout of up to 400 hectares, though the plan has been overhauled and allows for a possible expansion to 600 hectares. Nevertheless, in the short term, investment is planned only for the first parcel of land, which will be followed by the construction of infrastructures and the creation of conditions to come into operation in 2010. For this to be possible investment in 2009 will total about €20 million. The evolution of this logistics hub is dependent on a vast number of exogenous factors, including the framework of the new Lisbon Airport, the High Speed train, the River Tagus Crossings and, naturally, the response of the economy and of the logistics sector to the potential offer provided by this new infrastructure.

### **MULTI-SERVICES**

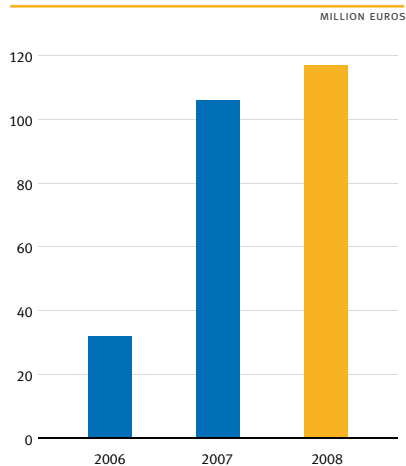
In the green spaces branch the business has performed well, growing by 27%, in step with what happened in 2007. VIBEIRAS, the GROUP company that operates this market, has developed a strategy to take advantage of niche-market opportunities, as demonstrated by setting up a company during the year (ÁREAGOLFE) specialised in the construction and maintenance of golf courses. The company also believes in the development of the Angolan market, and it has therefore set up a permanent local structure with a view to securing leadership of the market, growing in step with the market. Moreover, this company has been a success since it was set up for an extremely specialised niche market. It has been successful in all the calls for tenders that it has bid for the design and construction of golf courses. It has five such projects in its order book.

The facilities management and integrated maintenance outsourcing segment provided an excellent performance in 2008, and MANVIA returned a growth of about 46% during the year. With a view to becoming one of the major Portuguese players in this market, MANVIA acquired the whole of the maintenance structures of the companies associated with the port operators. This will allow the company to increase its offer of services and to optimise the various structures of these associates.

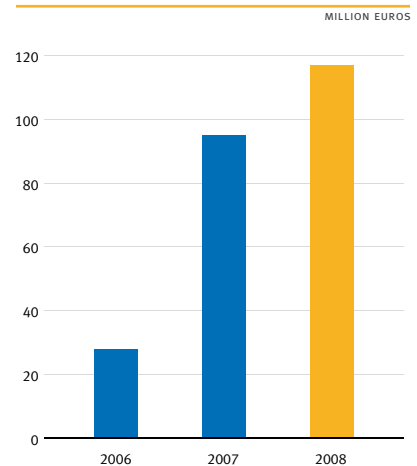
We should also underscore the fact that our subsidiary VISTA MULTISERVICES has signed, early in 2009, the first facility services contract in Angola.

## TRANSPORT CONCESSIONS

### TURNOVER



### EBITDA



The turnover of the Transport Concessions area amounted to €117 million (2007: €105.6 million), EBITDA standing at about €116.7 million (2007: €95.0 million).

### HIGHWAY CONCESSIONS

In terms of traffic the focus is on the growth seen at the Greater Porto Concession, up 9.1% over 2007, and at the Costa de Prata Concession, with a growth of 2.1% over the previous year. Nevertheless, when compared with the budgeted traffic figures, the evolution is generally negative. This performance is the result of the higher oil prices during a large part of the year and of the major crisis that arose in the meantime, with a consequent, widespread downturn of highway traffic. The location of the majority of the GROUP's concessions in the north of the country, where the effects of the crisis were felt earlier, also brought about a reduction of traffic. Lastly, the sharp decline of exports is also at the root of the decrease of traffic on the Beiras Alta and Beira Litoral concession.

In profitability terms, the consolidated EBITDA margins remain very high when compared with those of competing national and international groups. The EBITDA margin stood at 100% in 2008, compared to 90% in 2007, although the 2008 figures include non-recurrent items. The EBITDA margin adjusted for this effect would have been 86%.

The total value of the assets managed by MOTA-ENGIL TRANSPORT CONCESSIONS amounts to around €3.9 billion, although only €1.5 billion are reflected in MOTA-ENGIL's consolidated balance sheet as a result of the use of the proportionate consolidation method. The contribution by the Transport Concessions area to GROUP profit amounted to €1.6 million in 2008, contrasting with the negative contribution in 2007 in the sum of €2.4 million.



At present, the MOTA-ENGIL TRANSPORT CONCESSIONS portfolio is as follows:

PROJECT	TYPE	HOLDING	KM	REVERSION YEAR	STATE
<b>In Portugal</b>					
North Concession	Toll	35.11%	170.0	2029	In operation
Costa de Prata	SCUT	36.09%	104.8	2030	In operation
IP5	SCUT	36.09%	172.5	2031	In operation
Greater Porto	SCUT	36.09%	72.3	2032	In operation
Greater Lisbon	Toll	36.09%	24.6	2036	Construction up to 2010
Douro Interior	SCUT	45.93%	261.0	2039	Construction
Lusoponte	Toll	38.02%	24.0	2030	In operation
South Tagus Light Railway	n.a.	18.09%	20.0	2032	Construction
<b>In Mexico</b>					
Perote-Banderilla Motorway	Toll	30.00%	59.0	2038	Construction

In the wake of the strategic understanding between the MOTA-ENGIL GROUP and the Banco Espírito Santo Group, formalised in 2006 through the Business Co-operation Agreement directed at jointly pursuing their businesses in the field of transport concessions infrastructure, a corporate vehicle was set up at the end of 2007, with a view to bringing together all their shareholdings in the concessionaire companies owned by both operating in transport infrastructures. All the necessary authorisations have been obtained, including that of the Competition Authority, which was secured in 2008. The process of transferring the concessions portfolio to ASCENDI is currently under way.

During 2008 the adjudication was announced of the concession of the Marechal Rondon Leste, SP300 Motorway in the State of São Paulo in Brazil. Through OPWAY, ASCENDI bid as part of a joint venture with the CIBE Group, an investment company of the Bertin Group, and with the Equipave Group, which manages 1,700 km of motorways in Brazil. ASCENDI holds 40% of the consortium.

At the start of 2009 the process of acquisition of 24.19% of the equity capital of LUSOPONTE – CONCESSIONÁRIA PARA A TRAVESSIA DO TEJO, SA was finalised. With this acquisition MOTA-ENGIL has become the biggest shareholder of this concessionaire, with a holding of 38.02%. LUSOPONTE holds the concession for the two River Tagus Crossings in Lisbon up to March 31, 2030.

The size and market value of the assets of the portfolio to be transferred to ASCENDI as well as the concentration of the technical and human resources of both groups will open up the way for the development and financing of new concessions at global level.

With regard to the outlook for 2009, we would underscore the following of the package of priority highway undertakings announced by the government in 2007:

- the call for tenders in respect of the Douro Interior Sub-concession was won by the consortium headed by MOTA-ENGIL. The sub-concession has a life of 30 years and involves investment in construction in the sum of about €620 million;
- the call for tenders for the Centre Motorway Sub-concession is awaiting the result of the negotiation stage (Best and Final Offer) to which MOTA-ENGIL is a party.

Additionally, during 2008, the Pinhal Interior Concession was put out to tender, calling for an investment of €772 million, and MOTA-ENGIL is working on this with a view to submitting the best offer.

## HIGH SPEED

During 2008 Altavia Alentejo, the consortium headed by MOTA-ENGIL, submitted a bid in response to the call for tenders for the concession of the high-speed railway infrastructures of the Poceirão-Caia section of the Lisbon-Madrid connection. The public-private partnership (PPP) for the Poceirão-Caia section is the first of five of the High-speed Railway Project in Portugal. The investment in this section is part of the priority projects of the Trans-European Transport Network of a total of 30 defined by the European Commission in 2004. It is estimated at about €1,450 million. The life of the concession will be 40 years and its object includes the design, construction, financing, maintenance and provision of the set of railway infrastructures of the Poceirão-Caia Section, which also includes the Évora-Caia section of the Sines-Évora-Elvas-Caia conventional goods line and the new Évora station. The business model approved by the Portuguese State also calls for the launch of the following PPPs, one for each section making up the high-speed infrastructure: (i) Lisbon – Poceirão, (ii) Lisbon – Pombal, (iii) Pombal – Porto, and (iv) Braga – Valença. According to the government calendar, the calls for tenders for the outstanding sections will be issued in 2009.

## NEW LISBON AIRPORT AND PRIVATISATION OF ANA (THE AIRPORTS AUTHORITY)

During 2008 the government confirmed the decision to locate the new Lisbon Airport in the zone of the old Alcochete firing range. The construction of this new infrastructure is expected to commence in 2011 and the limit for it to come into operation is 2017. The construction of the new Lisbon Airport is intimately linked to the privatisation of ANA – Aeroportos de Portugal (the Airports Authority), particularly because the consortium that wins the tender for the construction and operation of the new airport will also put up a share of the equity capital of the airport manager. The terms and conditions of the calls for tenders to be issued within the scope of these two projects have not yet been defined, though news can be expected early in 2009. It is possible that the call for tenders for the construction and operation of the new Lisbon Airport will be issued during 2009, a contract having an estimated cost of €3.3 billion. These projects are considered strategic by MOTA-ENGIL, and specific work groups have been set up to prepare the GROUP and the consortia of which it will be a member.

## 2. MOTA-ENGIL ON THE STOCK MARKET

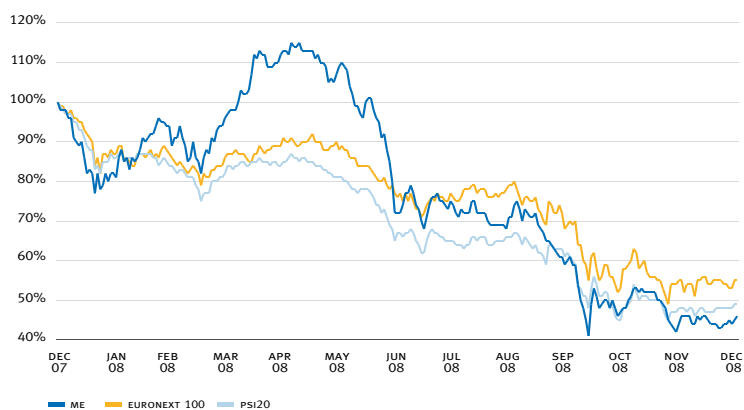
Within the extremely negative and volatile context of the capital markets in 2008, the performance of the leading European stock markets was frankly negative, accumulating average losses of 40%. The PSI-20 fell even more sharply, down by about 51%.

This was inevitably mirrored in the performance of the MOTA-ENGIL shares, which closed the year under review sharply lower. However, their performance during the two halves of the year differed very considerably, with the sharp appreciation that took place during a large part of the first half succeeded by strong depreciation in the second. Indeed, in 2008, after rising to a peak in May, when market capitalisation stood at the year's high of €1,047 million, there was a sharp fall at the end of the first half, and the company's market capitalisation dropped to a low of €435 million in October, right in the middle of the financial markets' crisis.

The performance of the shares throughout the year is as follows:

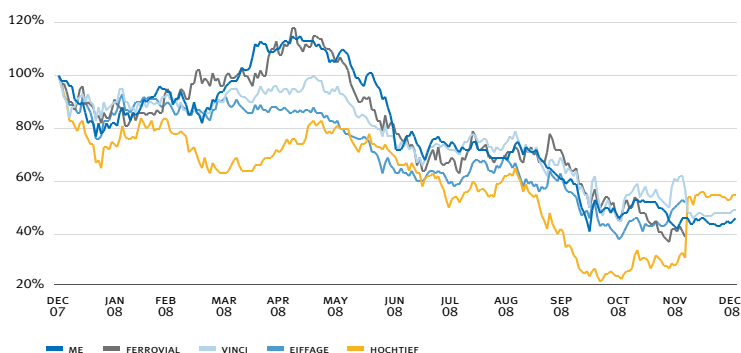
	1ST HALF 2008	2ND HALF 2008	PERFORMANCE TOTAL 2008	1ST HALF 2007	2ND HALF 2007	PERFORMANCE TOTAL 2007
Mota-Engil shares	-28%	-26%	-54%	38%	-39%	-1%
PSI-20	-35%	-16%	-51%	20%	-3%	17%
EURONEXT 100	-23%	-22%	-45%	9%	-7%	2%

The share price over the year was as follows:



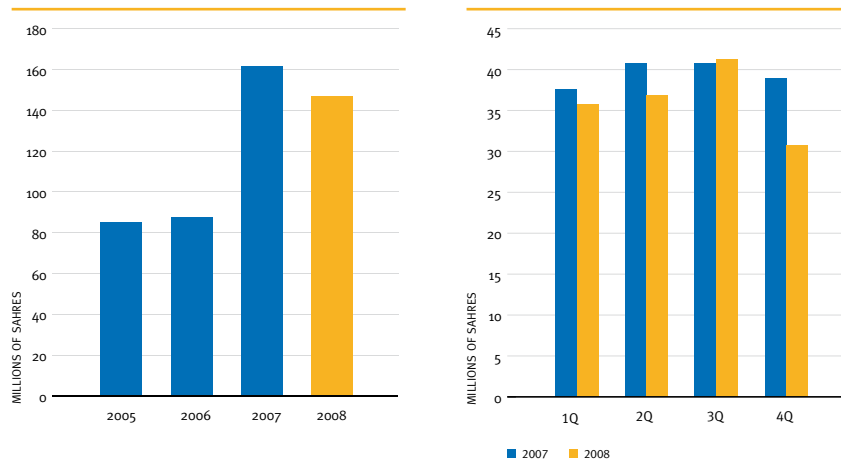
The devaluation of the shares was not related with their intrinsic value since, according to valuations performed by financial analysts, they still have room to appreciate, with the MOTA-ENGIL price targets ranging from €2.70 to €6.80.

The variation of the price kept in step with the performance of the European companies operating in the sector, as can be seen in the following chart:



The liquidity of the shares fell by 9% compared to 2007, about 145 million shares having been traded. This decrease was felt mostly during the last quarter of the year, the result of the general lack of investor confidence generated by the crisis of the financial markets.

The evolution of liquidity is shown in the following charts:



In 2008 the main events impacting on the share price were as follows:

EVENT	DATE
Announcement of the 1 <sup>st</sup> place in the call for tenders for the construction of a quay at the port of Cabinda, Angola	Feb 13
Announcement of the signature of the concession contract for the "Perote-Banderilla y Libramiento de Xalapa" motorway in Mexico	Feb 18
Announcement of the pre-qualification of the MOTA-ENGIL consortium in the call for tenders for the construction and concession of the M6-Phase II Motorway in Hungary	Feb 20
Presentation of 2007 results	Mar 12
Announcement of the outlook for 2008	Mar 12
Announcement of the start to the construction of the Salinas Village property development in Benguela, Angola	Apr 9
Announcement of the formal invitation addressed to Jorge Coelho join the Board of Directors of MOTA-ENGIL	Apr 11
Dividend payment	Apr 28
Announcement of the signature of a memorandum of understanding for the enlargement of the Alcântara Container Terminal	Apr 28
Announcement of the presentation of ASCENDI - the partnership between MOTA-ENGIL Concessões and ES Concessões	Apr 29
Presentation of Q1 results	May 21
Announcement of the memorandum of understanding with the government of Malawi	May 23
Presentation of Ambition 2013, the strategic guidelines for 2009-13	May 30
Announcement of the launch of the real-estate project involving the rehabilitation of the Eastern Zone of Porto	Jun 16
Announcement of the increase of business in Malawi	Jul 7
Announcement of the pre-qualification for the concession of the port of Ennore, in India	Jul 9
Presentation of H1 results	Aug 29
Announcement of the purchase of a further shareholding in LUSOPONTE	Sep 29
Announcement of the High Speed consortium	Sep 29
Announcement of the first place achieved in the call for tenders for the Marechal Rondon Leste motorway concession if the State of São Paulo in Brazil	Oct 30
Presentation of Q3 results	Nov 12
Announcement of the detection of irregularities at MOTA-ENGIL MAGYARORSZAG and of the dismissal of its board	Dec 3
Announcement of the increase of the shareholding in INDAQUA	Dec 12
Announcement of the new Internationalisation Organisational Model and of the alteration to the Executive Committee	Dec 19

The company paid out a dividend of 11 cents per share during the first half, providing a dividend yield of 2.8% on the average share price during the year.

The Company's Board of Directors is pleased to present in this report its proposal for the appropriation of profits calling for the payment of a dividend of 11 cents per share.

### 3. MACROECONOMIC FRAMEWORK

#### THE INTERNATIONAL ECONOMY

As a result of the interaction of an unprecedented crisis in the international financial markets with a sharp downturn of economic activity worldwide, 2008 was marked by a reversal of the trend of global economic growth that had been seen up to mid 2007.

The main developed economies went into recession in 2008, with a special focus on the USA and Europe, where economic activity had shown a tendency to slow as from the end of 2006, largely owing to the sharp increase of raw-material prices on the international markets and to the downward adjustment in several housing markets. The first signs of an acute financial crisis had already appeared early in 2007, originated in the real-estate market – the so-called subprime crisis. The year under review was marked by the expansion of the subprime crisis from the United States, affecting the financial and economic system around the globe and causing a widespread crisis of confidence. The uncertainty as to the dimension of the subprime crisis and as to the exposure of the financial institutions to it was reflected in a liquidity crisis, causing a very sharp increase of risk premiums in financing and upsetting the very working of the interbank money markets. The worsening of the liquidity and credit crisis was reflected in stock market prices, with the main stock-market indices falling sharply. The exposure to the subprime and the heightening of the liquidity and credit crisis were felt to an extreme extent between the end of the third and of the fourth quarters of 2008 by many financial institutions in the USA and Europe, which were either nationalised or went bankrupt (as in the case of Lehman Brothers), or were subject to injections of public money and partially nationalised. Despite the joint effort made by the authorities around the world, involving aggressive intervention to ensure the normal working of the markets, liquidity continued to be scarce during this period.

The dynamism that had been lent to the global economies in recent years by several emerging Asian and African countries, such as China and Angola, slowed during 2008. However, in the case of Angola, the main foreign market in which the MOTA-ENGIL GROUP is directly involved, economic activity continued to be very dynamic, with (estimated) GDP growth rates of 16% in 2008 and 13% in 2009 (compared to 21% in 2007). The slowdown of growth in Angola is mainly the result of the downturn of oil production imposed by the OPEC quota system and also of the very sharp drop of oil prices when compared with those ruling a year ago.

Brazil, another of what are considered the emerging markets, had high growth rates at the end of 2007 and accelerated further during the first nine months of 2008, driven by domestic demand, by the growth of income and by the expansion of credit. However, as from October, the absence of predictability and of confidence quickly led the business community and consumers to review their investment and consumption decisions, causing a downturn of economic activity.

Even though retaining dynamic GDP growth rates to a certain extent in 2008 (4.5%), the countries of Central and Eastern Europe were also affected by the global economic crisis. This situation was further aggravated, especially towards the end of 2008, by the appearance of a veritable currency crisis in the region, essentially caused by unsustainable current-account deficits and by overvalued currencies. This crisis brought about in 2008, and will continue to do so in 2009, additional problems for the already weakened banking and housing markets.

Within the scope of this global economic and financial crisis, the European Union and its international partners defined, at the end of 2008, a programme for the concerted relaunch of the global economy. In the wake of this programme, urgent measures were

established in a concerted manner, within the European context, required to re-establish the proper working of the financial system and to restore the confidence of the economic agents. The Council of Europe approved a plan to relaunch the European economy based on public investment, budgeted at €200 billion.

### **THE PORTUGUESE ECONOMY**

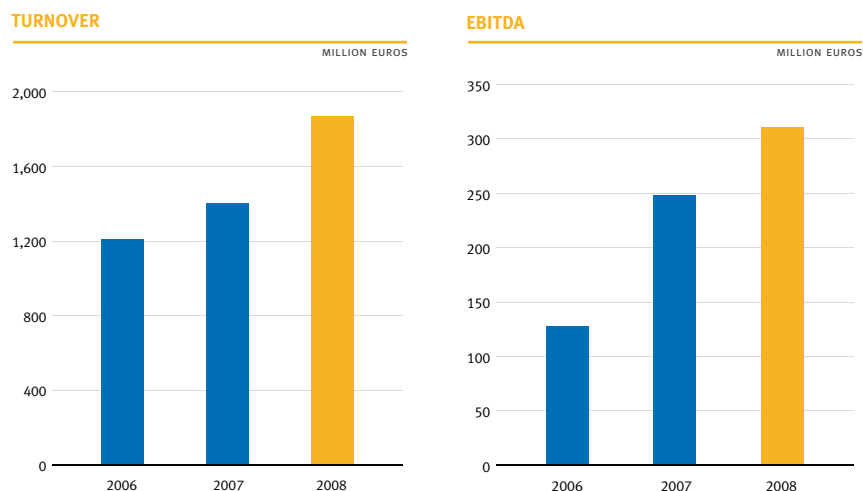
Though not directly exposed to the subprime credit phenomenon, the Portuguese economy, in 2008, suffered the impacts of the crisis of confidence in the international financial system, of the increase of raw-material prices during the first half of the year and of the slowdown of foreign demand. Against this background, annual GDP growth fell from 2.0% in 2007 to 0.5% in 2008, with two consecutive quarterly drops of economic activity during the second half of the year. Indeed, in view of its structural weaknesses and of the persistence of frailties that condition factor productivity, to which must be added its strong economic and financial integration, the Portuguese economy once again returned one of the lowest growth rates both of the countries of the Euro Area and of the European Union in 2008.

Investment declined by 0.8%, reversing the good performance seen in 2007 (up 3.1%). This profile of evolution reflects the general slowdown of its components, with a reduction of investment in construction and a sharp slowdown of investment in equipment, in keeping with a deterioration of the climate of business confidence and more restrictive financing conditions.

In 2008, the average annual inflation rate stood at 2.6%, compared to 2.4% in 2007. The average annual unemployment rate fell from 8% of the active population in 2007 to 7.6% in 2008. However, it should be pointed out that unemployment rose during the last quarter of 2008, in line with the stagnation of activity seen during the second half of the year.

Within the context of the concerted measures established by the Council of Europe to combat the crisis, Portugal announced an increase of public investment as a means of relaunching the economy, providing a stimulus to the Portuguese economy with an impact, in 2009, of about €2,180 million. Of these, and impacting directly on the business of the MOTA-ENGIL GROUP, we would mention the School Modernisation Programme – Secondary Schools. This programme has been accelerated compared to the initial version. Launched in 2007 and involving 30 schools in 2008, the programme will include 75 schools in 2009, the increase involving an additional investment of about €900 million and about 200 jobs at each of the sites. Another of the exceptional measures taken was to make the public-contracting procedures more agile and faster, particularly for public works construction and concession contracts in the fields of school modernisation, promotion of renewable energy and energy transport networks, modernisation of the technological infrastructure and urban rehabilitation.

## 4. ECONOMIC AND FINANCIAL REVIEW



In line with previous years and with our expectations, and ahead even of the goals established by the internal reflection that led to the Ambition 2013 programme, the turnover of the MOTA-ENGIL GROUP grew 33.3% in 2008, surpassing €1.8 billion. This performance occurred in a year of relative stability of the consolidation perimeter, i.e., it is the result of the growth of the GROUP's various associate companies, with emphasis on the Engineering & Construction area.

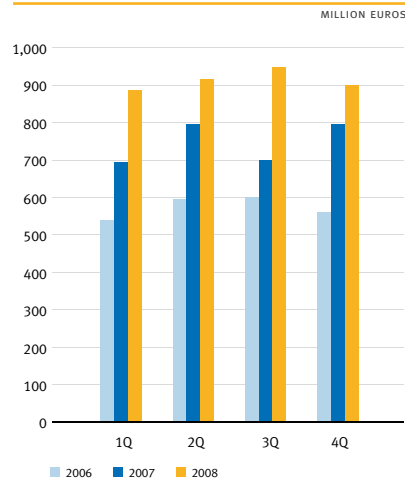
Thus, as a result of the increase of turnover of 40% in Engineering & Construction, 15% in Environment & Services and 11% in Transport Concessions, the mix of the volume of turnover again leaned towards the construction area, which now accounts for 78% of the aggregate turnover of these three areas.

However, this evolution does not mean that the GROUP's operational diversification strategy has lost importance; rather that the Engineering & Construction area's ability to generate business outperformed that of the other areas that have longer business cycles.

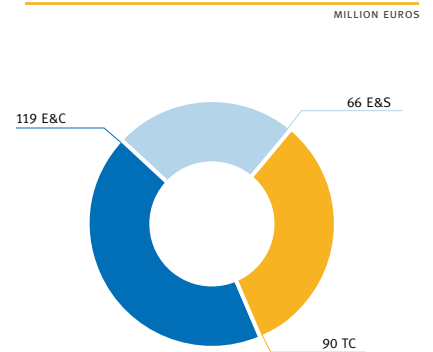
This alteration of the weight of the various business areas is also at the root of the reduction of the consolidated EBITDA margin for, despite the excellent performance of the Engineering & Construction associates, they generally achieve an operating profitability lower than that of the associates of the Environment & Services and Transport Concessions areas. Furthermore, the negative cycle that was once again experienced in Portugal caused a decrease of the EBITDA margin in the Environment & Services area (from 24% to 23%).

Therefore, overall, the EBITDA was in excess of €311 million, but its weight as a proportion of turnover fell from 17.7% in 2007 to 16.7% in 2008. By business area, Engineering & Construction contributed €129.7 million (2007: €91.9 million), Environment & Services €66.4 million (2007: €58.7 million) and Transport Concessions €116.7 million (2007: €95.0 million).

**NET DEBT EXCLUDING NON-RECOURSE**



**INVESTMENT**



Financial charges made a negative contribution to GROUP profits in the sum of €129.8 million (2007: a negative sum of €107.5 million), an increase of 21% compared to 2007, including an 18% growth of net interest charges. The growth of overall debt and the erratic performance of the main reference rates explain this evolution of the consolidated financial charges.

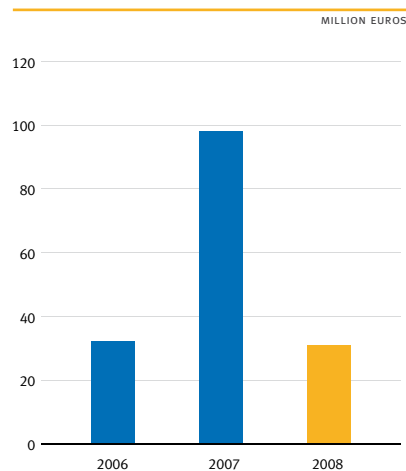
The growth referred to in the foregoing paragraphs is obviously the result of an investment policy directed at sustainable growth, which once again took into account, in 2008, the balance between the various business areas. Thus, investment in maintenance was up 4% at €67.6 million, while investment in expansion rose by over 50%, with the business areas contributing the following amounts: Engineering & Construction €80 million (2007: €82 million), Environment & Services €54 million (2007: €42 million) and Transport Concessions €74 million (2007: €47 million).

By value, expansion investment grew by €70 million, and this was the main cause of the increase of the GROUP's corporate debt which, at the year-end stood at €903 million (2007: €800 million). Of this sum, €586 million were allocated to the GROUP's operating activity, the remainder (€317 million) being in respect of investment in associates, which do not contribute to EBITDA, and in non-core assets.

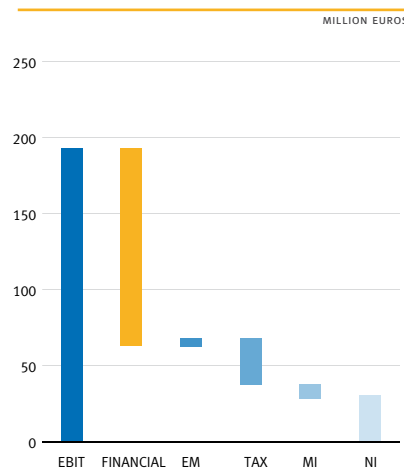


Additionally, GROUP debt also includes debt without recourse (contracted within the scope of project finance business, therefore not enforceable on the shareholders), originated by the consolidation of the motorway, water and basic sanitation, and port concessionaire companies. In December 2008, the amount of debt without recourse stood at about €949 million, a figure similar to that of the previous year.

### NET INCOME



### NET INCOME



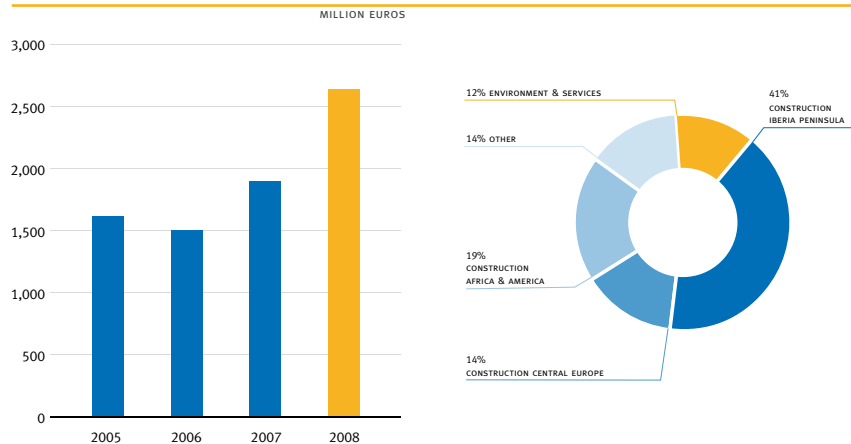
Gains & losses on associate companies (EM in the above chart) made a positive contribution to net profit in the sum of €5.4 million (2007: €15.8 million). This figure essentially comprises the GROUP's share of the profits of the MARTIFER GROUP (€2.8 million) and the gains achieved by subsidiaries operating in Angola, which again generated quite good profits (€2.6 million).

As regards also to the real tax rate, which reflects the impact of the losses returned by some associates, recovery of which has not been considered possible for the sake of prudence.

Thus, consolidated net profit for 2008 amounted to €39.8 million, compared to €107.7 million in 2007 (a figure that included the sum of €67.4 million in respect of the gain on the public offering of shares in MARTIFER SGPS).

Of this sum, the part attributable to MOTA-ENGIL GROUP shareholders amounts to €30.6 million, and that attributable to minority interests equals €9.2 million, €1 million less than in 2007. Eliminating the non-recurrent gains once again recorded by MARTIFER SGPS, the consolidated net profit attributable to shareholders amounted in 2008 to €29 million (2007: €30 million).

## BACKLOG



The sustainability of the growth seen in 2008, in line, as said, with the GROUP's strategic horizons, is clear to see in the strong growth of the order book. Therefore, following the reversal in 2007 of the previous trend of reduction of the order book, there was a significant growth of the more relevant markets in 2008, Portugal, Angola and Poland in particular, but also in the Environment & Services area.

The order book in December stood at about €2.6 billion, and we expect that this sum may well continue to increase in 2009.

Emphasis is given to the contracts that have been secured on the international markets in which the GROUP operates, and also to the contribution of the contracts within the scope of the new highway concessions programme launched by the government in 2007.

As usual, the portfolio figures presented do not include any contribution by the highway concessions business, the water and sewage business and the port terminal operation concessions. Thus the order book for Environment & Services has to do solely with contracts secured in the Waste and Multi-services segments.

## 5. RISK MANAGEMENT

The central aim of risk management is to create value through processes involving management and control of uncertainties and threats that could affect the GROUP's subsidiaries, based on a perspective of long-term continuity of operations.

Exposure to risk by any subsidiary of the MOTA-ENGIL GROUP must at all times be subordinated to its strategy and be limited to and accessory to the business of each company, to allow them to pursue and meet the goals established for the various business areas.

Exposure to risk variables should not, of itself, be an end therefore, nor must its aim be to obtain independent or speculative gains.

The boards of each of the GROUP's business areas are responsible for the Risk Management process, which generally involves a number of sequential stages or phases that are repeated cyclically, detailed as follows:

- determination of the risks to which the organisation is exposed and of the level of tolerance of exposure to such risks;

- quantification of risk exposures, and preparation of basic reports to support decision-taking;
- risk control and management: definition of the measures to be taken in facing risks;
- implementation of the established risk-management measures;
- evaluation of the risk-management process and, if necessary, realignment and redefinition of strategies.

The MOTA-ENGIL GROUP has several committees of a consultative nature whose mission is to monitor matters of great importance to its sustained development, bringing to bear an independent, objective vision in support of the decision-taking process of the Board of Directors of MOTA-ENGIL, SGPS, SA.

The main duties and responsibilities of the Investment, Audit and Risk Committee are to appraise and suggest investment and business-risk policies and projects to the GROUP's Board of Directors, to examine and issue opinions on investment or divestment plans, to issue opinions on moves into and out of business areas, and to monitor major financial and corporate transactions.

Thus, the main risks to which the GROUP is subject (with emphasis on the risks generated by the external surroundings – the market risks of the various business segments – the financial risks – exchange-rate and interest-rate risks – and other risks inherent in the business process – operating risks, empowerment and integrity risks, and information and communication systems risks) are monitored through in-house reports prepared by this Committee in conjunction with the reports or communications issued by other corporate offices (with a focus on the Legal Department, Management Control, Corporate Finance and Human Resources Development).

During 2008, and moving into a new cycle of activity with a mission to support the management of the MOTA-ENGIL GROUP by means of strengthening the operating means and methods employed in internal control and in anticipating business risks, the Audit and Risk Committee created the Audit and Risk Office. It is provided with a structure of resources specifically allocated to the following duties:

- risk identification and appraisal, suggesting the establishment of acceptable risk levels in the light of the established management goals;
- issue of opinions as to alterations of the degree of risk inherent in the business of the MOTA-ENGIL GROUP;
- minimisation of operational deficiencies and losses, strengthening the capabilities of the MOTA-ENGIL GROUP in the identification of potentially damaging effects, in risk appraisal and in putting forward responses, thus reducing unforeseen costs or losses;
- identification of transverse risks within the GROUP, auditing implementation of the corporate policies and good practices of the MOTA-ENGIL GROUP;
- issue of prior opinions on risks inherent in the acquisitions and/or disposals defined by the MOTA-ENGIL GROUP;
- conformity audits in the development of processes and activities in every materially relevant area and/or company of the MOTA-ENGIL GROUP.

Risk mapping is currently under way for each materially relevant company of the MOTA-ENGIL GROUP. This will ensure a dynamic process in risk monitoring at each operation of the MOTA-ENGIL GROUP, promoting adequate measures in the light of the perceived risk, keeping in step with its evolution.

## FINANCIAL RISK MANAGEMENT

The MOTA-ENGIL GROUP, like other companies and businesses, is exposed to a variety of financial risks, and special attention is warranted in respect of the interest-rate risk, the exchange-rate risk, the liquidity risk and the credit risk.

This set of financial risks is the result of its business and induces uncertainties as to its ability to generate cash flows and returns, particularly its returns on equity.

The GROUP's financial-risk management policy endeavours to minimise possible adverse effects arising from the characteristic uncertainty of the financial markets. This uncertainty, which is reflected in various aspects, requires special attention and concrete, effective measures in the management of the financial risks.

Financial-risk management activity is co-ordinated by the Corporate Finance Division, with the help and support of the Group Management Control, under the consultative orientation of the Audit, Investment and Risk Committee. It is carried out in accordance with the guidelines approved by the Board of Directors and it constitutes one of the responsibilities of the boards of each of the business areas of the MOTA-ENGIL GROUP.

The GROUP's stance in respect of financial-risk management is a cautious, conservative one that uses derivative instruments to hedge risks as and when advisable, always from the standpoint that they are related to the company's normal, routine business, and no positions are ever taken in derivatives or other financial instruments of a speculative nature.

The various types of financial risks are interrelated and the various management measures, even though specific to each, are largely related. This interrelation contributes to the pursuit of the same common goal, that is, reduction of the volatility of cash flows and of expected returns.

## INTEREST-RATE RISK

The aim of the interest-rate management policy is to optimise the cost of borrowings and to ensure that financial charges are not excessively volatile, that is, to control and mitigate the risk of incurring losses as a result of variations of the interest rates to which the GROUP's debt is indexed, most of which is denominated in euros.

In recent years several business areas have realised various interest-rate hedging operations to fix or limit interest rates on loans, particularly those indexed to the Euribor, involving contracting swaps or other structured derivative instruments at zero cost, which contribute, and will continue to do so, to the reduction of the sensitivity of financial charges to possible interest-rate increases.

The rationale underlying these operations is the pursuit of the goal of realising and/or maintaining hedging for about 30% of the GROUP's corporate debt, usually issued at an indexed or variable rate.

## EXCHANGE-RATE RISK

The aim of the exchange-rate risk management policy is to reduce the volatility of investments and transactions expressed in foreign currency (currencies other than the euro), contributing to lesser sensitivity of the GROUP's profits to currency fluctuations.

The exposure of the MOTA-ENGIL GROUP to exchange-rate risks is largely the result of the fact that several of its subsidiaries do business in various markets, particularly in Angola and Central Europe, where the business accounts for an increasingly important part of the GROUP's turnover.

In exchange-rate risk management terms the aim is, as and when considered possible or advisable, to carry out natural hedging of the value of the exposure, by means of financial debt expressed in the foreign currency associated with the value at risk. Where this is not possible or advisable, other operations are contracted or realised on the basis of structured derivative instruments at zero cost.

### **LIQUIDITY RISK**

The aim of liquidity-risk management is to ensure that the funds available from time to time within the GROUP and its subsidiaries are sufficient to cover in a timely manner all the financial commitments entered into. It is therefore a matter of ensuring that the GROUP has the financial means (balances and financial inflows) required to meet its commitments (financial outflows), as and when they fall due.

Ensuring very considerable financial flexibility, essential to the management of this risk, has been provided by the following management measures:

- establishing a partnership relationship with the financing entities, ensuring their financial support for the GROUP from a long-term viewpoint during the good and the bad times that cyclically mark every business;
- contracting and taking out surplus short-term credit lines, to act as a liquidity reserve, available for use at any moment;
- carrying out thorough financial planning per company, involving the preparation and periodic review of cash budgets, allowing a prediction of future cash surpluses and shortfalls, and optimisation and integrated management of the cash flows between GROUP subsidiaries;
- financing medium- and long-term investments, matching the repayment plan of the liabilities arising from the loans, with the capacity of the project or company to generate cash flows;
- keeping up a debt structure for the companies, with medium- and long-term loans standing between 60 % and 70%, thus reducing their dependence on more volatile short-term funds, creating a certain immunity to episodic factors affecting the financial markets;
- ensuring staggered maturity of the debt over time and continuing to extend the average maturity of the debt to make it more consistent with some of the long-term assets held by the GROUP; and
- searching for diversification of financing sources and instruments.

Efficient liquidity-risk management is intimately related with the adequate management of the other financial risks, complementing the pursuit of this goal, while ensuring that cash flows are realised on schedule in the planned amounts.

### **CREDIT RISK**

The aim of the credit-risk management policy is to ensure that the GROUP's subsidiaries effectively collect amounts owed by third parties by the deadlines established and/or negotiated for the purpose.

The GROUP's exposure to credit risk has to do, in particular, with accounts receivable arising from its normal business activities, in which special attention is warranted by activities involving provision of services and/or retail sales.

Mitigation of this risk is preventively achieved prior to exposure to the risk, making use of entities that provide credit-risk information and profiles, providing the grounds for

## 6. CREATION OF VALUE WITH AND THROUGH PEOPLE

decisions to extend credit. Subsequently, after credit is extended, mitigation of this risk involves the organisation and upkeep of credit-control structures and, in some special cases, recourse to credit insurance provided by credible insurers in the marketplace.

These measures contribute to keeping customers' debt at a level that will not affect the financial health of the GROUP's subsidiaries.

Identification of the Development of Human Capital as a strategic axis for the realisation of the Ambition 2013 Plan shows the importance that the GROUP gives to its People.

In this connection, and fully aligned with the guidelines set up for the business and with the values shared within the GROUP, a need was seen to review the human resources priorities that had previously been defined.

As a result of this exercise the GROUP identified seven strategic priorities for the management and enhancement of its Human Capital:

- to identify and manage talent within the GROUP;
- to develop the profile of GROUP Manager;
- to develop skills that add value to the business;
- to promote staff mobility and rotation;
- to foster the recruiting and development of international staff;
- to align remuneration policy with performance management;
- to strengthen the GROUP's culture and knowledge.

In the conviction that implementation of the established priorities is possible only through the development and implementation of made-to-measure projects – as to what it is today and what it wants to be in the future – the GROUP will continue to launch new projects in the field of management of its people and will ensure ongoing evaluation of the impact of those initiatives already implemented.

In 2008 the concept and implementation of the MOTA-ENGIL Active School was particularly outstanding.

The MOTA-ENGIL Active School is a strategic project directed at employee enhancement through the development of skills critical to the success of the business and of our people, while encouraging and stimulating a spirit of life-long learning for people of various generations and from differing countries.

The MOTA-ENGIL Active School working model involves three different schools, each with its own distinct, though complementary challenges.

MOTA-ENGIL >>>  
**ACTIVE SCHOOL**  
Culture and Values

**MOTA-ENGIL Active School – Culture and Values**, designed to disseminate the MOTA-ENGIL values and culture for the staff throughout the various business units and markets where the GROUP does business, divulging and extending knowledge about the GROUP's fields of operation and specialisation.

MOTA-ENGIL >>>  
**ACTIVE SCHOOL**  
Management and Leadership

MOTA-ENGIL >>>  
**ACTIVE SCHOOL**  
Business Areas

**MOTA-ENGIL Active School – Management and Leadership**, providing training programmes and initiatives involving distinct learning solutions, allowing an acceleration of the development of the GROUP's management and leadership skills.

**MOTA-ENGIL Active School – Business Areas**, offering training programmes and initiatives allowing the preservation, strengthening and dissemination of technical skills and knowledge of the business, ensuring their transfer to the younger generations.

Through the development of the GROUP's Human Capital MOTA-ENGIL Active School views itself as a tool essential to the sustained creation of value, one that will ensure the competitiveness and solidity of the MOTA-ENGIL GROUP in the long term.

Having started up during the final four months of the year 2008, this project organised a total of 501 participants in skill-development initiatives. The expectations for 2009 are clearly high, anticipating the extension of these development initiatives to other markets where the GROUP does business.

## 7. PROPOSAL FOR THE APPROPRIATION OF PROFITS

The Individual Management Report contains the following proposal: the Board of Directors of MOTA-ENGIL, SGPS, SA, proposes to the Annual General Meeting the following appropriation of the Net Profit for the year in the sum of €24,865,993:

- a) to legal reserve, 5% or €1,243,299.65;
- b) for distribution to the Board of Directors under the terms of article 27.3 of the articles of association, the sum of €700,000, or about 2.8%;
- c) for distribution to shareholders, a total of €22,509,926.45, or 11 cents per share, subject to tax; and
- d) to free reserves, the remainder, or €412,766.90.

## 8. CLOSING REMARKS

We would like to thank all the GROUP'S employees, for their personal and professional commitment, the Corporate Officers, the customers and all those in any way related with its various companies.

Porto, March 27, 2009

**António Manuel Queirós Vasconcelos da Mota**

Chairman of the Board of Directors

**Jorge Paulo Sacadura Almeida Coelho**

Deputy-chairman of the Board of Directors and  
Chief Executive Officer

**Arnaldo José Nunes da Costa Figueiredo**

Deputy-chairman of the Board of Directors and  
Member of the Executive Committee

**Maria Manuela Queirós Vasconcelos Mota dos Santos**

Member of the Board of Directors

**Maria Teresa Queirós Vasconcelos Mota Neves da Costa**

Member of the Board of Directors

**Maria Paula Queirós Vasconcelos Mota de Meireles**

Member of the Board of Directors and  
Member of the Executive Committee

**Eduardo Jorge de Almeida Rocha**

Member of the Board of Directors and  
Member of the Executive Committee (Chief Financial Officer)

**Ismael Antunes Hernandez Gaspar**

Member of the Board of Directors and  
Member of the Executive Committee

**Gonçalo Nuno Gomes de Andrade Moura Martins**

Member of the Board of Directors and  
Member of the Executive Committee

**Luís Manuel Ferreira Parreirão Gonçalves**

Member of the Board of Directors

**Luís Valente de Oliveira**

Non-executive and independent member  
of the Board of Directors

**António Bernardo Aranha da Gama Lobo Xavier**

Non-executive and independent member  
of the Board of Directors



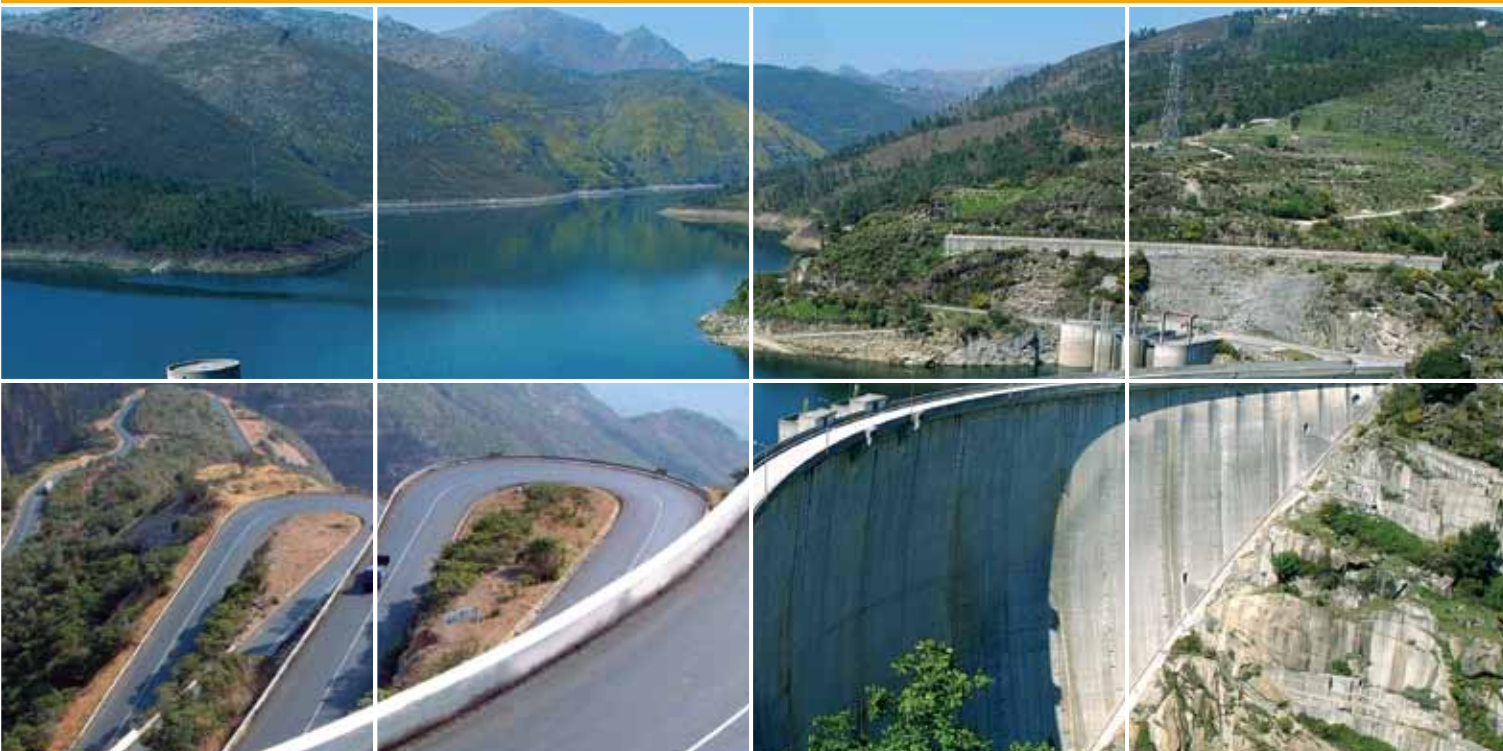




**DIVERSIFYING TO WIN.**

MORE AND BETTER IS OUR GOAL UP TO 2013. WE HAVE TO ENLARGE OUR BUSINESS PORTFOLIO, EVER ASPIRING TO ACHIEVE LEADERSHIP OF THE DOMESTIC MARKET IN EVERY FIELD IN WHICH WE OPERATE.

WE ARE WHAT WE DO.  
AMBITION 2013





# 02

## CONSOLIDATED FINANCIAL INFORMATION

CONSOLIDATED  
REPORT  
& ACCOUNTS  
2008



**MOTA-ENGIL, SGPS,SA**  
**CONSOLIDATED INCOME STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2008 & 2007**

	NOTES	2008 EURO	2007 EURO
Sales & services rendered	3 and 4	1,868,731,191	1,401,899,756
Other income		115,756,552	132,805,132
Cost of goods sold, mat. cons. & Subcontracts	5	(1,011,232,579)	(788,215,557)
<b>Gross profit</b>		<b>973,255,164</b>	<b>746,489,331</b>
Third-party supplies & services	6	(344,597,864)	(245,836,795)
Staff costs	7	(309,580,665)	(257,214,697)
Other operating income / (costs)	8	(7,740,496)	5,057,475
	4	311,336,139	248,495,314
Depreciation & Amortization	4, 9, 17, 18 and 19	(103,570,894)	(90,972,295)
Provisions and impairment losses	10	(15,024,903)	(9,336,632)
<b>Operating profit</b>	<b>4</b>	<b>192,740,342</b>	<b>148,186,387</b>
Capital gain / (loss) with stake in Martifer	4 and 12	1,902,373	67,433,474
Financial income & gains	11	52,957,949	43,665,825
Financial costs & losses	11	(182,717,207)	(151,118,895)
Gains / (losses) on associate companies	4 and 12	5,386,889	15,838,740
Income tax	13	(30,500,663)	(16,260,333)
<b>Consolidated net profit for the year</b>		<b>39,769,683</b>	<b>107,745,198</b>
<b>Attributable:</b>			
to minority interests		9,204,245	10,206,823
to the Group		30,565,438	97,538,375
<b>Earnings per share:</b>			
basic	15	0.1569	0.4969
diluted	15	0.1569	0.4969

To be read in conjunction with the Notes to the Consolidated Financial Statements

**MOTA-ENGIL, SGPS,SA**  
**CONSOLIDATED INCOME STATEMENTS FOR THE QUARTERS FROM OCTOBER 1 TO DECEMBER 31, 2008 & 2007**

	(unaudited) 4Q - 2008 EURO	(unaudited) 4Q - 2007 EURO
Sales & services rendered	507,820,268	422,815,737
Other income	19,581,359	37,793,648
Cost of goods sold, mat. cons. & Subcontracts	(262,870,296)	(251,643,124)
<b>Gross profit</b>	<b>264,531,331</b>	<b>208,966,261</b>
Third-party supplies & services	(78,405,065)	(79,216,005)
Staff costs	(80,110,399)	(68,414,691)
Other operating income / (costs)	(2,927,726)	4,391,225
	103,088,141	65,726,790
Depreciation & Amortization	(27,218,039)	(24,328,560)
Provisions and impairment losses	(12,357,907)	(4,893,385)
<b>Operating profit</b>	<b>63,512,195</b>	<b>36,504,845</b>
Capital gain / (loss) with stake in Martifer	1,902,373	-
Financial income & gains	63,512,736	23,017,828
Financial costs & losses	(93,345,166)	(41,968,756)
Gains / (losses) on associate companies	(1,815,916)	1,728,283
Income tax	(16,126,733)	(10,076,181)
<b>Consolidated net profit for the quarter</b>	<b>17,639,489</b>	<b>9,206,019</b>
Attributable:		
to minority interests	1,311,320	3,751,494
to the Group	16,328,169	5,454,525
Earnings per share:		
basic	0.0844	0.0265
diluted	0.0844	0.0265

To be read in conjunction with the Notes to the Consolidated Financial Statements

**MOTA-ENGIL, SGPS, SA**  
**CONSOLIDATED BALANCE SHEETS AS AT DECEMBER 31, 2008 & 2007**

ASSETS	NOTES	2008 EURO	2007 EURO AS RESTATED	2007 EURO
<b>Non-current</b>				
Goodwill	16	160,075,797	157,753,345	157,753,345
Intangible fixed assets	17	46,100,726	46,971,911	46,971,911
Fixed assets under concession	18	1,163,128,870	1,125,676,030	1,125,676,030
Tangible fixed assets	19	476,272,287	408,688,333	408,688,333
Financial investments under the equity method	20	173,854,668	154,080,552	154,080,552
Available for sale financial assets	21	75,148,566	71,161,541	71,161,541
Investment properties	22	41,344,627	31,338,255	31,338,255
Customers & other debtors	24	83,800,030	88,865,479	88,865,479
Deferred tax assets	13	33,375,415	29,987,157	29,987,157
		2,253,100,986	2,114,522,603	2,114,522,603
<b>Non-current Assets Held for Sale</b>	40	29,043,672	-	-
<b>Current</b>				
Inventories	23	232,024,181	166,307,328	167,611,927
Customers	24	533,445,853	539,343,275	539,343,275
Other debtors	24	220,605,155	121,296,227	129,520,197
Other current assets	24	261,961,864	246,044,220	258,470,870
Derivative financial instruments	27	-	3,582,495	3,582,495
Cash & cash equivalents without recourse	24	105,814,414	108,636,558	108,636,558
Cash & cash equivalents with recourse	24	73,655,129	64,637,726	64,637,726
		1,427,506,596	1,249,847,829	1,271,803,048
<b>Total Assets</b>	4	3,709,651,254	3,364,370,432	3,386,325,651

To be read in conjunction with the Notes to the Consolidated Financial Statements

**MOTA-ENGIL, SGPS, SA**  
**CONSOLIDATED BALANCE SHEETS AS AT DECEMBER 31, 2008 & 2007**

LIABILITIES	NOTES	2008 EURO	2007 EURO AS RESTATED	2007 EURO
<b>Non-current</b>				
Debt without recourse	26	922,411,285	1,010,984,888	1,010,984,888
Debt with recourse	26	667,688,793	616,899,892	616,899,892
Sundry Creditors	28	229,011,122	157,346,513	154,103,037
Provisions	29	30,557,261	31,726,903	31,726,903
Other non-current liabilities	30	57,978,831	61,523,686	61,523,686
Deferred tax liabilities	13	26,731,742	28,440,239	28,440,239
		<b>1,934,379,034</b>	<b>1,906,922,121</b>	<b>1,903,678,645</b>
<b>Current</b>				
Debt without recourse	26	132,773,431	40,170,771	40,170,771
Debt with recourse	26	308,572,226	247,519,001	247,519,001
Suppliers	28	428,735,817	326,289,497	326,289,497
Derivative financial instruments	27	15,291,042	3,518,916	3,518,916
Sundry Creditors	28	305,136,084	277,179,429	277,179,429
Other current liabilities	30	243,446,537	201,043,185	201,043,185
		<b>1,433,955,137</b>	<b>1,095,720,799</b>	<b>1,095,720,799</b>
<b>Total liabilities</b>	<b>4</b>	<b>3,368,334,171</b>	<b>3,002,642,920</b>	<b>2,999,399,444</b>

SHAREHOLDERS' EQUITY	NOTES	2008 EURO	2007 EURO AS RESTATED	2007 EURO
Equity capital	25	204,635,695	204,635,695	204,635,695
Reserves	25	53,820,780	13,173,299	38,371,994
<b>Consolidated net profit for the year</b>		<b>30,565,438</b>	<b>97,538,375</b>	<b>97,538,375</b>
<b>Own funds attributable to the Group</b>		<b>289,021,913</b>	<b>315,347,369</b>	<b>340,546,064</b>
<b>Minority interests</b>		<b>52,295,170</b>	<b>46,380,143</b>	<b>46,380,143</b>
<b>Total shareholders' equity</b>		<b>341,317,083</b>	<b>361,727,512</b>	<b>386,926,207</b>
		<b>3,709,651,254</b>	<b>3,364,370,432</b>	<b>3,386,325,651</b>

To be read in conjunction with the Notes to the Consolidated Financial Statements

**MOTA-ENGIL, SGPS, SA**  
**STATEMENT OF CHANGES IN EQUITY DURING THE YEARS ENDED DECEMBER 31, 2008 & 2007**

	EQUITY CAPITAL	OWN SHARES	ISSUE PREMIUMS	GOODWILL
Balance as at January 1, 2007	204,635,695	(11,107,385)	87,256,034	(125,936,047)
Currency translation differences stemming from transposition of financial statements expressed in foreign currencies	-	-	-	-
Dividend distribution	-	-	-	-
Other distributions of results	-	-	-	(158,670)
Variation, net of tax, of the fair value of financial investments available for sale	-	-	-	-
Variation, net of tax, of the fair value of financial derivatives	-	-	-	-
Acquisition of own shares	-	(5,571,782)	-	-
Alterations to the consolidation perimeter	-	-	-	-
Other corrections to the own funds of associates	-	-	-	(2,567,145)
Net profit for the year	-	-	-	-
Balance as at December 31, 2007	204,635,695	(16,679,167)	87,256,034	(128,661,862)
Balance as at January 1, 2008	204,635,695	(16,679,167)	87,256,034	(128,661,862)
Impact of the investigation in Hungary	-	-	-	-
Balance as at January 1, 2008 (as restated)	204,635,695	(16,679,167)	87,256,034	(128,661,862)
Currency translation differences stemming from transposition of financial statements expressed in foreign currencies	-	-	-	-
Dividend distribution	-	-	-	-
Other distributions of results	-	-	-	-
Variation, net of tax, of the fair value of financial derivatives available for sale	-	-	-	-
Variation, net of tax, of the fair value of financial derivatives	-	-	-	-
Variation of revaluation reserves of fixed assets	-	-	-	(2,227,574)
Acquisition of own shares	-	(5,019,915)	-	-
Alterations to the consolidation perimeter	-	-	-	-
Other corrections to the own funds of associates (a)	-	-	-	(4,984,017)
Net profit for the year	-	-	-	-
Balance as at December 31, 2008	204,635,695	(21,699,082)	87,256,034	(135,873,453)

(a) The variation in this caption includes, essentially, exchange differences arising from translation of financial statements denominated in foreign currencies, particularly of the Sub Group Martifer

To be read in conjunction with the Notes to the Consolidated Financial Statements



**MOTA-ENGIL, SGPS, SA**  
**STATEMENT OF CHANGES IN EQUITY DURING THE YEARS ENDED DECEMBER 31, 2008 & 2007**

FAIR VALUE RESERVES		CURRENCY TRANSLATION RESERVE	OTHER RESERVES AND RESULTS	OWN FUNDS ATTRIBUTABLE TO SHAREHOLDERS	OWN FUNDS ATTRIBUTABLE TO MINORITY INTERESTS
AVAILABLE-FOR-SALE INVESTMENTS	DERIVATIVES				
58,681,572	2,195,174	(15,881,905)	83,102,869	282,946,007	20,848,790
-	-	(6,936,431)	-	(6,936,431)	(97,730)
-	-	-	(22,509,926)	(22,509,926)	(4,300,656)
-	-	-	(700,000)	(858,670)	(99,330)
(1,515,994)	-	-	-	(1,515,994)	-
-	21,630	-	-	21,630	-
-	-	-	-	(5,571,782)	-
-	-	-	-	-	18,182,760
-	-	-	-	(2,567,145)	1,639,486
-	-	-	97,538,375	97,538,375	10,206,823
57,165,578	2,216,804	(22,818,336)	157,431,318	340,546,064	46,380,143
57,165,578	2,216,804	(22,818,336)	157,431,318	340,546,064	46,380,143
-	-	-	(25,198,695)	(25,198,695)	-
57,165,578	2,216,804	(22,818,336)	132,232,623	315,347,369	46,380,143
-	-	(351,587)	-	(351,587)	42,062
-	-	-	(22,509,926)	(22,509,926)	(4,364,109)
-	-	-	(1,401,000)	(1,401,000)	(106,260)
(11,579,250)	-	-	-	(11,579,250)	-
-	(8,817,625)	-	-	(8,817,625)	-
-	-	-	-	(2,227,574)	-
-	-	-	-	(5,019,915)	-
-	-	-	-	-	1,139,089
-	-	-	-	(4,984,017)	-
-	-	-	30,565,438	30,565,438	9,204,245
45,586,328	(6,600,821)	(23,169,923)	138,887,135	289,021,913	52,295,170

To be read in conjunction with the Notes to the Consolidated Financial Statements

**MOTA-ENGIL, SGPS, SA**  
**CONSOLIDATED CASH-FLOW STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2008 & 2007**

	NOTES	2008 EURO	2007 EURO
<b>OPERATING ACTIVITY</b>			
Cash receipts from customers		1,924,284,048	1,523,201,535
Cash paid to suppliers		(1,278,384,123)	(1,024,076,667)
Cash paid to employees		(259,261,241)	(204,799,799)
<b>Cash generated from operating activities</b>		<b>386,638,684</b>	<b>294,325,069</b>
Income tax paid/received		(20,598,322)	(20,414,217)
Other receipts/payments generated by operating activities		(25,697,798)	13,916,241
<b>Net cash from operating activities (1)</b>		<b>340,342,564</b>	<b>287,827,093</b>
<b>INVESTING ACTIVITY</b>			
Cash receipts from:			
Financial assets	38	5,451,740	17,574,247
Tangible fixed assets		7,090,618	4,274,341
Intangible fixed assets		-	47,064
Dividends paid by companies not consolidated		3,790,274	1,908,199
		16,332,632	23,803,851
Cash paid in respect of:			
Financial assets	38	(57,925,196)	(36,041,511)
Tangible fixed assets		(226,351,992)	(162,184,700)
Intangible fixed assets		(2,329,886)	(3,329,237)
		(286,607,074)	(201,555,448)
<b>Net cash from investing activities (2)</b>		<b>(270,274,442)</b>	<b>(177,751,597)</b>
<b>FINANCING ACTIVITY</b>			
Cash receipts from:			
Loans obtained		1,730,552,350	1,014,362,813
Subsidies & donations		-	1,235,450
		1,730,552,350	1,015,598,263
Cash paid in respect of:			
Loans obtained		(1,620,526,969)	(929,973,042)
Amortisation of finance lease contracts		(18,315,109)	(20,003,516)
Interest & similar expense		(131,251,340)	(96,864,303)
Dividends		(21,433,066)	(22,509,926)
Acquisition of treasury shares		(5,019,915)	(5,571,782)
		(1,796,546,399)	(1,074,922,569)
<b>Net cash from financing activities (3)</b>		<b>(65,994,049)</b>	<b>(59,324,306)</b>
Variation of cash & cash equivalents (4)=(1)+(2)+(3)		4,074,073	50,751,190
Variations caused by changes to the perimeter		2,121,186	58,613,720
Cash & cash equivalents at the beginning of the year	24	173,274,284	63,909,374
Cash & cash equivalents at the end of the year	24	179,469,543	173,274,284

To be read in conjunction with the Notes to the Consolidated Financial Statements



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2008 & 2007

### 1. ACCOUNTING POLICIES

#### INTRODUCTION

The principal business of MOTA-ENGIL, SGPS, SA, having its registered office at Edifício Mota, Rua do Rego Lameiro, 38, 4300-454 Porto (MOTA-ENGIL SGPS, or COMPANY) and of its subsidiaries (GROUP) is public and private construction work and related activities.

A more detailed description of the GROUP's business is provided in Note 4 Business Segments of these Notes.

All sums shown in these notes are presented in euros unless otherwise stated.

#### BASES OF PRESENTATION

The consolidated financial statements of the MOTA-ENGIL GROUP have been prepared on a going concern basis from the books and accounting records of the companies that form the GROUP, in a manner such that the consolidated financial statements are in accordance with the International Financial Reporting Standards (IAS/IFRS) issued by the International Accounting Standards Board (IASB) and with the interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) or by the former Standards Interpretation Committee (SIC), as adopted by the European Union.

Interim consolidated financial statements were presented quarterly in Accordance with IAS 34 - Interim Financial Reporting.

For the GROUP, there are no differences between the IFRS adopted by the European Union and those published by the International Accounting Standards Board.

January 1, 2005, marked the start to the period of first application of the IAS/IFRS by the GROUP in keeping with IFRS 1 – First-time Adoption of International Financial Reporting Standards.

As of the date of approval of these financial statements by the Board of Directors the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) have issued the following standards and interpretations, of mandatory application only in subsequent years, some of which have not yet been adopted by the European Union.

STANDARD	DATE OF ISSUE	DATE OF APPLICATION <sup>(1)</sup>	ADOPTED BY THE EU
IFRS 1 (revised) - First-time adoption of international financial reporting standards	27/11/2008	01/07/2009	No
IFRS 3 (revised) - Business combinations	10/01/2008	01/07/2009	No
IAS 27 (revised) - Consolidated and separate financial statements	10/01/2008	01/07/2009	No
IAS 31 (Amendments) - Interests in joint ventures	10/01/2008	01/07/2009	No
IAS 39 (Amendments) - Financial instruments	31/07/2008	01/07/2009	No
- Recognition and measurement	13/10/2008	01/07/2008	No
IFRIC 15 – Agreements for the construction of real estate	03/07/2008	01/01/2009	No
IFRIC 16 - Hedges of a net investment in a foreign operation	03/07/2008	01/10/2008	No
IFRIC 17 - Distributions of non-cash assets to owners	27/11/2008	01/07/2009	No
IFRIC 18 - Transfers of assets from customers	29/01/2009	01/07/2009	No
Improvements to IFRS 2008	22/05/2008	01/01/2009	Yes
IFRS 2 (Amendments) - Share-based payment	17/01/2008	01/01/2009	Yes
IFRS 8 - Operating segments	19/01/2006	01/01/2009	Yes
IAS 1 (Amendments) - Presentation of financial statements	14/02/2008	01/01/2009	Yes
IAS 23 (Amendments) - Borrowing costs	22/05/2008	01/01/2009	Yes
IAS 32 (Amendments) - Financial instruments - Presentation	14/02/2008	01/01/2009	Yes
IFRIC 13 - Customer loyalty programmes	28/06/2007	01/07/2008	Yes

<sup>(1)</sup> Years started on or after the stated date

On December 31, 2008, the GROUP was not applying any of the above rules and interpretations, with the exception of the possible effects that could stem from the alteration of the consolidation method in some joint ventures. According to the board of directors of the GROUP the application thereof will not have a material effect on the consolidated financial statements during the period of their first application.

IFRIC 12 – Service concession arrangements, which establishes the guidelines to be used in the measurement, recognition, presentation and disclosure of activities carried on under public-service concession agreements, was approved by the European Union on March 25, 2009, and is of mandatory application for years starting on or after March 29, 2009. Future application of this rule may introduce several alterations compared to the provisions and interpretations of the rules currently in force. It is expected to involve mainly reclassification to intangible fixed assets of fixed assets under concession and an alteration of the method of writing down assets associated with the highway concessions, though the impacts on these consolidated financial statements have not yet been fully determined as of this date.

Even though they came into force in 2008 the following standards have not yet had any practical application at the MOTA-ENGL GROUP:

STANDARD	DATE OF ISSUE	DATE OF APPLICATION <sup>(a)</sup>
IFRIC 11 - IFRS 2 - Group and Treasury Share Transactions	02/11/2006	01/03/2007
IFRIC 14 - IAS 19 - The Limit on a Defined Benefit Asset. Minimum Funding Requirements and their Interaction	04/07/2008	01/01/2008

<sup>(a)</sup> Years started on or after the stated date

During 2008, there were no alterations to the accounting policies compared to those presented in the consolidated financial statements as at December 31, 2007.

During 2008, the financial statements of the GROUP were restated as a result of a fraud detected in Hungary (Note 39), and for this reason the 2007 balances are presented in the restated form.

The consolidated financial statements are presented in euros since this is the main currency of the GROUP's operations. The financial statements of subsidiaries that use foreign currency have been translated into euros in accordance with the accounting policies described in indent xvi) of the Main Valuation Criteria of this Note. All estimates and assumptions made by the board of directors have been made on the basis of their knowledge as of the date of approval of the financial statements and of the events and transactions in progress.

In preparing the consolidated financial statements in accordance with the IAS/IFRS, the GROUP's board of directors adopted certain assumptions and estimates that affect the assets and liabilities reported, as well as the income and costs incurred in respect of the accounting periods in question, as described in indent xxvi) of the Main accounting criteria of this Note.

The attached consolidated financial statements have been prepared for appraisal and approval at the annual general meeting. The GROUP's board of directors believes that they will be approved without alteration.

## BASES OF CONSOLIDATION

The consolidation methods employed by the GROUP are as follows:

### a) GROUP companies

Financial holdings in companies in which the GROUP directly or indirectly holds more than 50% of the voting rights at General Meetings of Shareholders and/or has the power to control its financial and operating policies (the definition of control used by the GROUP), have been included in the attached consolidated financial statements. The shareholders' equity and net profit/(loss) of these companies corresponding to the holdings of third parties in these companies are carried in the consolidated balance sheet (under shareholders' equity) and in the consolidated income statement (included under consolidated net profits) respectively.

If losses attributable to the minorities exceed the minority interest in the shareholders' equity of the subsidiary, the GROUP absorbs this excess and any other additional losses, unless the minorities have the obligation and the capacity to cover such losses. If the subsidiary subsequently returns a profit, the GROUP appropriates the whole of the profit until such time as the minority's share of the losses absorbed by the Group has been recouped.

In business combinations undertaken since January 2004, the assets and liabilities of each subsidiary (including contingent liabilities) are identified at their fair value on the date of acquisition as determined by IFRS 3 - Business Combinations. Any excess/(shortfall) of the acquisition cost compared to the fair value of the net assets and liabilities acquired is recognised respectively as goodwill and, in the case of shortfall, following confirmation of the fair value valuation process, in the Income Statement for the year, provided the fair value is confirmed. The interests of minority shareholders are carried in the proportion of the fair value of the assets and liabilities.

The results of subsidiaries acquired or sold during the year are included in the income statement as from the date of the acquisition or up to the date of their sale.

Transactions, balances and dividends distributed between GROUP companies are eliminated in the consolidation process.

In those cases in which the GROUP has substantial control of special purpose entities (SPEs), even though it has no direct shareholdings in such entities, the SPEs are consolidated using the full consolidation method. As at December 31, 2008, there were no units in such a situation.

### b) Associate companies

Financial holdings in associate companies (companies in which the GROUP exercises significant influence, but does not have control, through participation in the financial and operational decisions of the company – generally investments representing between 20% and 50% of the equity capital of a company, are recorded using the equity method.

In accordance with the equity method, shareholdings are recorded at acquisition cost adjusted for the value corresponding to the GROUP's holding in the variations of the shareholders' equity (including net profit) of the associates, with a contra entry under gains or losses for the year and for dividends received, net of accumulated impairment losses.

The assets and liabilities of each associate (including contingent liabilities) are carried at their fair value on the date of acquisition. Any excess/(shortfall) of the cost compared

to the fair value of the net assets and liabilities acquired is recognised respectively as goodwill and is added to the book value of the financial asset, and, in the case of shortfall, following confirmation of the fair value valuation process, in the income statement for the year, provided the fair value is confirmed.

A valuation is performed of the investments in associates when there are signs that the asset could be impaired, any loss being recorded in the income statement. Where impairment losses recognised in previous years no longer exist they are written back.

Where the GROUP's proportion of the accumulated losses of the associate exceeds the book value of investment, the investment is carried at zero value until such time as the shareholders' equity of the associate becomes positive, unless the GROUP has entered into commitments with the associate and, in this case, has set aside a provision to meet such obligations.

Unrealised gains on transactions with associates are eliminated in the proportion of the GROUP's interest in the associate, with a contra entry under the investment in the associate in question. Unrealised gains are similarly eliminated, but only up to the point at which the loss does not show that the transferred asset is impaired.

As and when necessary adjustments are made to the subsidiaries' financial statements subsidiaries to bring their accounting policies into line with those used by the GROUP.

#### **c) Jointly-controlled companies**

Financial interests in jointly-controlled companies have been consolidated in the financial statements using the proportionate consolidation method, as from the date on which control is shared. In accordance with this method, the assets, liabilities, income and costs of these companies have been included in the consolidated financial statements in the proportion of the control attributable to the GROUP.

Classification of financial interests in jointly-controlled entities is determined on the basis of:

- shareholders' agreements governing joint control;
- the actual percentage of the holding;
- the voting rights held.

Any goodwill generated on the acquisition of a jointly-controlled company is recorded in accordance with the accounting policies defined for the subsidiaries (Note 1a).

Transactions, balances and dividends distributed between companies are eliminated, in the proportion of the control attributable to the GROUP.

#### **MAIN VALUATION CRITERIA**

The main valuation criteria, judgements and estimates used in the preparation of the GROUP's consolidated financial statements during the periods under review are as follows:

##### **i) Goodwill**

In business combinations after January 1, 2004, the goodwill arising from the positive differences between the cost of the investments in GROUP and associate companies and the fair value of the identifiable assets and liabilities (including contingent liabilities) of such companies as of the date of acquisition are recorded under Goodwill. Additionally, differences between the cost of investments in subsidiaries headquartered abroad and

the fair value of the identifiable assets and liabilities of such subsidiaries are recorded in the reporting currencies of the subsidiaries and are translated into the GROUP'S reporting currency (euros) at the exchange rates ruling on the balance sheet date. Currency translation differences generated are recorded under the Currency translation reserve.

Goodwill generated prior to the date of transition to the IFRS continues to be carried at the net book value, calculated in accordance with the Official Accounting Plan, and was subject to impairment tests on that date. Additionally, and in accordance with the alternative provided for in IFRS 1 – First-time adoption of the International Financial Reporting Standards, MOTA-ENGIL, SGPS, SA has not retroactively applied the provisions of IAS 21 – The effects of changes in foreign exchange rates on goodwill generated prior to January 1, 2004, and therefore, from then on, it has measured such differences of goodwill in the reporting currency of the subsidiaries, translated into euros at the rate then ruling.

The value of goodwill is not written down and, each year with reference to the date the accounts are closed, MOTA-ENGIL SGPS performs formal impairment tests thereon. If the value at which the goodwill is carried in the books is greater than the recoverable value, an impairment loss is recognised and recorded in the income statement under Other operating costs. The amount recoverable is the higher of net selling price and of the value-in-use. The net selling price is the amount that can be obtained on the sale of the asset in an arm's length transaction, minus costs directly attributable the sale. The value-in-use is the present value of future estimated cash flows arising from the ongoing use of the asset and from its sale at the end of its useful life. The amount recoverable is estimated for the asset, individually, or, should this not be possible, for the cash-generating unit to which the asset belongs.

Impairment losses in respect of goodwill are not revertible.

Differences between the acquisition cost of the investment in GROUP companies and associates and the fair value of the identifiable assets and liabilities of these companies as of the date of their acquisition, where negative, are recognised as income on the date of acquisition, following confirmation of the fair value of the identifiable assets and liabilities.

#### **ii) Intangible fixed assets**

Intangible fixed assets are carried at cost minus accumulated amortisation and any impairment losses, and they are recognised only if it is probable that they will generate future benefits for the GROUP, if their value can be reasonably measured and if the GROUP has control over them.

Intangible fixed assets basically comprise concession operating licences, which are written down using the straight-line method over the life of the concessions, and software, which is written down using the straight-line method during a period of three to six years

Research costs are recognised as costs for the year in which they are incurred, whereas formation costs and equity capital increase costs are deducted from shareholders' equity.

#### **iii) Immovables for own use**

Immovables (land & buildings) for own use are recorded at their revalued value, which is their fair value as of the revaluation date minus any subsequent accumulated depreciation and/or accumulated impairment losses. Revaluation is undertaken periodically by independent



property valuers in a manner such that the revalued amount does not materially differ from the fair value of the respective property. In those situations in which the fair value determined by the valuations is immediately greater than the amount carried in the books, the GROUP, for a question of prudence, does not update the assets subject to the valuation to their fair value. For reasons to do with the working of the respective markets, the GROUP has opted not to apply this policy to properties held in African countries, in some Central European countries and in Peru, which it carries at acquisition cost minus any subsequent accumulated depreciation and/or accumulated impairment losses.

Adjustments caused by revaluations of fixed assets are taken to shareholders' equity. If a fixed asset that was positively revalued is then negatively revalued in subsequent years, the adjustment is taken to shareholder's equity up to an amount equal to the increase of shareholders' equity caused by the previous revaluations, less the amount realised through depreciation, any surplus being recorded as cost for the year as a deduction from the net profit for the period.

Depreciation is charged on a systematic basis over the estimated useful life of the buildings, which currently varies between 20 and 50 years, while land is not depreciated.

Buildings under construction by the GROUP, particularly in Angola, are carried at production cost, which includes the cost of materials consumed, staff costs involved and other costs, which is less than the realisable value.

#### **iv) Land assigned to quarrying operations**

Land assigned to quarrying operations, as well as several related costs (costs incurred with the licensing and start-up of the quarries, and costs to be incurred with their dismantling) are recorded at a revalued amount, which is their fair value as of the date of the revaluation, minus any subsequent accumulated depreciation and/or accumulated impairment losses. In those cases where the fair value determined in the valuations is slightly higher than the book value, the GROUP, for a matter of prudence, does not update the fair value of the assets that have been revalued. The valuations are performed periodically by internal departments of the GROUP so that the revalued amount does not differ materially from the fair value of the quarry in question. Depreciation of these assets is undertaken in accordance with the quantity of stone quarried each year taking into account the residual value of the quarry on conclusion of quarrying.

Adjustments caused by revaluations of fixed assets are taken to shareholders' equity. If the quarry that was positively revalued and is then negatively revalued in subsequent years, the adjustment is taken to shareholder's equity up to an amount equal to the increase of shareholders' equity caused by the previous revaluations, minus the amount realised through depreciation, any surplus being recorded as cost for the year as a deduction for the net profit for the period.

#### **v) Other tangible fixed assets**

Other tangible fixed assets acquired up to December 31, 2003, are carried at their deemed cost, which corresponds to the acquisition cost or cost revalued in accordance with accounting practices generally accepted in Portugal up to the said date, minus accumulated depreciation and impairment losses.

Fixed assets acquired after that date are carried at acquisition cost minus accumulated depreciation and impairment losses.

Fixed assets in progress represent fixed assets still at the construction/development stage. They are carried at acquisition cost minus accumulated impairment losses.

Depreciation is calculated after the assets are in a position to be used, that is, when the underlying assets are ready for use in the required conditions, in terms of quality and technical reliability, to operate in accordance with the requirements of the GROUP's board of directors, and it is systematically charged over the useful life determined taking into account the expected use of the asset by the GROUP, on the basis of the expected natural wear, of subjection to predictable technical obsolescence and of the residual value attributable to the asset. The residual value attributable to the asset is estimated on the basis of the residual value prevailing on the date of the estimate of similar assets that have reached the end of their useful lives and have operated under conditions similar to those under which the asset is to be used.

The depreciation rates used correspond to the following estimated useful lives:

**Equipment:**

Plant & machinery (except that assigned to the concessions)	3 to 10
Office equipment	4 to 10
Transport equipment	3 to 10
Tools & utensils	3 to 6

Other tangible fixed assets	3 to 10
-----------------------------	---------

Tangible fixed assets (particularly plant & machinery) assigned to the motorway concessions under the SCUT (virtual toll) scheme and to the port concessions are being written down using the straight-line method over the lives of the concessions. In those cases where the period of useful life of the assets is less than the life of the concession, they are written down using the respective useful life.

Tangible fixed assets assigned to the real-toll motorways are being written down in accordance with the traffic levels expected over the remaining lives of the concessions.

Subsequent spending on the replacement of components of fixed assets by the GROUP are added to the respective tangible fixed assets, the net value of the replaced components of such assets being written off and recorded as a cost under Other operating costs.

Maintenance and repair costs that neither increase the useful life nor provide significant amelioration or improvement of the items of tangible fixed assets are recorded as a cost for the year in which they are incurred.

Depreciation of tangible and intangible fixed assets is charged on a monthly basis to "Depreciation" in the income statement.

**vi) Leasing**

Lease contracts are classified as (i) finance leases if all the risks and advantages inherent in possession of the leased assets are substantially transferred, and as (ii) operational leases if all the risks and advantages inherent in the possession of the leased asset are not substantially transferred.

Classification of leases as finance or operational is undertaken in the light of the substance and not of the form of the contract.

Fixed assets acquired under finance lease contracts, as well as the corresponding liabilities, are recorded using the financial method, with recognition of the tangible fixed asset, the corresponding accumulated depreciation, as defined in indents iii) and v) hereabove and debts pending settlement in keeping with the contractual financial plan. Additionally, the interest included in the value of the lease payments and the depreciation of the tangible fixed asset are recognised as costs in the income statement of the year to which they refer.

In leases considered operational, the rents owed are recognised as a cost in the income statement on a linear basis over the life of the lease contract.

#### **vii) Investment properties**

Investment properties consist of land and buildings the purpose of which is to generate rents and/or secure the appreciation of capital invested, and not for use in the production or supply of goods or services, for administrative purposes or for sale during the course of day-to-day business.

Investment properties are recorded at their fair value determined by an annual valuation performed by independent, specialised entities or are in accordance with current prices realisable on the market in question.

Variations of the fair value of investment properties are recognised directly in the income statement for the year under Variation of the value of investment properties. For reasons to do with the working of the Angolan market, the GROUP opted not to apply this policy to investment properties held in that country, and it carries them at acquisition cost less any subsequent accumulated depreciation and/or accumulated impairment losses.

Those assets developed and built that are qualified as investment properties are recognised as such only on completion of their construction. Until the construction or development of the asset to be qualified as investment property is finalised, such an asset is recorded at acquisition or production cost under Investment properties under construction. On conclusion of the development and construction of such an asset the difference between construction cost and fair value on that date is recorded directly in the consolidated income statement under Variation of the value of investment properties.

Costs incurred with investment properties in use, namely maintenance, repairs, insurance and property taxes (municipal rates) are recognised in the consolidated income statement for the year to which they refer.

#### **viii) Non-current assets held for sale**

Non-current assets are classified as held for sale if their book value can be recovered only through a sale and not through their ongoing use. For such assets to be so classified, they have to be available for immediate sale as found, the sale has to be highly probable, the board of directors must be committed to execute such a sale and the sale must occur within 12 months, as determined in IFRS 5 - Non-current Assets Held for Sale and Discontinued Operations.

Non-current assets classified as held for sale are carried at the lesser of book value and fair value, after deduction of expected selling costs.

#### **ix) Financial assets & liabilities**

Financial assets and liabilities are recognised in the balance sheet when the GROUP becomes a contracting party to the respective financial instrument.

a) Financial instruments:

The GROUP classifies financial investments under the following categories: “Investments carried at fair value through profit & loss”, “Loans and accounts receivable”, “Investments held to maturity” and “Investments held for sale”. The classification depends of the intention underlying the investment.

The classification is determined at the time of the initial recognition and is reappraised half-yearly.

- Investments carried at fair value through profit & loss: this category is divided into two sub-categories, “financial assets held for trading” and “investments carried at fair value through the income statement”. A financial asset is classified in this category if acquired to be sold in the short term or if the adoption of valuation using this method eliminates or significantly reduces an accounting lag. Derivative instruments are also classified as held for trading unless assigned to hedging operations. Assets of this category are classified as current assets if they are held for trading or if they are expected to be realised within 12 months of the balance sheet date;
- Loans and accounts receivable are non-derivative financial assets having fixed or variable reimbursements, that are not quoted in active, liquid markets. These financial investments arise when the GROUP provides cash, goods or services directly to a debtor with no intention of negotiating the debt. “Loans and accounts receivable” are classified as current assets, except in those cases in which the maturity is greater than 12 months of the balance sheet date, these being classified as non-current assets. In both cases, this category is carried in the balance sheet under “Customers” and “Other debtors”;
- Investments held to maturity: this category includes financial assets other than derivatives, with fixed or variable repayments, that have a fixed maturity and the board of directors intends to hold them to maturity;
- Investments available for sale: these include financial assets, other than derivatives, that are designated as held for sale or those that do not fall within the previous categories. This category is included under non-current assets unless the Board of Directors intends to sell the investment within 12 months of the balance sheet date.

Investments held to maturity are classified as non-current assets unless they fall due within 12 months of the balance sheet date. “Investments carried at fair value through profit & loss” are classified as current investments. “Investments available for sale” are classified as non-current.

All purchases and sales of these investments are recognised on the date of signature of the respective contracts, regardless of the financial settlement date.

The investments are initially recorded at cost, which is the sum paid on acquisition date and corresponds to their fair value as of that day, including transaction costs.

After initial recognition, investments recorded at fair value through profit & loss and held-for-sale investments are revalued at their fair value as marked to market as of the balance sheet date, with no deduction in respect of transaction costs that might be incurred up to their sale.

Gains or losses arising from alteration of the fair value of held-for sale are recorded under Shareholders’ equity under the “Fair Value Reserve - Available-for-sale investments” until such time as the investment is sold, received or in any other way disposed of, or

in those cases in which the fair value of the investment is lower than cost and provided it is considered a significant or permanent impairment loss, at the time at which the accumulated gain or loss is recorded in the income statement.

Gains or losses caused by alteration to the fair value of trading investments are recorded in income statement for the year.

Gains and losses, realised or otherwise, caused by an alteration to the fair value of “Investments held at fair value through profit & loss” are recorded in the income statement for the year.

The fair value of the investments is based on current market prices. If the market of which the investment is a part is not an active or liquid one (unlisted investments), the GROUP establishes its fair value using other valuation techniques, such as transactions in substantially similar financial instruments, financial-flow analyses and price option models adjusted to reflect the specific circumstance. The fair value of listed investments is calculated on the basis of the Euronext close on the balance sheet date.

The GROUP performs valuations on each balance sheet date if there is objective evidence that a financial asset could be impaired. In the case of capital instruments classified as held-for-sale, a significant or prolonged decline of their fair value to less than cost indicates that the asset is in a situation of impairment. For other assets, objective signs of impairment may include:

- financial difficulties of the counterparty in settling its debts;
- failure by the counterparty to repay in a timely manner credit extended by the GROUP;
- high probability that the counterparty may be involved in bankruptcy or debt-restructuring proceedings.

For financial assets carried at amortised cost, the amount of the impairment results from the difference between their book value and the present value of future cash flows discounted at the initial real interest rate.

The book value of financial assets is reduced directly by any impairment losses encountered, with the exception of trade accounts receivable and other debtors for which the GROUP sets aside a specific “Accumulated impairment loss” account. When an account receivable from customers or other debtors is considered a bad debt, it is written off against “Accumulated impairment losses”. Amounts subsequently received in respect of accounts receivable from customers or other debtors written off in the financial statements are credited to the income statement for the year. Alterations to “Accumulated impairment losses” are recorded in the income statement for the year.

With the exception of “Available-for-sale investments”, where, in a subsequent year, there is a reduction of accumulated impairment losses and provided this decrease is objectively due to an event subsequent to the date of recognition of the said impairment, the decrease is recorded through profit & loss for the year, up to the limit of the existing accumulated impairment loss.

Investments held to maturity are recorded at amortised cost using the real interest rate, net of amortisation of principal and interest received.

With the exception of LUSOPONTE – Concessionária para a Travessia do Tejo, SA, all

available-for-sale financial investments involving shares in unlisted companies are carried at their acquisition cost, taking into account always any impairment losses in the event of objective proof of impairment. The Board of Directors is of the conviction that the fair value of these investments does not differ significantly from their acquisition cost.

In 2007, the fair value of the investment in LUSOPONTE was supported by an independent valuation and the difference between the revalued value and the acquisition cost was recorded in shareholders' equity under "Fair value reserve - Available-for-sale investments". In 2008, on the basis of a transaction involving shares in this company undertaken at the beginning of 2009 between unrelated entities, the value of the investment in LUSOPONTE was updated, the respective devaluation having been recorded directly in the shareholders' equity heading referred to above. Following this adjustment, the value of the financial investment carried under "Available-for-sale investments" continues to be higher than its acquisition cost.

b) Customers & other debtors

The debts of "Customers" and of "Other debtors" are carried at their nominal value minus any accumulated impairment losses, so as to reflect their net realisable value.

c) Loans

Loans are carried in liabilities at amortised cost. Any costs incurred with the issue of these loans are carried as a deduction from the debt and are recognised over the life of the loans in question, in keeping with the actual interest-rate method.

d) Accounts payable

Accounts payable that do not bear interest are recorded at their nominal value, which is substantially the same as their fair value, in that the effect of the discount is considered immaterial.

e) Financial liabilities and own funds instruments

Financial liabilities and own funds instruments are classified in accordance with the contractual substance of the transaction. The GROUP considers own funds instruments to be those in which the contractual support of the transaction shows that the GROUP has a residual interest in a set of assets after deduction of a set of liabilities.

f) Derivatives instruments

The GROUP uses derivative instruments in the management of its financial risks solely as a means of hedging these risks. Derivative instruments are not used for trading purposes, although some of the derivative instruments of the transport concessions segment do not qualify as perfect hedging instruments under IAS 39 – Financial Instruments: Recognition and Measurement. Use of financial derivative instruments is duly authorised by the Board of Directors of the GROUP.

The derivative instruments used by the GROUP defined as cash-flow hedging instruments involve solely interest-rate hedging instruments in respect of loans obtained. The amount of the loans, the interest payment dates and the repayment plans of the loans underlying the interest-rate hedging instruments are similar to the conditions established for the loans taken out.

The criteria employed by the GROUP in classifying derivative instruments as cash-flow hedging instruments are as follows:

- the hedge is expected to be highly effective in offsetting alterations to cash flows

- attributed to the hedged risk;
- effectiveness of the hedge can be reliably measured;
- there is adequate documentation as to the transaction to be hedged at the beginning of the operation; and
- the transaction covered by the hedge is highly probable.

Interest-rate hedging instruments are initially recorded at cost, if any, and are subsequently revalued at their fair value. Alterations to the fair value of these instruments, associated with that part that is actually hedged, are recognised under shareholders' equity under "Fair value reserves – derivatives", and are transferred to the income statement for the period that the instrument that is hedged affects the results.

Accounting of derivative instruments is discontinued when the instrument falls due or is sold. In those cases in which the derivative instrument is no longer qualified as a hedging instrument, accumulated differences of fair value deferred under shareholders' equity under "Fair value reserves - Derivatives" are transferred to the income statement for the year or added to the value of the asset to which the transactions subject to hedging gave rise, and subsequent revaluations are recorded directly under the headings of the income statement.

With regard to derivative instruments which, though contracted for economic hedging purposes, do not meet all the requirements of IAS 39 – Financial Instruments: Recognition and Measurement insofar as the possibility of accounting qualification as hedges is concerned, the respective variations of fair value are recorded in the income statement for the period in which they occur.

**g) Own shares**

Own shares are carried at cost as a deduction from shareholders' equity. Gains or losses inherent in the sale of own shares are recorded under "Other reserves and results".

**h) Bills discounted and accounts receivable assigned under factoring arrangements**

The Group derecognises the financial assets of its financial statements solely when contractual entitlement to the financial flows inherent in such assets expire or when the Group substantially transfers all the risks and benefits inherent in the possession of such assets to a third party.

Consequently, customer balances secured by bills discounted not yet fallen due and accounts receivable assigned under factoring arrangements as of the date of each balance sheet, with the exception of factoring operations without recourse, are recognised in the GROUP's financial statements up to such time as they are received, with a contra entry under "Sundry creditors".

**x) Cash & cash equivalents**

The amounts carried under "Cash & cash equivalents" correspond to cash-in-hand, bank deposits at sight and with agreed maturity dates and other cash placements falling due within less than three months that can be mobilised immediately and have an insignificant risk of alteration of value.

**xi) Inventories**

Merchandise, raw and subsidiary materials, and consumables are carried at the lesser of the average acquisition cost or of their market value (estimated selling price minus

costs to be incurred with their sale). Finished and semi-finished products, sub-products and products and work in progress are carried at production cost, which is less than market value. Production costs include the raw materials incorporated, direct labour and manufacturing overheads.

#### **xii) Accrual accounting**

Income and expenditure are recorded in accordance with the accrual accounting principles whereby they are recognised as and when generated regardless of the moment when they are received or paid. Differences between the amounts received and paid and the corresponding revenues and expenses are recorded under “Other current assets”, “Other current liabilities” and “Other non-current liabilities”.

#### **xiii) Revenue**

Revenue is recorded at the fair value of assets received or receivable, net of expectable discounts and returns.

##### **a) Recognition of costs and income generated by works**

The GROUP recognises the results of works, contract by contract, in accordance with the percentage of finishing method, understood to be the ratio between costs incurred by each job up to a given date and the sum of those costs with those estimated to complete the job. Differences between the figures obtained by the application of the degree of finishing to the estimated income and the sums invoiced are recorded under “Production not invoiced” or “Advance billing”, included under “Other current assets” and “Other current liabilities”.

With regard to provision of services contracts of subsidiaries abroad, income is recorded on the basis of the bills of quantities of work realised, positive or negative differences between that and the invoicing, calculated contract by contract, being recorded under “Production not invoiced” or “Advance billing”, included under “Other current assets” and “Other current liabilities”. The impact of the adoption of this policy, compared with that described in the preceding paragraph, does not have a materially relevant effect on the attached financial statements. Variations of the works affecting the income agreed for the contract are recognised in the income statement for the year, provided it is likely that the customer will approve the variation and that it can be reliably measured.

Claims for reimbursement of costs not included in the contract price are included in the contract value when the negotiations reach an advanced state at which it is likely that the customer will accept same and they can be reliably measured.

To meet costs to be incurred during the works’ warranty period, the GROUP recognises each year a liability to cover this legal obligation, which is determined taking into account the year’s production volume and the history of costs incurred in the past with works during the warranty period.

When it is probable that the total costs provided for in the construction contract will exceed the income defined therein, the expected loss is immediately recognised in the income statement for the period.

##### **b) Short-duration civil construction works and public works**

In these provision of services contracts the GROUP recognises income and costs as they are invoiced or incurred, respectively.



**c) Recognition of costs and income in real-estate business**

Relevant costs incurred with real-estate undertakings are calculated taking into account the direct cost of construction as well as all costs associated with the preparation of plans and with the licensing of the works. Costs attributable to the financing and supervision and inspection of the undertaking are also added to the cost of real-estate undertakings, provided they are under way.

For the purpose of capitalisation of financial charges and costs incurred with the supervision and inspection of the undertaking, it is considered that the undertaking is underway if a decision of the authorities involved is awaited, or if the undertaking is under construction. Should the undertaking not be in one of the foregoing circumstances, it is considered stopped and capitalisation referred to above is suspended.

Sales generated by the real-estate business and the respective costs of the units sold are recorded at the moment the contractual conditions create expectations that the customer will complete the acquisition. That is, when the selling price has almost all been paid or when there is a purchase agreement with public entities in respect of rehousing plans. The sales margin is weighted by the percentage of finishing of the building, determined by the ratio between costs incurred and total estimated costs.

**xiv) Cost of preparation of bids**

Costs incurred with the preparation of bids for sundry calls for tender are recognised in the income statement for the year in which they are incurred, in view of the fact that the outcome of the bid cannot be controlled.

**xv) Own work capitalised**

Own work capitalised consists basically of construction and repair work carried out by the companies themselves, as well as major repairs of equipment, and it includes materials, direct labour and overheads.

These costs are capitalised only where the following requirements are met:

- the assets developed are identifiable;
- there is strong probability that the assets will come to generate future economic benefits; and
- the development costs are reliably measurable.

**xvi) Assets and liabilities expressed in foreign currency**

All assets and liabilities expressed in foreign currency are translated into the presentation currency using the exchange rates ruling on the reporting date. Currency translation differences, both favourable and unfavourable, stemming from differences between exchange rates ruling on the date of the transactions and those ruling on the date of the collections or payments or balance sheet dates, are recorded as income and costs in the income statement for the year.

In preparing the consolidated financial statements, the assets and liabilities of the financial statements of the GROUP's foreign entities are translated into euros using the exchange rates ruling on the balance sheet date. Costs and income, as well as cash flows, are also translated into euros. The resultant currency difference is recorded under shareholders' equity under "Currency translation reserves". At the time of sale of such foreign entities, the accumulated currency translation differences are recorded in the income statement for the period.

Goodwill and the fair-value adjustments of assets and liabilities acquired as a result of the acquisition of foreign entities are dealt with as assets and liabilities in foreign currency and are translated into euros at the exchange rates ruling on the balance sheet date.

The financial statements of subsidiaries and branches expressed in foreign currencies are translated into euros.

#### **xvii) Income tax**

Income tax for the year is calculated on the basis of the taxable income of the companies included in the consolidation, and considers deferred taxation.

Deferred taxes are calculated on the basis of the balance sheet liability method and refer to temporary differences between the values of assets and liabilities for accounting purposes and their respective values for taxation purposes.

Deferred tax assets and liabilities are calculated and valued each year using the tax rates in force on or announced for the date of reversion of the temporary differences

Deferred tax assets are recorded only when there are reasonable expectations of future tax profits sufficient to use them. On each balance sheet date a reappraisal is made of the differences underlying deferred tax assets with a view to recognising deferred tax assets not previously recorded because the conditions to do so were not then extant and/or to reduce the amount of deferred tax assets recorded in the light of present expectations of their future recovery.

The amount of tax to be included both under current tax and under deferred tax resulting from transactions or events recognised under reserves is recorded directly under those headings and does not affect the year's result.

#### **xviii) Financial charges on loans**

Financial charges related with loans are generally recognised as a cost in accordance with accrual accounting principles.

Financial charges on loans directly related with the acquisition, construction or production of fixed assets or associated with motorway concessions or real-estate projects classified under inventories, are capitalised and come to form part of the cost of the asset. Capitalisation of these charges begins following the start of preparation of the activities involving construction or development of the asset and is interrupted following the start of the use or the end of production of construction of the asset, or in the event that the product in question is suspended.

#### **xix) Provisions**

Provisions are recognised when and only when the GROUP has a present obligation (legal or implicit) resulting from a past event and that it is probable that, to fulfil such an obligation, there will be an outflow of funds, provided that the amount of the obligation can be reasonably estimated. The provisions are reviewed on each balance sheet date and are adjusted to reflect the best estimate on that date, taking into account the risks and uncertainties inherent in such estimates. Where a provision is determined taking into account the future cash flows required to settle the obligation it is recorded for their actual value.

Provisions for restructuring costs are recognised by the GROUP whenever there is a formal,

detailed restructuring plan that has been communicated to the parties involved.

#### **xx) Pensions**

Liabilities for defined-benefit pension plans attributed to some former and present employees of the GROUP are calculated in accordance with the Projected Unit Credit Method using the actuarial and financial assumptions best suited to the plan in question.

#### **xxi) Government grants**

Subsidies granted to finance personnel training courses are recognised as income during the period of time in which the GROUP incurs the respective costs and are presented in the income statement as a deduction from these costs.

Subsidies granted to finance investment in fixed assets are recorded as deferred income and are recognised in the income statement over the estimated useful life of the assets in question.

#### **xxii) Impairment of assets other than goodwill**

An impairment valuation is undertaken on each balance sheet date and whenever an event or alteration to circumstances is identified, suggesting that the amount at which an asset is carried may not be recovered. In the event that the sum at which an asset is carried is greater than its recoverable value an impairment loss is recognised and is recorded in the income statement under Other operating costs. The amount recoverable is the higher of net selling price and of the value-in-use. The net selling price is the amount that can be obtained on the sale of the asset in an arm's length transaction, minus costs directly attributable the sale. The value-in-use is the present value of future estimated cash flows arising from the ongoing use of the asset and from its sale at the end of its useful life. The amount recoverable is estimated for the asset, individually, or, should this not be possible, for the cash-generating unit to which the asset belongs.

Reversal of impairment losses recognised in previous years is recorded when the reasons that caused the recording no longer exist and, consequently, the asset is no longer impaired. Reversal of impairment losses is recognised in the income statement as an operating profit. However, reversal of an impairment loss is undertaken up to the limit of the sum that would be recognised (either through the historic costs or through its revalued value, net of amortisation of depreciation) had the impairment loss not been recorded in previous years.

Evidence that impairment exists in accounts receivable appears where:

- the counterparty is in significant financial difficulty;
- there are significant delays in payment by the counterparty of interest and principal;
- and
- it becomes probable that it will be wound up or go into financial restructuring.

In the case of Inventories, impairments are calculated on the basis of market values and on various stock-rotation indicators.

For Goodwill and for Financial investments, the recoverable amount is essentially determined on the basis of the latest financial projections in respect of such assets.

#### **xxiii) Balance sheet classification**

Assets realisable and liabilities enforceable more than one year after the balance sheet date are classified as non-current assets and liabilities, respectively. Additionally, for their nature, deferred tax assets and liabilities and “Provisions” are classified as non-current assets and liabilities (Note 13 Income Tax and Note 29 Provisions, respectively).

#### **xxiv) Contingencies**

Contingent liabilities are not recognised in the consolidated financial statements and are disclosed in the notes to the financial statements unless the possibility of an outflow of funds affecting future economic benefits is remote.

A contingent asset is not recognised in the financial statements, but is disclosed in the notes to the financial statements when it is likely that there will be a future economic benefit

#### **xxv) Subsequent events**

Events occurring after the balance sheet date that provide additional information on conditions that existed as of the balance sheet date (adjusting events) are reflected in the consolidated financial statements. Events following the balance sheet date that provide information on conditions occurring after the balance sheet date (non-adjusting events), if material, are disclosed in the notes to the consolidated financial statements.

#### **xxvi) Judgements and estimates**

In preparing the financial statements the GROUP’s Board of Directors based itself on its best knowledge and experience of past and/or current events while taking into account certain assumptions in respect of future events.

The more significant accounting estimates reflected in the consolidated financial statements for the years ended December 31, 2008 & 2007 include

- fair value and useful lives of the tangible fixed assets, land and buildings in particular;
- impairment tests performed on goodwill;
- recording provisions and impairment losses;
- recognition of costs and income generated by works in progress;
- determination of the fair market value of financial derivatives instruments and of investments held for sale.

The estimates were made on the basis of the best information available on the date of preparation of the consolidated financial statements. However, situations could occur during subsequent periods that, not being predictable at this time, were not taken into account in these estimates. Alterations to these estimates taking place after the date of the consolidated financial statements will be revised in results in a prospective manner, in accordance with IAS 8.

#### **xxvii) Consolidated cash-flow statement**

The consolidated cash-flow statement is prepared in accordance with IAS 7, using the direct method. The GROUP classifies under “Cash & cash equivalents” investments falling due within three months in respect of which the risk of alteration of value is insignificant, including the blocked sums of term deposits of the concessionaire companies assigned to debt servicing.

The cash-flow statement is divided into operating, financing and investing activities. Operating activities include cash received from customers, payments to suppliers, payments to staff and others related with operating activities. Cash flows involved in investing activities include, in particular, acquisitions and disposals of investments in associates and cash paid and received stemming from the purchase and sale of fixed assets.

The cash flows related to financing activities include, in particular, cash paid and received in respect of loans, finance lease contracts and dividend payments.

#### **xxviii) Management of capital invested**

The fundamental aim of capital management at the MOTA-ENGIL GROUP is to ensure the continuity of the GROUP's operations in an endeavour to maximise the creation of value for its shareholders, especially through the adoption of an efficient structure of capital employed through optimisation in the balance sheet of the ratio between own and borrowed funds.

The GROUP's capital structure therefore comprises its shareholders' equity, debt with recourse, debt without recourse and also amounts available as cash & cash equivalents.

Shareholders' equity includes the fully subscribed and paid up equity capital of MOTA-ENGIL SGPS in the sum of €204,635,695, represented by 204,635,695 ordinary shares each of a par value of €1, admitted to listing in the Euronext Lisbon regulated securities market. It also includes all the reserves of capital accumulated by the GROUP, namely those imposed by law, the free reserves, the asset-revaluation reserves, the currency-translation reserves and the goodwill reserves created on the consolidation of the GROUP companies. Lastly, it also includes previous years' results not paid out to shareholders.

Generally speaking, GROUP debt has two sources: debt with recourse and debt without recourse. These two categories differ in the type of liability assumed by the GROUP in respect of fulfilment of the payment obligation. On the one hand, while debt with recourse assumed by any GROUP company can be demanded of its shareholders, debt without recourse, assumed solely within the scope of the concession businesses financed under project finance arrangements, is enforceable only as far as the company that took out the loan is concerned and, therefore, only the assets of that company answer for its payment.

The maturity structure of the debt is suited to the characteristics of the assets it finances, with a focus on long-term maturities so as to meet, above all, the GROUP's investments of a permanent nature.

The origin of the capital requirements imposed on the GROUP externally may be legal or contractual or may be required for access to markets.

The main legal requirement in respect of capital is imposed by Article 35 of the Companies Code, which stipulates that the shareholders' equity of a Company must be more than half the equity capital. At MOTA-ENGIL GROUP there has been no ongoing failure to comply with this rule in that, in those cases where compliance might be temporarily called into question, those measures seen to be most adequate are immediately applied.

Capital requirements imposed contractually mainly involve financing contracts with banks. In more relevant financing transactions, covenants are sometimes established that are linked with ratios that relate the capital structure with the GROUP's operational

profitability. These contractual clauses are defined in the light of negotiations with the financing entities and, throughout the history of the GROUP, there has been no case of breach of such contracts.

A large part of the business carried on by the MOTA-ENGIL GROUP is undertaken in close co-operation with the public sectors of those countries in which it is involved. Both in the construction of public works and in obtaining construction, operating and maintenance licences for public infrastructures, the GROUP faces conditions of access to these markets that are subject to strict regulations and supervision. Some of the conditions of access to these markets require that the bidder has proven financial capacity and robustness, without which it will be excluded. The MOTA-ENGIL GROUP is particularly concerned as to compliance with the requirements usually imposed in this field and, indeed, it has been able to turn this aspect into one of its strong points when compared to its main competitors. This is a competitive advantage compared to its rival bidders in major national and international projects.

#### xxix) Financial risk management

The GROUP's management of the financial risks that it incurs is set out in Chapter 5 of the management report included in this Report and Accounts.

## 2. COMPANIES INCLUDED IN THE CONSOLIDATION

As at December 31, 2008, the companies included in the consolidation and the respective consolidation methods, registered offices, business, proportion of equity capital held, date of incorporation and date of acquisition of the shareholdings are as listed in Appendix A.

Alterations to the consolidation perimeter during 2008 were not significant, as stated in Note 36. Variation of perimeter

## 3. SALES & SERVICES RENDERED

The breakdown of sales and services rendered during the years to December 31, 2008 & 2007 is as follows:

	2008	2007
Sales of merchandise	54,204,065	52,589,515
Sales of products	75,093,865	74,365,146
Services Rendered:		
Public works	800,284,246	530,103,913
Civil construction	506,871,169	332,875,201
Public services concessions	323,014,477	308,115,348
Other	109,263,369	103,850,634
	1,868,731,191	1,401,899,756

During 2008 and 2007 there was no discontinuation of the businesses of the GROUP.

## 4. BUSINESS SEGMENTS

The GROUP makes use of its in-house organisation for management purposes as the basis for reporting information by primary segments.

The GROUP is organised as four main business areas – Engineering & Construction, Environment & Services, Industry & Energy and Transport Concessions – which are co-ordinated and supported by MOTA-ENGIL SGPS and by MESP.

The Engineering & Construction segment includes construction activities, public works and property development.

The Environment & Services segment basically covers the companies engaged in solid urban waste collection and treatment, the water and basic sanitation companies, and the port operations companies.

The Transport Concessions segment includes the companies that hold the motorway concessions.

The figures in respect of MOTA-ENGIL SGPS, MESP and the GROUP companies in the Tourism area are included under “Other, eliminations & intra-group” which also includes sums in respect of inter-business segment flows and balances.

The breakdown of Sales & services rendered and operating profits by primary segments is as follows:

	SALES & SERVICES RENDERED	
	2008	2007
Engineering & Construction	1,466,674,093	1,048,717,881
Environment & Services	285,772,683	248,896,596
Transport concessions	117,002,109	105,629,242
Others, eliminations & intra-Group	(717,694)	(1,343,963)
	1,868,731,191	1,401,899,756

As at December 31, 2008, sales and provision of services between business segments are carried under “Other, eliminations and intra-group”, and are immaterial.

During the years ended December 31, 2008 & 2007, intra-group sales were undertaken at arm's length.

	EBITDA		EBIT	
	2008	2007	2008	2007
Engineering & Construction	129,693,945	91,940,939	73,651,552	44,414,889
Environment & Services	66,367,537	58,663,867	46,747,355	41,188,462
Transport concessions	116,741,694	95,045,180	76,671,580	60,988,965
Others, eliminations & intra-Group	(1,467,037)	2,845,328	(4,330,145)	1,594,071
	311,336,139	248,495,314	192,740,342	148,186,387

Gains on associate companies, net of losses on associate companies, considering also in 2008 the heading Gains/(Losses) on MARTIFER, by primary segment, are as follows:

	GAINS / (LOSSES) ON ASSOCIATE COMPANIES	
	2008	2007
Engineering & Construction	3,386,893	6,013,701
Environment & Services	978,190	(114,279)
Holding, others & adjustments	2,924,179	9,939,318
	7,289,262	15,838,740

The breakdown of the GROUP's total net assets and liabilities of by primary segments is as follows:

	ASSETS			LIABILITIES		
	2008	2007 AS RESTATED	2007	2008	2007 AS RESTATED	2007
Engineering & Construction	1,507,613,672	1,302,159,233	1,324,114,452	1,265,938,819	1,092,497,063	1,089,253,587
Environment & Services	640,908,432	548,246,571	548,246,571	557,379,459	474,488,151	474,488,151
Transport concessions	1,469,142,739	1,376,198,049	1,376,198,049	1,393,988,418	1,292,160,106	1,292,160,106
Others, eliminations & intra-Group	91,986,411	137,766,579	137,766,579	151,027,475	143,497,600	143,497,600
	3,709,651,254	3,364,370,432	3,386,325,651	3,368,334,171	3,002,642,920	2,999,399,444

The GROUP's investments and amortisation by primary segments are as follows:

	NET INVESTMENT		DEPRECIATION	
	2008	2007	2008	2007
Engineering & Construction	119,103,142	111,244,818	43,327,649	38,802,365
Environment & Services	66,440,442	42,179,892	18,941,001	16,958,426
Transport concessions	90,498,000	47,338,424	40,026,649	34,121,862
Others, eliminations & intra-Group	(2,503,687)	-	1,275,595	1,089,642
	273,537,897	200,763,134	103,570,894	90,972,295

The GROUP's business is international in scope and it operates on the Iberian Peninsula, in Central Europe (namely Poland, Hungary, Czech Republic, Romania, Slovakia), in Africa (namely Angola, Mozambique, Malawi, Benin, Algeria, Cape Verde and Chad), in North America (USA) and in South America (Peru, Mexico and Venezuela). There are therefore three major geographic business segments: Iberian Peninsula, Central Europe, and Africa & America.



The breakdown of Sales & services rendered by geographic segment is as follows:

	SALES & SERVICES RENDERED	
	2008	2007
Iberian Peninsula	1,311,866,818	1,050,373,180
Central Europe	332,407,757	221,503,594
Africa & America	424,205,608	239,446,834
Others, eliminations & intra-Group	(199,748,992)	(109,423,852)
	1,868,731,191	1,401,899,756

The breakdown of assets held and investments made by geographic segment is as follows:

	ASSETS			LIABILITIES		
	2008	2007	2007	2008	2007	2007
	AS RESTATED			AS RESTATED		
Iberian Peninsula	3,567,659,678	3,350,157,333	3,350,157,333	220,881,913	164,722,255	164,722,255
Central Europe	294,675,988	251,725,316	273,680,535	25,480,879	11,839,662	11,839,662
Africa & America	479,786,932	320,415,284	320,415,284	29,678,792	24,201,217	24,201,217
Others, eliminations & intra-Group	(632,471,344)	(557,927,501)	(557,927,501)	(2,503,687)	-	-
	3,709,651,254	3,364,370,432	3,386,325,651	273,537,897	200,763,134	200,763,134

## 5. COST OF GOODS SOLD, MATERIALS CONSUMED & SUBCONTRACTS

The breakdown of the cost of materials consumed and subcontracts during the years ended December 31, 2008 & 2007 is as follows:

	MERCHANDISE	RAW & SUBSIDIARY MATERIALS & CONSUMABLES	TOTAL
<b>2007</b>			
Opening stocks	43,968,746	44,539,060	88,507,806
Variation of perimeter	(390,617)	(7,361,632)	(7,752,249)
Purchases	43,547,819	258,322,772	301,870,591
Closing stocks	(49,433,799)	(42,153,300)	(91,587,099)
	37,692,149	253,346,900	291,039,049
Subcontracts			497,176,508
Cost of Goods Sold, Materials Consumed & Subcontracts			788,215,557
<b>2008</b>			
Opening stocks	49,433,799	42,153,300	91,587,099
Restatement	-	(932,249)	(932,249)
Opening stocks as restated	49,433,799	41,221,051	90,654,850
Variation of perimeter	(12,362,801)	124,821	(12,237,980)
Purchases	61,385,154	329,395,849	390,781,003
Closing stocks	(56,640,111)	(64,240,582)	(120,880,693)
	41,816,041	306,501,139	348,317,180
Subcontracts			662,915,399
Cost of Goods Sold, Materials Consumed & Subcontracts			1,011,232,579

## 6. THIRD-PARTY SUPPLIES & SERVICES

The breakdown of third-party supplies & services during the years ended December 31, 2008 & 2007 is as follows:

	2008	2007
Leases & rents	106,448,843	75,217,620
Specialised works	59,887,164	36,309,599
Transport, travel and board & lodging	36,979,537	27,636,951
Maintenance & repairs	25,302,881	20,785,992
Fuel	17,110,128	12,204,966
Commissions & fees	9,891,553	9,509,724
Insurance	9,236,804	9,798,875
Water & electricity	8,745,933	7,738,659
Communications	7,715,349	7,168,749
Utensils & office equipment	6,991,794	5,475,552
Vigilance & security	6,389,036	3,528,310
Advertising & publicity	2,265,320	1,254,423
Other supplies & services	47,633,522	29,207,375
	344,597,864	245,836,795

Rents & leases as at December 31, 2008 & 2007 includes the sums of €7,068,990 and €7,206,955 respectively, in respect of the rents of operational lease transactions.

## 7. STAFF COSTS

The breakdown of staff costs during the years ended December 31, 2008 & 2007 is as follows:

	2008	2007
Remuneration	241,650,928	204,491,294
Social security charges:		
Pensions & other benefits granted	1,293,217	806,192
Other	66,636,520	51,917,211
	309,580,665	257,214,697

Liabilities for Pension and Retirement Plans are detailed in Note 32.

As at December 31, 2008 & 2007, "Other" essentially includes costs borne in respect of Social Security, meal subsidies and sickness benefits and workmen's compensation insurance.

### Average staff numbers:

The average number of personnel in the service of the GROUP during 2008 & 2007 is broken down as follows:

	2008	2007
Management	154	140
Employees	6,745	6,264
Workers	10,867	8,599
	17,766	15,003
Companies in Portugal	8,258	7,926
Companies abroad	3,917	3,338
Branch offices	5,591	3,739
	17,766	15,003

## 8. OTHER OPERATING INCOME / (COSTS)

The breakdown of other operating income and costs during the years ended December 31, 2008 & 2007 is as follows:

	2008	2007
Donations	(706,205)	(497,092)
Gains/(losses) on the sale of fixed assets	6,029,560	10,754,521
Taxes	(17,362,053)	(12,048,999)
Operating subsidies	733,315	1,220,177
Own work capitalised	15,632,307	22,658,701
Other income/(costs)	(12,067,420)	(17,029,833)
	<b>(7,740,496)</b>	<b>5,057,475</b>

The variation under “Taxes” essentially refers to value added tax (VAT) not-deductible on property developments.

“Own work capitalised” essentially includes sums in respect of property developments undertaken by the GROUP.

## 9. DEPRECIATION & AMORTIZATION

Depreciation & Amortization charges for the years ended December 31, 2008 & 2007 are as follows:

	2008	2007
Amortization of intangible fixed assets for the year:		
Development costs	739,790	512,667
Software & other rights	1,427,711	1,199,882
Concession Operation Licenses	1,591,000	1,591,000
	<b>3,758,501</b>	<b>3,303,549</b>
Depreciation of tangible fixed assets for the year:		
Land & buildings	7,199,526	6,454,491
Equipment		
Engineering & Construction	37,672,327	33,540,335
Environment & Services	10,994,708	10,194,537
Transport concessions	39,678,643	33,898,148
Other & eliminations	148,060	309,453
	<b>88,493,738</b>	<b>77,942,473</b>
Other tangible fixed assets	4,119,129	3,271,782
	<b>99,812,393</b>	<b>87,668,746</b>
	<b>103,570,894</b>	<b>90,972,295</b>

## 10. PROVISIONS AND IMPAIRMENT LOSSES

Provisions and impairment losses for the years ended December 31, 2008 & 2007 are as follows:

	2008	2007
Provisions (Note 29. Provisions)		
Engineering & Construction	5,163,117	3,597,950
Environment & Services	1,654,672	1,172,783
	6,817,789	4,770,733
Impairment losses		
stocks (Note 23. Stocks)		
Engineering & Construction	1,633,660	1,116,114
Environment & Services	284	50,376
	1,633,944	1,166,490
trade receivables and other debtors (Note 24. Other financial assets)		
Engineering & Construction	9,204,123	5,212,336
Environment & Services	633,913	349,853
Transport concessions	43,465	1,658
Others & eliminations	2,412	-
	9,883,913	5,563,847
Reversal of provisions and impairment losses		
Engineering & Construction	(3,286,155)	(1,041,100)
Environment & Services	(24,188)	(1,056,033)
Transport concessions	-	(67,305)
Others & eliminations	(400)	-
	(3,310,743)	(2,164,438)
<b>Total of provisions and impairment losses</b>	<b>15,024,903</b>	<b>9,336,632</b>

## 11. FINANCIAL RESULTS

The breakdown of financial results during the years ended December 31, 2008 & 2007 is as follows:

	2008	2007
Financial income & gains		
Loans and accounts receivable:		
Interest income	25,776,249	11,719,066
Payment discounts received	427,299	856,944
Exchange gains	22,676,281	17,757,557
Available-for-sale financial assets:		
Dividends received (Lusoporte and others)	1,654,369	2,227,695
Derivative financial instruments		
Interest-rate derivatives	-	4,025,345
Other financial assets & liabilities		
Other financial income & gains	2,423,751	7,079,218
	52,957,949	43,665,825
Financial costs & losses		
Loans and accounts payable:		
Interest expenses	129,559,940	109,658,640
Payment discounts given	38,710	111,839
Exchange losses	26,881,940	24,017,352
Impairment losses in Available-for-sale financial assets (Note 21)	1,376,010	1,280,011
Losses on investment properties		
Depreciation of investment in real-estate in Angola (Note 1-vii))	412,003	407,871
Derivative financial instruments		
Interest-rate derivatives	2,601,593	-
Other financial assets & liabilities		
Other financial costs & losses	21,847,011	15,643,182
	182,717,207	151,118,895

“Other financial costs & losses” essentially includes costs of bank guarantees, setting up loans and sundry commissions and costs debited by financial institutions.

The breakdown of “Interest expense” as at December 31, 2008 & 2007, is as follows:

	WITH RECOURSE	WITHOUT RECOURSE	TOTAL
<b>2007</b>			
Non-convertible bond loans	5,227,499	-	5,227,499
Amounts owed to credit institutions:			
Bank loans	17,911,378	55,346,091	73,257,469
Overdraft facilities	3,852,268	656	3,852,924
Guaranteed accounts	2,293,151	349,996	2,643,147
Other loans obtained:			
Commercial paper issues	9,878,602	-	9,878,602
Other	537,414	-	537,414
	39,700,312	55,696,743	95,397,055
Other interest expense (factoring, leasing and other)	13,843,621	417,964	14,261,585
	53,543,933	56,114,707	109,658,640
<b>2008</b>			
Non-convertible bond loans	6,864,577	-	6,864,577
Amounts owed to credit institutions:			
Bank loans	19,545,540	58,945,402	78,490,942
Overdraft facilities	6,802,117	71,479	6,873,596
Guaranteed accounts	3,259,969	169,486	3,429,455
Other loans obtained:			
Commercial paper issues	14,307,212	-	14,307,212
Other	961,219	-	961,219
	51,740,634	59,186,367	110,927,001
Other interest expense (factoring, leasing and other)	18,422,064	210,875	18,632,939
	70,162,698	59,397,242	129,559,940

The breakdown of financial charges capitalised as at December 31, 2008 & 2007 is as follows:

	2008	2007
Fixed assets	2,565,079	6,372,734
Inventories	2,536,733	1,475,347
	5,101,812	7,848,081

For the purpose of capitalising financial charges at the acquisition cost of the assets under construction referred to above, as at December 31, 2008 & 2007, average rates of 6.15% and 5.45% respectively were used.

## 12. GAINS & LOSSES ON ASSOCIATE COMPANIES

As at December 31, 2008 & 2007, the GROUP's sensitivity to interest rates is as follows:

	ESTIMATED IMPACT	
	2008	2007
Variation of financial profit & loss on a 1 p.p.		
alteration of the interest rate applied to the entire debt	20,314,457	19,155,746
Fixed-rate hedging	(7,202,538)	(4,985,612)
Interest-rate derivatives instruments hedging	(4,783,965)	(5,581,987)
Sensitivity of financial profit & loss to interest-rate variations:	8,327,954	8,588,147

The gains on associate companies for the years ended December 31, 2008 & 2007 are as follows:

	2008	2007
Ambilital	188,906	60,930
Asinter	241,289	170,767
Auto Sueco Angola	3,788,211	3,204,652
Cimertex Angola	-	32,232
Citrup	113,179	85,790
Civibril	784	-
Jardimaia	50,126	-
Somafel e Ferrovias, ACE	13,814	19,684
Ecolezária	27,762	18,573
Martifer Group	2,789,983	9,882,782
UTE - Boqueixon	-	226,947
Paviterra	-	2,384,350
Setulset	-	22,540
Socibil	-	17,377
Soltysowska	87,472	21,841
Sonauta	-	61,031
Tersado	342,480	539,858
TMB	-	223,081
Vortal	422,078	186,487
	8,066,084	17,158,924

The losses on associate companies for the years ended December 31, 2008 & 2007 are as follows:

	2008	2007
Berd	112,622	-
Cimertex Angola	41,346	8,473
Hidrocontrato	5,901	-
Inovia	1,085	-
Logz	24,881	-
Nova Ponte, ACE	32,386	45,613
Obol	551,145	-
Ponte do Sado, ACE	-	25,257
RL SGPS	-	1,186,530
Tecnoceano	-	51,773
Turalgo	6,092	2,538
Vibeiras, ACE	1,364	-
	776,822	1,320,184
Gains / (losses) in associate companies	7,289,262	15,838,740

As at December 31, 2008, "Gains/(losses) of capital in Martifer" also includes, via the application of the equity method, the positive effect of the gain obtained by MARTIFER

## 13. INCOME TAX

SGPS on the sale of a part of its holding in Repower Systems (€15,224,301), as well as the negative effect of the sale of shares held in EDP (€13,321,928).

As at December 31, 2007, “Gains/(losses) of capital in Martifer” refers to the gain obtained on the public offering and consequent stock-market listing of the then subsidiary MARTIFER SGPS (now an associate).

The breakdown of deferred tax assets and liabilities for the years ended December 31, 2008 & 2007 is as follows:

Differences to be deducted from taxable income, giving rise to deferred tax assets, are as follows:

	2008	2007
Provisions not accepted for tax purposes	(44,336,812)	(47,228,786)
Accrued costs not accepted for tax purposes	(6,244,496)	(3,480,292)
Tax losses	(63,223,513)	(39,446,726)
Reduction of depreciation not accepted for tax purposes	(4,164,567)	(3,201,553)
Other	(5,220,089)	(4,228,003)
	(123,189,477)	(97,585,360)

Differences to be added to taxable profits, giving rise to deferred tax liabilities, are as follows:

	2008	2007
Revaluation of fixed assets	29,240,893	34,477,151
Losses on incorporated joint ventures	7,418,524	7,418,524
Deferred capital gains tax	1,529,897	1,601,063
Depreciation not accepted for tax purposes	5,005,889	5,043,317
Untaxed accrued income	891,271	12,148,471
Other	33,310,881	9,052,941
	77,397,355	69,741,467

As at December 31, 2008, the deferred tax assets and liabilities calculated at the tax rates ruling locally amounted to €33,375,415 and €26,731,742 respectively (2007: €29,987,157 and €28,440,239 respectively), with a positive effect on the income statement in the sum of €5,096,755 (2007: positive effect of €2,870,631).

An evaluation was performed on December 31, 2008 & 2007 of the deferred tax assets and liabilities recognised, which were recorded only to the extent that it was probable, with reasonable certainty, that there would be future taxable profits against which the tax losses or deductible tax differences could be used. This evaluation was based on the business plans of the GROUP companies, periodically reviewed and updated.

Reconciliation of the tax for the year and current tax is as follows:

	2008	2007
Current tax	38,466,932	19,130,964
Net reversion of taxes brought forward	(5,468,999)	(1,778,986)
Deferred taxes related to amortising the fixed-asset revaluation reserves	(576,091)	(145,530)
Reversion of deferred taxes generated by temporary differences	(1,671,544)	(2,424,880)
Deferred taxes in respect of changes to the tax rates or of the introduction or abolition of taxes	572,126	583,460
Other differences not previously recognised as deferred taxes	(821,761)	895,305
Deferred tax	(7,966,269)	(2,870,631)
Tax for the year	30,500,663	16,260,333
Real tax rate	43.4%	13.1%

MOTA-ENGIL SGPS and its domestic subsidiaries are taxed individually and are subject to corporate income tax (IRC) at the normal rate of 25%. In accordance with the location of the registered offices of the subsidiaries, the income tax is increased by a municipal surcharge of up to 1.5% leading to an aggregate tax rate of 26.5%.

As at December 31, 2008 & 2007, reconciliation between the nominal and real income tax rates was as follows:

	RATE	TAX BASE	TAX
Nominal rate & tax on income	26.5%	70,270,346	18,621,642
Results of associates using the equity method	-2.0%	(5,386,889)	(1,427,526)
Difference between tax and book gains and losses	-0.5%	(1,261,000)	(334,165)
Tax losses for which no deferred tax assets were recognised	13.7%	36,307,380	9,621,456
Reversal of losses carried forward	2.4%	6,328,996	1,677,184
Untaxed dividends	-0.6%	(1,650,843)	(437,473)
Differentiated tax rates	-0.7%	(1,851,376)	(490,615)
Gains on derivative instruments	1.0%	2,601,593	689,422
Autonomous taxation & other costs (other than provisions), non fiscal & non revertible	2.8%	7,413,021	1,964,451
Other adjustments	0.9%	2,325,611	616,287
Real rate & tax on income	43.4%		30,500,663



The breakdown of deferred tax assets, resulting from tax losses, that are expected to be recovered in coming years, is as follows:

	AMOUNT 2008	AMOUNT 2007
Year booked:		
up to & including 2004	3,812,407	5,316,736
2005	569,033	899,613
2006	246,859	588,673
2007	2,273,850	3,696,347
2008	9,670,840	-
	16,572,989	10,501,369
Year of expiry:		
2008	-	1,830,778
2009	1,004,229	642,322
2010	913,846	2,579,985
2011	2,512,305	1,086,860
2012	717,138	-
after 2012	11,425,471	4,361,424
	16,572,989	10,501,369

In accordance with prevailing legislation, tax returns are subject to revision and correction by the tax authorities during a period of four years (ten years for Social Security up to and including 2000, and five years as from 2001), except in the event of tax losses or tax benefits, or if inspections, claims or contestation are in progress, in which case, depending on the circumstances, the deadlines are increased or suspended. Therefore, the tax returns for 2005 to 2008 may still be subject to review. The GROUP's Board of Directors is of the opinion that any corrections arising from different interpretations of prevailing legislation by the tax authorities will not have a significant effect on the attached consolidated financial statements.

As corroborated by our lawyers and tax consultants, there are no material assets or liabilities associated with probable or possible tax contingencies that ought to be disclosed in the Notes to the consolidated financial statements as at December 31, 2008.

## 14. DIVIDENDS

The Individual Management Report contains the following proposal: the Board of Directors of MOTA-ENGIL, SGPS, SA proposes to the Annual General Meeting the following appropriation of the Net Profit for the year in the sum of €24,865,993:

- to legal reserve, 5% or €1,243,299.65;
- for distribution to the Board of Directors under the terms of article 27.3 of the articles of association, the sum of €700,000, or about 2.8%;
- for distribution to shareholders, 11 cents per share, gross, totalling €22,509,926.45; and
- to free reserves, the remainder, or €412,766.90.

On April 28, 2008, a start was made to payment of the dividend of €0.11 per share in respect of fiscal 2007, a total of €22,509,926.45 having been paid.

On April 30, 2007, a start was made to payment of the dividend of €0.11 per share in respect of fiscal 2006, a total of €22,509,926.45 having been paid.

## 15. EARNINGS PER SHARE

The COMPANY has issued only ordinary shares, and there are therefore no special dividend or voting rights.

There is no situation within the GROUP that could constitute a reduction of earnings per share caused by options, warrants, convertible bonds or other rights linked to ordinary shares.

There is therefore no dissimilarity between the calculation of basic earnings per share and of diluted earnings per share.

No ordinary shares were issued during 2008 and 2007. The average number of ordinary shares during these years was affected only by the number of own shares as detailed in Note 25. Equity capital and reserves.

Determination of earnings per share in 2008 and 2007 was as follows:

		2008	2007
Consolidated net profit/(loss) attributable to the Group	(I)	30,565,438	97,538,375
Total number of ordinary shares	(II)	204,635,695	204,635,695
Number of own shares at the year-end	(III)	10,636,328	9,133,745
Weighted average number of own shares	(IV)	9,846,950	8,325,667
Number of shares outstanding	(II - IV)	194,788,745	196,310,028
Earnings per share:			
basic	(I) / (II - IV)	0.1569	0.4969
diluted	(I) / (II - IV)	0.1569	0.4969

## 16. GOODWILL

The breakdown of goodwill in respect of the years ended December 31, 2008 & 2007 is as follows:

	GROSS GOODWILL	2008 ACCUMULATED IMPAIRMENTS	NET GOODWILL	2007 NET GOODWILL
Aenor	8,636,270	-	8,636,270	8,636,270
Almaque	421,292	-	421,292	421,292
Aurimove	83,242	(33,297)	49,945	49,945
Bouncer	1,789,729	-	1,789,729	1,806,566
Corgimobil	635,615	-	635,615	635,615
Correia & Correia	969,823	(51,653)	918,170	918,170
Crespo	1,343,052	-	1,343,052	1,343,052
Ekosrodowisko	328,055	-	328,055	301,157
Grossiman	2,146,157	-	2,146,157	2,146,157
Indaqua	2,351,508	-	2,351,508	2,351,508
Indaqua Feira	78,048	-	78,048	78,048
Jardimaia	-	-	-	79,737
Lokemark	401,861	-	401,861	401,861
Lusoscut BLA	8,536,592	-	8,536,592	8,536,592
Lusoscut CP	4,998,543	-	4,998,543	4,998,543
Lusoscut GP	5,387,300	-	5,387,300	5,387,300
Manvia	651,026	(74,662)	576,364	576,364
Maprel Nelas	526,700	(210,680)	316,020	316,020
Martifer	-	-	-	870,612
MKC	271,708	-	271,708	271,708
Mota-Engil Eslováquia	100,262	-	100,262	100,262
Mota-Engil Polska	4,162,731	(928,847)	3,233,884	3,737,842
Mota-Engil S. Tomé	142,752	-	142,752	142,752
Mota-Viso	19,900	(7,960)	11,940	11,940
Multiterminal	26,455,556	-	26,455,556	26,455,556
Novaflex	422,888	-	422,888	423,388
Probialp	1,343,312	-	1,343,312	1,343,312
Probisa	11,375	-	11,375	11,375
Qualibetão	526,637	(210,655)	315,982	315,982
Sefimota	1,148,630	-	1,148,630	823,485
Sadoport	1,585,500	(1,585,500)	-	1,583,555
Suma	8,719,508	(841,456)	7,878,052	7,876,815
Tersado	229,497	-	229,497	229,497
Tertir	73,395,103	-	73,395,103	73,395,103
Tracevia	1,908,225	-	1,908,225	-
Tratofoz	174,405	-	174,405	-
Triu	3,928,391	-	3,928,391	-
Vibeiras	189,314	-	189,314	189,314
Vortal	-	-	-	986,650
	164,020,507	(3,944,710)	160,075,797	157,753,345

Movements under goodwill during the years ended December 31, 2008 & 2007 were as follows:

	% OF ACQUISITION	2008	2007
Goodwill at the beginning of the year		157,753,345	56,935,679
<b>Increases of goodwill</b>			
Almaque	65%	-	421,292
Crespo	50%	-	1,343,052
Ecolatlântica	100%	-	150,850
Engglobo	100%	-	153,279
Grossiman	50%	-	2,146,157
Lokemark	30%	-	401,861
Mota-Engil Eslováquia	20%	-	100,262
Mota-Engil S. Tomé	100%	-	142,752
Multiterminal	100%	-	26,455,556
Novaflex	100%	-	423,388
Probigalp	25%	-	1,343,312
Probisa	50%	-	11,375
Sadoport	10%	-	100,365
Sefimota	20%	-	823,485
Sefimota (Jeremiasova)	10%	325,145	-
Tertir	100%	-	73,395,103
Tracevia	25%	1,908,225	-
Tratofoz	100%	174,405	-
Triu	100%	3,928,391	-
Other		2,681	-
		6,338,847	107,412,089
<b>Impairment losses</b>			
Sadoport		(1,585,500)	-
<b>Alterations of goodwill for perimeter variations</b>			
Martifer Group (Note 20. Investments in associate companies)		(870,612)	(1,540,880)
Jardimaia		(79,737)	-
Sol-S and Solsuni		-	(5,362,391)
Vortal (Note 20. Investments in associate companies)		(986,650)	-
		(1,936,999)	(6,903,271)
<b>Alterations to goodwill for currency updates</b>			
Bouncer		(16,837)	56,331
Ekosrodowisko		26,899	20,792
Mota-Engil Polska		(503,958)	231,725
		(493,896)	308,848
Goodwill at the end of the year		160,075,797	157,753,345

The acquisitions referred to above were recorded using the full consolidation method and cash was paid in consideration of their acquisition. The GROUP did not sell, as a result of these acquisitions, any of the operations undertaken by the companies that were bought.

The GROUP performs yearly impairment tests on goodwill as determined by Indent i) of the Main valuation criteria in Note 1. Accounting Policies. As at December 31, 2008, the methods and assumptions used to assess the existence or otherwise of impairment in respect of the main figures for goodwill carried in the attached financial statements were as follows:

	<b>AENOR GROUP</b>	<b>SUMA GROUP</b>	<b>MOTA-ENGIL POLSKA</b>	<b>TERTIR GROUP</b>
Net value of goodwill	27,558,705	12,229,331	3,233,884	99,850,659
Method used	Value in use	Value in use	Value in use	Value in use
Basis used	Business plans	Forecasts	Forecasts	Business plans
Period used	Useful life	5 years	5 years	Useful life
Growth rates of cash flows in perpetuity	n.a.	1%	5%	n.a.
Discount rate used	6.5 % to 10%	7.93%	8.9%	7.5%

Value-in-use corresponds to the estimated present value of future cash flows, as determined on the basis of budgets and business plans duly approved by the Group's board of directors which cover a period of five years, on average. Cash-flow projections beyond five years have been extrapolated using a fixed growth rate in perpetuity, which does not exceed the future average growth rate of the revenues of the sector in which the company operates.

The main assumptions used to determine the value-in-use essentially include: (i) the subsidiary's market share; (ii) the growth prospects for the market in which it operates; (iii) the regulatory changes that could come to influence the subsidiary's business; and (iv) the required level of investments, etc. Quantification of the said assumptions was undertaken on the basis of historic data and of the experience of the GROUPS's Board of Directors. Nevertheless, these assumptions could be affected by phenomena of a political, economic or legal nature that are unpredictable at this time.

As at December 31, 2008, as a result of impairment tests performed, an impairment loss was recorded corresponding to the total value of the goodwill in Sadoport. During 2007 there were no impairment losses in respect of goodwill.

Acquisitions of financial holdings during 2008 did not have a material impact on the GROUP's Assets, Liabilities, Costs and Income and were not therefore disclosed.

The MOTA-ENGIL GROUP acquired no materially significant financial holding between December 31, 2008 and the date of approval of these financial statements.

## 17. INTANGIBLE FIXED ASSETS

The breakdown of the net values of intangible fixed assets per business area in respect of fiscal 2008 and 2007 is as follows:

	ENGINEERING & CONSTRUCTION	ENVIRONMENT & SERVICES	TRANSPORT CONCESSIONS	OTHER & ELIMINATIONS	MOTA-ENGL GROUP
<b>2007</b>					
Development costs	139,989	1,424,101	711,759	-	2,275,849
Software & other rights	1,670,695	1,012,611	41,869	626,420	3,351,595
Concession Operation Licenses	-	40,440,000	-	-	40,440,000
Fixed assets in progress	377,824	301,757	120,746	-	800,327
Other intangible fixed assets	-	31,974	72,166	-	104,140
	2,188,508	43,210,443	946,540	626,420	46,971,911
<b>2008</b>					
Development costs	555,149	1,280,222	656,945	25,580	2,517,896
Software & other rights	1,198,054	1,048,946	39,809	456,474	2,743,283
Concession Operation Licenses	-	38,849,000	-	-	38,849,000
Fixed assets in progress	23,120	1,420,966	6,727	446,814	1,897,627
Other intangible fixed assets	-	-	92,920	-	92,920
	1,776,323	42,599,134	796,401	928,868	46,100,726

The breakdown of gross intangible fixed assets in respect of the years ended December 31, 2008 & 2007 is as follows:

	DEVELOPMENT COSTS	SOFTWARE & OTHER RIGHTS	CONCESSION OPERATION LICENSES	FIXED ASSETS IN PROGRESS	OTHER INTANGIBLE FIXED ASSETS	TOTAL
<b>2007</b>						
Opening balance	5,386,101	8,950,417	-	260,789	3,999	14,601,306
Increases	1,712,974	934,039	42,031,000	782,444	78,895	45,539,352
Disposals	-	(66,736)	-	(76,000)	-	(142,736)
Write-offs	(735,630)	(17,106)	-	(172,604)	-	(925,340)
Exchange Differences	(1,558)	27,038	-	21,318	-	46,798
Variation of perimeter	4,915,053	(124,733)	-	358,950	21,246	5,170,516
Transfers & other movements	(257,089)	687,305	-	(374,570)	-	55,646
	11,019,851	10,390,224	42,031,000	800,327	104,140	64,345,542
<b>2008</b>						
Opening balance	11,019,851	10,390,224	42,031,000	800,327	104,140	64,345,542
Increases	669,263	1,064,241	-	1,813,436	96,915	3,643,855
Disposals	-	(117,627)	-	-	-	(117,627)
Write-offs	(13,265)	(7,822)	-	-	-	(21,087)
Exchange Differences	(23,103)	(154,204)	-	(3,966)	-	(181,273)
Variation of perimeter	646,060	(97,312)	-	(206,897)	(76,161)	265,690
Transfers & other movements	174,635	45,638	-	(505,273)	(31,974)	(316,974)
	12,473,441	11,123,138	42,031,000	1,897,627	92,920	67,618,126

The amount carried under “Concessions’ operating licences” corresponds to the value assigned to the port concessions as a result of the determination of the fair value of the assets and liabilities acquired from the TERTIR GROUP and from MULTITERMINAL at the time of imputation of the cost of the business combination undertaken in 2007 in the light of IFRS 3 – Business combinations.

Information on the amounts of depreciation of and impairment losses on intangible fixed assets in respect of the years ended December 31, 2008 & 2007 is as follows:

	DEVELOPMENT COSTS	SOFTWARE & OTHER RIGHTS	CONCESSION OPERATION LICENSES	FIXED ASSETS IN PROGRESS	OTHER INTANGIBLE FIXED ASSETS	TOTAL
<b>2007</b>						
Opening balance	(4,951,956)	(6,132,772)	-	-	-	(11,084,728)
Increases	(512,667)	(1,199,882)	(1,591,000)	-	-	(3,303,549)
Disposals	-	36,050	-	-	-	36,050
Write-offs	735,630	17,106	-	-	-	752,736
Revaluations	-	(80,266)	-	-	-	(80,266)
Exchange Differences	431	(17,707)	-	-	-	(17,276)
Variation of perimeter	(4,254,419)	379,547	-	-	-	(3,874,872)
Transfers & other movements	238,979	(40,705)	-	-	-	198,274
	(8,744,002)	(7,038,629)	(1,591,000)	-	-	(17,373,631)
<b>2008</b>						
Opening balance	(8,744,002)	(7,038,629)	(1,591,000)	-	-	(17,373,631)
Increases	(739,790)	(1,427,711)	(1,591,000)	-	-	(3,758,501)
Disposals	-	117,627	-	-	-	117,627
Write-offs	13,265	7,125	-	-	-	20,390
Exchange Differences	20,023	73,828	-	-	-	93,851
Variation of perimeter	(507,794)	26,473	-	-	-	(481,321)
Transfers & other movements	2,754	(138,569)	-	-	-	(135,815)
	(9,955,544)	(8,379,856)	(3,182,000)	-	-	(21,517,400)
<b>Net value</b>						
2007	2,275,849	3,351,595	40,440,000	800,327	104,140	46,971,911
2008	2,517,897	2,743,282	38,849,000	1,897,627	92,920	46,100,726

Gauging the existence or otherwise of impairment in respect of the main amounts of Intangible fixed assets is performed using the Business Plans of the companies in question.

The valuation criteria established by the GROUP for valuation of these intangible fixed assets are detailed in indent ii) of the Main valuation criteria in Explanatory Note 1. Accounting Policies.

## 18. FIXED ASSETS UNDER CONCESSION

The breakdown of the net values of fixed assets under concession per business area in respect of fiscal 2008 & 2007 is as follows:

	ENGINEERING & CONSTRUCTION	ENVIRONMENT & SERVICES	TRANSPORT CONCESSIONS	OTHER & ELIMINATIONS	MOTA-ENGL GROUP
<b>2007</b>					
Land & buildings	-	29,587,289	23,825	-	29,611,114
Equipment	-	33,160,663	999,768,049	-	1,032,928,712
Tangible fixed assets in progress	-	22,475,852	30,724,504	-	53,200,356
Other tangible fixed assets	-	8,839,518	1,096,330	-	9,935,848
	-	94,063,322	1,031,612,708	-	1,125,676,030
<b>2008</b>					
Land & buildings	-	55,230,554	18,675	-	55,249,229
Equipment	-	42,193,430	962,108,997	-	1,004,302,427
Tangible fixed assets in progress	-	5,803,102	89,964,372	-	95,767,474
Other tangible fixed assets	-	7,353,962	455,778	-	7,809,740
	-	110,581,048	1,052,547,822	-	1,163,128,870

The information on gross tangible fixed assets under concession in respect of the years ended December 31, 2008 & 2007 is as follows:

	LAND & BUILDINGS	EQUIPMENT	TANGIBLE FIXED ASSETS IN PROGRESS	OTHER FIXED ASSETS	TOTAL
<b>2007</b>					
Opening balance	21,879,975	3,695,507	4,176,309	3,525	29,755,316
Increases	3,075,573	21,591,816	42,967,153	1,467,729	69,102,271
Disposals	-	(1,505,976)	-	(306,376)	(1,812,352)
Write-offs	-	(2,243,211)	(408)	(2,927)	(2,246,546)
Variation of perimeter	10,819,592	566,695,258	550,713,464	38,697,225	1,166,925,539
Transfers & other movements	2,042,239	540,868,565	(544,656,163)	(105,222)	(1,850,581)
	37,817,379	1,129,101,959	53,200,355	39,753,954	1,259,873,647
<b>2008</b>					
Opening balance	37,817,379	1,129,101,959	53,200,355	39,753,954	1,259,873,647
Increases	5,154,499	8,057,526	70,378,800	1,524,722	85,115,547
Disposals	(173,237)	(593,411)	(303,817)	(1,151,045)	(2,221,510)
Write-offs	(83,941)	(124,680)	(0)	(1,913)	(210,534)
Variation of perimeter	(357,108)	6,386	398,630	1,708	49,616
Transfers & other movements	23,097,423	8,743,270	(27,906,494)	(1,678,426)	2,255,773
	65,455,015	1,145,191,050	95,767,474	38,449,000	1,344,862,539



Information on the amounts of depreciation and impairment losses in respect of tangible fixed assets under concession in respect of the years ended December 31, 2008 & 2007 is as follows:

	LAND & BUILDINGS	EQUIPMENT	TANGIBLE FIXED ASSETS IN PROGRESS	OTHER FIXED ASSETS	TOTAL
<b>2007</b>					
Opening balance	(2,779,718)	(1,482,587)	-	(1,147)	(4,263,452)
Increases	(1,506,680)	(38,524,764)	-	(1,958,293)	(41,989,737)
Disposals	-	937,470	-	-	937,470
Write-offs	-	62,670	-	2,923	65,593
Variation of perimeter	(3,920,043)	(57,202,976)	-	(27,875,611)	(88,998,630)
Transfers & other movements	176	36,939	-	14,024	51,139
	(8,206,265)	(96,173,248)	-	(29,818,104)	(134,197,617)
<b>2008</b>					
Opening balance	(8,206,265)	(96,173,248)	-	(29,818,104)	(134,197,617)
Increases	(2,113,000)	(45,305,610)	-	(2,527,475)	(49,946,085)
Disposals	-	505,456	-	1,108,771	1,614,227
Write-offs	59,775	75,246	-	1,638	136,659
Variation of perimeter	53,705	13,566	-	30	67,301
Transfers & other movements	-	(4,034)	-	595,880	591,846
	(10,205,785)	(140,888,624)	-	(30,639,260)	(181,733,669)
<b>Net value</b>					
2007	29,611,114	1,032,928,711	53,200,355	9,935,850	1,125,676,030
2008	55,249,230	1,004,302,426	95,767,474	7,809,740	1,163,128,870

The valuation criteria adopted and the depreciation rates used are detailed in indent v) of the Main valuation criteria in Note 1. Accounting Policies.

The GROUP's main motorway and port concessions, their principal characteristics and duration are detailed hereunder:

	TYPE	DURATION WITHOUT PROROGATION	REVERSIBLE ASSETS
<b>Aenor Group</b>			
Aenor	Motorway	2029	Yes
Aenor Douro Interior	Motorway	2038	Yes
Luso GL	Motorway	2036	Yes
Lusoponte	Bridge	2030	Yes
Lusoscut BLA	Motorway	2031	Yes
Lusoscut CP	Motorway	2030	Yes
Lusoscut GP	Motorway	2032	Yes
<b>Indaqua Group</b>			
Indaqua Fafe	Water	2020	Yes
Indaqua Feira	Water and sewage	2049	Yes
Indaqua Matosinhos	Water and sewage	2032	Yes
Indaqua Tirso	Water	2034	Yes
Indaqua Vila do Conde	Water	2047	Yes
<b>Tertir Group</b>			
Liscont	Port	2042	Yes
Socarpur Aveiro	Port	2026	Yes
Sotagus	Port	2020	Yes
TCL	Port	2025	Yes
TMB	Port	2020	Yes
<b>Other</b>			
Sadoport	Port	2025	Yes
Tersado	Port	2024	Yes

Gauging the existence or otherwise of impairment in respect of the main amounts of Fixed assets under concession is performed using the Business Plans of the companies in question.

## 19. FIXED ASSETS

The breakdown of the net values of tangible fixed assets not under concession per business area in respect of fiscal 2008 and 2007 is as follows:

	ENGINEERING & CONSTRUCTION	ENVIRONMENT & SERVICES	TRANSPORT CONCESSIONS	OTHER & ELIMINATIONS	MOTA-ENGL GROUP
<b>2007</b>					
Land & buildings	115,416,473	78,796,267	-	21,152,064	215,364,804
Equipment	128,242,635	18,794,700	37,603	1,867,287	148,942,225
Tangible fixed assets in progress	31,627,732	7,486,093	-	214,187	39,328,012
Other tangible fixed assets	4,734,032	318,340	-	920	5,053,292
	280,020,872	105,395,400	37,603	23,234,458	408,688,333
<b>2008</b>					
Land & buildings	141,798,729	50,227,932	-	19,827,779	211,854,440
Equipment	168,732,185	23,467,557	40,347	1,405,734	193,645,823
Tangible fixed assets in progress	34,901,887	29,804,494	-	380,133	65,086,514
Other tangible fixed assets	5,067,552	616,831	-	1,127	5,685,510
	350,500,353	104,116,814	40,347	21,614,773	476,272,287

The information on gross tangible fixed assets not under concession in respect of the years ended December 31, 2008 & 2007 is as follows:

	LAND & BUILDINGS	EQUIPMENT	TANGIBLE FIXED ASSETS IN PROGRESS	OTHER FIXED ASSETS	TOTAL
<b>2007</b>					
Opening balance	219,075,407	482,990,840	21,360,210	11,781,481	735,207,938
Increases	5,406,686	54,411,226	31,405,842	1,137,599	92,361,353
Disposals	(4,145,488)	(24,933,272)	(240,956)	(115,252)	(29,434,968)
Write-offs	(1,704,399)	(8,537,508)	(163,894)	(262,994)	(10,668,795)
Revaluations	184,816	-	-	-	184,816
Exchange differences	(1,934,477)	(2,644,443)	(462,210)	277,706	(4,763,424)
Variation of perimeter	49,699,809	(15,285,516)	(5,974,194)	(4,338,967)	24,101,132
Transfers & other movements	(7,704,454)	10,982,292	(6,596,784)	(174,833)	(3,493,779)
	258,877,900	496,983,619	39,328,014	8,304,740	803,494,273
<b>2008</b>					
Opening balance	258,877,900	496,983,619	39,328,014	8,304,740	803,494,273
Increases	22,387,293	79,278,915	60,455,202	1,370,034	163,491,444
Disposals	(1,124,813)	(16,300,047)	(2,260,445)	(89,665)	(19,774,970)
Write-offs	(180,069)	(4,025,879)	(5,547,311)	(188,423)	(9,941,682)
Exchange differences	380,928	(1,761,783)	955,293	(684,001)	(1,109,563)
Variation of perimeter	2,172,398	7,199,331	1,968,520	202,395	11,542,644
Transfers & other movements	(23,453,616)	8,628,953	(29,812,758)	738,542	(43,898,879)
	259,060,021	570,003,109	65,086,515	9,653,622	903,803,267

Information the amounts of depreciation and impairment losses in respect of fixed assets not under concession in respect of the years ended December 31, 2008 & 2007 is as follows:

	LAND & BUILDINGS	EQUIPMENT	TANGIBLE FIXED ASSETS IN PROGRESS	OTHER FIXED ASSETS	TOTAL
<b>2007</b>					
Opening balance	(45,863,373)	(345,148,823)	-	(2,398,733)	(393,410,929)
Increases	(5,381,052)	(39,417,709)	-	(880,248)	(45,679,009)
Disposals	1,640,670	21,265,463	-	2,213	22,908,346
Write-offs	1,704,399	8,426,053	-	262,994	10,393,446
Exchange differences	212,544	2,500,655	-	(77,733)	2,635,466
Variation of perimeter	1,003,197	10,502,576	-	(160,557)	11,345,216
Transfers & other movements	3,170,520	(6,169,608)	-	612	(2,998,476)
	(43,513,095)	(348,041,393)	-	(3,251,452)	(394,805,940)
<b>2008</b>					
Opening balance	(43,513,095)	(348,041,393)	-	(3,251,452)	(394,805,940)
Increases	(5,086,526)	(43,188,128)	-	(1,591,654)	(49,866,308)
Disposals	617,617	13,675,668	-	3,157	14,296,442
Write-offs	85,755	2,287,872	-	113,427	2,487,054
Exchange differences	(53,339)	1,081,577	-	253,824	1,282,062
Variation of perimeter	1,478,393	2,664,335	-	(128,419)	4,014,309
Transfers & other movements	(734,384)	(4,837,216)	-	633,001	(4,938,599)
	(47,205,579)	(376,357,285)	-	(3,968,116)	(427,530,980)
<b>Net value</b>					
2007	215,364,805	148,942,226	39,328,014	5,053,288	408,688,333
2008	211,854,442	193,645,824	65,086,515	5,685,506	476,272,287

The valuation criteria adopted, the depreciation rates used and the residual values determined are detailed in indents iii), iv) and v) of the Main valuation criteria in Note 1. Accounting Policies.

As at December 31, 2008, the sum of €28,580,096, net of depreciation, carried under “Land & buildings” is in respect of quarry operations. To obtain the fair value of the quarries several factors are taken into account, such as the area licensed, the operational capacity, the costs of landscape recovery and the residual value of the land after the quarry is shut down. Additional information on the exploitation of the Group’s mineral resources can be found in Note 34. Exploitation of mineral resources.

As a result of updating the quarries to their fair value in 2008, a reduction of their value was recorded in the sum of €3,010,235, with a contra entry under shareholders’ equity.

As at December 31, 2008 & 2007, the following tangible fixed assets, net of depreciation and of accumulated impairment losses, owned by MOTA-ENGIL ENGENHARIA, were located abroad at branches and subsidiaries:

	31.12.08	31.12.07
Angola	78,722,875	60,924,630
Benin	205	1,175
Bulgaria	-	43
Cape Verde	1,073,900	54,097
Chad	21,189	41,807
Ghana	-	38
Hungary	-	5,639
Ireland	1,326	3,850
Malawi	13,715,998	5,276,388
Mozambique	1,091,020	2,146,634
Poland	638,216	778,115
Romania	295,235	88,329
S. Tomé and Príncipe	109,556	140,827
	95,669,520	69,461,572

Land and buildings are carried at their market value. The valuation method used by the real-estate valuers (Luso-Roux) to determine the fair value of the GROUP's properties is the depreciated replacement cost method, the valuations having been performed in keeping with international valuation standards.

The fair value of the properties does not include any tax or costs that must be incurred by the buyer with the purchaser of the property and it was determined, as far as land is concerned, taking into account the market price for similar assets and, in the case of buildings, their actual construction cost. The location, accesses, size and form of the properties were also taken into account in the determination of their fair value.

During 2008 the GROUP updated the valuations of some of its properties, though there were no significant alterations to their fair value.

As at December 31, 2008 & 2007 except for assets acquired under finance leases, for fixed assets allocated to concessions and the pledged assets referred to in Note 31. Commitments, there were no other tangible fixed assets pledged or mortgaged to financial institutions to secure loans obtained.

## 20. FINANCIAL INVESTMENTS UNDER THE EQUITY METHOD

As at December 31, 2008 & 2007, the breakdown of the figures for financial investments under the equity method is as follows:

	31.12.08	31.12.07
<b>Engineering &amp; Construction</b>		
Asinter	302,637	232,116
Auto Sueco Angola	6,539,757	4,876,575
Bergamon	9,350,003	4,083,909
Berd	1,267,182	-
Cimertex Angola	-	105,447
Matbut Holding	-	7,331,455
Mamaia	2,979,725	-
Obol	21,550,744	22,500,000
Pavitterra	-	3,264,281
Sonauta	-	148,618
Solty	106,453	-
Turalgo	234,666	240,759
<b>Environment &amp; Services</b>		
Ambilital	1,004,799	757,975
Citrup	143,886	116,497
Ecolezíria	47,436	-
Tersado	898,653	1,180,276
TMB	-	749,624
Vortal	2,164,413	822,291
<b>Transport concessions</b>		
Ascendi	-	3,000,000
AE Perote-Banderilla	23,906,202	-
<b>Martifer Group</b>	103,358,112	104,556,316
Other	-	114,414
	173,854,668	154,080,552

During 2008, movement under the value of financial investments under the equity method was as follows:

	OPENING BALANCE	EFFECT ON PROFIT & LOSS	EFFECT ON RESERVES	TRANSFERS AND VARIATION OF PERIMETER	ACQUISITIONS / DISPOSALS	CLOSING BALANCE
<b>Engineering &amp; Construction</b>						
Asinter	232,116	241,289	(170,768)	-	-	302,637
Auto Sueco Angola	4,876,575	3,788,211	(2,125,029)	-	-	6,539,757
Bergamon	4,083,909	-	-	-	5,266,095	9,350,003
Berd	-	(112,622)	(106,029)	-	1,485,833	1,267,182
Cimertex Angola	105,447	(41,346)	-	(64,101)	-	-
Matbut Holding	7,331,455	-	-	(7,331,455)	-	-
Mamaia	-	-	-	-	2,979,725	2,979,725
Obol	22,500,000	(551,145)	(398,111)	-	-	21,550,744
Pavitterra	3,264,281	-	-	-	(3,264,281)	-
Sonauta	148,618	-	-	(148,618)	-	-
Soltysowska	-	87,472	-	18,981	-	106,453
Turalgo	240,759	(6,093)	-	-	-	234,666
<b>Environment &amp; Services</b>						
Ambilital	757,975	188,906	57,918	-	-	1,004,799
Citrup	116,497	113,179	(85,790)	-	-	143,886
Ecolezíria	-	27,762	19,674	-	-	47,436
Tersado	1,180,276	342,480	(632,020)	7,917	-	898,653
TMB	749,624	-	-	(749,624)	-	-
Vortal	822,291	422,078	(66,606)	986,650	-	2,164,413
<b>Transport concessions</b>						
Ascendi	3,000,000	-	-	(3,000,000)	-	-
AE Perote-Banderilla	-	-	-	-	23,906,202	23,906,202
<b>Martifer Group</b>	104,556,316	2,789,983	(4,858,799)	870,612	-	103,358,112
Other	114,414	(892)	-	(113,522)	-	-
	154,080,552	7,289,262	(8,365,560)	(9,523,160)	30,373,574	173,854,668

As at December 31, 2008, the main financial information on the financial investments under the equity method is as follows:

	ASSETS	EQUITY	SALES AND SERVICES RENDERED	NET PROFIT
Ambital	15,087,748	3,334,327	3,297,519	626,866
Asinter	1,494,202	1,008,793	3,905,599	804,297
Auto Sueco Angola	142,447,608	25,646,094	177,470,652	14,855,723
Berd	5,234,328	5,115,248	-	(454,307)
Citrup	1,058,303	779,868	1,729,771	613,436
Martifer SGPS	1,348,500,668	273,314,673	782,873,215	7,439,955
Matbut	2,515,648	383,974	1,438,941	62,596
Obol	41,040,656	16,978,958	402,456	(2,449,535)

Gauging the existence or otherwise of impairment in respect of the main amounts of Financial investments under the equity method is performed using the Business Plans of the companies in question.

## 21. FINANCIAL INVESTMENTS AVAILABLE FOR SALE

As at December 31, 2008 & 2007, the breakdown of held-for-sale financial investments is as follows:

INVESTMENTS IN EQUITY INSTRUMENTS	31.12.08	31.12.07
Ecodetra	1,153,202	1,153,202
Ersuc	554,381	-
Hydrocontrato	547,283	523,538
Iberfibran	375,000	375,000
Lusoponte (ident a i) of the Main valuation criteria in Note 1. Accounting Policies)	49,041,180	60,623,430
MTS	904,400	904,400
Glantt	1,024,009	2,400,019
Tirtife	900,600	900,599
TMB	939,360	-
Tratofoz	-	999,900
Other	491,497	816,284

SECURITIES & OTHER PLACEMENTS	31.12.08	31.12.07
Other	926,333	754,470
	926,333	754,470

ADVANCES & OTHER INVESTMENTS	31.12.08	31.12.07
Autostrada Polska	426,035	499,012
Crespo	225,000	-
Aenor Group	10,000,000	-
Indaqua Group	428,600	-
Obol	6,000,000	-
Parque Ambiental Nortenho	1,206,686	1,206,686
Plataforma Logística Guarda	5,000	-
Other	-	5,000
	18,291,321	1,710,698
Available for sale financial assets	75,148,566	71,161,541

During the years ended December 31, 2008 & 2007, movement under Available-for-sale financial investments was as follows:

	2008	2007
Opening balance	71,161,541	89,358,210
Acquisitions	17,379,844	3,824,156
Disposals	-	(7,531,891)
Increase / (decrease) of fair value	(11,582,250)	1,515,994
Transfers	(434,559)	(14,724,917)
Impairment losses (Note 11)	(1,376,010)	(1,280,011)
Closing balance	75,148,566	71,161,541

The amount carried under “Increase/(decrease) of fair value” refers to the update of the value of the holding in LUSOPONTE. As defined in indent ix) of the Main valuation criteria in Note 1. Accounting principles, this update was performed on the basis of a transaction involving shares in this company undertaken early in 2009 between unrelated entities. The respective devaluation was recorded directly under shareholders’ equity under “Fair value reserve – Available-for-sale investments”. Following this adjustment, the value of the financial investment carried under “Available-for-sale investments” continues to be higher than its acquisition cost.

“Acquisitions” essentially includes the amount of the advance payment made to Millennium bcp bank within the scope of the agreement reached in 2007 to acquire the institution’s holding in AENOR GROUP.

## 22. INVESTMENT PROPERTIES

Information on the GROUP’s investment properties as at December 31, 2008 & 2007 is as follows:

	31.12.08	31.12.07
Opening balance	31,338,255	35,537,113
Increases	145,887	266,373
Disposals	(4,267,693)	(2,320,628)
Write-offs	(530,788)	-
Exchange differences (properties located in Angola)	1,185,502	(772,354)
Variation of perimeter	13,241,844	2,425,443
Transfers	231,620	(3,797,692)
Closing balance	41,344,627	31,338,255

The valuation criteria established by the GROUP for valuation of its investment properties are detailed in indent vii) of the Main valuation criteria in Note 1. Accounting Policies.

Investment properties located in Portugal and in Poland are carried at their market value in keeping with independent valuations, on the basis of recent market transactions involving similar properties.

Investment properties located in Angola are carried at acquisition or production cost as stated in indent vii) of the Main valuation criteria in Note 1. Accounting Policies. Investment properties located in Angola and Portugal are for rent, while those located in Poland are intended to obtain capital gains in the medium-to long-term.

The variations to the perimeter in 2008 are justified by the acquisition of subsidiary Kilniskiego and by the assignment of fair value of the identifiable assets and liabilities to this heading.

## 23. INVENTORIES

The breakdown of inventories in respect of the years ended December 31, 2008 & 2007 is as follows:

	31.12.08	31.12.07 AS RESTATED	31.12.07
<b>Book value:</b>			
Raw & subsidiary materials and consumables	64,240,582	41,221,051	42,153,300
Products & work in progress	93,670,981	54,736,128	55,108,477
Sub-products, waste, residues & scrap	12,283	31,636	31,636
Finished products	19,706,806	19,439,297	19,439,297
Goods	56,640,111	49,433,799	49,433,799
Advances on account of purchases	7,130,137	7,463,069	7,463,069
	241,400,900	172,324,980	173,629,578
<b>Accumulated impairment losses</b>			
Raw & subsidiary materials and consumables	(3,207,019)	(566,236)	(566,236)
Finished products	(3,723,163)	(2,258,704)	(2,258,704)
Goods	(2,446,537)	(3,192,711)	(3,192,711)
	(9,376,719)	(6,017,651)	(6,017,651)
	232,024,181	166,307,328	167,611,927

Movement under accumulated impairment losses on inventories for the years ended December 31, 2008 & 2007 is as follows:

	31.12.08	31.12.07
Opening balance	6,017,651	4,810,608
Increase (Note 10)	1,633,944	1,166,490
Reduction, transfers & variation of perimeter	1,725,124	40,553
Closing balance	9,376,719	6,017,651

## 24. OTHER ASSETS

### a) Loans and accounts receivable

The breakdown of loans and accounts receivable from customers in respect of the years ended December 31, 2008 & 2007 is as follows:

	NON-CURRENT			CURRENT		
	31.12.08	31.12.07 AS RESTATED	31.12.07	31.12.08	31.12.07 AS RESTATED	31.12.07
<b>Customers:</b>						
<b>Trade accounts receivable</b>						
Gross value:						
Engineering & Construction	2,059,130	4,920,236	4,920,236	434,439,167	449,932,055	449,932,055
Environment & Services	305,082	1,995,326	1,995,326	122,363,029	103,664,494	103,664,494
Transport concessions	-	-	-	113,790	831,734	831,734
Others, eliminations & intra-Group	-	-	-	(4,650,530)	(4,551,432)	(4,551,432)
	2,364,212	6,915,562	6,915,562	552,265,456	549,876,851	549,876,851
Accumulated impairment losses	(400,000)	-	-	(22,803,060)	(17,902,917)	(17,902,917)
	1,964,212	6,915,562	6,915,562	529,462,396	531,973,934	531,973,934
Trade accounts – Bills receivable	698	-	-	3,241,570	6,991,604	6,991,604
<b>Doubtful debt</b>						
Gross value						
	93,768	684,148	684,148	15,901,985	15,716,257	15,716,257
Accumulated impairment losses	(75,451)	(684,148)	(684,148)	(15,160,098)	(15,338,520)	(15,338,520)
	18,317	-	-	741,887	377,737	377,737
	1,983,227	6,915,562	6,915,562	533,445,853	539,343,275	539,343,275



The breakdown of information of loans and accounts receivable from other debtors in respect of the years ended December 31, 2008 & 2007 is as follows:

	NON-CURRENT			CURRENT		
	31.12.08	31.12.07 AS RESTATED	31.12.07	31.12.08	31.12.07 AS RESTATED	31.12.07
<b>Other debtors:</b>						
Associate and related companies						
Gross value	93,888,315	87,091,236	87,091,236	12,054,497	1,714,830	1,714,830
Accumulated impairment losses	(16,696,579)	(17,206,565)	(17,206,565)	-	-	-
	77,191,736	69,884,671	69,884,671	12,054,497	1,714,830	1,714,830
Advances to suppliers	-	-	-	20,450,868	14,366,527	14,366,527
State & other public entities	-	-	-	45,889,078	42,594,450	42,594,450
<b>Other:</b>						
Gross value	4,625,067	12,065,246	12,065,246	160,403,263	102,277,070	110,501,040
Accumulated impairment losses	-	-	-	(18,192,551)	(39,656,650)	(39,656,650)
	4,625,067	12,065,246	12,065,246	142,210,712	62,620,420	70,844,390
	81,816,803	81,949,917	81,949,917	220,605,155	121,296,227	129,520,197

The GROUP's exposure to credit risk is mainly the result of trade accounts receivable in respect of its operating activity. Accumulated impairment losses have been estimated by the GROUP in keeping with its own experience and on the basis of its evaluation of the economy and of the economic surroundings.

The Board of Directors is of the conviction that the value at which these assets are carried in the balance sheet approaches their fair value.

The GROUP charges no interest as long as the established payment periods are being met. Following the payment deadlines, interest is charged as defined in the contracts and in accordance with the law, as applicable to each particular case.

As at December 31, 2008, the age of commercial balances relating to financial assets that were not impaired is as follows:

AGE IN THE BALANCE SHEET	TRADE ACCOUNTS RECEIVED	TRADE ACCOUNTS BILLS RECEIVABLE	DOUBTFUL DEBT	OTHER DEBTORS
Overdue amounts				
] 0 ; 1 ] month	91,243,032	815,994	-	18,842,201
] 1 ; 3 ] months	105,968,922	361,865	-	7,224,107
] 3 ; 12 ] months	84,418,964	20,540	-	12,777,910
] 1 ; 3 ] years	60,856,190	-	760,204	30,398,786
Over 3 years	12,287,411	4,927	-	6,842,797
	354,774,519	1,203,326	760,204	76,085,801
Not overdue amounts	176,652,089	2,038,942	-	13,160,432
<b>Total</b>	<b>531,426,608</b>	<b>3,242,268</b>	<b>760,204</b>	<b>89,246,233</b>
Origin of which in construction contracts (gross)	311,203,813	-	7,348,172	26,133,290

As at December 31, 2008, net exposure to accumulated impairment losses by the GROUP to balances having an age of more than one year is essentially the result of confirmed debts of public entities (local government, regional government, etc.), of amounts withheld by customers by way of warranty and of customer balances covered by debt-settlement agreements, and the understanding of the GROUP's Board of Directors it that these accounts receivable are not impaired.

Impairment loss adjustments to accounts receivable are recorded where there are objective indicators that the GROUP will not receive all the sums to which it was entitled in keeping with the original terms of the contracts entered into. The adjustments are calculated considering the analysis of the age of the accounts receivable, the debtor's risk profile and their financial conditions.

As at December 31, 2008 & 2007, the breakdown of the balances of the heading "State & other public entities" is as follows:

	<b>31.12.08</b>	<b>31.12.07</b>
Corporate Income tax	2,062,104	5,274,073
Value added tax	27,699,110	22,726,142
Personal income tax	2,027	3,241
Other taxes	17,809	-
Taxes in other countries	16,108,028	14,590,994
	<b>45,889,078</b>	<b>42,594,450</b>

Movement under impairment losses on loans and accounts receivable is as follows:

	<b>2008</b>	<b>2007</b>
<b>Trade accounts receivable:</b>		
Opening balance	17,902,917	15,906,718
Increase	8,381,928	2,209,500
Reduction, transfers & perimeter variation	(3,081,785)	(213,301)
<b>Closing balance</b>	<b>23,203,060</b>	<b>17,902,917</b>
<b>Doubtful debt:</b>		
Opening balance	16,022,668	12,629,379
Increase	1,162,044	3,103,176
Reduction, transfers & perimeter variation	(1,949,163)	290,113
<b>Closing balance</b>	<b>15,235,549</b>	<b>16,022,668</b>
<b>Other debtors</b>		
Opening balance	56,863,215	30,532,457
Increase	339,941	251,171
Reduction, transfers & perimeter variation	(22,314,026)	26,079,587
<b>Closing balance</b>	<b>34,889,130</b>	<b>56,863,215</b>

As at December 31, 2008, the variation under "Reduction, transfers & variation of perimeter" essentially has to do with the use of provisions by subsidiary TERTIR.

**b) Other current assets**

The breakdown of “Other current assets” is as follows:

	31.12.08	31.12.07 AS RESTATED	31.12.07
<b>Accrued income</b>			
Production not invoiced	89,635,244	140,700,175	153,126,825
Indemnities receivable	123,008,028	75,962,296	75,962,296
Interest receivable	11,276,222	1,337,172	1,337,172
Other accrued income	17,145,665	12,550,107	12,550,107
	<b>241,065,159</b>	<b>230,549,750</b>	<b>242,976,400</b>
<b>Deferred costs</b>			
Insurance	1,831,622	1,768,518	1,768,518
Fair value of derivative financial instruments (Note 27. Derivative financial instruments)	-	1,365,691	1,365,691
Other deferred costs	19,065,083	12,360,261	12,360,261
	<b>20,896,705</b>	<b>15,494,470</b>	<b>15,494,470</b>
	<b>261,961,864</b>	<b>246,044,220</b>	<b>258,470,870</b>

“Indemnities receivable” has to do with the amounts receivable by way of financial rebalancing as established with the Portuguese State, in respect of net losses of income, delays to the construction of motorways and overlaps of motorway layouts with other operators in respect of companies of the AENOR GROUP.

“Other deferred costs” fundamentally includes maintenance contract costs concluded and other advance payments.

Information on construction contracts in progress is as follows:

	2008	2007
Construction costs incurred to date	2,913,049,805	3,098,515,204
Construction costs incurred during the year	655,442,753	681,275,653
Income recognized to date	3,083,810,842	3,393,497,225
Income recognized during the year	671,331,199	745,340,514
Customer prepayments	17,110,432	90,889,268
Sums withheld by customers	6,127,511	12,842,976
Guarantees given by customers	264,744,328	197,092,513
Accrued income - excess of production over billing	55,045,690	97,824,968
Deferred income - shortfall of production over billing	33,971,078	77,858,043

## 25. EQUITY CAPITAL AND RESERVES

### c) Cash & cash equivalents

The breakdown of cash & cash equivalents is as follows:

	NON RECOURSE		WITH RECOURSE	
	31.12.08	31.12.07	31.12.08	31.12.07
Term deposits & others	15,260,591	17,012,672	6,818,692	9,071,978
Bank deposits & cash in hand				
Sight deposits	90,250,716	91,469,078	63,133,919	53,212,298
Cash in hand	303,107	154,808	3,702,518	2,353,450
	105,814,414	108,636,558	73,655,129	64,637,726

Cash & cash equivalents includes cash held by the GROUP and short-term bank deposits having initial maturities equal to or less than three months, for which the risk of alteration of value is not significant. The value at which this set of assets is carried is close to their fair value.

As at December 31, 2008 & 2007, there were no restrictions to the use of the balances recorded under "Cash & cash equivalents with recourse". The figures under "Cash & cash equivalents without recourse" have to do with the whole of the amounts recorded under "Cash & cash equivalents" by the motorway and port concession companies, most of which is allocated to debt-servicing in 2009.

The MOTA-ENGIL SGPS equity capital as at December 31, 2008 & 2007 amounts to €204,635,695 represented by 204,635,695 bearer shares each of a par value of €1.

As at December 31, 2008, the GROUP holds 10,636,328 treasury shares.

During 2008, alterations to the number of treasury shares were as follows:

	QUANTITY	AVERAGE COST	AMOUNT
Opening balance	9,133,745	1.83	16,679,167
Increase			
January	655,689	4.41	2,891,130
August	142,894	3.66	523,673
December	704,000	2.28	1,605,112
	1,502,583	3.34	5,019,915
Closing balance	10,636,328	2.04	21,699,082

Acquisitions of treasury shares during 2008 were carried out by the GROUP's Board of Directors which, in the belief that the capital market was undervaluing the MOTA-ENGIL SGPS shares on those dates, decided to increase the treasury share portfolio that the Company already held, signalling to the capital market, by this means, too, the Board of Directors' confidence in the future of the GROUP.

These acquisitions had due regard at all times for the legal limits and they were also communicated to the market to the extent required by the regulations and in keeping with the deadlines established by the capital market regulator (CMVM).

## RESERVES

### Issue premiums

Issue premiums correspond to the premium obtained on the issue of shares or on equity capital increases. In accordance with the Portuguese Companies Code, the amounts included under this heading must meet the requirements established for the “Legal reserve”, that is, the amounts cannot be distributed, except in winding-up procedures, though they may be used to absorb losses, after all other reserves have been exhausted, and may be incorporated into the equity capital.

### Legal reserve

Company Law determines that at least 5% of the net profit for the year has to be assigned to increasing the legal reserve until such time as it equals at least 20% of the equity capital. This reserve cannot be distributed, except in the event of winding up, though it may be used to cover losses, after all other reserves have been exhausted, and to be included in the equity capital.

### Fair value reserve — derivatives

The Fair value reserve – derivatives reflects the variations to the fair value of the cash-flow heading derivatives that are considered effective (Note 27 Derivative financial instruments), and it cannot be distributed or used to absorb losses.

### Fair value reserve — available-for-sale investments

The Fair value reserve – held-for-sale investments reflects variations to the fair value of held-for-sale financial instruments and cannot be distributed or used to absorb losses.

### Currency translation reserve

The currency translation reserves reflect currency fluctuations in transposing the financial statements of affiliates expressed in currencies other than the Euro and cannot be distributed or used to absorb losses.

### Revaluation reserves

Revaluation reserves cannot be distributed to shareholders, unless the revalued assets have been fully written down or sold.

Under Portuguese legislation, the amount of reserves that can be distributed is determined in accordance with the individual financial statements of the COMPANY, presented in accordance with the Chart of Accounts (POC). Thus, the only MOTA-ENGIL SGPS reserves that, for their nature, are considered distributable are the free reserves amounting to €126,095,198 as at December 31, 2008.

## 26. DEBT

The amounts for debt with recourse with reference to the years ended December 31, 2008 & 2007 are as follows:

DEBT WITH RECOURSE	1 YEAR	2 YEARS	3 TO 5 YEARS	OVER 5 YEARS	TOTAL
<b>2007</b>					
Non-convertible bond loans	42,500,000	18,500,000	38,500,000	-	99,500,000
Amounts owed to credit institutions					
Bank loans	84,074,393	101,439,732	69,927,497	87,268,018	342,709,640
Overdraft facilities	62,375,602	-	-	-	62,375,602
Guaranteed accounts	53,210,337	600,000	-	-	53,810,337
Other loans obtained					
Commercial paper issues	-	-	179,690,078	114,950,000	294,640,078
Other loans	5,358,669	2,523,710	3,500,857	-	11,383,236
	247,519,001	123,063,442	291,618,432	202,218,018	864,418,893
<b>2008</b>					
Non-convertible bond loans	18,500,000	38,500,000	25,000,000	-	82,000,000
Amounts owed to credit institutions					
Bank loans	99,842,982	80,756,665	111,122,031	72,052,556	363,774,234
Overdraft facilities	132,244,992	-	-	-	132,244,992
Guaranteed accounts	52,004,193	1,466,600	-	-	53,470,793
Other loans obtained					
Commercial paper issues	-	91,382,221	137,123,052	100,650,000	329,155,273
Other loans	5,980,059	9,151,312	484,356	-	15,615,727
	308,572,226	221,256,798	273,729,439	172,702,556	976,261,019

Although commercial paper issues fall due at one year, because they are covered by medium- and long-term programmes that allow their renovation, the GROUP's Board of Directors has recorded these debts as medium & long-term in that it intends to continue to use them.

The amounts for debt without recourse with reference to the years ended December 31, 2008 & 2007 are as follows:

DEBT WITH RECOURSE	1 YEAR	2 YEARS	3 TO 5 YEARS	OVER 5 YEARS	TOTAL
<b>2007</b>					
Amounts owed to credit institutions					
Bank loans	33,745,157	162,530,736	74,452,323	774,001,829	1,044,730,045
Overdraft facilities	10,614	-	-	-	10,614
Guaranteed accounts	6,415,000	-	-	-	6,415,000
	40,170,771	162,530,736	74,452,323	774,001,829	1,051,155,659
<b>2008</b>					
Amounts owed to credit institutions					
Bank loans	129,342,603	69,042,102	69,743,313	783,625,870	1,051,753,888
Overdraft facilities	168,328	-	-	-	168,328
Guaranteed accounts	3,262,500	-	-	-	3,262,500
	132,773,431	69,042,102	69,743,313	783,625,870	1,055,184,716

As at December 31, 2008 & 2007, the sums in respect of debt are expressed in the following currencies:

	BONDS	CREDIT INSTITUTIONS	COMMERCIAL PAPER	OTHER LOANS	TOTAL
<b>2007</b>					
Czech Crowns	-	6,277,069	-	-	6,277,069
Slovakian Crowns	-	1,857,152	-	-	1,857,152
US Dollars	-	3,260,650	-	-	3,260,650
Euros	99,500,000	1,462,330,385	294,640,078	11,383,235	1,867,853,698
Hungarian Forints	-	19,841,826	-	-	19,841,826
New Family Meticals (Mozambique)	-	137,676	-	-	137,676
Polish Zlotys	-	16,346,481	-	-	16,346,481
	99,500,000	1,510,051,239	294,640,078	11,383,235	1,915,574,552
<b>2008</b>					
Czech Crowns	-	8,419,642	-	-	8,419,642
Slovakian crowns	-	2,840,217	-	-	2,840,217
US Dollars	-	6,610,830	-	-	6,610,830
Algerian Dinar	-	152,219	-	-	152,219
Euros	82,000,000	1,539,491,525	329,155,273	15,615,082	1,966,261,880
Hungarian Forints	-	32,504,456	-	-	32,504,456
New Family Meticals (Mozambique)	-	115,688	-	-	115,688
Polish Zlotys	-	14,540,159	-	645	14,540,804
	82,000,000	1,604,674,735	329,155,273	15,615,727	2,031,445,735

The GROUP's Board of Directors is of the conviction that the fair value of the GROUP's loans is very close to their book value.

The average interest rates in respect of the main headings of debt during 2008 and 2007 are as follows:

	2008		2007	
	AVERAGE RATES (%)	RATES INTERVAL (%)	AVERAGE RATES (%)	RATES INTERVAL (%)
Non-convertible bond loans	6.06	[ 5.76 ; 6.51 ]	5.27	[ 4.77 ; 5.77 ]
Amounts owed to credit institutions				
Bank loans	6.15	[ 3.84 ; 6.98 ]	5.49	[ 4.27 ; 6.95 ]
Overdraft facilities	6.11	[ 4.75 ; 7.19 ]	-	[ 3.92 ; 9.30 ]
Guaranteed accounts	5.74	[ 4.86 ; 8.04 ]	-	[ 4.71 ; 8.53 ]
Other loans obtained				
Commercial paper issues	4.66	[ 4.48 ; 4.99 ]	4.62	[ 4.34 ; 4.89 ]

The main bond loans and commercial paper programmes obtained by the GROUP are as follows:

TYPE OF ISSUE / ISSUER	DATE OF EMISSION	INDEXATION	REIMBURSEMENT CONDITIONS	AMOUNT
<b>Bond loans:</b>				
Mota-Engil SGPS	9-Dec-03	Euribor 6 months + 1.75%	i)	17,500,000
Mota-Engil SGPS	29-Dec-04	Euribor 6 months + 1.5%	ii)	15,000,000
Mota-Engil SGPS	30-Dec-04	Euribor 6 months + 1.75%	iii)	15,000,000
Mota-Engil SGPS	21-Jun-05	Euribor 6 months + 0.95%	iv)	20,000,000
Mota-Engil SGPS	23-Apr-08	Euribor 6 months + 1.0%	v)	25,000,000
<b>Commercial paper programmes:</b>				
Mota-Engil SGPS	17-Nov-08	Euribor 3 months + 0.5%		10,000,000
Mota-Engil SGPS	21-Nov-08	Euribor 3 months + 0.625%		50,000,000
Mota-Engil SGPS and Mota-Engil Engenharia	3-Dec-08	Euribor + 0.75%		25,000,000
Mota-Engil SGPS and Mota-Engil Engenharia	13-Nov-06	Euribor 6 months + 0.875%		15,000,000
Mota-Engil SGPS and Mota-Engil Engenharia	5-Sep-07	Euribor 6 months + 0.485%		15,000,000
Mota-Engil SGPS and Mota-Engil Ambiente & Serviços	15-Jan-07	Euribor 6 months + 0.25%		37,000,000
Mota-Engil SGPS and Mota-Engil Ambiente & Serviços	15-Jan-07	Euribor 6 months + 0.25%		40,000,000
Mota-Engil Engenharia	16-Dec-05	Euribor 6 months + 0.5%		25,000,000
Mota-Engil Engenharia	10-May-06	Euribor 6 months + 0.625%		25,000,000
Mota-Engil Engenharia	10-May-06	Euribor 6 months + 0.5%		7,500,000
Mota-Engil Engenharia	26-Jun-07	Euribor 1 year + 0.4%		30,000,000
Mota-Engil Engenharia	23-Nov-07	Euribor + 0.4%		25,000,000
Mota-Engil Engenharia	24-Nov-08	Euribor + 0.25%		3,000,000
Tertir	3-Jul-07	Euribor 6 months + 0.225%		25,000,000
SUMA	21-Dec-07	Euribor 6 months + 0.35%		4,000,000

i) Interest paid in 14 half-yearly instalments as from June 9, 2004. Repayment in 10 half-yearly instalments as from the 5<sup>th</sup> coupon. Possibility of a total or partial call or put option on the 10<sup>th</sup> and 12<sup>th</sup> interest payment dates, by the COMPANY or by each of the bondholders.

ii) Interest paid in 14 half-yearly instalments as from June 29, 2005. Repayment in four half-yearly instalments as from the 11<sup>th</sup> coupon. Possibility of a total or partial call or put option on the 10<sup>th</sup> interest payment date, by the COMPANY or by each of the bondholders.

iii) Interest paid in 10 half-yearly instalments as from June 30, 2005. Single repayment on maturity of the contract. Possibility of a put option on the 6<sup>th</sup> interest payment date, by each of the bondholders.

iv) Interest paid in 10 half-yearly instalments as from December 21, 2005. Single repayment on maturity of the contract. Possibility of a put option by each of the bondholders.

v) Interest paid in 10 half-yearly instalments as from October 23, 2008, with single repayment on maturity of the contract.



The breakdown of total debt contracted through loan contracts of over €5,000,000 is as follows:

ISSUER	TYPE OF ISSUE	AMOUNT OF THE LOAN	AMOUNT IN DEBT
Other transactions			
Aenor	Medium & long-term loans	1,062,767,506	1,062,767,506
Ferrovias	Overdraft facilities	5,490,000	4,313,256
Indaqua	Medium & long-term loans	17,500,000	5,250,000
Indaqua Vila do Conde	Medium & long-term loans	76,500,000	3,750,000
Indaqua Feira	Medium & long-term loans	80,000,000	44,452,463
Indaqua Matosinhos	Medium & long-term loans	48,500,000	4,900,000
Indaqua Tirso	Medium & long-term loans	18,000,000	16,008,609
Lusoscut BLA	Medium & long-term loans	855,000,000	816,469,983
Lusoscut CP	Medium & long-term loans	351,500,000	302,580,000
Lusoscut GP	Medium & long-term loans	580,000,000	566,429,598
Luso Lisboa	Medium & long-term loans	172,700,000	96,994,709
Mota-Engil Ambiente & Serviços	Medium & long-term loans	17,500,000	17,500,000
Mota-Engil Ambiente & Serviços	Guaranteed accounts	5,000,000	5,000,000
Mota-Engil Concessões de Transportes	Medium & long-term loans	153,211,178	129,988,178
Mota-Engil Engenharia	Overdraft facilities	99,710,000	17,818,938
Mota-Engil Engenharia	Medium & long-term loans	49,486,004	43,263,190
Mota-Engil Engenharia	Guaranteed accounts	27,498,798	16,911,270
Mota-Engil Imobiliário & Turismo	Medium & long-term loans	10,000,000	4,375,000
Mota-Engil SGPS	Medium & long-term loans	105,000,000	29,285,714
Mota-Engil SGPS	Overdraft facilities	19,000,000	16,821,586
Mota-Engil SGPS	Guaranteed accounts	10,900,000	7,119,000
M-Invest	Medium & long-term loans	5,580,565	5,553,020
PTT	Guaranteed accounts	5,000,000	4,520,000
Sadomar	Medium & long-term loans	5,500,000	3,666,667
Sefimota	Medium & long-term loans	10,417,054	40,028
Sotagus	Medium & long-term loans	11,222,953	6,234,974
Suma	Medium & long-term loans	14,150,000	7,400,000
TCL	Medium & long-term loans	29,927,874	6,592,961
Tertir	Medium & long-term loans	60,000,000	60,000,000
Tertir	Overdraft facilities	20,000,000	19,419,446

The amounts considered under “Other loans” mainly have to do with Inventories from the Portuguese Agency for Investment (API) and from the Small and Medium Enterprise and Investment Institute (IAPMEI) by way of support to investment. These loans earn no interest.

## 27. DERIVATIVE FINANCIAL INSTRUMENTS

The GROUP makes use of interest-rate derivative instruments to manage its exposure the movements of current interest rates in its financing contracts, fixing variable interest rates.

As at December 31, 2008 & 2007, the GROUP had contracted the following derivative instruments:

SUBSIDIARY	TYPE	COUNTERPARTY	START	NOTIONAL	CONTRACTED RATES	MATURITY	FAIR VALUE	
							2008	2007
Mota-Engil SGPS	Collar	Millennium BCP	Dec-05	35,000,000	Variable rate 6-m Euribor with Cap at 4.73% and Floor at 2.4%	Dec-08	-	31,797
Mota-Engil SGPS	Semi Knock-out Swap	Millennium BCP	Nov-05	20,000,000	Receives 6-m Euribor and pays fixed rate with Knock-out	Nov-10	(230,647)	76,551
Mota-Engil SGPS	Interest Rate Swap	Millennium BCP	Nov-05	30,000,000	Receives 6-m Euribor and pays fixed rate (3.24%)	Nov-10	(198,491)	951,259
Mota-Engil SGPS	Interest Rate Swap	Millennium BCP	Dec-05	20,000,000	Receives 6-m Euribor and pays fixed rate (3.23%)	Jun-10	(212,910)	554,410
Mota-Engil SGPS	Interest Rate Swap	Millennium BCP	Jan-08	37,000,000	Receives 6-m Euribor and pays fixed rate (4.18%)	Jan-11	(1,106,490)	163,782
MEAS	Interest Rate Swap	Millennium BCP	Jan-08	40,000,000	Receives 6-m Euribor and pays fixed rate (4.2%)	Jan-11	(1,216,420)	154,531
MECT	Interest Rate Swap	Millennium BCP	Dec-07	50,000,000	Receives 6-m Euribor and pays fixed rate (4.2%)	Dec-10	(1,580,230)	284,474
Mota-Engil Engenharia	Cap	Fortis	Jun-07	30,000,000	Receives 6-m Euribor and pays fixed rate (4.6%)	Jun-26	17,685	-
Mota-Engil Engenharia	Collar	Fortis	Jun-07	30,000,000	Receives 6-m Euribor and pays fixed rate (4.6%)	Jun-26	(2,073,318)	-

The criteria governing the classification and valuation of these instruments are set out in indent ix) (f) of the Main valuation criteria in Note 1. Accounting Policies.

As at December 31, 2008, the contribution to the GROUP's shareholders' equity made by the fair value of the financial derivative instruments is negative in the sum of to €6,600,821.

The breakdown of derivatives instruments not considered hedges, in accordance with IAS 39 – Financial Instruments: Recognition and Measurement, is as follows:

SUBSIDIARY	TYPE	COUNTERPARTY	START	NOTIONAL	CONTRACTED RATES	MATURITY	FAIR VALUE	
							2008	2007
Luso Lisboa	Interest Rate Swap	Espírito Santo Investment	Jan-07	52,660,824	Receives 6-m Euribor and pays fixed rate (4.27%)	Dec-32	7,987,489	3,784,125
Lusoscut BLA	Interest Rate Swap	Banco Espírito Santo	Apr-01	197,774,477	Receives 6-m Euribor and pays fixed rate (5.62%)	Jun-11	9,805,989	6,853,835
Lusoscut CP	Collar	Millennium BCP	Aug-00	89,197,000	Receives 6-m Euribor and pays fixed rate (4.5%)	Jun-10	1,773,389	579,905
Lusoscut GP	Interest Rate Swap	Espírito Santo Investment	Sep-02	120,760,018	Receives 6-m Euribor and pays fixed rate (5.0%)	Jun-12	4,512,437	2,316,651

Variation of the fair value of these derivatives is recognised in the income statements as set out in Note 11. Financial profit /(loss).

At the end of 2008 the contribution to the GROUP's assets by the fair value of the derivative financial instruments referred to above is nil, the contribution in 2007 amounting to €3,582,495.

As at December 31, 2008 & 2007, the contribution to the GROUP's liabilities by the fair value of the derivative financial instruments referred to above is €15,291,042 and €3,518,916 respectively.

Determination of the fair value of the derivatives contracted by the GROUP was performed by the respective counterparties.

The model used by the counterparties to value these derivatives is based on the discounted cash-flow method, that is, using the Swaps par Rates quoted on the interbank market, available on the Reuters and Bloomberg pages, for the relevant maturities, the respective forward rates and discount factors are calculated and are used to discount the fixed-leg and floating-leg cash flows. The sum of the two legs determines the NPV (Net Present Value).

## 28. TRADE LIABILITIES & OTHER LIABILITIES PAYABLE

Information on trade liabilities and other liabilities payable in respect of the years ended December 31, 2008 & 2007 is as follows:

	NON-CURRENT			CURRENT		
	31.12.08	31.12.07 AS RESTATED	31.12.07	31.12.08	31.12.07 AS RESTATED	31.12.07
<b>Suppliers</b>						
Engineering & Construction	2,911,279	1,197,600	1,039,865	391,114,907	297,747,702	297,747,702
Environment & Services	-	-	-	56,367,518	37,428,578	37,428,578
Transport Concessions	-	-	-	4,186,722	4,737,320	4,737,320
Others, eliminations & intra-Group	-	-	-	(22,933,330)	(13,624,103)	(13,624,103)
	2,911,279	1,197,600	1,039,865	428,735,817	326,289,497	326,289,497
Suppliers of fixed assets	87,393,538	39,964,805	39,964,805	56,486,231	33,921,628	33,921,628
Group companies, associates & other shareholders	9,349	2,099,734	2,099,734	2,388,049	125,482	125,482
Customer prepayments on account of sales	71,267,298	51,060,654	49,471,022	88,299,193	64,824,380	64,824,380
State & other public entities	-	-	-	36,206,580	28,111,397	28,111,397
Other creditors	67,429,658	63,023,720	61,527,611	121,756,031	150,196,542	150,196,542
	226,099,843	156,148,913	153,063,172	305,136,084	277,179,429	277,179,429
	229,011,122	157,346,513	154,103,037	733,871,901	603,468,926	603,468,926

These sums mainly concern debts originating in subcontracting in respect of works in progress adjudicated to the GROUP.

The board of directors is of the conviction that the value at which these liabilities are carried in the balance sheet approaches their fair value.

As at December 31, 2008 & 2007, the remaining contractual maturity of the balances carried under "Suppliers" is as follows:

	31.12.08	31.12.07 AS RESTATED	31.12.07
Outstanding contractual maturity:			
] 0 ; 1 ] month	222,466,553	168,494,594	168,394,594
] 1 ; 3 ] months	135,267,540	104,350,714	104,292,979
] 3 ; 12 ] months	53,699,078	43,418,108	43,418,108
] 1 ; 3 ] years	16,573,146	9,351,717	9,351,717
Over 3 years	3,640,779	1,871,964	1,871,964
	431,647,096	327,487,097	327,329,362

As at December 31, 2008 & 2007, the GROUP had liabilities towards lessors, carried under "Suppliers of fixed assets" in respect of outstanding rents on finance lease contracts in the sum of €127,992,699 and €55,197,345 respectively, with the following maturities:

	OUTSTANDING RENTS ON LEASE CONTRACTS		CURRENT VALUE OF LEASE CONTRACTS	
	2008	2007	2008	2007
1 year	30,437,146	20,775,003	26,757,193	19,284,824
2 years	25,025,834	18,426,294	22,283,929	17,541,552
3 years	20,706,431	10,872,105	18,793,551	10,458,483
4 or more years	51,823,288	5,123,943	46,207,929	5,019,199
	127,992,699	55,197,345	114,042,602	52,304,058
Interest included in the rents	(13,950,097)	(2,893,287)	-	-
Current value of lease contract rents	114,042,602	52,304,058	114,042,602	52,304,058

The GROUP's Board of Directors is of the conviction that the fair value of the finance lease contracts closed by the GROUP is very close to their book value.

As at December 31, 2008, the more significant finance lease contracts are as follows:

CONTRACTING PARTY	AMOUNT	ASSETS	LEASE LIFE	PURCHASE OPERATION
CPTP	1,420,504	Port equipment	8 years	71,025
Hifer	3,024,992	Tamping Machine Plasser & Theurer	5 years	1
Liscont	7,200,000	Port equipment	5 years	235,800
Mota-Engil Engenharia	2,544,452	Sundry equipment	4 years	50,889
Mota-Engil Engenharia	2,341,693	Sundry equipment	4 years	46,834
Mota-Engil Engenharia	2,338,274	Sundry equipment	4 years	46,765
Mota-Engil Engenharia	1,666,173	Sundry equipment	4 years	33,323
Mota-Engil Engenharia	1,639,666	Sundry equipment	4 years	32,793
Mota-Engil Engenharia	1,555,037	Sundry equipment	4 years	31,101
Mota-Engil Engenharia	1,509,970	Sundry equipment	4 years	30,199
Mota-Engil Polska	1,313,662	Sundry equipment	5 years	197,048
Mota-Engil Polska	1,222,487	Sundry equipment	6 years	57,513
PTT	2,647,989	Land and construction	12 years	1
Socarpur Aveiro	13,057,915	Sograin Terminal	12 years	261,158
Socarpur Aveiro	3,300,000	Crane	12 years	66,000
Socarpur Aveiro	1,976,000	Crane	8 years	39,520
Sotagus	4,000,000	Port gantry	6.75 years	80,000
Takargo (i)	8,449,070	Railway locomotives	25 years	3,017,525
Takargo (i)	4,520,250	Railway wagons	25 years	1,492,969

(i) Added to the amount of debt referred to above, the expected future uses being the total amount up to €60,224,151

As at December 31, 2008 & 2007, the breakdown of the balances of the State & other public entities is as follows:

	31.12.08	31.12.07
Corporate income tax	15,102,587	5,970,381
Value added tax	2,367,389	3,017,490
Social security	2,870,722	3,271,807
Personal income tax	1,473,740	1,603,188
Other taxes	347,334	271,826
Taxes in other countries	14,044,808	13,976,705
	36,206,580	28,111,397

As at December 31, 2008 & 2007, "Other creditors" includes sums in respect of factoring with recourse and of bills discounted in the sums of €68,156,036 and €100,092,172 respectively, which have no defined maturity.

## 29. PROVISIONS

The breakdown of provisions in respect of the years ended December 31, 2008 & 2007 is as follows:

	31.12.08	31.12.07
Pensions (Note 32. Retirement plan benefits)	12,017,383	10,915,946
Indemnities for termination of fixed-term employment contracts	3,142,499	5,908,231
Sealing & monitoring a landfill	4,308,382	3,862,933
Provisions for investments valued using the equity method	2,026,439	2,087,490
Legal proceedings	4,879,608	5,661,663
Quality warranties	6,099	849,165
Other	4,176,851	2,441,475
	30,557,261	31,726,903

Indemnities for rescission of employment contracts and for landfill sealing and monitoring essentially refer to the SUMA sub group.

Provisions for legal proceedings and other contingencies essentially refer to the TERTIR sub group.

Information on the movement of provisions during these years is as follows:

	31.12.08	31.12.07
Opening balance	31,726,903	24,047,700
Increase	6,817,789	4,770,733
Variations of perimeter, reductions and transfers	(7,987,431)	2,908,470
Closing balance	30,557,261	31,726,903

"Variations of perimeter, reductions and transfers" includes provisions written back that had been set aside in previous years for indemnities payable to personnel.

### 30. OTHER CURRENT AND NON-CURRENT LIABILITIES

As at December 31, 2008 & 2007, "Other non-current liabilities" has to do with investment subsidies granted to the GROUP as shown hereunder:

2007 BENEFICIARY COMPANY	AMOUNT OF THE ASSET	AMOUNT OF THE SUBSIDY	RECOGNITION OF INCOME		
			DEFERRED INCOME	RECOGNITION OF INCOME IN 2007	RECOGNITION OF INCOME IN 2006
Aenor	361,107,967	59,543,500	56,886,859	775,831	604,052
Ferrovias	7,178,819	1,134,671	559,680	58,654	58,654
Mota-Engil Engenharia	11,587,677	3,956,078	2,637,533	520,506	118,744
RTA	7,619,971	3,108,194	1,995,153	107,941	107,941
SGA	3,956,914	1,377,415	469,188	82,302	82,302
			62,548,413	1,545,234	971,693

2008 BENEFICIARY COMPANY	AMOUNT OF THE ASSET	AMOUNT OF THE SUBSIDY	RECOGNITION OF INCOME		
			DEFERRED INCOME	RECOGNITION OF INCOME IN 2008	RECOGNITION OF INCOME IN 2007
Aenor	360,183,124	59,543,500	54,906,912	1,593,161	775,831
Ferrovias	7,178,819	1,134,671	501,026	58,654	58,654
Mota-Engil Engenharia	11,587,677	3,956,078	2,192,992	444,541	520,506
RTA	7,619,971	3,108,194	1,887,212	107,941	107,941
SGA	3,956,914	1,377,415	386,886	82,302	82,302
			59,875,028	2,286,599	1,545,234

Of total deferred income within the scope of investment subsidies received, the sums of €1,896,197 and €1,024,727 for 2008 & 2007 respectively are recorded under "Other current liabilities", as detailed hereunder.

Information on other current liabilities in respect of the years ended December 31, 2008 & 2007 is as follows:

	31.12.08	31.12.07
<b>Accrued costs</b>		
Cost of holiday pay & bonus	25,843,273	23,111,415
Interest payable	16,727,201	13,270,700
Work in progress by suppliers not billed	30,196,146	12,976,162
Indemnities payable under the motorway concessions	38,142,130	-
Other accrued costs not yet invoiced under highway concessions	8,136,218	-
Exchange differences	144,913	-
Other accrued costs	40,969,065	27,279,049
	160,158,946	76,637,326
<b>Deferred income</b>		
Invoicing in advance	34,959,417	79,975,091
Investment subsidies	1,896,197	1,024,727
Rents on own properties	-	1,060,827
Income to be recognised in the motorway concessions	29,348,142	29,571,790
Other deferred income	17,083,835	12,773,424
	83,287,591	124,405,859
	243,446,537	201,043,185

As at December 31, 2008, “Indemnities payable under the motorway concessions” are in respect of the amounts payable to the incorporated joint ventures responsible for the construction of the said motorways, in the wake of the financial rebalancing agreement established between the Aenor Group and the Portuguese State.

## 31. COMMITMENTS

### Guarantees Provided

As at December 31, 2008 & 2007, the guarantees provided by the GROUP to third parties in respect of bank guarantees and fidelity insurance provided to employers that have contracted work to the various GROUP companies are broken down by currency as follows:

	31.12.08	31.12.07
Czech Crowns	6,478,315	9,654,453
Slovakian Crowns	6,283,600	7,182,200
New Romanian Leu	11,244,011	4,394,700
Algerians Dinars	1,135,980	-
US Dollars	56,845,259	43,122,618
Cape Verde Escudos	2,251,643	772,387
Euros	724,396,415	547,954,282
Hungarian Forints	32,220,101	818,011
CFA Francs	-	793,286
Malawi Kwashas	16,767,035	2,894,843
Mozambican Meticals	589,139	587,544
Peruvian New Soles	6,573,764	1,491,692
Mexican Pesos	23,296,670	-
South African Rands	4,325,703	-
Polish Zlotys	35,289,502	9,972,779
	927,697,137	629,638,795

The breakdown by GROUP companies is as follows:

	31.12.08	31.12.07
Correia & Correia	252,090	226,960
CPTP	14,996,092	13,849,267
Ekos	68,151	73,664
EMSA	3,151	3,151
Enviroil	13,510	140,010
Ferrovias	16,165,439	16,317,709
Geogranitos	2,785,096	3,339,026
Grossiman	43,403	17,850
Aenor Group	79,806,061	34,518,995
Indaqua Group	31,200,344	13,332,395
SUMA Group	28,881,980	5,822,092
Tertir Group	9,682,226	23,688,174
Hifer	63,791	63,791
Icer	-	102,286
Manvia	880,617	556,405
MESP	178,757	-
MKC	1,284,239	16,458,023
Mota-Engil Ambiente & Serviços	8,395,795	-
Mota-Engil Engenharia	619,488,105	443,089,625
Mota-Engil Magyarország	31,907,957	2,074,891
Mota-Engil Polska	26,331,633	10,449,115
Mota-Engil SGPS	12,270,800	10,200,000
Parquegil	3,281	-
Probigalp	-	52,810
Probisa	3,117,536	2,181,269
Qualibetão	4,897,586	5,539,217
Sadoport	1,282,570	1,282,570
Sedengil	54,857	54,857
Soprocil	10,755,165	10,945,688
Tecnocarril	17,639	17,639
Tímoz	13,074	13,074
Tracevia	4,947,054	4,536,038
Translei	10,115,505	4,770,215
Vibeiras	7,793,633	5,921,989
	927,697,137	629,638,795

## 32. RETIREMENT PLAN BENEFITS

As at December 31, 2008 & 2007, the GROUP had placed pledges in favour of financial entities on shares held in and on the supplementary capital provided to subsidiaries LUSOS CUT CP, LUSOS CUT GP, LUSOS CUT BLA, LUSOPONTE and AENOR to secure loans made to these subsidiaries, a mechanism that is included in the legal and financial framework typical to a Project Finance structure.

The GROUP has assumed defined-benefit retirement plan liabilities for several former and some present employees.

The accounting policies in respect of these plans adopted by the GROUP are described in indent xx) of the Main valuation criteria in Note 1. Accounting Policies.

As at December 31, 2008 & 2007, liabilities towards pensioners and towards staff in service at MOTA-ENGL ENGENHARIA, and their respective cover, are as follows:

	31.12.08	31.12.07
Liabilities to pensioners	3,499,149	3,411,171
Liabilities to personnel in service	8,119,859	6,394,048
Provisions set aside (Note 29, Provisions)	12,017,383	10,915,946
% of cover	103.4%	111.3%

The variation during the year was essentially the result of updating the wages of eligible employees currently in service. These liabilities stem from the latest actuarial study available, referred to December 31, 2008, based on the following assumptions:

Retirement age	65
Expected wage increase rate	3%
Discount rate	3%
Mortality tables	TV 88/99
Return on the Fund	3%
Pension growth rate	3%
Number of payments of the benefit	14



### 33. TRANSACTIONS WITH RELATED PARTIES

#### a) Commercial transactions

There are relations between the GROUP's subsidiaries that are qualified as transactions with related parties. All these transactions are carried out at arm's length.

These transactions are eliminated in the consolidation procedure since the consolidated financial statements present information on the parent company and its subsidiaries as though it concerned just a single company.

Transactions with associated companies booked using the equity method are not eliminated, and their amounts are as follows:

	2008	2007
Sales & services rendered	20,892,259	21,950,896
Cost of merchandise sold	40,352,761	22,864,870
Debtor balances	18,536,838	30,960,533
Creditor balances	18,786,416	11,688,205

These sums do not include any significant balances or transactions with shareholders either of the COMPANY or of any of the other GROUP companies.

The list of GROUP shareholders having qualified holdings is as follows:

#### Shareholders with qualified holdings

António Manuel Queirós Vasconcelos da Mota  
Maria Manuela Queirós Vasconcelos Mota dos Santos  
Maria Teresa Queirós Vasconcelos Mota Neves da Costa  
Maria Paula Queirós Vasconcelos Mota de Meireles  
F.M. - Sociedade de Controlo, SGPS, SA  
Mota Gestão e Participações, SGPS, SA  
QMC Development Capital Fund, Plc  
Privado Holding, SGPS, SA

The list of companies having shareholders in common with the GROUP is as follows:

#### Companies having common shareholders

Algosi - Gestão de Participações Sociais, SGPS, SA  
António de Largo Cerqueira, SA  
Caves da Cerca, SA  
Cerâmica de Boialvo, Lda  
Cogera - Sociedade de Produção de Energia por Cogeração, Lda  
Covelas - Energia, Lda  
F.M. - Sociedade de Controlo, SGPS, SA  
Mota Gestão e Participações, SGPS, SA  
Sunviauto - Indústria de Componentes de Automóveis, SA  
Vallis - SGPS, SA

Due to impossibility of determination, this list does not include other companies in which QMC Development Capital Fund, Plc, and Privado Holding, SGPS, SA, are also shareholders.

The directors of the GROUP holding company and of each of its sub-holding companies are as follows:

**Principal directors of the Group**

António Manuel Queirós Vasconcelos da Mota  
Jorge Paulo Sacadura Almeida Coelho  
Arnaldo José Nunes da Costa Figueiredo  
Maria Manuela Queirós Vasconcelos Mota dos Santos  
Maria Teresa Queirós Vasconcelos Mota Neves da Costa  
Maria Paula Queirós Vasconcelos Mota de Meireles  
Eduardo Jorge de Almeida Rocha  
Ismael Antunes Hernandez Gaspar  
Gonçalo Nuno Gomes de Andrade Moura Martins  
Luís Manuel Ferreira Parreirão Gonçalves  
Luís Valente de Oliveira  
António Bernardo Aranha da Gama Lobo Xavier  
José Luís Catela Rangel de Lima

**Mota-Engil, Engenharia e Construção, SA**

Ismael Antunes Hernandez Gaspar  
Maria Paula Queirós Vasconcelos Mota dos Santos  
António Martinho Ferreira de Oliveira  
Pedro Manuel Teixeira Rocha Antelo  
Fernando Alberto Fiel e Barbosa  
Carlos Alberto Vasconcelos Mota dos Santos  
Mário Jorge de Melo Faria de Barros  
Gilberto Silveira Rodrigues  
Pedro Rodrigues Martins da Costa

**Mota-Engil, Ambiente e Serviços, SGPS, SA**

Gonçalo Nuno de Andrade Moura Martins  
Jorge Agostinho Fernandes Rodrigues  
Paulo Jorge Silva da Costa Nunes  
Eduardo João Frade Sobral Pimentel  
Pedro José Avelar Montalvão de Santos e Silva

**Mota-Engil, Concessões de Transportes, SGPS, SA**

Gonçalo Nuno de Andrade Moura Martins  
Rafael Negrão Rossi  
Augusto José de Melo Faria de Barros  
Augusto Manuel Fontes de Carvalho  
Mário Henrique de Almeida Santos David

The GROUP's subsidiaries and associate companies are listed in Appendix A of these Notes to the consolidated financial statements.

#### b) Remuneration of the board and of the Statutory Auditor

The remuneration of the members of the board during the years ended December 31, 2008 & 2007 amounts to €3,335,492 (of which €2,507,492 by way of fixed remuneration and €128,000 by way of attendance fee for the non-executive directors) and €2,366,280 (of which €1,533,830 by way of fixed remuneration and €132,450 by way of attendance fee for non-executive directors) respectively. In both years the remuneration of the statutory auditor amounted to €22,847.

This remuneration is determined by the remuneration committee, taking into account the individual performance and the evolution of this type of employment market.

Some directors have defined-benefit pensions. Information on these plans is provided in Note 32. Retirement Plan Benefits.

## 34. EXPLOITATION OF MINERAL RESOURCES

As at December 31, 2008, the main assets and liabilities assigned to exploitation of the GROUP's mineral resources are as follows:

	31.12.08	31.12.07
Fixed:		
Land under exploration	28,580,096	31,301,345
Buildings assigned to operations	577,837	655,577
Equipment assigned to operations	9,903,735	11,335,713
Inventories:		
Mineral stock	4,769,711	4,479,974
Balances receivable	11,651,156	10,322,412
Balances payable	11,227,479	8,021,517

The accounting of the land assigned to the exploration of mineral resources is undertaken in accordance with the criteria described in indent iv) of the Main valuation criteria set out in Note 1. Accounting Policies.

During 2008 & 2007 the GROUP's operating income and costs related with the exploitation of mineral resources are as described hereunder:

	2008	2007
Operating income	25,662,466	23,842,606
Operating costs	22,317,499	20,493,482
EBITDA	3,344,967	3,349,124
EBITDA margin	13.0%	14.0%

During 2008 & 2007 the cash flows generated by the exploitation of mineral resources are as follows:

	2008	2007
Cash receipts from customers	24,333,722	25,310,952
Cash paid to suppliers	(19,111,537)	(20,927,599)
Operating cash-flow	5,222,185	4,383,353
Acquisition of fixed assets	(4,783,513)	(2,995,814)
Sale of fixed assets	186,205	505,821
Acquisition of quarry in Central Europe	-	(7,331,455)
Investment cash-flow	(4,597,308)	(9,821,448)

### 35. CONTRIBUTION OF THE COMPANIES CONSOLIDATED USING THE PROPORTIONATE CONSOLIDATION METHOD

The contribution of the companies consolidated using the proportionate consolidation method during the years ended December 31, 2008 & 2007 is as follows:

	2008	2007
Sales and services rendered	201,249,576	164,698,368
EBITDA	129,278,485	105,158,617
EBIT	85,399,579	68,059,102
Financial profit / (loss)	(63,169,327)	(55,081,330)
Consolidated net profit / (loss) attributable to the Group	12,746,542	8,664,988

	31.12.08	31.12.07
<b>Assets</b>		
Non-current	1,132,438,476	1,089,783,010
Current	324,675,379	247,032,607
	1,457,113,855	1,336,815,617
<b>Liabilities</b>		
Non-current	1,085,651,913	1,155,901,058
Current	299,545,440	116,750,779
	1,385,197,353	1,272,651,838

### 36. VARIATIONS OF PERIMETER

During the year ended December 31, 2008, there were no materially relevant alterations to the perimeter, and for this reason no effects on the main headings of the balance sheet and income statement are presented.

During 2008, the more relevant acquisitions of subsidiaries were Kilínskigo, Triu and Relevante Função, while the more relevant disposals involved the holdings in Paviterra and Jardimáia, while there was also an alteration of the method of consolidation of Cimertex Angola and of Sonauta as a result of the acquisition of additional holdings.

## 37. FINANCIAL STATEMENTS FOR THE PAST 5 YEARS

The main headings of the GROUP's consolidated financial statements for the past five years are as follows:

CONSOLIDATED INCOME STATEMENTS	2008	2007	2006	2005	2004
Sales and services rendered	1,868,731,191	1,401,899,756	1,308,233,076	1,381,000,637	1,226,906,018
EBITDA	311,336,139	248,495,314	141,738,046	153,010,732	129,617,437
EBIT	192,740,342	148,186,387	84,193,679	92,691,258	70,650,472
Financial profit / (loss)	(129,759,258)	(107,453,070)	(36,156,993)	(29,787,743)	(28,903,000)
Consolidated net profit / (loss) attributable					
to minority interests	9,204,245	10,206,823	5,429,156	7,128,562	5,620,766
to the group	30,565,438	97,538,375	32,205,403	30,407,389	22,069,100

CONSOLIDATED BALANCE SHEETS	31.12.08	31.12.07 AS RESTATED	31.12.06	31.12.05	31.12.04
<b>Assets</b>					
Non-current	2,253,100,986	2,114,522,603	758,741,749	725,005,156	566,650,628
Non-current Assets Held for Sale	29,043,672	-	-	-	-
Current	1,427,506,596	1,249,847,829	976,249,835	920,290,816	730,509,393
	3,709,651,254	3,364,370,432	1,734,991,584	1,645,295,972	1,297,160,021
<b>Liabilities</b>					
Non-current	1,934,379,034	1,906,922,121	609,415,337	578,657,643	365,424,249
Current	1,433,955,137	1,095,720,799	821,781,450	748,484,644	677,810,581
	3,368,334,171	3,002,642,920	1,431,196,787	1,327,142,287	1,043,234,830
<b>Shareholder's equity</b>					
attributable to the group	289,021,913	315,347,369	282,946,007	273,480,095	221,144,630
attributable to minority interests	52,295,170	46,380,143	20,848,790	44,673,590	32,780,561
	341,317,083	361,727,512	303,794,797	318,153,685	253,925,191
	3,709,651,254	3,364,370,432	1,734,991,584	1,645,295,972	1,297,160,021

## 38. NOTES TO THE CONSOLIDATED CASH-FLOW STATEMENT

During the years ended December 31, 2008 & 2007, the breakdown of amounts paid in respect of the acquisition of financial investments is as follows:

ACQUISITIONS	2008	2007
AE - Perote-Banderilla	26,731,000	-
Aqualevel	212,000	-
Berd	297,000	594,333
Bergamon	5,266,000	4,083,909
Cerâmica de Boialvo	974,000	-
Aenor Group	10,000,000	-
Indaqua Group	428,000	-
LusoLisboa	4,428,000	-
Mamaia	2,980,000	-
MatBut Holding	-	7,331,455
Novicer	-	184,409
Obol	6,000,000	22,500,000
SLPP	-	731,426
Salinas Village	34,000	-
Other	575,196	615,978
	57,925,196	36,041,511

### 39. BOOK IMPACT OF THE FRAUD DETECTED IN HUNGARY

During the years ended December 31, 2008 & 2007, the breakdown of amounts received in respect of the sale of financial investments is as follows:

DISPOSALS	2008	2007
Land & buildings	1,030,000	-
Jardimaia	1	-
Angolan Treasury Bonds	-	3,526,342
Portus Índico	-	14,047,905
Paviterra	4,409,067	-
Other	12,672	-
	5,451,740	17,574,247

Following the announcement of the extension to Hungary of the plans to harmonise the Group's information processes and systems, scheduled for the second fortnight of November, one of the directors of the Hungarian company MOTA-ENGIL MAGYARORSZAG, a MOTA-ENGIL ENGENHARIA E CONSTRUÇÃO, SA subsidiary, tendered his resignation, leading the MOTA-ENGIL, SGPS, SA Executive Committee to determine an immediate external audit of the assets and liabilities of this company incorporated under Hungarian law. This audit, recently concluded, led to the conclusion that there were serious irregularities in the financial statements of the said company in respect of previous years, caused by blameful, fraudulent management by the resigning director, besides strong signs of omission of the duty of diligence by the company's other directors.

The investigations allowed a negative impact to be determined in the sum of 6,394 million Hungarian forints (approximately €21 million at the present rate of exchange) on the assets and liabilities of MOTA-ENGIL MAGYARORSZAG, basically related with the realisable value of some of the assets and with liabilities not recorded in the books, in respect of previous years' operations.

As a result of the matter described, all the members of the board of directors of MOTA-ENGIL MAGYARORSZAG were dismissed and criminal proceedings were brought against the director in question.

In view of the materiality of the errors detected and in the light of IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors, MOTA-ENGIL restated the opening balances of assets, liabilities and shareholders' equity in its consolidated accounts. Since it has not proved possible to determine the specific effects in each of the preceding years, the decision was taken to restate the total impact directly under shareholders' equity with reference to January 1, 2008. The balance sheet headings are presented with the comparative figures restated to incorporate the effects of the corrections.

The breakdown of the corrections made is as follows:

	AMOUNTS PREVIOUSLY REPORTED	ADJUSTMENTS	HUF million CORRECTED VALUE	(Euros million at the current exchange rate) ADJUSTMENTS
Assets	8,320	(5,571)	2,749	(18)
Liabilities	(7,638)	(823)	(8,461)	(3)
	682	(6,394)	(5,712)	(21)

## 40. NON-CURRENT ASSETS HELD FOR SALE

On December 31, 2008, the GROUP decided to classify under this heading a non-operational plot of land the value of which will be recouped through its sale and not through ongoing use thereof.

As of the date of this report the GROUP's Board of Directors had made a start to a plan to sell this property, which is expected to take place within one year, and has already received several purchase offers.

Additionally, given the fact that the fair value of the land minus the expected costs to be incurred with the sale is greater than its acquisition cost, the property is carried at cost.

## 41. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were approved by the board of directors of the GROUP on March 27, 2009. However, they are still pending approval by the Annual General Meeting, although the GROUP's Board of Directors is of the conviction that they will be approved without alteration.

## APPENDIX A – CONSOLIDATED COMPANIES

### Investments in subsidiaries included in consolidated financial statements

Investments in subsidiaries included in consolidated financial statements using the full consolidation method, their registered offices, the percentage of share capital held, their business, their constitution date, are as follows:

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
<b>Company Mother of the Group and Connected Activities</b>					
Mota Engil, SGPS, S.A., sociedade aberta (Mota Engil SGPS)	Portugal (Amarante)	-	Holding Company	Aug-90	-
MESP- Mota Engil , Serviços Partilhados, Administrativos e de Gestão, S.A. (MESP) Through MESGSPS	Portugal (Amarante)	100.00	Administrative services	Dec-02	-
Largo do Paço – Investimentos Turísticos e Imobiliários, Lda. (Largo do Paço) Through MESGSPS	Portugal (Amarante)	100.00	Real-Estate	-	Oct-01
RTA - Rio Tâmega, Turismo e Recreio, S.A. (RTA) Through MESGSPS	Portugal (Amarante)	100.00	Real-Estate and tourism	-	May-00
SGA – Sociedade do Golfe de Amarante, S.A. (SGA) Through RTA Through Mota-Engil Engenharia	Portugal (Amarante)	97.32 96.66 0.66	Golf and related activities	Dec-00	-
<b>Area of Business - Engineering &amp; Construction</b>					
Mota-Engil Engenharia e Construção, S.A. (Mota-Engil Engenharia) Through MESGSPS	Portugal (Amarante)	100.00	Civil construction and purchase and sale of properties	-	Dec-00
Aurimove – Utilidades, Equip. e Invest. Imobiliários, Lda. (Aurimove) Through MEIT	Portugal (Porto)	100.00	Real-Estate	Dec-93	-
M-Invest Barrandov, a.s. (Barrandov) Through M-Invest	Czech Republic (Prague)	90.00	Real-Estate	Dec-06	-
Calçadas do Douro – Sociedade Imobiliária, Lda. (Calçadas do Douro) Through MEIT	Portugal (Porto)	100.00	Real-Estate	-	Sep-00
Companhia Portuguesa de Trabalhos Portuários e Construções, S.A. (CPTP) Through Mota-Engil Engenharia	Portugal (Lisbon)	100.00	Port construction & works	-	Jul-02

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
Corgimobil - Empresa Imobiliária das Corgas, Lda. (Corgimobil)	Portugal (Cascais)	95.47	Construction, studies and real-estates	-	Nov-00
Through Mota-Engil Engenharia		70.17			
Through MEIT		25.30			
Edifício Mota-Viso – Soc. Imobiliária, Lda. (Mota Viso)	Portugal (Porto)	100.00	Real-Estate	Jun-94	-
Through MEIT		100.00			
Edipainel – Utilidades, Equipamentos e Investimentos Imobiliários, Lda. (Venimove)	Portugal (Porto)	100.00	Real-Estate	Mar-02	-
Through MEIT		70.00			
Through Soprocil		30.00			
Emocil – Empresa Moçambicana de Construção Imobiliária (Emocil)	Mozambique (Maputo)	75.00	Real-Estate	Jul-94	-
Through Mota-Engil Engenharia		50.00			
Through Indimo		25.00			
Engil 4i – SGPS, S.A. (Engil 4i)	Portugal (Porto)	100.00	Holding Company	Dec-02	-
Through Mota-Engil Engenharia		100.00			
Ferrovias e Construções, S.A. (Ferrovias)	Portugal (Linda-a-Velha)	100.00	Railway construction and maintenance	Apr-88	Sep-94
Through Mota-Engil Engenharia		100.00			
Geogranitos – Pedreiras de Amarante, Lda. (Geogranitos)	Portugal (Amarante)	100.00	Quarrying	Apr-88	Mar-90 Jun-00 / Dec-00
Through Mota-Engil Engenharia		100.00			
God Project Development (GOD)	Hungary (Budapest)	100.00	Civil construction	Dec-06	-
Through Mota-Engil Magyarország		100.00			
Jasz-Vasut, Kft (Jasz-Vasut)	Hungary (Budapest)	70.00	Civil construction	Oct-06	-
Through Mota-Engil Magyarország		50.00			
Through Ferrovias		20.00			
Kilinskiego Project Development Sp. z o.o.	Poland (Krakow)	100.00	Real-Estate	Aug-07	-
Through Mota-Engil Polska		100.00			
Kordylewskiego Project Development Sp. z o.o. (Kord)	Poland (Krakow)	100.00	Real-Estate	Feb-05	-
Through M-Invest Polska		100.00			
Kozielska Sp. z o.o. (Kozielska)	Poland (Krakow)	55.00	Real-Estate	Aug-07	-
Through M-Invest Polska		55.00			
Maprel – Nelas, Indústria de Pré- Fabricados, S.A. (Maprel Nelas)	Portugal (Porto)	100.00	Pre-stressed concrete manufacture	Jan-01	-
Through Qualibetão		100.00			
ME-Investitii AV s.r.l. (“ME-Investitii”)	Romania (Bucharest)	99.00	Real-Estate	-	Sep-07
Through Mota-Engil Engenharia		99.00			
M-E Kruszywa S.A. (ME-Kruszywa)	Poland (Krakow)	100.00	Real-Estate	-	Apr-08
Through M-Invest Polska		50.00			
Through Mota-Engil Engenharia		50.00			
MEIC - Mota-Engil Ireland Construction Limited (MEIC)	Ireland (Ballinasloe)	60.00	Civil construction	Oct-07	-
Through Mota-Engil Engenharia		60.00			
MEITS, Mota-Engil Imobiliário e Turismo, S.A. (MEIT)	Portugal (Porto)	100.00	Real-Estate	Sep-01	-
Through Mota-Engil SGPS					
Metroepszolg, RT (Metroepszolg)	Hungary (Budapest)	99.99	Civil constructions	Dec-00	-
Through Mota-Engil Magyarország		99.99			
Mil e Sessenta – Sociedade Imobiliária, Lda. (Mil e Sessenta)	Portugal (Porto)	100.00	Real-Estate	-	Jul-01
Through MEIT		100.00			
M-Invest Bohdalec, A.S. (Bohdalec)	Czech Republic (Prague)	90.00	Real-Estate	Sep-03	-
Through M-Invest		90.00			
M-Invest Devonska, s.r.o. (M-Invest Devonska)	Czech Republic (Prague)	90.00	Real-Estate	Nov-06	-
Through M-Invest		90.00			
M-Invest Jihlavska, A.S. (Jihlavska)	Czech Republic (Prague)	90.00	Real-Estate	Feb-04	-
Through M-Invest		90.00			



COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
M-Invest Polska, Sp. z o.o. (M-Invest Polska)	Poland (Krakow)	100.00	Real-Estate	Jun-05	-
Through Mota-Engil Engenharia		80.00			
Through Mota-Engil Polska		20.00			
M-Invest Portugalia, s.r.o. (M-Invest Portugalia)	Czech Republic (Prague)	90.00	Real-Estate	-	Sep-07
Through M-Invest		90.00			
M-Invest, sro (M-Invest)	Czech Republic (Prague)	100.00	Real-Estate	Mar-98	Dec-00
Through Mota-Engil Engenharia		80.00			
Through Sefimota		20.00			
M-Invest Slovakia, s.r.o. (M-Invest Slovakia)	Slovakia (Bratislava)	100.00	Real-Estate	Jun-06	-
Through M-Invest		100.00			
MI 2 Spółka z ograniczona odpowiedzialnoscia (MI-2)	Poland (Krakow)	55.00	Real-Estate	Jun-07	-
Through M-Invest Polska		55.00			
Moravské Pozemní Stavby, s.r.o. (MPS)	Czech Republic (Jihlava)	96.67	Civil construction	Nov-00	Dec-00
Through Sefimota		96.67			
Mota-Engil Magyarország, Rt (Mota-Engil Magyarország)	Hungary (Budapest)	100.00	Civil construction	Jan-96	-
Through Mota-Engil Engenharia		100.00			
Mota-Engil Real Estate Hungary (Merehun)	Hungary (Budapest)	100.00	Real-Estate	Jul-05	-
Through Mota-Engil Magyarország		20.00			
Through Mota-Engil Engenharia		80.00			
Mota-Engil Pavimentações, S.A. (ME-Pavimentações)	Portugal (Amarante)	100.00	Civil construction	Jan-86	-
Through Mota-Engil Engenharia		100.00			
Mota-Engil Polska, S.A. (Mota-Engil Polska)	Poland (Krakow)	100.00	Civil construction	Feb-53	Mar-99
Through Tabella Holding		100.00			
Mota-Engil S. Tomé e Príncipe (ME S. Tomé)	S. Tomé and Príncipe (S. Tomé)	100.00	Civil construction	Dec-04	-
Through Mota-Internacional		95.00			
Through Mota-Engil Engenharia		5.00			
Mota-Engil Slovakia, a. s. (Mota-Engil Slovakia)	Slovakia (Bratislava)	60.00	Civil construction	Aug-04	-
Through Mota-Engil Engenharia		60.00			
Motadómus – Sociedade Imobiliária, Lda. (Motadómus)	Portugal (Porto)	100.00	Civil construction	Jan-97	Jan-01
Through Aurímove		95.00			
Through MEIT		5.00			
MKContractors, LLC (MKC)	USA (Miami)	50.50	Real-Estate	Mar-02	-
Through Mota-Engil Engenharia		50.50			
Mota Internacional – Comércio e Consultadoria Económica, Lda (Mota Internacional)	Portugal (Funchal)	100.00	Holding Company	Sep-97	Dec-98
Through Mota-Engil Engenharia		100.00			
Realmota, sro (Realmota)	Czech Republic (Prague)	100.00	Real-Estate	Jun-98	Dec-00
Through M-Invest		100.00			
Nortedómus, Lda. (Nortedómus)	Portugal (Lisbon)	100.00	Real-Estate	-	Oct-01
Through Mota-Engil Engenharia		100.00			
Piastowska Project Development Sp. z o.o. (Piastowska)	Poland (Krakow)	100.00	Civil construction	-	-
Through Mota-Engil Polska		100.00			
Planinova – Sociedade Imobiliária, S.A. (Planinova)	Portugal (Porto)	100.00	Real-Estate	Dec-00	-
Through MEIT		100.00			
Prefal – Pré-fabricados de Luanda, Lda. (Prefal)	Angola (Luanda)	90.00	Pre-stressed concrete manufacture	Dec-93	-
Through Mota Internacional		70.00			
Through Qualibetão		20.00			
Qualibetão – Comercialização de Betões, Lda. (Qualibetão)	Portugal (Porto Alto)	100.00	Manufacture and sale of concrete and bituminous concrete	Jul-96	-
Through Mota-Engil Engenharia		100.00			
Rentaco – Equipamentos de Construção, Transportes, Combustíveis e Serviços, Sociedade Unipessoal, Lda. (Rentaco)	Portugal (Porto Alto)	100.00	Hiring out construction equipment	Sep-89	Jul-96
Through Mota-Engil Engenharia		100.00			
Rentaco Angola (Rentaco Angola)	Angola (Luanda)	100.00	Hiring out construction equipment	Jan-08	-
Through Mota Internacional		97.50			
Through Emasa		2.50			

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
Sedengil – Sociedade Imobiliária, Lda. (Sedengil) Through Mota–Engil Engenharia	Portugal (Matosinhos)	100.00 100.00	Real-Estate	Oct-82	May-95 / May-97
Sefimota, AS (Sefimota) Through Mota–Engil Engenharia	Czech Republic (Prague)	100.00 100.00	Civil construction	Jan-97	-
Sonauta – Sociedade de Navegação, Lda. (Sonauta) Through Mota–Engil Engenharia	Angola (Luanda)	100.00 100.00	Sea Transport	Nov-94	
Soprocil – Sociedade de Projectos e Construções Civas, S.A. (Soprocil) Through Mota–Engil Engenharia	Portugal (Tavira)	100.00 100.00	Civil construction	-	Dec-00
Tabella Holding, BV (Tabella) Through Mota–Engil Engenharia	Netherlands (Amsterdam)	100.00 100.00	Holding Company	Nov-98	-
Tecnocarril – Sociedade de Serviços Industriais e Ferroviários, Lda. (Tecnocarril) Through Mota–Engil Engenharia Through Ferrovias	Portugal (Entroncamento)	100.00 15.00 85.00	Treatment of timber for railway use	Jan-94	Sep-94
Tetenyi Project Development (Tetenyi) Through Mota–Engil Magyarország	Hungary (Budapest)	100.00 100.00	Real-Estate	Jan-05	-
Timoz – Transformadora Industrial de Mármore de Estremoz, Lda (Timoz) Through Mota–Engil Engenharia	Portugal (Estremoz)	100.00 100.00	Marble and granite production and trading	-	Dec-00
Tracevia – Sinalização Segurança e Gestão de Tráfego, Lda. (Tracevia) Through Mota–Engil Engenharia	Portugal (Sintra)	100.00 100.00	Highway marking and traffic management	Jun-80	Oct-84
Tracevia Angola (Tracevia Angola) Through Tracevia Through Mota–Internacional	Angola (Luanda)	80.00 60.00 20.00	Highway marking	-	Sep-07
Translei, S.A. (Translei) Through Mota Internacional Through Mota–Engil Engenharia	Peru (Lima)	100.00 99.90 0.10	Construction industry and complementary activities	Sep-86	Jun-98
Traversofer Industrie et Services Ferroviaires SARL (Traversofer) Through Ferrovias	Argélia (Argel)	50.00 50.00	Railway construction and maintenance	Dec-07	-
Wilenska Project Development Sp. z.o.o. (Wilenska) Through M-Invest Polska	Poland (Krakow)	100.00 100.00	Real-Estate	Jan-05	-
<b>Area of Business - Environment &amp; Services</b>					
Mota-Engil, Ambiente e Serviços, SGPS, S.A. (Mota-Engil Ambiente e Serviços) Through MESGPS	Portugal (Porto)	100.00 100.00	Holding Company	Jun-97	-
Almaque – Serviços Técnicos, S.A. (Almaque) Through Manvia	Portugal (Linda- a- Velha)	58.50 58.50	Transport services and machinery rental	Jun-89	Jul-06
Areagolfe – Gestão, Construção e Manutenção de Campos de Golf, S.A. (Areagolfe) Through Vibeiras	Portugal (Torres Novas)	46.6 46.6	Golf courses	-	Jul-07
Beiratir – Terminais da Covilhã, Lda. (Beiratir) Through Tertir	Portugal (Covilhã)	91.58 91.58	Terminal exploitation	Dec-87	Oct-06
Correia & Correia, Lda. (Correia & Correia) Through Enviroil Através de quotas próprias	Portugal (Sertã)	73.91 59.13 14.78	Marketing and collection of used oil	Sep-88	Feb-00
E.A.Moreira – Navigation agents, S.A. (E.A. Moreira) Through Tertir	Portugal (Matosinhos)	96.40 96.40	Navigation agents	Oct-45	Oct-06
Ekosrodowisko Spółka z.o.o. (Ekosrodowisko) Through Mota-Engil Srodowisko	Poland (Bytom)	80.00 80.00	Refuse treatment	Feb-05	Dec-05
EMSA – Empreendimentos e Exploração de Estacionamentos, S.A. (EMSA) Through Mota-Engil Ambiente e Serviços	Portugal (Cascais)	100.00 100.00	Car parking exploration	Dec-00	-
Enviroil – Resíduos e Energia, Lda. (Enviroil) Through Mota-Engil Ambiente e Serviços	Portugal (Torres Novas)	73.91 73.91	Marketing and collection of used oil	Nov-97	-

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
Glan Água Ltd	Ireland (Ballinasloe)	70.00	Refuse treatment	Jan-08	-
Através Mota Engil Irish Services Ltd		70.00			
GT – Investimentos Internacionais SGPS, SA (GT SGPS)	Portugal (Porto)	89.77	Logistic	Oct-06	-
Through Tertir		45.79			
Through Liscont		33.98			
Through Mota-Engil Ambiente e Serviços		10.00			
InvestAmbiente – Recolha de Resíduos e Gestão de Sistemas de Saneamento Básico, SA (Investambiente)	Portugal (Lisbon)	31.98	Collection of non-dangerous waste	Feb-00	Dec-07
Through Novaflex		31.98			
Liscont - Operadores de Contentores, S.A. (Liscont)	Portuga (Lisbon)	79.96	Container operators	Nov-83	Oct-06
Through Sadomar		49.84			
Through Multiterminal		30.13			
Lisprojecto – Consultoria e Soluções Informáticas, S.A. (Lisprojecto)	Portugal (Lisbon)	67.97	Port consultants	Jul-92	Oct-06
Through Liscont		67.97			
Lokemark – Soluções de Marketing (Lokemark)	Portugal (Lisbon)	49.00	Other Activities in Support and Services	Jun-03	Sep-07
Through Mota-Engil Ambiente e Serviços	(Setúbal)	49.00			
Manvia – Manutenção e Exploração de Instalações e Construção, S.A. (Manvia)	Portugal (Lisbon)	90.00	Installation, maintenance and operations	Jul-94	Jun-98
Through Mota-Engil Ambiente e Serviços	(Linda-a-Velha)	90.00			
Mota Engil Irish Services Ltd	Ireland (Ballinasloe)	70.00	Refuse treatment	Jan-08	-
Through Mota-Engil Ambiente e Serviços		70.00			
Mota-Engil Srodowisko, Sp. z.o.o. (MES)	Poland (Krakow)	100.00	Refuse treatment	Dec-05	-
Through Mota-Engil Ambiente e Serviços		100.00			
Mota-Engil II, Gestão, Ambiente, Energia e Concessões de Serviços, S.A. (MEASII)	Portugal (Porto)	100.00	Management of projects	Dec-03	-
Through Mota-Engil Ambiente e Serviços		100.00			
Mota-Engil, Tecnologias de Informação, S.A. (METI)	Portugal (Porto)	100.00	Development of I.T. management applications	Dec-03	-
Through Mota-Engil Ambiente e Serviços		100.00			
Multiterminal – Soc. de Estiva e Tráfego, S.A. (Multiterminal)	Portugal (Lisbon)	96.40	Terminal exploitation	May-79	Oct-06
Through Tertir		96.40			
Norcargas – Cargas e Descargas, Lda. (Norcargas)	Portugal (Matosinhos)	96.40	Shipments and discharges	Sep-83	Oct-06
Through E.A. Moreira		96.40			
Nova Beira – Gestão de Resíduos, SA (Nova Beira)	Portugal (Lisbon)	30.85	Industrial refuse treatment and disposal	-	Dec-07
Through Novaflex		19.68			
Through InvestAmbiente		10.55			
Through SUMA		0.62			
Novaflex – Técnicas do Ambiente, SA (Novaflex)	Portugal (Lisbon)	61.50	Collection of non-dangerous waste	-	Dec-07
Through SUMA		61.50			
Operport – Sociedade Portuguesa de Operadores Portuários, Lda. (Operport)	Portugal (Lisbon)	96.40	Port operations	Jan-83	Oct-06
Through Tertir		96.40			
Proempar – Promoção e Gestão de Parques Empresariais e Tecnológicos, S.A. (Proempar)	Portugal (Porto)	70.00	Management of technological parks	Oct-06	-
Through Promoquatro		18.00			
Through Mota-Engil Ambiente e Serviços		26.00			
Through Mota-Engil Engenharia		26.00			
PTT – Parque Tecnológico do Tâmega (PTT)	Portugal (Felgueiras)	65.75	Management of technological parks	Dec-06	-
Through Proempar		42.00			
Through Promoquatro		3.75			
Through Mota-Engil Ambiente e Serviços		10.00			
Through Mota-Engil Engenharia		10.00			

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
Real Verde – Técnicas de Ambiente, SA (Real Verde)	Portugal (Vila Real)	58.43	Industrial refuse treatment and disposal	Dec-07	-
Through Novaflex		58.43			
Resiges – Gestão de Resíduos Hospitalares, Lda. (Resiges)	Portugal (Setúbal)	30.75	Collection of dangerous waste	May-98	Dec-07
Through Novaflex		30.75			
Resilei – Tratamento de Resíduos Industriais, Lda (Resilei)	Portugal (Leiria)	30.75	Industrial refuse treatment	-	Jun-03
Through SUMA		30.75			
Rima – Resíduos Industriais e Meio Ambiente, S.A. (Rima)	Portugal (Silvares)	59.32	Industrial refuse treatment	Aug-01	-
Through SUMA		59.32			
Sadomar – Ag. de Naveg. e Trânsitos, S.A. (Sadomar)	Portugal (Lisbon)	96.40	Navigation agents	-	Oct-06
Through Tertir		96.40			
Sealine – Navegação e Afretamentos (Sealine)	Portugal (Aveiro)	62.82	Navigation agents	-	Oct-06
Through Socarpor Aveiro		9.42			
Through Socarpor SGPS		53.40			
SIGA – Serviço Integrado Gestão Ambiental (Siga)	Portugal (S. Roque)	43.05	Industrial refuse treatment and disposal	Oct-08	-
Through SUMA		43.04			
Through SUMA Douro		0.01			
Through SUMA Esposende		0.01			
Socarpor – Soc. Gestora de Participações Sociais (Douro e Leixões), S.A. (Socarpor SGPSD/L)	Portugal (Matosinhos)	58.39	Port services	-	Oct-06
Through Tertir		58.39			
Socarpor – Soc. Cargas Port. (Aveiro), S.A. (Socarpor Aveiro)	Portugal (Aveiro)	62.82	Port services	-	Oct-06
Through Socarport D/L		51.43			
Through Operport		11.40			
Sotagus – Terminal de Contentores de Santa Apolónia, S.A. (Sotagus)	Portugal (Lisbon)	96.40	Containers terminal	-	Oct-06
Through Tertir		48.20			
Through Multiterminal		48.20			
SUMA – Serviços Urbanos Meio Ambiente, S.A. (SUMA)	Portugal (Lisbon)	61.50	Industrial refuse treatment	Jun-94	-
Through Mota-Engil Ambiente e Serviços		61.50			
SUMA (Douro) Serviços Urbanos e Meio Ambiente, Lda. (SUMA Douro)	Portugal (Murça)	61.50	Industrial refuse treatment	Jul-00	-
Through SUMA		61.50			
SUMA (Esposende) Serviços Urbanos, Lda. (SUMA Esposende)	Portugal Esposende	61.50	Industrial refuse treatment	Dec-99	-
Through SUMA		61.50			
SUMA (Matosinhos) Serviços Urbanos, S.A. (Suma matosinhos)	Portugal (Matosinhos)	61.50	Industrial refuse treatment	Dec-00	-
Through SUMA		61.50			
SUMA (Porto) - Serviços Urbanos e Meio Ambiente, S.A.	Portugal (Porto)	61.50	Industrial refuse treatment	Nov-08	-
Through SUMA		61.50			
SRI – Gestão de Resíduos, Lda	Portugal (Sertã)	73.91	Collection of dangerous waste	Jul-08	-
Through Correia e Correia		73.85			
Through Enviroil		0.06			
Takargo – Transporte de Mercadorias, S.A.	Portugal (Oeiras)	100.00	Road Transport of Goods	Sep-06	-
Through Mota Engil Ambiente e Serviços		70.00			
Through Ferrovias		30.00			
TCL – Terminal de Contentores de Leixões, S.A. (TCL)	Portugal (Matosinhos)	50.83	Port services	Jan-96	-
Through Socarport D/L		22.05			
Through Norcargas		8.96			
Through TEN		19.82			
TEN – Tráfego e Estiva do Norte, SA (TEN)	Portugal (Perafita)	96.40	Port services	Jan-83	Oct-06
Through Tertir		96.40			

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
Ternor – Sociedade de Exploração de Terminais, S.A. (Ternor)	Portugal (Matosinhos)	97.70	Terminal exploitation	Feb-74	Oct-06
Through Mota-Engil Ambiente e Serviços		94.14			
Through E.A. Moreira		3.48			
Through Tertir		0.26			
Tertir – Terminais de Portugal, S.A. (Tertir)	Portugal	96.40	Terminal exploitation	-	Oct-06
Through Ternor		31.88			
Through Liscont		2.09			
Through Mota-Engil Ambiente e Serviços		62.18			
Through Tertir		0.25			
Tertir – Concessões Portuárias, SGPS, SA (Tertir SGPS)	Portugal (Lisbon)	96.40	Port services	Oct-07	-
Through Tertir		96.40			
Transitiber – Logística e Transporte Internacional, S.A. (Transitiber)	Portugal (Lisbon)	67.97	Transport organization	May-08	-
Through Transitex		67.97			
Transitex – Trânsitos Extremadura, SL (Transitex)	Spain (Badajoz)	67.97	Container operators	-	-
Through Liscont		67.97			
Tratofoz – Sociedade de Tratamento de Resíduos, S.A.(Tratofoz)	Portugal (Malorca)	99.61	Industrial refuse treatment	Oct-02	
Through Mota-Engil Ambiente e Serviços		98.99			
Through Suma		0.62			
Triu – Técnicas de Resíduos Industriais e Urbanos, S.A. (Triu)	Portugal (Prior Velho)	61.50	Collection of non dangerous waste	Apr-91	Sep-08
Through Suma		61.50			
VBT – Projectos e Obras de Arquitectura Paisagística, Lda	Angola (Luanda)	43.34	Green areas	Sep-08	
Through Mota-Engil Ambiente e Serviços		10.00			
Through Vibeiras		33.34			
Vibeiras – Sociedade Comercial de Plantas, S.A. (Vibeiras)	Portugal (Torres Novas)	66.67	Green areas	Jul-88	Oct-98
Through Mota-Engil Ambiente e Serviços		66.67			
<b>Area of Business - Transport Concessions</b>					
Mota-Engil Concessões de Transportes, SGPS, S.A. (MECT)	Portugal (Lisbon)	100.00	Holding Company	Jan-03	-
Through MESGPS		100.00			
Ascendi – Concessões de Transportes, SGPS, S.A. (Ascendi SGPS)	Portugal (Lisbon)	60.00	Transport concessions	Feb-08	-
Through MECT		60.00			
Ascendi – Serv. Assessoria Gestão Operação, S.A. (Ascendi SA)	Portugal (Lisbon)	60.00	Transport concessions	Feb-08	-
Through Ascendi SGPS		60.00			

### Jointly controlled companies consolidated using the Proportional Method

The companies consolidated using the Proportional Method, their registered offices, the percentage of share capital held, their business, their constitution date, are as follows:

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
<b>Area of Business - Engineering &amp; Construction</b>					
Cimertex & Companhia – Comércio Equip. e Ser. Técnicos, Lda. (Cimertex & Companhia)	Portugal (Matosinhos)	50.00	Construction	-	Jan-96
Through Mota-Engil Engenharia		50.00			
Cimertex Angola – Sociedade de Máquinas e Equipamentos, Lda. (Cimertex Angola)	Angola (Luanda)	50.00	Construction	Feb-95	-
Through Mota-Engil Engenharia		50.00			
Construccion Crespo, SA (Crespo)	Spain (Pontevedra)	50.00	Construction	-	Sep-07
Through Mota-Engil Engenharia		50.00			
Constructora Autopista Perote Xalapa, S.A. de C.V.	Mexico (Xalapa)	50.00	Construction	Mar-08	-
Through Mota-Engil Engenharia		50.00			
Grossiman, SL (Grossiman)	Spain (Madrid)	50.00	Railway construction and maintenance	-	-
Through Mota-Engil - Engenharia		50.00			
Hifer Construccion, Conservación e Servicios, S.A. (Hifer)	Spain (Madrid)	50.00	Railway construction and maintenance	Nov-03	Oct-05
Through Ferrovias		50.00			
Icer – Indústria de Cerâmica, Lda. (Icer)	Angola (Luanda)	50.00	Ceramic industry	Nov-91	-
Through Mota-Engil Engenharia		50.00			
M-Invest Slovakia Mierova, s.r.o. (Mierova)	Slovakia (Bratislava)	50.00	Real-Estate	Jun-06	-
Through M-Invest Slovakia		50.00			
M-Invest Slovakia Trnavska, s.r.o. (Trnavska)	Slovakia (Bratislava)	50.00	Real-Estate	Jun-06	-
Through M-Invest Slovakia		50.00			
Probigalp Ligantes Betuminosos, S.A. (Progalp)	Portugal (Matosinhos)	40.00	Bituminous product manufacture	Abr-98	-
Through Mota-Engil Engenharia		40.00			
<b>Area of Business - Environment &amp; Services</b>					
Ambigere, SA (Ambigere)	Portugal (Funchal)	30.75	Collection of urban refuse	Jun-06	Jul-07
Through SUMA		30.75			
Indaqua – Indústria e Gestão de Águas, S.A. (Indaqua)	Portugal (Matosinhos)	42.86	Management and exploration of water and sanitation systems	Jun-94	-
Through Mota-Engil Ambiente e Serviços		42.86			
Indaqua Vila do Conde - Gestão de Águas de Vila do Conde S.A. (Indaqua Conde)	Portugal (Vila do Conde)	42.86	Water distribution	Dec-07	-
Through Indaqua		42.00			
Through Mota-Engil Engenharia		0.86			
Indaqua Fafe – Gestão de Águas de Fafe, S.A. (Indaqua Fafe)	Portugal (Fafe)	42.80	Management and exploration of water and sanitation systems	Dec-95	-
Through Indaqua		42.80			
Indaqua Feira – Indústria de Águas de Santa Maria da Feira, S.A. (Indaqua Feira)	Portugal (Sta. Maria da Feira)	40.86	Management and exploration of water and sanitation systems	Mar-99	-
Through Indaqua		39.86			
Through Mota-Engil Engenharia		1.00			
Indaqua Matosinhos – Gestão de Águas de Matosinhos, S.A. (Indaqua Matosinhos)	Portugal (Matosinhos)	42.79	Management and exploration of water and sanitation systems	Jun-07	-
Through Indaqua		41.79			
Through Mota-Engil Engenharia		1.00			
Indaqua Santo Tirso – Gestão de Águas de Santo Tirso, S.A. (Indaqua St. Tirso)	Portugal (Santo Tirso)	42.86	Management and exploration of water and sanitation systems	Dec-98	-
Through Indaqua		42.86			
Parquegil - Planeamento e Gestão de Estacionamento, S.A. (Parquegil)	Portugal (Lisbon)	50.00	Car parking management	Jan-00	-
Through EMSA		50.00			

COMPANY	REGISTERED OFFICE	% OWNED	ACTIVITY	ESTABLISHMENT DATE	ACQUISITION DATE
Relevante Função - Gestão e Valorização de Resíduos, Lda (S. Mamede de Infesta)	Portugal	30.75	Collection of non-dangerous waste	Oct-07	.
Through Triu		30.75			
Sadoport – Terminal Marítimo do Sado, S.A. (Sadoport)	Portugal (Setúbal)	45.00	Port Activities	Jun-04	-
Through SLPP		45.00			
SLPP – Serviços Logísticos de Oportos Portugueses, S.A. (SLPP)	Portugal (Linda-a-Velha)	50.00	Port Activities	Oct-05	-
Through Mota-Engil Ambiente e Serviços		50.00			
TTRM, Transferência e Triagem de Resíduos da Madeira ACE (TTRM)	Portugal (Funchal)	15.38	Collection of urban refuse	-	Jul-07
Through SUMA		15.38			
<b>Area of Business - Transport Concessions</b>					
Aenor – Auto-Estradas do Norte, S.A. (Aenor)	Portugal (Matosinhos)	35.11	Transport Concessions	Jun-99	-
Through MECT		35.11			
Aenor Douro – Estradas do Douro Interior, SA	Portugal (Matosinhos)	45.93	Transport Concessions	Nov-08	-
Through MECT		8.85			
Through MEEC		37.08			
LusoLisboa AE da Grande Lisboa, S.A. (LusoLisboa)	Portugal (Lisbon)	36.09	Transport Concessions	Dec-06	-
Through MECT		36.09			
Lusoscut – Auto-Estradas das Beiras Litoral e Alta, S.A. (Lusoscut BLA)	Portugal (Viseu)	36.09	Transport Concessions	Mar-01	-
Through MECT		36.09			
Lusoscut – Auto-Estradas da Costa de Prata, S.A. (Lusoscut CP)	Portugal (Aveiro)	36.09	Transport Concessions	Mar-00	-
Through MECT		36.09			
Lusoscut – Auto Estradas do Grande Porto, S.A. (Lusoscut GP)	Portugal (Matosinhos)	36.09	Transport Concessions	Jul-02	-
Through MECT		36.09			
Operadora Douro Interior - Operação e Manutenção Rodoviária, SA	Portugal (Matosinhos)	45.93	Transport Concessions	Nov-08	-
Through Aenor Douro		36.74			
Through MECT		1.77			
Through MEEC		7.42			
Operadora GL – Op. e Manut. de Auto-Estradas, SA (Operadora LusoLisboa)	Portugal (Lisbon)	36.09	Highway maintenance operator	Dec-06	-
Through LusoLisboa		36.09			
Operadora Lusoscut BLA – Operação e Manutenção de Auto-Estradas, S.A. (Operadora Lusoscut BLA)	Portugal (Viseu)	36.09	Highway maintenance operator	Mar-01	-
Through Lusoscut BLA		36.09			
Operadora Lusoscut CP – Operação e Manutenção de Auto-Estradas, S.A. (Operadora Lusoscut CP)	Portugal (Aveiro)	36.09	Highway maintenance operator	Mar-00	-
Through Lusoscut CP		36.09			
Operadora Lusoscut GP – Operação e Manutenção de Auto-Estradas, S.A. (Operadora Lusoscut GP)	Portugal (Matosinhos)	36.09	Highway maintenance operator	Jul-02	-
Through Lusoscut GP		36.09			
Operanor – Operação e Manutenção de Auto-Estradas, S.A. (Operanor)	Portugal (Matosinhos)	35.11	Highway maintenance operator	Jun-99	-
Through Aenor		35.11			

### Investments in associates using equity method

Group and associate companies included in the consolidation using the equity method, their registered offices and proportion of share capital held as at December 31, 2008, are as follows:

COMPANY	REGISTERED OFFICE	% OWNED
Ambilital – Investimentos Ambientais no Alentejo, EIM (Ambilital)	Portugal	30.14
Asinter – Comércio Internacional, Lda. (Asinter)	Portugal	30.00
Auto Sueco Angola, S.A. (Auto Sueco Angola)	Angola	25.50
Berd – Projecto Investigação e Engenharia de Pontes, SA (Berd)	Portugal	24.79
Citrup – Centro Integrado de Resíduos, Lda. (Citrup)	Portugal	18.45
Ecolezíria - Empresa Intermunicipal para o Tratamento de Resíduos Sólidos, E. I. M. (Ecolezíria)	Portugal	15.07
Logz – Atlantic Hub, S.A.	Portugal	30.00
Öböl XI Kft.	Hungary	22.50
Sotysowska Project Development Sp. z o.o. (Soltysowska)	Poland	34.00
Tersado – Terminais Portuários do Sado, S.A. (Tersado)	Portugal	25.00
Turalgo – Sociedade de Promoção Imobiliária e Turística do Algarve, S.A. (Turalgo)	Portugal	51.00
Vortal – Comércio Electrónico, Consultadoria e Multimédia, S.A. (Vortal)	Portugal	29.88
Martifer Group	Portugal	37.50



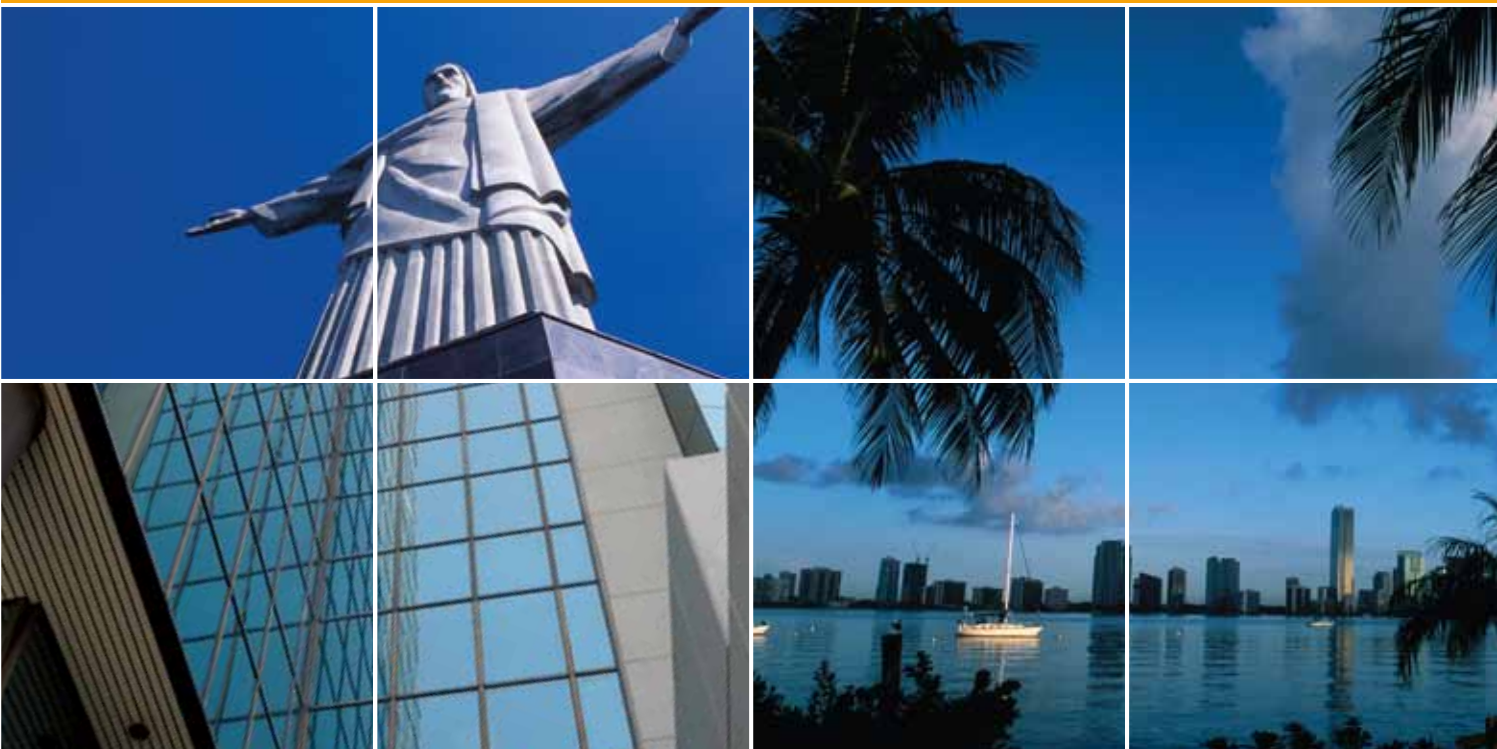




## **SHORTENING DISTANCES.**

INTERNATIONALISATION IS THE ORDER OF THE DAY, TODAY AND TOMORROW. WE, AT MOTA-ENGIL, BRING TOGETHER CENTRAL EUROPE, THE AMERICAS AND AFRICA IN A COMMON EFFORT DIRECTED AT THE SUSTAINED GROWTH OF THE GROUP.

WE ARE WHAT WE DO.  
AMBITION 2013





# 03

## REPORT ON CORPORATE GOVERNANCE PRACTICES

CONSOLIDATED  
REPORT  
& ACCOUNTS  
2008



## 0. DECLARATION OF COMPLIANCE

**0.1** This report complies with the draft set out in the annex of CMVM Regulation 1/2007, and its reference is the “Code of Corporate Governance” published by the CMVM (Portuguese Securities Market Commission) at its site [www.cvm.pt](http://www.cvm.pt).

**0.2** Detailed indication of the recommendations included in the CMVM Code of Corporate Governance adopted and not adopted by MOTA-ENGIL, SGPS, SA:

RECOMMENDATION/ CHAPTER	DEGREE OF COMPLIANCE	DESCRIPTION IN THIS REPORT
<b>I. GENERAL MEETING</b>		
<b>I.1 BOARD OF THE GENERAL MEETING</b>		
I.1.1 The board of the general meeting shall be provided with the human and logistic support resources appropriate to its needs, taking the company's economic situation into account.	Complied	I.1
I.1.2 The remuneration of the chairman of the board of the general meeting shall be disclosed in the company's annual management report.	Complied	I.3
<b>I.2 PARTICIPATION IN THE MEETING</b>		
I.2.1 The period during which shares are deposited or blocked in order to take part in a general meeting as imposed by the articles of association shall be no more than five days.	Complied	I.4
I.2.2 In the event of suspension of the general meeting the company shall not impose blockage during the whole period until the meeting is resumed, the ordinary period required ahead of the first session being sufficient.	Complied	I.5
<b>I.3 VOTE AND EXERCISE OF VOTING RIGHTS</b>		
I.3.1 Companies shall not impose any statutory restriction on postal balloting.	Not complied	0.3 & I.8
I.3.2 The statutory period in advance of the meeting for the reception of postal ballots shall be no more than three working days.	Complied	I.10
I.3.3 In their articles of association companies shall stipulate that each share shall correspond to one vote.	Not complied	0.3 & I.6
<b>I.4 QUORUM AND DELIBERATIONS</b>		
I.4.1 Companies shall not fix a quorum for meetings or for deliberations greater than provided for by law.	Not complied	0.3 & I.7
<b>I.5 MINUTES OF MEETINGS AND INFORMATION OF RESOLUTIONS ADOPTED</b>		
I.5.1 Minutes of General Meetings shall be provided to shareholders via the company's Internet site within five days, even if they do not constitute privileged information under the terms of the law, and an historic record of attendance lists, of the agendas and of the resolutions adopted relating to meetings held shall be kept on the site in respect of at least the three preceding years.	Complied	I.1
<b>I.6 MEASURES RELATING TO COMPANY CONTROL</b>		
I.6.1 Measures adopted with a view to preventing the success of take-over bids shall have regard for the interests of the company and of its shareholders.	Complied	I.13
I.6.2 The articles of association of companies that, having due regard for the principle set out in the preceding indent, stipulate a limitation of the number of votes that may be held or exercised by a single shareholder, severally or in concert with other shareholders, shall also stipulate that, at least every five years, the continuation or otherwise of such a statutory provision shall be submitted to deliberation by the General Meeting – with no requirement for a quorum greater than that stipulated by law – and that in such a deliberation all votes cast shall be counted without subjection to such limitation.	Not applicable	-
I.6.3 Defensive measures shall not be adopted the effect of which is to provoke automatically a serious erosion of the company's assets in the event of transition of control or alterations to the composition of the management body, therefore hindering the free transmissibility of shares and the free appraisal by shareholders of the performance of the members of the management body.	Complied	I.13

RECOMMENDATION/ CHAPTER	DEGREE OF COMPLIANCE	DESCRIPTION IN THIS REPORT
<b>II. MANAGEMENT AND SUPERVISION BODIES</b>		
<b>II.1.1 GENERAL MATTERS – STRUCTURE AND COMPETENCE</b>		
II.1.1.1 In its governance report the management body shall assess the model adopted, identifying any constraints to its working and proposing measures that, in its judgement, will be appropriate in overcoming them.	Complied	II.3
II.1.1.2 Companies shall create internal control systems for the effective detection of risks linked with the company's business, to safeguard its assets and for the benefit of the transparency of its corporate governance.	Complied	II.4
II.1.1.3 The management and supervisory bodies shall have working regulations that shall be divulged via the company's Internet site.	Not complied	0.3 & II.6
<b>II.1.2 GENERAL MATTERS – INCOMPATIBILITIES AND INDEPENDENCE</b>		
II.1.2.1 The board of directors shall include a number of non-executive members to ensure effective supervisory, inspection and activity-evaluation capabilities in respect of the executive members.	Complied	II.9
II.1.2.2 The non-executive directors shall include an adequate number of independent directors, taking the company's size and its shareholder structure into account, in no case less than one quarter of the total number of directors.	Not complied	0.3 & II.9
<b>II.1.3 GENERAL MATTERS – ELIGIBILITY AND APPOINTMENT</b>		
II.1.3.1 In accordance with the applicable model, the chairman of the board of auditors, of the audit committee or of the financial matters committee shall be independent and shall have the competences appropriate to the performance of the respective duties.	Complied	II.12
<b>II.1.4 GENERAL MATTERS – IRREGULARITIES COMMUNICATION POLICY</b>		
II.1.4.1 The company shall adopt a policy of communication of irregularities that allegedly occur within it, comprising the following elements: i) indication of the means whereby the communication of irregular practices can be made in-house, including the persons having the legitimacy to receive communications; and ii) indication of the treatment to be given to the communications, including confidential treatment, if so required by the declarer.	Complied	II.22
II.1.4.2 The general lines of this policy shall be divulged in the report on corporate governance.	Complied	II.22
<b>II.1.5 GENERAL MATTERS – REMUNERATION</b>		
II.1.5.1 The remuneration of the members of the management body shall be so structured as to allow the alignment of their interests with those of the company, in this connection, i) the remuneration of directors performing executive duties shall include a performance-based component, therefore taking into consideration a performance assessment performed periodically by the proper body or committee; ii) the variable component shall be consistent with maximisation of the long-term performance of the company and shall be dependent on the sustainability of the performance variables adopted; and iii) where this does not stem directly from legal impositions, the remuneration of the non-executive members of the management body shall consist solely of a fixed sum.	Not complied	0.3 & II.18
II.1.5.2 The remuneration committee and the management body shall submit to the appraisal of the annual general meeting a declaration on the remuneration policy for the management and supervisory bodies and for other managers, in the sense of Article 248-B,3 of the Securities Code. In this connection, an explanation shall be provided to shareholders of the criteria and main parameters proposed for the assessment of performance in determining the variable component, whether this consists of bonuses in shares, stock options, annual bonuses or other components.	Not complied	0.3 & II.18
II.1.5.3 At least one member of the remuneration committee shall attend annual general meetings,	Complied	I.12
II.1.5.4 The proposal relating to the approval of stock-option plans, share allocation plans, and/or options to acquire shares on the basis of variations of the price of the shares, to be granted to members of the management and supervisory bodies and to other managers, in the sense of Article 248-B.3		

RECOMMENDATION/ CHAPTER	DEGREE OF COMPLIANCE	DESCRIPTION IN THIS REPORT
of the Securities Code, shall be submitted to the General Meeting. The proposal shall contain all the elements required for the proper appraisal of the plan. The proposal shall be accompanied by the plan's regulations or, if they have not yet been drawn up, by the general conditions applicable to it. Likewise, the main characteristics of retirement benefits system enjoyed by members of the management and supervisory bodies and by other managers, in the sense of Article 248-B.3 of the Securities Code, shall be approved by the General Meeting.	Not applicable	-
II.1.5.5 The remuneration of the members of the management and supervisory bodies shall be disclosed each year in individual terms, detailing, as and where applicable, the various components received in terms of fixed and variable remuneration, as well as the remuneration received in other group companies or in companies controlled by shareholders owning qualified holdings.	Not complied	0.3 & II.20
<b>II.2 BOARD OF DIRECTORS</b>		
II.2.1 Within the limits established by law for each management and supervisory body, unless by virtue of the small size of the company, the board of directors shall delegate the day-to-day running of the company, the delegated responsibilities to be detailed in the company's annual report on the governance of the company.	Complied	II.3
II.2.2 The board of directors shall ensure that the company acts in a manner consistent with its objectives, and shall not delegate its responsibilities particularly with regard to: i) defining the company's strategy and general policies; ii) defining the corporate structure of the group; and iii) decisions that must be considered strategic owing to the amount, risk or special characteristics involved.	Complied	II.3
II.2.3 Should the chairman of the board of directors perform executive duties, the board of directors shall determine efficient measures to co-ordinate the work of the non-executive members that will, in particular, ensure they are free to decide in an independent, knowledgeable manner, and such mechanisms shall be explained in detail to the shareholders within the scope of the report on the governance of the company.	Not applicable	-
II.2.4 The annual management report shall include a description of the activity carried out by the non-executive directors, detailing, in particular, any constraints encountered.	Complied	-
II.2.5 The management body shall promote the rotation of the member charged with financial matters at least at the end of each two terms of office.	Not complied	0.3 & II.3
<b>II.3 MANAGING DIRECTOR, EXECUTIVE COMMITTEE AND EXECUTIVE BOARD OF DIRECTORS</b>		
II.3.1 Directors performing executive duties, when so requested by other corporate officers, shall provide the requested information in good time and in a manner appropriate to the request.	Complied	II.3
II.3.2 The chairman of the executive committee shall send to the chairman of the board of directors and, as applicable, to the chairman of the board of auditors or of the audit committee, notice of meetings and minutes thereof.	Complied	II.3
II.3.3 The chairman of the executive board of directors shall send to the chairman of the general and supervisory board and to the chairman of the financial matters committee notice of meetings and minutes thereof.	Not applicable	-
<b>II.4 GENERAL AND SUPERVISORY BOARD, FINANCIAL MATTERS COMMITTEE, AUDIT COMMITTEE AND BOARD OF AUDITORS</b>		
II.4.1 In addition to fulfilment of the inspection duties with which it is charged, the general and supervisory board shall perform a role of counselling, monitoring and ongoing assessment of the management of the company by the executive board of directors. The matters on which the general and supervisory board shall express its opinion include: i) definition of the company's strategy and general policies; ii) the group's corporate structure; and iii) decisions that must be considered strategic owing to their amount, risk or special characteristics.	Not applicable	-
II.4.2 The annual reports on the activity of the general and supervisory board, the financial matters committee, the board of auditors and the audit committee shall be divulged via the company's Internet site in conjunction with the financial statements.	Complied	II.14
II.4.3 The annual reports on the activity of the general and supervisory board, the financial matters committee.		

RECOMMENDATION/ CHAPTER	DEGREE OF COMPLIANCE	DESCRIPTION IN THIS REPORT
the board of auditors and the audit committee shall include a description of the supervisory activity carried on, stating in particular any constraints encountered.	Complied	II.14
II.4.4 Depending on the model applicable, the financial matters committee, the board of auditors and the audit committee shall represent the company, for all purposes, before the external auditor and they are charged in particular with proposing the provider of these services and the respective remuneration, with ensuring that, within the company, there are adequate conditions for the provision of the services, and with being the company's interlocutor and first addressee of the respective reports.	Complied	II.14
II.4.5 Depending on the model applicable, the financial matters committee, the board of auditors and the audit committee shall each year assess the external auditor and propose the dismissal thereof to the general meeting in the event of due cause.	Complied	II.14
<b>II.5 SPECIALISED COMMITTEES</b>		
II.5.1 Save for reasons to do with the small size of the company, the board of directors and the general and supervisory board, depending on the model adopted, shall create such committees as may be seen to be necessary to: i) ensure competent, independent assessment of the performance of the executive directors and to assess its own overall performance as well as that of the various existing committees; and ii) reflect on the governance system adopted, verifying its efficacy and proposing to the proper bodies those measures to be implemented with a view to their improvement.	Not complied	0.3, I.12 & II.3
II.5.2 The members of the remuneration committee or similar body shall be independent with regard to the members of the management body.	Not complied	0.3 & II.3
II.5.3 All committees shall write up minutes of meetings held.	Complied	II.3
<b>III. INFORMATION AND AUDITS</b>		
<b>III.1 GENERAL DUTIES OF INFORMATION</b>		
III.1.2 Companies shall ensure the existence of permanent contact with the market, having regard for the principle of shareholder equality and preventing asymmetries in investor access to information. To this end the company shall have an investor support office.	Complied	III.12
III.1.3 The following information available on the company's Internet site shall be divulged in English: a) the name, the standing as a public limited company, the registered office and the other elements listed in Article 171 of the Companies Code; b) the memorandum and articles of association; c) the identity of the corporate officers and of the market relations representative; d) the Investor Support Office, its duties and means of access; e) the financial statements; f) half-yearly calendar of corporate events; g) proposals submitted for discussion and voting at general meetings; and h) notices of general meetings.	Complied	-

**0.3** Explanation of discrepancies between the company's governance practices and the CMVM recommendations:

**1.3.1 Companies should not impose any statutory restriction on postal balloting,**

According to the MOTA-ENGIL, SGPS, SA articles of association shareholders may vote by correspondence only in respect of alterations to the articles of association and of the election of corporate officers, and this recommendation is not therefore complied with. The understanding of MOTA-ENGIL is that this model is the one that best defends corporate interests.

**1.3.3 In their articles of association companies shall stipulate that each share shall correspond to one vote.**

In accordance with the articles of association of MOTA-ENGIL, SGPS, SA, each group of one hundred shares corresponds to one vote, shareholders to have as many votes as correspond to the whole number resulting from the division by one hundred of the number of shares they hold, with no limit. Although the CMVM recommendation is not complied with, MOTA-ENGIL understands that the necessary proportionality is maintained between holding shares and voting rights.

**1.4.1 Companies shall not fix a quorum for meetings or for deliberations greater than provided for by law.**

The MOTA-ENGIL articles of association stipulate that for the general meeting to meet and deliberate on first call shareholders must be present or represented who hold at least half of the equity capital. Since Article 383 of the Companies Code is less restrictive, this recommendation is not complied with. The understanding of MOTA-ENGIL is that this model is the one that best defends corporate interests.

**II.1.1.3 The management and supervisory bodies shall have working regulations that shall be divulged via the company's Internet site.**

The MOTA-ENGIL, SGPS, SA management and supervisory bodies have in-house working regulations, though they are not published on the company's Internet site and are not available for consultation. The understanding of MOTA-ENGIL is that the regulations go beyond aspects of the mere working of the bodies and contain confidential information, for which reason they are not available to the public.

**II.1.2.2 The non-executive directors shall include an adequate number of independent directors, taking the company's size and its shareholder structure into account, in no case less than one quarter of the total number of directors.**

Of the six non-executive members of the MOTA-ENGIL, SGPS, SA Board do Directors only two are qualified as independent directors, and these account for 15% of the total number of members of the management body. Although this recommendation is not complied with, MOTA-ENGIL, taking into account the size of the company and its shareholder structure, considers that the number of independent directors is adequate.

**II.1.5.1 The remuneration of the members of the management body shall be so structured as to allow the alignment of their interests with those of the company. In this connection: i) the remuneration of directors performing executive duties shall include a performance-based component, therefore taking into consideration a performance assessment performed periodically by the proper body or committee; ii) the variable component shall be consistent with maximisation of the long-term performance of the company and shall be dependent on the sustainability of the performance variables adopted; and iii) where this does not stem directly from legal impositions, the remuneration of the non-executive members of the management body shall consist solely of a fixed sum.**

The remuneration of the non-executive members of the management body (excluding the independent members) comprises a fixed and a variable component, the latter in proportion to performance.



**II.1.5.2 The remuneration committee and the management body shall submit to the appraisal of the annual general meeting a declaration on the remuneration policy of the management and supervisory bodies and of other managers, in the sense of Article 248-B.3 of the Securities Code. In this connection, an explanation shall be provided to shareholders of the criteria and main parameters proposed for the assessment of performance in determining the variable component, whether this consists of bonuses in shares, stock options, annual bonuses or other components.**

The General Meeting is charged with appointing a Remuneration Committee, weighing the possibility and the actual ability of the respective members to perform their duties with which they are charged during their entire term of office. The committee shall define the remuneration policies of corporate officers who, from a medium- to long-term standpoint, promote alignment of the respective interests with those of the company. This Remuneration Committee, whose mandate, as said, stems from the General Meeting, is not obliged to provide information to the General Meeting on this matter, appraisal of which was delegated on it by the General Meeting itself.

**II.1.5.5 The remuneration of the members of the management and supervisory bodies shall be disclosed each year in individual terms, detailing, as and where applicable, the various components received in terms of fixed and variable remuneration, as well as the remuneration received in other group companies or in companies controlled by shareholders owning qualified holdings.**

The remuneration of the members of the Board of Directors is disclosed only in an aggregate manner, and for this reason the recommendation is not complied with. MOTA-ENGIL understands that the prejudice to the directors' privacy resulting from compliance with this recommendation would not be offset by the gain for shareholders resulting from providing this information.

**II.2.5 The management body shall promote the rotation of the member charged with financial matters at least at the end of each two terms of office.**

The understanding of MOTA-ENGIL is that responsibility for financial matters should be exercised by the most appropriate person and in the manner best suited to the company's interests. The present Chief Financial Officer (CFO), responsible for financial matters during more than two consecutive terms of office, is the person who best meets these requirements. Therefore, MOTA-ENGIL understands that this recommendation, made independently of any other circumstance, would not serve its interests properly. It should be noted that there are several mechanisms to control the company's business, primarily the Audit Committee, which provides effective supervision in this and other areas of the company's activities.

**II.5.1 Save for reasons to do with the small size of the company, the board of directors and the general and supervisory board, depending on the model adopted, shall create such committees as may be seen to be necessary to: i) ensure competent, independent assessment of the performance of the executive directors and to assess its own overall performance as well as that of the various existing committees; and ii) reflect on the governance system adopted, verifying its efficacy and proposing to the proper bodies those measures to be implemented with a view to their improvement.**

The recommended committees have not been created and this recommendation is not therefore complied with.

## I. GENERAL MEETING

### **II.5.2 The members of the remuneration committee or similar body shall be independent with regard to the members of the management body.**

Despite the fact that the Remuneration Committee includes two members of the Board of Directors, their independence is not called into question.

#### **0.4 Independence of corporate officers:**

During 2008 there was no circumstance determining the loss of independence of the two members of the Board of Directors and of all the members of the Audit Committee.

### **I.1. Identification of the members of the board of the general meeting.**

Chairman: Luís Neiva Santos

Secretary: Rodrigo Neiva Santos

The human and logistic resources appropriate to the needs of the chairman of the board of the General Meeting are provided, particularly through the support given by the services of the MOTA-ENGIL, SGPS, SA Legal Office. This support is deemed adequate to the company's size and economic situation.

Minutes of General Meetings are available on the company's Internet site, as are the attendance lists, the agendas and the resolutions adopted in respect of the meetings held during the past three years.

### **I.2. Indication of the beginning and end of the respective terms of office.**

The start and end dates of the members of the board of the General Meeting are 2006 and 2009 respectively.

### **I.3. Indication of the remuneration of the chairman of the board of the general meeting.**

During 2008, the chairman of the board of the General Meeting earned no remuneration.

### **I.4. Indication of the period during which shares are deposited or blocked in order to take part in a general meeting.**

The company's articles of association require that shareholders submit to the company a document evidencing ownership of the shares no later than four days prior to the meeting.

### **I.5. Indication of the rules applicable to the blockage of shares in the event of suspension of the general meeting.**

The understanding of the chairman of the board of the General Meeting, in the event of suspension of the meeting, is that the company should not impose blockage of the shares during the entire period until the meeting is resumed, the normal period required on first call sufficing.

**I.6. Number of shares corresponding to one vote.**

Each group of one hundred shares is entitled to one vote, and Members are entitled to as many votes as may correspond to the whole number resulting from the division by one hundred of the number of shares they own, with no limitation.

**I.7. Existence of statutory rules on the exercise of voting rights, the quorum require to hold meetings or adopt resolutions.**

In accordance with Article 23 of the company's articles of association, for the General Meeting to be held and to adopt resolutions shareholders must be present or represented holding shares corresponding to more than fifty per cent of the equity capital.

**I.8. Existence of statutory rules on the exercise of voting rights by correspondence.**

The statutory rules on the exercise of voting rights by correspondence are stipulated in Article 22 of the company's articles of association. According to this article, members may vote by correspondence though only with regard to the alteration of the articles of association and to the election of corporate officers.

**I.9. Provision of a form for the exercise of voting rights by correspondence.**

The company provides a form for the exercise of voting rights by correspondence. This form may be obtained from the Capital market relations Division (João Vermelho – e-mail: [jvermelho@mota-engil.pt](mailto:jvermelho@mota-engil.pt)).

**I.10. Requirement as to the period between reception of the postal ballot and the date on which the general meeting is held.**

Postal ballots shall be considered only if received at the company's registered office at least three days before the date of the General Meeting.

**I.11. Exercise of voting rights using electronic means.**

The exercise of voting rights by electronic means is not yet possible. To date the company has received no request for or expression of interest in the provision of these means from shareholders or investors.

**I.12. Information on the intervention of the general meeting in respect of the company's remuneration policy and of the assessment of the performance of the members of the management body.**

The General Meeting is charged with appointing a Remuneration Committee, which will define a remuneration policy for the corporate offices, promoting, from a medium- and long-term viewpoint, the alignment of their interests with those of the company. The remuneration policy, though revised annually, is not submitted to approval by the General Meeting of the company's shareholders. Nevertheless, at least one member of the Remuneration Committee attends the General Meetings.

**I.13. Indication of defensive measures designed to cause serious erosion of the company's assets in the event of transition of control or change of the composition of the management body.**

There are no defensive measures designed to cause serious erosion of the company's assets in the event of transition of control or change of the composition of the management body.

**I.14. Significant agreements to which the company is a party that come into force, are altered or cease in the event of change of control of the company, as well as the respective effects, unless, by their nature, the disclosure thereof would be seriously prejudicial to the company, provided always that the company is not bound to divulge such information by virtue of other legal imperatives.**

There are no significant agreements to which the company is a party that come into force, are altered or cease in the event of change of control of the company.

**I.15. Agreements between the company and members of the management body and managers, in the sense of Article 248-B.3 of the Companies Code, stipulating indemnities in the event of dismissal without due cause or termination of the employment tie in the wake of a change of control of the company.**

There are no agreements between the company and members of the management body and managers, in the sense of Article 248-B.3 of the Companies Code, stipulating indemnities in the event of dismissal without due cause or termination of the employment tie in the wake of a change of control of the company.

## II. MANAGEMENT AND SUPERVISORY BODIES

### II.1. Identification of Composition of the corporate offices.

#### Board of Directors (2006-09)

António Manuel Queirós Vasconcelos da Mota (Chairman)

António Jorge Campos de Almeida (Deputy-chairman)<sup>(1)</sup>

Jorge Paulo Sacadura Almeida Coelho (Deputy-chairman)

Arnaldo José Nunes da Costa Figueiredo (Deputy-chairman)

Maria Manuela Queirós Vasconcelos Mota dos Santos (Member)

Maria Teresa Queirós Vasconcelos Mota Neves da Costa (Member)

Maria Paula Queirós Vasconcelos Mota de Meireles (Member)

Eduardo Jorge de Almeida Rocha (Member)

Ismael Antunes Hernandez Gaspar (Member)

Gonçalo Nuno Gomes de Andrade Moura Martins (Member)

Luís Manuel Ferreira Parreirão Gonçalves (Member)

Luís Valente de Oliveira (Independent Member)

António Bernardo Aranha da Gama Lobo Xavier (Independent Member)

António Manuel da Silva Vila Cova (Independent Member)<sup>(2)</sup>

(1) In January 2009, António Jorge Campos de Almeida resigned from the post of deputy-chairman of the of MOTA-ENGL, SGPS, SA. In February 2009 a decision was taken to co-opt as director José Luís Catela Rangel de Lima for the current term of office (2006-09).

(2) In August 2008, António Manuel da Silva Vila Cova resigned from the post of non-executive member of the Board of Directors of MOTA-ENGL, SGPS, SA.

**Executive Committee (2008-09)**

Jorge Paulo Sacadura de Almeida Coelho (Chairman)

Arnaldo José Nunes da Costa Figueiredo

Maria Paula Queirós Vasconcelos Mota de Meireles

Eduardo Jorge de Almeida Rocha

Ismael Antunes Hernandez Gaspar

Gonçalo Nuno Gomes de Andrade Moura Martins

Luís Manuel Ferreira Parreirão Gonçalves<sup>(i)</sup>

(i) In January 2009, Luís Manuel Ferreira Parreirão Gonçalves stood down from the MOTA-ENGIL, SGPS, SA. Executive Committee and continued only as a non-executive member of the Board of Directors.

**Audit Committee (2007-10)**

Alberto João Coraceiro de Castro (Chairman)

José Rodrigues de Jesus (Full Member)

Manuel Teixeira Mendes (Full Member)

Pedro Manuel Seara Cardoso Perez (Alternate Member)

**Statutory Auditor (2007-10)**

António Magalhães e Carlos Santos, SROC, represented by Carlos Alberto Freitas dos Santos, ROC

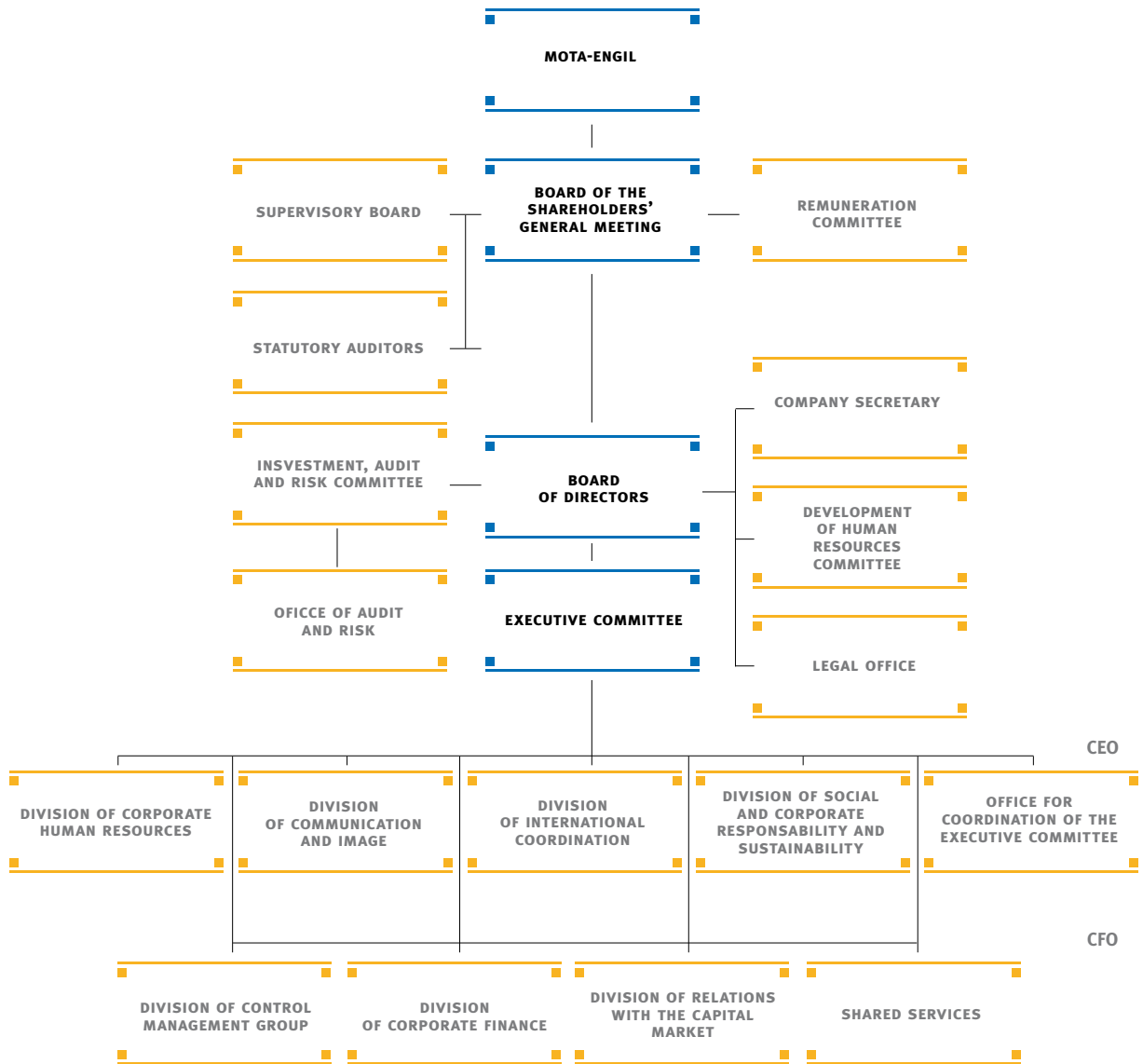
**External Auditor registered with the CMVM**

Deloitte & Associados, SROC, SA, represented by António Amaral

**II.2. Identification and composition of other committees set up, having responsibilities in the matter of the management or supervision of the company.**

In addition to those referred to in the next point, no other committees have been set up having responsibilities in the matter of the management or supervision of the company.

II.3. Organisational charts or tables of duties in respect of the division of responsibilities among the various corporate offices, committees and/or departments of the company, including information on the scope of delegations of responsibilities or distribution of posts among the members of the management or supervisory bodies, and list or matters that cannot be delegated.



## Corporate Offices

MOTA-ENGIL, SGPS, SA has a Board of Directors comprising 13 members, one chairman, two deputy-chairmen and ten directors, Seven of its members perform executive duties and form an Executive Committee, which was elected and whose powers were delegated on it by the Board of Directors, the other six directors performing non-executive duties.

The Board of Directors delegated on the Executive Committee all powers related with the management of the businesses of MOTA-ENGIL, SGPS, SA and of all the subsidiaries, in the most restricted sense of taking tactical options and control of the various lines of development of the various businesses, assuming responsibility for the executive management of the GROUP's business in line with the orientations and policies defined by the Board of Directors. The Executive Committee may discuss all matters that are the responsibility of the Board of Directors, without prejudice to only being able to adopt resolutions on those matters delegated on it. All matters dealt with by the Executive Committee, even those included within the sphere of the powers delegated on it, are reported to the non-executive directors, who have access to the respective minutes of the meetings and supporting documents.

The Executive Committee meetings are held fortnightly and, at the start of each fiscal year, the meetings to be held during that year are scheduled. The chairman of the Executive Committee sends to the chairmen of the Board of Directors and of the Audit Committee notices of meetings and the respective minutes in good time.

All decisions in respect of the definition of the company's strategy as well as the company's general policies and the corporate structure of the GROUP are the sole responsibility of the Board of Directors, and no responsibilities are delegated on the Executive Committee in this connection.

The chairman of the Board of Directors has the responsibilities entrusted to him by law and by the articles of association.

With regard to the assignment of posts to the members of the Board of Directors, particularly within the scope of the Executive Committee, the following are underscored:

Jorge Paulo Sacadura Almeida Coelho

- Human Resources Corporate Division;
- Communication and Image Division;
- International Co-ordination Office;
- Social Responsibility, Corporate and Sustainability Division;
- Executive Committee Co-ordination Office.

Eduardo Jorge de Almeida Rocha

- Group Management Control Division;
- Corporate Finance Division;
- Capital Market Relations Division;
- Shared Services.

Arnaldo José Nunes da Costa Figueiredo

- High Speed Project;
- New Geographic Markets.

Maria Paula Queirós Vasconcelos Mota de Meireles

- Development and Co-ordination of Property Developments in the Domestic and Foreign markets.

Ismael Antunes Hernandez Gaspar  
- Engineering & Construction Business.

Gonçalo Nuno Gomes de A. Moura Martins  
- Environment & Services Business.

Luís Manuel Ferreira Parreirão Gonçalves<sup>(1)</sup>  
- Transport Concessions Business.

(1) On January 2009, Luís Manuel Ferreira Parreirão Gonçalves stood down from the MOTA-ENGIL, SGPS, SA Executive Committee and continued only as a non-executive member of the Board of Directors. As from that date responsibility for the Transport Concessions area has been entrusted to Gonçalo Nuno Gomes de A. Moura Martins, who accumulates this responsibility with that of the Environment & Services area.

Jorge Paulo Sacadura Almeida Coelho, in the capacity of chairman of the Executive Committee, is considered the Chief Executive Officer (CEO) of MOTA ENGIL, SGPS, SA. Eduardo Jorge de Almeida Rocha, as the person responsible for the financial areas of MOTA-ENGIL, SGPS, SA, is considered the Chief Financial Officer (CFO).

The understanding of MOTA-ENGIL is that responsibility for financial matters should be exercised by the most appropriate person and in the manner best suited to the company's interests. The present Chief Financial Officer (CFO), responsible for financial matters during more than two consecutive terms of office, is the person who best meets these requirements. Therefore, MOTA-ENGIL understands that the rotation recommendation, made independently of any other circumstance, would not serve its interests properly. It should be noted that there are several mechanisms to control the company's business, primarily the Audit Committee, which provides effective supervision in this and other areas of the company's activities.

## Supervisory Bodies

Supervision of the company is performed by an Audit Committee and by a firm of Official Auditors, performing the duties called for by law and by the articles of association.

At the proposal of the Audit Committee, the General Meeting shall elect the Official Accountant or Firm of Official Accountants.

The MOTA-ENGIL, SGPS, SA Audit Committee comprises four members, a chairman, two full members and an alternate member.

## Specialised Committees

### Remuneration Committee

In accordance with the articles of association the duties of the Remuneration Committee, elected by the shareholders at a General Meeting, are to define the corporate officers' remuneration policy, fixing the applicable remuneration taking into account the duties performed, their performance and the company's economic situation. In this connection, the Remuneration Committee monitors and assesses the performance of the directors, on a constant basis, verifying the extent to which the proposed objectives have been met. The Committee meets as and when necessary. The directors' remuneration includes a performance-based component.

The committee elected for the 2006-09 term of office comprises the following members: António Manuel Queirós Vasconcelos da Mota, Maria Teresa Queirós Vasconcelos Mota



Neves da Costa, both members of the management body, and Manuel Teixeira Mendes, Minutes are written up of all meetings held.

#### **Investment, Audit and Risk Committee**

The Investment, Audit and Risk Committee normally comprises three permanent members (one non-executive director, who chairs the committee, an independent non-executive director and the CFO), and it may invite other senior GROUP staff connected with the projects under evaluation. The main duties and responsibilities of this committee are to appraise and suggest investment and business-risk policies and projects to the Board of Directors, to examine and issue opinions on investment or divestment plans, to issue opinions on moves into and out of business areas, and to monitor major financial and corporate transactions. Minutes are written up of all meetings held. At this time the members of this committee are Maria Teresa Queirós Vasconcelos Mota Neves da Costa (non-executive director) and Eduardo Jorge de Almeida Rocha (CFO). Up to August 2008 António Manuel da Silva Vila Cova was also an independent member of this committee.

#### **Human Resources Development Committee**

The permanent members of the Human Resources Development Committee are one MOTA-ENGL, SGPS, SA director and the chairmen of the boards of directors of the Business Areas. The main duties of this committee are to monitor productivity levels, remuneration and equality of opportunities, to assess the programmes to attract and develop valuable staff, to establish the guidelines of the evaluation and incentives systems, career plans, training plan and recruiting and selection plan, to regularly evaluate employee motivation and to establish the culture and key values, co-ordinating efforts directed at their implementation with the GROUP. Minutes are written up of all meetings held. At this time the members of this committee are Maria Manuela Queirós Vasconcelos Mota dos Santos, Jorge Paulo Sacadura Almeida Coelho, Arnaldo José Nunes da Costa Figueiredo, Gonçalo Nuno Gomes de Andrade Moura Martins, Luís Manuel Ferreira Parreirão Gonçalves, Carlos Martins and Isabel Peres.

#### **Assessment by the management body of the governance model adopted**

The Board of Directors declares that the Corporate Governance model adopted has been appropriate to the proper internal and external working of the company. In the assessment of the governance model performed in 2008, no relevant constraints were found in the model use, which is based on the “Latin” / Reinforced Classic governance model. It comprises a Board of Directors, an Audit Committee and an Official Auditor who is not a member of the Audit Committee.

#### **II.4. Description of the internal control and risk management systems implemented by the company, particularly with regard to the process of disclosure of financial information.**

The MOTA-ENGL GROUP is subject to a number of diverse risks that could have a negative impact on its business. All these risks are duly identified, assessed and monitored. The various structures within the company are charged with their management and/or mitigation, with special emphasis on the Investment, Audit and Risk Committee.

Scope of the process: The main risks to which the GROUP is subject, particularly the market risks of its business segments, financial risks (exchange rate and interest rate) and other business risks (operating risks, empowerment and integrity risks, and information and communications risks), through the internal reports of the Investment, Audit and Risk Committee in conjunction with the reports or communications issued by the heads of the various corporate departments (with a focus on the Legal Department, Management Control, Corporate Finance and Human Resources Development).

Characterisation of the Operational Process: Risk Management is the responsibility of each of the Boards of the GROUP's business areas, generally speaking involving the following sequential cyclic set of stages:

- determination of the risks to which the organisation is exposed and of the level of tolerance of exposure to such risks;
- quantification of risk exposures, and preparation of basic reports to support decision-taking;
- risk control and management: definition of the measures to be taken in facing risks;
- implementation of the established risk-management measures;
- evaluation of the risk-management process and, if necessary, realignment and redefinition of strategies.

Additionally, all investments or new businesses are analysed for risks by the various corporate areas. They are subject to the prior opinion of the Investment, Audit and Risk Committee before being submitted the Board of Directors for approval.

#### **Risk-control in the process of divulging financial information**

Only a very restricted number of MOTA-ENGIL, SGPS, SA collaborators is involved in the process of disclosing financial information. In this connection, and by legal imposition (Article 248.6 of the Securities Code), MOTA-ENGIL, SGPS, SA has drawn up a list of its collaborators, with or without employment ties, who have regular or occasional access to privileged information. This list has been made known to each of the employees included, and they were given an explanation of (i) the reasons for their inclusion in the list; (ii) the duties and obligations imposed on them by law; and (iii) the consequences arising from abusive disclosure or use of privileged information.

#### **II.5. Powers of the management body, especially with regard to deliberations on the increase of equity capital.**

The powers of the management body are those granted under the Companies Code and under Articles 13 and 14 of the articles of association. The articles of association do not grant the management body powers to increase the share capital.

#### **II.6. Indication as to the existence of working regulations for the company's bodies, or other rules relating to incompatibility defined internally and to the maximum number of posts that can be accumulated, and the place where there rules and regulations may be consulted.**

As stated in Chapter 0 in respect of non-compliance with recommendation II.1.1.3, the company's Management and Supervision bodies have internal working regulations. These are not published on the company's Internet site and are not available for consultation. The understanding of MOTA-ENGIL is that the regulations go beyond aspects of the mere working of the bodies and contain confidential information, for which reason they are not available to the public.

#### **II.7. Rules applicable to the appointment and substitution of the members of the management and supervision bodies.**

The rules applicable to the appointment and substitution of the members of the management and supervision are those provided for in the Companies Code and in the company's articles of association:

- Audit Committee – The General Meeting is charged with electing the Audit Committee and its alternate member or members (Article 16.2 of the articles of association).
- Official Auditor - At the proposal of the Audit Committee, the General Meeting is charged with designating the Official Auditor or Firm of Official Auditors (Article 16.3 of the articles of association).

**II.8. Number of meetings of the management and supervision bodies that are constituted, having responsibility in the matter of management and supervision during the year in question.**

BODY	NR. OF MEETINGS 2008
Board of Directors	27
Executive Committee	14
Audit Committee	6
Remuneration Committee	3
Investment, Audit and Risk Committee	11
Human Resources Development Committee	4

**II.9. Identification of the members of the board of directors and of other committees set up under it, making a distinction between the executive and the non-executive directors, detailing the members that comply with the incompatibility rules stipulated in Article 414-A.1 of the Companies Code, with the exception of that provided for in indent b), and with the independence criterion established in Article 414.5 of the said Code.**

DIRECTOR	EXECUTIVE / NON-EXECUTIVE	INDEPENDENT / NOT INDEPENDENT <sup>(a)</sup>
António Manuel Queirós Vasconcelos da Mota	Non-executive	Not independent
António Jorge Campos de Almeida	Non-executive	Not independent
Jorge Paulo Sacadura Almeida Coelho	Executive	Not independent
Arnaldo José Nunes da Costa Figueiredo	Executive	Not independent
Maria Manuela Queirós V. Mota dos Santos	Non-executive	Not independent
Maria Teresa Queirós V. Mota Neves da Costa	Non-executive	Not independent
Maria Paula Queirós V. Mota de Meireles	Executive	Not independent
Eduardo Jorge de Almeida Rocha	Executive	Not independent
Ismael Antunes Hernandez Gaspar	Executive	Not independent
Gonçalo Nuno Gomes de A. Moura Martins	Executive	Not independent
Luís Manuel Ferreira Parreirão Gonçalves	Executive	Not independent
Luís Valente de Oliveira	Non-executive	Independent
António Bernardo A. da Gama Lobo Xavier	Non-executive	Independent

(a) Criterion of independence assessed in accordance with the stipulations of the preamble of CMVM Regulation 1/2007, which refers back to Articles 414-A and 4.1.5 of the Companies Code.

On December 31, 2008, the Board of Directors comprised 13 members, of whom seven were executive and six non-executive, a composition that MOTA-ENGIL considers appropriate to ensuring effective ability to supervise, monitor and appraise the activity of the members of the Executive Committee.

Of the six non-executive directors only two are qualified as independent directors, accounting for 15% of the total number of members of the management body. Although the recommendation of the Companies Code is not complied with in the matter of the minimum number of independent directors, MOTA-ENGIL, taking into account the size of the company and its shareholders structure, considers that the number of independent directors is adequate.

The independent directors take part in every meeting of the Board of Directors, thus monitoring the business of MOTA-ENGIL, and they may question any other corporate office or internal structure of the MOTA-ENGIL GROUP.

The Investment, Audit and Risk Committee comprises two executive directors and one independent non-executive director.

Were the incompatibility system provided for in Article 414-A of the Companies Code applicable solely to the members of the supervision body and to the board of the General Meeting applicable to the members of the Board of Directors and, more specifically to the non-executive directors, then directors António Manuel Queirós Vasconcelos da Mota, Maria Manuela Queirós Vasconcelos Mota dos Santos, Maria Teresa Queirós Vasconcelos Mota Neves da Costa and António Bernardo Aranha da Gama Lobo Xavier would not meet the rules of the said system of incompatibilities in that they perform management duties in five or more companies. Non-executive directors Luís Manuel Ferreira Parreirão Gonçalves and Luís Valente de Oliveira complied with the said incompatibility rules. However, this does not affect their independence.

**II.10. Professional qualifications of the members of the board of directors, indication of their professional activities during at least the past five years, number of shares they hold in the company, date of their first appointment and date of conclusion of their term of office.**

**António Manuel Queirós Vasconcelos da Mota (Chairman)**

**Professional Qualifications**

- Degree in Civil Engineering (Communications), University of Porto Faculty of Civil Engineering.

**Professional career during the past five years**

- At present and during the past five years, and in addition to being the chairman of the Board of Directors and chairman of the Remuneration Committee of MOTA-ENGIL, SGPS, SA, he is a corporate officer of various group companies.

**Nr. of shares as at 31/12/2008**

4,624,617 shares

**1st Appointment**

March 31, 2000

**End of Term of Office**

December 31, 2009

**António Jorge Campos de Almeida (Deputy-Chairman)****Professional Qualifications**

- Degree in Civil Engineering, University of Porto Faculty of Engineering

**Professional career during the past five years**

- Member of the Board of Directors of Martifer, SGPS, SA;
- Vice-president of the Management Board of AEPSA – Associação das Empresas Portuguesas para o Sector do Ambiente;
- Member of the Remuneration Committee of Mota-Engil, Tecnologias de Informação, SA,
- Member of the General Board of EGP – University of Porto Business School,
- Mota-Engil representative on the Board of Founders of Casa da Música;
- Mota-Engil representative on the Board of Founders of Serralves Museum;
- Director of Viloura, Sociedade Imobiliária, Lda;
- Director of TAUGAMA, Sociedade Imobiliária, Lda;
- As from February 2009 he is no longer a member of the Board of Directors of Mota-Engil, SGPS, SA, and of all the companies in which he held office,

**Nr. of shares as at 31/12/2008**

202,475 shares

**1st Appointment**

August 16, 1990

**End of Term of Office**

In 2009, António Jorge Campos de Almeida stepped down from the post of deputy-chairman of the Board of Directors of Mota-Engil, SGPS, SA.

**Jorge Paulo Sacadura Almeida Coelho (Deputy-Chairman)****Professional Qualifications**

- Degree in Company Organisation and Management, ISEG (Universidade Técnica de Lisboa).

**Professional career during the past five years**

- From 2001 to 2006, part-time deputy and president of the Local Government and Spatial Planning Commission of the Parliament;
- From 2004 to 2008, member of the Council of State;
- from 2001 to 2008, Director of Congetmark – Consultoria, Estudos e Management, Lda;
- From 2001 to 2008, guest lecturer and member of the scientific board of Instituto Superior de Comunicação Empresarial (ISCEM) and chairman of the consultative board of the Beiras College of Advanced Studies;
- At present, besides being deputy-chairman of the Board of Directors and Chief Executive Officer of Mota-Engil, SGPS, SA, he is non-executive director of Martifer, SGPS, SA.

**Nr. of shares as at 31/12/2008**

Held no shares in Mota-Engil, SGPS, SA

**1st Appointment**

May 26, 2008

**End of Term of Office**

December 31, 2009

**Arnaldo José Nunes da Costa Figueiredo (Deputy-Chairman)****Professional Qualifications**

- Degree in Civil Engineering, University of Porto Faculty of Engineering

**Professional career during the past five years**

- Chairman of the Board of Directors of Mota-Engil, Engenharia e Construção, SA;
- Chairman of the Board of Directors of MEITS – Mota-Engil, Imobiliária e Turismo, SA;
- Director of Mota Internacional, Lda;
- Chairman of the board of the General Meeting of Maprel Nelas – Indústria de Pré-Fabricados em Betão, SA;
- Member of the board of the General Meeting of Pavitterra, SARL;
- Chairman of the Remuneration Committee of (representing Mota-Engil, Engenharia e Construção, SA) of Ferrovias e Construções, SA;
- Member of the Remuneration Committee of Aurimove – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Nortedomus – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Planinova – Sociedade Imobiliária, SA;
- At present and during the past five years, and in addition to being the deputy-chairman of the Board of Directors and member of the Remuneration Committee of Mota-Engil, SGPS, SA, he is a corporate officer of various Group companies.

**Nr. of shares as at 31/12/2008**

Held no shares in Mota-Engil, SGPS SA

**1st Appointment**

March 28, 2008

**End of Term of Office**

December 31, 2009

**Maria Manuela Queirós Vasconcelos Mota dos Santos (Director)****Professional Qualifications**

- Degree in Civil Engineering, University of Porto Faculty of Engineering

**Professional career during the past five years**

- At present and during the past five years, and in addition to being the member of the Board of Directors of Mota-Engil, SGPS, SA, she is a corporate officer of various Group companies.

**Nr. of shares as at 31/12/2008**

3,665,066 shares

**1st Appointment**

March 31, 2000

**End of Term of Office**

December 31, 2009

**Maria Teresa Queirós Vasconcelos Mota Neves da Costa (Director)****Professional Qualifications**

- Degree in Economics, University of Porto Faculty of Economics

**Professional career during the past five years**

- At present and during the past five years, and in addition to being member of the Board

of Directors and of the Remuneration Committee of Mota-Engil, SGPS, SA, she is a corporate officer of various Group companies.

**Nr. of shares as at 31/12/2008**

3,736,836 shares

**1st Appointment**

March 31, 2000

**End of Term of Office**

December 31, 2009

**Maria Paula Queirós Vasconcelos Mota de Meireles (Director)**

**Professional Qualifications**

- Degree in Civil Engineering, University of Porto Faculty of Engineering (FEUP)

**Professional career during the past five years**

- At present and during the past five years, and in addition to being the member of the Board of Directors of Mota-Engil, SGPS, SA, she is a corporate officer of various Group companies.

**Nr. of shares as at 31/12/2008**

3,913,051 shares

**1st Appointment**

March 31, 2000

**End of Term of Office**

December 31, 2009

**Eduardo Jorge de Almeida Rocha (Director)**

**Professional Qualifications**

- Degree in Economics, University of Porto Faculty of Economics;  
- Post-graduate course in International Financial Management, Porto Faculty of Economics.

**Professional career during the past five years**

- Chairman of the Audit Committee of Lusoponte – Concessionária para a Travessia do Tejo SA;  
- Member of the board of the General Meeting of Enervia, SGPS, SA;  
- Member of the Supervisory Board of KPRD, SA, a company incorporated under Polish law;  
- Director of Mota-Engil Concessões e Transportes, SGPS, SA;  
- Director of Mota-Engil Serviços Partilhados SA;  
- Director of Sol-S Sol Suni – Tecnologias de Informação SA;  
- Director of Martifer, Construções Metalomecânicas SA;  
- Member of the Board of Directors of APAF – Portuguese Financial Analysts Association;  
- At present, in addition to being member of the Board of Directors and of the Remuneration Committee of Mota-Engil, SGPS, SA, he is a corporate officer of various Mota-Engil Group companies.

**Nr. of shares as at 31/12/2008**

30,000 shares

**1st Appointment**

March 31, 2000

**End of Term of Office**

December 31, 2009

**Ismael Antunes Hernandez Gaspar (Director)****Professional Qualifications**

- Degree in Civil Engineering (ISEL)

**Professional career during the past five years**

- Chairman of the Board of Directors of Mota-Engil, Engenharia e Construção, SA (responsible for Central Europe);  
- At present, in addition to being member of the Board of Directors and of the Remuneration Committee of Mota-Engil, SGPS, SA, he is a corporate officer of various Mota-Engil Group companies.

**Nr. of shares as at 31/12/2008**

1,000 shares

**1st Appointment**

March 28, 2008

**End of Term of Office**

December 31, 2009

**Gonçalo Nuno Gomes de Andrade Moura Martins (Director)****Professional Qualifications**

- Degree in Law, University of Lisbon Faculty of Law

**Professional career during the past five years**

- As from March 2006 he has been chairman of the Board of Directors of Mota-Engil, Ambiente e Serviços, SGPS, SA;  
- At present, in addition to being member of the Board of Directors and of the Executive Committee of Mota-Engil, SGPS, SA, he is a corporate officer of various Mota-Engil Group companies.

**Nr. of shares as at 31/12/2008**

12,435 shares

**1st Appointment**

March 28, 2008

**End of Term of Office**

December 31, 2009

**Luís Manuel Ferreira Parreirão Gonçalves (Director)****Professional Qualifications**

- Degree in Law, University of Coimbra Faculty of Law

**Professional career during the past five years**

- From June 2003 to January 5, 2009, he has been chairman of the Board of Directors of Mota-Engil — Concessões de Transportes, SGPS, SA and subsidiaries;  
- Currently a member of the Board of Directors of Mota-Engil, SGPS, SA, responsible for the co-ordination of the International Development Committee for the African market.



**Nr. of shares as at 31/12/2008**

Held no shares in Mota-Engil, SGPS SA

**1st Appointment**

March 28, 2008

**End of Term of Office**

December 31, 2009

**Luís Valente de Oliveira (Independent Director)****Professional Qualifications**

- Degree in Civil Engineering (U.O);
- Doctorate in Civil Engineering;
- Retired Full Professor of the University of Porto Faculty of Engineering.

**Professional career during the past five years**

- Director of the Business Association of Portugal;
- European co-ordinator of Auto-Estradas do Mar;
- Director of the Luso-American Development Foundation (FLAD);
- Member and chairman of the Audit and Risk Committee of Millennium bcp;
- Chairman of the Audit Committee of EFACEC;
- Since 2006, independent member of the Board of Directors of Mota-Engil, SGPS, SA.

**Nr. of shares as at 31/12/2008**

Held no shares in Mota-Engil, SGPS SA

**1st Appointment**

March 31, 2006

**End of Term of Office**

December 31, 2009

**António Bernardo Aranha da Gama Lobo Xavier (Independent Director)****Professional Qualifications**

- Degree in Law, University of Coimbra Faculty of Law;
- Master of Legal-Economic Sciences, University of Coimbra Faculty of Law.

**Professional career during the past five years**

- From 1999 to date he is consultant for the executive committee of SonaeCom, heading the legal department, the tax department, the public relations department and the regulation department;
- From 1985, he has been an independent legal consultant in the Areas of Financial Law and Tax Law;
- Since 2006, independent member of the Board of Directors of Mota-Engil, SGPS, SA.

**Nr. of shares as at 31/12/2008**

Held no shares in Mota-Engil, SGPS SA

**1st Appointment**

March 31, 2006

**End of Term of Office**

December 31, 2009

## II.11. Positions held at other companies by members of the Board of Directors, detailing those held in other companies of the same group.

### António Manuel Queirós Vasconcelos da Mota (Chairman)

#### Positions held at other companies of the Mota-Engil Group

- Chairman of the Board of the General Meeting of Mota-Engil, Engenharia e Construção, SA;
- Chairman of the Board of the General Meeting of CPTP – Companhia Portuguesa de Trabalhos Portuários e Construções, SA;
- Chairman of the Board of the General Meeting of Mota-Engil, Ambiente e Serviços, SGPS, SA;
- Chairman of the Board of the General Meeting of Tratofoz – Sociedade de Tratamento de Resíduos, SA;
- Member of the Remuneration Committee of Almaque – Serviços Técnicos, SA;
- Member of the Remuneration Committee of ÁreaGolfe – Gestão, Construção e Manutenção de Campos de Golfe, SA;
- Member of the Remuneration Committee of Aurimove, Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of CPTP – Companhia Portuguesa de Trabalhos Portuários e Construção, SA;
- Member of the Remuneration Committee of EMSA – Empreendimentos e Exploração de Estacionamento, SA;
- Member of the Remuneration Committee of Ferrovias e Construções, SA;
- Member of the Remuneration Committee of Manvia – Manutenção e Exploração de Instalações e Construções, SA;
- Member of the Remuneration Committee of Martifer, SGPS, SA;
- Member of the Remuneration Committee of MEITS – Mota-Engil, Imobiliário e Turismo, SA;
- Member of the Remuneration Committee of MESP – Mota-Engil, Serviços Partilhados, Administrativos e de Gestão, SA;
- Member of the Remuneration Committee of Mota-Engil, Ambiente e Serviços, SGPS, SA;
- Member of the Remuneration Committee of Mota-Engil, Mota-Engil, Engenharia e Construção, SA;
- Member of the Remuneration Committee of Mota-Engil II, Gestão, Ambiente, Energia e Concessões de Serviços, SA;
- Member of the Remuneration Committee of Mota-Engil, Tecnologias de Informação, SA;
- Member of the Remuneration Committee of Nortedomus – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Planinova – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Sedengil – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Sol-S International, Tecnologias de Informação, SA;
- Member of the Remuneration Committee of SUMA – Serviços Urbanos e Meio Ambiente, SA;
- Member of the Remuneration Committee of Takargo – Transporte de Mercadorias, SA;
- Member of the Remuneration Committee of Tertir – Concessões Portuárias, SGPS, SA;
- Member of the Remuneration Committee of Tertir – Terminais de Portugal, SA;
- Member of the Remuneration Committee of Tratofoz – Sociedade de Tratamento de Resíduos, SA;
- Member of the Remuneration Committee of Vibeiras – Sociedade Comercial de Plantas, SA;
- Chairman of the Senior Board of Ascendi – Concessões de Transportes, SGPS, SA;
- Chairman of the Senior Board of Tertir – Terminais de Portugal, SA.

#### Positions held at other companies outside the Mota-Engil Group

- Chairman of the Board of Directors of FM – Sociedade de Controlo, SGPS, SA;
- Chairman of the Board of Directors of Mota Gestão e Participações, Sociedade Gestora de Participações Sociais, SA;
- Chairman of the Board of Directors of Vallis, SGPS, SA;
- Director of Sociedade Agrícola Moura Basto, Lda;
- Member of the Board of Directors of António de Lago Cerqueira, SA;

- Member of the Board of Directors of Auto Sueco (Angola) SARL;
- Chairman of the Board of the General Meeting of Sunviauto – Indústria de Componentes de Automóveis, SA;
- Member of the Remuneration Committee of António de Lago Cerqueira, SA;
- Chairman of the Board of Founders of the Portuguese Highway Centre, representing Mota-Engil, Engenharia e Construção, SA;
- Member of the Board of ELO – Portuguese Development and Co-operation Association, representing Mota-Engil, Engenharia e Construção, SA.

#### **Jorge Paulo Sacadura Almeida Coelho (Deputy-chairman)**

##### **Positions held at other companies of the Mota-Engil Group**

- Non-executive Director of Martifer, SGPS, SA.

##### **Positions held at other companies outside the Mota-Engil Group**

- Member of the Consultative Board of Banco de Investimento Global (BIG);
- Chairman of the Board of the General Meeting of Sociedade das Águas da Cúria.

#### **Arnaldo José Nunes da Costa Figueiredo (Deputy-chairman)**

##### **Positions held at other companies of the Mota-Engil Group**

- Director of Asinter – Comércio Internacional, Lda;
- Member of the board of the General Meeting of Auto-Sueco, Angola SA.

##### **Positions held at other companies outside the Mota-Engil Group**

- Member of the Board of Directors of Mota Gestão e Participações, Sociedade Gestora de Participações Sociais, SA.

#### **Maria Manuela Queirós Vasconcelos Mota dos Santos (Director)**

##### **Positions held at other companies of the Mota-Engil Group**

- Director of Edifícios Galiza – Sociedade Imobiliária, Lda;
- Director of Largo do Paço – Investimentos Turísticos e Hoteleiros, Lda;
- Director of Matiprel – Materiais Pré Fabricados, Lda;
- Member of the Board of Directors of Empresa Agrícola Florestal Portuguesa, SA;
- Member of the Remuneration Committee of Almaque – Serviços Técnicos, SA;
- Member of the Remuneration Committee of António de Lago Cerqueira, SA;
- Member of the Remuneration Committee of E.A. Moreira – Agentes de Navegação, SA;
- Member of the Remuneration Committee of Indaqua – Indústria e Gestão de Águas, SA;
- Member of the Remuneration Committee of Liscont – Operadores de Contentores, SA;
- Member of the Remuneration Committee of Lokemark – Soluções de Marketing, SA;
- Member of the Remuneration Committee of Martifer, SGPS, SA;
- Member of the Remuneration Committee of MESP – Mota-Engil, Serviços Partilhados, Administrativos e de Gestão, SA;
- Member of the Remuneration Committee of Mota-Engil II, Gestão, Ambiente, Energia e Concessões de Serviços, SA;
- Member of the Remuneration Committee of Nortedomus – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Soprocil – Sociedade de Projectos e Construções Civas, SA;
- Member of the Remuneration Committee of Takargo – Transporte de Mercadorias, SA;
- Member of the Remuneration Committee of Tertir – Concessões Portuárias, SGPS, SA;
- Member of the Remuneration Committee of Tertir – Terminais de Portugal, SA;
- Member of the Remuneration Committee of Tratofoz – Sociedade de Sociedade de Tratamento de Resíduos, SA;
- Member of the Remuneration Committee of Transitiber – Logística e Transporte Internacional, SA.

**Positions held at other companies outside the Mota-Engil Group**

- Chairman of the Board of Directors of Algosi – Gestão de Participações Sociais, SGPS, SA;
- Chairman of the Board of Directors of António de Lago Cerqueira, SA;
- Director of Casal Agrícola de Parada, Lda;
- Director of Ladário – Sociedade de Construção, Lda;
- Director of Serra Lisa – Sociedade de Empreendimentos Imobiliários, Lda;
- Director of Sociedade Agrícola Moura Basto, Lda;
- Director of Cerâmica de Boialvo, Lda;
- Director of Mineira do Jarmelo, Lda;
- Director of Mineira de Pensalvos, Lda;
- Member of the Board of Directors of FM – Sociedade de Controlo, SGPS, SA
- Member of the Board of Directors of Mota Gestão e Participações – Sociedade Gestora de Participações Sociais, SA;
- Member of the Board of Directors of Agrimota – Sociedade Agrícola e Florestal, SA.

**Maria Teresa Queirós Vasconcelos Mota Neves da Costa (Director)****Positions held at other companies of the Mota-Engil Group**

- Member of the Remuneration Committee of Aurimove, Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of ÁreaGolfe – Gestão, Construção e Manutenção de Campos de Golfe, SA;
- Member of the Remuneration Committee of EMSA – Empreendimentos e Exploração de Estacionamentos, SA;
- Member of the Remuneration Committee of Ferrovias e Construção, SA;
- Member of the Remuneration Committee of Liscont – Operadores de Contentores, SA;
- Member of the Remuneration Committee of Manvia – Manutenção e Exploração de Instalações e Construções, SA;
- Member of the Remuneration Committee of MEITS – Mota-Engil, Imobiliário e Turismo, SA;
- Member of the Remuneration Committee of MESP – Mota-Engil, Serviços Partilhados, Administrativos e de Gestão, SA;
- Member of the Remuneration Committee of Mota-Engil, Ambiente e Serviços, SGPS, SA;
- Member of the Remuneration Committee of Mota-Engil, Engenharia e Construção, SA;
- Member of the Remuneration Committee of Mota-Engil, SGPS, SA;
- Member of the Remuneration Committee of Planinova – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Sedengil – Sociedade Imobiliária, SA;
- Member of the Remuneration Committee of Transitiber – Logística e Transporte Internacional, SA;
- Member of the Remuneration Committee of Tratofoz – Sociedade de Tratamento de Resíduos, SA;
- Member of the Remuneration Committee of Vibeiras – Sociedade Comercial de Plantas, SA.

**Positions held at other companies outside the Mota-Engil Group**

- Deputy-chairman of the Board of Directors of FM – Sociedade de Controlo, SGPS, SA;
- Deputy-chairman of the Board of Directors of Vallis, SGPS, SA;
- Member of the Board of Directors of António de Lago Cerqueira, SA;
- Member of the Board of Directors of Mota Gestão e Participações, Sociedade Gestora de Participações Sociais, SA;
- Member of the Board of Directors of SDCI – Sociedade de Distribuição e Comércio Internacional, SA;
- Member of the Board of Directors of Supermercados Navarras, SA;
- Director of Edifícios Galiza – Sociedade Imobiliária, Lda;
- Director of Imobiliária Toca do Lobo, Lda;
- Director of Matiprel – Materiais Pré-Fabricados, Lda;
- Director of Sociedade Agrícola Moura Basto, Lda;
- Director of Casal Agrícola de Parada, Lda;

- Director of Mineira de Pensalvos, Lda;
- Director of Mineira do Jarmelo, Lda.

#### **Maria Paula Queirós Vasconcelos Mota de Meireles (Director)**

##### **Positions held at other companies of the Mota-Engil Group**

- Member of the Board of Directors of Mota-Engil, Engenharia e Construção, SA;
- Chairman of the Board of Directors of Aurimove – Sociedade Imobiliária, SA;
- Chairman of the Board of Directors of MEITS – Mota-Engil, Imobiliário e Turismo, SA;
- Chairman of the Board of Directors of Nortedomus, Sociedade Imobiliária, SA;
- Chairman of the Board of Directors of Planinova, Sociedade Imobiliária, SA;
- Chairman of the Board of Directors of RTA – Rio Tâmega, Turismo e Recreio, SA;
- Chairman of the Board of Directors of SGA – Sociedade do Golfe de Amarante, SA;
- Chairman of the Board of Directors of Turalgo – Sociedade de Promoção Imobiliária e Turística do Algarve, SA;
- Director of Calçadas do Douro – Sociedade Imobiliária, Lda;
- Director of Corgimobil – Empresa Imobiliária das Corgas, Lda;
- Director of Edifícios Galiza – Sociedade Imobiliária, Lda;
- Director of Mota-Viso, Sociedade Imobiliária, Lda;
- Director of Viloura, Sociedade Imobiliária, Lda;
- Director of Largo do Paço – Investimentos Turísticos e Imobiliários, Lda;
- Director of Matiprel – Materiais Pré-Fabricados, Lda;
- Director of Mil e Sessenta, Sociedade Imobiliária, Lda;
- Director of Viloura, Sociedade Imobiliária, Lda;
- Chairman of the Board of the General Meeting of EMSA – Empreendimentos e Exploração de Estacionamentos, SA;
- Member of the Remuneration Committee of Mota-Engil II, Gestão, Ambiente, Energia e Concessões de Serviços, SA;
- Member of the Remuneration Committee of RTA – Rio Tâmega, Turismo e Recreio, SA;
- Member of the Remuneration Committee of SGA – Sociedade do Golfe de Amarante, SA.

##### **Positions held at other companies outside the Mota-Engil Group**

- Deputy-chairman of the Board of Directors of Algosi – Gestão de Participações Sociais, SGPS, SA;
- Member of the Board of Directors of António de Lago Cerqueira, SA;
- Member of the Board of Directors of FM – Sociedade de Controlo, SGPS, SA;
- Member of the Board of Directors of Mota Gestão e Participações, Sociedade Gestora de Participações Sociais, SA;
- Director of Casal Agrícola de Parada, Lda;
- Director of Mineira de Pensalvos, Lda;
- Director of Mineira do Jarmelo, Lda;
- Director of Predimarão – Sociedade de Construções, Lda;
- Director of Sociedade Agrícola Moura Basto, Lda;
- Director of Verotâmega – Sociedade Imobiliárias, Lda;
- Member of the Remuneration Committee of António de Lago Cerqueira, SA.

#### **Eduardo Jorge de Almeida Rocha (Director)**

##### **Positions held at other companies of the Mota-Engil Group**

- Member of the Board of Directors of Martifer – SGPS, SA;
- Chairman of the General Board of Vortal – Comércio Electrónico, Consultadoria e Multimédia, SA, representing Mota-Engil, SGPS, SA;
- Member of the Remuneration Committee of Mota-Engil, Tecnologias de Informação, SA;
- Chairman of the Board of Directors of Intercon ACE;
- Member of the Audit and Risk Committee of Mota-Engil – SGPS, SA.

**Positions held at other companies outside the Mota-Engil Group**

- Member of the Board of Directors of Algosi – Gestão de Participações Sociais, SGPS, SA;
- Member of the Board of Directors of Vallis, SGPS, SA;
- Member of the Board of Founders of the Serralves Foundation, representing Mota-Engil, SGPS, SA;
- Member of the Board of Founders of the Casa da Música Foundation, representing Mota-Engil, SGPS, SA.

**Ismael Antunes Hernandez Gaspar (Director)****Positions held at other companies of the Mota-Engil Group**

- Chairman of the Board of Directors of Mota-Engil, Engenharia e Construção, SA;
- Chairman of the Board of Directors of EM – Edifícios Modernos, Construções, SA;
- Chairman of the Board of Directors of Engil 4i – SGPS, SA;
- Chairman of the Board of Directors of EMSA – Empreendimentos e Exploração de Estacionamento, SA;
- Chairman of the board of the General Meeting of SEDENGL, Ambiente e Serviços, SGPS, SA.

**Positions held at other companies outside the Mota-Engil Group**

- Member of the Audit Committee of FUNDICIC – Fund for the Development of Construction Sciences;
- Participation member of the Incorporating Committee of the OFP – Portuguese Railway Organisation;
- Mota-Engil, Engenharia e Construção, SA representative at AECOPS - Civil Construction & Public Works Companies Association, involved in the preparation of industry polls;
- Mota-Engil, Engenharia e Construção, SA representative at CCAP – American Chamber of Commerce in Portugal;
- Mota-Engil, Engenharia e Construção, SA representative at CCLH – Luso-Hungarian Chamber of Commerce.

**Gonçalo Nuno Gomes de Andrade Moura Martins (Director)****Positions held at other companies of the Mota-Engil Group**

- Chairman of the Board of Directors of Mota-Engil, Ambiente e Serviços, SGPS, SA;
- Chairman of the Board of Directors of Mota-Engil, Tecnologias de Informação, SA;
- Chairman of the Board of Directors of Mota-Engil II, Gestão, Ambiente, Energia e Concessões de Serviços, SA;
- Chairman of the Board of Directors of Ternor – Sociedade de Exploração de Terminais, SA;
- Chairman of the Board of Directors of Tertir – Terminais de Portugal, SA;
- Chairman of the Board of Directors of TCL – Terminal de Contentores de Leixões, SA;
- Chairman of the Board of Directors of Tertir – Concessões Portuárias, SGPS, SA;
- Chairman of the Board of Directors of Mota-Engil – Concessões de Transportes, SGPS, SA;
- Chairman of the Board of Directors of AENOR – Auto-Estradas do Norte, SA;
- Chairman of the Board of Directors of Lusoscut – Auto-Estradas das Beiras Litoral e Alta, SA;
- Chairman of the Board of Directors of Lusoscut – Auto-Estradas da Costa da Prata, SA;
- Chairman of the Board of Directors of Lusoscut – Auto-Estradas do Grande Porto, SA;
- Chairman of the Board of Directors of Lusolisboa – Auto-Estradas da Grande Lisboa, SA;
- Chairman of the Board of Directors of Aenor Douro – Estradas do Douro Interior, SA;
- Chairman of the Board of Directors of Operanor – Operação e Manutenção de Auto-Estradas, SA;
- Chairman of the Board of Directors of Operadora Lusoscut BLA – Operação e Manutenção de Auto-Estradas, SA;
- Chairman of the Board of Directors of Operadora Lusoscut – Operação e Manutenção de Auto-Estradas, SA;
- Chairman of the Board of Directors of Operadora Lusoscut GP – Operação e Manutenção de Auto-Estradas, SA;

- Chairman of the Board of Directors of Operadora GL – Operação e Manutenção de Auto-Estradas, SA;
- Chairman of the Board of Directors of Operanor Douro Interior – Operação e Manutenção Rodoviária, SA;
- Chairman of the Board of Directors of Ascendi, Concessões de Transportes, SGPS, SA;
- Chairman of the Board of Directors of Ascendi, Serviços de Assessoria, Gestão e Operação, SA;
- Member of the Board of Directors of EMSA - Empreendimentos e Exploração de Estacionamento, SA;
- Member of the Board of Directors of SUMA – Serviços Urbanos e Meio Ambiente, SA;
- Member of the Board of Directors of SADOMAR – Agência de Navegação e Trânsitos, SA;
- Member of the Board of Directors of MTS – Metro Transportes do Sul, SA;
- Member of the Board of Directors of COPEXA – Concessionária Autopista Perote-Xalapa, SA de C.V. (Mexico);
- Member of the Board of Directors of Lusoponte – Concessionária para a Travessia do Tejo SA;
- Member of the Board of Directors of Gestiponte – Operação e Manutenção das Travessias do Tejo, SA;
- Member of the Board of Directors of LOGZ – Atlantic Hub, SA;
- Chairman of the Board of the General Meeting of Multiterminal – Sociedade de Estiva e Tráfego, SA;
- Chairman of the Board of the General Meeting of Lokemark – Soluções de Marketing, SA;
- Director of OPERPORT – Sociedade Portuguesa de Operadores Portuários, Lda;
- Director of EQUIMETRAGEM – Operação e Manutenção de Infra-Estruturas de Transportes, SA;
- Member of the Remuneration Committee of Takargo – Transporte de Mercadorias, SA;
- Member of the Remuneration Committee of E.A. Moreira – Agentes de Navegação, SA;
- Member of the Remuneration Committee of Liscont – Operadores de Contentores, SA;
- Member of the Remuneration Committee of Transitiber – Logística e Transporte Internacional, SA;
- Member of the General Board of Asterium, ACE;
- Member of the Senior Board of Consórcio Altavia;
- Member of the Senior Board of Tertir – Terminais de Portugal, SA;
- Member of the Supervisory Board of Indaqua – Indústria de Gestão de Águas, SA.

#### **Positions held at other companies outside the Mota-Engil Group**

- Director of COGERA – Sociedade de Produção de Energia por Cogeração, Lda;
- Director of COVELAS – Energia, Lda.

#### **Luís Manuel Ferreira Parreirão Gonçalves (Director)**

##### **Positions held at other companies of the Mota-Engil Group**

Since January 5, 2009, he has not held positions at other companies of the Mota-Engil Group.

##### **Positions held at other companies outside the Mota-Engil Group**

Does not perform duties at other companies outside the Mota-Engil Group.

#### **Luís Valente de Oliveira (Independent Director)**

##### **Positions held at other companies of the Mota-Engil Group**

Does not perform duties at other companies of the Mota-Engil Group.

##### **Positions held at other companies outside the Mota-Engil Group**

- Director of the Business Association of Portugal;
- European co-ordinator of Auto-Estradas do Mar;
- Director of the Luso-American Development Foundation (FLAD);
- Member and chairman of the Audit and Risk Committee of Millennium bcp;
- Chairman of the Audit Committee of EFACEC.

**António Bernardo Aranha da Gama Lobo Xavier (Independent Director)****Positions held at other companies of the Mota-Engil Group**

Does not perform duties at other companies of the Mota-Engil Group.

**Positions held at other companies outside the Mota-Engil Group**

- Member of the Board of Directors of SGC Investimentos, SA;
- Member of the Board of Directors of EPM, SGPS, SA;
- Member of the Board of Directors of the Serralves Foundation;
- Member of the General Board of Público, SA;
- Chairman of the board of the General Meeting of Banco Santander Consumer, SA;
- Member of the Audit Committee of the Belmiro de Azevedo Foundation;
- Member of the Board of Directors of Dot One SGPS, SA;
- Chairman of the board of the General Meeting of Têxtil Manuel Gonçalves, SA.

**II.12. Identification of the members of the audit committee, detailing whether the members comply with the incompatibility rules provided for in Article 414-A,1 and with the criterion of independence provided for in Article 414,5, both of the Companies Code.**

MEMBER	INCOMPATIBILITY CRITERION	INDEPENDENCE CRITERION
Alberto João Coraceiro de Castro	Complied	Complied
José Rodrigues de Jesus	Complied	Complied
Manuel Teixeira Mendes	Complied	Complied
Pedro Manuel Seara Cardoso Perez	Complied	Complied

**II.13. Professional qualifications of the members of the audit committee, indication of their professional activities at least during the past five years, number of shares they hold in the company, date of their first appointment and date of conclusion of their term of office.**

**Alberto João Coraceiro de Castro (Chairman)****Professional Qualifications**

- Degree in Economics, University of Porto Faculty of Engineering;
- Doctorate in Economics, University of South Carolina.

**Professional career during the past five years**

- Lecturer at Universidade Católica Portuguesa (Porto);
- Deputy-chairman of the General and Supervisory Board of EDP (since 2006);
- Chairman of the Audit Committee of Unicer (since 2007);
- Customer Ombudsman of the Port of Leixões;
- Chairman of the Board of Directors of Ciencinvest – Valorização Económica da Ciência, SA (2005-2008);
- Non-executive director of Douro Azul, SA.

**Nr. of shares as at 31/12/2008**

2,200 shares

**1st Appointment**

March 30, 2007

**End of Term of Office**

December 31, 2010



**José Rodrigues de Jesus (Full Member)****Professional Qualifications**

- Degree in Economics, University of Porto Faculty of Economics;
- Official Auditor.

**Professional career during the past five years**

- University lecturer;
- Official Auditor.

**Nr. of shares as at 31/12/2008**

Held no shares in Mota-Engil, SGPS, SA

**1st Appointment**

March 30, 2007

**End of Term of Office**

December 31, 2010

**Manuel Teixeira Mendes (Full Member)****Professional Qualifications**

Baccalaureate in Civil Engineering, Mining, Metallurgy and Company Management

**Professional career during the past five years**

- Chairman of the Audit Committee of Pescas Tavares Mascarenhas, SA;
- At present, besides being member of the Audit Committee and of the Remuneration Committee of Mota-Engil, SGPS, SA, he is chairman of the Audit Committee of SUNVIAUTO – Indústria de Comp. de Automóveis, SA.

**Nr. of shares as at 31/12/2008**

26,500 shares

**1st Appointment**

March 30, 2007

**End of Term of Office**

December 31, 2010

**II.14. Positions held at other companies by members of the audit committee, detailing those held in other companies of the same group.****Alberto João Coraceiro de Castro (Chairman)****Positions held at other companies of the Mota-Engil Group**

Does not perform duties at other companies of the Mota-Engil Group.

**Positions held at other companies outside the Mota-Engil Group**

- Deputy-chairman of the General and Supervisory Board of EDP (since 2006);
- Chairman of the Audit Committee of Unicer (since 2007);
- Customer Ombudsman of the Port of Leixões;
- Chairman of the Board of Directors of Ciencinvest – Valorização Económica da Ciência, SA (2005-2008);
- Non-executive director of Douro Azul, SA.

**José Rodrigues de Jesus (Full Member)****Positions held at other companies of the Mota-Engil Group**

Does not perform duties at other companies of the Mota-Engil Group.

**Positions held at other companies outside the Mota-Engil Group**

- Statutory auditor of the following companies: Ambar – Ideias no Papel, SA; Calfor - Indústrias Metálicas, SA; Quinta de Roriz – Vinhos, SA; Porto Vivo, SRU – Sociedade de Reabilitação Urbana da Baixa Portuense, SA; Edemi Gardens – Promoção Imobiliária, SA; Quintas & Quintas – Offshore, Sistemas de Amarração, SA; Farmácia Ribeiro, SA; Camilo dos Santos Mota, SA; Imoagueda, SGPS, SA;
- Member of the audit committees, though without the standing of Official Auditor of Finibanco Holding, SGPS, SA; Finibanco, SA; Millenniumbcp Fortis Grupo Segurador; SAGPS, SA; and Gérmen – Moagem de Cereais, SA;
- secretary of the board of the General Meeting of Millenniumbcp – Gestão Fundos Investimento, SA.

**Manuel Teixeira Mendes (Full Member)****Positions held at other companies of the Mota-Engil Group**

Does not perform duties at other companies of the Mota-Engil Group.

**Positions held at other companies outside the Mota-Engil Group**

Chairman of the Audit Committee of SUNVIAUTO – Indústria de Comp. de Automóveis, SA.

The annual activity report issued by the Audit Committee is published together with the Annual Report and Accounts, available on the MOTA-ENGIL Internet site. Any constraints encountered by the Audit Committee within the scope of its activity during the year are communicated in its report.

The Audit Committee meets with the official auditor and with the external auditor the frequency considered adequate, monitoring the audit performed and checking its independence. Decisions as to the selection of the providers of these services are taken jointly with the Board of Directors.

Although the Audit Committee is the prime interlocutor in the relations with the official auditor and with the external auditor and is the first addressee of the reports they draw up, the Board of Directors takes cognisance of these tasks through several joint meetings between the Audit Committee and a member of the Board of Directors with the official and external auditors.

The Audit Committee assesses the external auditor on an ongoing basis. There has never been a case of dismissal of the auditor, though the committee is empowered to do so, even though this is not formally provided for in its internal regulations.

**II.15. Identification of the members of the general and supervisory board and of other committees set up thereunder, detailing the members that meet the incompatibility rules provided for in Articles 414-A.1, including indent f) and 414.4 of the Companies Code.**

Not applicable.

**II.16. Professional qualifications of the members of the general and supervisory board and of other committees set up thereunder, indication of their professional activities during at least the past five years, number of shares they hold in the company, date of their first appointment and date of conclusion of their term of office.**

Not applicable.

**II.17. Duties performed by members of the general and supervisory board and of other committees set up thereunder in other companies, detailing those performed at other companies of the same group.**

Not applicable.

**II.18. Description of the remuneration policy, including, in particular, the means of aligning the interests of the directors with those of the company, and the assessment of performance, making a distinction between the executive and non-executive directors, and a summary and explanation of the company's policy in respect of the terms of compensation negotiated contractually or through negotiation in the event of dismissal, and other payments linked to early termination of contracts.**

The present remuneration policy at MOTA-ENGIL, SGPS, SA seeks to promote the alignment of the interests of the directors with those of the company, It is primarily based on a fixed remuneration, with a variable component in the light of the results of the business and of the COMPANY'S economic and financial situation.

The General Meeting is charged with appointing a Remuneration Committee, weighing the possibility and actual ability of the respective members to perform, in a sovereign manner during the whole of their term of office, the duties assigned to them, that is, in the definition of policies for the remuneration of corporate officers ensuring, from a medium- and long-term standpoint, the alignment of their interests with those of the COMPANY. This Remuneration Committee, whose mandate, as said, stems from the General Meeting, is not obliged to provide information to the General Meeting on this matter, appraisal of which was delegated on it by the General Meeting itself.

**Executive Directors**

The remuneration policy for the executive members of the company's Board of Directors involves a plan consisting of:

- (i) a fixed component defined in the light of the level of responsibility of each executive director, revised annually, which involves the gross basic remuneration payable over the period of one year;
- (ii) a variable component paid the following year, by way of performance bonus, taking into account the evolution of their performance based on criteria defined and reviewed annually by the Remuneration Committee.

**Non-executive directors**

The non-executive directors (excluding the independent directors) earn a regular fixed remuneration and a variable component.

**Senior Managers**

Each year the Remuneration Committee reviews the policy in respect of senior managers, their remuneration comprising a fixed component and a performance-based variable component.

**II.19. Indication of the composition of the remuneration committee or similar body, if any, identifying the respective members who are also members of the management body, as well as their spouses and their relatives in a direct line, to the third degree.**

The MOTA-ENGIL, SGPS, SA Remuneration Committee comprises the following members:

- António Manuel Queirós Vasconcelos da Mota  
Chairman of the Board of Directors and brother of three members of the Board of Directors.
- Maria Teresa Queirós Vasconcelos Mota Neves da Costa  
Member of the Board of Directors and sister of three members of the Board of Directors.
- Manuel Teixeira Mendes  
Not a member of the Board of Director nor has he any family tie with any of its members.

**II.20. Indication of the several or joint remuneration, understood in the widest sense of the term, including performance bonuses, earned in the year in question by the members of the management body.**

In 2008, the company's directors together earned the sum of €700,000, or about 0.8% of the 2007 Net Profit, under the proposal for the appropriation of profits approved by the Annual General Meeting.

The total remuneration earned by the members of the management body taken together, including that mentioned in the preceding point, was €3,335,491, of which the sum of €2,507,492 by way of fixed remuneration and €128,000 by way of attendance fees granted to the independent directors. There is no deferral of the payment of the variable component.

	FIXED COMPONENT	VARIABLE COMPONENT	ATTENDANCE FEE	TOTAL
Executive Directors	1,151	361,903	-	1,513,669
Non-executive directors	1,355,726	338,097	-	1,693,823
Independent directors	-	-	128,000	128,000
Total	2,507,492	700,000	128,000	3,335,492

There are no stock-option plans or rights to acquire options on shares or any other incentives systems involving shares. The criteria relating to the variable component of the remuneration of the management bodies are described in point II.18.

Information on the link between the remuneration and the performance of the management bodies is set out in the remuneration policy described in point II.18.

Information on the main parameters and bases of any annual bonus system is that set out in the remuneration policy described in point II.18. There are no other non-pecuniary benefits.

No indemnities were paid nor are any owed to former executive directors, in respect of termination of duties during the year.

No other amounts were paid for any reason whatsoever to other companies in a controlling or group relationship.

The remuneration of each member of the Board of Directors is not disclosed individually. MOTA-ENGIL's understanding is that the prejudice to the directors' privacy caused by a disclosure other than that employed would not be outweighed by a gain in the information provided to shareholders.

Some of the directors (founder shareholders) benefit from a defined-benefit pension plan, which allows the beneficiaries to obtain a pension of 80% of the salary earned on retirement. It should be mentioned that this plan was in force prior to the admission to listing of MOTA-ENGIL, SGPS, SA on the stock market. Liabilities for these pensions are reflected in the MOTA-ENGIL accounts as stated in the respective Notes to the Financial Statements.

**II.21. Indication, in individual terms, of the amounts payable, regardless of their nature, in the event of termination of duties of the present members of the management or supervisory bodies, in the event they exceed twice the fixed monthly remuneration.**

No indemnities have been established or fixed in the event that the present members of the management or supervisory bodies terminate their duties during their term of office.

**II.22. Information on the policy of communication of irregularities adopted at the company.**

At the end of 2008, the "Audit Committee Regulations on procedures to be adopted in the matter of communication of irregularities" was approved, which was divulged to the entire GROUP through an internal service order.

Through approval of these regulations, the Board of Directors of MOTA-ENGIL, SGPS, SA wished to encourage internal communication of irregular practices so as to prevent or repress irregularities, avoiding damages aggravated by ongoing irregular practices, while complying with the Securities Market Commission recommendations in this matter.

The regulations consider that irregular practices are all acts and omissions, fraudulent or negligent, performed within the scope of the business of the companies of the MOTA-ENGIL GROUP that could impact on the financial statements or on other areas, damaging the assets and the good name of the GROUP, namely violation of any law, rule or regulation, practice of fraud, abuse of authority, bad management, waste of funds, damage to the health and safety of the workers and damage to the environment.

The Audit Committee guarantees the confidentiality of the accusations and the anonymity of the author of communications of signs that irregularities have been committed, though the MOTA-ENGIL, SGPS, SA Board of Directors is kept informed. Where the signs of irregularities are communicated by workers of MOTA-ENGIL GROUP companies the worker's rights cannot be affected by the fact. Persons falsely communicating irregular practices or communicating them in bad faith, as well as those infringing the duty of confidentiality may be subject to criminal proceedings and to disciplinary proceedings if they are MOTA-ENGIL GROUP company employees.

The procedural stages of the irregularities communications system, the responsibility of the Audit Committee, are as follows:

- a) reception and registration;
- b) preliminary appraisal and assessment of the consistency of the communication received;
- c) investigation;
- d) final report, with communication to the chairman of the Board of Directors.

The investigation process is undertaken by the Audit Committee, assisted by the Investment, Audit and Risk Committee, which is competent to deal with matters not involving decisions. The Investment, Audit and Risk Committee may propose that external auditors or other specialists be hired to help in the investigation where the special nature of the matters in question so warrant.

By January 31 each year the Audit Committee evaluates the activity undertaken the previous year and proposes such alterations as it may deem necessary to the improvement and perfecting of the irregular-practice communication system.

### III. INFORMATION

#### III.1. Equity capital structure, including indication of shares not admitted to trading, different categories of shares, rights and duties inherent therein and percentage of the equity capital represented by each category.

The MOTA-ENGIL, SGPS, SA equity capital as at December 31, 2008 amounted to €204,635,695, fully paid up and represented by 204,635,695 ordinary bearer shares each of a par value of €1, which, with the exception of treasury shares, gave entitlement to dividends. The whole of the shares that make up the equity capital are admitted to trading on Euronext Lisbon.

#### III.2. Qualified holdings in the issuer's equity capital, calculated under Article 20 of the Securities Code.

SHAREHOLDERS	NR. OF SHARES	% EQUITY CAPITAL
Mota Gestão e Participações, SGPS, SA	75,436,644	36.86%
ALGOSI — Gestão de Participações Sociais, SGPS, SA	30,538,198	14.92%
António Manuel Queirós Vasconcelos da Mota	4,624,617	2.26%
Maria Manuela Queirós Vasconcelos Mota dos Santos	3,665,066	1.79%
Maria Teresa Queirós Vasconcelos Mota Neves da Costa	3,736,836	1.83%
Maria Paula Queirós Vasconcelos Mota de Meireles	3,913,051	1.91%
Attributable to Sociedade de Controlo, SGPS, SA	121,914,412	59.58%
Kendall II, SA	9,472,764	4.63%
Investment Opportunities, SA	620,510	0.30%
Banco Privado Português, SA	271,243	0.13%
Attributable to Privado Holding SGPS, SA	10,364,517	5.06%
QMC Development Capital Fund,Plc	4,190,954	2.05%
Attributable to Nmás 1 Agencia de Valores SA	4,190,954	2.05%

**III.3. Identification of shareholders having special rights and description of such rights.**

There are no shareholders or categories of shareholders having special rights.

**III.4. Possible restrictions to the transferability of the shares, such as clauses requiring consent for their disposal or limitations to the ownership of shares.**

There are no restrictions whatsoever to the transfer of shares in MOTA-ENGIL, SGPS, SA, such as clauses requiring consent for their disposal or as to limitations to share ownership.

**III.5. Shareholders' agreements known to the company that could lead to restrictions in the matter of transfer of securities or voting rights.**

The company has no knowledge of shareholders' agreements that could lead to restrictions in the matter of transfer of securities or voting rights.

**III.6. Rules applicable to the alteration of the company's articles of association.**

There are no special rules governing the alteration of the articles of association other than those resulting from the general legislation provided for in the Companies Code.

**III.7. Control mechanisms provided for in any system of worker participation in the equity capital to the extent that they do not directly exercise the voting rights.**

There are no mechanisms for worker participation in the Mota-Engil, SGPS, SA, equity capital.

**III.8. Description of the evolution of the issuer's share prices, taking into account, in particular: a) the issue of shares or other securities that give entitlement to subscribe or acquire shares; b) the announcement of results; c) payment of dividends by category of shares, with indication of the net amount per share.**

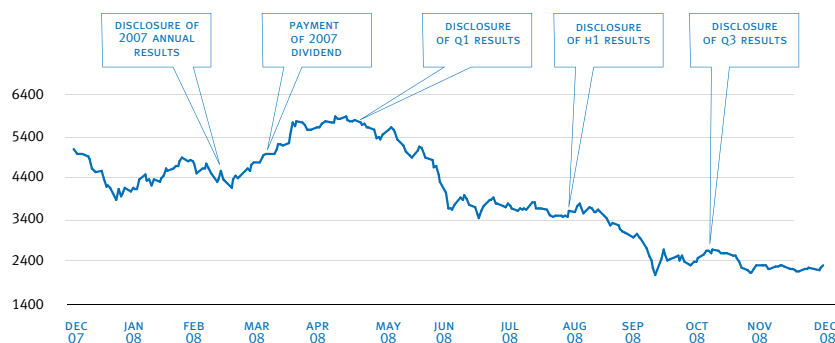
Within the extremely negative and volatile context of the capital markets in 2008, the performance of the leading European stock markets was frankly negative, accumulating average losses of 40%. The PSI-20 fell even more sharply, down by about 51%. This was inevitably mirrored in the performance of the MOTA-ENGIL shares, which closed the year under review sharply lower. However, their performance during the two halves of the year differed very considerably, with the sharp appreciation that took place during a large part of the first half succeeded by strong depreciation in the second. Indeed, in 2008, after rising to a peak in May, when market capitalisation stood at the year's high of €1,047 million, there was a sharp fall at the end of the first half, and the company's market capitalisation dropped to a low of €435 million in October, right in the middle of the financial markets' crisis.

The annual performance of the shares was as follows:

	1 <sup>ST</sup> HALF 2008	2 <sup>ND</sup> HALF 2008	PERFORMANCE TOTAL 2008	1 <sup>ST</sup> HALF 2007	2 <sup>ND</sup> HALF 2007	PERFORMANCE TOTAL 2007
Mota-Engil Shares	-28%	-26%	-54%	38%	-39%	-1%
PSI-20	-35%	-16%	-51%	20%	-3%	17%
EURONEXT 100	-23%	-22%	-45%	9%	-7%	2%

The evolution of the share price is shown in the following chart:

#### EVOLUTION OF PRICES OF THE SHARES OF MOTA-ENGI



Source: Euronext

With the exception of treasury shares, all the shares that make up the MOTA-ENGIL, SGPS, SA equity capital give entitlement to dividends. On April 28, 2008, the 2007 dividend was placed at the disposal of shareholders in the net sum of €0.088 per share.

No shares or other securities were issued during 2008 giving entitlement to subscription or acquisition of shares.

#### III.9. Description of the dividend distribution policy adopted by the company, identifying in particular the amount of the dividend per share paid during the past three years.

The dividend policy adopted by the company consists of granting a dividend providing, in each fiscal year, a minimum payout ratio of 50% and a maximum of 75%, depending on the evaluation made by the Board of Directors of a number of factors over time, with the prime objective of providing an adequate remuneration of shareholder capital by this means. Over the past three years the dividend per share amounted to 10 cents in 2005, 11 cents in 2006 and 11 cents in 2007.

#### III.10. Description of the main characteristics of the stock option plans and of plans to grant options to acquire shares adopted or in force during the year in question, particularly justification for the adoption of the plan, category and number of addresses of the plan, conditions of attribution, non-saleability of shares clauses, criteria governing the price of the shares and the option exercise price, period during which the options may be exercised, characteristics of the shares to be attributed, existence of incentives for the acquisition



**of shares and/or for the exercise of options, and competence of the management body to execute or modify the plan.**

At this time the company has no plans to attribute shares or stock option plans.

**III.11. Description of the main elements of deals and operations carried out between, on the one hand, the company and, on the other, the members of its management and supervision bodies, holders of qualified holdings or companies in a controlling or group relationship, except those deals or operations that, cumulatively, are undertaken under normal market conditions for similar operations and are part of the company's normal business.**

No deals or other transactions were undertaken between the COMPANY and the members of the Board of Directors and of the Audit Committee, qualified shareholders or companies in a controlling or group relationship, except those deals carried out as a part of the day-to-day business, which were also carried out at arm's length.

**III.12. Reference to the existence of an Investor Support Office or other similar service, with mention of: a) the duties of the Office; b) the type of information provided by the office; c) the means of access to the Office; d) the company's Internet site; and e) the identity of the market relations representative.**

MOTA-ENGIL, SGPS, SA is in permanent contact with investors and analysts through the Market Relations Division, which provides up-to-date information that is both relevant and reliable, besides providing clarification regarding the business of the GROUP, with a view to improving their knowledge and understanding of the GROUP.

The Market Relations Division, in articulation with the Group's Management Control, regularly organises presentations for the financial community, communications on quarterly, half-yearly and annual results, as well as communications of importance to the market as and where seen to be necessary to disclose or clarify any event that could influence the evolution of the price of the shares in MOTA-ENGIL, SGPS, SA. Furthermore, when so requested, it provides clarification on the GROUP's activities, replying to questions placed by e-mail or by telephone.

All the information divulged is available on the CMVM Internet page ([www.cmvm.pt](http://www.cmvm.pt)) and on the MOTA-ENGIL ([www.mota-engil.pt](http://www.mota-engil.pt)) Internet page.

The Market Relations representative is Eduardo Jorge de Almeida Rocha, whose contacts are:

**Eduardo Rocha**  
Edifício Mota  
Rua do Rego Lameiro, N.º38  
4300-454 Porto  
**Telephone:** +351 225 190 300  
**Fax:** +351 225 190 303  
**E-mail:** [erocha@mota-engil.pt](mailto:erocha@mota-engil.pt)

The person responsible for the Market Relations Division is:

**João Vermelho**  
Rua Mário Dionísio n.º2  
2796-957 Linda-a-Velha  
**Telephone:** +351 214 158 200  
**Fax:** +351 214 158 688  
**E-mail:** [jvermelho@mota-engil.pt](mailto:jvermelho@mota-engil.pt)

Any investor or analyst may also contact the company through its Market Relations Representative.

**III.13. Indication of the amount of annual remuneration paid to the auditor and to other natural or corporate persons belonging to the same network supported by the company and/or by corporate persons in a controlling or group relationship, and also details of the percentage in respect of the following services: a) legal audit of the accounts; b) other reliability assurance services; c) tax consultancy services; d) other services other than legal audit of the accounts.**

During 2008, the annual remuneration paid by MOTA-ENGIL, SGPS, SA and by other companies in a controlling or group relationship to the company's External Auditor (Deloitte & Associados, SROC, SA), including other entities belonging to the same network, amounted to €1,053,510, this payment having been broken down in respect of the provision of the following services:

NATURE OF THE SERVICE	VALUE	%
Audit and legal review of the accounts	703,537	67%
Other reliability assurance services	-	-
Tax consultancy	27,262	3%
Other services	322,711	30%
<b>TOTAL</b>	<b>1,053,510</b>	<b>100%</b>

“Other services” shown in the above table essentially refer to consultancy services in the corporate finance area provided to transport concessionaire companies (€104,000) and services provided in the information systems area (€142,000).

The tax consultancy services and other services are provided by specialists other than those involved in the audit process, and it is therefore considered that the auditor's independence is further heightened. In 2008 the fees paid by MOTA-ENGIL, Portugal to firms of the Deloitte network amounted to less than 1% of Deloitte's annual billing in Portugal. The External Auditor's quality system controls and monitors potential risks of loss of independence or of possible conflicts of interest existing with MOTA-ENGIL. Additionally, a “Letter of Independence” is obtained from Deloitte in which it warrants compliance with the IFAC (International Federation of Accountants) international guidelines in the matter of auditor independence.

## ANNEXES

### DECLARATION UNDER ARTICLE 245,1(c) OF THE SECURITIES CODE

Under Article 245.1 (c) of the Securities Code, the members of the Board of Directors declare that, to the full extent of their knowledge, the information contained in this report and accounts has been drawn up in accordance with international financial reporting standards (IFRS) as adopted by the European Union, providing a true and fair image of the assets and liabilities, of the financial situation and of the results of MOTA-ENGIL, SGPS, SA and of the companies included in the consolidation perimeter, and that this management report faithfully sets out the evolution of the business, of the performance and of the position of MOTA-ENGIL, SGPS, SA and of the companies included in the consolidation perimeter, and that it contains a description of the main risks and uncertainties with which they are confronted.

Porto, March 27, 2009

**António Manuel Queirós Vasconcelos da Mota**

Chairman of the Board of Directors

**Jorge Paulo Sacadura Almeida Coelho**

Deputy-Chairman of the Board of Directors and  
Chief Executive Officer

**Arnaldo José Nunes da Costa Figueiredo**

Deputy-Chairman of the Board of Directors and  
Member of the Executive Committee

**Maria Manuela Queirós Vasconcelos Mota dos Santos**

Member of the Board of Directors

**Maria Teresa Queirós Vasconcelos Mota Neves da Costa**

Member of the Board of Directors

**Maria Paula Queirós Vasconcelos Mota de Meireles**

Member of the Board of Directors and  
Member of the Executive Committee

**Eduardo Jorge de Almeida Rocha**

Member of the Board of Directors and  
Member of the Executive Committee (Chief Financial Officer)

**Ismael Antunes Hernandez Gaspar**

Member of the Board of Directors and  
Member of the Executive Committee

**Gonçalo Nuno Gomes de Andrade Moura Martins**

Member of the Board of Directors and  
Member of the Executive Committee

**Luís Manuel Ferreira Parreirão Gonçalves**

Member of the Board of Directors and  
Member of the Executive Committee

**Luís Valente de Oliveira**

Non-executive and independent member of the  
Board of Directors

**António Bernardo Aranha da Gama Lobo Xavier**

Non-executive and independent member of the  
Board of Directors

## ARTICLE 447 OF THE COMPANIES CODE AND ARTICLE 14.7 OF CMVM REGULATION 5/2008

Disclosure of shares and other securities held by members of the Board of Directors and by managers, as well as by persons closely related to them under Article 248-B of the Securities Code, and of transactions thereon during the year.

Annex to which Article 447 of the Companies Code and Article 14.7 of CMVM Regulation 5/2008 refer:

MANAGERS/ PERSONS CLOSELY RELATED	DAY	HOLDING SHARES IN										
		MOTA-ENGL, SGPS, SA				ALGOSI, SGPS, SA		MGP, SGPS, SA		FM, SGPS, SA		
		QT.	PRICE	BUY/ SELL	MARKET/ OFF MARKET	%	QT.	%	QT.	%	QT.	%
<b>ANTÓNIO MANUEL QUEIRÓS VASCONCELOS DA MOTA AND SPOUSE</b>												
Opening Balance		4,272,617				2.09	1,166	16.7	517,500	8.6	19,115	38.2
	07/01/08	50,000	4.94	Buy	Market		-		-		-	
	09/01/08	100,000	4.68	Buy	Market		-		-		-	
	21/01/08	102,000	3.97	Buy	Market		-		-		-	
	01/07/08	100,000	3.70	Buy	Market		-		-		-	
Closing Balance		4,624,617				2.26	1,166	16.7	517,500	8.6	19,115	38.2
<b>MARIA MANUELA QUEIRÓS VASCONCELOS MOTA DOS SANTOS AND SPOUSE</b>												
Opening Balance		3,661,841				1.79	1,078	10.8	427,500	7.1	10,295	20.6
		3,225			(*)		-		-		-	
Closing Balance		3,665,066				1.79	1,078	10.8	427,500	7.1	10,295	20.6
<b>MARIA TERESA QUEIRÓS VASCONCELOS MOTA NEVES DA COSTA AND SPOUSE</b>												
Closing Balance		3,736,836				1.83	1,078	10.8	427,500	7.1	10,295	20.6
<b>MARIA PAULA QUEIRÓS VASCONCELOS MOTA DE MEIRELES AND SPOUSE</b>												
Closing Balance		3,913,051				1.91	1,078	10.8	427,500	7.1	10,295	20.6
<b>ANTÓNIO JORGE CAMPOS ALMEIDA AND SPOUSE</b>												
Opening Balance		201,475				0.10	-		-		-	
	30/01/08	1,000		Buy	Market		-		-		-	
Closing Balance		202,475				0.10	-		-		-	
<b>EDUARDO JORGE DE ALMEIDA ROCHA</b>												
Opening Balance		20,000				0.01	-		-		-	
	03/01/08	1,762	4.99	Buy	Market		-		-		-	
	04/01/08	8,238	5.04	Buy	Market		-		-		-	
Closing Balance		30,000				0.01	-		-		-	
<b>MANUEL TEIXEIRA MENDES AND SPOUSE</b>												
Opening Balance		25,000				0.01	-		-		-	
	14/04/08	1,000	5.30	Buy	Market		-		-		-	
	11/12/08	500	2.45	Buy	Market		-		-		-	
Closing Balance		26,500				0.01	-		-		-	
<b>GONÇALO NUNO GOMES DE ANDRADE MOURA MARTINS</b>												
Opening Balance		-					-		-		-	
	28/03/08	12,435	-	(**)	-		-		-		-	
Closing Balance		12,435				0.01	-		-		-	
<b>ISMAEL ANTUNES HERNANDEZ GASPAR</b>												
Opening Balance		-					-		-		-	
	28/03/08	1,000	-	(**)	-		-		-		-	
Closing Balance		1,000				0.00	-		-		-	
<b>ALBERTO JOÃO CORACEIRO DE CASTRO</b>												
Closing Balance		1,000				0.00	-		-		-	
<b>ALGOSI - GESTÃO DE PARTICIPAÇÕES SOCIAIS, SGPS, SA</b>												
Opening Balance		30,538,198				14.92	-		-		-	
<b>FM - SOC, DE CONTROLO, SGPS, SA</b>												
Closing Balance		-					-		4,200,000	70.0	-	

(\*) Acquisition by inheritance of 3,225 shares by José Carlos Mendes dos Santos, husband of Maria Manuela Queirós Vasconcelos Mota dos Santos

(\*\*) Member of the Board from the day 28-03-2008



## ARTICLE 448 OF THE COMPANIES CODE

MOTA-ENGIL SGPS, SA acquired 1,502,583 treasury shares during 2008 and, as at December 31, 2008, held 10,636,328 treasury shares representing 5.20% of its equity capital.

In compliance with Article 448.4 of the Companies Code, there follows a list of shareholders who, as of December 31, 2008, held at least 10%, 33% or 50% of the equity capital of MOTA-ENGIL, SGPS, SA:

SHAREHOLDER	N. OF SHARES	% EQUITY
Mota Gestão e Participações, SGPS, S,A	75,436,644	36.86%
ALGOSI - Gestão de Participações Sociais, SGPS, S,A <sup>(i)</sup>	30,538,198	14.92%

<sup>(i)</sup> Mota Gestão e Participações, SGPS, SA holds 51% of the equity capital of ALGOSI - Gestão de Participações Sociais, SGPS, SA

During 2008 no shareholders stopped being the holders of the said shareholdings.

## QUALIFIED HOLDINGS

In compliance with Article 2.4 of CMVM Regulation 5/2008, there follows a list of holders of qualified holdings, stating the number of shares held and the corresponding percentage of voting rights, calculated in accordance with Article 20 of the Security Code, as at December 31, 2008:

SHAREHOLDER	NR. OF SHARES	% EQUITY
Mota Gestão e Participações, SGPS, S,A,	75,436,644	36.86%
ALGOSI - Gestão de Participações Sociais, SGPS, S,A,	30,538,198	14.92%
António Manuel Queirós Vasconcelos da Mota	4,624,617	2.26%
Maria Manuela Queirós Vasconcelos Mota dos Santos	3,665,066	1.79%
Maria Teresa Queirós Vasconcelos Mota Neves da Costa	3,736,836	1.83%
Maria Paula Queirós Vasconcelos Mota de Meireles	3,913,051	1.91%
<b>Attributable to Sociedade de Controlo, SGPS, SA</b>	<b>121,914,412</b>	<b>59.58%</b>
Kendall II, S,A,	9,472,764	4.63%
Investment Opportunities, S,A,	620,510	0.30%
Banco Privado Português, SA	271,243	0.13%
<b>Attributable to Privado Holding SGPS, S,A,</b>	<b>10,364,517</b>	<b>5.06%</b>
QMC Development Capital Fund Plc	4,190,954	2.05%
<b>Attributable to Nmás 1 Agencia de Valores S,A,</b>	<b>4,190,954</b>	<b>2.05%</b>





**THE GROUP IS US.**

THE FOCUS ON EMPLOYEE DEVELOPMENT IS, AND ALWAYS WILL BE, ONE OF THE MISSIONS OF MOTA-ENGIL. WE BELIEVE THAT ONLY THROUGH INTERNATIONALISATION AND STAFF MOBILITY, THE DEVELOPMENT OF TALENT AND A SHARED CULTURE WILL WE BE ABLE TO CONQUER THE FUTURE.

WE ARE WHAT WE DO.  
AMBITION 2013







# 04

**AUDIT  
REPORTS**  
CONSOLIDATED  
REPORT  
& ACCOUNTS  
2008



**ANTÓNIO MAGALHÃES & CARLOS SANTOS**

*Sociedade de Revisores Oficiais de Contas  
Inscrita na Lista dos Revisores Oficiais de Contas sob o nº53  
Registada na CMVM com o nº.1975  
Contribuinte nº.502 138 394*

**LEGAL CERTIFICATION OF CONSOLIDATED ACCOUNTS**  
(TRANSLATION OF A REPORT ORIGINALLY ISSUED IN PORTUGUESE)**INTRODUCTION**

1. We have audited the consolidated financial statements of the Company “**MOTA - ENGIL, SGPS, S.A.**”, which include the Consolidated Balance Sheet on the 31<sup>st</sup> December 2008, (which evidences a total of Euro 3 709 651 254 and a total equity of Euro 341 317 083, including a consolidated net profit attributable to the Company’s Equity Holders of Euro 30 565 438), the Consolidated Statements of Profit and Loss Accounts by nature, of Cash Flow and Changes in Equity of the financial year finished at that date, and the corresponding Notes.

**RESPONSABILITIES**

2. The Company’s Board of Directors is responsible for the preparation of consolidated financial statements which disclose a true and suitable view of the group of companies included in the consolidation financial position, the consolidated results of its operations and the consolidated cash flows, as well as the utilization of adequate methods and policies of accounting for that purpose, and the maintenance of an appropriate internal control system.

3. Our responsibility consists of expressing a professional and independent opinion based in our examination of those consolidated financial statements.

**SCOPE**

4. Our examination was performed in accordance with the Technical Standards and Guidelines issued by the Ordem dos Revisores Oficiais de Contas (Portuguese Institute of Statutory Auditors), which require a planned and executed examination in order to obtain an acceptable reliance degree on if the consolidated financial statements are exempt from significant deviations. So, the aforesaid examination included:

- the verification if the financial statements of the group of companies included in the consolidation were properly examined and if not, on the relevant cases, the verification, in a sampling basis, of the support of the amounts and the disclosure, in them contained, and the evaluation of the estimates, based on judgments and methods defined by the Company’s Board of Directors, used in their preparation;
- the verification of the consolidation operations and the application of the equity method;
- the appreciation of the adequacy of the adopted accounting policies, their uniform application and their disclosure, taking into account the circumstances.
- the verification of the applicability of the going concern concept; and
- the appreciation of being adequate, on the whole, the consolidated financial statements presentation.

5. Our examination also includes verifying that the financial information included in the consolidated Management Report is consistent with the financial statements mentioned above.

.../...

ANTÓNIO MAGALHÃES & CARLOS SANTOS

*Sociedade de Revisores Oficiais de Contas  
Inscrita na Lista dos Revisores Oficiais de Contas sob o nº53  
Registada na CMVM com o nº.1975  
Contribuinte nº.502 138 394*

.../...

2.

6. We understand that the performed examination allows an acceptable basis for the expression of our opinion.

OPINION

7. In our opinion, the mentioned consolidated financial statements present in a true and appropriate manner, in all relevant aspects, the consolidated financial position of the Company "**MOTA-ENGIL, SGPS, S.A.**" on the 31<sup>st</sup> of December 2008, the consolidated results of its operations and consolidated cash flows referring to year ending on that date, in conformity with International Financial Reporting Standards as adopted by the European Union.

Porto, 27<sup>th</sup> March 2009

---

António Magalhães & Carlos Santos - SROC, Statutory Auditors Company,  
represented by Carlos Alberto Freitas dos Santos - Statutory Auditor nº 177

## REPORT AND OPINION OF THE STATUTORY AUDIT BOARD

(Translation of a report originally issued in Portuguese)

To the shareholders of  
MOTA-ENGIL, SGPS, S.A.,

In compliance with legal and statutory obligations, the Statutory Audit Board of MOTA-ENGIL, SGPS, S.A., presents the report of its activities during 2008, as well as the opinion on the consolidated financial information file, which include the management report and consolidated financial statements presented by the Company's Board of Directors.

The Statutory Audit Board met regularly, accompanying the evolution of the GROUP, namely through meetings with the Board of Directors and its members and with the technical staff. All the required information was promptly made available to us.

Additionally, the Statutory Audit Board followed the activity of the Statutory Auditors Company. This allowed the collection of some additional elements that were useful to the accomplishment of the audit task.

The Statutory Audit Board studied the above-mentioned documents, the Legal Certification of Consolidated Accounts issued by the Statutory Auditors Company, and the Auditors' Report issued by the external Auditors Company registered in the Securities Market Commission.

For the purposes of Article 245.1 c) of the Securities Code, members of the Statutory Audit Board declare that, as far as they are aware, the 2008 Consolidated Report & Accounts was drawn up in accordance with the relevant accounting rules, and provide a true and fair view of the assets and liabilities, financial affairs and profit or loss of MOTA-ENGIL, SGPS, SA and other companies included in the consolidated accounts, and that the management report contains a faithful account of the business, performance and position of the said company and other companies included in the consolidated accounts, describing the main risks and uncertainties which they face.

Consequently, the Statutory Auditor Board considers the consolidated financial information file presented by the Company's Board of Directors worth of approval.

Porto, 31<sup>th</sup> March of 2009

The Statutory Audit Board

Alberto João Coraceiro de Castro

José Rodrigues de Jesus

## AUDITORS' REPORT

### CONSOLIDATED FINANCIAL STATEMENTS

#### **Introduction**

1. In compliance with article n°245 of the Securities Market Code, we hereby present our Auditors' Report on the consolidated financial information contained in the Board of Directors Report and on the accompanying consolidated financial statements for the year ended 31 December 2008 of Mota-Engil, S.G.P.S., S.A. and subsidiaries ("the Company"), which comprise the consolidated balance sheet as of 31 December 2008, that presents a total of 3,709,651,254 Euros and shareholders' equity of 341,317,083 Euros, including a net consolidated profit attributable to the Company's Equity Holders of 30,565,438 Euros, the consolidated statements of profit and loss by nature, of cash flows and of changes in equity for the year then ended and the corresponding notes.

#### **Responsibilities**

2. The Company's Board of Directors is responsible for: (i) the preparation of consolidated financial statements that present a true and fair view of the financial position of the Company and of the group of companies included in the consolidation, the consolidated result of their operations and their consolidated cash flows; (ii) the preparation of historical financial information in accordance with the International Financial Reporting Standards as adopted by the European Union, and that is complete, true, up-to-date, clear, objective and licit, as required by the Securities Market Code; (iii) adopting adequate accounting principles and criteria and the maintenance of appropriate internal control systems; and (iv) informing on any significant facts that have influenced the operations, financial position or results of the group of companies included in the consolidation.
3. Our responsibility is to verify the financial information included in the documents of account referred to above, namely if, in all material respects, the information is complete, true, up-to-date, clear, objective and licit, as required by the Securities Market Code, and issuing a professional and independent report on that financial information based on our examination.

## Scope

4. Our examination was performed in accordance with the Technical Review/Audit Standards ("*Normas Técnicas e as Diretrizes de Revisão/Auditoria*") issued by the Portuguese Institute of Statutory Auditors ("*Ordem dos Revisores Oficiais de Contas*"), which require that the examination be planned and performed with the objective of obtaining reasonable assurance about whether the consolidated financial statements are free of material misstatement. An examination includes verifying, on a sample basis, evidence supporting the amounts and disclosures in the financial statements and assessing the significant estimates, based on judgements and criteria defined by the Company's Board of Directors, used in their preparation. An examination also includes: the verification of the consolidation procedures used, the application of the equity method, as well as verifying that the financial statements of the companies included in the consolidation have been appropriately examined; assessing the adequacy of the accounting principles used and their uniform application and disclosure, taking into consideration the circumstances; the verification of the applicability of the going concern concept; the adequacy of the overall presentation of the consolidated financial statements; and assessment that, in all material respects, the information is complete, true, up-to-date, clear, objective and licit. Our examination also comprises verifying that the financial information contained in the Board of Directors' Report is in accordance with the other documents of account. We believe that our examination provides a reasonable basis for expressing our opinion.

## Opinion

5. In our opinion, the consolidated financial statements referred to in paragraph 1 above, present fairly, in all material respects, the consolidated financial position of Mota-Engil, S.G.P.S., S.A. and subsidiaries as of 31 December 2008, the consolidated result of its operations and their consolidated cash flows for the year then ended, in accordance with the International Financial Reporting Standards as adopted by the European Union, and the information contained therein is, in terms of the definitions included in the technical standards and review recommendations referred to in paragraph 4 above, complete, true, up-to-date, clear, objective and licit.

Porto, 27 March 2009

---

DELOITTE & ASSOCIADOS, SROC S.A.  
Represented by António Manuel Martins Amaral









Print-run: 750 copies  
ISSN: 1646-0154  
Legal Deposit: 92105/05  
Graphic co-ordination: WHITE\_Brand Services  
Printed by: Soctip, Sociedade Tipográfica, S.A.  
Translated by: Peter Ingham





MOTA-ENGIL, SGPS, S.A.

Edifício Mota  
Rua do Rego Lameiro, nº38 4300-454 Porto  
phone +351 22 5190300  
fax +351 22 5190303  
[www.mota-engil.pt](http://www.mota-engil.pt)

