



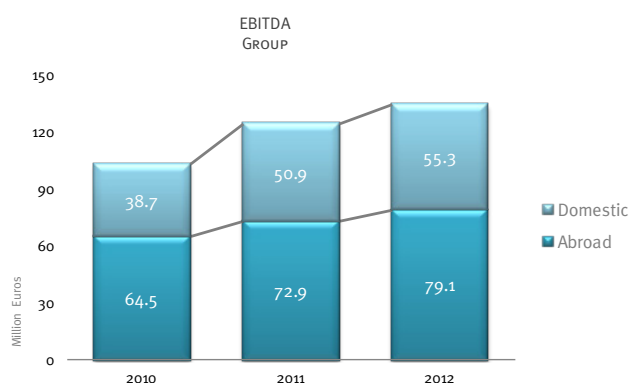
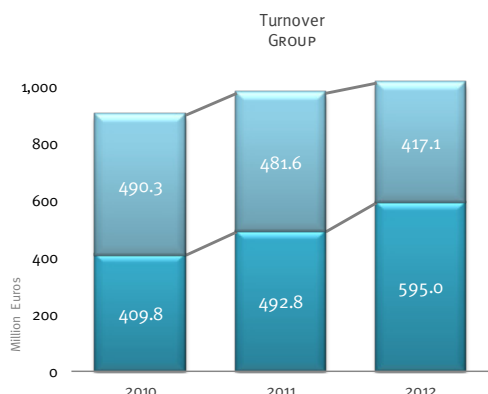
MANAGEMENT
REPORT AND
CONSOLIDATED
FINANCIAL
STATEMENTS AS
OF 1ST HALF OF
2012

MOTA-ENGIL GROUP
A World of Inspiration



Highlights

- › Turnover rose approximately 4%, exceeding €1.012 billion
- › GROUP's international activity reached approximately 60% of total turnover
- › EBITDA increased 8.5% and EBIT approximately 16% with margins of 13.3% and 8.3%, respectively
- › GROUP's net income soared 16.8% to €18.3 million
- › Order book remains above €3.5 billion (more than 71% in foreign markets)
- › Improvement of the "Total Net Debt / EBITDA" ratio to 3.3 (4.4 in 1H 2011)



	1H12	% T	Δ	1H11	% T	2Q12	% T	Δ	2Q11	% T
Turnover	1,012,106	0.0%	3.9%	974,331	0.0%	530,637		(2.3%)	542,966	
EBITDA	134,368	13.3%	8.5%	123,817	12.7%	72,417	13.6%	(0.1%)	72,516	13.4%
EBIT	83,557	8.3%	15.9%	72,084	7.4%	48,103	9.1%	1.7%	47,287	8.7%
Net financial income	(45,724)	(4.5%)	(16.7%)	(39,174)	(4.0%)	(24,052)	(4.5%)	(12.2%)	(21,438)	(3.9%)
Net income/losses from equity method	7,401	0.7%	141.1%	3,070	0.3%	3,988	0.8%	345.3%	(1,626)	(0.3%)
Income before taxes	45,235	4.5%	25.7%	35,980	3.7%	28,040	5.3%	15.8%	24,223	4.5%
Net income	34,807	3.4%	16.4%	29,898	3.1%	20,564	3.9%	1.6%	20,230	3.7%
Attributable to:										
Non-controlling interests	16,486	1.6%	16.0%	14,208	1.5%	6,766	1.3%	(11.7%)	7,666	1.4%
Group	18,321	1.8%	16.8%	15,690	1.6%	13,798	2.6%	9.8%	12,565	2.3%

Ebitda = EBIT + Depreciation + Provisions and Impairments

Net Debt = Financial Debt – Cash and equivalents

"Total Net Debt / EBITDA": Annualized EBITDA with the second half of the previous year

Non-audited accounts.

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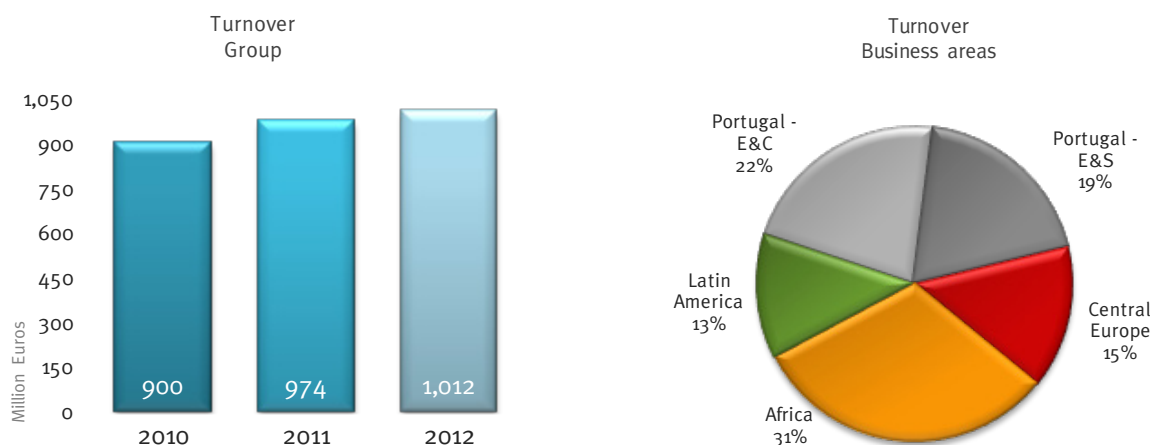


MANAGEMENT REPORT
AND CONSOLIDATED
FINANCIAL STATEMENTS
AS OF 1ST HALF OF
2012

1.
**INTERIM
CONSOLIDATED
MANAGEMENT
REPORT**



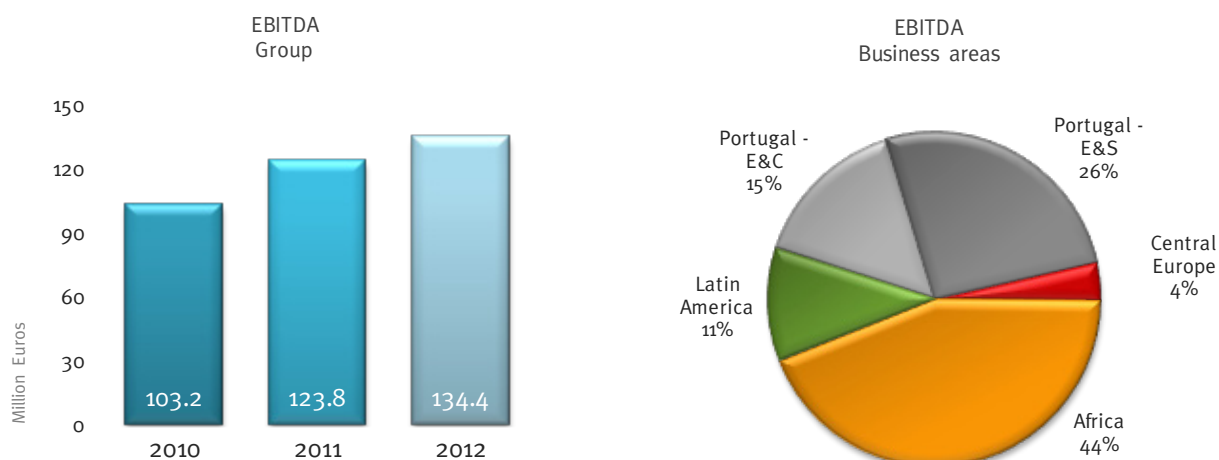
1. Financial Analysis



MOTA-ENGIL GROUP reached a net consolidated income of €34.8 million in the first half of 2012 (2011: €29.9 million), of which €18.3 million attributable to the GROUP (2011: €15.7 million). Net attributable income adjusted for Martifer's losses reached €22.9 million (2011: €21.3 million).

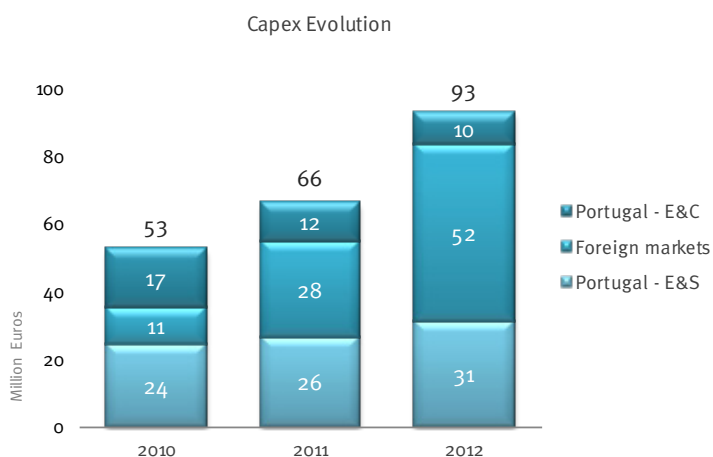
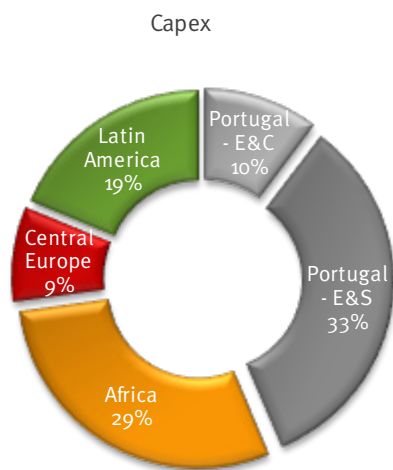
By the beginning of 2012, as a result of the reorganization of its business model, the GROUP changed its organizational structure that is now organized by geographies as opposed to the previous one based on business areas. As a result, from January 2012 onwards, the Group is organized in the following four main business areas: Portugal, Africa, Latin America and Central Europe. The aforementioned change aimed at promoting the operating efficiency and the value creation for the MOTA-ENGIL GROUP.

Group's turnover rose 3.9% to €1.012 billion in the first half of 2012 (2011: €974 million). This performance was mainly achieved on the back of foreign markets (up 21%, approximately). International activity weighed approximately 60% in total turnover in the first half of 2012 (2011: 51%). The growing importance of foreign markets shows how successful the internationalization strategy that the GROUP has been embracing in the last years has been, particularly since 2008, the year where the five year strategic plan, "AMBITION 2013", was produced.



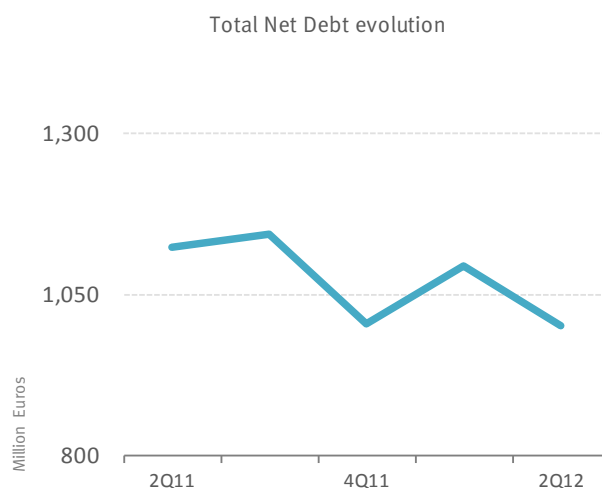
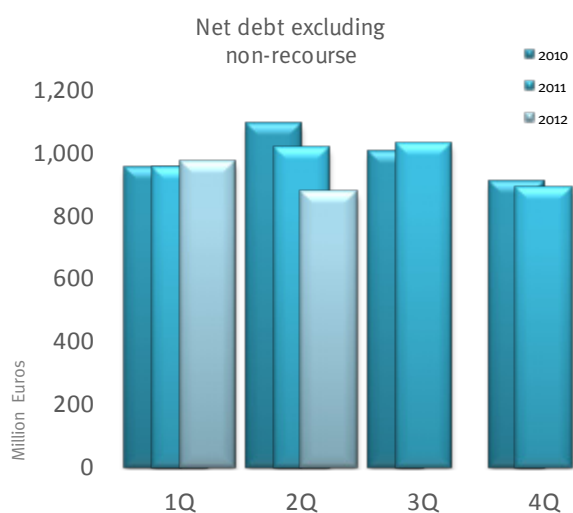
As for EBITDA, the growth recorded in the first half of 2012, as compared to the same period of the previous year, €10.6 million, came mainly from Africa but it is also worth mentioning that Portugal had an excellent operating performance, proving to be very resilient to the difficult market conditions.

Consolidated EBITDA margin reached 13.3% in the first half of 2012, as compared to 12.7% in the first half of the previous year. These operational results confirm that the strategy of the Group, supported in a sustainable growth and in balancing internationalization and diversification, was followed by a constant improvement of the efficiency and by an enormous reinforcement of the training, of the improvement of competencies and internal development of *know-how*.



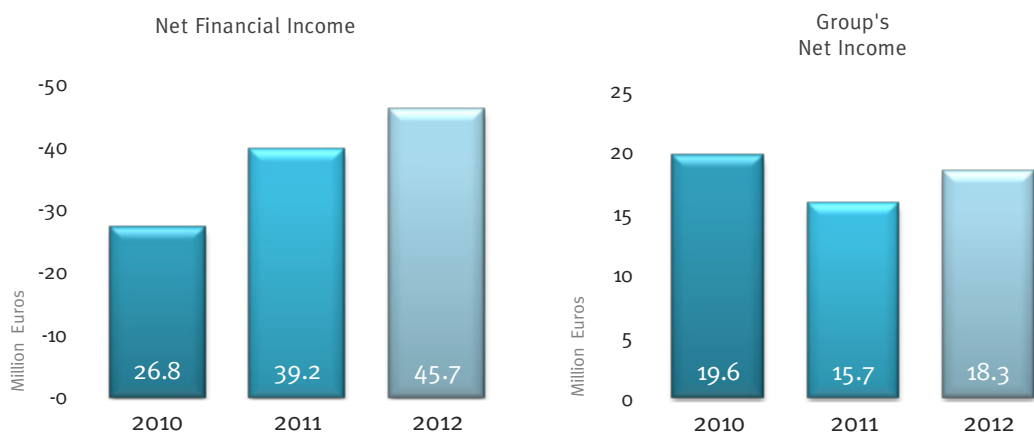
In the first half of 2012, net consolidated capital expenditure reached €93 million of which €52 million in foreign markets (2011: €28 million) and €31 million in water & sewage and urban solid waste segments in Portugal (includes maintenance and growth capex in water & sewage concessions, namely in INDAQUA MATOSINHOS, VILA DO CONDE E FEIRA).

Maintenance capital expenditure was of €25 million while growth capital expenditure reached approximately €68 million.



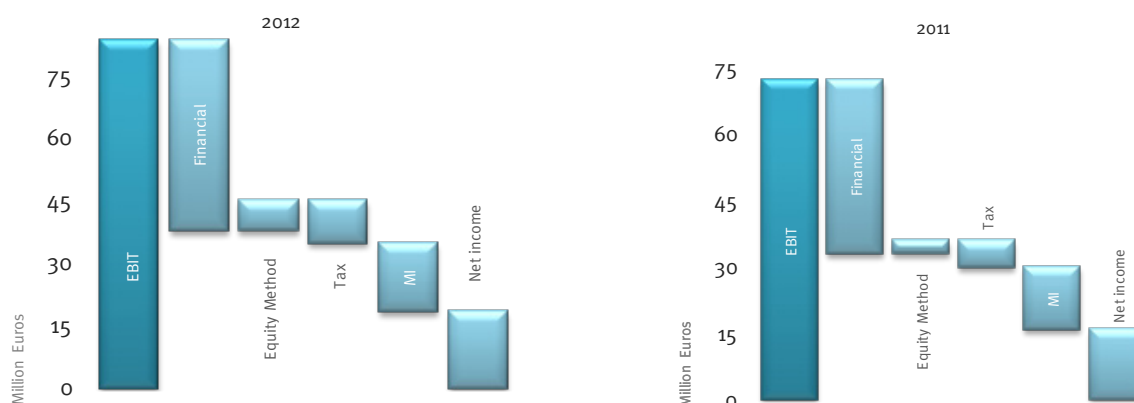
As of June 30th, 2012, although the capital expenditure was higher than in previous years, net debt remained flat as compared to December 31st, 2011 and dropped significantly as compared to the first quarter of the current year, anticipating the seasonality effect that usually only occurs in the 3rd and 4th quarters.

Corporate debt (with recourse) ascended to €871 million (December 2011: €883 million), of which approximately €540 million allocated to the GROUP's operating activity. The balance (€330 million) relates to investment in associates that do not contribute to EBITDA and to non-core assets. As of June 2012, non-recourse net debt was of €132 million (December 2011: €121 million).

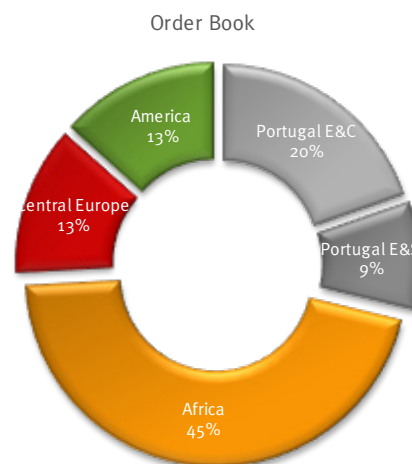
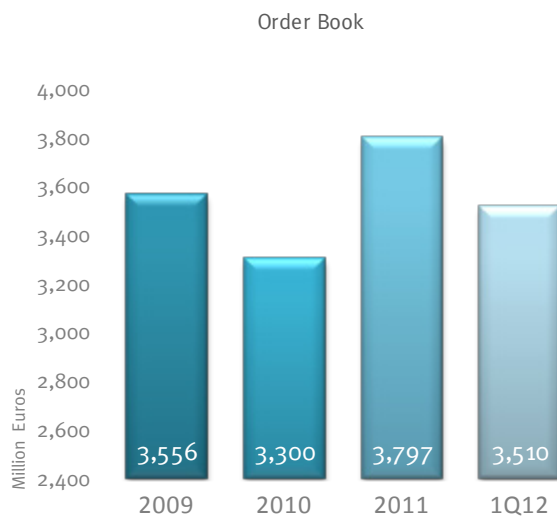


Net financial expenses were of €45.7 million (2011: €39.2 million), up 16.7%, year-on-year, mainly as a result of an increase of approximately €8.4 million in net interest paid, of which €4.4 million in the second quarter.

As a result of the operating and financial performances, pre-tax income attained €45.2 million (2011: €36 million) and consolidated net income €34.8 million (2011: €30 million), of which €18.3 million attributable to the Group (2011: €15.7 million).



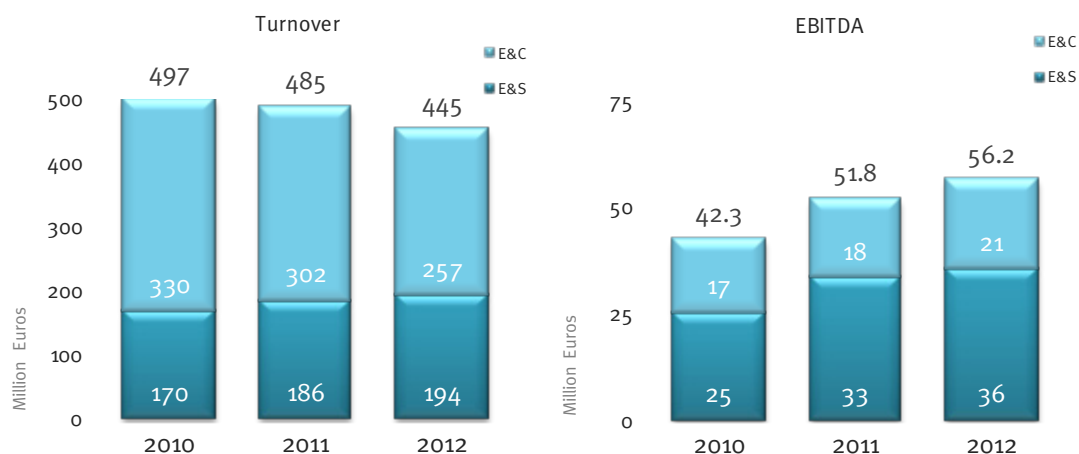
In the first half of 2012, gains and losses in affiliated companies (equity method in the chart) contributed positively to the bottom line with a €7.4 million net gain (2011: €3 million). ASCENDI, the sub-holding company for the road and railroad concessions, had a contribution of €9 million, in line with the contribution of the previous year.



The order book as of the end of June was of approximately €3.5 billion, €2.5 billion of which in foreign markets, more than 70% of the total figure. As usual, the order book, besides the construction contracts, only includes contracts in urban solid waste and maintenance segments. The Group does not include in the abovementioned figure expected revenues from concession contracts in water and sewage nor seaports.

2. Business areas analysis

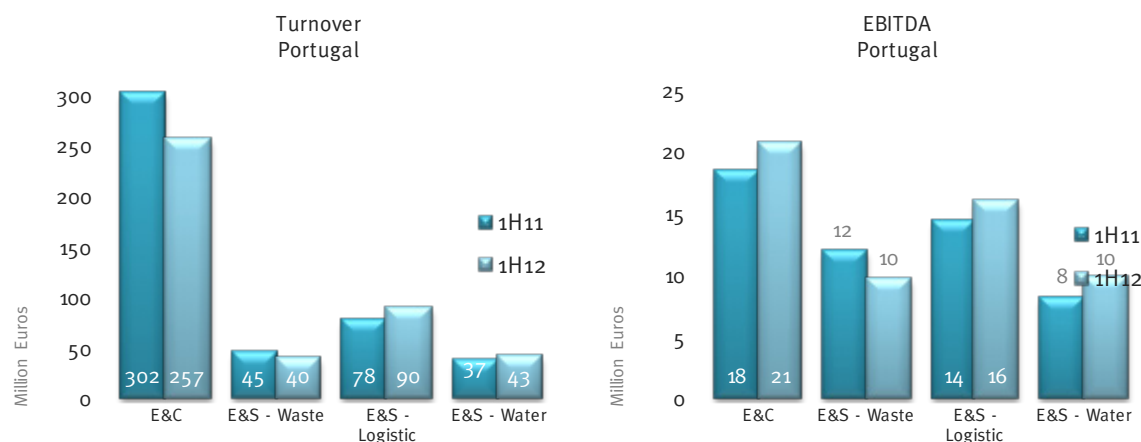
Portugal



Turnover in Portugal reached €445 million in the first half of 2012 (2011: €485 million), less 8.4% as compared to the same period of 2011. This evolution was mainly due to the unfavorable evolution of the Construction segment where revenues dropped approximately by €45 million, year on year. Despite the fact that turnover of the environment & services segments rose slightly (€194.5 million in the first half of 2012 as compared to €186 million in the first half of 2011), it did not offset the negative performance of the construction segment.

As far as the operating performance is concerned, it is worth mentioning the improvement of the EBITDA margin (2012: 12.6%; 2011: 10.7%), that, despite the lower turnover, allowed for an 8.4% increase in EBITDA (2012: €56.2 million; 2011: €51.8 million).

In spite of the lower activity in the construction division in Portugal, the EBITDA margin rose allowing for an improvement of the EBITDA (2012: €21 million; 2011: €18 million).



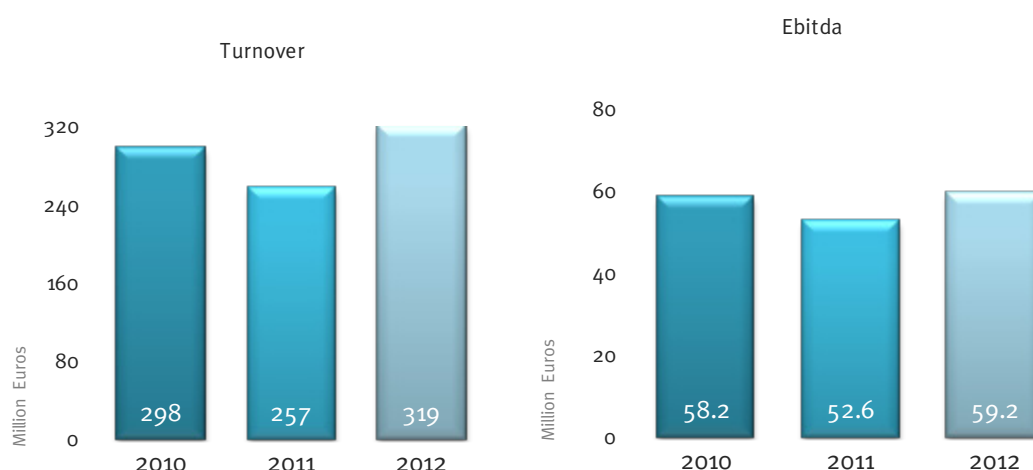
In the first half of 2012, the urban solid waste segment in Portugal fell slightly both in terms of activity (2012: turnover of €40.4 million; 2011: turnover of €45 million) and EBITDA (2012: €9.7 million; 2011: €11.9 million).

The logistics segment continues to represent the largest chunk of the environment & services activities. Turnover grew by 16% year on year (€89.8 million in the first half of 2012 as compared to €77.7 million in the previous year) and 12% at the EBITDA level (€16 million in 2012, as compared to €14.4 million in the first half of 2011). This performance, despite the current environment, shows, among other aspects, the continuous growth of domestic exports with a direct impact on port activities.

As far as the water & sewage segment in Portugal is concerned, the increase reported in the first half of 2012 was primarily due to the booking of revenues related to the investment undertaken in the water networks in some concessions. Excluding this effect, revenues from INDAGUA's main activity (the GROUP's vehicle for this segment) did not change materially.

Turnover in the residual segment of energy and facility management grew slightly and its EBITDA margin improved to 8.3%.

Africa

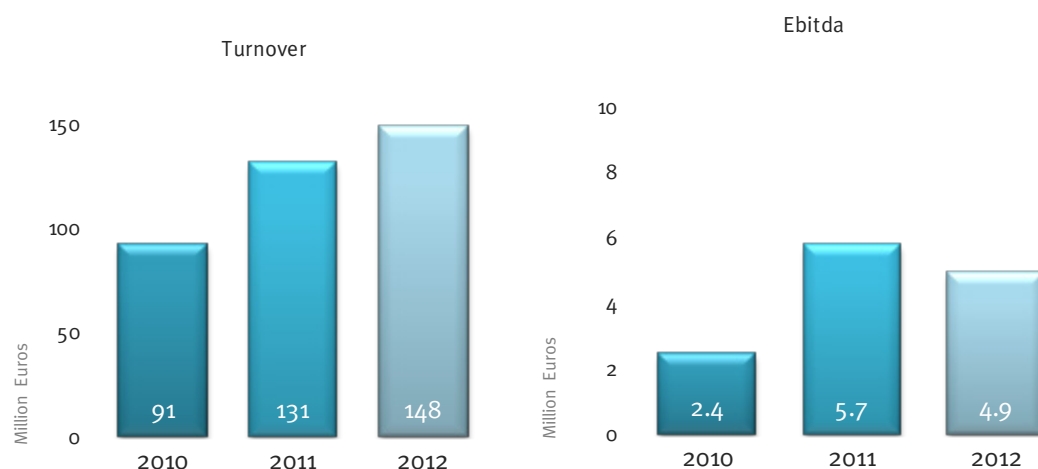


Africa is a core market for MOTA-ENGIL GROUP. It is present in the continent for several decades, particularly in Angola, where the GROUP operates for more than 65 years. The GROUP has operations in the following countries: Angola, Mozambique, Malawi, São Tomé and Príncipe and Cape Verde, that in total weighed 32% in MOTA-ENGIL GROUP's activity (2011: 26%).

In the first half of 2012, turnover exceeded for the first time €300 million in a first half, growing 24.2% to €319.2 million (2011: €256.9 million). Despite a slightly worse operating margin, that dropped from 20.5% in the first half of 2011 to 18.6% in the same quarter of the current year, EBITDA advanced to €59.2 million (2011: €52.6 million). It is worth noting that the turnover of the waste and cleaning business in Angola had a contribution of €12.8 million in the first half of 2012 (2011: €10.1 million) and the EBITDA €5.3 million (2011: €4 million).

It is also worth mentioning that the order book in Africa, the largest, attained €1.6 billion in June 2012 (December 2011: €1.687 billion), allowing for a very high expectation in terms of future growth in this market.

Central Europe

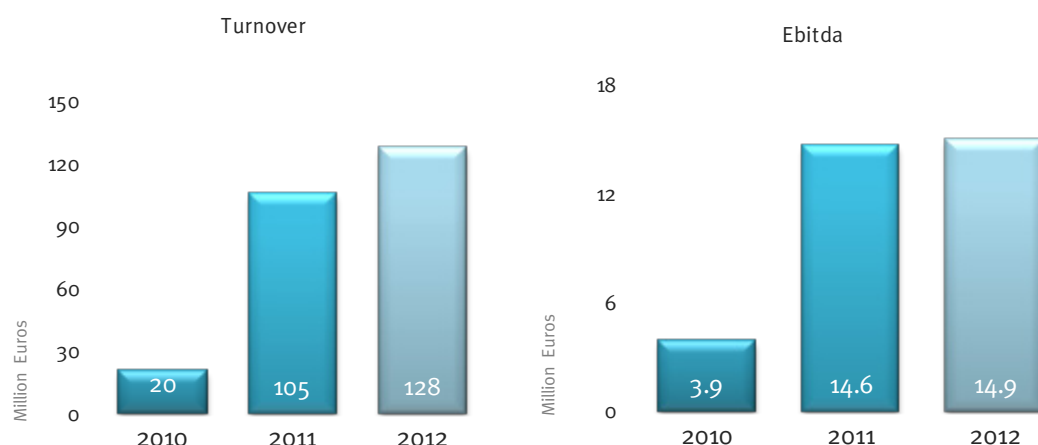


In Central Europe, MOTA-ENGIL GROUP has been increasingly concentrating its activity in Poland.

The GROUP enjoys a strong order book in this market that comprises large road construction contracts and several mid-sized contracts in different business segments and in different regions in the country, worth €430 million. In the first half of 2012, turnover in Central Europe was of €148 million, up 13.2% as compared to the same period of the previous year (€131 million).

The EBITDA margin was eroded due to the extremely difficult market conditions prevailing in the Polish market. It is, however, relevant to stress that the Group kept the same quality level and complied with timings in all the works it is performing in that country.

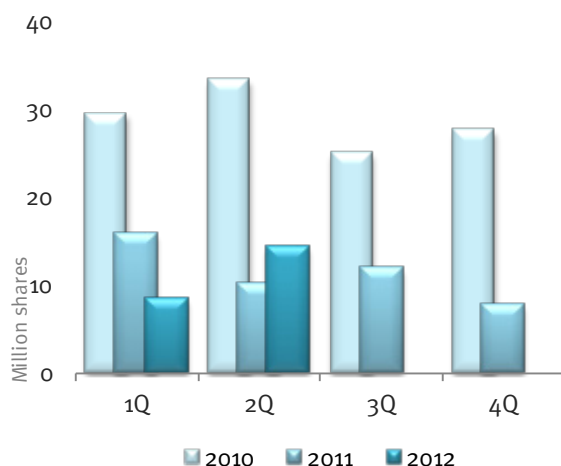
Latin America



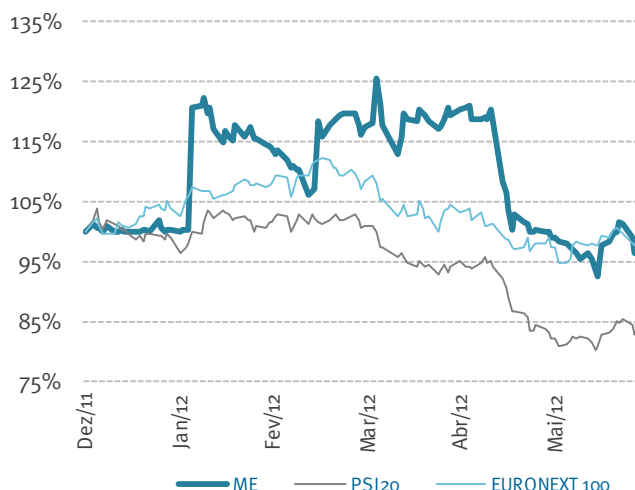
The GROUP's activity in Latin America is currently concentrated in Peru and Mexico. In the first half of 2012, turnover reached €128 million, a whopping 21.7% increase as compared to the same period of the previous year (€105 million). Excluding the contribution from Geovision (a solid waste management company with operations in Brazil, sold by the end of 2011) to turnover and EBITDA in 2011, of €31.2 million and €4 million, respectively, growth rates are even higher: 73% for turnover and 41% for EBITDA. The EBITDA margin remained close to 12%.

3. Share price behaviour and dividends

Evolution of liquidity of shares



Performance of share price 2012



In a context where the euro crisis further aggravated, with Spanish and Italian bonds at the forefront of investors concerns, the PSI 20 Index dropped 15.5%, a performance very similar to Mota-Engil shares that fell 15.7% in the second quarter of 2012. The shares turnover exceeded 14 million in the aforementioned period, up 40.5% year on year.

The General Shareholders Meeting as of April 17th, 2012 approved, in accordance with the Board of Directors proposal, to pay a dividend of 11 euro cents per share, paid in May 17th, 2012.

Porto, August 27th, 2012

Jorge Coelho
Chief Executive Officer

Gonçalo Moura Martins
Chief Financial Office



MANAGEMENT REPORT
AND CONSOLIDATED
FINANCIAL STATEMENTS
AS OF 1ST HALF OF
2012

2. INTERIM CONSOLIDATED FINANCIAL INFORMATION



Separate Consolidated Income Statement For The Periods Ended June 30, 2012 & 2011

	1 ST HALF		2 ND QUARTER	
	2012 Euro	2011 Euro	2012 Euro	2011 Euro
	(non audited)	(non audited)	(non audited)	(non audited)
Sales & services rendered	1,012,106,383	974,330,666	530,637,477	542,965,929
Other revenues	52,331,293	42,742,985	22,105,060	24,276,394
Cost of goods sold, mat. cons. & Subcontractors	(555,335,562)	(523,188,780)	(284,765,908)	(295,188,064)
Gross profit	509,102,114	493,884,871	267,976,629	272,054,259
Third-party supplies & services	(196,691,102)	(180,257,698)	(112,517,853)	(98,465,189)
Wages and salaries	(202,391,820)	(192,127,230)	(105,389,084)	(102,322,115)
Other operating income / (expenses)	24,348,481	2,317,045	22,346,905	1,248,886
	134,367,673	123,816,988	72,416,597	72,515,841
Depreciation & Amortization	(46,990,314)	(47,515,613)	(23,974,301)	(24,198,265)
Provisions and impairment losses	(3,820,227)	(4,217,494)	(338,831)	(1,030,489)
Operational result	83,557,132	72,083,881	48,103,465	47,287,087
Financial income & gains	73,386,169	33,967,278	44,652,683	13,275,547
Financial costs & losses	(119,110,021)	(73,141,491)	(68,704,715)	(34,713,538)
Gains / (losses) on associated companies	7,401,462	3,070,229	3,988,294	(1,625,769)
Income Tax	(10,427,729)	(6,082,282)	(7,475,811)	(3,993,026)
Consolidated net profit of the year	34,807,013	29,897,615	20,563,916	20,230,301
Attributable:				
to non-controlling interests	16,486,229	14,207,500	6,765,915	7,665,801
to the Group	18,320,784	15,690,115	13,798,001	12,564,500
Earnings per share:				
basic	0.0947	0.0810	0.0713	0.0649
diluted	0.0947	0.0810	0.0713	0.0649

Statement of Consolidated Comprehensive Income For The Periods Ended June 30, 2012 & 2011

	1ST HALF		2ND QUARTER	
	2012 Euro	2011 Euro	2012 Euro	2011 Euro
	(non audited)	(non audited)	(non audited)	(non audited)
Consolidated net profit for the period	34,807,013	29,897,615	20,563,916	20,230,301
Other comprehensive income				
Exchange differences stemming from transposition of financial statements expressed in foreign currencies	4,683,623	(12,779,569)	9,082,177	(4,917,754)
Variation, net of tax, of the fair value of financial derivatives	(1,530,152)	2,418,644	(512,076)	180,808
Variation, net of tax, of the fair value of mineral resources and others	-	2,061,605	-	2,061,605
Other comprehensive income in investments in associates using the equity method and others	(48,546,826)	5,947,629	(35,159,491)	5,148,700
Total comprehensive income for the period	(10,586,342)	27,545,924	(6,025,474)	22,703,660
Attributable:				
to non-controlling interests	17,534,226	11,797,261	9,910,955	6,155,923
to the Group	(28,120,568)	15,748,663	(15,936,429)	16,547,737

Consolidated Statement of Financial Position as at June 30, 2012 & December 31, 2011

	2012 Euro	2011 Euro
	(non audited)	(audited)
Assets		
Non-current		
Goodwill	135,788,651	135,372,921
Intangible fixed assets	336,762,416	307,517,983
Tangible fixed assets	588,109,473	564,556,702
Financial investments under the equity method	183,664,898	216,573,611
Available for sale financial assets	4,837,661	5,448,764
Investment properties	64,620,686	62,947,053
Customers & other debtors	195,679,871	156,525,091
Deferred tax assets	56,382,138	50,631,819
	1,565,845,794	1,499,573,944
Non-current Assets Held for Sale	64,987,577	86,340,429
Current		
Inventories	257,964,635	242,360,589
Customers	954,097,487	921,214,752
Other debtors	321,000,365	364,422,378
Other current assets	280,499,464	175,695,222
Derivative financial instruments	278,495	469,508
Cash & cash equivalents without recourse	16,863,896	9,305,697
Cash & cash equivalents with recourse	359,490,066	224,914,409
	2,190,194,408	1,938,382,555
Total Assets	3,821,027,779	3,524,296,928
Liabilities		
Non-current		
Debt without recourse	147,024,828	128,719,799
Debt with recourse	588,264,562	543,231,584
Sundry Creditors	264,854,390	237,537,318
Provisions	85,787,881	88,151,934
Other non-current liabilities	22,655,048	26,186,042
Deferred tax liabilities	31,337,056	30,302,950
	1,139,923,765	1,054,129,627
Current		
Debt without recourse	1,797,908	1,988,542
Debt with recourse	641,768,049	565,040,296
Suppliers	533,717,064	478,149,258
Derivative financial instruments	31,116,525	27,700,288
Sundry Creditors	563,226,052	500,827,625
Other current liabilities	524,381,825	481,636,706
	2,296,007,423	2,055,342,715
Total Liabilities	3,435,931,188	3,109,472,342
Shareholders' equity		
Equity capital	204,635,695	204,635,695
Reserves	39,769,312	74,923,859
Consolidated net profit for the year	18,320,784	33,432,054
Own funds attributable to the Group	262,725,791	312,991,608
Non-controlling interests	122,370,800	101,832,978
Total shareholders' equity	385,096,591	414,824,586
Total shareholders' equity & liabilities	3,821,027,779	3,524,296,928

Statement of Consolidated During The Periods Ended

	Equity capital	Own Shares	Issue premiums	Fair value reserves		
				Available-for-sale investments	Lands assigned to quarrying operations	Derivatives
Balance as at January 1, 2011	204,635,695	(22,626,520)	87,256,034	27,702,096	4,791,226	(5,527,456)
Total comprehensive income for the period	-	-	-	-	2,061,605	1,402,094
Dividend distribution	-	-	-	-	-	-
Other distributions of results	-	-	-	-	-	-
Transfers for other reserves	-	-	-	-	-	-
Alterations to the consolidation perimeter	-	-	-	-	-	-
Balance as at June 30, 2011	204,635,695	(22,626,520)	87,256,034	27,702,096	6,852,831	(4,125,362)
Balance as at January 1, 2012	204,635,695	(22,749,225)	87,256,034	27,702,096	1,549,652	(10,037,500)
Total comprehensive income for the period	-	-	-	-	-	(761,869)
Dividend distribution	-	-	-	-	-	-
Other distributions of results	-	-	-	-	-	-
Transfers for other reserves	-	-	-	-	-	-
Capital increase	-	-	-	-	-	-
Balance as at June 30, 2012	204,635,695	(22,749,225)	87,256,034	27,702,096	1,549,652	(10,799,369)

Changes in Equity

June 30, 2012 & 2011

Currency translation reserve	Other reserves and results	Net Profit	Own funds attributable to shareholders	Own funds attributable to non-controlling interests	Shareholders' equity
(30,985,744)	109,511,336	36,950,674	411,707,342	69,022,557	480,729,899
(11,556,958)	8,151,807	15,690,115	15,748,663	11,797,261	27,545,924
-	(21,299,303)	-	(21,299,303)	-	(21,299,303)
-	(900,000)	-	(900,000)	-	(900,000)
-	36,950,674	(36,950,674)	-	-	-
-	189,638	-	189,638	20,687,254	20,876,892
(42,542,702)	132,604,152	15,690,115	405,446,340	101,507,072	506,953,412
(28,523,967)	19,726,769	33,432,054	312,991,608	101,832,978	414,824,586
1,468,177	(47,147,660)	18,320,784	(28,120,568)	17,534,226	(10,586,342)
-	(21,288,752)	-	(21,288,752)	(4,073,186)	(25,361,938)
-	(856,497)	-	(856,497)	(52,346)	(908,843)
-	33,432,054	(33,432,054)	-	-	-
-	-	-	-	7,129,128	7,129,128
(27,055,790)	(16,134,086)	18,320,784	262,725,791	122,370,800	385,096,591

Statement of Consolidated Cash-Flows For The Periods Ended June 30, 2012 & 2011

	2012 EURO	2011 EURO
OPERATING ACTIVITY		
Cash receipts from customers	1,011,727,267	871,934,080
Cash paid to suppliers	(695,512,194)	(697,296,164)
Cash paid to employees	(154,105,337)	(142,990,527)
Cash generated from operating activities	162,109,736	31,647,389
Income tax paid/received	(10,380,849)	(11,139,045)
Other receipts/payments generated by operating activities	3,416,517	3,938,544
NET CASH FROM OPERATING ACTIVITIES (1)	155,145,404	24,446,888
INVESTING ACTIVITY		
Cash receipts from:		
Financial assets	2,358,975	253,870
Tangible fixed assets	1,475,788	936,569
Interest and similar incomes	6,117,733	5,287,233
Dividends	1,297,122	604,639
Others	1,581,913	-
	12,831,531	7,082,311
Cash paid in respect of:		
Financial assets	(7,887,000)	(1,300,670)
Intangible fixed assets	(30,984,415)	(21,121,904)
Tangible fixed assets	(57,789,311)	(45,392,917)
Others	-	(3,071,534)
	(96,660,726)	(70,887,025)
NET CASH FROM INVESTING ACTIVITIES (2)	(83,829,195)	(63,804,714)
FINANCING ACTIVITY		
Cash receipts from:		
Loans obtained	209,159,497	111,788,794
	209,159,497	111,788,794
Cash paid in respect of:		
Loans obtained	(69,284,371)	(29,147,907)
Amortization of finance lease contracts	(16,821,904)	(17,304,270)
Interest & similar expense	(41,129,623)	(34,346,764)
Dividends	(21,288,752)	(21,299,303)
Others	(1,931,410)	(2,196,545)
	(150,456,060)	(104,294,789)
NET CASH FROM FINANCING ACTIVITIES (3)	58,703,437	7,494,005
Variation of cash & cash equivalents (4)=(1)+(2)+(3)	130,019,646	(31,863,821)
Variations caused by changes to the perimeter	1,654,479	12,202,309
Exchange rate effect	10,459,731	(6,764,795)
Cash & cash equivalents at the beginning of the year	234,220,106	200,626,102
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	376,353,962	174,199,795