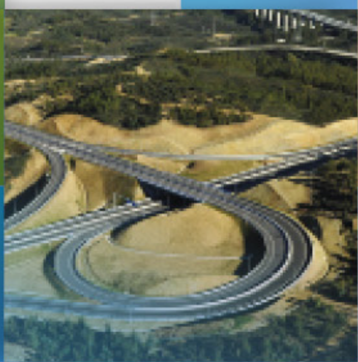
MOTA-ENGIL, SGPS, S.A.

Management Report and Consolidated Financial Statements

as of the first nine months

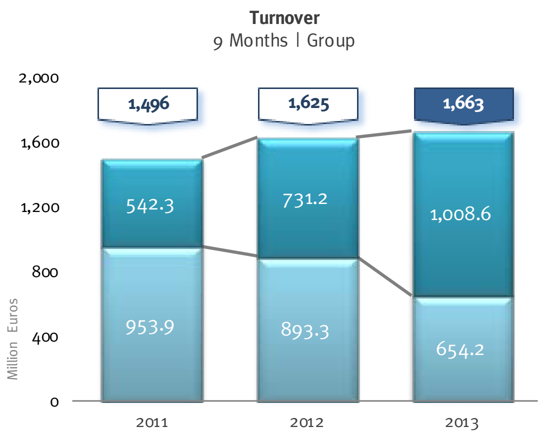
2013

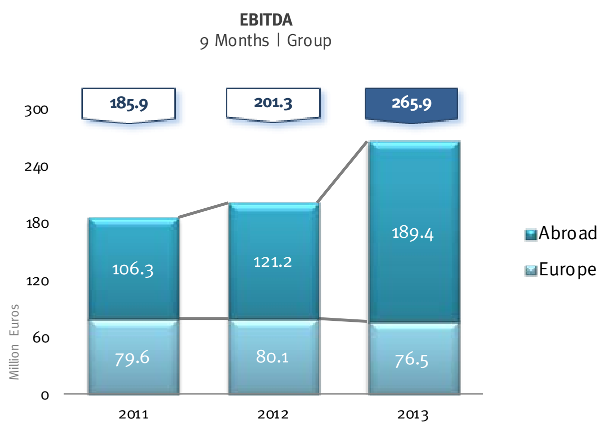


Mota-Engil. A World of Inspiration

Highlights

- Net Income for the GROUP grows 50% to € 37.9 million
- International Activity already exceeds 72% of total revenues
- Africa and Latin America topline growth rates of approximately 40%
- EBITDA increases 32% and EBIT approximately 39%, with margins of 16% and 10.6%, respectively(*)
- Order book of € 3.7 billion (more than 80% in foreign markets)
- Significant increase of debt maturities, with Short Term Debt transferred to Medium to Long Term and net debt more than 5% lower in the 3rd quarter





thousand euros

	9M13	% T	Δ	9M12 (*)	% T	3Q13	% T	Δ	3Q12 (*)	% T
	(non audited)			(non audited)		(non audited)			(non audited)	
Turnover	**1,662,777**			**1,624,553**		**622,819**			**655,043**	
Europe	726,530		**(20.6%)**	915,042		282,502		**(25.0%)**	376,634	
Africa	706,022		**36.5%**	517,327		272,995		**37.8%**	198,167	
Latin America	302,566		**41.5%**	213,883		113,823		**32.1%**	86,182	
Other & Interc.	(72,342)			(21,698)		(46,503)			(5,940)	
EBITDA	**265,855**	**16.0%**	**32.1%**	**201,278**	**12.4%**	**104,159**	**16.7%**	**35.6%**	**76,809**	**11.7%**
EBIT	176,430	10.6%	38.5%	127,395	7.8%	74,546	12.0%	50.3%	49,608	**7.6%**
Net financial income	(77,775)	(4.7%)	(30.0%)	(59,841)	(3.7%)	(26,192)	(4.2%)	(33.5%)	(19,626)	**(3.0%)**
Net income/losses from equity method	(1,241)	(0.1%)	(112.4%)	10,026	0.6%	(1,647)	(0.3%)	(164.6%)	2,548	**0.4%**
Income before taxes	97,414	5.9%	25.6%	77,580	4.8%	46,707	7.5%	43.6%	32,529	**5.0%**
Net income	68,968	4.1%	19.6%	57,659	3.5%	32,098	5.2%	40.0%	22,926	**3.5%**
Attributable to:										
Non-controlling interests	31,053	1.9%	(4.1%)	32,375	2.0%	14,926	2.4%	(6.5%)	15,964	2.4%
Group	**37,915**	**2.3%**	**50.0%**	**25,284**	**1.6%**	**17,172**	**2.8%**	**146.6%**	**6,963**	**1.1%**

Ebitda = Earnings Before Interest and Taxes + depreciation + provisions and impairments
(*) 2012: Proforma data using the equity consolidation method for INDAQUA.
Non audited figures.

Index

MOTA-ENGIL, SGPS, S.A.

Management Report and Consolidated Financial Statements as of nine months of 2013

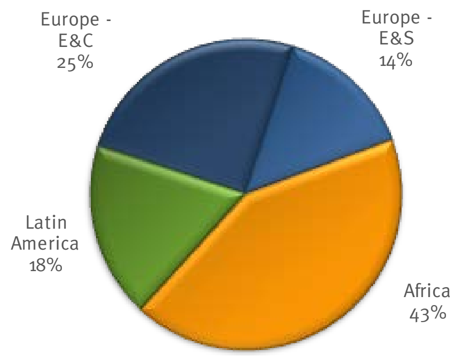
01. *Interim Consolidated Management Report*

1. Financial Analysis

Turnover
9 Months | Group

2012 e **2011**: Pro forma data using the equity consolidation method for INDAQUA

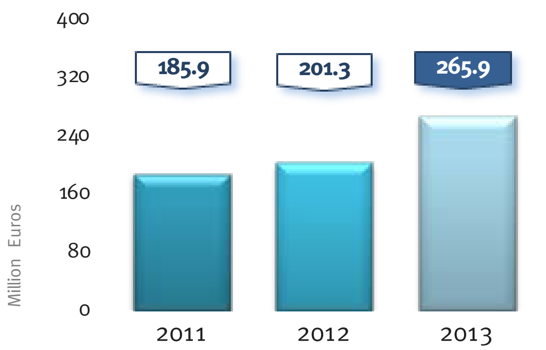
Turnover
9 Months 2013 | Business areas



With a top line growth of around 40% in the African and Latin American markets, consolidated revenues reached € 1.66 billion in the first nine months of 2013 (first nine months of 2012 pro forma € 1.63 billion). This performance was positively affected by the excellent results achieved in the African and Latin American markets where top line growth was of 37% and 42%, respectively (38% and 32% in the 3rd quarter of the current year).

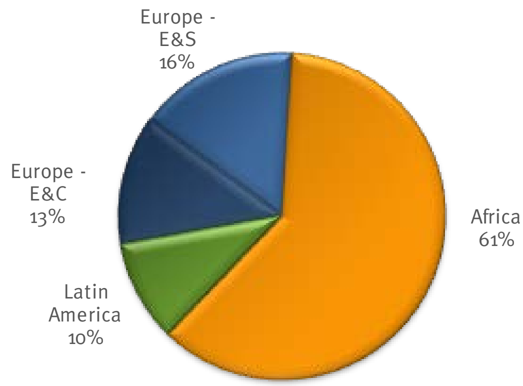
These two markets' weight in total revenues has been growing steadily, accounting now for more than 60% of total consolidated revenues (nine months of 2012: 45%). A high order book in both markets and the addition of new countries in Africa will allow for a good evolution of the GROUP's international activity, going forward. As previously stated, it is worth mentioning that this performance is in line with the strategic guidelines presented in the GROUP's Strategic Plan: Ambition 2.0, though it is foreseeable that the business mix will continue to change towards a lower weight of European operations and higher contribution from the other geographies.

EBITDA
9 Months | Group



2012 e **2011**: Pro forma data using the equity consolidation method for INDAQUA

EBITDA
9 Months 2013 | Business areas

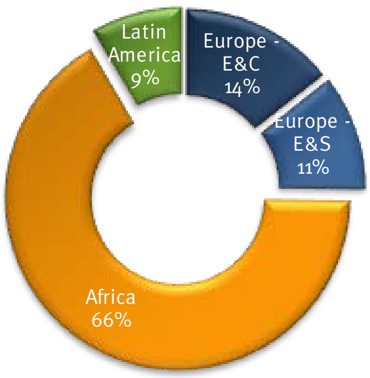


The performance achieved at the EBITDA level was also outstanding, with a 32% increase up to September, more € 65 million than in the first nine months of 2012 (pro forma), once more due to the contribution of the African market (EBITDA margin in excess of 23%), the good margins achieved in Europe (close to 11%) and stable margins in Latin America, around 9%.

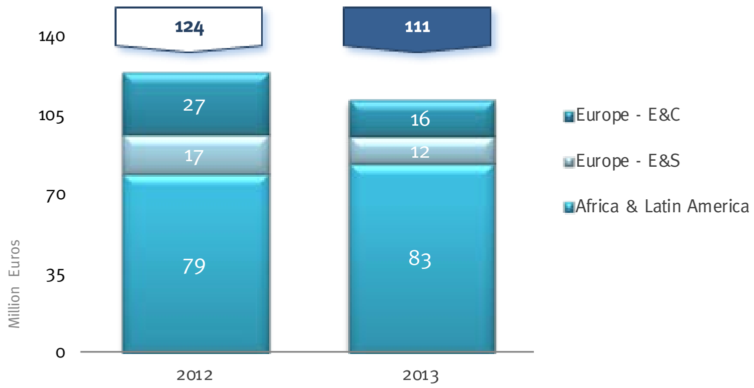
Because of the aforementioned performance, the African and Latin American markets have increased their contribution to the GROUP's operating profitability to 71% (first nine months of 2012 pro forma: 60%).

The EBITDA margin's improvement to 16% in the first nine months of 2013 (almost 17% margin in the third quarter) as compared to 12.4% in the same period of 2012 (pro forma) comes not only as a result of the referred change in the mix of revenues and margins but also of the efforts undertaken to improve the operating efficiency. The latter came as a result of cross border know how and best practices sharing and quality standards achieved in more mature markets. Finally, the margins improvement also came as a result of a combination of projects in different regions that allowed for all time high margins in most of the countries where the GROUP operates and also to the normal seasonality in the construction business.

Capex
9 Months2013 | Group



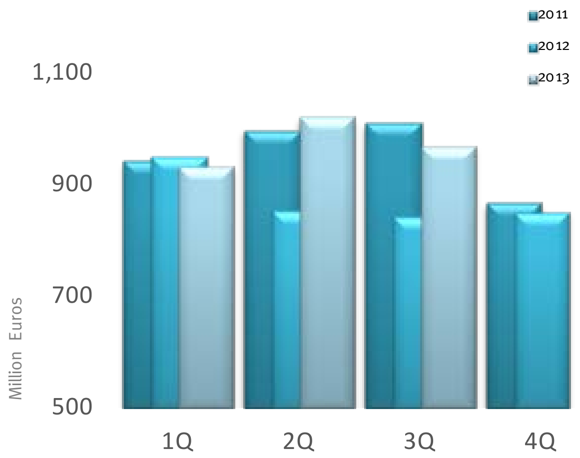
Capex Evolution



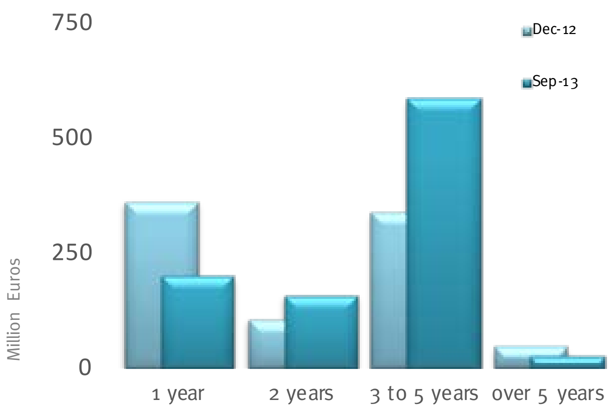
2012: Proforma figures, excluding INDAQUA's CAPEX

During the first nine months of 2013, net consolidated capital expenditure reached € 111 million (2012 pro forma: € 124 million), with non-European markets contributing naturally with larger amounts (2013: € 83 million versus 2012 pro forma: € 79 million). When looking at capital expenditure by its nature, expansion capex reached € 72 million (including € 58 million in Africa and Latin America and € 9 million in non-construction areas in Europe) and maintenance capex was of approximately € 40 million.

Total Net Debt Evolution



Total Net Debt Maturity Evolution



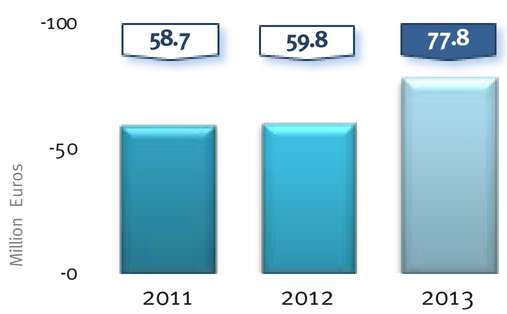
2012 e **2011**: Pro forma data using the equity consolidation method for INDAQUA

In the third quarter of 2013, despite a high level of capital expenditure, € 46 million (€ 36 million in Africa and Latin America, of which € 27 million of growth capex), and significantly higher than in the previous quarters, net debt was € 52 million lower than the reported figure as of June 2013 mainly due to lower working capital (€45 million reduction).

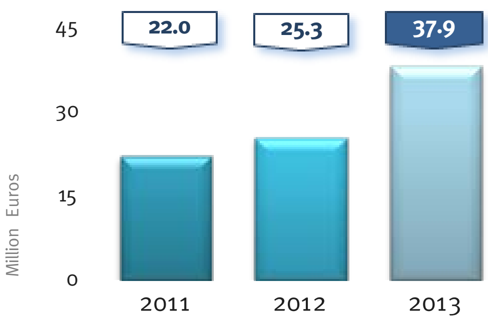
Net debt dropped therefore to € 967 million as of 30 September 2013, less 5% quarter on quarter (€ 1.02 billion).

The Group managed to further extend debt maturities thanks in part to the € 175 million retail bond issue, maturing in 2016, issued in the first quarter of 2013, to another bond issue placed with international investors, worth US$ 50 million, also maturing in 2016 and to new medium to long term loans worth approximately € 80 million. As a result, considering the total net debt, including leasing and factoring, approximately € 915 million, or 74% of the total, as of September 30th, 2013 had maturities above 1 year.

Net Financial Income
9 Months | Group

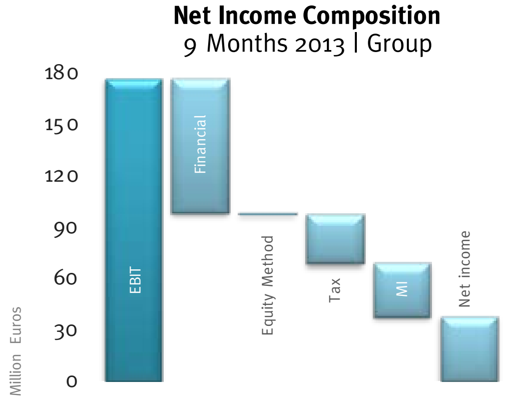


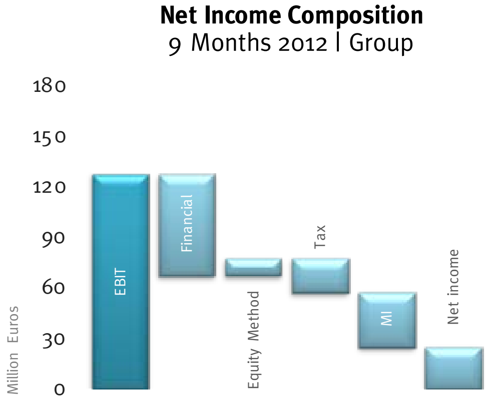
Net Income
9 Months | Group



2012 e **2011**: Pro forma data using the equity consolidation method for INDAQUA

In the first nine months of 2013, net financial expenses were of € 77.8 million (2012 pro forma: € 59.8 million), a 30% increase as compared to the same period of 2012. The deterioration was mainly explained by higher interest rates.

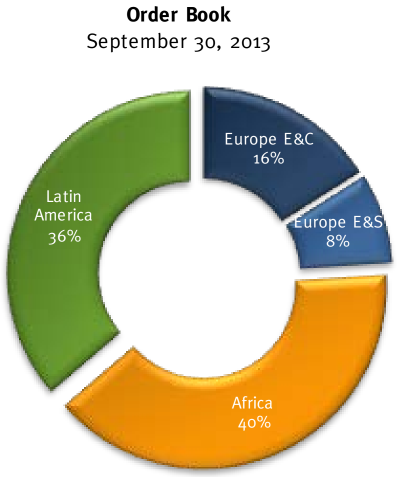




2012: Pro forma data using the equity consolidation method for INDAQUA

Income from equity consolidated companies had a negative contribution to GROUP's net income of € 1.2 million (2012 pro forma: positive contribution of € 10 million). Ascendi, the sub-holding company for road and railway concessions had a contribution of € 13.7 million (2012: € 14.8 million).

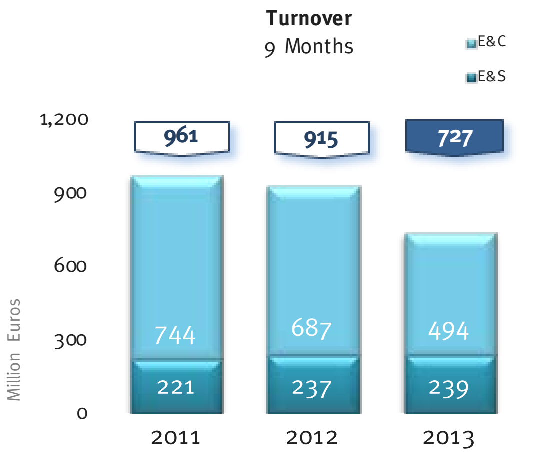
As a result of both the operating and financial performances, GROUP's net attributable income increased by 50% to € 37.9 million (2012: € 25.3 million).

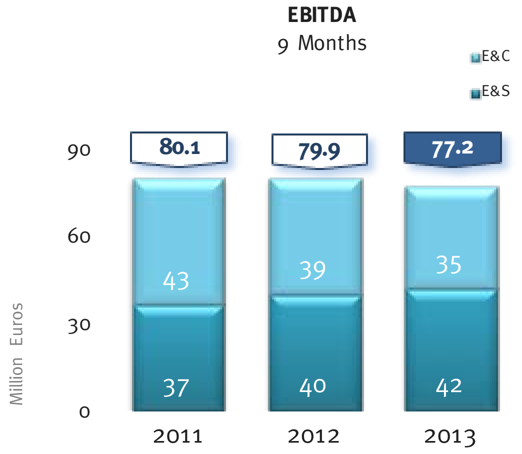


The order book as of the end of September 2013 reached € 3.7 billion, € 3.0 billion of which in foreign markets, representing more than 80% of the total figure. As usually reported, the order book only includes construction, waste and maintenance contracts and does not include future predictable revenues in water sanitation and distribution nor future revenues in seaport terminal concessions.

2. Business Areas' Analysis

Europe



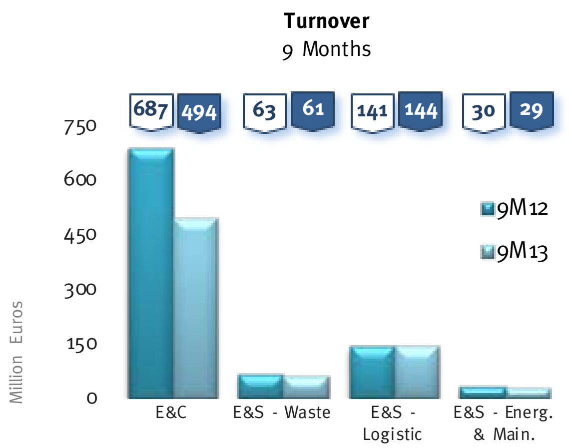


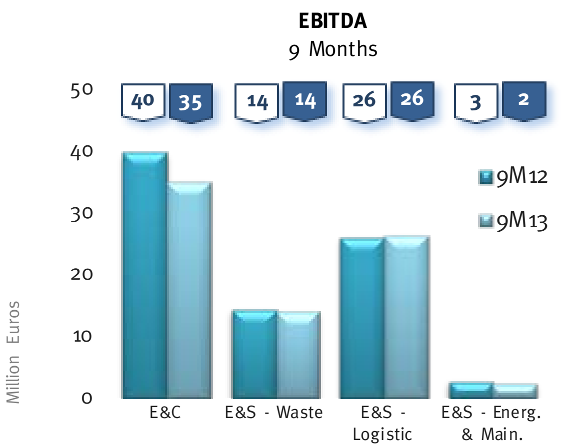
2012 e **2011**: Pro forma data using the equity consolidation method for Indaqua

Europe's business area includes engineering & construction and environment & services activities performed by the GROUP in Portugal and Central Europe or managed by the management structure in the aforementioned region. As far as the environment & services businesses are concerned, the GROUP is involved in logistics, waste, water, energy and maintenance activities.

MOTA-ENGIL's revenues in Europe reached € 727 million in the first nine months of 2013 (2012 pro forma: € 915 million), a 20.6% decrease year on year due to lower revenues in Construction (-28%). The latter performance was not compensated by the environment & services activities whose revenues reached € 239 million (2012 pro forma: € 237 million).

EBITDA in Europe, despite the margin improvement to 10.6% (2012 pro forma: 8.7%), fell 3.4% in absolute terms to € 77 million (2012 pro forma: € 79.9 million) mainly because of lower activity in the construction related companies.



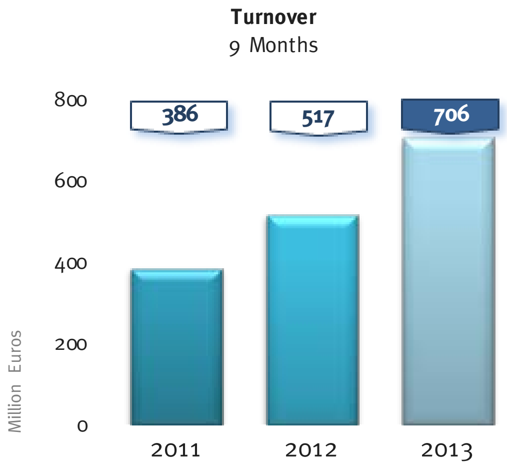


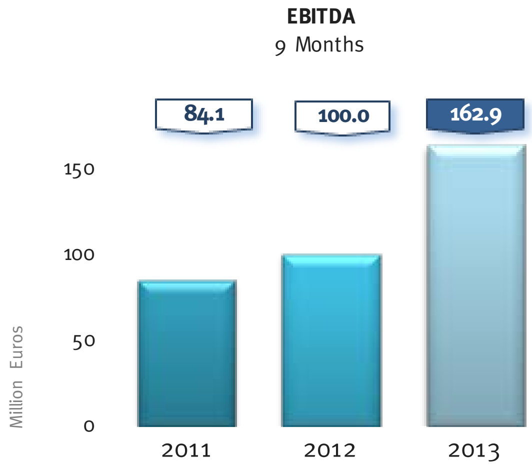
The performance of the waste management segment in Europe, in the first nine months of 2013, was similar to that of the first nine months of 2012 at both the revenues (2013 and 2012: € 61 million and € 63 million, respectively) and EBITDA levels (2013 and 2012: € 14 million).

Logistics remains the largest in terms of revenues within the environment & services businesses. Revenues were up by 2% year on year (€ 143.8 million in 2013 as compared to € 140.7 million in 2012) and EBITDA was flat (2013 and 2012: € 26 million). This performance was obtained on the back of both higher volumes in the ports business and efficiency gains obtained by an integrated management approach to the latter concessions.

Both revenues and EBITDA in the maintenance and energy segment fell slightly as a result of its exposure to the Portuguese market.

Africa



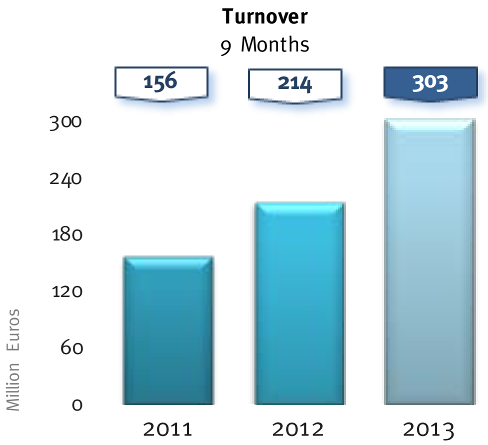


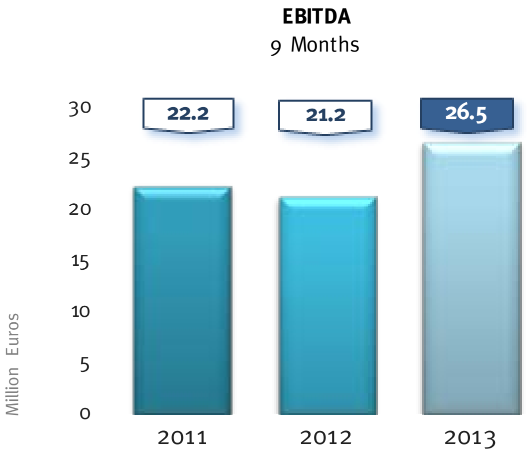
Africa is a natural market for the GROUP. Its presence in Angola started more than 67 years ago, it has long lasting presence in countries like Mozambique and Malawi and is currently expanding in South Africa, Cape Verde, S. Tomé and Príncipe, Zambia, Ghana and Zimbabwe. MOTA-ENGIL is increasing its reach in sub-Saharan Africa, where it already reached the market leadership, enlarging geographically its activity, researching new markets and looking forward to diversifying its activities to new business areas, fully committed to contribute to the development of these promising economies.

Revenues in Africa represented approximately 42% of GROUP's total revenues (2012: 32%). In the first nine months of 2013, revenues in Africa reached € 706 million, up 36.5% year on year (2012: € 517.3 million). The EBITDA margin improved from 19.3% in 2012 to 23.1% in 2013. Together with higher revenues, it allowed EBITDA to attain € 162.9 million (2012: € 100 million).

As for the order book in the region, it reached € 1.47 billion in September 2013 (December 2012: € 1.48 billion) and allows for an optimistic view as far as the region's growth prospects are concerned.

Latin America





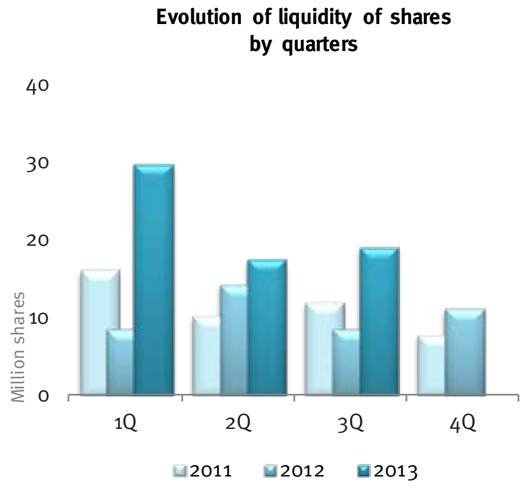
In Latin America, MOTA-ENGIL currently concentrates its activities in Peru, Mexico, Brazil and since 2013, also in Colombia. The region already represented 18% of the GROUP's activity (nine months of 2012: 13%). The awards of € 660 million announced during the third quarter of the current year (€ 185 million in Brazil, € 134 million in Peru, € 325 million in Mexico and € 12 million in Colombia) are encouraging signals for future growth going forward, in accordance with the goals set in the Strategic Plan Ambition 2.0 (2015: approximately 27% of MOTA-ENGIL revenues).

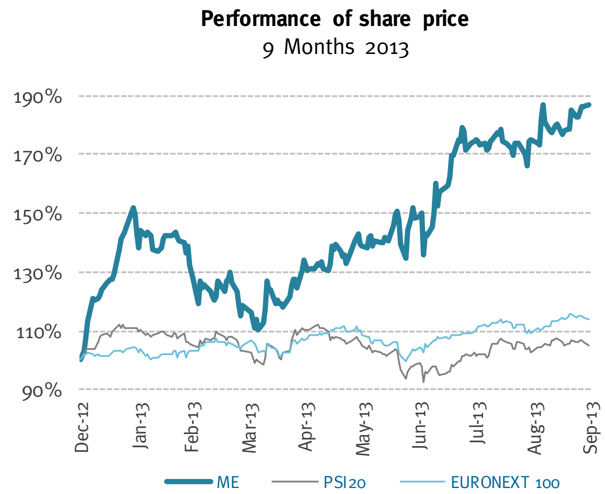
In the first nine months of 2013, revenues in the region attained € 302.6 million, a whopping 41.5% growth year on year (2012: € 213.9 million).

EBITDA margin was eroded from 9.9% in the first nine months of 2012 to 8.8% in the current year mainly due to the diversification effort, in terms of type of works but also to startup costs in new countries that put margins under pressure. This diversification will hopefully lower risks related to an excessive concentration of clients in few business areas.

As of September 2013, the order book in the region reached € 1.34 billion.

3. Stock price behaviour and dividends





MOTA-ENGIL stock price was up 25.9% during the third quarter and 87% year to date, reaching € 2.93 in the last day of September whereas the PSI 20 index was up 7.1%, quarter on quarter, and 5.3% since the beginning of the year. The turnover also rose to 19 million shares in the third quarter of the current year as compared to 8.5 million in the same period of the previous year. As mentioned in the previous two quarterly results reports, this performance shows an increasing interest in the stock from mainly non-resident investors, probably attracted by the good growth prospects of the emerging markets of Africa and Latin America where MOTA-ENGIL is currently operating.

The General Shareholders Meeting as of 24 April 2013 decided, in accordance with the Board of Directors proposal, to pay a 11 euro cents dividend, paid in 24 May 2013.

Porto, 18 November 2013

Gonçalo Moura Martins
Chief Executive Officer

José Pedro Freitas
Chief Financial Officer

Management Report and Consolidated Financial Statements as of nine months of 2013

MOTA-ENGIL, SGPS, S.A.

02.
Interim Consolidated Financial Information

Separate Consolidated Income Statement
For The Periods Ended September 30, 2013 & 2012

	Nine Months		3rd Quarter	
	2013 Euro	2012 Euro	2013 Euro	2012 Euro
	(non audited)	(non audited)	(non audited)	(non audited)
Sales & services rendered	1,662,777,328	1,687,115,661	622,818,653	675,009,278
Other revenues	35,152,661	67,358,814	21,374,274	15,027,521
Cost of goods sold, mat. cons. & Subcontractors	(744,300,739)	(909,492,507)	(281,715,084)	(354,156,945)
Gross profit	**953,629,250**	**844,981,968**	**362,477,843**	**335,879,854**
Third-party supplies & services	(350,647,868)	(329,869,601)	(127,834,080)	(133,178,499)
Wages and salaries	(333,175,229)	(314,453,145)	(115,378,163)	(112,061,325)
Other operating income / (expenses)	(3,951,647)	16,401,769	(15,106,494)	(7,946,712)
	265,854,506	**217,060,991**	**104,159,106**	**82,693,318**
Depreciation & Amortization	(77,468,490)	(72,312,781)	(26,436,731)	(25,322,467)
Provisions and impairment losses	(11,955,602)	(7,854,929)	(3,176,729)	(4,034,702)
Operating profit	**176,430,414**	**136,893,281**	**74,545,646**	**53,336,149**
Financial income & gains	91,792,186	87,462,967	48,783,167	14,076,798
Financial costs & losses	(169,567,035)	(155,714,466)	(74,974,752)	(36,604,445)
Gains / (losses) in associates and jointly controlled companies	(1,241,333)	9,654,316	(1,646,819)	2,252,854
Income Tax	(28,445,912)	(20,269,283)	(14,609,411)	(9,841,554)
Consolidated net profit of the year	**68,968,320**	**58,026,815**	**32,097,831**	**23,219,802**
Attributable:				
to non-controlling interests	31,053,226	32,743,155	14,925,547	16,256,926
to the Group	**37,915,094**	**25,283,660**	**17,172,284**	**6,962,876**
Earnings per share:				
basic	0.1959	0.1306	0.0887	0.0360
diluted	0.1959	0.1306	0.0887	0.0360

To be read with the Notes to the Consolidated Financial Statements

Statement of Consolidated Comprehensive Income
For The Periods Ended September 30, 2013 & 2012

	Nine Months		3rd Quarter	
	2013 Euro	2012 Euro	2013 Euro	2012 Euro
	(non audited)	(non audited)	(non audited)	(non audited)
Consolidated net profit for the period	**68,968,320**	**58,026,815**	**32,097,831**	**23,219,802**
Other comprehensive income				
Exchange differences stemming from transposition of financial statements expressed in foreign currencies	(11,665,047)	(4,768,437)	(8,845,774)	(9,452,060)
Variation, net of tax, of the fair value of financial derivatives	402,306	2,789,352	178,377	4,319,504
Other comprehensive income in investments in associates using the equity method and other	28,279,510	(41,002,295)	1,721,836	7,544,531
Total comprehensive income for the period	85,985,089	15,045,435	25,152,270	25,631,777
Attributable:				
to non-controlling interests	28,975,603	32,800,699	11,846,982	15,266,473
to the Group	**57,009,486**	**(17,755,264)**	**13,305,288**	**10,365,304**

To be read with the Notes to the Consolidated Financial Statements

Consolidated Statement of Financial Position as at September 30, 2013 & December 31, 2012

	2013 Euro	2012 Euro
	(non audited)	(audited)
ASSETS		
Non-current		
Goodwill	129,317,384	127,032,435
Intangible fixed assets	138,815,413	125,049,866
Tangible fixed assets	650,982,526	613,431,371
Financial investments under the equity method	217,234,815	218,904,879
Available for sale financial assets	5,911,664	39,035,324
Investment properties	25,417,389	66,184,763
Customers & other debtors	181,162,797	174,431,385
Deferred tax assets	49,070,597	50,344,866
	1,397,912,585	1,414,414,889
Non-current Assets Held for Sale	83,707,360	79,397,669
Current		
Inventories	324,016,922	268,514,341
Customers	941,412,530	924,465,249
Other debtors	352,170,255	318,835,576
Other current assets	356,457,609	321,342,072
Cash & cash equivalents – Demand Deposits	232,997,351	206,998,794
Cash & cash equivalents – Term Deposits	111,208,295	64,779,943
	2,318,262,962	2,104,935,975
TOTAL ASSETS	3,799,882,907	3,598,748,533
LIABILITIES		
Non-current		
Debt	767,758,649	490,539,261
Sundry Creditors	215,866,503	289,339,934
Provisions	103,531,685	99,626,053
Other non-current liabilities	2,298,794	1,410,964
Deferred tax liabilities	33,790,773	31,613,544
	1,123,246,404	912,529,756
Current		
Debt	543,520,107	631,693,024
Suppliers	507,978,463	525,854,871
Derivative financial instruments	830,891	1,393,557
Sundry Creditors	619,801,355	513,404,237
Other current liabilities	514,038,182	577,892,073
	2,186,168,998	2,250,237,762
TOTAL LIABILITIES	3,309,415,402	3,162,767,518
SHAREHOLDERS' EQUITY		
Equity capital	204,635,695	204,635,695
Reserves	115,998,218	78,739,445
Consolidated net profit for the year	37,915,094	40,745,635
OWN FUNDS ATTRIBUTABLE TO THE GROUP	358,549,007	324,120,775
Non-controlling interests	131,918,498	111,860,240
TOTAL SHAREHOLDERS' EQUITY	490,467,505	435,981,015
TOTAL SHAREHOLDERS' EQUITY & LIABILITIES	3,799,882,907	3,598,748,533

To be read with the Notes to the Consolidated Financial Statements

Statement of Consolidated
During The Periods Ended

	Equity capital	Own Shares	Issue premiums	Fair value reserves: Available-for-sale investments	Fair value reserves: Lands assigned to quarrying operations	Fair value reserves: Derivatives
Balance as at January 1, 2012 (audited)	**204,635,695**	**(22,749,225)**	**87,256,034**	**27,702,096**	**1,549,652**	**(10,037,500)**
Total comprehensive income for the period	-	-	-	-	-	1,713,224
Dividend distribution	-	-	-	-	-	-
Other distributions of results	-	-	-	-	-	-
Transfers to other reserves	-	-	-	-	-	-
Capital Increase	-	-	-	-	-	-
Balance as at September 30, 2012 (non audited)	**204,635,695**	**(22,749,225)**	**87,256,034**	**27,702,096**	**1,549,652**	**(8,324,276)**
Balance as at January 1, 2013 (audited)	**204,635,695**	**(22,749,225)**	**87,256,034**	**27,702,096**	**4,982,989**	**(996,393)**
Total comprehensive income for the period	-	-	-	-	-	402,306
Dividend distribution	-	-	-	-	-	-
Other distributions of results	-	-	-	-	-	-
Transfers to other reserves	-	-	-	-	-	-
Changes in the consolidation perimeter and in the interest of subsidiaries	-	-	-	-	-	-
Balance as at September 30, 2013 (non audited)	**204,635,695**	**(22,749,225)**	**87,256,034**	**27,702,096**	**4,982,989**	**(594,087)**

To be read with the Notes to the Consolidated Financial Statements

Changes in Equity
September 30, 2013 & 2012

Currency translation reserve	Other reserves	Net Profit	Own funds attributable to shareholders	Own funds attributable to non-controlling interests	Shareholders' equity
(28,523,967)	**19,726,769**	**33,432,054**	**312,991,608**	**101,832,978**	**414,824,586**
(3,944,221)	(40,807,927)	25,283,660	**(17,755,264)**	32,800,699	**15,045,435**
-	(21,288,752)	-	**(21,288,752)**	(25,458,927)	**(46,747,679)**
-	(904,692)	-	**(904,692)**	(99,520)	**(1,004,212)**
-	33,432,054	(33,432,054)	**-**	-	**-**
-	-	-	**-**	5,652,578	**5,652,578**
(32,468,188)	**(9,842,548)**	**25,283,660**	**273,042,900**	**114,727,808**	**387,770,708**
(34,537,451)	**17,081,395**	**40,745,635**	**324,120,775**	**111,860,240**	**435,981,015**
(9,824,345)	28,516,431	37,915,094	**57,009,486**	28,975,603	**85,985,089**
-	(21,288,752)	-	**(21,288,752)**	(26,153,272)	**(47,442,024)**
-	319,736	-	**319,736**	(97,951)	**221,785**
-	40,745,635	(40,745,635)	**-**	-	**-**
-	(1,612,238)	-	**(1,612,238)**	17,333,878	**15,721,640**
(44,361,796)	**63,762,207**	**37,915,094**	**358,549,007**	**131,918,498**	**490,467,505**

Statement of Consolidated Cash-Flows
For The Periods Ended September 30, 2013 & 2012

	2013 Euro	2012 Euro
	(non audited)	(audited)
OPERATING ACTIVITY		
Cash receipts from customers	1,526,628,443	1,681,815,039
Cash paid to suppliers	(1,176,062,041)	(1,152,523,893)
Cash paid to employees	(274,462,618)	(259,108,186)
Cash generated from operating activities	76,103,784	270,182,960
Income tax paid/received	(17,947,905)	(10,918,878)
Other receipts/payments generated by operating activities	10,118,902	5,351,310
NET CASH FROM OPERATING ACTIVITIES (1)	68,274,781	264,615,392
INVESTING ACTIVITY		
Cash receipts from:		
Financial assets	59,474,101	2,358,975
Tangible fixed assets	12,551,621	3,544,268
Government grants	1,191,565	-
Interest and similar incomes	7,509,160	10,101,734
Dividends	6,804,759	1,322,131
Others	-	1,600,147
	87,531,206	18,927,255
Pagamentos respeitantes a:		
Financial assets	(1,962,362)	(11,256,842)
Intangible fixed assets	(14,095,748)	(47,515,630)
Tangible fixed assets	(110,826,324)	(98,177,619)
Other	(808,198)	-
	(127,692,632)	(156,950,091)
NET CASH FROM INVESTING ACTIVITIES (2)	(40,161,426)	(138,022,836)
FINANCING ACTIVITY		
Cash receipts from:		
Loans obtained	303,855,816	174,990,362
	303,855,816	174,990,362
Cash paid in respect of:		
Loans obtained	(114,809,345)	(109,844,961)
Amortization of finance lease contracts	(38,270,221)	(27,537,800)
Interest & similar expense	(82,304,916)	(67,048,574)
Dividends	(21,288,752)	(21,288,752)
Other	(9,427,162)	(5,168,830)
	(266,100,396)	(230,888,917)
NET CASH FROM FINANCING ACTIVITIES (3)	37,755,420	(55,898,555)
Variation of cash & cash equivalents (4)=(1)+(2)+(3)	**65,868,775**	**70,694,001**
Variations caused by changes to the perimeter	18,895,070	2,059,718
Exchange rate effect	(12,336,936)	4,229,153
Cash & cash equivalents at the beginning of the year	**271,778,737**	**234,220,106**
CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	344,205,646	311,202,978

To be read with the Notes to the Consolidated Financial Statements

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