

Chairman of the General Shareholders' Meeting of

Teixeira Duarte, S.A.

GENERAL SHAREHOLDERS' MEETING

OF THE 25TH OF MAY 2013

PROPOSAL PRESENTED WITHIN THE SCOPE OF THE FIFTH ITEM OF THE AGENDA

CONSIDERANDO QUE:

- a) Mr. Jorge Ricardo Figueiredo Catarino is a Director of "Teixeira Duarte - Engenharia e Construções, S.A." since 2007 and was elected as member of the Board of Directors of "Teixeira Duarte, S.A." when it was incorporated on the 30th of November 2009;
- b) Within the process of corporate restructuring of the TEIXEIRA DUARTE Group, "TEIXEIRA DUARTE, S.A." became in 2010 the new listed leading company of the Group, with a non-operational nature, thus allowing "Teixeira Duarte – Engenharia e Construções, S.A." to focus on its construction activity;
- c) The intention then, as well as today, was that the elements of the Group which take part in the Board of Directors of "TEIXEIRA DUARTE, S.A." are those collaborators which take on responsibilities in more cross-cutting issues, namely in the Corporate Centre and/or which perform coordination and supervision functions regarding other areas of the Group, and also those who take on the representation and follow-up of the activity of TEIXEIRA DUARTE Group in other markets;
- d) This difference from "Teixeira Duarte – Engenharia e Construções, S.A." also reflects the possibility of some of the members of the Board of Directors of "Teixeira Duarte, S.A." focusing in the future in performing functions in this entity and with the scope mentioned

above, thus ceasing to be members of the Board of Directors of “Teixeira Duarte – Engenharia e Construções, S.A.” - whenever this proves to be appropriate.

- e) Considering the above, Mr. Jorge Ricardo Figueiredo Catarino was reelected as Director of “Teixeira Duarte – Engenharia e Construções, S.A.” in 2011, but not as Director of “Teixeira Duarte, S.A.”;
- f) Today the activities of the companies within Teixeira Duarte Group are more relevant in foreign markets, representing, in 2012, 74,2% of the Group’s consolidated turnover,

As regards the matter included in the Fifth Item of the Agenda of this General Shareholders’ Meeting, shareholder “TEIXEIRA DUARTE – Sociedade Gestora de Participações Sociais, S.A.”, proposes the following:

1. The election as Director, to be in office with the other members of the Board of Directors of “Teixeira Duarte, S.A.” until the end of the 2011/2014 period, Mr. Jorge Ricardo de Figueiredo Catarino, married, resident at Rua Vinte e Cinco, n.º 85, in Espinho, with tax payer number 134.246.241
2. Considering nr. 3 and 4 of Article 398 of the Portuguese Companies Code, that the proposed new member of the Board of Directors be explicitly authorized to perform duties in any company competing with "TEIXEIRA DUARTE, S.A.", namely taking into account the several direct or indirectly held companies, maintaining full access to all sorts of information, sensitive or not, regarding this Company which he is a Director of;
3. That the remuneration of the proposed Director – like the ones of the remaining members of the Corporate Bodies – be settled by the Remunerations Committee and in accordance with the remunerations policy of the corporate bodies approved by the Shareholders’ General Meeting;
4. That the liability of this new member of the Board of Directors be secured through the provision of a security or through an insurance agreement executed in favor of the holders

of compensations and in accordance with the remaining time limits, terms and conditions established under the Law, in the individual amount of 250.000,00€ (two hundred and fifty thousand Euros);

5. That the Board of Directors and the Supervisory Board ensure that the said proof security or insurance are kept in the Company's safe, within the terms and time limits legally established.

Lagoas Park, the 30th of April 2013

Note: On this date, the additional information established in article 289, nr 1, paragraph d) of the Portuguese Companies Code concerning the new proposed member of the Board of Directors were delivered in the Company's head-office and made available at "TEIXEIRA DUARTE, S.A." website (www.teixeiraduarte.pt) for the shareholders consultation and, for all due effects, are also attached to this document.

Additionally to the proposal put forward by the shareholder TEIXEIRA DUARTE – Sociedade Gestora de Participações Sociais, S.A. within the scope of the fifth item of the Agenda of TEIXEIRA DUARTE, S.A. General Shareholders' Meeting of the 25th of May 3013, we hereby disclose the information prepared under the terms of article 289, nr. 1 d) of the Portuguese Companies Code, concerning Mr. **JORGE RICARDO DE FIGUEIREDO CATARINO**, proposed to be elected as Director:

- **Professional Qualifications:**

Degree in Civil Engineering from “Faculdade de Engenharia da Universidade do Porto” in 1974

- **His professional activity is exclusively developed within Teixeira Duarte Group, in which he carries out the following activities:**

Director of TEIXEIRA DUARTE – ENGENHARIA E CONSTRUÇÕES, S.A.

President of the Board of Directors of CONBATE, A.C.E.

President of the Board of Directors of DOURO LITORAL, ACE

Director of GPCC - GRUPO PORTUGUÊS DE CONSTRUÇÃO DE INFRAESTRUTURAS DE GÁS NATURAL, ACE

President of the Board of Directors of TEIXEIRA DUARTE ALGÉRIE, SPA

Director of GROUPE ETRHB HADDAD - TEIXEIRA DUARTE - EL HARRACH DOUERA

Director of GROUPEMENT MÊTRO D'ALGER CENTRE (GMAC)

Director of GROUPEMENT TEIXEIRA DUARTE / GROUPE ETRHB HADDAD

Director of GROUPEMENT TEIXEIRA DUARTE, S.A. / KANAGHAZ, SPA - LAGUNES DE SOUF

Director of EMPA, S.A. SERVIÇOS DE ENGENHARIA

- **Within the past five years he has also carried out the following professional activities within the scope of Teixeira Duarte Group:**

Director of TEIXEIRA DUARTE, S.A.

Director of NOVA TEIXEIRA DUARTE - ENGENHARIA E CONSTRUÇÕES, S.A.

Director of MTS - METRO, TRANSPORTES DO SUL, S.A.

Director of TDEMPA - GESTÃO DE PARTICIPAÇÕES E INVESTIMENTOS, S.A.

Director of TEIX.CO, SPA

- **Number of Company shares held:**

180.000 (one hundred and eighty thousand)