

EDP – ENERGIAS DE PORTUGAL, S.A.
GENERAL SHAREHOLDERS MEETING
April 21, 2015

PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA

Resolve on the appointment of the members of EDP's Board of the General Shareholders Meeting for the
2015-2017 period

Whereas:

- a) Article 12 of the articles of association of EDP – Energias de Portugal, S.A. (EDP) sets forth that the Board of the General Shareholders Meeting shall be composed of a Chairman and of a Vice-Chairman, appointed by the General Shareholders Meeting, and by the Company's Secretary.
- b) The term of office of the current members of the Board of the General Shareholders Meeting, appointed by the EDP's General Shareholders Meeting for the 2012-2014 period, has ended on December 31 2014.

It is hereby proposed that the Shareholders approve the following resolution:

To appoint as members of the Board of the General Shareholders Meeting for the 2015-2017 period:

- António Manuel de Carvalho Ferreira Vitorino (Chairman)
- Rui Pedro Costa Melo Medeiros (Vice-Chairman)
- Company's Secretary (to be appointed by the Executive Board of Directors).

Lisbon, March 16, 2015

The Shareholders



CWEI (Europe) S.A.



PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA

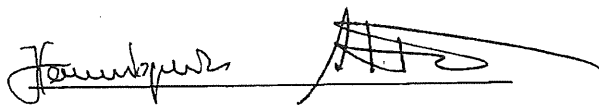
Resolve on the appointment of the members of EDP's Board of the General Shareholders Meeting for the 2015-2017 period.



Oppidum Capital, S.L.

PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA

Resolve on the appointment of the members of EDP's Board of the General Shareholders Meeting for the 2015-2017 period.

A handwritten signature in black ink, appearing to read 'Fundação Millennium bcp', is written over a horizontal line. To the right of the signature, there is a large, stylized, and somewhat abstract mark that resembles a signature or a stamp.

Fundação Millennium bcp

ANTÓNIO VITORINO



Professional Contacts:

Praça Marquês de Pombal, N° 2

1250-160 Lisboa - Portugal

Tel: 351 21 355 38 00

Fax: 351 21 356 31 65

e-mail: antonio.vitorino@cuatrecasas.com

Personal: Born in Lisbon, in 1957. Law degree by the University of Lisbon Law School, 1981. Masters Degree in Legal and Political Science, 1986.

Career: Member of the Bar Association since 1982. Assistant Professor at the University of Lisbon Law School since 1982..Invited Professor at the Universidade Nova de Lisboa Law School between 2008 and 2010. Member of Parliament from 1980 until 2006. Secretary of State for Parliamentary Affairs (1983-1985). Secretary of State of the Government of Macau (1986-1987). Judge of the Portuguese Constitutional Court (1989-1994). Member of the European Parliament (1994-1995). Deputy Prime Minister and Minister of Defence (1995-1997). European Commissioner for Justice and Home Affairs (1999-2004), Chairman of Shareholder's Meeting Banco Santander Totta, Finpro SGPS, S.A., Brisa Auto - Estradas de Portugal, and Novabase SGPS, Chairman of the Supervisory Board of Siemens Portugal and Tabaqueira Indústria, Non Executive Director of Áreas (Portugal) and Member of the Board of CTT Correios de Portugal.

President of Notre Europe, Paris.

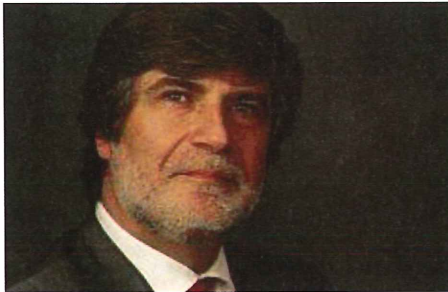
Partner of Cuatrecasas, Gonçalves Pereira since December 2005.

Professional Membership: Member of the Portuguese Bar.



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RUI MEDEIROS



Date and Place of Birth: 1963, Lisbon

Bar Membership number: 8468L

E-mail: rm@servulo.com

PROFILE

Rui Medeiros has an undergraduate degree (1987), a Master's degree (1991) and a PhD (1999) in Law.

He is a Professor at the Faculty of Law of the Catholic University of Portugal, at which he was also Director between 2002 and 2005. He was the First Director of the *Catolica Research Centre for the Future of Law*.

He is a Partner at «Sérvulo & Associados», a Member of the European Group of Public Law, and he has authored several publications on Public Law.

He was President of the Monitoring Committee for the Reform to Urban Leasing and of the Working Group that drafted the Public Contracts Code, and he was also a Member of the Committee of the Bar Association that drafted the bill for the new law on the State's civil liability. Moreover, he was a Member of the Committee that drew up the Water Law. He has been a guest speaker at numerous conferences and seminars and has written widely on his areas of specialisation. The practice areas he focuses on are Public Law, Litigation and Arbitration.

PROFESSIONAL EXPERIENCE

Admitted to the Portuguese Bar Association in 1990.

Partner at «Sérvulo & Associados», since 1999.

President of the Monitoring Commission of the Reform of Urban Leasing and of the Working Group that drafted the Public Contracts Code. Member of the Committee of the Bar Association that drafted the bill on the new law on the State's civil liability, and of the Committee that drafted the Water Law.

PUBLICATIONS

In addition to having participated, as speaker, in several conferences and seminars, is also author and co-author of several publications, including the following most relevant ones:

- *Ordem dos Advogados: a tentação de uma ordem corporativa e fechada* (The Bar Association: the temptation of a corporate and closed order) (gone to press).
- *Segurança no emprego de trabalhadores em funções públicas - a tutela reforçada dos trabalhadores com nomeação definitiva segundo o Acórdão do Tribunal Constitucional n.º*

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- 474/2013 (Work security for public sector workers – the enhanced protection of workers with tenure according to Decision 474/2013 of the Constitutional Court) (co-authored with Jorge Pereira da Silva, gone to press).
- *A Constituição portuguesa num contexto global* (The Portuguese Constitution in a global context), Lisbon: UCE, 2015.
 - *Arbitragem necessária e Constituição* (Necessary arbitration and Constitution), in *Estudos em memória do Conselheiro Artur Maurício*, Coimbra Editora, 2014.
 - *A jurisprudência constitucional portuguesa sobre a crise: entre a ilusão de um problema conjuntural e a tentação de um novo dirigismo constitucional* (The Portuguese constitutional jurisprudence on the crisis: between the illusion of a cyclical problem and the temptation of a new constitutional dirigisme), in *O Tribunal Constitucional e a crise*, Coimbra: Almedina, 2014.
 - *The New Directive 2014/24/EU on Public Procurement: A First Overview*, in *The new Directive 2014/24/EU on Public Procurement* (eds. Luís Valadares Tavares / Rui Medeiros / David Coelho), Lisbon, 2014.
 - *O novo mapa judiciário perante o estatuto constitucional do Ministério Público* (The new legal map before the constitutional statute of the Public Prosecutor), Lisbon, 2009 (reprinted in 2014, co-authored with José Lobo Moutinho).
 - “*Contratação coletiva e universidades públicas*” (“Collective bargaining and public universities”), (co-authored with João Lamy da Fontoura) in *Direito e Justiça - Estudos dedicados ao Professor Doutor Nuno Espinosa Gomes da Silva*, Vol. II, pp. 447 et seq., UCE, 2013.
 - *Comentário ao Regime da Responsabilidade Civil Extracontratual do Estado e demais Entidades Públicas* (Commentary on the statutory scheme for the extra-contractual civil liability of the State and other public entities) (ed. Rui Medeiros), Lisbon: UCE, 2013.
 - *Responsabilidade civil extracontratual do Estado e demais entidades públicas* (The extra-contractual civil liability of the State and other public entities), in *Enciclopédia da Constituição Portuguesa*, Lisbon: Quid iuris, 2013, pp. 341 et seq.
 - *Raízes e contexto da distinção binária entre sistemas multimunicipais e sistemas municipais no setor da água e perspetivas de future* (Roots and context of the binary distinction between multi-municipal and municipal systems in the water utility sector and future perspectives), in *Direito da Água*, Lisbon: ERSAR / FDUL, 2013, pp. 67 et seq.
 - *Uma leitura constitucionalmente comprometida da Concordata* (A constitutionally committed reading of the Concordat [between the Vatican and the Portuguese State]) in *Estudos em Homenagem ao Prof. Doutor Jorge Miranda*, III, Coimbra: Coimbra Editora, 2012.
 - *Internacionalismo defensivo e compromisso europeu na constituição portuguesa* (Defensive internationalism and European commitment in the Portuguese Constitution), in *Estudos em Homenagem a Miguel Galvão Teles*, II, Coimbra: Almedina, 2012, pp. 649 et seq..
 - *Uma revisão não consumada: a revisão constitucional de 2004 e a tentativa fracassada de alargamento da competência legislativa regional* (An unconsummated review: the 2004 constitutional revision and the failed effort to expand regional legislative competences), In *Estudos dedicados ao Professor Doutor Luís Alberto Carvalho Fernandes*, Vol. III, Lisbon: UCE, 2011 (co-authored with Armando Rocha).
 - «*Remuneração Compensatória Regional*» no quadro das restrições remuneratórias impostas na Lei do Orçamento do Estado para 2011 («Regional Compensatory Remuneration» within



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the framework of remuneration restrictions imposed by the 2011 State Budget Law) in *Açores: uma reflexão jurídica*, Coimbra: Coimbra Editora / Sérvulo, 2011 (co-authored with João Lamy da Fontoura).

- *A tentativa fracassada de alargamento da competência legislativa regional na revisão de 2004 e a próxima revisão constitucional* (The failed effort to expand regional legislative competences in the 2004 constitutional review, and the next constitutional review), in *Açores: uma reflexão jurídica*, Coimbra: Coimbra Editora / Sérvulo, 2011.
- *A proteção processual do adjudicatário em face de uma recusa de visto no âmbito da fiscalização prévia de contratos pelo Tribunal de Contas* (The procedural protection of the adjudicating body when faced with a visa refusal in the context of a previous contract inspection by the Court of Auditors), in *Revista de Contratos Públicos*, n. 1 (2011).
- *Direitos, Liberdades e Garantias e Direitos Sociais: entre a unidade e a diversidade* (Rights, liberties and guarantees and social rights: between unity and diversity), in *Estudos em Homenagem ao Prof. Doutor José Manuel Sérvulo Correia, I*, Coimbra: Coimbra Editora, 2010.
- *O controlo de custos nas empreitadas de obras públicas através do novo regime de trabalhos de suprimento de erros e omissões e de trabalhos a mais* (The control of costs of public works contracts through the new systems to curb errors and omissions and of surplus work), in *Estudos de Contratação Pública, II*, Coimbra: Coimbra Editora, 2010.
- *Direito da Concorrência e Ordens Profissionais* (Competition Law and Professional Orders), Coimbra: Coimbra Editora, 2010 (co-authored with Sérvulo Correia, Tiago Fidalgo de Freitas and Rui Tavares Lanceiro).
- *Regime da relação entre associados e sociedades de advogados* (Statutory scheme for the relationship between associated lawyers and law firms), in *2º Encontro Nacional das Sociedades de Advogados de Portugal*, ASAP, Estoril, 2009.
- *Constitution et famille(s)*, in *Annuaire International de Justice Constitutionnelle*, XXIV, 2008 (text that reproduces, with some amendments, the annotations to Articles 36 and 67 of the first edition of the annotated Constitution, co-authored with Jorge Miranda).
- *Âmbito do novo regime da contratação pública à luz do princípio da concorrência* (Scope of the new public procurement regime in light of the competition principle), in *CJA*, n. 69, pp. 3-29.
- *Responsabilidade Civil dos Poderes Públicos* (Civil Liability and Public Powers), Lisbon: Universidade Católica Editora, 2005.
- *A força expansiva do conceito de norma fiscalizável no sistema português de fiscalização concentrada da constitucionalidade* (The expansive force of the concept of auditable norm in the Portuguese system of concentrated auditing of constitutionality), in *Estudos em Homenagem ao Prof. Doutor Armando M. Marques Guedes*, Coimbra: Coimbra Editora, 2004, pp. 183-202.
- *A contratação pública nos sectores com regime especial - água, energia, transportes e telecomunicações* (Public procurement in the utilities sector: water, energy, transport and telecommunications), in *La contratación pública en el horizonte de la integración europea*, Madrid: INAP, 2004, pp. 137-182.
- *Apreciação geral dos projetos* (V Seminário de Justiça Administrativa - Responsabilidade Civil do Estado) (General analysis of projects (V Seminar on Administrative Justice – Civil responsibility of the State)), in *Cadernos de Justiça Administrativa*, n. 40 (July/August 2003), pp. 8-17.



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- *O Estado de Direitos Fundamentais português: alcance, limites e desafios* (The state of Portuguese fundamental rights: reach, limits and challenges) in *Anuário Português de Direito Constitucional*, II, 2002, pp. 23-43.
- *Anteprojeto de Regime Jurídico de Proteção da Água* (Draft bill for water protection), in *Revista Jurídica do Urbanismo e do Ambiente*, 2002 (June), pp. 191-424 (co-authored with José Cunhal Sendim, Isabel Abalada Matos, Isabel Moreira, Pedro Lomba, António Lorena de Sêves and Bárbara Cruz).
- *Restrições aos poderes do Governo em matéria de reconhecimento e de alteração dos estatutos das fundações de Direito Privado* (Restrictions on the powers of the Government's recognition and amendment of the articles of the foundations of Private Law), in *Revista da Ordem dos Advogados*, 2002 (April), pp. 347-382 (co-authored with J.M. Sérvulo Correia).
- *A responsabilidade civil pelo ilícito legislativo no quadro da reforma do Decreto-Lei nº 48 051* (Civil liability for unlawful legislative reform under Decree-Law No. 48,051), in *Cadernos de Justiça Administrativa*, n. 27 (May/June 2001); also in *Responsabilidade Civil Extracontratual do Estado - trabalhos preparatórios da reforma* (org. MJ - Gabinete de Política Legislativa e Planeamento), Coimbra Editora, 2002.
- *Obras Públicas - Do pagamento do Prémio pela Conclusão Antecipada da Empreitada* (Public Works: the payment of the prize for early conclusion of contract) (co-authored with Diogo Freitas do Amaral), Lisbon: Azeredo Perdigão & Pereira de Almeida, 2001, pp. 49-99.
- *Vers une protection juridictionnelle commune des citoyens en Europe(?)*, co-authored with J.M. Sérvulo Correia and Bernardo Ayala, in *Towards a Unified Judicial Protection of Citizens in Europe (?)*, org. Epamimondas Spiliotopoulos, Bruylant, 2000, pp. 572-584; also in *J.M. Sérvulo Correia / Bernardo Diniz de Ayala / Rui Medeiros, Estudos de Direito Processual Administrativo*, Lisbon: Lex, 2002, pp. 52-63.
- *Do estatuto jurídico da Universidade Católica Portuguesa* (Of the legal statute of the Catholic University of Portugal), in *Direito e Justiça*, 2001, II, pp. 85-121.
- *Responsabilidade civil do Estado por omissão de medidas legislativas - o caso Aquaparque* (The civil responsibility of the State for omission of legislative measures: the Aquaparque case), in *RDES*, 2000, ns. 3 and 4, pp. 299-383 (co-authored with Diogo Freitas do Amaral).
- *Ações de Responsabilidade - elementos do regime jurídico e contribuições para uma reforma* (Liability cases: elements of the legal regime and contributions towards a reform), Cascais: Principia, 1999.
- *Brevíssimos tópicos para uma reforma do contencioso da responsabilidade* (Very short topics for a reform of liability litigation), in *Cadernos de Justiça Administrativa*, n. 16, pp. 33-40 (July/August 1999).
- *A confirmação de uma certeza: o reconhecimento dos efeitos ultraconstitutivos das sentenças de anulação - Anotação ao Ac. do STA de 16/04/98* (Confirmation of a certainty: the recognition of the effects of ultra constitutional sentences for annulment – Annotation to the Judgment of the Supreme Administrative Court of 16/04/98), in *Cadernos de Justiça Administrativa*, n. 13 (Janeiro/February 1999), pp. 37-41.
- *Estatuto Político-Administrativo da Região Autónoma dos Açores anotado* (Annotated Political-Administrative Statute of the Autonomous Region of the Azores) (co-authored with Jorge Pereira da Silva), Lisbon: Principia, 1997.
- *Admissibilidade de uma responsabilidade solidária em regime de litisconsórcio necessário - Anotação ao Ac. do STA de 28.11.1996* (Admissibility of a responsibility of solidarity under

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necessary joinder – Annotation to the Judgment of the Supreme Administrative Court of 28.11.96), in *Cadernos de Justiça Administrativa*, n. 4 (July/August 1997), pp. 24-30.

- *Âmbito e limites da autonomia administrativa regional* (Scope and limits of regional administrative autonomy), in Congresso do I Centenário da Autonomia dos Açores - a autonomia no plano jurídico, Ponta Delgada: Jornal de Cultura, 1995, pp. 115-137.
- *O Ministro da República e a coordenação da atividade dos serviços centrais do Estado no tocante aos interesses da região* (The Minister of the Republic and coordination of the activity of the central services of the State with regard to the interests of the region), in *O Direito*, 1993, pp. 87-105.
- *As regiões autónomas e a aplicação das diretivas comunitárias* (Autonomous regions and the application of EU directives) (co-authored with José Maria de Albuquerque Calheiros), in *Direito e Justiça*, 1993, pp. 417-514.
- *O ambiente na Constituição* (The environment in the Constitution), in RDES, 1993, pp. 377-400.
- *Relações entre normas constantes de convenções internacionais e normas legislativas na Constituição de 1976* (The relationship between norms contained in international conventions and legislative norms of the 1976 Constitution), in *O Direito*, 1990, pp. 355-377.
- *Valores jurídicos negativos da lei inconstitucional* (Negative legal values of unconstitutional law), in *O Direito*, 1989, pp. 485-544.
- *Estrutura e âmbito da ação para o reconhecimento de um direito ou interesse legalmente protegido* (Structure or scope of the act to recognise a right or legally protected interest), in RDES, 1989, pp. 1-107.