

EDP – ENERGIAS DE PORTUGAL, S.A.
GENERAL SHAREHOLDERS MEETING
April 5, 2018

PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA

Resolve on the appointment of the members of EDP's Executive Board of Directors for the 2018-2020 period

Whereas:

- a) The term of office of the current members of the Executive Board of Directors of EDP – Energias de Portugal, S.A. (EDP), appointed for the 2015-2017 period, ended on December 31 2017.
- b) Under EDP's articles of association, the members of the Executive Board of Directors of EDP are appointed by the General Shareholders Meeting which shall also appoint the respective Chairman.

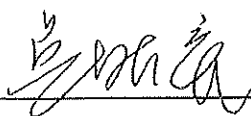
It is hereby proposed that the Shareholders approve the following resolution:

To appoint as members of EDP's Executive Board of Directors for the 2018-2020 period:

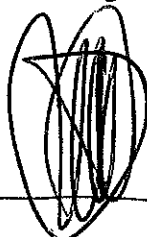
- António Luis Guerra Nunes Mexia (Chairman)
- João Manuel Manso Neto
- António Fernando Melo Martins da Costa
- João Manuel Veríssimo Marques da Cruz
- Miguel Stilwell de Andrade
- Miguel Nuno Simões Nunes Ferreira Setas
- Rui Manuel Rodrigues Lopes Teixeira
- Maria Teresa Isabel Pereira
- Vera Pinto Pereira

Lisbon, January 8th 2018

The Shareholders




China Three Gorges (Europe) S.A.



Oppidum Capital S.L.

PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA

Resolve on the appointment of the members of EDP's Executive Board of Directors for the 2018-2020 period



Senfora, BV

Fundo de Pensões do Grupo Millennium BCP

Sonatrach


E. OUNOUGHI



António Luís Guerra Nunes Mexia

He is Chairman of the Executive Board of Directors of EDP Energias de Portugal since March 2006. He is also Chairman of EDP Renováveis, S.A. e EDP - Energias de Brasil, S.A. Moreover, since April 2016, he chairs the Business Council for Sustainable Development in Portugal (part of the WBCSD regional network) and the Board of Se4all, within the United Nations organization. He is also member of Millennium BCP Board of Directors.

He was Born on the 12th of July 1957 in Lisbon. He received a degree in Economics from the University of Geneva (Switzerland) in 1980, where he was Assistant Lecturer in the Department of Economics. He was also a lecturer at Universidade Nova de Lisboa and at Universidade Católica from 1982 to 1995. He served as Assistant to the Secretary of State for Foreign Trade from 1986 until 1988. From 1988 to 1990 he was Vice-Chairman of the Board of Directors of ICEP (Portuguese Institute for Foreign Trade). From 1990 to 1998 he became member of the Board of Directors of Banco Espírito Santo de Investimentos and, in 1998, he entered the Gas sector as Chairman of the Board of Directors of Gás de Portugal and Transgás. In 2000 he joined Galp Energia as Vice-Chairman of the Board of Directors, and became Executive Chairman of the company in 2001. He was President of Eurelectric between June 2015 until June 2017.

In 2004, he was appointed Minister of Public Works, Transport and Communication of the Portuguese Government.

In 2013 he received the Honoris Causa Graduation from “Instituto Superior de Economia e Gestão” (ISEG) and in 2014 he was honored by The President of the Portuguese Republic with the “Grã-Cruz da Ordem do Mérito Empresarial”.



João Manuel Manso Neto

He was born on April 2nd 1958. He graduated in Economics from Instituto Superior de Economia (1981) and received a post-graduate degree in European Economics from Universidade Católica Portuguesa (1982). He also completed a professional education course through the American Bankers Association (1982), the academic component of the Master's Degree programme in Economics at Faculdade de Economia, Universidade Nova de Lisboa and, in 1985, the "Advanced Management Program for Overseas Bankers" at the Wharton School in Philadelphia. From 1981 to 1995 he worked at Banco Português do Atlântico, occupying several positions, mainly as Head of the International Credit Division, and General Manager responsible for Financial and South Retail areas. From 1995 to 2002, he worked at the Banco Comercial Português, where he held the posts of General Manager of Financial Management, General Manager of Large Corporates and Institutional Businesses, General Manager of the Treasury, member of the Board of Directors of BCP Banco de Investimento and Vice-Chairman of BIG Bank Gdansk in Poland. From 2002 to 2003, he was a member of the Board of Banco Português de Negócios. From 2003 to 2005 he worked at EDP as General Manager and Member of the Board of EDP Produção. In 2005 he was elected CEO at HC Energía, Chairman of Genesa and Member of the Board of Naturgas Energía and OMEL. Currently he is CEO of EDP Renováveis and responsible for Regulation and Energy Management (Gas and electricity) at Iberian level, being also member of the Board of OMIE, OMIP and MIBgás. He was appointed on 30th March 2006 as member of the Executive Board of Directors, which office began on 30th June 2006, and reappointed on 15th April 2009, 20th February 2012 and 21st April 2015.



António Fernando Melo Martins da Costa

Born in Oporto, Portugal on December ,1954, he holds a degree in Civil Engineering from Faculdade de Engenharia do Porto (1976) and a MBA from Porto Business School (1989). He also has complementary Executive degrees from INSEAD (Fontainbleau, France – 1995), PADE from AESE (Lisbon, 2000) and the Advanced Management Program from Wharton School (Philadelphia, USA – 2003). He was a Teacher's Assistant at the Instituto Superior de Engenharia do Porto between 1976 and 1989. In 1981 he joined the Hydro Generation department at EDP where he stayed until 1989. Between 1989 and 2003 he was General Director at the Millennium BCP Bank and Board Member of Insurance, Pensions and Assets Management of several companies of BCP Group. Between 1999 and 2002 he was Executive Director of Eureko BV (The Netherlands), President of Eureko Polska and Vice-President of PZU (Poland). He was the CEO and Vice-Chairman of the Board of Directors of EDP – Energias do Brasil between 2003 and 2007. During this period, he also held positions as Vice-President of the Portuguese Chamber of Commerce in Brazil and President of the Brazilian Association of Electricity Distribution Companies. In 2007, he assumed functions as Chairman and CEO of Horizon Wind Energy in the USA, being also a Member of the Executive Board of EDP Renováveis since its incorporation in 2008 until 2012. He is Chairman of the Board of Directors of EDP Valor, since 2013. He maintains responsibilities for EDP Distribuição at EDP's Executive Board level. He is a Founding Member of the Portuguese Institute for Corporate Governance, Vice-Chairman of American Chamber of Commerce, Director of Hungarian Chamber of Commerce, Vice-Chairman of Proforum, Vice-Chairman of APGEI (Portuguese Association of Management and Industrial Engineering) and Member of the Superior and General Board of Porto Business School. He was appointed on 30th March 2006 as member of the Executive Board of Directors, which office began on 30th June 2006, and reappointed on 15th April 2009, 20th February 2012 and 21st April 2015.



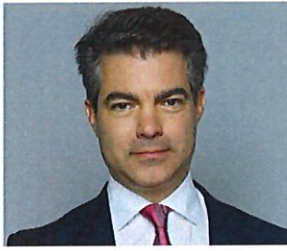
João Manuel Veríssimo Marques da Cruz

He was born on 23rd May 1961. He holds a degree in Management (1984) from Lisbon's ISE at Instituto Superior de Economia da Universidade Técnica de Lisboa, an MBA (1989) from Universidade Técnica de Lisboa and a Post-Graduation in Marketing and Management of Airlines (1992) from IATA – International Air Travel Association/Bath University, UK. He began his career at the TAP Group in 1984 (Transportes Aéreos de Portugal) having had several positions until becoming General Director. Between 1997 and 1999 he was a Board Member of TAPGER. Between 2000 and 2002, he was a member of the Board of several companies within CP Group – Portuguese Railways, namely EMEF. From 2002 and 2005, became CEO of Air Luxor, an airline company, and from 2005 and 2007 he was chairman and CEO of ICEP - Instituto do Comércio Externo de Portugal. From March 2007 to 2012, he was a board member of EDP Internacional S.A. and in 2009 he was nominated Chairman of the Board of Directors of CEM – Macao Electrical Company. He was appointed as a member of the Executive Board of Directors of EDP Renováveis on May 2012, as Chairman of the Câmara Comércio Luso-Chinesa on April 2012 and Chairman of EDP Internacional on September 2014. He was appointed as member of the Executive Board of Directors on 20th February 2012 and reappointed on 21st April 2015. He was appointed as a member of the Executive Board of Directors of EDP - Energias do Brasil SA on April 10, 2015. He is Chairman of Global Hydro a joint venture between EDP and CTG for hydro projects of small and medium size from 9th April 2015.



Miguel Stilwell de Andrade

He was born on 6th August 1976. Graduated with an M.Eng with Distinction in Mechanical Engineering in the University of Strathclyde (Glasgow, Scotland) and an MBA by MIT Sloan (Boston, USA). He initiated his career at UBS Investment Bank in London, UK, where he worked primarily in Mergers and Acquisitions in various projects in European countries, including Portugal, as well as in Japan, Thailand and Brazil. Miguel lived between 1994 and 2003 in Scotland, Italy, England, Portugal and the USA. In 2000, he joined EDP in the area of Strategy and Corporate Development / M & A and was the Director of this area between 2005 and 2009. During this period Miguel coordinated and managed various M&A and capital market transactions for EDP, including the acquisition of several companies that gave rise to EDP Renewables, the acquisition of Hidrocantabrico, the different phases of EDP's privatization, EDP's share capital increase in 2004, EDP Energias do Brazil IPO in 2005 and EDP Renováveis IPO in 2008. He was a Member of the Board of EDP Distribuição Energia, from January 2009 to February 2012. Miguel was also Member of the Board of Directors of EDP Inovação, EDP Ventures, EDP Gas Distribuição and Chairman of InovGrid ACE. In 2012 he was appointed CEO of EDP Comercial, as well as CEO and Vice-Chairman of Hidroelétrica del Cantabrico and Naturgas Energia. Between 2013 and 2015 he was a Member of FAE - Fórum de Administradores de Empresas's Board of Directors. In 2014 he was appointed CEO of EDP Soluções Comerciais. He was appointed in 2015 as Board Member of the Câmara de Comércio Hispano Portuguesa in Spain. He was elected member of the Executive Board of EDP on the 20th February of 2012 and reelected on 21st April 2015.



Miguel Nuno Simões Nunes Ferreira Setas

He was born on November 12, 1970. In Brasil since 2008, Miguel Setas is currently, since January 2014, the CEO of EDP Energias do Brasil. Between 2010 and 2013, he was the Vice-President responsible for the Distribution business (CEO of EDP Bandeirante and EDP Escelsa, two electricity distribution companies) and previously, between 2008 and 2009, he was the VP responsible for New Business Development, Commercialization and Renewables. He joined EDP in 2006, as the CEO Chief of Staff. In 2007, he was Board Member of EDP Comercial (responsible for the commercialization in the liberalized energy market). He was also Board Member of EDP Inovação, Portgás and Fundação EDP. He holds a BSc. in Physics, and a MSc. in Electrical and Computing Engineering, both granted by IST (Instituto Superior Técnico, Lisbon). He has an MBA from Universidade Nova de Lisboa (Lisbon MBA). He has been working in the energy sector since 1998, when he was Corporate Director in GDP - Gás de Portugal. Since then, he has been connected to the energy sector. Between 1999 and 2001, he was Board Member of Setgás (natural gas distribution company in Setúbal, part of Galp Energia). Between 2000 and 2001, he was Executive Board Member of Lisboagás (natural gas distribution company in Lisbon, part of Galp Energia). He was Strategic Marketing Director of Galp Energia (oil and gas) until 2004. In the transportation sector, he was Executive Board Member of CP - Comboios de Portugal and CEO of CP Lisboa (largest business unit of CP), between 2004 and 2006. He started his career, in 1995, as consultant in McKinsey & Co, developing strategic projects for energy, banking, insurance, retail and industry clients. He was appointed on 21st April 2015 as a member of the Executive Board of Directors.



Rui Manuel Rodrigues Lopes Teixeira

He was born on October 10, 1972. He was appointed on 21st April 2015 as member of the Executive Board of Directors of EDP. He serves as Chief Executive Officer of EDP – Gestão da Produção de Energia, S.A. He is also Member of the Board of Directors of several subsidiaries of the Company's Group. From 1996 to 1997, he was assistant director of the commercial naval department of Gellweiler— Sociedade Equipamentos Maritimos e Industriais, Lda. From 1997 to 2001, he worked as project manager and ship surveyor for Det Norske Veritas, with responsibilities for offshore structures, shipbuilding and ship repair. Between 2001 and 2004, he was consultant at McKinsey & Company, focussing on energy, shipping and retail banking. From 2004 to 2007, he headed the corporate planning and control division within the EDP Group. In 2007 also served as Chief Financial Officer of EDP Renewables Europe SL. From 2008 until 2015, he was member of the Board of Directors of EDP Renováveis, S.A., member of the Executive Committee, and the Chief Financial Officer of this company. He holds a MSc degree in Naval Architecture and Marine Engineering from Instituto Superior Técnico de Lisboa, a Master in Business and Administration from Universidade Nova de Lisboa and is a graduate of Harvard Business School's Advanced Management Program.



Maria Teresa Isabel Pereira

She was born on February 17 1965. She holds a Law degree from Lisbon Law School, where she lectured Contract Law. Admitted to the Portuguese Bar Association as a Lawyer in 1997. Her professional career as a Lawyer started in the EDP Group, at Proet – Projectos, Engenharia e Tecnologia, S.A., a company incorporated some years later in the current EDP – Gestão da Produção de Energia, S.A. In 1998, when the Portuguese telecommunications market was liberalized, she joined the telecommunications area, as General Counsel at ONI SGPS, since 2000. In 2005 she returned to EDP, and in 2006 she was appointed as EDP Company Secretary, position currently held along with General Secretary and General Counsel, in EDP - Energias de Portugal, S.A. Corporate Centre in General Secretariat and Legal advice (SGAJ). This department provides support to the Executive Board of Directors, and incorporates the administrative and logistic functions of support, as well as the legal counseling to EDP Group, with the aim of assuring an efficient functioning of the Corporate Centre and compliance with the applicable law, as well as assuring the harmonization of corporate governance policies within the Group.



Vera Pinto Pereira

She was born on 23th April 1974. She graduated and Post-Graduate in Economics by Universidade NOVA de Lisboa - NOVA School of Business and Economics, and has a Master in Business Administration (M.B.A.) concluded in 2000, in INSEAD, Fontainebleau, France. She began her professional career in 1996 as associate in Mercer Management Consulting (today Oliver Wyman). Afterwards, between 2001 and 2003 she became a founding partner of Innovagency Consulting. In 2003 she worked in TV Cabo Portugal - PT Multimédia (today NOS) as TV Service Director. In September 2007, she became TV Service Director in MEO, Portugal Telecom, where the most relevant projects included were MEO Pay TV service launch across 3 platforms: IPTV over ADSL, IPTV over fiber, and Satellite, MEO Go!, on all devices and creation of a leading interactivity experience on TV. Since January 2014 she is Senior Vice President and Managing Director for Spain and Portugal at Fox Networks Group, and member of the Executive Leadership Team Europe and Africa. Currently she is also a non-Executive Board Member in Pulsa Media, in Barcelona, which is a TV Advertising Sales House, representing DTT and PayTV channels from several media groups operating in the Spanish Market.