

To the Vice-Chairman of the board of the General Shareholders' Meeting
CC: Chairman of the General Supervisory Board
(in the absence of the Chairman of board of the General Shareholders' Meeting)
of EDP - Energias de Portugal, S.A.
Av. 24 de Julho no. 12,
Lisbon

March 26, 2019, New York, NY, U.S.A.

Subject: Request the inclusion of items in the agenda of the General Shareholders' Meeting of EDP - Energias de Portugal, S.A., a limited liability company organized by shares (*sociedade anónima*), with head offices located at Av. 24 de Julho no. 12, Lisbon, with the share capital of EUR 3.656.537.715,00 and with the sole corporate and taxpayer number 500 697 256 (the "**Company**") convened to April 24th, 2019 (the "**Shareholders General Meeting**")

Dear Mr. Vice-Chairman of the board of the General Shareholders' Meeting


Elliott International, L.P. and Elliott Associates, L.P., holders of 73,498,803 shares, representing 2,01 % of the share capital of the Company (as per the certificates issued by the respective custodian banks attached), hereby, under the terms and for the purposes of articles 23-A of the Portuguese Securities Code and 378 of the Portuguese Companies Code, taking into account the reasoning described in the attached proposal, request the inclusion of an additional item to the agenda of the Shareholders General Meeting, as follows:

Amendment of the Company's By-Laws by eliminating (i) the expression "and to paragraphs 3 to 5 of Article 14" in paragraph 5 of article 11, (ii) paragraphs 3, 4, 5 and 14 of article 14, and consequently renumbering the current paragraphs 6 to 15 into paragraphs 3 to 11 of article 14, and (iii) the expression "and paragraphs 3 and 4 of Article 14" in paragraph 2 of article 15, all from the Company's By-Laws, and replacing the expression "as well as amendments to this paragraph insofar as it refers to any of such provisions" by the expression "as well as amendments to this paragraph insofar as it refers to such provision" in paragraph 5 of article 11 of the Company's By-Laws.

Best regards,
ELLIOTT INTERNATIONAL, L.P.
By: Hambledon, Inc., its General Partner
By: Elliott International Capital Advisors Inc., as attorney-in-fact

By: 
Elliot Greenberg, Vice President
Elliott International, L.P.

Elliott Associates, L.P.
By: Elliott Capital Advisors, L.P., as general partner
By: Braxton Associates, Inc., as general partner

By: 
Elliot Greenberg, Vice-President
Elliott Associates, L.P.

General Shareholders' Meeting

EDP – Energias de Portugal, S.A.

24 April 2019

PROPOSAL

Elliott International, L.P. and Elliott Associates, L.P., holders of 73,498,803 shares, representing 2,01% of the share capital of EDP – Energias de Portugal, S.A. (the "Company"), hereby present the following proposal regarding the additional item to include in the agenda in accordance with this request:

Whereas,

- a) *pursuant to the terms of paragraph 13 of the preliminary announcement for the launch of a general and voluntary tender offer for the acquisition of shares representing the share capital of EDP – Energias de Portugal, S.A. (the "Offer") published on May 11th 2018, as amended (the "**Preliminary Announcement**"), launched by China Three Gorges (Europe) S.A., a société anonyme existing under the laws of Luxembourg, with its head office at 10B, Rue des Mérovingiens, L – 8070 Bertrange, Luxembourg, registered with the Commercial Registry Office of Luxembourg under no. B164928, with a fully paid-up share capital of € 641,000,000 (hereinafter referred to as the "**Offeror**"), "13. The launching of the Offer is subject to (...) (b) amendment to the Target Company's by-laws, even if conditioned to the Offer's success (as provided in section 15 below), in order to (i) remove any limit to the casting of votes issued by one single shareholder, either by itself or acting on behalf of another shareholder" (the "**Condition**");*
- b) *under Paragraph 15 of the Preliminary Announcement "The effectiveness of the Offer shall be subject to the fulfilment, up to the term of the Offer period, of the acquisition by the Offeror, within the Offer, of a number of Shares that added to those held by the Offeror or by companies under a control or group relation (relação de domínio ou de grupo) represent, at least, 50% (fifty per cent) of the voting rights in the Target Company plus 1 (one) voting right."*
- c) *since the publication of the Preliminary Announcement more than 10 months have already elapsed without the Offeror having progressed in obtaining the various authorizations necessary to the launch of the Offer; the current deadlock is not in the best interests of the Company, creates significant uncertainty and constitutes an obstacle in order for the Company to realise its full potential;*
- d) ***it is in the best interest of the Company and its stakeholders that the situation of the Offer is quickly clarified and that a consensus among shareholders rejects the lifting of the voting cap as a condition precedent for CTG's offer and allows the offer to be promptly terminated;***

It is hereby proposed that the Shareholders General Meeting resolves on the following matter:

Amendment of the Company's By-Laws by eliminating (i) the expression "and to paragraphs 3 to 5 of Article 14" in paragraph 5 of article 11, (ii) paragraphs 3, 4, 5 and

14 of article 14, and consequently renumbering the current paragraphs 6 to 15 into paragraphs 3 to 11 of article 14, and (iii) the expression "and paragraphs 3 and 4 of Article 14" in paragraph 2 of article 15, all from the Company's By-Laws, and replacing the expression "as well as amendments to this paragraph insofar as it refers to any of such provisions" by the expression "as well as amendments to this paragraph insofar as it refers to such provision" in paragraph 5 of article 11 of the Company's By-Laws, all of such articles to henceforth read as follows:

Article 11

1. (Unchanged)
2. (Unchanged)
3. (Unchanged)
4. (Unchanged)
5. Resolutions for the amendment of the articles of association referring to Article 10, as well as amendments to this paragraph insofar as it refers to such provision, must be approved by two-thirds of the votes cast, except if a lower limit is provided for in mandatory law, in which case the limit set forth here is deemed to be reduced accordingly.

Article 14

1. (Unchanged)
2. (Unchanged)
3. (Renumbered) Shareholders may exercise their voting right by correspondence in relation to each item of the agenda, by letter, being required, in case the shareholder is a single person, an identical as well as amendments to this paragraph insofar as it refers to such provision case the shareholder is a corporate body, the signature of their representative shall be recognized in that quality, noting that in any case the referred letter shall be addressed to the Chairman of the General Shareholders' Meeting and sent by registered mail with acknowledgement of receipt to the registered office of the company, in at least three days in advance of the date of the meeting, unless a longer period is set in the notice to convene meeting.
4. (Renumbered) Voting rights may also be exercised by electronic means, pursuant to requirements that assure their authenticity, which shall be defined by the chairman of the general shareholders' meeting board and included in the notice of the respective general shareholders' meeting.
5. (Renumbered) The chairman of the general shareholders' meeting board must verify the authenticity and validity of the postal votes, as well as assure their confidentiality until the moment of the voting, being those votes deemed as negative votes in relation to proposals of resolutions presented after the date on which such votes have been issued.
6. (Renumbered) The holders of rights representing shares under ADR programs may give instructions to the respective depositary bank for the exercise of voting rights or grant a proxy to a representative designated by EDP for this purpose, subject to compliance with the applicable provisions of the law or of these

articles of association; the deposit agreement must set forth the dates and means for the exercise of the voting instructions or lack of instructions.

7. (Renumbered) Shareholders may only attend, discuss and vote at the general shareholders' meetings, in person or through a representative, if, in the registration date, corresponding to 0 hours (GMT) of the fifth day of negotiation prior to the date of the general shareholders meeting they own at least one share.
8. (Renumbered) Shareholders that intend to participate or be represented at the shareholders meeting shall declare it in writing to the Chairman of the General Shareholders Meeting and to the financial intermediary to which the book-entry registry of the shares has been entrusted, until the end of the sixth day of negotiation before the date of the meeting, and may use the email for that purpose.
9. (Renumbered) Shareholders that have declared their intention to participate in the shareholders meeting, according to the previous number, and that have transferred the ownership of the shares between the fifth day of negotiation prior to the date of the meeting and the final of the same, shall communicate it immediately to the Chairman of the General Shareholders' Meeting and to the Portuguese Securities Market Commission.
10. (Renumbered) The proof of the ownership of the shares shall be made through the delivery to the Chairman of the General Shareholder' Meeting, by financial intermediary to which the book-entry registry of the shares has been entrusted, until the end of the fifth day of negotiation prior to the date of the meeting, of a statement enclosing information about the number of shares registered and the date of the respective registry, and the email may be used for that purpose.
11. (Renumbered) Shareholders may be represented by persons with full legal capacity appointed for that purpose. The respective notification of such representation must be made to the chairman of the general shareholders' meeting board by 17:00 hours of the second day before the date scheduled for the general shareholders' meeting.

Article 15

1. (Unchanged)
2. In accordance with the foregoing paragraph, shareholders have the duty to provide to the executive board of directors, in writing and in a complete, objective, clear and truthful manner, and in a way satisfactory to such body, all the information requested by it about facts relating to them and which refer to the provisions of Article 20, paragraph 1 of the Securities Code or any legal provision that replaces or modifies it.
3. (Unchanged)

However, if approved, the amendment of the Company By-laws shall be conditioned to the success of the general and voluntary tender offer for the acquisition of shares representing the share capital of EDP – Energias de Portugal, S.A., pursuant to the terms of the Preliminary Announcement, launched by the Offeror, under the terms of

paragraph 15 of the Preliminary Announcement, i.e., "the effectiveness of the Offer shall be subject to the fulfillment, up to the term of the Offer period, of the acquisition by the Offeror, within the Offer, of a number of Shares that added to those held by the Offeror or by companies under a control or group relation (relação de domínio ou de grupo) represent, at least, 50% (fifty per cent) of the voting rights in the Target Company plus 1 (one) voting right".

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