

**ANNUAL GENERAL
SHAREHOLDERS' MEETING**

April 17th, 2012



PROPOSAL OF ITEM 9 OF THE AGENDA

**Election of the members of the Board of the General Shareholders Meeting
for the term of 2012-2014**

Considering that:

Article 12 of EDP's Articles of Association provides that the Board of the General Shareholders Meeting includes a Chairman and a Vice-Chairman, to be elected by the General Shareholders Meeting

It is hereby proposed the following:

The election as members of the Board of the General Shareholders Meeting for the three years term 2012-2014, the following persons:

Chairman – Rui Eduardo Ferreira Rodrigues Pena

Vice-Chairman – Rui Pedro Costa Melo Medeiros

Lisbon, March 15th, 2012

The Shareholders

Parública – Participações Públicas (SGPS), S.A.

PROPOSAL OF POINT 9 OF THE AGENDA

**Election of the members of the Board of the General Shareholders Meeting for
the term of 2012-2014**

Liberbank, S.A.

PROPOSAL OF POINT 9 OF THE AGENDA

**Election of the members of the Board of the General Shareholders Meeting for
the term of 2012-2014**

Banco Comercial Português, S.A.

PROPOSAL OF POINT 9 OF THE AGENDA

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Banco Espírito Santo, S.A.

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José de Mello Energia, S.A.

RUI EDUARDO FERREIRA RODRIGUES PENA

Rui Pena has been developing his activity as a Lawyer mainly within the area of Administrative Law, particular focusing the domains of Public Procurement, Energy and Environment.

Education

Rui Pena holds a degree in Law from the Law Faculty of the University of Lisbon.

He is a member of the Portuguese Bar Association since 1964.

Professional Career

Rui Pena is Founding Partner of RPA and currently its Senior Partner. He has been a Member of the General Council of the Bar Association and Chairman of the Law Firms Institute. He is currently Member of the Advisory Council of the Association of Portuguese Law Firms.

He has been Minister of Administrative Reform (1978) and Minister of National Defense (2001 – 2002).

From 1976 to 1983 he has been Member of the Portuguese Parliament, having been elected chairman of the CDS Parliamentary Group.

He has acted as Chairman of the Portuguese Group of the Inter Parliamentary Union.

In 1996 he has been a Member of the Lisbon City Parliament.

In 1985 he has been appointed by the Portuguese Government to integrate the body of ICSID (International Centre for Settlement of Investment Disputes) arbitrators and conciliators.

He is currently invited Professor at the Catholic University Portugal and took up the Chair of a seminar within the Master Degree in Law and Energy.

Head Professor in Administrative Law and Law of Obligations and Contracts in the Law Faculty of the Classic University of Lisbon and Professor of Administrative Law in Universidade Autónoma de Lisboa and in Universidade Livre de Lisboa.

He has also acted as Professor of the History of Political Ideas, at the Instituto Superior de Línguas e Administração.

As of 2010, Rui Pena is Chairman of the General Meeting of Shareholders of EDP and, inherently, he is a member of its General and Supervision Council.

During his whole career he has acted as non executive Director of several industrial and commercial companies.

Acknowledgement

Chambers Europe 2011 | Energy & Natural Resources

“Founding partner Rui Pena is a prominent figure of the Portuguese legal market and is well respected as an authority on energy matters. Sources highlight "his initiative and straightforward approach".

Chambers Europe 2011 | Public Law

“Team head Rui Pena is highly regarded for his expertise in the field. Clients add that he is "a great communicator who keeps us well informed and is always quick to respond; he interacts with people at all levels and does not limit his advice to legal matters, but also makes valuable contributions through his socio-political knowledge and experience".

Legal 500 (2011) | Energy and Natural Resources

Rui Pena is rated for his ‘experience and savoir-faire’.

Legal 500 (2011) | Public Law

“Rui Pena is a highly experienced lawyer who provides excellent client service”.

Publications

PENA, Rui; PACHECO, Mónica Carneiro; APOLINÁRIO, Marisa, *Legislação do Gás Natural – Bases Gerais Comentadas, Legislação do Sector Energético* (“Natural Gas Legislation – Qualified Analysis of the General Basis, Energetic Sector Legislation”), volume I, Coimbra, Almedina, 2008.

PENA, Rui; MEDEIROS, Carlos Laranjo (coordination), *Microempresas* (“Micro-enterprises”), s.l., Livros e Leituras, 2001.

PENA, Rui, “Concorrência de Medidas de Segurança” (“Competition of Safety Measures”), *Revista da Ordem dos Advogados*, ano 25, 1985.

PENA, Rui; PENA, João Rodrigues, “O Binómio Diálise – Transplantação Renal” (“The relationship between Dialyses – Kidney Transplantation”) - , O Médico, n.º. 1295, 1976.

PENA, Rui, “Obrigações Convertíveis em Acções” (“Bonds Convertible into Shares”), O Direito, ano 103 n.2, 3 e 4, 1971, páginas 103-120;211-230; 280-293.

PENA, Rui, “Aval em Letra de Câmbio sem Indicação do Avalizado” (“Collateral Signature in a Letter of Exchange without Indication of the Secured Party”), Jornal do Foro, 1970.



CURRICULUM VITAE

PERSONAL INFORMATION

Name: Rui Pedro Costa Melo Medeiros

Date and Place of Birth: August 17, 1963, Lisbon

Nationality: Portuguese

E-mail: rm@servulo.com



CURRICULUM VITAE

QUALIFICATIONS

Graduate in Law from the Law Faculty of the Portuguese Catholic University in Lisbon, with a final average score of 17/20, in 1987.

Master in Law, in the field of Political Legal Studies, from the Law Faculty of the Portuguese Catholic University, defending the thesis "*Ensaio sobre a responsabilidade civil do Estado por actos legislativos*" ("*Essay on the State's liability for legislative acts*"), and earning the final grade of 18/20, in 1991.

PhD in Law, in the field of Political Legal Studies, from the Law Faculty of the Portuguese Catholic University, defending the dissertation "*A Decisão de Inconstitucionalidade*" ("*The Decision of Unconstitutionality*"), and earning the final grade of 18/20, in 1999.



CURRICULUM VITAE

PROFESSIONAL EXPERIENCE

Partner at «Sérvulo & Associados», formerly Sérvulo Correia & Associados, since January 1999.

Aide to the Minister for the Autonomous Region of the Azores, from 1991 to 1993.

CURRICULUM VITAE

TEACHING EXPERIENCE

Associate Professor at the Law Faculty of the Portuguese Catholic University since July 2004, having taught several disciplines as part of the degree course in Law, since October 1987:

- Constitutional Law; Fundamental Rights; Introduction to Public Law; Administrative Law; Political Science; General Theory of the State; Introduction to the Study of Law; International Public Law; Constitutional Justice.

And the following disciplines as part of master's programmes:

- Fundamental Rights and public authorities' pre-, extra-, and contractual liabilities. Having further participated in a number of short and post-graduation courses.

Co-coordinator of the Master Programme in Energy Law since 2010.

Professor at the Institute of Political Studies of the Portuguese Catholic University, since April 1999; co-leader, with Prof. Jorge Miranda, of the course on Constitutional Theory.

Professor at the Institute for Advanced Military Studies, from 1997 to 2002, having taught the course on Political Science.



CURRICULUM VITAE

Visiting Professor at the **Law Faculty of the University of Lisbon**, by permission of the Rector of the Portuguese Catholic University, in the first semesters of the academic years 1999/2000, 2000/2001 and 2001/2002, having taught the discipline **Constitutional Disputes / Constitutional Justice** as part of a post-graduation course in Political Science.

A handwritten signature in blue ink, reading "Lívolo".

CURRICULUM VITAE

ACADEMIC / PUBLIC MANAGEMENT EXPERIENCE

Director of the Law Faculty of the Portuguese Catholic University, from May 2002 to May 2005.



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OTHER EXPERIENCE

Member of the Public Law European Group since 1998.

Expert lawyer in Administrative Law and in Constitutional Law.

Member of the Board of the Institute of Law Firms (part of the Portuguese Bar Association), since May 2006.

Member of the Commission of the Bar Association responsible for elaborating a preliminary draft for the new law on State liability from October 2000 to April 2001.

Member of the PPP Observatory (part of the Portuguese Catholic University).

CURRICULUM VITAE

SEMINARS & CONFERENCES

Speaker at a number of conferences and seminars, in particular:

- Conference: “*Direitos do Homem*” (“*Human Rights*”), of the Bar Association. Paper: “*Direitos do Homem e Processo Penal ou a compatibilidade entre a Liberdade e a Segurança*” (“*Human rights and the criminal procedure, or the compatibility between security and justice*”) – Lisbon, October 2004
- Conference: “*Formação de juízes nacionais em Direito Europeu da Concorrência*” (“*EU Competition Law training for Portuguese judges*”), of the Competition Authority. Paper: “*Direitos do Homem e Processo Penal ou a compatibilidade entre a Liberdade e a Segurança*” (“*Human rights and the criminal procedure, or the compatibility between security and justice*”) – Lisbon, November 2004
- Conference: “*A Reforma do contencioso administrativo*” (“*The reform of administrative disputes*”), of the Lisbon District Council of the Bar Association. Paper: “*Reforma do Contencioso administrativo*” – *A acção administrativa* (“*The reform of administrative disputes*” – *administrative action*) – Lisbon, November 2004
- Conference: “*Novidades da Nova Concordata*” (“*New elements of the new agreement [between the Portuguese State and the Church]*”), of the Law Faculty of the University of Porto. Paper: “*A liberdade religiosa, hoje:*

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- desafios, medos e riscos*” (“*Freedom of religion today: challenges, fears and risks*”) - Lisbon, March 2005
- Seminar: “*As novas directivas da UE e os novos modelos de contratação pública*” (“*The new EU directives and the new public procurement models*”), of INA (the National Institute for Public Administration). Paper: “*As novas directivas*” (“*New directives*”) – Lisbon, November 2005
 - Seminar: “*Direito Processual Constitucional*” (“*Constitutional Procedural Law*”) of the Institute for Political Legal Studies of the Law Faculty of the University of Lisbon. Paper: “*Fiscalização da Constitucionalidade e responsabilidade civil*” (“*Regulation of constitutionality and of state liability*”) – Lisbon, November 2005
 - Conference: “*European Higher Education Institutions in the 21ST Century*” of the European Public Law Center. Paper: “*The last, the presents and the future of legal education in Portugal*” - Greece, February 2006
 - Seminar: “*Bolonha e as ordens profissionais*” (“*The Bologna System and professional associations*”) of the National Professional Council. Paper: “*Bolonha e as ordens profissionais*” (“*The Bologna System and professional associations*”) - Lisbon, April 2006
 - Seminar: “*Análise Prática do Contencioso Administrativo*” (“*Practical analysis of administrative disputes*”) of NPF – Pesquisa e Formação. Papers: “*Acção Administrativa Comum*” (“*Joint administrative action*”); “*Acção*

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Administrativa Especial (“*Special administrative action*”) – Lisbon, April 2006

- Seminar/Debate: “*Os 30 anos da Constituição*” (“*30 Years of the Constitution*”) of the Economic and Social Council/CDS Study Office and the IDL – Instituto Adelino Amaro da Costa. Paper: “*Os 30 anos de revisões constitucionais*” (“*30 Years of Constitutional Reviews*”) – Lisbon, April 2006
- Conference: “*Os 30 anos da Constituição de 1976*” (“*30 Years of the 1976 Constitution*”), of the Law Faculty of the University of Lisbon. Paper: “*Estado Social*” (“*Welfare State*”) – Lisbon, April 2006
- International Conference: “*Verdade, Pessoa Humana e Ordem Político - Jurídica*” (“*Truth, the Human Being, and the Political Legal Order*”) of the Law Faculty of the Portuguese Catholic University. Paper: “*Legitimidade e Legalidade: o Estado de Direito e a Democracia*” (“*Legitimacy and Legality: the Rule of Law and Democracy*”) – Lisbon, May 2006
- Public presentation of the Public Contracts Code (Preliminary transposition of EU Directives 2004/17/CE and 2004/18/CE): “*Âmbito de aplicação, tipos de procedimentos e critérios de escolha*”: Prof. Rui Medeiros (Presidente do grupo de trabalho) (“*Scope, types of procedures and selection criteria*”: Prof. Rui Medeiros (President of the Working Group)) – Lisbon, June 2006
- Summer Course, Law Faculty of the Portuguese Catholic University in Lisbon: “*O Direito dos Contratos Públicos em Tempo de Mudança*” (“*Public*



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- Contracts Law in Times of Change*). Paper: “*Directivas Comunitárias de 2004 sobre Contratos Públicos: âmbito da regulamentação*” (“*EU Directives on Public Contracts from 2004: regulatory context*”) – Lisbon, July 2006
- Study Days of the Law Faculty of the University of Lisbon: “*Jornadas de Estudo em Homenagem do Prof. Doutor Marcello Caetano por ocasião do seu centenário*” (“*Study Days in commemoration of Prof. Marcello Caetano’s centenary*”).
 - “*Direito Constitucional*” (“*Constitutional Law*”) – Lisbon, December 2006
 - AECOPS 2007 Conferences: “*Construção em Portugal*” (“*Construction in Portugal*”). Paper: “*Código dos Contratos Públicos – Novas regras na Construção e Execução de Empreitadas*” (“*Public Contracts Code: new rules on Contracts Construction and Execution*”) – Lisbon, March 2007
 - Seminar of the Regional Directorate for Organisation and Administration of the Government of the Azores Autonomous Region: “*Novas Perspectivas na Contratação Pública*” (“*New Perspectives on Public Procurement*”). Paper: “*Novo Código da Contratação Pública – Linhas de orientação*” (“*New Public Contracts Code: Guidelines*”) – Centro de Formação da Administração Pública dos Açores – Azores, May 2007
 - IX Seminar on Administrative Justice: “*O Código dos Contratos Públicos*” (“*The Public Contracts Code*”). Paper: “*Âmbito objectivo do Código dos*

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Contratos Públicos (“*Scope of the Public Contracts Code*”) – Esposende, June 2007

- Congresso Água XXI/ENEG 2007 – National Meeting of Water and Sanitation Management Entities: “*Os serviços da água: tendências e perspectivas*” (“*Water services: trends and forecasts*”). Paper: “*A responsabilidade civil e criminal das entidades gestoras e dos seus dirigentes e técnicos*” (“*The civil and criminal liability of water management companies, their executives and technicians*”) – Lisbon Congress Centre, November 2007
- V National Congress on Public Administration: “*Modernização, Desenvolvimento e Competitividade*” (“*Modernisation, Development and Competitiveness*”). Paper: “*O Novo Código dos Contratos Públicos – O Novo Regime da Execução dos Contratos Administrativos*” (“*The New Public Contracts Code: the New Regime for Administrative Contracts Implementation*”) – Lisbon, October 2007
- NPF – Pesquisa e Formação Conference: “*O Novo Regime da Contratação Pública no Código dos Contratos Públicos*” (“*The New Public Contracts Regime in the Public Contracts Code*”). Paper: “*O âmbito da aplicação dos Código*” (“*The scope of the Code*”) – Lisbon, November 2007
- Seminar, Jurisnova – Association of the Law Faculty of the New University of Lisbon (FDUNL): “*O Novo Código dos Contratos Públicos*” (“*The New Public Contracts Code*”). Paper: “*O âmbito da aplicação do Código dos Contratos Públicos*” (“*The scope of the Public Contracts Code*”) – Lisbon, January 2008

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- NPF – Pesquisa e Formação Conference: “*Aspectos Nucleares do Novo Regime da Contratação Pública no Código dos Contratos Públicos*” (“*Nuclear Aspects of the New Public Procurement Regime in the Public Contracts Code*”). Paper: “*O âmbito da aplicação dos Código*” (“*The scope of the Code*”) – Lisbon, April 2008
- Seminar of the Law Faculty of Portuguese Catholic University in Porto: “*O Novo Código dos Contratos Públicos*” (“*The New Public Contracts Code*”). Paper: “*Âmbito da aplicação dos Código*” (“*The scope of the Code*”) – Porto, June 2008
- Conference of the Union of Public Prosecutors: “*Porque deve ser apreciada a Constitucionalidade das recentes alterações do Estatuto do Ministério Público*” (“*Why the constitutionality of the recent alterations to the Statute of the Public Prosecution should be appreciated*”) – Lisbon, February 2009
- Intensive course of the Portuguese Association of Insurers (APS): “*Novo regime da Contratação Pública*” (“*The new Public Procurement regime*”). Paper: “*Enquadramento do regime Jurídico da Contratação Pública*” (“*Legal framework of the Public Procurement regime*”) – Lisbon, April 2009
- Conference, ASAP (Associação das Sociedades de Advogados de Portugal – Association of Law Firms in Portugal): “*Regime da relação entre Associados e Sociedades de Advogados*” (“*Rules governing the Associate-Law Firm relationship*”) – Lisbon, May 2009



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- III Congress of the Arbitration Centre of the Portuguese Chambers of Commerce and Industry (Commercial Arbitration Centre): *“Desenvolvimentos recentes da arbitragem em Portugal e actividades do Centro de Arbitragem Comercial”* (*“Recent developments in arbitration in Portugal and the activities of the Commercial Arbitration Centre”*) - Lisbon, July 2009
- XIII Meeting of Resseguros/Portugal Seguro of the Portuguese Association of Insurers (APS): *“Responsabilidade e Seguro”* (*“Responsibility and Insurance”*). Paper: *“Responsabilidade Civil do Estado”* (*“The State’s Civil Responsibility”*) – Lisbon, May 2010