

**EDP – ENERGIAS DE PORTUGAL, S.A.**

**GENERAL SHAREHOLDERS' MEETING**

**NOTICE TO CONVENE MEETING**

In accordance with the law and the Articles of Association, following the request of shareholders Parpública – Participações Públicas (SGPS), S.A. and Capitalpor – Participações Portuguesas, SGPS, S.A., I hereby convene all Shareholders of EDP – Energias de Portugal, S.A. (“EDP”), a listed company, with head office at Praça Marquês de Pombal, no. 12, 1250-162 Lisbon, with the sole number of registration with the Commercial Registry Office of Lisbon and with the tax authorities 500.697.256, with the share capital 3,656,537,715 Euros, to meet at a General Shareholders’ Meeting, which will take place at **Auditório I of Centro de Reuniões of FIL, at Rua do Bojador, Parque das Nações, Lisbon, on August 25<sup>th</sup>, 2011, at 15 pm**, with the following

**AGENDA**

**Sole Item** – Resolve on the modification of the following dispositions of EDP’ By-Laws: (i) article 4, through alteration of the respective number 4; (ii) article 14, through alteration of current numbers 3, 4, 6, 10 and 11 and addition of new numbers 11 and 12 with the consequent renumbering of current numbers 11 and 12; (iii) article 20, through addition of new numbers 6 and 7 and (iv) article 27, through alteration of current number 2.

**INFORMATION TO SHAREHOLDERS**

**REQUIREMENTS FOR PARTICIPATION IN THE GENERAL SHAREHOLDERS’ MEETING**

- a) According to article 14/1 of the Articles of Association of EDP, only shareholders with voting right may attend the General Shareholders’ Meeting, as well as the persons whose presence is considered as justified by the Chairman of the General Shareholders’ Meeting.
- b) To each share corresponds one vote.

- c) Shareholders may only participate at the General Shareholders' Meeting, in person or through a representative, or exercise its voting rights by correspondence, by post or electronically, if such Shareholders own, at least, one share since 00:00 hours (GMT) of the 5<sup>th</sup> negotiation day prior to the date of General Shareholders' Meeting, ie, the 18<sup>th</sup> August 2011 ("Registration Date").
- d) The exercise of participating and voting rights at the General Shareholders' Meeting is not prejudiced by the transfer of shares after the Registration Date, nor is dependent from the respective block between Registration Date and the date of the General Shareholders' Meeting.
- e) Shareholders that intend to participate at the General Shareholders' Meeting must declare previously and in writing such intention, (i) to the Chairman of the General Shareholders' Meeting and (ii) to the financial intermediary to which the book-entry registry of the shares has been entrusted, until 23:59 hours (GMT) of the day prior to the Registration Date, ie, 17<sup>th</sup> August 2011. For this effect, Shareholders may use the automatic formulary of statement available at EDP's website ([www.edp.pt](http://www.edp.pt)) or the formulary available in paper at the referred Internet website and at EDP's registered seat, from the date this notice to convene meeting is disclosed.
- f) Financial intermediaries who are informed of their clients intention in participating in the General Shareholders' Meeting must send to the Chairman of the General Shareholders' Meeting, until 23:59 hours (GMT) of the Registration Date, ie, 18<sup>th</sup> August 2011, information regarding the number of shares registered on behalf of each of its clients with reference to the 00:00 hours of the Registration Date, being able, for that effect, of using the e-mail address [edp.ag@edp.pt](mailto:edp.ag@edp.pt).
- g) Shareholders who, by professional title, own shares on its own name, but on behalf of clients, may vote on a different way with its shares, as long as, beyond the participating statement and the sending, by the respective financial intermediary, of the information above referred, they present to the Chairman of the General Shareholders' Meeting, until 23:59 hours (GMT) of the day prior to the Registration Date, ie, 17<sup>th</sup> August 2011, sufficient and proportional evidence, (i) identification of each client and number of shares to vote on its account and (ii) vote instructions, which shall be specific for each different item of the Agenda and shall be given by each client.

- h) Shareholders who have declared their intention to participate in the General Shareholders' Meeting in the terms above referred and transfer ownership of their shares between Registration Date and the General Shareholders' Meeting must communicate it immediately to the Chairman of the General Shareholders' Meeting and to the Portuguese Securities Market Commission.
  
- i) The representation of a Shareholder is made, through letter, duly signed, addressed to the Chairman of the General Shareholders' Meeting, until 17 hours of the August 23<sup>rd</sup> 2011 and addressed to the head office located at Praça Marquês de Pombal, no. 12, 1250 - 162 Lisbon. To the Shareholders is disclosed a formulary of representation letter, available at EDP's website ([www.edp.pt](http://www.edp.pt)) and at the company's registered seat.
  
- j) In case one shareholder designates several representatives regarding shares held in different book-entry registries, and these representatives vote in a different way regarding the same proposal, all the expressed votes may be annulled. If any of the representatives does not attend the General Shareholders' Meeting, the votes of the representatives present will be considered, as long as all of the representatives vote in the same way.
  
- k) The presence at the General Shareholders' Meeting of a shareholder that has designated one or more representatives revokes the representation powers conferred.
  
- l) Considering that the General Shareholders' Meeting is scheduled for 15.00, EDP recommends to the Shareholders who intend to attend the referred meeting to arrive one hour in advance, in order to allow the timely compliance with all the necessary requirements.

#### ADDITION OF ITEMS IN THE AGENDA AND PRESENTATION OF RESOLUTION PROPOSALS

- m) Under article 23-A of the Portuguese Securities Code, Shareholder(s) that hold shares correspondent to, at least, 2% of the share capital, may request to add certain items in the Agenda, through the presentation of requirement addressed, by writing, to the Chairman of the General Shareholders' Meeting, on the 5 subsequent days after the

publication of this notice to convene meeting; the requirement shall be accompanied by a resolution proposal for each item requested to be included in the Agenda.

- n) The amendment to the notice to convene meeting and resolution proposals for each item are disclosed to the Shareholders by the same way used to disclose this notice to convene meeting, until 00:00 hours (GMT) of the 5<sup>th</sup> day of negotiation prior to the date of the General Shareholders' Meeting, ie, 18<sup>th</sup> August 2011.
- o) In accordance to article 23-B of the Portuguese Securities Code, Shareholder(s) that hold shares correspondent to, at least, 2% of the share capital, may request to include resolution proposals regarding items included in the Agenda or in amendments to the Agenda, through the presentation of requirement addressed, in writing, to the Chairman of the General Shareholders' Meeting on the 5 subsequent days after the publication of this notice to convene meeting or respective amendment; the requirement shall be accompanied by the information related with the resolution proposal. These resolution proposals and respective information are disclosed to the Shareholders as soon as possible, by the same way used to disclose this notice to convene meeting, until ten days before the General Shareholders' Meeting.
- p) If the requirements for addition of items in the Agenda or for resolution proposals are not satisfied, the interested may judicially require to convene a new general shareholders' meeting to resolve on those items or proposals.

#### EXERCISE OF VOTING RIGHTS BY CORRESPONDENCE

- q) Under article 22 of the Portuguese Securities Code and article 14 of the Articles of Association, Shareholders that may attend to the General Shareholders' Meeting may also exercise their voting right by correspondence in relation to any items in the Agenda, by letter, bearing a signature similar to the one on the identification card, addressed to the Chairman of the General Shareholders' Meeting and sent by registered mail with acknowledgement of receipt, which must be received at the head office of the company until August 22<sup>nd</sup>, 2011. The same envelope shall contain a legible copy of the identification card of the signer. To the Shareholders is disclosed a

formulary of voting right letter, available at EDP's website ([www.edp.pt](http://www.edp.pt)) and at the company's registered seat.

- r) The Shareholders that may attend the general Shareholders' Meeting may also exercise its voting right by correspondence; for that purpose the referred Shareholders shall express such intention to the Chairman of the General Shareholders' Meeting through EDP's website ([www.edp.pt](http://www.edp.pt)), in accordance to the formulary available at the referred website or at the company's registered seat, with the necessary prior notice in order to permit its exercise until August 22<sup>nd</sup>, 2011; following this procedure the Shareholders will receive a registered letter, addressed to the address indicated in the declaration of the financial intermediary to which the registry of the shares an account has been entrusted, which contains the electronic address to used for purposes of exercising voting rights and a identifying code (password) mentioning the e-mail with which the Shareholder may exercise, until, August 22<sup>nd</sup>, 2011, its voting rights.
- s) The Chairman of the General Shareholders' Meeting shall verify the authenticity and regularity of the votes issued by correspondence, post or electronically, as well as assure their confidentiality up to the moment of the casting of votes. Those votes are deemed negative votes in relation to proposals of resolutions presented after the date on which those votes have been issued.

#### INFORMATION ELEMENTS AVAILABLE TO SHAREHOLDERS AT THE HEAD OFFICE

The documents and information concerning the items of the Agenda, as well as the information foreseen on number 1 of article 289 of the Portuguese Companies Code and on number 1 of article 21-C of the Portuguese Securities Code, will be made available to the Shareholders, for consultation at the head office and at EDP's website ([www.edp.pt](http://www.edp.pt)), from the date this notice to convene meeting is published.

At the General Shareholders' Meeting, the Shareholders may require the clarification of some information, in order to allow them to have a founded opinion on the items subject to resolution. The disclosure of information that may cause serious damages to the company or to an associated company or violates confidential information imposed by law may be declined.

Lisbon, July 21<sup>st</sup>, 2011

The Chairman of the General Shareholders' Meeting

(Rui Pena)