

EDP – ENERGIAS DE PORTUGAL, S.A.
ANNUAL GENERAL SHAREHOLDERS' MEETING
NOTICE TO CONVENE MEETING

In accordance with the law and the Articles of Association, following the request of the General and Supervisory Board and of the Executive Board of Directors, 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 the Annual 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 April 15th, 2009, at 15 pm, with the following

AGENDA

Item One – Ratification of the resolutions approved in the meeting of the General and Supervisory Board held on March 5th, 2009.

Item Two – Resolve on the individual and consolidated accounts’ reporting documents for the 2008 financial year, including the sole management report (which includes a chapter regarding corporate governance), the individual accounts and consolidated accounts, the annual report and the opinion of the General and Supervisory Board and the legal certification of individual and consolidated accounts.

Item Three – Resolve on the proposal for the allocation of profits in relation to the 2008 financial year.

Item Four – Resolve on the general appraisal of the management and supervision of the company, in accordance with article 455 of the Portuguese Companies Code.

Item Five – Resolve on the election of the members of the corporate bodies for the three year period 2009-2011.

Item Six – Granting of authorization to the Executive Board of Directors for the acquisition and sale of treasury stock by EDP and subsidiaries of EDP.

Item Seven – Granting of authorization to the Executive Board of Directors for the acquisition and sale of treasury bonds by EDP and subsidiaries of EDP.

Item Eight – Resolve on the appraisal, with advisory nature, of the remuneration policy of the members of the corporate bodies.

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 shares since, at least, the 5th business day prior to the date of General Shareholders' Meeting and provided that they keep such quality until the term of said General Shareholders' meeting, without prejudice of the provided under item f) below.
- d) The representation of a Shareholder is made, through letter, delivered to the Chairman of the General Shareholders' Meeting, until 17 hours of the second last day prior to the meeting and addressed to the **head office located at Praça Marquês de Pombal, no. 12, 1250 - 162 Lisbon.**
- e) Evidence of ownership of shares shall be made by sending to the Chairman of the Shareholders' Meeting, to the head office, at least five business days in advance in relation to the date of the meeting, a declaration issued and authenticated by the

financial intermediary to which the book-entry registry of the shares has been entrusted, which must state that the relevant shares are registered in the corresponding account since at least the 5th business day prior to the date of the meeting and that the blocking of such shares was made until the term of such meeting, without prejudice of circumstance provided for in the following item.

- f) In case of suspension of the meeting, in accordance with the terms of the law, the blocking of shares may be cancelled and the Shareholders who intend to participate in the new session of the meeting shall have to execute a new blocking since, at least, the 5th business day prior to the date of said new meeting; in this case the Shareholder shall address to the Chairman of the General Shareholders' Meeting, to the head office, with at least five business days in advance in relation to the date of the new meeting, a declaration issued and authenticated by the financial intermediary to which the book-entry registry of the shares has been entrusted, which must state that the relevant shares are registered in the corresponding account since at least the 5th business day prior to the date of the new meeting and that the blocking of such shares was made until the term of the new meeting.
- g) 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.

EXERCISE OF VOTING RIGHTS BY CORRESPONDENCE

- h) 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 April 9th, 2009. The same envelope shall contain a legible copy of the identification card of the signer.
- i) 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 in the head office to the Chairman of the

General Shareholders Meeting or to the latter through EDP's website (www.edp.pt), with the necessary prior notice in order to permit its exercise until April 9th, 2009; 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, April 9th, 2009, its voting rights.

- j) 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 will be made available to the Shareholders, for consultation at the head office and at EDP's website (www.edp.pt), from March 31st, 2009.

Lisbon, March 11th, 2009

The Chairman of the General Shareholders' Meeting

(Rui Pena)