

**EDP – ENERGIAS DE PORTUGAL, S.A.**  
**GENERAL SHAREHOLDERS MEETING**  
April 21, 2015

**PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA**

Resolve on the appointment of the members of EDP's Remunerations Committee to be appointed by the General Shareholders Meeting (including on the respective remuneration) for the 2015-2017 period

**Whereas:**

- a) Article 11, number 2, paragraph d) articles of association of EDP – Energias de Portugal, S.A. (EDP) sets forth that the General Shareholders Meeting shall appoint a Remunerations Committee composed, on its majority, by independent members and which will be in charge of setting the remuneration of the corporate bodies' members, save for the members of the Executive Board of Directors.
- b) The term of office of the current members of the Remuneration Committee, appointed by the EDP's General Shareholders Meeting for the 2012-2014 period, has ended on December 31 2014.

**It is hereby proposed that the Shareholders approve the following resolutions:**

1. To appoint the following public figures as members of the Remunerations Committee to be appointed by the General Shareholders Meeting for the 2015-2017 period:
  - Luis Miguel Nogueira Freire Cortes Martins (Chairman)
  - José Gonçalo Maury
  - Maria Estela Guedes Barbosa Rodrigues de Magalhães Barbot
2. To set the remuneration of the members indicated above as follows:
  - Chairman- € 15.000 per year;
  - Members - € 10.000 per year.

Lisbon, March 16, 2015

The Shareholders



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CWEI (Europe) S.A.

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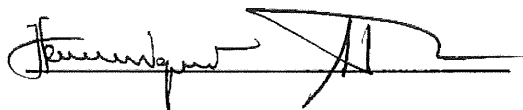
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**Oppidum Capital, S.L.**

**PROPOSAL OF RESOLUTION REGARDING ITEM 9 OF THE AGENDA**

Resolve on the appointment of the members of EDP's Remunerations Committee to be appointed by the General Shareholders Meeting (including on the respective remuneration) for the 2015-2017 period.

A handwritten signature in black ink, appearing to be 'Fundação Millennium bcp', written over a horizontal line.

**Fundação Millennium bcp**

## **Luís Miguel Nogueira Freire Cortes Martins**

Born in Santarém in 1962, married, three children. Law degree from the College of Law of Lisbon Catholic University (1985). He completed the taught part of the master's degree in law of Lisbon Catholic University in 1987/88. He joined Serra Lopes, Cortes Martins & Associados soon after graduating, where he has always worked as a lawyer. He has been an Assistant Teacher at the Law Faculty of Lisbon Classic University (1986-1990), and is currently an Invited Professor at the Law Faculty of Lisbon Catholic University, where he is responsible for Courses and Seminars in business law and Arbitration areas. He is a member of the Commercial and Economic Law Centre of Lisbon Catholic University, the Portuguese Bar Association (since 1987), where he was a Member of the General Council (for the three-year term 2005/2007), the Union Internationale des Avocats (UIA), the International Insurance Law Association and the Portuguese Arbitration Association. In the past five years he has acted as non executive board member at Efacec Capital, SGPS, S.A., Gestespada, SGPS, S.A., Partac, SGPS, S.A., Partmelo, SGPS, S.A., Prosint SGPS, S.A., The Swatch Group (Europa), Sociedade Unipessoal, S.A., The Swatch Group (Europa II) Retail, Sociedade Unipessoal, S.A., as Chairman of the General Meeting of : Associação Portuguesa das Sociedade Concessionárias de Auto-Estradas ou Pontes com Portagens, Agrodiesel, S.A., Brockely Imobiliária, S.A., Controlinveste Media, SGPS, S.A., Controlinveste – SGPS, S.A., Cremorne Imobiliária, S.A., Elaia Lagar – Produção e Comercialização de Azeite, S.A., Gesprosint – Consultoria e Gestão de Investimentos e Projectos, S.A., Gripcom, SGPS, S.A., Iberfar – Industria Farmacêutica, S.A., Lisnave

Estaleiros Navais, S.A., Lisnave Infraestruturas Navais, S.A., Luz Saúde, S.A., Melfer - estudos, Serviços e Participações, S.A., Melfina – estudos, Serviços e Participações, S.A., Mellopark – S.A., Plazainveste – Promoção e Investimentos Imobiliários, S.A., Olivedesportos, Publicidade Televisão e Media, S.A., Olivedesportos - SGPS, S.A., PPTV – Publicidade de Portugal e Televisão, S.A., Sociedade Agrícola Vale de Ouro (S.A.V.O.) S.A., as Secretary of the Board of the General Meeting of Biocolza – Óleos e farinhas de Colza, S.A. and as President of the remuneration committee of BRISA Auto-Estradas de Portugal, S.A.

## **JOSÉ GONÇALO FERREIRA MAURY**

Avenida de Berna n° 9-2°  
1050-036 Lisbon – Portugal

Date of Birth: November 29, 1950  
Married, 3 children

### **Education**

Degree in Finanças – ISCEF / ISE, Lisbon University (1973)  
MBA – INSEAD, Fontainebleau, France (1978)

### **Languages**

Portuguese – mother tongue  
English – good (understanding, spoken and written)  
French – good (understanding), good / average (spoken and written)  
Spanish – good (understanding), average / low (spoken and written)

### **Professional Experience**

Started the professional career at the former Secretariado Técnico da Presidência do Conselho / Government Planning Department (1971-1973) and in various departments of the Ministry of Industry, including at IAPMEI (1973-1974 and 1976-1977);

Served the Portuguese Navy fulfilling the mandatory military service (1974-1976).

During a very short period worked for Quimigal (1977), before joining INSEAD at Fontainebleau, France (MBA 1977-1978). Back to Portugal worked as Commercial Director of Tobom / meat processing company (1978-1979) and was Economic Assistant and Cabinet Head of the Secretary of State for Transports (1980-1981).

From 1981 to 1989 worked at Citibank, Spain (1981) and Portugal. In Portugal was responsible for financial institutions and was a member of the team that negotiated and prepared the opening of the bank in Portugal. From 1985 to 1989 was Vice President responsible for the Credit Department and Risk Management.

From 1990 to 2014 worked for Egon Zehnder, having co-initiated and co-led the Firm's establishment and development in the Portuguese market. In 1996 was elected *Partner* of Egon Zehnder and was also *Managing Partner* of the office in Portugal (2009-2012). Along the years handled a wide variety of situations and projects involving the hiring and assessment of C level and senior executives, NEDs, organizational structures, as well as advising and consulting to major international and Portuguese groups. Within the scope of Egon Zehnder international 's structure was a Member of the following International Practice Groups: Financial Services Practice Group, Consumer Practice Group, Family Advisory Business Practice Group and Board Consulting Group.

### **Current Positions**

President of the Remuneration Committee of Semapa and Secil (since 2006) and of Portucel (since 2007).

Member of the Remuneration Committee of CTT (since 2014).

Non-Executive Board Member of Gestmin SGPS and of Gestmin Serviços (since 2015).



## PERSONAL INFORMATION

FIRST NAME(S) | SURNAME(S)  
E-MAIL ADDRESS  
TELEPHONE NUMBER | MOBILE  
NUMBER  
ADDRESS

Maria Estela Guedes Barbosa Rodrigues de Magalhães Barbot  
[estelabarbot@gmail.com](mailto:estelabarbot@gmail.com)  
 226 188 530 935 500 000  
 Rua de Timor N.º 90  
 4150 – 728 Porto – Portugal

Time management skills and ability to manage priorities translated into the accomplishment of many tasks simultaneously in the course of professional career.

Over 20 years of relevant experience in the business and corporate world in the area of chemical industrial products with consequent in-depth knowledge of the corporate world both nationally and internationally.

Responsible for negotiating and for developing partnerships with various multinational companies (Dupont, BP Chemicals, Rhone Poulenc among others) both for raw-material and packaging distribution (namely, Signode Packaging Solutions)

Headed the acquisition process of AGA – Álcool e Géneros Alimentares, S.A. which culminated in the purchasing of this Portuguese state-owned company's (1994), in its restructuring and in the development of new areas of business (parapharmaceutical products).

In Banking, experience in institutional and business monitoring with corporate / retail / private customers

Extensive experience with associations both nationally (namely as vice-president of AIP) and internationally (member of the European Advisory Board of the IMF and of the Trilateral Commission)

## EDUCATION AND TRAINING

2007 Senior Executive Program – London Business School  
 1981 Degree in Economics – University of Porto

## LANGUAGES

Portuguese Mother tongue  
 English Fluent - Certificate of Proficiency in English from Cambridge University – British Council Porto in 1979  
 French Fluent - Diplôme Superior de Langue Française from the Université de Toulouse – French Institute Porto in 1976  
 German Elementary knowledge - 3rd Year of the Goethe Institut zu Porto in 1986  
 Spanish Elementary knowledge  
 Italian Elementary knowledge

## WORK EXPERIENCE

January 2015 **Instituição Financeira para o Desenvolvimento**  
 Director

2011/ **ALETSE, LDA**  
 Managing Partner  
 Real estate and Management Consulting

2011/ **Youngnetwork, Marketing e Comunicação, Lda**  
 Senior Advisor  
 Communication, Press Relations, Public Relations, Creativity, Digital Advertising, Events and Production

2012/2014 **Eurogroup Consulting Portugal – Consultadoria de Gestão, Lda**

|                               |  |
|-------------------------------|--|
|                               | Senior Advisor<br>Consultancy  |
| 2010/2012                     | <b>Banco Santander Totta S.A.</b><br>Deputy Member of the Board of Directors   |
| 2006/2001                     | <b>AGA – ÁLCOOL E GÉNEROS ALIMENTARES, S.A.</b><br>Director<br>Alcohol and Parapharmaceutical Products                                       |
| 2005/2010                     | <b>Banco Santander Negócios Portugal S.A.</b><br>Director  |
| 1999/2004                     | <b>Produtos Sarcot, S.A.</b><br>Vice-President<br>Production and distribution of raw materials and packaging products for the Industry.      |
| 1994/2006                     | <b>AGA – ÁLCOOL E GÉNEROS ALIMENTARES, S.A.</b><br>Vice-President<br>Alcohol and Parapharmaceutical Products                                 |
| 1994/1998                     | <b>Empresa Industrial União S.A.</b><br>Director<br>Flours for the baking industry   |
| 1988/2008                     | <b>Sarcot – Sociedade de Gestão e Investimento Imobiliário, S.A.</b><br>Director<br>Real Estate  |
| 1986/2008                     | <b>SAR – Sociedade de Participações Financeiras S.A.</b><br>Vice-President   |
| 1986/1987                     | <b>Empresa Industrial União S.A.</b><br>Member of the Audit Board<br>Flours for the baking industry  |
| 1981/1999                     | <b>Produtos Sarcot, S.A.</b><br>Manager<br>Production and distribution of raw materials and packaging products for the Industry.             |
| <b>INSTITUTIONAL ACTIVITY</b> |  |
| 2012/<br>2012/                | Member of the Governing Board of Fundação Centro Cultural de Belém<br>Member of the Management Committee of LIDE – Business Leadership Group |
| 2010/                         | Member of the Advisory Committee of Instituto Português de <i>Corporate Governance</i>   |
| 2001/                         | Member of the Club of Rome   |
| 2000/                         | Member of the Trilateral Commission  |
| 1996/                         | Member of the Advisory Committee of ARCO – Centro de Arte e Comunicação Visual   |
| 1995                          | Member of the Board of Directors of Fundação Luso-Internacional  |
| 1993                          | Secretary of the General Meeting of NOR_RISCO - Capital de Risco, S.A.   |
| 1989/                         | Member of the Council of Founders of the Modern Art Museum of Fundação de Serralves  |
| 2010/2012                     | Member of the European Advisory Board of the IMF   |
| 2010/2011                     | Member of the European Advisory Committee of the Trilateral Commission   |
| 2006/2012                     | Member of the General Council of COTEC   |
| 2006/2012                     | Member of the General Council of Fundação da Casa da Música  |
| 1991/2003                     | Secretary of the General Meeting of Banco Português de Investimento - SGPS   |
| 1990                          | Member of the Council of Founders of the Fundação Luso-Internacional   |



ASSOCIATIVE ACTIVITY

2014/  
2006/  
2005/  
2004/  
2004/  
2002/2003  
2002/2003  
1999  
1999  
1996/2008  
1996/1999  
1996

Member of the Jury of FAE – Fórum de Administradores de Empresas  
Member of the General Council of the Fórum Portugal Global  
Vice-President of the Association of Former Students of the Faculty of Economics of the University of Porto  
Member of the General Council of FAE – Fórum de Administradores de Empresas  
Serves as a juror for the “Primus Inter pares” Award  
Member of FREE – Fórum de Reflexão Estratégica e Empresarial  
Member of the Advisory Board of CIP – Confederação da Indústria Portuguesa  
Served as a juror for the “Máxima Mulher de Negócios” Award  
Member of the Advisory Committee of the National Evaluation Council for Higher Education  
Member of the General Council of AEP – Associação Empresarial de Portugal (Portuguese Entrepreneurial Association)  
Vice-president of the Board of AEP – Associação Empresarial de Portugal (Portuguese Entrepreneurial Association)  
Founder member of ANJE – Associação Nacional de Jovens Empresários (National Association of Young Entrepreneurs)

DIPLOMATIC ACTIVITY

1994/2014  
1998

Honorary Consul General of Guatemala in Portugal  
Commissioner for Expo’ 98

HONOURS AND AWARDS

2010  
1999  
1998

Entrepreneurship Award  
Businesswoman of the Year Award  
D. Antónia Adelaide Ferreira Award

MEMBERSHIPS

Associate of the Câmara dos Técnicos Oficiais de Contas  
Associação Comercial do Porto  
AEP – Associação Empresarial de Portugal (Portuguese Entrepreneurial Association)  
Ordem dos Economistas (Portuguese Economists’ Association)  
FAE – Fórum de Administradores de Empresas  
APGEI – Associação Portuguesa Gestão e Engenharia Industrial.

OTHER ACTIVITIES

Communication skills in different national and international environments.  
Book presentations (e.g: *Gestão Ética e Socialmente Responsável. Teoria e Prática*, for which she also wrote the preface)  
Speaker at several conferences, national ( e.g: Conferências do Estoril, May, 2013) and international ( e.g: ESADE Barcelona MBA Management International 2007)  
Regular panellist in a number of television programmes (“Fala com Elas” broadcast by RTP Informação for 15 months) and guest commentator for the different TV channels  
Organisation of conferences both nationally ( e.g: Seminar on Social Responsibility within the framework of Instituto de *Corporate Governance*, Lisbon 2013) and internationally ( e.g: Meeting of the Trilateral Commission in Porto, 2003)