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**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 the Executive Board of Directors, I hereby convene all Shareholders of EDP – Energias de Portugal, S.A. ("**EDP**"), a listed company, with registered office at Avenida 24 de Julho, no. 12, 1249-300 Lisbon, with the sole number of registration at the Commercial Registry Office of Lisbon and at the tax authorities 500 697 256, with the share capital of 3,656,537,715 Euros, to meet at the Annual General Shareholders' Meeting, which will take place at the **Auditorium of EDP's registered office located at Avenida 24 de Julho, no. 12, Lisbon, on April 16th, 2020, at 3 pm**, with the following

AGENDA

- Item One -** Resolve on the approval of the individual and consolidated accounts' reporting documents for 2019, including the global management report (which incorporates a chapter regarding corporate governance), the individual and consolidated accounts, the sustainability report (containing the non-financial consolidated statement), the annual report and the opinion of the General and Supervisory Board (that integrates the annual report of the Financial Matters Committee/Audit Committee) and the Auditors' Report on the individual and consolidated financial statements.
- Item Two -** Resolve on the allocation of profits in relation to the 2019 financial year.
- Item Three -** Resolve on the general appraisal of the management and supervision of the company, under article 455 of the Portuguese Companies Code.
- Item Four -** Resolve on the granting of authorization to the Executive Board of Directors for the acquisition and sale of own shares by EDP and subsidiaries of EDP.
- Item Five -** Resolve on the granting of authorization to the Executive Board of Directors for the acquisition and sale of own bonds by EDP.



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- Item Six -** Grant authorization to the Executive Board of Directors to increase the share capital of EDP, on one or more occasions, for a 5-year period, up to a 10% limit of the current share capital under the terms of article 4 no. 3 of the Articles of Association.
- Item Seven -** Resolve on the remuneration policy of the members of the Executive Board of Directors presented by the Remunerations Committee of the General and Supervisory Board.
- Item Eight -** Resolve on the remuneration policy of the members of the other corporate bodies presented by the Remunerations Committee elected by the General Shareholders' Meeting.

INFORMATION TO SHAREHOLDERS

REQUIREMENTS FOR PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING

- a) According to number 1 of article 14 of the Articles of Association of EDP, only shareholders with voting right may attend the General Shareholders' Meetings, 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 and vote 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 as of 00:00 hours (GMT) of the fifth negotiation day prior to the date of General Shareholders' Meeting, i.e., April 7th, 2020 ("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 the 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, at the latest, until 11:59 pm (GMT) of the



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negotiation day prior to the Registration Date, i.e., April 6th, 2020. For this effect, Shareholders may use the automatic statement form that will be available at EDP's website (www.edp.com) or the available paper form at the referred Internet website and at EDP's registered office, 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 11:59 pm (GMT) of the Registration Date, i.e., April 7th, 2020, information regarding the number of shares registered on behalf of each one of its clients with reference to 00:00 hours of the Registration Date, and may, for that purpose, use the e-mail address edp.ag@edp.com.
- g) Shareholders who, by professional title, own shares on its own name, but on behalf of clients, may vote on a different way with their shares, as long as, in addition to the participation 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 11:59 pm (GMT) of the day prior to the Registration Date, i.e., April 6th, 2020, sufficient and proportional evidence, of (i) identification of each client (it is understood that the indication of the legal entity number issued by the competent authority at the country of origin will constitute a sufficient and proportional evidence of such identification), (ii) number of shares to vote on each client's account and (iii) vote instructions, specific for each item of the Agenda, 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 the Registration Date and the end of 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, which receipt shall occur until 5 pm of April 14th, 2020 at the registered office located at Avenida 24 de Julho, no. 12, 1249-300 Lisbon. It is made available to Shareholders a representation letter form at EDP's website (www.edp.com), which may also be requested at the company's registered office.



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- j) In case one shareholder designates different representatives regarding shares held in different book-entry registries, and these representatives vote in a different way on 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, however, be considered, as long as all these representatives vote in the same way.
- k) The presence at the General Shareholders' Meeting of a shareholder that has indicated one or more representatives revokes the representation powers conferred.
- l) Considering that the General Shareholders' Meeting is scheduled for 3 pm, 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 of all the necessary requirements.

ADDITION OF ITEMS TO 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 to the Agenda, through the presentation of a writing requirement addressed to the Chairman of the General Shareholders' Meeting, in the 5 days following the publication of this notice to convene meeting, which 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 the resolution proposals for each additional 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 fifth negotiation day prior to the date of the General Shareholders' Meeting, i.e., April 7th, 2020.
- 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 the inclusion of resolution proposals regarding subjects referred to in the Agenda or in amendments to the Agenda, through the presentation of a written requirement addressed to the Chairman of the General Shareholders' Meeting on the 5 days following the publication of this notice to convene meeting or respective amendment, jointly with the information which shall accompanied the resolution proposal. These resolution proposals and respective information are disclosed to the Shareholders as soon as possible, by the same



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way used to disclose this notice to convene meeting, until ten days before the date of the General Shareholders' Meeting.

- p) If the requirements for the inclusion of items in the Agenda or resolution proposals are not satisfied, the interested may judicially require convening a new general shareholders' meeting to resolve on those items or proposals.

EXERCISE OF VOTING RIGHTS BY CORRESPONDENCE

- q) According to article 22 of the Portuguese Securities Code and article 14 of the Articles of Association, Shareholders habilitated to attend the General Shareholders' Meeting may also exercise their voting right by correspondence on each item in the Agenda, by letter, addressed to the Chairman of the General Shareholders' Meeting and sent by registered mail with acknowledgement of receipt and delivered at the registered office of the company until April 13th, 2020. In case the Shareholder is an individual, its signature must be identical to the one of its identity card and a copy of it shall be sent in the same envelope. In case the Shareholder is a corporation, the signature of its representative shall be recognized on that capacity. To the Shareholders is made available a voting letter form at EDP's website (www.edp.com), which may also be requested at EDP's registered office.
- r) Shareholders habilitated to attend the General Shareholders' Meeting may also exercise their voting right by correspondence using electronic means; for that purpose the referred Shareholders shall express such intention to the Chairman of the General Shareholders' Meeting through EDP's website (www.edp.com), in accordance with the form available at the referred website or at the company's registered office, with the necessary prior notice in order to allow its exercise until April 13th, 2020; following, the Shareholders will receive in their electronic address a message confirming the receipt of the intention to participate in the General Shareholders' Meeting containing also a secret identifying code (password) for the exercise of voting rights by correspondence using electronic means; following, a second electronic mail with the ballot paper will be received, and the Shareholders should exercise the respective voting rights until 13 April 2020.
- s) The ballot paper should be signed by the Shareholder, its signature must be identical to the one of its identity card, and send by electronic means for the email address made available (referring in the subject the secret identifying code (password) above referred),



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accompanied with a legible copy of the identification document of the Shareholder; in case the Shareholder is a legal entity, the ballot paper should be signed by a legal representative, accompanied with a document proving the legitimacy of the representation (in case of legal entities incorporated in Portugal, the reference of the Commercial Certificate code regarding the represented entity will suffice).

- t) The Shareholders that, on a professional basis, held shares in its own name but for the account of clients, and intend to exercise their voting right by correspondence using electronic means should express such intention to the Chairman of the Board of the General Shareholders' Meeting, through EDP's Internet website (www.edp.com), in accordance with the communication model included in such page, or upon request at the registered office, early enough to exercise its voting rights until 13th April 2020; following, they will receive an electronic mail with the receipt confirmation of the intention to participate in the General Shareholders' Meeting containing also a secret identifying code (password) for the exercise of voting rights by correspondence using electronic means; following, the Shareholders will receive in their electronic address a second electronic mail containing the template table with information on the votes to be exercise on the account of clients, namely the identification of each client, the number of shares voted on their account and the voting instructions, specified for each item of the agenda given by each client, and the professional Shareholders should exercise their voting rights until 13 April 2020, referring in the subject the secret identifying code (password) above referred. The table should be signed by the legal representative of the professional Shareholder, accompanied with a document proving the legitimacy of the representation (in case of legal entities incorporated in Portugal, the reference to the Commercial Certificate code regarding the represented entity will suffice).
- u) 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 to 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



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The documents and information concerning Items One to Eight of the Agenda, as well as the information foreseen in no. 1 of article 289 of the Portuguese Companies Code and in no. 1 of article 21-C of the Portuguese Securities Code, will be made available to the Shareholders, for consultation at the registered office, at EDP's website (www.edp.com) and at the Portuguese Securities Market Commission's website (www.cmvm.pt), from the date this notice to convene meeting is published.

At the General Shareholders' Meeting, 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 that infringes confidential information imposed by law may be declined.

OTHER INFORMATION

Considering that the matters of the resolution to be taken under Item Three of the Agenda refers to different subjects, the Shareholders are hereby informed that the votes in relation to the referred Item shall be separately cast at the Annual General Shareholders' Meeting. Accordingly, the votes shall be separately cast regarding the general appraisal of the Executive Board of Directors, the General and Supervisory Board and the Statutory Auditor.

As a result of the current circumstances experienced on a global scale resulting from the Covid-19 pandemic, EDP informs that is implementing the recommendations publicly disclosed by the competent health authorities and will adopt all adequate measures to prevent the risk of contagion between participants of the General Shareholders' Meeting. For such compliance, EDP is counting with the responsible collaboration of Shareholders, namely regarding on the disinfection of facilities and of the materials used, the filing of a questionnaire when entering the facilities, the minimization of catering services, the distance between seats allotted to participants and the request of any adequate hygienic procedure for the participants to have access to the Auditorium where the General Shareholders' Meeting is taking place.

In the current context, EDP recommends to Shareholders that voting rights are exercised by correspondence vote, under the terms of the rules set forth in this Notice to Convene.



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Aware of the protection duties towards Shareholders, our employees and remaining participants, EDP continues to monitor the evolution of the pandemic outbreak and ensures that the General Shareholders' Meeting will only take place if the public health conditions, confirmed, at that date, are met.

Lisbon, 16th March 2020

The Chairman of the General Shareholders' Meeting
(Luís Palha da Silva)