

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

April 5th, 2018

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 2018-2020 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 2015-2017 period, ended on December 31 2017.

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

1. To appoint the following persons as members of the Remunerations Committee to be appointed by the General Shareholders Meeting for the 2018-2020 period:
 - Luis Miguel Nogueira Freire Cortes Martins (Chairman)
 - José Gonçalo Maury
 - Jaime Amaral Anahory
2. To set the remuneration of the members indicated above as follows:
 - Chairman- € 15.000 per year;
 - Members - € 10.000 per year.

Lisbon, January 8th 2018

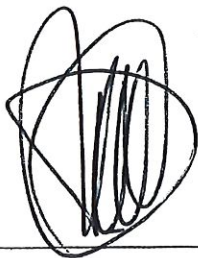
The Shareholders



China Three Gorges (Europe) S.A.

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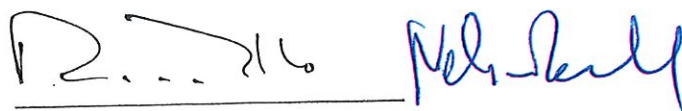
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Oppidum Capital S.L.



Senfora, BV



Fundo de Pensões do Grupo Millennium BCP

Sonatrach


E. OUNOUGHI

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).

Jaime Amaral Anahory

Born in Lisbon on July 13, 1945, holds a degree in Civil Engineering from *Instituto Superior Técnico de Lisboa*.

From the early stage of his professional career stands out, between 1970 and 1979, *Profabril* in the Civil Engineering department, followed by a period as Infrastructure and Investment Manager at *Renault*, between 1980 and 1986.

In the following phase, between 1987 and 2010, takes up managing roles in several companies from the José de Mello Group.

Between 1987 and 1998 assumes the position of Managing Director at *ESLI – Parques de Estacionamento de Lisboa* (Car Parking Business) and Non-Executive Director in other Financial Services companies from the Group.

Between 1998 and 2000 as CEO of *Lisnave Infrastructure* carries out the modernization of the Mitrena shipyard in Setúbal and from 1999 to 2000 accumulates this with CEO of the *Lisnave – Estaleiros Navais*.

Finally, between 2000 and 2010 as Executive Director at *José de Mello Saúde* takes responsibility for several of the company's departments.

Between June 2010 and March 2013 collaborates as Partner with *Boyden Global Executive Search*.

Currently is a member of the Remuneration Committees of *Brisa - Auto Estradas de Portugal* and *EDP*.