

**BALLOT FOR DISTANCE VOTE**  
**GENERAL SHAREHOLDERS' MEETING OF EDP RENOVÁVEIS, S.A.**  
**April 9, 2015**

Proposals relating to the Agenda		Vote		
		In favor	Abstention	Against
1. Review and approval, where appropriate, of the individual annual accounts of EDP RENOVÁVEIS, S.A., as well as those consolidated with its subsidiaries, for the fiscal year ended on December 31, 2014.				
2. Review and approval, where appropriate, of the proposed application of results and distribution of dividends for the fiscal year ended December 31, 2014.				
3. Review and approval, where appropriate, of the Individual Management Report of EDP RENOVÁVEIS, S.A., the Consolidated Management Report with its subsidiaries, and its Corporate Governance Report, for the fiscal year ended December 31, 2014.				
4. Review and approval, where appropriate, of the management and performance by the Board of Directors and its Executive Committee during the fiscal year ended December 31, 2014.				
5. Board of Directors: re-elections and nominations of Directors:	Fifth A. Re-elect Mr. António Luis Guerra Nunes Mexia as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth B. Re-elect Mr. João Manuel Manso Neto as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth C. Re-elect Mr. Nuno Maria Pestana de Almeida Alves as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth D. Re-elect Mr. Rui Manuel Rodrigues Lopes Teixeira as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth E. Re-elect Mr. João Paulo Nogueira da Sousa Costeira as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth F. Re-elect Mr. Gabriel Alonso Imaz as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth G. Re-elect Mr. João Manuel de Mello Franco as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth H. Re-elect Mr. Jorge Manuel Azevedo Henriques dos Santos as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth I. Re-elect Mr. João José Belard da Fonseca Lopes Raimundo as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth J. Re-elect Mr. António do Pranto Nogueira Leite as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth K. Re-elect Mr. Manuel Menéndez Menéndez as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth L. Re-elect Mr. Gilles August as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth M. Re-elect Mr. José Ferreira Machado as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth N. Re-elect Mr. Acácio Jaime Liberado Mota Piloto as Director for the term of three (3) years as set in the Articles of Association.			
	Fifth O. Nominate Mrs. Francisca Guedes de Oliveira as Director for the term of three (3) years as set in the Articles of Association			
	Fifth P. Nominate Mr. Allan J. Katz as Director for the term of three (3) years as set in the Articles of Association			

6. Amendments to the Articles of Association, with the purpose to adapt certain Articles to <i>Ley 31/2014 del 3 de diciembre por la que se modifica la Ley de Sociedades de Capital para la mejora de Gobierno Corporativo</i> )	Sixth A. Amend article 12.3 of the Articles of Association, in order to grant to Shareholders representing at least 3% of the share capital, the right to request a call for a General Shareholders' Meeting, instead of the 5% required before.			
	Sixth B. Amend article 14.1 of the Articles of Association, with the purpose to reduce from 7 to 5 the number of days prior to the General Shareholders' Meeting until which the Shareholders are entitled to request to the Board of Directors information or clarifications in relation with the items included in the Agenda..			
	Sixth C. Amend Article 14.4 of the Articles of Association, with the purpose to set in a more detailed form, the cases in which the Directors are entitled not to disclose the information required by a Shareholder.			
	Sixth D. Amend Article 17.2 of the Articles of Association, with the purpose to include a qualified quorum at the General Shareholder's Meeting for valid approval of resolutions regarding the global assignment of assets and liabilities, the transfer of the registered office abroad and the elimination or limitation of pre-emptive rights of new shares.			
	Sixth E. Amend Article 17.4 of the Articles of Association, with the purpose to adapt it to the new reinforced majority regulation set by the New Spanish Companies Law.			
	Sixth F. Amend Article 24.1 of the Articles of Association, with the purpose to set that a Board of Directors meeting will take place at least once a quarter.			
	Sixth G. Amend article 24.7 of the Articles of Association, with the purpose to define that the representation of Non-executive Directors can only be delegated in other Non-executive Director.			
	Sixth H. Amend Article 27.2 of the Articles of Association, to include a wider list of non-delegable powers by the Board of Directors.			
7. Authorization to the Board of Directors for the derivative acquisition and sale of own shares by EDP Renováveis, S.A. and/or by other affiliate companies up to a maximum limit of 10%.				
8. Delegation of powers to the Board of Directors to issue in one or more occasions any: (i) fixed income securities or other debt instruments of analogous nature (including without limitation bonds and promissory notes) up to the maximum amount permitted by the Law, as well as (ii) fixed income securities or other type of securities (warrants included) convertible or exchangeable, at the Board of Directors' discretion, into EDP Renováveis, S.A. shares, or that recognize, at the Board of Directors' discretion, the right of subscription or acquisition of shares of EDP Renováveis, S.A., or of other companies, up to a maximum amount of three hundred million Euros (€ 300.000.000) or its equivalent in other currency. Delegation of power with the faculty of substitution, to establish the criteria to determine the bases and methods for the conversion or subscription of shares and the power to increase the capital up to the necessary amount, as well as, subject to the applicable legislation, the power to exclude Shareholder's pre-emptive rights.				
9. Approval of the Remuneration Policy of the members of the Board of Directors of the Company.				
10. Reelection, as External Auditor of EDP Renováveis S.A., of KPMG AUDITORES, S.L. registered at the Official Register of Auditors under number S0702 and with Tax Identification Number B-78510153, for the year 2015.				
11. Delegation of powers for the formalization and implementation of all resolutions adopted at the General Shareholders' Meeting, for the execution of any relevant public deed and for its interpretation, correction, addition or development in order to obtain the appropriate registrations.				



\_\_\_\_\_ of \_\_\_\_\_, 2015

\_\_\_\_\_  
Name of the Shareholder legible and in capital letter

\_\_\_\_\_  
Number of shares

\_\_\_\_\_  
Signature of the Shareholder similar to that of the ID

**Notes:**

1. *It is requested that a shareholder that intends to attend to General Shareholders' Meeting, informs in writing to the Chairman of the General Shareholders' Meeting till the end of **March 30<sup>th</sup>, 2015**, by means of a written communication to be sent (could be used for this aim the template included in the website [www.edprenovaveis.com](http://www.edprenovaveis.com)) to the registered office, to the mailbox n.º 15005EC Campolide, 1074-003 Lisbon, Portugal or to the e-mail [shareholdersedpr@edprenovaveis.com](mailto:shareholdersedpr@edprenovaveis.com).*
2. *The certificate of ownership of the shares issued by the correspondent Bank or Financial Institution and referred to the shares owned at 00:00 hours of **March 31<sup>st</sup>, 2015**, shall be sent by the Bank or Financial Entities until the end of the day March 31<sup>st</sup>, 2015 to the Chairperson of the General Shareholders' Meeting to the registered office, to the mailbox n.º 15005EC Campolide, 1074-003 Lisbon, Portugal or to the e-mail [shareholdersedpr@edprenovaveis.com](mailto:shareholdersedpr@edprenovaveis.com).*