



**EDP — ENERGIAS DE PORTUGAL, S.A.**

*(incorporated with limited liability in the Portuguese Republic)*

**EDP FINANCE B.V.**

*(incorporated with limited liability in The Netherlands  
and having its statutory seat in Amsterdam)*

**€13,500,000,000**

*Programme for the Issuance of Debt Instruments*

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This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 6 September 2019 (the "**Base Prospectus**") prepared by EDP — Energias de Portugal, S.A. ("**EDP**") and EDP Finance B.V. ("**EDP B.V.**") (together, the "**Issuers**") in connection with their Programme for the Issuance of Debt Instruments (the "**Programme**") for the issuance of up to €13,500,000,000 in aggregate principal amount of instruments (the "**Instruments**").

Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Central Bank only approves this Base Prospectus supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the quality of the Instruments that are subject of this Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Instruments.

The purpose of this Supplement is to: (i) in respect of EDP, incorporate by reference in the Base Prospectus the audited consolidated annual financial statements of EDP for the financial year ended 31 December 2019 and the auditors' report thereon; (ii) in respect of EDP B.V., incorporate by reference in the Base Prospectus the audited annual financial statements of EDP B.V. for the financial year ended 31 December 2019 and the auditors' report thereon; (iii) update the "*Risk Factors*" section in the Base Prospectus; (iv) update certain sections of the description relating to EDP and the EDP Group; (v) update certain sections of the description relating to EDP B.V.; and (vi) update the "*Taxation*" section in the Base Prospectus.

## **IMPORTANT NOTICES**

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail. Any websites referred to herein do not form part of the Base Prospectus.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Instruments issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

### A. Documents incorporated by reference

In respect of EDP, a copy of the audited consolidated annual financial statements of EDP for the financial year ended 31 December 2019 and the auditor's report thereon (the "**EDP 2019 Financial Statements**"), which appear on pages 227 – 393 and 413 – 423, respectively, of EDP's annual report for the year ended 31 December 2019, is incorporated by reference in and forms part of this Supplement.

In respect of EDP B.V., a copy of the audited annual financial statements of EDP B.V. for the financial year ended 31 December 2019 and the auditor's report thereon (the "**EDP B.V. 2019 Financial Statements**"), which appear on pages 9 – 34 and 36 – 44, respectively, of EDP B.V.'s annual report for the year ended 31 December 2019, is incorporated by reference in and forms part of this Supplement.

A copy of each of the EDP 2019 Financial Statements and EDP B.V. 2019 Financial Statements (together, the "**EDP Financial Statements**") has been filed with the Central Bank, and is also available at [https://www.edp.com/sites/default/files/2020-03/RC\\_2019\\_EN.pdf](https://www.edp.com/sites/default/files/2020-03/RC_2019_EN.pdf) and [https://www.edp.com/sites/default/files/2020-03/EDP2019\\_FST%2BAuditorsReport\\_unsigned\\_searchable.pdf](https://www.edp.com/sites/default/files/2020-03/EDP2019_FST%2BAuditorsReport_unsigned_searchable.pdf).

Any information contained in the EDP Financial Statements referred to above which is not incorporated by reference in this Supplement is either not relevant to investors or covered elsewhere in the Base Prospectus, as amended by this Supplement.

Copies of the information incorporated by reference in this Supplement as described above can be obtained from the registered office of each Issuer and from the specified office of the Paying Agent for the time being in London and in Lisbon.

### B. Update of the no significant change statement

As a result of the incorporation by reference in this Supplement of the EDP Financial Statements, paragraph 3 of the "*General Information*" section on page 203 of the Base Prospectus shall be deleted and replaced as follows:

"There has been no significant change in the financial performance of EDP, EDP B.V. or the EDP Group since 31 December 2019, and there has been no material adverse change in the prospects of EDP, EDP B.V. or the EDP Group since the date of their last published audited financial statements, being 31 December 2019."

### C. Update to the Risk Factors

The following text is to be added at the end of the sub-section entitled "*Risk Factors - Risks relating to EDP's operational activities business*" on pages 13-17 of the Base Prospectus:

***"EDP is exposed to natural disasters and other calamities. The occurrence of earthquakes, storms, extreme weather conditions, as well as health issues related to epidemic diseases, and any similar event, could materially impact EDP's business."***

The occurrence of a disaster or other calamity could significantly affect EDP's operations and financial condition, both if it occurs in a country or region where EDP operates its business, or from which EDP sources materials and/or equipment and components that are essential for the operation, or required in the construction and development of, its power plants.

In particular, the recent outbreak of coronavirus that has spread globally is expected to adversely affect economic conditions and financial markets throughout the world. The outbreak may materially and negatively impact the global supply chain, markets and economies. It may also affect investment sentiment and result in heightened volatility and adverse conditions in global capital markets. In the short term, EDP may experience a decline in demand and power prices as well as delays or service disruptions in its operational activities should there be any breaks in its supply chains and/or the unavailability of its suppliers or employees. In such an environment, EDP may also face an increased risk of default by both its counterparties and clients. EDP's access to funding necessary for its business operations or investments may also be more limited and/or more expensive.

In addition, measures introduced by governments and regulators in the countries where EDP operates to mitigate the economic consequences of the coronavirus pandemic, including policies designed to maintain the continuity of energy generation, distribution and supply, financial assistance packages to temporarily "freeze" or suspend consumer bills and other policies and measures, could have a material adverse effect on the EDP Group's business and financial condition. Similarly, measures intended to halt the spread of coronavirus, such as restrictions on travel, transport or the prolonged closures of workplaces, may also materially impact the operations of the EDP Group.

Given the uncertainty around the lasting effect of the coronavirus outbreak, the longer-term impact on the global economy and, in turn, EDP's results of operations, cannot be determined. However, the outbreak could affect EDP's assets and portfolio (for example, by delaying the construction of its projects, delaying auctions for new concessions or the execution of its corporate strategy), processes (for example, by causing service disruptions among its critical suppliers), human resources (for example, illnesses may lead to health-related absenteeism which may, in turn, reduce productivity) and IT systems (for example, any failure from outsourcers may disrupt the level of maintenance and support available to EDP and its business activities). Any of these factors, individually or collectively, may adversely affect EDP's business, financial condition and operations."

#### **D. Update to the description of EDP and the EDP Group**

The following text is to be added to the "*General and Supervisory Board*" sub-section, after the third paragraph on page 163 of the Base Prospectus:

"On 24 December 2019, Yinsheng Li tendered his resignation as representative of China Three Gorges Brasil Energia Ltda. in the General and Supervisory Board and, on the same date, China Three Gorges Brasil Energia Ltda. informed EDP of the appointment of Li Li as its representative."

The following text is to be added at the end of the sub-section entitled "*Recent Developments*" on pages 176-177 of the Base Prospectus:

"In the last quarter of 2019, the EDP Group agreed to sell a company holding a portfolio of six large hydro plants in Portugal to a consortium of investors formed by Engie, Crédit Agricole Assurances and Mirova – Natixis Group. The disposed hydro portfolio comprises 1,689 MW of installed capacity in the Douro river basin (Miranda, Picote, Bemposta, Foz Tua, Baixo Sabor and Feiticeiro). The agreed transaction value is estimated around €2,210 million (with the exact equity value to be determined upon the conclusion of the transaction). The transaction is expected to be completed by the second half of 2020, following the fulfilment of the applicable corporate and regulatory conditions and aims at optimising EDP's portfolio, decreasing EDP's exposure to concentrated hydro volatility and merchant prices, reinforcing EDP's low business risk profile and improving financial leverage."

#### **E. Update to the description of EDP Finance B.V.**

The paragraph beginning "*The current management board is composed of four members...*" on page 182 in the section entitled "*EDP Finance B.V.*" is deleted in its entirety and replaced with:

"The current management board is composed of four members: EDP, Marleen Frederika Carola van der Werff, Ronald Arendsen and TMF Netherlands B.V. Details of the directors of EDP can be found in "**Management**".

The subsequent table on page 182 is deleted in its entirety and replaced with:

<u>Name</u>	<u>Year of Birth</u>	<u>Position</u>	<u>Elected</u>
Marleen Frederika Carola van der Werff	1975	Director	2019
Ronald Arendsen .....	1967	Director	2020

The remaining references to "Hubert Philippus de Kanter" and "Andreas Gerardus Maria Nagelmaker" in the section entitled "*EDP Finance B.V.*" are replaced with "Marleen Frederika Carola van der Werff" and "Ronald Arendsen", respectively.

**F. Update to the Taxation section**

The following text is to replace the third paragraph of the "*Taxation*" section on page 187 of the Base Prospectus:

"The acquisition of Instruments through gift or inheritance by a Portuguese resident legal person or non-resident legal person acting through a Portuguese permanent establishment is subject to Corporate Income Tax at a 21 per cent. tax rate (a 17 per cent. rate is applicable to the first EUR 25,000 of taxable income obtained by small and medium sized companies, as defined in the annex of Decree-Law no. 372/2007, of 6 November), to which a municipal surcharge (*derrama municipal*) of up to 1.5 per cent. of their taxable income may be added. A state surcharge (*derrama estadual*) also applies at 3 per cent. on taxable profits in excess of €1,500,000 and up to €7,500,000, 5 per cent. on taxable profits in excess of €7,500,000 and up to €35,000,000, and 9 per cent. on taxable profits in excess of €35,000,000."

The following text is to replace the fifth paragraph of the "*Taxation*" section on page 188 of the Base Prospectus:

"Interest and other investment income derived from Instruments and capital gains obtained with the repayment or transfer of Instruments by legal persons resident for tax purposes in Portugal and by non-resident legal persons with a permanent establishment in Portugal to which the income or gains are attributable are included in their taxable income and are subject to Corporate Income Tax at a 21 per cent. tax rate (a 17 per cent. rate is applicable to the first EUR 25,000 of taxable income obtained by small and medium sized companies, as defined in the annex of Decree-Law no. 372/2007, of 6 November), to which a municipal surcharge (*derrama municipal*) of up to 1.5 per cent. of its taxable income may be added. A state surcharge (*derrama estadual*) also applies at 3 per cent. on taxable profits in excess of €1,500,000, 5per cent. on taxable profits in excess of €7,500,000 and up to €35,000,000, and at 9 per cent. on taxable profits in excess of €35,000,000."

The following text is to replace the sixth paragraph of the "*Taxation*" section on page 188 of the Base Prospectus:

"Withholding tax at a rate of 25 per cent. applies on interest and other investment income, which is deemed a payment on account of the final tax due. Financial institutions subject to Portuguese corporate income tax (including branches of foreign financial institutions located in Portugal), and inter alia pension funds, retirement and/or education savings funds, venture capital funds and collective investment undertakings constituted under the laws of Portugal are not subject to withholding tax."

The following text is to replace the second paragraph of the "*Taxation*" section on page 190 of the Base Prospectus:

"Stamp Duty at a rate of 10 per cent. applies to the acquisition through gift or inheritance of Instruments by an individual who is resident for tax purposes in Portugal. An exemption applies

to transfers in favour of the spouse, de facto spouse, descendants and parents/grandparents. The acquisition of Instruments through gift or inheritance by a Portuguese resident legal person or a non-resident legal person acting through a Portuguese permanent establishment is subject to Corporate Income Tax at a 21 per cent. tax rate (a 17 per cent. rate is applicable to the first EUR 25,000 of taxable income obtained by small and medium sized companies, as defined in the annex of Decree-Law no. 372/2007, of 6 November), to which a municipal surcharge (*derrama municipal*) of up to 1.5 per cent. of its taxable income may be added. A state surcharge (*derrama estadual*) also applies at 3 per cent. on taxable profits in excess of €1,500,000 and up to €7,500,000, 5 per cent. on taxable profits in excess of €7,500,000 and up to €35,000,000, and 9 per cent. on taxable profits in excess of €35,000,000."