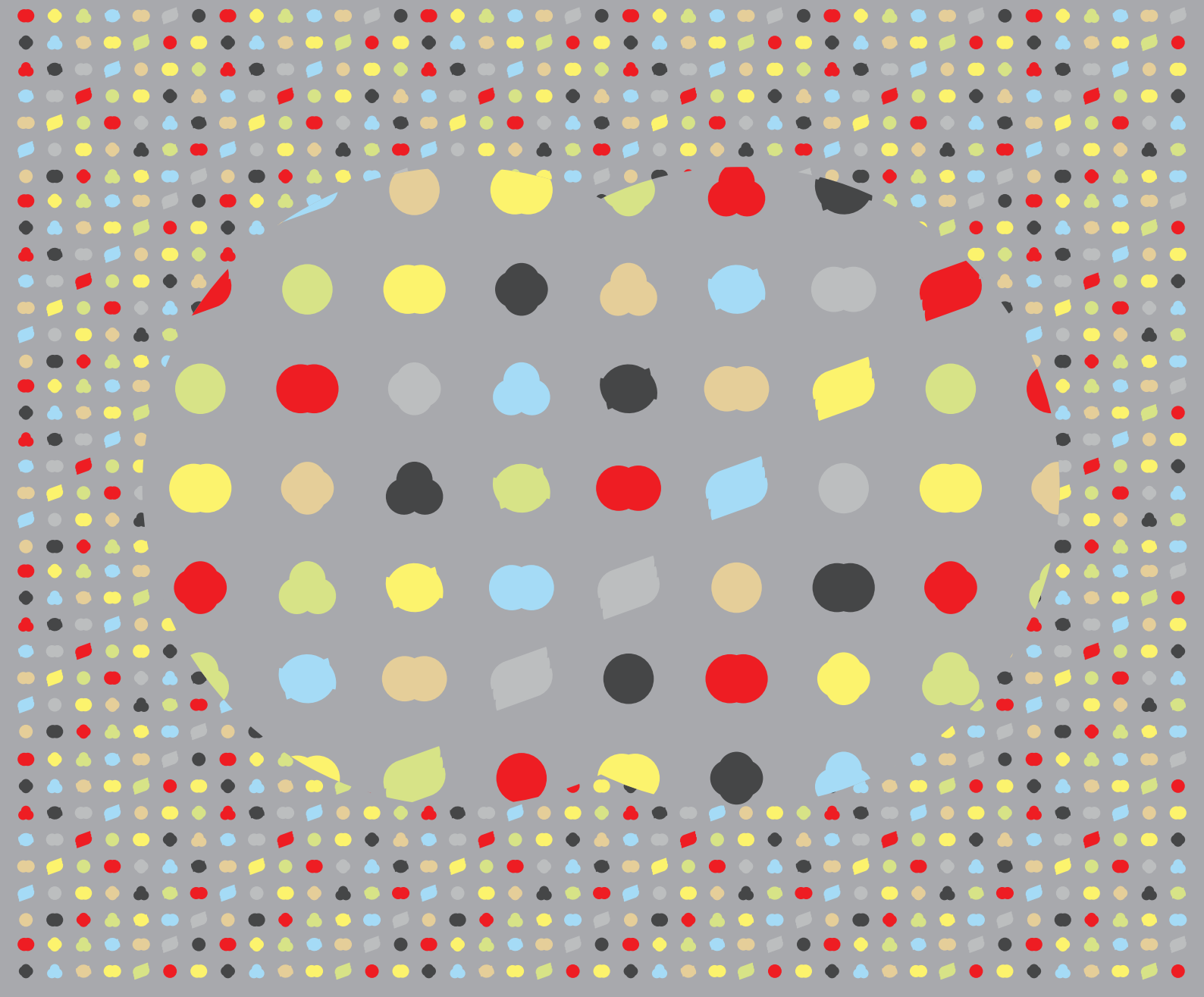




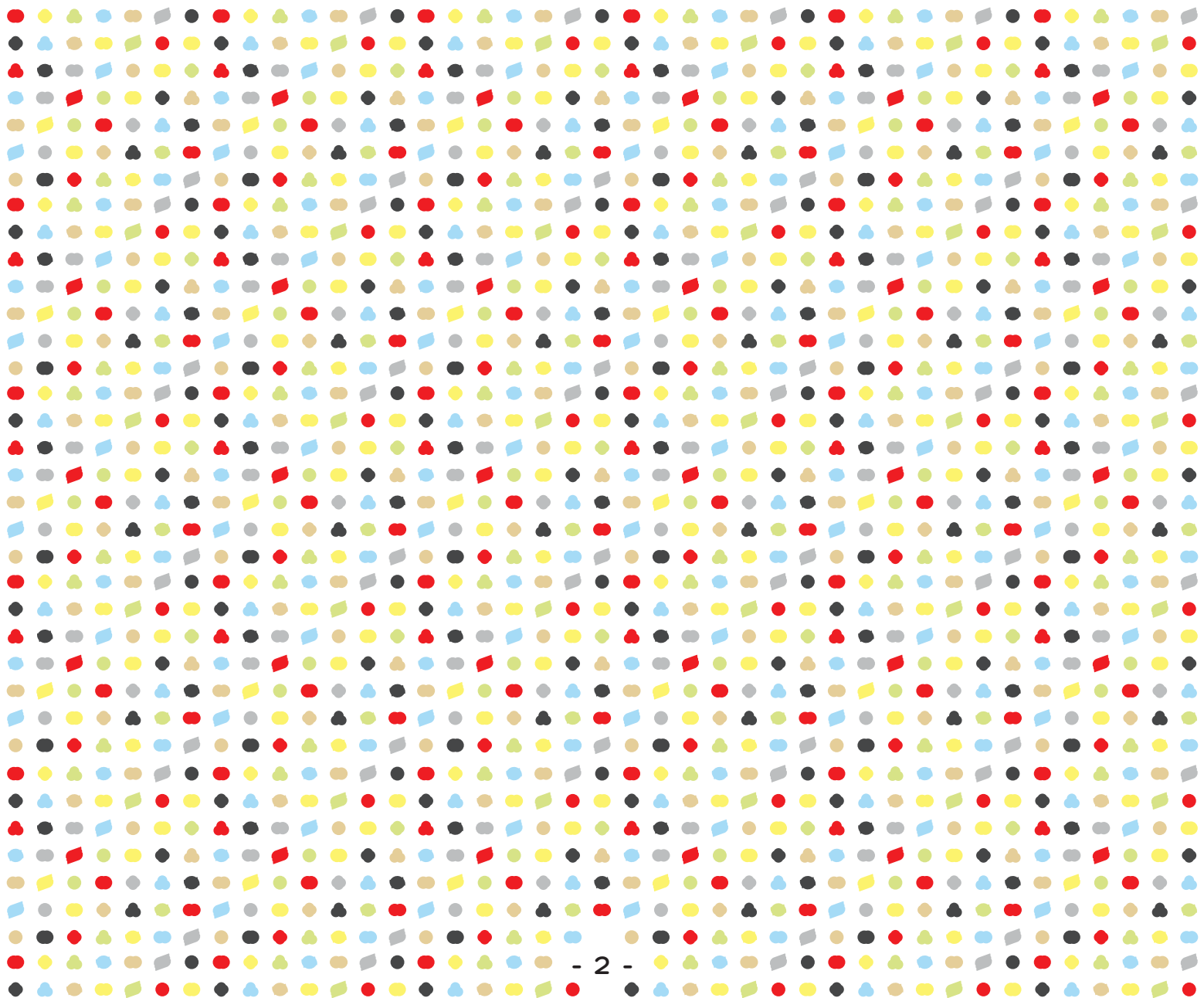
# EDP CODE OF ETHICS

we are what we do





# Message of the President





It is my conviction that EDP's success is founded on the relationship of trust that we have been able to build up with all our stakeholders. Today it is most certainly an important part of our heritage.

EDP is a ground-breaking company when it comes to sustainability. We believe that this is the only way to create economic and social value continuously and over the long run. This is why we consider that ethics and business go hand in hand not only in our work but also in our entire supply chain, particularly for entities acting in our name.

In 2005, EDP published its first code of ethics. This revision is a proof of vitality and results from a reflection, shared by all our business units, on the company's ethics, the changes in the world and the role we want to play, now that we are operating in four continents.

In order to be a useful and living instrument, it is not enough for a code to merely exist. This code is therefore not an isolated feature. It belongs to an ethics management system that includes functional units, specific regulations, monitoring and accountability for our ethical performance, along with training, awareness-raising and capacity building for employees and some other stakeholders.

A code cannot, nor should it anticipate everything. Decisions are made in context, in each new situation that comes up, and are therefore a responsibility and a challenge that every one of us has to be prepared to face at all times. It is a matter of consistency. "We are what we do" and EDP will be what each one of us will be able to do every moment.

The publication of this code, which has been approved by the Executive Board of Directors and General and Supervisory Board, asserts the commitment of each EDP Group employee and supplier to the principles of action that it makes explicit.

That is my commitment too.

António Mexia  
CEO

November, 2013



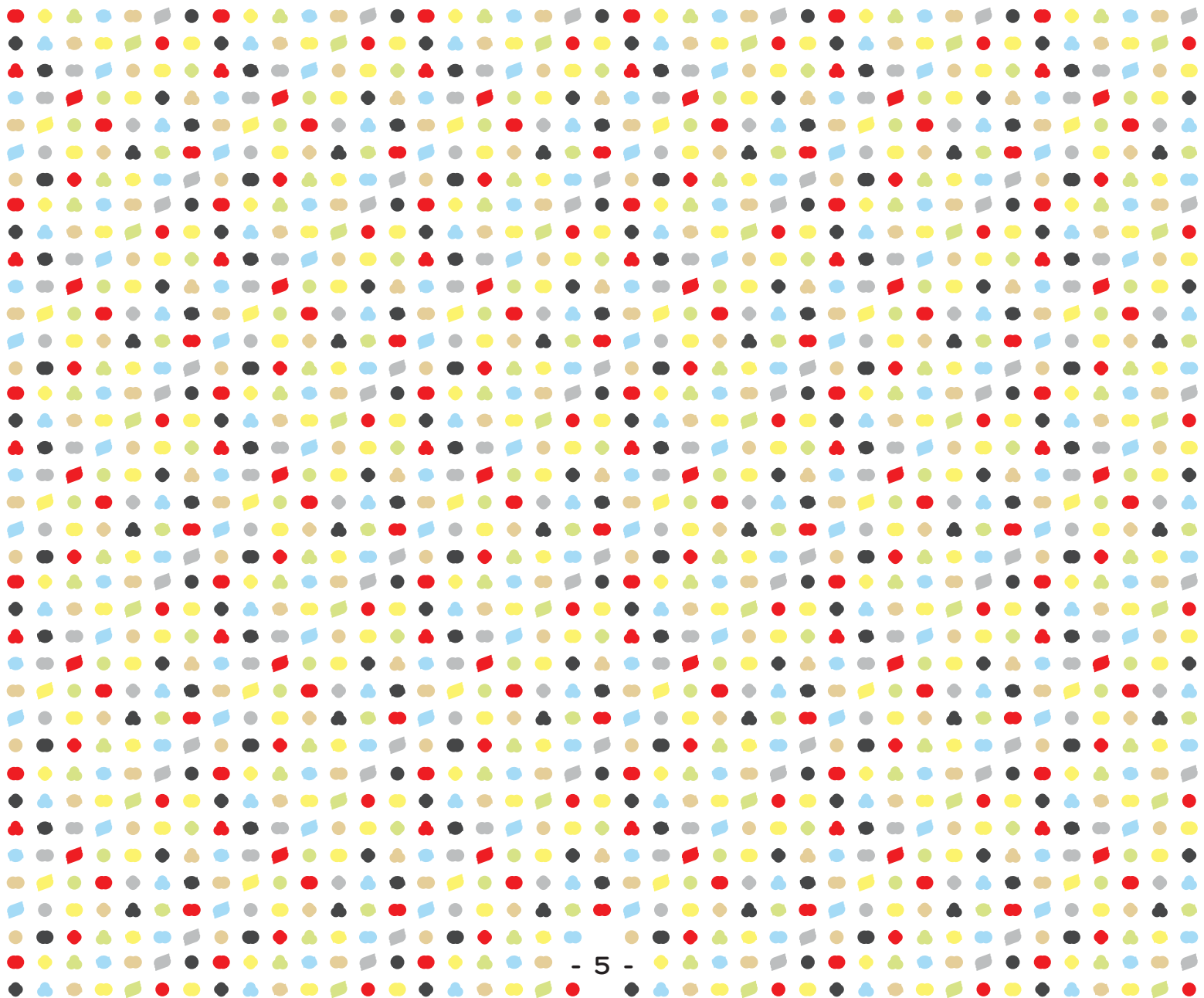
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# 1. Object, scope and definitions





## 1. Object, scope and definitions

### Object

EDP's management goals for business ethics are:

- a) to ensure high individual ethical awareness and standards;
- b) to minimise the risk of unethical practices; and
- c) to maintain a culture that is consistent with our values and generates transparency, trust and responsibility for the consequences of decisions and actions.

EDP considers that managers, by their exemplary action, have a special responsibility in achieving these goals.

The Code of Ethics lays down the ethical principles and limits on EDP's actions in any part of the world as well as the commitments to its stakeholders.

### Scope

The Code of Ethics applies to all employees of the EDP Group companies, hereunder referred to also as "EDP" or "the company", and all employees of Fundação EDP, Fundación EDP and Instituto EDP.

The obligations of employees set out in this code are also applicable, with the necessary adaptations, to proxies, representatives and service providers that are empowered in any way to act on EDP's behalf.

Other service providers and suppliers are expressly required to respect or subscribe to the principles laid down in this code, in accordance with obligations arising from existing contracts or qualification procedures.

Due to a legal or regulatory imperative or the circumstances of an operation, the existence of specific codes of ethics or conduct as well as regulations, procedures or guidance documents on ethical issues may be justified in the different EDP Group organisational units. In such cases, the principles of this Code of Ethics will be respected in all matters other than those deriving from applicable official rules.





## Definitions

“EDP Group” means the companies that are in control relationship with EDP, regardless of the respective headquarters are in Portugal or elsewhere.

“Employees” are all members of the corporate bodies, directors and employees of the EDP Group companies in any capacity and under any form of contract.

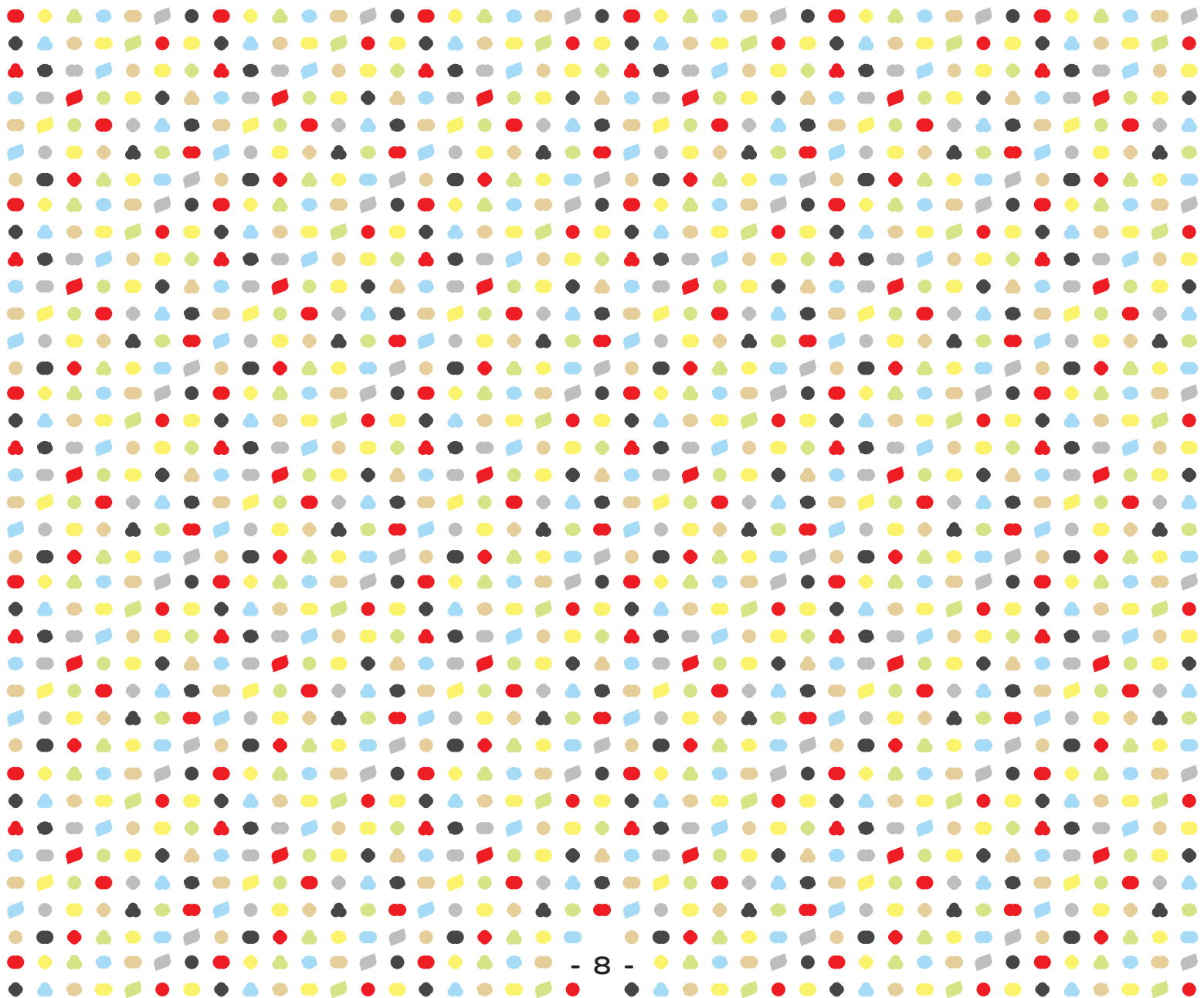
“Suppliers” and “service providers” are natural or legal persons supplying products or services to EDP.

“Clients” are natural or legal persons to whom EDP provides or sells products, in both regulated and liberalised markets.

“Stakeholders” are persons, entities or groups that can affect or be affected by EDP’s activities, products or services and the performance associated with them, including, without limitation, employees, shareholders, clients, suppliers, counterparties, business partners, competitors, public and regulatory authorities and local communities.



# 2. Principles of action





## 2. Principles of action

EDP and its employees shall guide their decisions and actions on the principles set out in this code and other voluntary commitments by fulfilling their obligations in a professional, responsible and diligent manner, while striving for excellent performance, whatever the circumstances.

### 2.1 - Compliance with legislation

EDP undertakes to comply in full with the legislation and regulations in effect in the regions in which it operates and to offer the authorities all possible cooperation.

The employees undertake:

- to respect the laws and regulations governing their activity or from which liability may result for the company;
- to comply with legitimate requests from the authorities and do nothing to prevent the exercise of their powers, in harmony with established procedures.

#### Competition

EDP undertakes to abide by legislation on competition, especially with regard to the prohibition of restrictive practices and discipline applying to concentration of companies.

The employees undertake to respect competitors and their representatives, avoiding any situations that may be or appear to be unlawful competition and, in particular, not negotiating or entering into agreements on prices or market or customer sharing.

#### Regulation

EDP undertakes to ensure strict compliance of its regulatory obligations, including those related to: the universal public service; economically vulnerable clients; unbundling of activities; impartiality; and diligence and transparency in providing information.

The employees undertake to ensure strict compliance of their duties of impartiality and refrain from any act of preference, privilege or influence and any other form of discrimination of companies or clients in the liberalised sector.



## 2.2 - Integrity

EDP undertakes to ensure that its conduct is honourable and to maintain appropriate internal controls for the prevention and detection of fraud or irregularities, such as in financial matters, bribery and corruption, conflict of interests and use of information and assets.

### Financial matters

EDP undertakes to have in place procedures for the prevention and detection of unlawful practices in financial and accounting matters, including money laundering by employees or third parties.

The employees undertake to strictly follow the established procedures, to promote the improvement of their effectiveness and report any noncompliances.

### Bribery and corruption

EDP does not allow active or passive bribery or corruption, including facilitating payments or creation, maintenance or promise of irregular or favour situations.

The employees undertake:

- to refuse to take and not to make offers that may be construed as an attempt to influence in order to obtain an unlawful advantage. If in doubt, they must report the situation in writing to their superiors;
- in their dealings with civil servants and managers of public bodies, to respect their obligation of impartiality and refrain from giving or promising them any type of benefit to which they are not entitled;
- not to make, on behalf of the company, monetary or other contributions to political parties.

### Conflict of interests

EDP undertakes to adopt measures to ensure impartiality in its actions and decision-making processes in situations of potential conflict of interests involving the company or its employees.



The employees undertake:

- not to involve the company in their personal actions;
- to inform their superiors and refuse themselves from decision-making processes in all situations that may generate conflicts between their personal interests and their duty of loyalty to the company, such as: family or equivalent relationships in direct hierarchical or functional dependence; an external occupation that interferes with their duties or the company's activities; and legal, ownership or family positions that may interfere with the company's interests or activities.

### Use of information

EDP undertakes to manage information in order to ensure the protection of its integrity and the confidentiality of the affairs of company, employees, clients or suppliers.

The employees undertake:

- whenever they have knowledge of facts that may substantially influence share prices, and until they are officially disclosed:
  - a) to keep this information secret; and
  - b) not to trade securities in EDP Group companies, strategic partners or companies involved in transactions or relations with the EDP Group;
- to use information to which they have access only for the purpose for which it was obtained, respecting the interests of the company or third parties to which it belongs.

### Use of assets

EDP undertakes to manage its own assets and those of others entrusted to it to preserve their value.

The employees undertake:

- to care for the tangible and intangible assets of EDP or third parties that are entrusted to them, including computer systems or intellectual and industrial property, even if they have produced it themselves, to use it only for business processes and ensure its efficient use;
- not to distribute computer programmes or any other content that may adversely affect the assets of the company or third parties.





## 2.3 - Respect for Human and Labour Rights

EDP respects and undertakes to promote human rights and fair labour practices, particularly in its supply chain.

EDP undertakes:

- to respect the Universal Declaration of Human Rights and international conventions, treaties and initiatives, such as the International Labour Organization Conventions, the United Nations Global Compact and the Guiding Principles on Business and Human Rights of the Human Rights Council. In particular, EDP opposes to arbitrary detention, torture or execution being in favour of freedom of conscience, religion, organisation, association, opinion and speech;
- not to employ child or forced labour or to condone such practices by third parties providing it with products or services;
- to respect freedom of trade union association and recognise the right to collective bargaining;
- to respect and foster due respect for employees and fulfil their right to dignified working conditions. In particular, EDP seeks to protect its employees and will not tolerate acts of psychological aggression or moral coercion, such as insults, threats, isolation, invasion of privacy or professional limitation aimed at constraining the person, affecting their dignity or creating an intimidating, hostile, degrading, humiliating or disruptive environment;
- to ensure that its labour policies and procedures prevent unjustified discrimination and different treatment on the basis of ethnic or social origin, gender, sexual orientation, age, creed, marital status, disability, political orientation, opinion, birthplace or trade union membership;
- to give priority to employees' safety, health and wellbeing and ensure the development of appropriate occupational health and safety management systems.

The employees undertake:

- to work and act in accordance with the company's commitments in terms of human and labour rights;
- to know, comply with and enforce rules on occupational health and safety and report any nonconformities.



## 2.4 - Transparency

EDP **undertakes** to report its performance transparently, while taking into account its legal obligations and the needs of stakeholders.

The employees undertake:

- to report and explain their professional decisions and behaviours and abide by their obligations to confidentiality;
- to report the existence of any circumstance regarding the company that, if disclosed, might interfere with its economic, environmental or social standing.

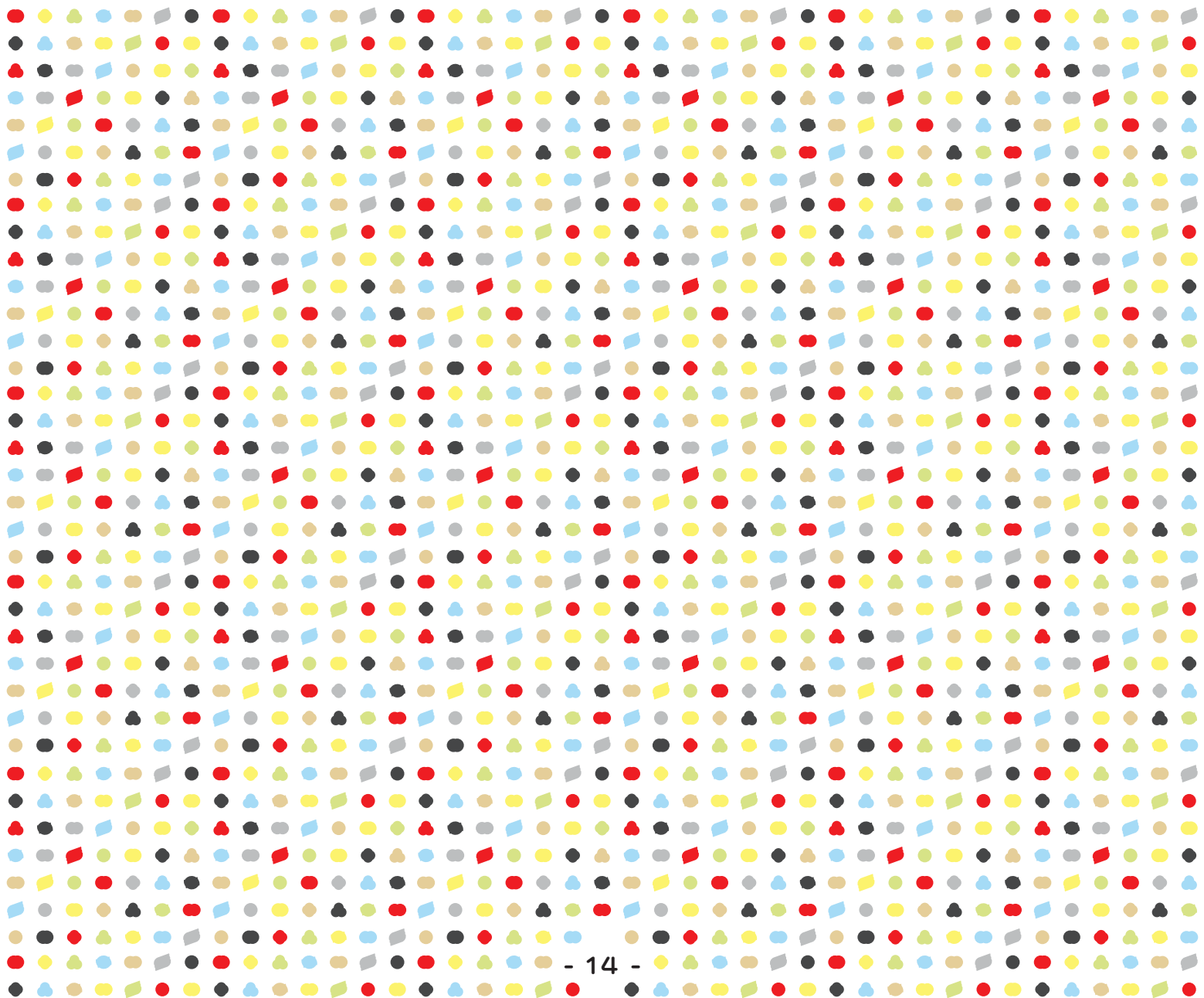
## 2.5 - Corporate social responsibility

EDP **assumes** its contribution to sustainable development and its responsibility for the economic, environmental and social impacts of its decisions and activities.

EDP **undertakes** to include sustainability in its decision-making process in harmony with the EDP Group's Principles of Sustainable Development.

The employees undertake to fulfil and act in accordance with company's social responsibility commitments.

# 3. Commitments to stakeholders





### 3. Commitments to stakeholders

EDP undertakes to involve its stakeholders and include their concerns in decision making and management practices. To do so it maintains appropriate channels of consultation and report accurately and objectively on its economic, environmental and social performance.

#### 3.1 - Employees

EDP undertakes:

- to foster employees' personal and professional advancement. Managers play a particularly responsible role in identifying and promoting development opportunities;
- to invest in employees' work-life balance by promoting conciliation programmes for the purpose;
- to value volunteering and encouraging employees' civic participation;
- whenever permitted by law, to provide properly regulated mechanisms for employees' participation in political processes, which may include voluntary personal monetary contributions;
- to promote the correction, affability and professional pride in the relations among employees, as well as respect for their rights, sensibilities and diversity and provide an inclusive work environment, free of prejudice and unjustified discrimination;
- to strive to provide employees with high levels of job satisfaction and professional fulfilment by paying fair salaries and ensuring a safe and healthy work environment;
- to foster respect for equal opportunities for all actual and potential employees.

The employees undertake to pursue their professional advancement with a view to continuous improvement in their knowledge and skills and make the best use of and achieve the best benefits and results in vocational training provided by the company.



## 3.2 - Shareholders

EDP undertakes:

- to create sustained value, in a long-term perspective, based on its commitments to ethics and excellence of performance;
- to respect the principle of equal treatment of shareholders, taking into account the proportion of their share capital, providing timely the necessary information in a appropriate, truthful, transparent, and accurate way;
- to include in the information provided qualitative and quantitative elements identifying economic, financial, social, environmental and reputational risks;
- to lay down policies and procedures to ensure separation of the EDP Group's interests and those of its shareholders.

## 3.3 - Clients

EDP undertakes:

- to respect clients' rights and its contractual commitments to them, fostering, with sense of service, to meet and exceed their expectations;
- to provide relevant, truthful and accurate information in accessible language suited to their needs and respond to requests, queries and complaints within a reasonable time;
- to continuously improve performance and the quality of its products and services;
- to submit honest transparent and suited to clients' needs commercial proposals.

The employees undertake to act with correction, affability and professional pride in their relations with clients respecting their rights, sensitivities and diversity.





### 3.4 - Suppliers

EDP undertakes:

- to maintain clear, impartial and predefined ethical, technical and economic selection criteria;
- to refrain from abuse of dominant position in the negotiation and management of contracts and abide by the agreed terms;
- to foster compliance with safety standards and practices and labour legislation;
- to monitor the ethical conduct of suppliers and take immediate and strict measures in cases where this may be questionable;
- to refrain from any encouragement of unfair competition and, in particular, to respect the confidentiality of suppliers' information and intellectual property.

The employees undertake not to recommend to clients, even if requested, certain suppliers or service providers if this recommendation is not framed in company procedures and can be seen as a limitation of competition.

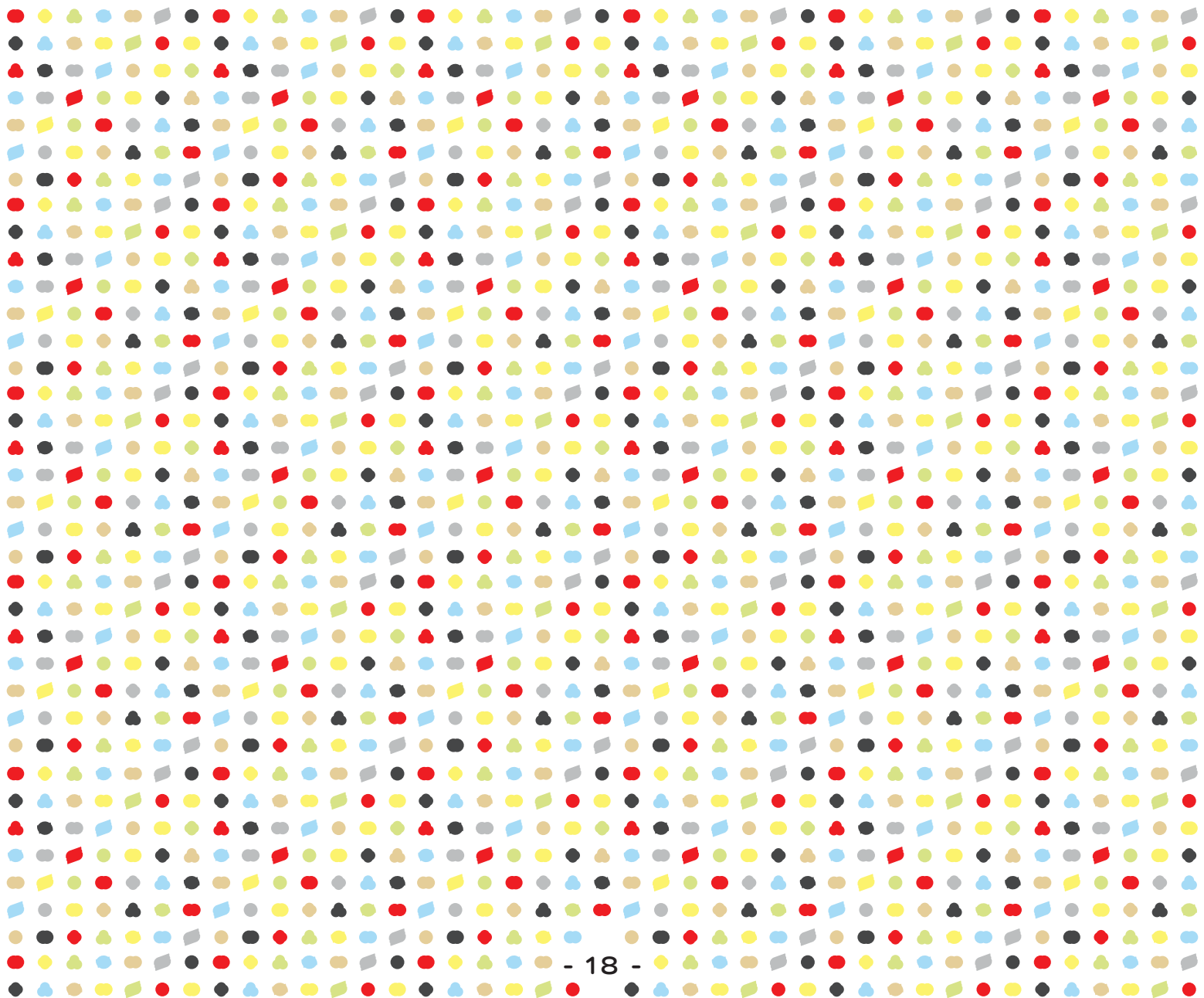
### 3.5 - Community

EDP undertakes:

- to maintain a relationship of proximity with the communities in the regions where it operates, engaging in regular, open and frank dialogue, seeking to know their needs, respecting their cultural integrity and looking to contribute to improving the living conditions of local population; in particular, EDP recognises the rights of ethnic minorities and indigenous peoples;
- to foster efficient use of energy and the adoption of more sustainable lifestyles;
- to maintain appropriate communication channels to inform the public of the risks and dangers of energy, whether resulting from its normal or misuse or the operation of facilities and equipment under its responsibility;
- to act respecting the precautionary principle when its activities may result in serious and irreversible damage to human life or health or to the environment, which although uncertain are scientifically plausible, taking measures to avoid or mitigate these effects.



# 4. Process management





## 4. Process management

EDP takes this code as the privileged tool in solving ethical issues and makes it available to all employees and other stakeholders, that can and should report any conduct that may be in conflict with it.

EDP undertakes not to retaliate against complainants and to give to those that are targeted, fair treatment, based on the presumption of innocence, and access to information concerning them, if not undermine the truth-seeking.

### 4.1 - Queries and complaints

EDP maintains appropriate channels for ethical complaints, whistleblowing and queries.

In the management of these channels EDP guarantees confidentiality as to the identity of the person who uses them.

#### Contact details of EDP Ethics Ombudsman:

Praça Marquês de Pombal, 15 - 7.º  
1250-162 Lisboa, Portugal  
provedoretica@edp.pt

Find out more in

[www.edp.pt](http://www.edp.pt) > About EDP > Corporate Governance > Ethics > Ethics Ombudsman

Other contact details and channels are available on the websites of the EDP Group companies.

### 4.2 - Noncompliance

Employees who do not abide by this code are subject to disciplinary action in accordance with the regulations applicable to the infractions committed.

Suppliers and service providers to whom the code applies are subject to the measures or penalties set in their contracts or arising from the EDP Group's assessment and qualification procedures.

### 4.3 - Monitoring and reporting

EDP undertakes to review, monitor and periodically publish its business ethics performance as set out in the EDP Code of Ethics Regulations.





## 4.4 - Additional information

Additional information on attributions and responsibilities in managing the ethical process at EDP are available in the EDP Code of Ethics Regulations at [www.edp.pt](http://www.edp.pt)

IF YOU DO NOT FEEL CONFIDENT ABOUT A DECISION,  
SEE IT FROM THREE PERSPECTIVES:

who does this decision affects?

would I be comfortable if it was made public?

would I agree that someone else did the same thing  
to me?

IN CASE YOU STILL HAVE DOUBTS, ASK FOR HELP.



**EDP CODE OF ETHICS**

Revision 1

October 2013

EDP's Ethics Ombudsman Office  
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