



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

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 5 September 2017 (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 "**CBI**"), as competent authority under Directive 2003/71/EC (the "**Prospectus Directive**"). The CBI only approves this supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a 'supplement' for the purposes of Article 16 of the Prospectus Directive.

The purpose of this Supplement is to in respect of EDP, incorporate by reference in the Base Prospectus the unaudited condensed consolidated financial statements of EDP as of and for the nine month period ended 30 September 2017 and the auditors' limited review report thereon which appear on pages 33 – 132 of EDP's interim report for the nine month period ended 30 September 2017.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, 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.

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.

Investors should be aware of their rights under Article 16(2) of the Prospectus Directive. In accordance with Article 16(2) of the Prospectus Directive, investors who have agreed to purchase or subscribe for any Instruments before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances (the "**Withdrawal Right**"). The Withdrawal Right will expire on 14 November 2017.

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 unaudited condensed consolidated financial statements of EDP as of and for the nine month period ended 30 September 2017 and the auditors' limited review report thereon which appear on pages 33 – 132 of EDP's interim report for the nine month period ended 30 September 2017 (the "**EDP Financial Statements**"), is incorporated by reference in and forms part of this Supplement. A copy of the EDP Financial Statements has been filed with the CBI, and is also available at https://www.edp.com/sites/default/files/portal.pt/edp_rc_9m17_en.pdf.

Any information contained in EDP's interim report for the nine month period ended 30 September 2017 referred to above which is not incorporated by reference in this Supplement is either not relevant to investors or is 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 Summary of the Programme

As a result of the incorporation by reference in this Supplement of the EDP Financial Statements, the Summary on pages 13 – 32 of the Base Prospectus has been amended to take into account such new information. The new Summary is attached as Appendix 1 hereto.

C. Update of the no significant change statement

As a result of the incorporation by reference in this Supplement of the EDP Financial Statements, paragraph 7 of the "General Information" section on page 215 of the Base Prospectus shall be deleted and replaced as follows:

"There has been no significant change in the financial or trading position of EDP or the EDP Group since 30 September 2017, and there has been no material adverse change in the prospects of EDP or the EDP Group since 31 December 2016.

There has been no significant change in the financial or trading position of EDP B.V. since 30 June 2017 and there has been no material adverse change in the prospects of EDP B.V. since 31 December 2016."

**APPENDIX 1
SUMMARY OF THE PROGRAMME**

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Section A – Introduction and warnings

Element		
A.1	Introduction and Warning	<p style="text-align: center;">This summary should be read as introduction to the Base Prospectus and the applicable Final Terms.</p> <p>Any decision to invest in the Instruments should be based on consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus and the applicable Final Terms is brought before a court of a Member State of the European Economic Area, the plaintiff investor might, under the national legislation of that Member State, have to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.</p> <p>Civil liability may attach only to those persons who have tabled this summary, including any translation of it, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms, it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Instruments.</p>
A.2	Consent by Issuers for use of the Prospectus	<p>Certain Tranches of Instruments with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "Public Offer"</p> <p>[Not applicable; the Instruments are not being offered to the public as part of a Public Offer]</p> <p>[Consent: Subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus in connection with a Public Offer of the Instruments by the Managers[, <i>[names of specific financial intermediaries listed in the final terms,]</i> [and] [each financial intermediary whose name is published on the Issuer's website (www.edp.pt) and identified as an Authorised Offeror in respect of the relevant Public Offer] [and any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) and publishes on its</p>

Element	
	<p>website the following statement (with the information in square brackets being duly completed with the relevant information):</p> <p><i>"We, [insert legal name of financial intermediary] refer to the offer of [insert title of relevant Instruments] (the "Instruments") described in the Final Terms dated [insert date] (the "Final Terms") published by [EDP – Energias de Portugal, S.A./EDP Finance B.V.] (the "Issuer"). In consideration of the Issuer offering to grant its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Instruments in [specify Member State(s)] during the Offer Period and subject to other conditions to such consent, each as specified in the Base Prospectus, we hereby accept the offer by the Issuer in accordance with the Authorised Offeror Terms (as specified in the Base Prospectus) and confirm that we are using the Base Prospectus accordingly."</i></p> <p>[EDP – Energias de Portugal, S.A./EDP Finance B.V.]'s consent referred to above is given for Public Offer of Instruments during [] (the "Ireland Offer Period").</p> <p>The conditions to the consent of [EDP – Energias de Portugal, S.A./EDP Finance B.V.] [in addition to the conditions referred to above] are that such consent:</p> <p>(a) is only valid during the Ireland Offer Period; and</p> <p>(b) only extends to the use of this Base Prospectus to make Public Offers of the relevant Tranche of Instruments in [].</p> <p>[EDP – Energias de Portugal, S.A./EDP Finance B.V.]'s consent referred to above is given for Public Offer of Instruments during [] (the "Portugal Offer Period").</p> <p>The conditions to the consent of [EDP – Energias de Portugal, S.A./EDP Finance B.V.] [in addition to the conditions referred to above] are that such consent:</p> <p>(a) is only valid during the Portugal Offer Period; and</p> <p>(b) only extends to the use of this Base Prospectus to make Public Offers of the relevant Tranche of Instruments in [].</p> <p>AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY INSTRUMENTS IN A PUBLIC OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH INSTRUMENTS TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR, INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE ISSUERS WILL NOT BE A PARTY TO ANY SUCH ARRANGEMENTS WITH SUCH INVESTORS IN CONNECTION WITH THE PUBLIC OFFER OR SALE OF THE INSTRUMENTS CONCERNED AND, ACCORDINGLY, THIS BASE PROSPECTUS AND ANY FINAL TERMS WILL NOT CONTAIN SUCH INFORMATION.</p>

Section B – Issuers and Keep Well Provider

Element	Title	
B.1	Legal and	EDP – Energias de Portugal, S.A. ("EDP")

Element	Title	
	commercial names of the Issuers	EDP Finance B.V. ("EDP B.V.")
B.2	Domicile/legal form/legislation/country of incorporation	EDP is a limited liability company incorporated and domiciled in the Portuguese Republic under Portuguese law. EDP B.V. is a limited liability company incorporated and domiciled in the Netherlands under Dutch law.
B.4b	Trend information	Not Applicable; there are no known trends affecting the Issuers and the industries in which they operate.
B.5	Description of the Group	EDP is a vertically integrated utility company and is the parent company of the EDP Group which operates in the business areas of generation, supply and distribution of electricity and supply and distribution of gas in Portugal, Spain, France, Belgium, Italy, Poland, Romania, Mexico, Canada, the United States and Brazil. EDP B.V. is a wholly owned subsidiary of EDP.
B.9	Profit forecast or estimate	Not Applicable; no profit forecast or estimate is made in the Base Prospectus.
B.10	Audit report qualifications	Not Applicable; there are no qualifications in the audit report on the historical financial information.

Element	Title		
	<p>The table below sets out summary information extracted from the EDP Group's audited consolidated statement of financial position as at 31 December 2015 and 31 December 2016 and from the EDP Group's unaudited condensed consolidated statement of financial position as at 30 September 2017:</p>		
	Consolidated Statement of Financial Position²		
		As at 30 September 2017	As at 31 December
	Thousands of Euros	2016	2015
	Assets		
	Property, plant and equipment	22,965,521	24,193,736
	Intangible assets	4,833,855	5,128,544
	Goodwill	2,282,333	3,414,852
	Investments in joint ventures and associates	847,236	820,565
	Available for sale investments	117,690	165,044
	Investment property	30,680	31,219
	Deferred tax assets	544,944	904,412
	Debtors and other assets from commercial activities ¹	3,143,465	2,448,442
	Other debtors and other assets	541,295	469,269
	Collateral deposits associated to financial debt	37,424	31,936
	Total Non-Current Assets	35,344,443	37,608,019
	Inventories	290,535	316,577
	Debtors and other assets from commercial activities ¹	3,000,579	3,207,613
	Other debtors and other assets	526,922	354,316
	Current tax assets	630,976	494,504
	Financial assets at fair value through profit or loss	6,541	9,567
	Collateral deposits associated to financial debt	2,560	20,095
	Cash and cash equivalents	1,459,496	1,521,253
	Assets held for sale ²	618,220	551,802
	Total Current Assets	6,535,829	6,475,727
	Total Assets	41,880,272	44,083,746
	Equity		

² Following the publication of a Supplement to the Base Prospectus dated 10 November 2017, selected historical key financial information for the nine month period ended 30 September 2017 has been added and information for the six month period ended 30 June 2017 has been removed.

Element	Title			
	Share capital	3,656,538	3,656,538	3,656,538
	Treasury stock	-62,088	-63,528	-62,691
	Share premium	503,923	503,923	503,923
	Reserves and retained earnings	4,553,378	4,348,793	3,659,302
	Consolidated net profit attributable to equity holders of EDP	1,146,568	960,561	912,703
	Total Equity attributable to equity holders of EDP	<u>9,798,319</u>	<u>9,406,287</u>	<u>8,669,775</u>
	Non-controlling Interests	<u>4,001,378</u>	<u>4,330,085</u>	<u>3,451,718</u>
	Total Equity	<u>13,799,697</u>	<u>13,736,372</u>	<u>12,121,493</u>
	Liabilities			
	Financial debt	15,550,323	15,550,273	15,653,876
	Employee benefits	1,240,912	1,410,136	1,647,730
	Provisions	641,301	637,613	481,439
	Deferred tax liabilities	511,576	722,401	794,983
	Institutional partnerships in USA	1,927,956	2,339,425	1,956,217
	Trade and other liabilities from commercial activities	1,265,826	1,293,133	1,237,274
	Other liabilities and other payables ³	856,541	761,101	532,277
	Non-current tax liabilities ³	150,661	68,156	15,859
	Total Non-Current Liabilities	<u>22,145,096</u>	<u>22,782,238</u>	<u>22,319,655</u>
	Financial debt	1,612,445	2,476,403	3,616,664
	Employee benefits	273,652	316,709	175,763
	Provisions	27,711	33,879	24,633
	Hydrological correction account	1,574	1,574	11,417
	Trade and other liabilities from commercial activities	3,098,552	3,362,421	3,380,358
	Other liabilities and other payables	238,215	345,032	311,574
	Current tax liabilities	619,886	953,264	517,380
	Liabilities held for sale	63,444	75,854	58,028
	Total Current Liabilities	<u>5,935,479</u>	<u>7,565,136</u>	<u>8,095,817</u>
	Total Liabilities	<u>28,080,575</u>	<u>30,347,374</u>	<u>30,415,472</u>
	Total Equity and Liabilities	<u>41,880,272</u>	<u>44,083,746</u>	<u>42,536,965</u>
	¹ As at 31 December 2016, EDP Group included in "Debtors and other assets from commercial activities", the previous line item "Trade receivables". For comparison purposes, this line item was changed for the comparative periods.			

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	<p>²As at 30 September 2017, assets and liabilities held for sale included assets and liabilities relating to the sale of EDP's gas distribution subsidiary, EDP Gás SGPS, in Portugal.</p> <p>³As at 30 September 2017, EDP Group separated the line "Non-current tax liabilities", which was previously included in "Other liabilities and other payables". For comparison purposes, this line item was also changed for the comparative periods.</p>																																																																																																		
	<p>The table below sets out summary information extracted from the EDP Group's audited consolidated statement of cash flows as at 31 December 2015 and 31 December 2016 and the EDP Group's unaudited condensed consolidated statement of cash flows as at 30 September 2016 and 30 September 2017, respectively:</p> <p>Consolidated Statement of Cash Flows³</p> <table border="1"> <thead> <tr> <th rowspan="2">Thousands of Euros</th> <th colspan="2">As at 30 September</th> <th colspan="2">As at 31 December</th> </tr> <tr> <th>2017</th> <th>2016</th> <th>2016</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td colspan="5">Operating activities</td> </tr> <tr> <td>Cash receipts from customers</td> <td>10,341,047</td> <td>9,848,967</td> <td>13,369,454</td> <td>14,357,283</td> </tr> <tr> <td>Proceeds from tariff adjustments sales</td> <td>592,916</td> <td>2,058,263</td> <td>2,286,944</td> <td>903,070</td> </tr> <tr> <td>Payments to suppliers</td> <td>-7,774,361</td> <td>-6,992,846</td> <td>-9,475,160</td> <td>-10,512,735</td> </tr> <tr> <td>Payments to personnel</td> <td>-621,463</td> <td>-624,182</td> <td>-902,430</td> <td>-781,382</td> </tr> <tr> <td>Concession rents paid</td> <td>-209,842</td> <td>-209,342</td> <td>-278,310</td> <td>-277,627</td> </tr> <tr> <td>Other receipts/(payments) relating to operating activities</td> <td>-499,445</td> <td>-209,248</td> <td>-330,525</td> <td>-462,695</td> </tr> <tr> <td>Net cash flows from operations</td> <td>1,828,852</td> <td>3,871,612</td> <td>4,669,973</td> <td>3,225,914</td> </tr> <tr> <td>Income tax received/(paid)</td> <td>-607,887</td> <td>-341,860</td> <td>-628,153</td> <td>-141,780</td> </tr> <tr> <td>Net cash flows from operating activities</td> <td>1,220,965</td> <td>3,529,752</td> <td>4,041,820</td> <td>3,084,134</td> </tr> <tr> <td colspan="5">Investing activities</td> </tr> <tr> <td colspan="5">Cash receipts relating to:</td> </tr> <tr> <td>Sale of assets/subsidiaries with loss of control</td> <td>2,227,870</td> <td>95,434</td> <td>95,434</td> <td>242,985</td> </tr> <tr> <td>Other financial assets and investments</td> <td>53,943</td> <td>33,934</td> <td>34,956</td> <td>33,498</td> </tr> <tr> <td>Changes in cash resulting from consolidation perimeter variations</td> <td>28,342</td> <td>-</td> <td>-</td> <td>101,389</td> </tr> <tr> <td>Property, plant and equipment and intangible assets</td> <td>7,035</td> <td>8,545</td> <td>18,058</td> <td>11,596</td> </tr> <tr> <td>Other receipts relating to tangible fixed assets</td> <td>11,491</td> <td>6,611</td> <td>10,782</td> <td>16,308</td> </tr> </tbody> </table>	Thousands of Euros	As at 30 September		As at 31 December		2017	2016	2016	2015	Operating activities					Cash receipts from customers	10,341,047	9,848,967	13,369,454	14,357,283	Proceeds from tariff adjustments sales	592,916	2,058,263	2,286,944	903,070	Payments to suppliers	-7,774,361	-6,992,846	-9,475,160	-10,512,735	Payments to personnel	-621,463	-624,182	-902,430	-781,382	Concession rents paid	-209,842	-209,342	-278,310	-277,627	Other receipts/(payments) relating to operating activities	-499,445	-209,248	-330,525	-462,695	Net cash flows from operations	1,828,852	3,871,612	4,669,973	3,225,914	Income tax received/(paid)	-607,887	-341,860	-628,153	-141,780	Net cash flows from operating activities	1,220,965	3,529,752	4,041,820	3,084,134	Investing activities					Cash receipts relating to:					Sale of assets/subsidiaries with loss of control	2,227,870	95,434	95,434	242,985	Other financial assets and investments	53,943	33,934	34,956	33,498	Changes in cash resulting from consolidation perimeter variations	28,342	-	-	101,389	Property, plant and equipment and intangible assets	7,035	8,545	18,058	11,596	Other receipts relating to tangible fixed assets	11,491	6,611	10,782	16,308				
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Element	Title				
	Interest and similar income	60,566	59,127	89,240	84,922
	Dividends	32,075	18,903	19,888	34,359
	Loans to related parties	21,482	32,933	49,586	4,482
		<u>2,442,804</u>	<u>255,487</u>	<u>317,944</u>	<u>529,539</u>
	Cash payments relating to:				
	Acquisition of assets/subsidiaries	-305,676	-129,702	-139,607	-207,971
	Other financial assets and investments	-103,144	-112,761	-140,531	-78,014
	Changes in cash resulting from consolidation perimeter variations	-22,690	-956	-7,051	-
	Property, plant and equipment and intangible assets	-1,407,222	-1,574,850	-2,090,617	-1,835,636
	Loans to related parties	-11,082	-63,887	-74,605	-40,583
		<u>-1,849,814</u>	<u>-1,882,156</u>	<u>-2,452,411</u>	<u>-2,162,204</u>
	Net cash flows from investing activities	<u>592,990</u>	<u>-1,626,669</u>	<u>-2,134,467</u>	<u>-1,632,665</u>
	Financing activities				
	Receipts/(payments) relating to loans	-456,743	-780,132	-1,183,196	-1,458,838
	Interest and similar costs including hedge derivatives	-637,864	-723,305	-926,797	-920,577
	Government grants received	-6	-	-	-
	Share capital increases/(decreases) by non-controlling interests	-21,663	130,782	86,229	-46,168
	Receipts/(payments) relating to derivative financial instruments	-21,222	18,540	-23,520	-22,808
	Dividends paid to equity holders of EDP	-690,637	-672,537	-672,537	-672,308
	Dividends paid to non-controlling interests	-121,240	-159,359	-175,355	-128,971
	Treasury stock sold/(purchased)	-	-1,844	-2,878	6,223
	Sale of assets/subsidiaries without loss of control	210,847	551,820	697,881	394,904
	Receipts/(payments) from institutional partnerships — USA	-73,321	77,333	451,788	68,474
	Net cash flows from financing activities	<u>-1,811,849</u>	<u>-1,558,702</u>	<u>-1,748,385</u>	<u>-2,780,069</u>
	Changes in cash and cash equivalents	<u>2,106</u>	<u>344,381</u>	<u>158,968</u>	<u>-1,328,600</u>
	Effect of exchange rate fluctuations on cash held	-63,863	87,024	116,836	-39,946
	Cash and cash equivalents at the beginning of the period	1,521,253	1,245,449	1,245,449	2,613,995
	Cash and cash equivalents at the end of the period	<u>1,459,496</u>	<u>1,676,854</u>	<u>1,521,253</u>	<u>1,245,449</u>

Element	Title				
	In relation to EDP B.V.:				
	<p>The table below sets out summary information extracted from EDP B.V.'s audited income statement for each of the two years ended 31 December 2015 and 31 December 2016 and EDP B.V.'s unaudited income statement for each of the six-month periods ended 30 June 2016 and 30 June 2017, respectively:</p>				
	Income Statement				
		Six Months ended 30 June		Year ended 31 December	
	Thousands of Euros	2017	2016	2016	2015
	Interest income	282,531	318,687	638,919	705,667
	Interest expenses	-279,482	-315,575	-609,781	-747,647
	Net interest income/(expense)	3,049	3,112	29,138	-41,980
	Net other financial income and expenses	574	7,800	3,929	-18,564
	Net financial income/(expenses)	3,623	10,912	33,067	-60,544
	Other income/(expenses)				
	Services rendered	796	609	1,214	2,055
	Supplies and services	-1,224	-1,356	-2,460	-2,660
	Personnel costs	-19	-22	-38	-39
	Profit/(Loss) before income tax	3,176	10,143	31,783	-61,188
	Tax (expense)/benefit	-789	-2,531	-7,936	15,297
	Net profit for the period	2,387	7,612	23,847	-45,891
	<p>The table below sets out summary information extracted from EDP B.V.'s audited statement of financial position as at 31 December 2015 and 31 December 2016 and from EDP B.V.'s unaudited statement of financial position as at 30 June 2017:</p>				
	Statement of Financial Position				

Element	Title			
		As at 30 June	As at 31 December	
	Thousands of Euros	2017	2016	2015
	Assets			
	Loans to and receivables from group entities	11,150,741	12,942,089	12,931,757
	Derivative financial instruments	107,633	156,700	203,998
	Deferred tax assets	1,537	2,239	10,005
	Total Non-Current Assets	<u>11,259,911</u>	<u>13,101,028</u>	<u>13,145,760</u>
	Loans to and receivables from group entities	3,489,462	1,100,769	1,631,137
	Derivative financial instruments	52,366	69,077	84,587
	Debtors and other assets	2,664	1,865	1,789
	Tax receivable	5,049	5,075	5,075
	Cash and cash equivalents	497,398	219,037	806
	Total Current Assets	<u>4,046,939</u>	<u>1,395,823</u>	<u>1,723,394</u>
	Total Assets	<u>15,306,850</u>	<u>14,496,851</u>	<u>14,869,154</u>
	Equity			
	Share capital	2,000	2,000	2,000
	Share premium	11,980	11,980	11,980
	Reserves and retained earnings	107,315	83,730	130,129
	Profit/(loss) for the period	2,387	23,847	-45,891
	Total Equity	<u>123,682</u>	<u>121,557</u>	<u>98,218</u>
	Liabilities			
	Debt securities	10,307,327	10,021,509	9,369,836
	Loans and credit facilities from third parties	2,062,434	2,359,359	2,336,111
	Derivative financial instruments	55,409	77,377	190,781
	Total Non-Current Liabilities	<u>12,425,170</u>	<u>12,458,245</u>	<u>11,896,728</u>
	Debt securities	2,044,816	1,202,056	2,524,513
	Loans and credit facilities from third parties	432,070	206,890	211,250

Element	Title				
	Loans from group entities	-	337,678	34,268	
	Amounts owed on commercial paper	180,000	85,000	110,000	
	Derivative financial instruments	98,474	83,630	-6,201	
	Trade and other payables	2,638	1,795	378	
	Total Current Liabilities	<u>2,757,998</u>	<u>1,917,049</u>	<u>2,874,208</u>	
	Total Liabilities	<u>15,183,168</u>	<u>14,375,294</u>	<u>14,770,936</u>	
	Total Equity and Liabilities	<u>15,306,850</u>	<u>14,496,851</u>	<u>14,869,154</u>	
	<p>The table below sets out summary information extracted from EDP B.V.'s audited statement of cash flows as at 31 December 2015 and 31 December 2016 and from EDP B.V.'s unaudited statement of cash flows as at 30 June 2016 and 30 June 2017, respectively:</p>				
	Statement of Cash Flows				
		As at 30 June		As at 31 December	
		2017	2016	2016	2015
	Cash flows from operating activities				
	Profit/(Loss) for the period	<u>2,387</u>	<u>7,612</u>	<u>23,847</u>	<u>-45,891</u>
	Adjustments for:				
	Net interest income/(expense)	-3,049	-3,073	-29,138	42,178
	Net other financial income and expenses	950	-85,888	-43,106	241
	Supplies and services	-	-	-	-64
	Tax income	<u>789</u>	<u>2,531</u>	<u>7,936</u>	<u>-15,297</u>
		<u>1,077</u>	<u>-78,818</u>	<u>-40,461</u>	<u>-18,833</u>
	Changes in:				
	Loans to and receivables from group entities	-514,052	1,349,795	1,198,901	1,181,282
	Debtors and other assets	-2,533	147	-457	-241
	Amounts owed on commercial paper	95,000	-110,000	-25,000	-100,000
	Loans from group entities	-589,197	-322,232	-148,172	898,187
	Trade and other payables	<u>2,583</u>	<u>1,415</u>	<u>1,793</u>	<u>379</u>
		<u>-1,007,122</u>	<u>840,307</u>	<u>986,604</u>	<u>1,960,774</u>

Element	Title				
	Interest received	128,450	134,490	325,082	318,832
	Interest paid	-272,298	-314,516	-605,673	-669,126
	Tax received/(paid)	25	-	-	-1,889
	Net cash used in operating activities	-1,150,945	660,281	706,013	1,608,591
	Cash flows from financing activities				
	Proceeds from issued debt securities	1,479,121	595,476	1,595,476	744,893
	Redemption of debt securities	-	-1,250,000	-2,250,000	-1,582,366
	Proceeds of loans and credit facilities from third parties	-125,000	-	365,000	1,489,980
	Redemption of loans and credit facilities from third parties	75,000	-6,566	-206,566	-2,471,767
	Net cash flow from financing activities	1,429,121	-661,090	-496,090	-1,819,260
	Net increase/(decrease) in cash and cash equivalents	278,176	-809	209,923	-210,669
	Cash and cash equivalents at the beginning of the year	219,037	806	806	193,365
	Effect of exchange rate fluctuations on cash and cash equivalents held	185	1,559	8,308	18,110
	Cash and cash equivalents at the end of the period	497,398	1,556	219,037	806
	Statements of no significant or material adverse change				
	<p>There has been no significant change in the financial or trading position of EDP or the EDP Group since 30 September 2017, and there has been no material adverse change in the financial position or prospects of EDP or the EDP Group since 31 December 2016.</p> <p>There has been no significant change in the financial or trading position of EDP B.V. since 30 June 2017 and there has been no material adverse change in the financial position or prospects of EDP B.V. since 31 December 2016.</p>				
B.13	Events impacting the Issuers' solvency	Not Applicable; there are no recent events particular to the Issuers which are materially relevant to the evaluation of the Issuers' solvency.			
B.14	Dependence upon other group entities	<p>EDP is the parent company of EDP Group. EDP is not dependent upon other entities within the EDP Group.</p> <p>EDP B.V. is a funding vehicle for the EDP Group and its sole purpose is to raise finance in the international loan and capital markets and to provide funds and investment services to the EDP Group companies, including by entering into intra-group loan agreements. EDP B.V. is exposed to interest rate risk and currency risk over its outstanding intra-group loans and external borrowings, which could adversely impact its ability to meet its financial obligations. Therefore, given its sole purpose as a funding vehicle for the EDP Group, EDP B.V. relies on the ability of other companies in the EDP Group to meet their financial obligations. It does not have any other sources of revenue.</p>			
B.15	Principal activities	EDP's principal activities include the generation, distribution and supply of electricity. EDP also supplies and distributes gas and acts as a wind-power			

Element	Title	
		operator. The principal activity of EDP B.V. is to raise funds in the international markets and to provide financial and investment services to the EDP Group.
B.16	Controlling shareholders	EDP B.V. is directly owned and controlled by EDP. EDP is neither directly nor indirectly owned or controlled by any one party. The most significant shareholdings in EDP's share capital (i.e. shareholdings equal to or higher than 2 per cent.) as at 30 June 2017 are: China Three Gorges Corporation, owning 21.35 per cent.; Capital Group Companies, Inc., owning 12.00 per cent.; Oppidum Capital S.L., owning 7.19 per cent.; BlackRock, Inc. owning 5.00 per cent.; Mubadala Investment Company owning 4.06 per cent.; China Ningbo International Cooperation Co., Ltd ("CNIC") owning 3.02 per cent.; Norges Bank, owning 2.85 per cent; Fundação Millennium BCP and BCP Group Pension Fund, owning 2.43 per cent.; Sonatrach owning 2.38 per cent. and Qatar Investment Authority, owning 2.27 per cent.
B.17	Credit ratings	Each of EDP and EDP B.V. has been rated Baa3 by Moody's Investors Service Limited ("Moody's"), BBB- by Fitch Ratings Ltd. ("Fitch") and BBB- by Standard & Poor's Global Ratings acting through Standard & Poor's Credit Market Services France SAS ("Standard & Poor's"). Instruments issued under the Programme with a maturity of more than one year are expected to be rated Baa3 by Moody's, BBB- by Fitch and BBB- by Standard & Poor's. Instruments issued under the Programme may be rated or unrated by any one or more of the rating agencies referred to above. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision or withdrawal at any time by the assigning rating agency.
B.18	Description of the Keep Well Agreement	[EDP has entered into a Keep Well Agreement with EDP B.V., pursuant to which EDP has agreed that, for so long as EDP B.V. has any Instruments outstanding under the Programme, it will make available to EDP B.V. funds sufficient to meet its payment obligations or repay borrowings then maturing to the extent that EDP B.V.'s funds or other liquid assets are insufficient to meet its payment obligations or repay its borrowings. Under the terms of the Keep Well Agreement the Trustee may, on behalf of holders of any Instruments issued by EDP B.V. under the Programme, enforce EDP B.V.'s rights under the Keep Well Agreement against EDP. Holders of Instruments do not have any direct rights against EDP. The Keep Well Agreement is not a guarantee and EDP has no obligation to pay any amounts due under the Instruments issued by EDP B.V.]/[Not Applicable]
B.19/B.1	Legal and commercial name of the Keep Well Provider	EDP – Energias de Portugal, S.A.
B.19/B.2	Domicile/legal form/legislation/country of incorporation	The Keep Well Provider is a limited liability company incorporated and domiciled in the Portuguese Republic under Portuguese Law.
B.19/B.4b	Trend information	Not Applicable; there are no known trends affecting EDP and the industries in which it operates.
B.19/B.5	Description of the Group	EDP is a vertically integrated utility company and is the parent company of the EDP Group which operates in the business areas of generation, supply and distribution of electricity and supply and distribution of gas in Portugal, Spain, France, Belgium, Italy, Poland, Romania, Mexico, Canada, the United States and

Element	Title	
		Brazil.
B.19/B.9	Profit forecast or estimate	Not Applicable; no profit estimate or forecast is made regarding EDP.
B.19/B.10	Audit report qualifications	Not Applicable; there are no qualifications in the audit report on the historical financial information.
B.19/B.12	Selected historical key financial information	Historical key financial Information about EDP as Keep Well Provider is the same as the historical key information for EDP as Issuer and is provided in Element B.12 above.
B.19/B.13	Events impacting the Keep Well Provider's solvency	Not Applicable; there are no recent events particular to EDP which are materially relevant to the evaluation of the Keep Well Provider's solvency.
B.19/B.14	Dependence upon other Group entities	EDP is not dependent upon other entities within the EDP Group.
B.19/B.15	The Keep Well Provider's Principal activities	EDP's principal activities include the generation, distribution and supply of electricity. EDP also supplies and distributes gas and acts as a wind-power operator.
B.19/B.16	Controlling shareholders	EDP is neither directly nor indirectly owned or controlled by any one party.
B.19/B.17	Credit ratings	<p>EDP has been rated Baa3 by Moody's, BBB- by Fitch and BBB- by Standard & Poor's.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>

Section C – Securities

Element	Title	
C.1	Description of Instruments/ISIN	<p>The Instruments to be issued under the Programme may be Fixed Rate Instruments, Floating Rate Instruments, Zero Coupon Instruments, Instalment Instruments or a combination of the foregoing.</p> <p><i>Issuance in Series</i></p> <p>Instruments will be issued in Series. Each Series may comprise one or more Tranches issued on different issue dates. The Instruments of each Series will all be subject to identical terms, except that the issue date and the amount of the first payment of interest may be different in respect of different Tranches. The Instruments of each Tranche will all be subject to identical terms in all respects.</p> <p><i>Forms of Instruments</i></p> <p><u>Bearer Instruments:</u></p> <p>Except for Book Entry Instruments, Instruments may be issued in bearer form.</p> <p>Instruments in bearer form may initially be in the form of a Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for definitive bearer Instruments or a registered Instrument in definitive form in certain limited circumstances.</p> <p>Temporary Global Instruments may also be issued which are exchangeable for definitive bearer Instruments or registered Instruments on or after a specified date.</p> <p>Bearer Instruments in definitive form will, if interest bearing, have Coupons attached and, where the Instruments have more than 27 coupon payments, Talons for further Coupons.</p> <p>Each Bearer Global Instrument will be issued in either "Classic Global Note" or "CGN" form or in "New Global Note" or "NGN" form. CGN Instruments will be deposited on or around the relevant issue date with a depository or a common depository for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system, and NGN Instruments will be deposited on or around the relevant issue date with a common safekeeper for Euroclear and/or Clearstream, Luxembourg.</p> <p><u>Registered Instruments:</u></p> <p>Instruments may be issued in registered form.</p> <p>Instruments may initially be in the form of Global Registered Instruments, registered in the name of (i) a common depository for Euroclear and Clearstream, Luxembourg; or (ii) a common safekeeper for Euroclear and Clearstream, Luxembourg, and such Instruments will be exchangeable for registered Instruments in definitive form in certain limited circumstances.</p> <p>Each Tranche of Instruments represented by a Global Registered Instrument may or may not be held under the new safekeeping structure ("New Safekeeping Structure" or "NSS"). Instruments that are not held under NSS will be registered in the</p>

Element	Title	
		<p>name of a common depository (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and the relevant Global Registered Instrument will be deposited on or about the issue date with the common depository. Instruments that are held under the NSS, will be registered in the name of a common safekeeper (or its nominee) for Euroclear and/or Clearstream, Luxembourg and the relevant Global Registered Instrument will be deposited on or around the issue date with the common safekeeper for Euroclear and/or Clearstream, Luxembourg.</p> <p>Book Entry Instruments</p> <p>Instruments issued by EDP may be issued in dematerialised book-entry form ("<i>forma escritural</i>").</p> <p>Such Instruments will be held through Interbolsa and will be <i>nominativas</i> (in which case Interbolsa, at the request of the Issuer, can ask for information regarding the identity of the holders of the Instruments and transmit such information to the Issuer). Form and title to the Book Entry Instruments will be evidenced by book entries.</p> <p>Form of the Instruments: [].</p> <p>Type of Instruments: [] Instruments.</p> <p>ISIN: [].</p> <p>Common Code: [].</p> <p>[The Instruments will be consolidated to form a single series with [identify earlier Tranches] on [Issue Date/exchange of the Temporary Global Instrument for interests in the Permanent Global Instrument, which is expected to occur on or about [date].]</p>
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, the Instruments may be denominated in any currency agreed between the relevant Issuer and the relevant Dealer(s) at the time of the issue of such Series of Instruments (the "Specified Currency"), and the Book Entry Instruments will be denominated in Euro or such other currency as can be settled through Interbolsa, in all cases subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.</p> <p>Specified Currency: [].</p>
C.5	Restrictions on transferability	<p>There are no restrictions on the free transferability of the Instruments.</p>
C.8	Rights attached to the Instruments, including ranking and limitations on those rights	<p>Instruments issued under the Programme will be subject to, among others, the following terms and conditions:</p> <p>Status (Ranking)</p> <p>Instruments will constitute direct, unconditional, unsubordinated and (subject to the provisions of the Issuer's negative pledge below) unsecured obligations of the Issuer and will rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time outstanding.</p> <p>Taxation</p>

Element	Title	
		<p>All payments in respect of Instruments will be made without deduction for or on account of withholding taxes imposed by or on behalf of the relevant Tax Jurisdiction (as defined below). In the event that any such deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.</p> <p>"Tax Jurisdiction" means in the case of EDP, the Portuguese Republic or any political subdivision or any authority thereof or therein having power to tax and, in the case of EDP B.V., the Netherlands or any political subdivision or any authority thereof or therein having power to tax or in either case any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax in which EDP or, as the case may be, EDP B.V. becomes tax resident;</p> <p>Negative pledge</p> <p>The terms of the Instruments will contain a negative pledge provision which restricts the right of the Issuers to create or have outstanding any mortgage, lien, pledge or other charge or to otherwise secure any obligations (subject to certain conditions and exceptions) over the whole or any part of their assets while the Instruments remain outstanding.</p> <p>Events of default</p> <p>(a) default in payment of any principal or interest due in respect of the Instruments, continuing for a specified period of time;</p> <p>(b) non-performance or non-observance by the Issuer (or, if the Issuer is EDP B.V., by EDP) of any of its other obligations under the conditions of the Instruments, the Trust Deed, or, in the case of Book Entry Instruments, the Interbolsa Instrument, in certain cases continuing for a specified period of time;</p> <p>(c) any indebtedness (other than the Instruments) of EDP B.V. (if EDP B.V. is the Issuer), or EDP, or certain subsidiaries of EDP becomes due and payable prior to its stated maturity as a result of a default, such indebtedness is not paid at its maturity, a guarantee or indemnity in respect of such indebtedness given by such company is not honoured when due and called upon, or any security interest over the assets of such company becomes enforceable, in certain cases where the indebtedness amounts to at least U.S.\$50,000,000; and</p> <p>(d) events relating to the insolvency or winding up of EDP B.V. (if EDP B.V. is the Issuer), EDP or certain subsidiaries of EDP;</p> <p>(e) save for the purposes of reorganisation on terms previously approved by an extraordinary resolution of the Holders, EDP B.V. (if EDP B.V. is the Issuer), EDP or certain of its subsidiaries, or EDP and those certain subsidiaries (including EDP B.V.) taken as a whole cease or threaten to cease to carry on the whole or a major part of their business;</p> <p>(f) any requirements of any governmental or public body or authority necessary to enable or permit EDP B.V. or EDP to comply with its obligations under the Instruments, the Trust</p>

Element	Title	
		<p>Deed or the Keep Well Agreement or, for the validity or enforceability of any such obligations, fails to remain in full force and effect or any law, decree or directive of any competent authority of or in the Netherlands or Portugal is enacted or issued which materially impairs the ability or right of EDP B.V. or EDP to perform such obligations;</p> <p>(g) in relation to certain of its subsidiaries, EDP ceases to own directly or indirectly more than 50 per cent. of the issued share capital or voting rights attached thereto or similar right of ownership or, in relation to EDP B.V. (if EDP B.V. is the Issuer), EDP ceases to own directly or indirectly 100 per cent. of the issued share capital or voting rights attached thereto or similar right of ownership or EDP shall cease to have direct or indirect control of certain subsidiaries or EDP B.V.; and</p> <p>(h) the Keep Well Agreement ceases to be in full force and effect.</p> <p>Meetings</p> <p>The terms of the Instruments will contain provisions for calling meetings of holders of such Instruments to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p>Governing law</p> <p>English law, except that with respect to Book-Entry Instruments only, the form and transfer of the Instruments, creation of security over the Instruments and the Interbolsa procedures for the exercise of rights under the Book Entry Instruments are governed by, and shall be construed in accordance with Portuguese law.</p>
C.9	Interest/Redemption	<p>Interest</p> <p>The terms of the relevant Series of Instruments will be agreed between the relevant Issuer and the relevant Dealer(s) at the time of the issue of such Series of Instruments.</p> <p>Nominal interest rate: [].</p> <p>Interest commencement date: [].</p> <p>Interest Payment date(s): [].</p> <p>Reference rate: [].</p> <p>Yield: [].</p> <p>Redemption, Maturity and Redemption Price</p> <p>The terms under which Instruments may be redeemed will be agreed between the relevant Issuer and the relevant Dealer at the time of issue of the relevant Instruments.</p> <p>Maturity: [].</p> <p>Redemption price: [].</p> <p>Provisions relating to [].</p>

Element	Title	
		<p>early redemption:</p> <p>Representation of holders</p> <p>The Trustee, who represents the holders of Instruments other than Book Entry Instruments, is Deutsche Trustee Company Limited.</p>
C.10	Derivative component in the interest payments	Not Applicable; there is no derivative component in the interest payments.
C.11 C.21	Listing and admission to trading/distribution	<p>Application will or has been made for Instruments to be admitted to trading on the Irish Stock Exchange. The Programme also permits Instruments to be issued on the basis that they will not be admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system or will be admitted to listing, trading and/or quotation by such other or further competent authorities, stock exchanges and/or quotation systems as may be agreed with the Issuer, including without limitation, Euronext Lisbon.</p> <p>[Application has been made for the Instruments to be admitted to trading on [the Irish Stock Exchange/Euronext Lisbon] with effect from [].]</p> <p>[The Instruments are neither listed nor admitted to trading on or by any competent authority or stock exchange.]</p>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuers	<p>The key risks that are specific to the Issuers are as follows.</p> <p>Regulation: The EDP Group's operating results are highly affected by laws and regulations implemented by public entities in the various jurisdictions in which it operates. Changes to such laws and regulations may have an effect on concessions, licences and permits held by the EDP Group, taxes, levies and other charges to which it may be subject and also the development and profitability of energy projects.</p> <p>In addition, changes to environmental, health and safety laws and regulations to which EDP is subject that would result in them becoming more restrictive or less favourable, or if a stricter interpretation of current regulations were to be applied, this could lead to changes in EDP's operating conditions that might require additional capital expenditures, increase its operating costs or otherwise hinder the development of its business.</p> <p>EDP's cash flow is also subject to possible changes in the amounts and timings of the recovery of regulatory receivables from the energy systems.</p> <p>Competition and demand: EDP's profitability, in particular from its supply activities may be affected by significant changes in energy demand in each of the countries where it operates. In the</p>

Element	Title	
		<p>Iberian Peninsula, electricity generation is subject to licensing by the competent authorities, which is carried out in a competitive environment. Consequently, new electricity generation power plants may be licensed to EDP's competitors in the markets where it operates, affecting the profitability of certain of its power plants. Furthermore, EDP may be unsuccessful in obtaining licences for the construction or operation of new power plants, and it could therefore be unable to increase or maintain its generation capacity or market share.</p> <p>EDP may also face competition from new entrants in the market and as a result of the transmission of electricity from regions with excess capacity or lower energy prices. The final adjustments of the costs for the maintenance of the contractual balance ("CMEC") mechanism in relation to certain power plants in 2017, combined with improved electricity interconnections, could also increase competition in the market in which EDP operates.</p> <p>With respect to the development of wind power generation, EDP primarily faces competition in relation to bidding for or acquiring available sites and grid interconnection rights, and in setting prices for energy produced.</p> <p>In addition, the increase of competition in electricity and natural gas supply in liberalised markets in the Iberian Peninsula (where customers are free to choose their supplier) may reduce EDP's margins and reduce its ability to sell electricity and natural gas to value added final customers.</p> <p>Profit Margin: The selling price and gross profit per unit of energy sold by EDP may decline significantly due to a deterioration of market conditions. This may result from an adverse imbalance between supply and demand in the electricity and natural gas markets in which EDP operates, the performance of international and/or regional energy prices such as oil, natural gas, coal, CO2 allowances and green certificates, below-average rainfall or wind speed levels, higher cost of power plant construction, a change in the technological mix of installed generation capacity and administrative decisions imposed by legislative and regulatory authorities. In addition, certain of EDP's power plants in Portugal will cease to benefit from the stranded cost compensation mechanism provided for under the Portuguese CMEC legislation over time, which will result in such power plants becoming exposed to market prices and volatility. Although EDP currently uses and may use various financial and commodity hedging instruments as well as bilateral Power Purchase Agreements and long-term fuel supply agreements in order to mitigate market risks, there is no certainty that such strategies will successfully hedge all of these risks.</p> <p>Counterparty Risk: EDP is exposed to counterparty risk in some of its businesses such as its electricity and natural gas supply to final customers, its energy wholesale activities in the Iberian Peninsula and in international fuel markets, as well as its Power Purchasing Agreements in the United States, Italy, Belgium and Brazil. Counterparties may not comply with their contractual obligations, they may become subject to insolvency or liquidation proceedings during the term of the relevant contracts or the credit support received from such counterparties will be inadequate to cover EDP's losses in the event of its counterparty's failure to perform.</p>

Element	Title	
		<p>Additionally, EDP's liquidity and financial position may be negatively affected if the creditworthiness of the financial institutions with which EDP cooperates in the course of its financial management changes significantly.</p> <p>Macroeconomic, Political and Social Climate: The global economy and the financial system have experienced a period of significant turbulence and uncertainty, including a very severe dislocation of the financial markets and stress to the sovereign debt and economies of certain European Union countries including Portugal and Spain where EDP has a relevant presence, also accompanied by recessionary conditions and trends in many economies throughout the European Union, including Portugal and Spain. EDP is not able to predict how the economic cycle is likely to develop in the short term or the coming years or whether there will be a deterioration of the economic situation globally or in Portugal, Spain or any other country where EDP operates. Additionally, the EDP Group is subject to risks associated with the instability of the political and social environment in each of the jurisdictions where it operates, which may adversely impact the continuity of business activities.</p> <p>Impact of climate changes: Climate changes may have a material adverse effect on the activities of EDP over the medium to long term. In particular, structural decreases in hydro inflows and/or wind load factors may have a significant impact on EDP's hydro and wind generation revenues.</p> <p>Finance: EDP's financial position may be adversely affected by a number of factors including restrictions on its ability to borrow from the capital markets and other lending sources and the cost of such borrowings which may be affected by changes to EDP's credit ratings and adverse market conditions and volatility in the global credit markets. EDP operates in a capital-intensive business and in particular has significant construction and capital expenditure requirements. The recovery of its capital investment occurs over a substantial period of time and in certain circumstances may not be recovered at all. EDP expects to finance a significant part of its capital expenditure from its operating activities. If it is unable to do so it may need to finance these expenditures from outside sources. It may not be possible to raise funds from outside sources on acceptable terms or at all leading to a reduction of its planned capital expenditures.</p> <p>Instruments issued by EDP B.V.: The Instruments issued by EDP B.V. are obligations of EDP B.V. and not of EDP. The Keep Well Agreement entered into between EDP and EDP B.V. is not a guarantee and EDP has no obligation to pay any amounts due under the Instruments issued by EDP B.V. Although under the terms of the Keep Well Agreement the Trustee may, on behalf of holders of any Instruments issued by EDP B.V., enforce EDP B.V.'s rights under that agreement against EDP to require it in certain circumstances to make available funds sufficient to enable EDP B.V. to meet its payment obligations, holders of Instruments issued by EDP B.V. do not have any direct rights against EDP.</p> <p>On-going investigation by the Portuguese authorities: EDP is subject to an on-going investigation by the Portuguese authorities relating to amounts due in connection with the early termination of certain Power Purchase Agreements ("PPAs") and the costs for the</p>

Element	Title	
		<p>CMEC and payments made in connection with its rights in respect of the Public Hydro Domain ("DPH") concession. As at the date of this Base Prospectus, it is too early to determine whether the investigation will lead to any allegations of wrongdoing or any criminal or civil prosecutions. EDP does not accept any accusations of wrongdoing on its part or on the part of any member of the EDP Group and believes that the amounts due for the termination of PPAs under the CMEC and the amount paid for the DPH concession rights were fair and in compliance with market conditions and based on arm's length transactions. However, if the investigation would determine otherwise, there is a risk that members of EDP Group or of its corporate bodies could become subject to penalties or other sanctions. Any such developments could harm EDP's reputation, business, financial condition, and/or results of operations could be affected by the outcome of this investigation.</p>
D.3	Key risks regarding the Instruments	<p>Changes in interest rates will affect the value of Instruments which bear interest at a fixed rate – if market rates increase above the rate paid on the Instrument, the value of the Instrument will be adversely affected.</p> <p>If the Issuers have the right to redeem any Instruments at their option, this may limit the market value of the Instruments concerned. During any period when the Issuers may elect to redeem the Instruments, and potentially prior to this period, the market value of the Instruments will generally not rise above the price at which they can be redeemed. Investors may also be unable to reinvest redemption proceeds at an effective yield as high as the yield on the Instruments being redeemed.</p> <p>Fixed/Floating Rate Instruments which bear interest at a rate that converts, at the option of the Issuer, from a fixed rate to a floating rate, or vice versa, may be issued under the Programme. If the Issuer elects to exercise such option, this will affect the secondary market and the market value of the Instruments, since the Issuers may be expected to convert the rate to produce a lower overall cost of borrowing. This means that where the Issuers convert from a fixed rate to a floating rate, the spread on these Instruments may be less favourable than then prevailing spreads on comparable Floating Rate Instruments tied to the same reference rate. The new floating rate may also be lower than the rates on other Instruments and where the Issuers convert from a floating rate to a fixed rate, the fixed rate may also be lower than then prevailing market rates.</p> <p>Instruments may be issued under the Programme at a substantial discount or premium to their principal amount and the market values of these Instruments tend to fluctuate more in relation to general changes in interest rates than do prices for more conventional interest bearing securities. Generally, there will be greater price volatility the longer the term remaining on the Instrument.</p> <p>An investor may not receive payment of the full amounts due in respect of Instruments as a result of amounts being withheld by the Issuer in order to comply with applicable laws.</p> <p>Investors who hold less than the minimum specified denomination may be unable to sell their Instruments and may be adversely affected if definitive Instruments are subsequently required</p>

Element	Title	
		<p>to be issued.</p> <p>There may be no or only a limited secondary market in the Instruments and this would adversely affect the value at which an investor could sell his Instruments.</p> <p>The value of an investor's investment may be adversely affected by exchange rate movements where the Instruments are not denominated in the investor's own currency.</p> <p>Any credit rating assigned to the Instruments may not adequately reflect all the risks associated with an investment in the Instruments.</p>

Section E – Offer

Element	Title	
E.2b	Reasons for the offer and use of proceeds	<p>The net proceeds from each issue of Instruments issued by EDP, will be applied by EDP for its general corporate purposes.</p> <p>The proceeds of Instruments issued by EDP B.V. will be on-lent to, or invested in, EDP Group companies.</p>
E.3	Terms and conditions of the offer	<p>Under the Programme, the Instruments may be offered to the public in a Public Offer in [Ireland or Portugal].</p> <p>The terms and conditions of each offer of Instruments will be determined by agreement between the Issuer and the relevant Dealer at the time of issue and specified in the applicable Final Terms. An Investor intending to acquire or acquiring any Instruments in a Public Offer from an Authorised Offeror will do so, and offers and sales of such Instruments to an Investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements.</p> <p>[Not Applicable – the Instruments are not being offered to the public as part of a Public Offer.]</p> <p>[The issue of the Instruments is being offered in a Public Offer in [Ireland] [and] [Portugal].]</p> <p>Offer Price: []</p> <p>Conditions to which the offer is subject: []</p> <p>Offer Period: []</p> <p>Description of the application process: []</p> <p>Details of the minimum and/or maximum []</p>

Element	Title	
		<p>amount of application:</p> <p>Description of [] possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</p> <p>Details of the method [] and time limits for paying up and delivering the Instruments:</p> <p>Manner in and date on [] which results of the offer are to be made public:</p> <p>Procedure for exercise [] of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p> <p>Whether tranche(s) [] have been reserved for certain countries:</p> <p>Process for notification [] to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</p> <p>Amount of any [] expenses and taxes specifically charged to the subscriber or purchaser:</p> <p>Name(s) and [] address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.</p>
E.4	Interests material to the issue/offer	There are no interest(s) material to issues of the Instruments under the Programme, save for any fees payable to the Dealer(s) acting as underwriters of issues of Instruments and that any Dealer and its affiliates may also have engaged, and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuers

Element	Title	
		<p>and their affiliates in the ordinary course of business.</p> <p>[The [Dealers/Managers] will be paid aggregate commissions equal to [] per cent. of the nominal amount of the Instruments.]</p> <p>The following additional interest(s) are material to issues of the Instruments: [].</p>
E.7	Expenses charged to the investor by the Issuer or an offeror	<p>Not applicable. No expenses will be chargeable by the Issuer to an Investor in connection with any offer of Instruments. Any expenses chargeable by a Relevant Dealer or an Authorised Offeror to an Investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Relevant Dealer or an Authorised Offeror at the time of the relevant Public Offer.</p>