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EDP – ENERGIAS DE PORTUGAL, S.A.
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
NOTICE TO CONVENE MEETING

In accordance with the law and the Articles of Association, following the request of Shareholders China Three Gorges (Europe), S.A., Oppidum Capital, S.L., Senfora, BV, Fundo de Pensões do Grupo BCP and Société Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation des Hydrocarbures (Sonatrach), I hereby convene all Shareholders of EDP – Energias de Portugal, S.A. (“**EDP**”), a listed company, with registered office at Avenida 24 de Julho, no. 12, 1249-300 Lisbon, with the sole number of registration at the Commercial Registry Office and at the tax authorities 500 697 256, with the share capital of 3,965,681,012 Euros, to meet at the Extraordinary General Shareholders’ Meeting, which be exclusively held by telematic means, **on January 19th, 2021, at 10 am**, with the following

AGENDA

- Item One -** Resolve on the transitional extension of the current remuneration policy of the Executive Board of Directors to be applied to the members of this Board to be elected for the 2021-2023 term of office, to be in effect until the 2021 Annual General Shareholders’ Meeting is held.
- Item Two -** Resolve on the election of the members of the Executive Board of Directors for the 2021-2023 triennium mandate.

PRIOR INFORMATION

1. In view of the evolution of the Covid-19 pandemic outbreak, and the enforcement of Decree no. 51-U / 2020, of 6 November (renewed by Decree 66-A / 2020, of 17 December), decreeing the state of emergency in Portugal, on this



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- date, legislative measures are in force that restrict meetings and limit the movement of citizens to a set of situations previously established and specified, not being anticipated that this situation will be overcome until the holding of the EDP General Shareholders' Meeting.
2. As a result, and in compliance with the legal provisions for the prevention, containment and mitigation of the transmission of Covid-19, the physical presence of Shareholders and their representatives at EDP facilities is prohibited, so the necessary adjustments must be promoted to this pandemic context regarding the holding of the EDP General Shareholders' Meeting.
 3. Notwithstanding the restrictions as a result of the non-admission of the physical presence of Shareholders or their representatives, EDP has conditions that allow it - as in the case of the Annual General Shareholders' Meeting of April 16th, 2020 - to hold the Extraordinary General Shareholders' Meeting now convened, enabling Shareholders the possibility to participate in the meeting by telematic means, exercising their voting right, under the terms set out below.

REQUIREMENTS FOR PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING

- a) According to number 1 of article 14 of the Articles of Association of EDP, only Shareholders with voting right may attend the General Shareholders' Meetings, as well as the persons whose presence is considered as justified by the Chairman of the General Shareholders' Meeting.
- b) To each share corresponds one vote.
- c) Shareholders may only participate and vote at the General Shareholders' Meeting, of January 19th, 2021, by telematic means, in their personal capacity or through a representative, and exercise its voting rights by correspondence, by post or electronically, if such Shareholders own, at least, one share as of 00:00 hours (GMT) of the fifth negotiation day prior to the date of General Shareholders' Meeting, i.e., January 12th, 2021 ("Registration Date").
- d) The exercise of participating and voting rights at the General Shareholders' Meeting is not prejudiced by the transfer of shares after the Registration Date, nor



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is dependent from the respective block between the Registration Date and the date of the General Shareholders' Meeting.

- e) Shareholders that intend to participate at the General Shareholders' Meeting must declare previously and in writing such intention, (i) to the Chairman of the General Shareholders' Meeting and (ii) to the financial intermediary to which the book-entry registry of the shares has been entrusted, at the latest, until 11:59 pm (GMT) of the negotiation day prior to the Registration Date, i.e., January 11th, 2021. For this effect, Shareholders may use the automatic statement form that will be available at EDP's website (www.edp.com) or the available paper form at the referred Internet website, from the date of disclosure of the Notice to Convene meeting.
- f) Financial intermediaries who are informed of their clients' intention in participating in the General Shareholders' Meeting must send to the Chairman of the General Shareholders' Meeting, until 11:59 pm (GMT) of the Registration Date, i.e., January 12th, 2021, information regarding the number of shares registered on behalf of each one of its clients with reference to 00:00 hours of the Registration Date, and may, for that purpose, use the e-mail address edp.ag@edp.com.
- g) Shareholders who, by professional title, own shares on its own name, but on behalf of clients, may vote on a different way with their shares, as long as, in addition to the participation statement and the sending, by the respective financial intermediary, of the information above referred, they present to the Chairman of the General Shareholders' Meeting, until 11:59 pm (GMT) of the day prior to the Registration Date, i.e., January 11th, 2021, sufficient and proportional evidence, of (i) identification of each client (it is understood that the indication of the legal entity number issued by the competent authority at the country of origin will constitute a sufficient and proportional evidence of such identification), (ii) number of shares to vote on each client's account and (iii) vote instructions, specific for each item of the Agenda, given by each client.
- h) Shareholders who have declared their intention to participate in the General Shareholders' Meeting in the above referred terms and transfer ownership of their



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shares between the Registration Date and the end of the General Shareholders' Meeting must communicate it immediately to the Chairman of the General Shareholders' Meeting and to the Portuguese Securities Market Commission.

- i) The representation of a Shareholder is made through letter, duly signed, addressed to the Chairman of the General Shareholders' Meeting, which should be sent by electronic mail to edp.ag@edp.com until 5 pm of January 17th, 2021. It is made available to Shareholders a representation letter form at EDP's website (www.edp.com). The original of the letter should be subsequently sent to EDP, for its registered office located at Avenida 24 de Julho, no. 12, 1249-300 Lisbon.
- j) In case one Shareholder designates different representatives regarding shares held in different book-entry registries, and these representatives vote in a different way on the same proposal all the expressed votes may be annulled. If any of the representatives does not attend the General Shareholders' Meeting, the votes of the representatives present will, however, be considered, as long as all these representatives vote in the same way.
- k) The General Shareholders' Meeting will take place exclusively by telematic means, under the terms of article 377, no. 6, paragraph b) of the Portuguese Companies Code, as such possibility is not excluded by EDP's Articles of Associations.
- l) For the above referred exceptional reasons, the exercise of the vote will exclusively be performed by correspondence, by post or electronically, under the terms of article 384 nos. 8 and 9 of the Portuguese Companies Code and article 22 of the Portuguese Securities Code, and pursuant to article 14 nos. 6 and 8 of EDP's Articles of Association.
- m) The General Shareholders' Meeting will be exclusively held by telematic means, enabling all Shareholders, that have registered themselves and are duly empowered to participate in the Meeting, to have access to the live broadcast of audio and video of the meeting. For such purpose, a link, enabling the access to the digital platform, will be sent one day prior to the meeting to the electronic mail address provided at the time the Shareholder, or its representative, has



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expressed his intention to participate in the General Shareholders' Meeting. In case the Shareholder or the respective representative tries to access through a different email address than the one previously provided, the access to the digital platform will be denied.

- n) All declarations of intention to participate, votes, vote statements and voting instructions should be previously released to the Chairman of the General Shareholders' Meeting by postal or electronic mail, in compliance of the deadlines set forth in this Notice to Convene.
- o) The constitutive and deliberative quorums will be determined prior to the holding of the General Shareholders' Meeting, being deemed present the Shareholders that have timely and validly transmitted their vote statement.
- p) During the General Shareholders' Meeting, it will not be possible to revoke or modify the votes.
- q) The participation of Shareholders or representatives of Shareholder in the General Shareholders' Meeting by telematic means is allowed provided that such Shareholder or representative is legitimised for such under the general terms, even if the respective vote by correspondence is not exercised.
- r) Only Shareholders that are duly qualified to attend the General Shareholders' Meeting, under the aforementioned terms, or their representatives, should have the possibility to, in writing and through the digital platform, raise questions they would like to be answered during the meeting held by telematic means regarding the matters included in the Agenda, under the terms of article 290 of the Portuguese Companies Code. Notwithstanding, in order to ensure the smooth running of the meeting works, it is requested to Shareholders to present their questions in writing until 2 (two) days prior to the General Shareholders' Meeting date (*i.e.* until the 17 January 2021, 11:59 pm (GMT)), identifying the addressed corporate body or the responsible person, using for such purpose the following electronic mail address edp.ag@edp.com; we kindly request Shareholders to send any doubts to the same email address (edp.ag@edp.com).



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- s) Considering that the General Shareholders' Meeting is scheduled for 10 am (GMT), EDP recommends to Shareholders that intend to participate in the meeting to access the digital platform after receiving the link referred in paragraph m) above, in order to allow the timely compliance of all the necessary requirements.

EXERCISE OF VOTING RIGHTS BY CORRESPONDENCE

- t) According to article 22 of the Portuguese Securities Code and article 14 of the Articles of Association, and taking into consideration the current above referred circumstances, Shareholders habilitated to attend the Extraordinary General Shareholders' Meeting of 19th January 2021, may exercise their voting right by correspondence by post or electronically.
- u) In order to guarantee the full clarification of Shareholders prior to the exercise of the respective voting right, and without prejudice to the timely availability of the documents referring to Items One and Two of the Agenda and to the possibility conferred to on paragraph r) above, it is requested that any question that the Shareholders wish to see clarified under the information right foreseen in article 290 of the Portuguese Companies Code be sent up to 8 (eight) days before the General Shareholders' Meeting, that is, until January 11th, 2021 to the email address edp.ag@edp.com, so that EDP may endeavor in the provision of the requested clarifications before the deadline for exercising the voting right. The questions raised by Shareholders and the answers given will be available at EDP's website (www.edp.com).
- v) In order to exercise its voting rights by correspondence by post, Shareholders should send a letter addressed to the Chairman of the General Shareholders' Meeting, by registered letter with acknowledge of receipt to the registered office until the January 14th, 2021. In case the Shareholder is an individual, its signature must be identical to the one of its identity card and a copy of it shall be sent in the same envelope. In case the Shareholder is a legal entity, the signature of its representative shall be recognized on that capacity. To Shareholders is made



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available a voting letter form at EDP's website (www.edp.com) for exercising their voting rights by correspondence.

- w) Shareholders habilitated to attend the General Shareholders' Meeting may also exercise their voting rights by correspondence using electronic means. For that purpose the referred Shareholders shall express such intention to the Chairman of the General Shareholders' Meeting through EDP's website (www.edp.com), along with the statement of intention to participate in the General Shareholders' Meeting in accordance with the form available at the referred website, until January 11th, 2021; following, Shareholders will receive in their electronic address a message confirming the receipt of the intention to participate in the General Shareholders' Meeting containing also a secret identifying code (password) for the exercise of voting rights by correspondence using electronic means; subsequently, a second electronic mail with the ballot paper will be received, and Shareholders should exercise the respective voting rights until January 14th, 2021. The ballot paper should be signed by the Shareholder, its signature must be identical to the one of its identity card, and send by electronic means for the email address made available (referring in the subject the secret identifying code (password) above referred), accompanied with a legible copy of the identification document of the Shareholder; in case the Shareholder is a legal entity, the ballot paper should be signed by a legal representative, accompanied with a document proving the legitimacy of the representation (in case of legal entities incorporated in Portugal, the reference of the Commercial Certificate code regarding the represented entity will suffice). In case the Shareholder is represented by a proxy, a document must be sent attesting the respective powers of representation as well as a legible copy of the proxy's identification document.
- x) Shareholders that, on a professional basis, held shares in its own name but for the account of clients, and intend to exercise their voting right by correspondence using electronic means should express such intention to the Chairman of the General Shareholders' Meeting, along with the statement of intention to participate in the General Shareholders' Meeting, through EDP's Internet website



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(www.edp.com), in accordance with the communication model included in such page, until January 11th, 2021; following, they will receive an electronic mail with the receipt confirmation of the intention to participate in the General Shareholders' Meeting containing also a secret identifying code (password) for the exercise of voting rights by correspondence using electronic means; subsequently, the Shareholders will receive in their electronic address a second electronic mail containing the template table with information on the votes to be exercise on the account of clients, namely the identification of each client, the number of shares voted on their account and the voting instructions, specified for each item of the agenda given by each client, and the professional Shareholders should exercise their voting rights until January 14th, 2021, referring in the subject the secret identifying code (password) above referred. The table should be signed by the legal representative of the professional Shareholder, accompanied with a document proving the legitimacy of the representation (in case of legal entities incorporated in Portugal, the reference to the Commercial Certificate code regarding the represented entity will suffice).

- y) The Chairman of the General Shareholders' Meeting shall verify the authenticity and regularity of the votes issued by correspondence, post or electronically, as well as assure their confidentiality up to the moment of the casting of votes. Those votes are deemed negative votes in relation to proposals of resolutions presented after the date on which those votes have been issued.

ADDITION OF ITEMS TO THE AGENDA AND PRESENTATION OF RESOLUTION PROPOSALS

- z) Under article 23-A of the Portuguese Securities Code, Shareholder(s) that hold shares correspondent to, at least, 2% of the share capital, may request to add certain items to the Agenda, through the presentation of a writing requirement addressed to the Chairman of the General Shareholders' Meeting, in the 5 (five) days following the publication of this Notice to Convene meeting, which shall be



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accompanied by a resolution proposal for each item requested to be included in the Agenda.

- aa) The amendment to the notice to convene meeting and the resolution proposals for each additional item are disclosed to the Shareholders by the same way used to disclose this Notice to Convene meeting, until 00:00 hours (GMT) of the fifth negotiation day prior to the date of the General Shareholders' Meeting, i.e., January 12th, 2021.
- bb) In accordance to article 23-B of the Portuguese Securities Code, Shareholder(s) that hold shares correspondent to, at least, 2% of the share capital, may request the inclusion of resolution proposals regarding subjects referred to in the Agenda or in amendments to the Agenda, through the presentation of a written requirement addressed to the Chairman of the General Shareholders' Meeting on the 5 (five) days following the publication of this Notice to Convene meeting or respective amendment, jointly with the information which shall accompanied the resolution proposal. These resolution proposals and respective information are disclosed to the Shareholders as soon as possible, by the same way used to disclose this Notice to Convene meeting, until 10 (ten) days before the date of the General Shareholders' Meeting.
- cc) If the requirements for the inclusion of items in the Agenda or resolution proposals are not satisfied, the interested may judicially require convening a new general shareholders' meeting to resolve on those items or proposals.

INFORMATION ELEMENTS AVAILABLE TO SHAREHOLDERS

The documents and information concerning Items One and Two of the Agenda, as well as the information foreseen in no. 1 of article 289 of the Portuguese Companies Code and in no. 1 of article 21-C of the Portuguese Securities Code, will be made available to the Shareholders, for consultation at the registered office, at EDP's website (www.edp.com) and at the Portuguese Securities Market Commission's website



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(www.cmvm.pt). Shareholders may also request, in writing to the address edp.ag@edp.com, the sending of such documentation to the respective email address. During the General Shareholders' Meeting, Shareholders may require the clarification of some information. The disclosure of information that may cause serious damages to EDP or to an associated company or that infringes confidential information imposed by law, under article 290 of the Portuguese Companies Code, may be declined.

RELEVANT DATES

Event	Date	Hour
Extraordinary General Shareholders' Meeting	January 19 th , 2021	10 am (GMT)
Statement of intention to participate Receipt of the statement of intention to participate issued by Shareholders	Until January 11 th , 2021	11:59 pm (GMT)
Statement of intention for the exercise of voting rights in a different way Receipt of statements issued by Shareholders that, on a professional basis, held shares in its own name but for the account of clients, and intend to exercise their voting rights, and wish to vote in a different way with their shares.	Until January 11 th , 2021	11:59 pm (GMT)
Registration of Shareholders Receipt of statements issued by financial intermediaries referring the number of shares registered in name of each Shareholder.	January 12 th , 2021	11:59 pm (GMT)
Correspondence vote Receipt of correspondence vote, over each of the item of the Agenda, by postal or by electronic means.	Until January 14 th , 2021	11:59 pm (GMT)
Representation letter Receipt of representation letters addressed to the Chairman of the General Shareholders' Meeting	Until January 17 th , 2021	5 pm (GMT)

Lisbon, 18th December 2020

The Chairman of the General Shareholders' Meeting
(Luís Palha da Silva)