



*Non-binding translation  
For information purposes only*

**EDP – ENERGIAS DE PORTUGAL, S.A.  
ANNUAL GENERAL SHAREHOLDERS' MEETING**

14<sup>th</sup> April 2021

**PROPOSAL OF ITEM 3 OF THE AGENDA**

**Opinion of the General and Supervisory Board on the vote of confidence to the  
Executive Board of Directors regarding 2020 exercise**

**As per established on paragraph h) of no. 1 of Article 22 of EDP's By-Laws, the General and Supervisory Board must "issue, at its own initiative or when requested by the chairman of the executive board of directors, its opinion about the annual vote of confidence in directors referred to in Article 455 of the Companies Code".**

As per the above, in the exercise of its powers and without prejudice to the principle of institutional cooperation that fosters relationships with the Executive Board of Directors in the uncompromising pursuit of EDP interests, the General and Supervisory Board has also implemented a principle of the most exacting standards and full responsibilities, which has special significance in terms of evaluating the activity and performance of the Executive Board of Directors.

EDP voluntarily instituted a formal and objective process for assessing the activity of the Executive Board of Directors. This is a distinctive practice adopted by the General and Supervisory Board, which is in line with the Dow Jones Sustainability Index assessment criteria, and corresponds to the acknowledgment of the ongoing efforts to achieve excellence in terms of the corporate governance practices that the General and Supervisory Board has developed.

The assessment process, which includes the content, format and conclusions of the underlying questionnaire, collection of individual responses and the preparation of an autonomous report regarding the Executive Board of Directors, was carried out, analysed and certified by Mercer, an external consultant.

In early 2021, the Members of the General and Supervisory Board were invited to complete a self-assessment questionnaire, which was divided into the following areas:



*Non-binding translation  
For information purposes only*

- Composition, Organisation and Operation;
- Performance of the Executive Board of Directors in its activity;
- Relationship of the Executive Board of Directors with the General and Supervisory Board;
- Relationship of the Executive Board of Directors with other stakeholders.

The aim of the questionnaire was to establish objective support for subsequent consideration on the part of the General and Supervisory Board, while also taking into consideration the assessment report of the Executive Board of Directors, with any such actions being submitted for further analysis and voting on the part of EDP Shareholders.

Based upon responses to the questionnaire, the General and Supervisory Board reflected as a whole upon such data and extracted the corresponding conclusions in the meeting on 24 February 2021.

Thus, according to the respective rules, approved in line with the best practices in corporate governance, the General and Supervisory Board intends to record the following conclusions related to the assessment process corresponding to the Executive Board of Directors activity and performance in 2020:

1. The General and Supervisory Board considered all the aspects evaluated to be satisfactory in terms of:
  - Organization and competences of the Executive Board of Directors;
  - Fulfilment of the provisions defined by the General and Supervisory Board in relation to the issuance and waiver of prior's opinions and the handling of conflicts of interest.
2. As a global evaluation of the activity carried out by the Executive Board of Directors in 2020, the General and Supervisory Board considered as above the expectations the performance of the first, with emphasis on the following areas of action:
  - Alignment and commitment of the Executive Board of Directors with its mission and responsibilities



*Non-binding translation  
For information purposes only*

- Time and availability dedicated to the requirements and responsibilities inherent to the Executive Board of Directors functions;
- Interpretation of information and reports received;
- Preparation of the subjects covered

Without prejudice to the concluded assessment, the activity of the Executive Board of Directors must be under-pinned by continuous improvement in terms of its respective performance levels, its own functions, relationships with other EDP corporate entities, and the upholding of all shareholder interests.

#### **Proposal**

Considering the above referred, the General and Supervisory Board has unanimously resolved to issue this opinion on the assessment of the activity and performance of the Executive Board of Directors during 2020 exercise and to transmit to the Shareholders its favourable position to a vote of confidence and praise in the Executive Board of Directors, its Chairman and each one of its Members.

Lisbon, 12<sup>th</sup> March 2021

---

Luís Filipe Amado  
Chairman of the General and Supervisory Board