



EDP – Energias de Portugal, S.A.  
Praça Marquês de Pombal, nr 12 - 1250-162 LISBON  
NIPC 500697256, Registered with nr.1805 at CPR of Lisbon  
Share Capital: EUR 3.656.537.715 - LISTED PUBLIC COMPANY

---

## GENERAL MEETING OF SHAREHOLDERS

### NOTICE OF MEETING

Under the terms of the Law and Articles of Association, at the request of the Board of Directors and also at the request of shareholders holding shares corresponding to over 5% of the share capital as far as items eight and nine are concerned, I hereby convene the General Meeting of Shareholders of EDP – Energias de Portugal, S.A., a listed public company with headquarters at Praça Marquês de Pombal, nr. 12, 1250-162 Lisboa, with the share capital of 3.656.537.715 Euros, VAT identification number 500.697.256 and registered with number 1.805 at the Commercial Property Registry of Lisbon. The meeting is scheduled to take place at Auditório I – Centro de Reuniões da FIL, Rua do Bojador, Parque das Nações, in Lisboa, on the 30th of March 2006, at 10:00 hours, with the following

### A G E N D A

Item One – Approval of the Annual Report for the year ended December 31, 2005, including the Report of Management and Accounting, the Annual Report and Opinion of the Sole Supervisor and the Statutory Audit Certification;

Item Two – Approval of the Consolidated Report of Management and Accounting, the Annual Report and Opinion of the Sole Supervisor and the Statutory Audit Certification;

Item Three – Approval of allocation of profits;

Item Four – Approval of the performance of the company's management and supervising, under the terms laid down in article 455 of the Portuguese Commercial Companies Code;

Item Five – Approval of the authorization to the Board of Directors of EDP and its

subsidiaries to purchase and sell shares of the Company;

Item Six – Approval of the authorization to the Board of Directors of EDP and its subsidiaries to purchase and sell bonds of the Company;

Item Seven – Ratification of the co-option of a Board member;

Item Eight – Approval of the amendment of the Articles of Association of the Company with renumbering of the new wording and approval of deliberations on:

- a) Alteration of: article 1 by amendment of item 1; article 3 by amendment of item 1; article 4 by amendment of item 2 and addition of items 3 and 4; article 5 by amendment of item 3; article 8 by addition of new items; article 9 by amendment of item 2 and addition of four new items; article 12 by amendment of items 2, 3, 4, 5, 7 and 8 and addition of three new items with renumbering; article 13 by amendment of items 1, 2 and 3; article 14 by amendment of items 2 and 4; article 15 by amendment of § g), addition of a new paragraph, rearrangement of paragraphs in a sequential order and also addition of a new item 2; article 17 by amendment of item 1; article 18 by amendment of items 1 and 3 and addition of a new item; article 20 by amendment of items 1, 2 and 3; article 21 by amendment of items 1 and 2; article 22 by addition of a new item 2; article 23 by amendment of item 2; article 24 by addition of a new item 2; article 25 by amendment of item 1; article 26 by amendment of items 1 and 3 and by elimination of item 2; article 27 by addition of a § f) to item 1 and amendment of item 2;
- b) addition of five new articles 8-A, 8-B and 8-C, 22-A and 28-A;
- c) alteration of the inscription of Chapter III, addition of a new section I and corresponding inscription to Chapter III and renumbering of the other sections of this chapter;
- d) in accordance with the law, alterations or additions of further articles deemed

necessary pursuant to the amendments of the articles referred to in the predecessor paragraphs, namely articles 2, 6, 7, 14, 16, 17, 18, 20, 23, 25 and addition of a new article 22-B as well as a new section to chapter III and amendment of inscriptions of sections II, III and VI of the same chapter;

Item Nine – Election for the three-year mandate 2006-2008 of titular members and governing bodies as a result of the final wording of the Articles of Association to become in force, namely the General Meeting Committee, Board of Directors and/or Executive Board of Directors, Audit Committee, Supervising Committee and/or General Supervising Committee, Environment Committee and Official Accounting Auditor, appointment of External Auditor and, if appropriate, deliberation on the assignment of duties and changing of regime of any governing bodies in result of the approved articles of association.

## **INFORMATION TO SHAREHOLDERS**

### CALL REQUIREMENTS

- a) In compliance with the provisions laid down in article 12 of the Articles of Association, only shareholders entitled to vote or using the right of grouping pursuant to the law can attend the general meeting;
- b) One vote is allocated to each 100 shares;
- c) Shareholders can only participate in the general meeting, in person or by representation, or exercise their voting right by way of a letter sent by mail or through electronic mail, provided that they have held shares at least since the fifteenth day before the general meeting takes place and also provided that such capacity continues to exist until the date of the meeting;
- d) Representation is made by signed letter addressed to the Chairman of the General Meeting Committee to the **headquarters of the company at Praça Marquês de Pombal, nr. 12, 1250-162 Lisboa;**

- e) Proof of title of the shares shall be made by sending to the chairman of the general meeting committee, to the headquarters of the company, at least eight days before the meeting takes place, a declaration issued and authenticated by the financial trustee responsible for the registration of the shares in account, that must refer that the shares under consideration have been registered in the relevant account since at least the fifteenth day before the date scheduled for the general meeting and that the said shares have been blocked in the same account until the date of the same meeting;

VOTING RIGHT BY WAY OF A LETTER OR ELECTRONIC MAIL

- f) In compliance with the provisions laid down in article 22 of the Securities Market Code and article 12 of the Articles of Association, Shareholders qualified to participate in the General Meeting may exercise their voting right on each item of the Agenda, by way of a registered letter with acknowledge of receipt, signed as per the respective Identity Card, addressed to the Chairman of the General Meeting Committee and mailed to the headquarters of the company until the 23rd of March 2006. The same mail should enclose a well legible copy of the Identity Card of the person who signs the letter.
- g) Shareholders qualified to participate in the General Meeting may exercise their voting right through electronic mail; they shall have to inform the Chairman of the General Meeting Committee of their intent, either at the headquarters of the company or through EDP's web page ([www.edp.pt](http://www.edp.pt)), until the 23rd of March 2006; after that, they shall receive a registered letter at the same address as in the e-mail declaration of the financial trustee, informing of the e-mail address and the password to be mentioned in the e-mail message through which the Shareholder shall exercise his voting right, until the 28th of March 2006.



EDP – Energias de Portugal, S.A.  
Praça Marquês de Pombal, nr 12 - 1250-162 LISBON  
NIPC 500697256, Registered with nr.1805 at CPR of Lisbon  
Share Capital: EUR 3.656.537.715 - LISTED PUBLIC COMPANY

---

INFORMATION AVAILABLE AT THE HEADQUARTERS OF THE COMPANY FOR  
CONSULTATION

- h) From the date of publication of this notice of meeting, all Shareholders shall be able to consult, either at the headquarters of the company or through EDP's web page ([www.edp.pt](http://www.edp.pt)) all proposals submitted for approval of statutory alterations by the Board of Directors and Shareholders with regards to item eight of the Agenda. From the next 15th of March 2006, at the headquarters of the company, all Shareholders can also consult any document and be provided with information with regards to the other items of the Agenda.

Lisbon, the 22nd of February 2006

The Chairman of the General Meeting Committee

(José Manuel Archer Galvão Teles)