



EDP – Energias de Portugal, S.A.

LISTED COMPANY

Praça Marquês de Pombal, nº 12 - 1250-162 LISBOA

Registered with the Commercial Registry Office of Lisbon under no. 500697256 (prior 1805)

Company Tax Number 500697256

Share Capital: EUR 3.656.537.715

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## EDP – ENERGIAS DE PORTUGAL, S.A.

### ANNUAL GENERAL SHAREHOLDERS' MEETING

#### NOTICE TO CONVENE MEETING

In accordance with the law and the by-laws of EDP, pursuant to a request from the Executive Board of Directors, I hereby convene all Shareholders of EDP – Energias de Portugal, S.A., a listed company, with head offices at Praça Marquês de Pombal, no. 12, 1250-162 Lisbon, with the sole number of registration with the Commercial Registry Office of Lisbon and with the tax authorities 500.697.256, with the share capital of 3.656.537.715 Euros, to meet for the Annual General Shareholders' Meeting, which will take place at Auditório I of Centro de Reuniões da FIL, located at Rua do Bojador, Parque das Nações, Lisbon, on April 10<sup>th</sup>, 2008, at 3 p.m., with the following

#### AGENDA

**Point One** – Resolve on the individual and consolidated accounts' reporting documents for the 2007 financial year, including the sole management report, the individual accounts and the consolidated accounts, the annual report and the opinion of the General and Supervisory Board and the sole legal certification of the accounts.

**Point Two** – Resolve on the proposal for the allocation of profits in relation to the 2007 financial year.

**Point Three** – Resolve on the general appraisal of the management and supervision of the company, in accordance with article 455 of the Portuguese Companies Code.

**Point Four** – Grant authorization to the Executive Board of Directors for the acquisition and sale of own shares by EDP and subsidiaries of EDP.



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**Point Five** – Grant authorization to the Executive Board of Directors for the acquisition and sale of own bonds by EDP and subsidiaries of EDP.

**Point Six** – Resolve on the election of members of the General and Supervisory Board.

**Point Seven** – Amend company's by-laws as follows: amend number 4 of article 4 and add a new number 3 on the referred article 4, with the consequent numeration change on the remaining numbers of this article; amend number 1 and 6 of article 14 and add a new number 7 and a new number 8 on the referred article 14, with the consequent numeration change on the remaining numbers of this article; amend number 1, line a) of number 3 and number 5 of article 21 and add a new number 5 and a new number 6 on the referred article 21, with the consequent numeration change on the remaining numbers of this article; and add three new numbers on article 24, with the consequent numeration change of the only paragraph to number 1 and addition of three new numbers (2 to 4) on this article 24.

## INFORMATION TO SHAREHOLDERS

### REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL SHAREHOLDERS' MEETING

- a) According to article 14/1 of the by-laws of EDP, only Shareholders with the right to vote may attend the General Shareholders' Meeting, without prejudice of the right of joining votes as provided for in the law;
- b) To each share corresponds one vote;
- c) Shareholders can only intervene in the General Meeting, in person or through a representative, or exercise their voting rights by correspondence, by courier or by electronic means, if such Shareholders hold shares in EDP since, at least, the fifth business day prior to the date of the General Meeting and provided that they keep such capacity until the term of said General Meeting;



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- d) The representation of a Shareholder is made through a letter – the draft available at EDP’s website ([www.edp.pt](http://www.edp.pt)) may be used - duly signed, delivered to the Chairman of the General Shareholders’ Meeting, by no later than 5 p.m. of the day before the day preceding the date scheduled for the General Meeting, and mailed to the **head office located at Praça Marquês de Pombal, no. 12, 1250-162 Lisbon;**
- e) Evidence of the ownership of the shares must be delivered to the Chairman of the General Shareholders’ Meeting, at the head office, at least five business days in advance of the date of the General Meeting, by means of a statement issued and certified by the financial intermediary responsible for the registry of the shares, which must mention that the relevant shares are registered in the account of the relevant Shareholder since, at least, the fifth business day prior to the date of the General Meeting and that such shares are blocked until the term of the General Meeting.
- f) Bearing in mind that the General Shareholder’s Meeting is scheduled for 3 p.m., it is recommended that the Shareholders who intend to be present at the referred meeting arrive with an antecedence of one hour in order to allow full compliance of required formalities.

EXERCISE OF VOTING RIGHTS BY CORRESPONDENCE

- g) Pursuant to article 22 of the Portuguese Securities Code and to article 14 of the by-laws of EDP, Shareholders entitled to intervene in the General Meeting may also exercise their voting rights by correspondence on each of the points of the Agenda, through a letter signed with a signature identical to that contained in the Identification Card, addressed to the Chairman of the General Shareholders’ Meeting, by registered courier with acknowledgment of receipt, and mailed to the head office by no later than April 3<sup>rd</sup>, 2008. In the same envelop the Shareholder should include a legible copy of the Identification Card of the signatory.



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- h) Shareholders entitled to intervene in the General Meeting may also exercise their voting rights by correspondence through electronic means; for such purpose, Shareholders must express such intention to the Chairman of the General Shareholders' Meeting, at the head office or through EDP's website ([www.edp.pt](http://www.edp.pt)), by no later than April 3<sup>rd</sup>, 2008; subsequently, Shareholders will receive a registered letter, mailed to the address included in the statement of the financial intermediary responsible for the registry of the securities, incorporating the e-mail address to use for the exercise of their voting rights and a password which must be mentioned in the e-mail message through which each Shareholder may exercise, by no later than April 3<sup>rd</sup>, 2008, its voting right.

INFORMATION AVAILABLE TO SHAREHOLDERS AT THE HEAD OFFICE

The relevant documents and information with respect to the points of the Agenda will be made available to Shareholders for consultation purposes by March 26<sup>th</sup>, 2008, at EDP's head office and website ([www.edp.pt](http://www.edp.pt)), with exception of the ones related to point seven of the Agenda which will be made available for that effect on the publication date of the present notice. The individual and consolidated accounts' reporting documents are also available at the information diffusion system of CMVM (Portuguese Securities Market Commission).

Lisbon, March 6<sup>th</sup>, 2008

The Chairman of the General Shareholders' Meeting

(Dr. Rui Pena)