



**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)*

**€15,000,000,000**

*Programme for the Issuance of Debt Instruments*

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This Supplement (the "**Supplement**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 13 September 2022 (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 €15,000,000,000 in aggregate nominal 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 "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers nor as an endorsement of the quality of the Instruments that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Instruments.

The purpose of this Supplement is to: (i) incorporate by reference in the Base Prospectus the unaudited condensed consolidated financial statements of EDP for the nine-months period ended 30 September 2022; (ii) provide an update on recent developments of the EDP Group; and (iii) update the "*Regulatory Framework*" section.

## **IMPORTANT NOTICES**

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is 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. Any websites referred to herein do not form part of the Base Prospectus.

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.

## 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

A copy of the unaudited condensed consolidated financial statements of EDP for the nine-months period ended 30 September 2022 and the review report thereon (the "**EDP Q3 Financial Statements**"), which appear on pages 13 – 92 and 93 – 94, respectively, of EDP's "Interim Report 3<sup>rd</sup> Quarter 2022", is incorporated by reference in and forms part of this Supplement.

A copy of the EDP Q3 Financial Statements has been filed with the Central Bank, and is also available at [https://www.edp.com/sites/default/files/2022-11/R\\_C\\_9M2022\\_EN.pdf](https://www.edp.com/sites/default/files/2022-11/R_C_9M2022_EN.pdf).

Any information contained in the document referred to above which is not incorporated by reference in this Supplement is either not relevant to investors or 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.

### B. Update of the no significant change statement

As a result of the incorporation by reference in this Supplement of the EDP Q3 Financial Statements, paragraph 3 of the "*General Information*" section on page 276 of the Base Prospectus shall be deleted and replaced as follows:

"There has been no significant change in the financial performance or position of EDP or the EDP Group since 30 September 2022 and there has been no significant change in the financial performance or position of EDP B.V. since 30 June 2022. There has been no material adverse change in the prospects of EDP, EDP B.V. or the EDP Group since the date of their last published audited financial statements, being 31 December 2021."

### C. Recent Developments

#### *Completion of the acquisition of a solar development platform based in Germany*

On 6 October 2022, EDP announced that the acquisition, through EDPR, of a 70 per cent. stake in Kronos Solar Projects GmbH ("**Kronos**"), a solar developer company based in Germany, was complete.

#### *Asset rotation deal for a 260 MW operating wind portfolio in Brazil*

On 6 October 2022, EDP, through EDPR, signed a sale and purchase agreement with Companhia Paranaense de Energia ("**COPEL**") to sell a 100 per cent. equity stake in two operating wind projects that total 260 MW of capacity, situated in the state of Rio Grande do Norte, Brazil, for an estimated €0.35 billion (at an exchange rate of 5.16 EUR/BRL, as of 5 October 2022), to be adjusted at the closing date. The transaction is subject to regulatory and other customary precedent conditions.

#### *Completion of the sale of Energest, S.A.*

On 7 December 2022, EDP announced that the total disposal of Energest, S.A., the holder of Mascarenhas Hydro Power Plant, to VH GSEO UK Holdings Limited, a subsidiary of Victory Hill Global Sustainable Energy Opportunities, was complete.

#### *Electricity tariffs for 2023*

On 15 December 2022, ERSE approved ERSE Directive no. 25/2022 regarding electricity tariffs and prices in Portugal for 2023, which is still pending publication on the Portuguese official gazette (*Diário da República*).

This ERSE Directive determines, in particular, the following:

- an increase of 3.3 per cent. in end users' regulated electricity tariffs for 2023 in the normal low voltage (NLV) segment, compared to the 2022 average;
- the average cost of wholesale electricity incurred by the supplier of last resort is estimated to be € 223.43/MWh (compared to the €136.6/MWh assumed in the tariffs that were approved in July 2022);
- a reduction in the grid access tariffs (of 295.8 per cent. in the NLV segment) when compared to the 2022 tariffs, which is a result of a decrease in the system's global use tariff, in turn justified by the decrease of the general economic interest costs (*custos de interesse económico geral*);
- the amount of the tariff debt shall be reduced in €830 million to an expected amount of €878.9 million euros by the end of 2023;
- the regulated gross profit for the activity of electricity distribution, operated by E-Redes, is €1,050 million for 2023, based on a rate of return of 5.05 per cent. and the regulated gross profit for the activity of last resort electricity supply, operated by SU Eletricidade, is €36 million for 2023. In both cases, the regulated gross profit excludes previous year's adjustments.

#### *Completion of the sale of a 50 per cent. stake in Hydro Global to CTG*

On 23 December 2022, EDP announced that the sale of its 50 per cent. stake in Hydro Global Investment Limited ("**Hydro Global**") to China International Water & Electric Corporation, a company that belongs to China Three Gorges group, was complete.

#### *Asset rotation of Indiana Crossroads Solar Park*

On 27 December 2022, EDP, announced that, through EDPR (through its fully owned subsidiary EDP Renewables North America LLC), following the initial completion of the 200MWac Indiana Crossroads Solar Park (the "**Park**") located in Indiana, United States, it had transferred control of the Park to Northern Indiana Public Service Company LLC ("**NIPSCO**") under a build & transfer agreement, for a transaction price of \$0.3 billion.

#### *EDP appointments*

On 2 December 2022, EDP announced that China Three Gorges Brasil Energia, S.A. (formerly China Three Gorges Brasil Energia Ltda.) had appointed Mrs. Zhang Hui as its representative in the General and Supervisory Board of EDP to exercise the office on her own behalf.

#### *EDP B.V. appointments*

Diederik Christiaan Hiebendaal replaced Ronald Arendsen as a director of EDP B.V. with effect from 14 November 2022. Mr. Arendsen was appointed as a director of EDP B.V. from 12 March 2020 and his appointment ended on 24 August 2022. The principal outside activities of Mr. Hiebendaal are as an employee of TMF Netherlands B.V., a trust company established in the Netherlands in 1970 whose principal activities are the provision of corporate secretarial and administrative services to businesses, companies and other forms of enterprise.

### **D. Update to the Risk Factors Section**

The following text is added to the end of the fourth paragraph of the "*EDP is exposed to the regulatory risks associated with the changes in laws and regulations in the countries in which it operates.*" risk factor, on page 10 of the Base Prospectus:

"In addition, Romania and Poland introduced emergency clawback mechanisms to restrict revenues earned by renewable energy producers and other market participants by potentially taxing unrealised profits. Such mechanisms do not take into account financial hedges EDP has in place which support EDP's low risk strategy to secure long term revenues and to remove electricity price volatility on EDP's earnings. Although EDP does not believe such mechanisms are compatible with the EU Council's principles of clawing back only realised market revenues, should these measures become effective, EDP will have to pay taxes as if it was benefiting from increased electricity market prices, without any consideration of the costs incurred with the associated

financial hedges in the energy markets. This would have a material adverse impact on EDP's profitability and results of operations."

**E. Update to the Regulatory Framework Section**

The following text is to replace the second and third paragraphs of the "*Regulatory Framework*" section, sub-section "*Portugal*", on page 196 of the Base Prospectus:

"ERSE Directive no. 15/2022, of 28 June, approved the regulated tariffs that will apply between 1 October 2022 and 30 September 2023.

The Portuguese government approved Decree-Law no. 70/2022, of 14 October, which establishes extraordinary and temporary measures to guarantee security of supply and creates the strategic natural gas reserve. This legal framework applies, among others, to natural gas suppliers and last resort retail natural gas suppliers. In particular, all suppliers within the National Gas System must prioritize the so-called protected clients (which include household consumers) in case of gas shortage. Additionally, the member of government responsible for energy affairs may determine that suppliers and last resort retail suppliers maintain additional safety reserves, at their own cost. Finally, the National Gas System's suppliers may be considered by the national regulatory authority a "dominant operator" when the relevant market share, in volume or number of clients, is higher than 20 per cent.. Dominant operators may be subject to specific obligations, such as the obligation to diversify sources of supply."

**F. Update to the Taxation Section**

In the "*Portugal*" sub-section of the "*Taxation*" section on pages 259-263 of the Base Prospectus:

(i) the following text:

"From 1 January 2023 onwards, the positive balance between capital gains and capital losses arising from the transfer for consideration of shares and other securities, which includes gains obtained on the disposal or the refund of Instruments, is mandatorily included in the annual taxable income and taxed at progressive rates if the assets have been held for less than 365 days and the taxable income of the taxpayer, including the balance of the capital gains and capital losses, amounts to or exceeds EUR 75,009."

is replaced with:

"From 1 January 2023 onwards, the positive balance between capital gains and capital losses arising from the transfer for consideration of shares and other securities, which includes gains obtained on the disposal or the refund of Instruments, is mandatorily included in the annual taxable income and taxed at progressive rates if the assets have been held for less than 365 days and the taxable income of the taxpayer, including the balance of the capital gains and capital losses, amounts to or exceeds EUR 78,834."

(ii) the following text:

"(a 17 per cent. rate is applicable to the first €25,000 of taxable income obtained by small and medium sized companies, as defined in the annex of Decree-Law no. 372/2007, of 6 November)"

is replaced with:

"(a 17 per cent. rate is applicable to the first €50,000 of taxable income obtained by small and medium sized companies, as defined in the annex of Decree-Law no. 372/2007, of 6 November)"