



## **Management Report**

### **December 2010**

**MANAGEMENT REPORT  
for  
EDP Renováveis Group (EDPR)**

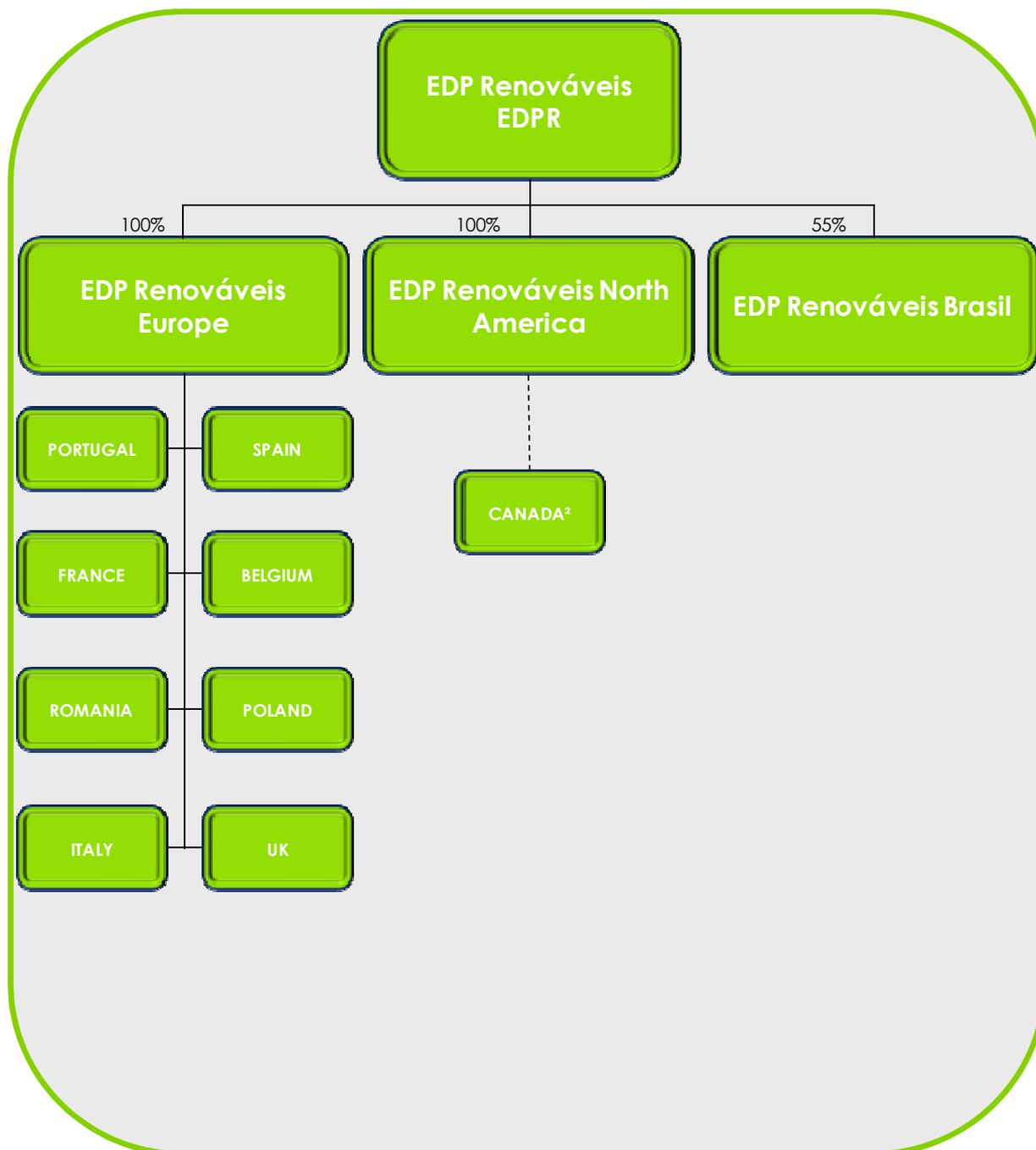
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ATTACHED – EDP RENOVÁVEIS 2010 NET INCOME APPLICATION PROPOSAL

– EDP RENOVÁVEIS CONSOLIDATED FINANCIAL STATEMENTS AS OF 31/DEC/2010

## EDP Renováveis Organization<sup>1</sup>



<sup>1</sup> Non-exhaustive Organization Chart, illustrating disaggregated by geography of presence rather than comprehensive list of legal entities. For simplification purposes, country holdings are shown (full list shown in annex 1 in the notes to the consolidated financial statements representing individual wind farm entities).

<sup>2</sup> 100% owned by EDPR, operationally integrated in EDPR NA

## **MANAGEMENT REPORT for EDP Renováveis Group (EDPR)**

### **1. MAIN EVENTS OF THE PERIOD**

#### **1<sup>ST</sup> QUARTER**

##### **JANUARY**

#### **Jan 8<sup>th</sup> – EDP Renováveis is awarded 1.3 GW of wind offshore capacity in the UK**

EDPR and SeaEnergy Renewable Limited (“SERL”), through a joint-venture designated Moray Offshore Renewables Limited (“MORL”), have been awarded exclusive rights to develop offshore wind farm sites in Zone 1 with an approximated target capacity of 1.3 GW. This partnership, in which EDPR holds a 75% shareholding and SERL the remaining 25%, enabled to leverage the complementary expertise of EDPR in wind and SERL’s know-how on offshore construction, thereby enhancing the result obtained in the UK Round 3.

Zone 1 is located on the Smith Bank in the Moray Firth in the North East of Scotland and covers an area of 520 square km. It is approximately 25 km southeast of the Caithness coast and has water depths between 30m and 60m.

MORL will firstly proceed with the study and development of the offshore wind farm projects in Zone 1 for the purpose of obtaining the relevant key consents. Upon successful completion, MORL will be authorized and will hold the option to begin construction and operation of the offshore wind farm project, which is expected to take place between 2015 and 2020.

#### **Jan 25<sup>th</sup> – EDP Renováveis signs a long-term agreement to sell green certificates in Poland**

EDP Renováveis has entered into a 15-year agreement with Energa to sell the green certificates generated from its 120 MW Margonin wind farm in Poland.

### **Jan 27<sup>th</sup> – EDP Renováveis enters the Italian market through the acquisition of 520 MW to be developed**

EDP Renováveis S.A. acquired 85% of Italian Wind srl, from Co-Ver group (an industrial conglomerate from the north of Italy), adding to its portfolio several wind projects in Italy totalling 520 MW in different stages of maturity and in prime locations: i) 4 wind projects totalling 108 MW classified as Tier 2; ii) 98 MW of projects classified as Tier 3; and iii) 314 MW classified as prospects.

The amount paid for the above mentioned stake is €12 million (Enterprise Value) and additional success fees will be paid as the wind projects reach certain predefined milestones.

## **FEBRUARY**

### **Feb 3<sup>rd</sup> – EDP Renováveis discloses YE2009 provisional operating data**

In 2009, EDP Renováveis added 1.2 GW to its base of installed capacity, representing a 23% increase vis-à-vis 2008. In the US, EDPR successfully installed 700 MW during the period, while in Europe added 461 MW and in Brazil 14 MW.

The wind output for the full 2009 increased a sound 40% vs. 2008. The US assets continued to be the major contributor to the output increase, while European assets managed to deliver a strong recovery on the last quarter of the year, on the back of a high quality of wind resource.

EDPR's total average load factor in 2009 was 29%, with Europe's strong performance compensating the lower wind resource achieved in the US. Such stability on the total average load factor is the result of a balanced portfolio and a selective geographical diversification in terms of countries and regions.

### **Feb 17<sup>th</sup> – EDP Renováveis signs a Power Purchase Agreement (PPA) with Tennessee Valley Authority in the United States**

EDP Renováveis has entered into a 20-year Power Purchase Agreement with Tennessee Valley Authority (TVA) to sell 115 MW of renewable wind energy from the first phase of its Pioneer Prairie Wind Farm located in Mitchell and Howard counties in Iowa.

The Pioneer Prairie Wind Farm, which is located in Iowa along the Minnesota state line in Howard and Mitchell counties, has an installed capacity of 300 MW - enough to power more than 90,000 American homes annually.

**Feb 25<sup>th</sup> – EDP Renováveis announces YE2009 results**

Gross Profit reached €725 million (+25% YoY) and EBITDA €543 million (+24% YoY), with an EBITDA margin of 75%. Net income increased 10% YoY to €114 million.

**2<sup>ND</sup> QUARTER****APRIL****Apr 12<sup>th</sup> – EDP Renováveis is awarded a contract by NYSERDA**

EDP Renováveis has been awarded a contract by the New York State Energy Research and Development Authority (NYSERDA) in conjunction with the Public Service Commission (PSC) to sell renewable energy credits, the clean environmental attributes of wind power, for a volume equivalent to 171 MW of capacity for ten years from its Marble River Wind Farm, currently under development and located in Clinton county, New York.

The contract award is from NYSERDA's fifth competitive solicitation and will be funded through the New York Renewable Portfolio Standard (RPS), which supports and finances the development of renewable energy resources that will help reduce harmful emissions, increase energy security, and build a clean energy economy.

**Apr 13<sup>th</sup> – EDP Renováveis holds its Annual General Shareholder Meeting**

EDP Renováveis Annual General Shareholder Meeting was held on April 13<sup>th</sup> and approved the following resolutions:

- Approval of the 2009 fiscal year individual and consolidated accounts;
- Approval of the application of results generated in 2009;
- Approval of the individual and consolidated Management Report, and the Corporate Governance Report for 2009;
- Approval of the management conducted by the Board of Directors during 2009;
- Approval of the remuneration policies for the managers of EDP Renováveis;
- Approval of the amendment of the paragraphs 1 and 2 of Article 17 of the Articles of Association of EDP Renováveis, S.A.;
- Authorization to the Board of Directors for the derivative acquisition and sale of own shares by the Company and/or other affiliate companies to the maximum limit established by the Law and in accordance with its terms;

- Reappointment, as Auditors of EDP Renováveis S.A., of KPMG Auditores, S.L.;
- Option for the Consolidated Tax Regime regulated in Articles 64 et seq of Real Decreto-Legislativo 4/2004 of 5 March.

#### **Apr 22<sup>th</sup> – EDP Renováveis discloses 1Q2010 provisional operating data**

EDP Renováveis managed a portfolio of 6.3 GW at the end of the 1Q10, having increased its installed capacity by 21%, or 1,094 MW, vis-à-vis 1Q09. From this, 492 MW were installed in Europe and 602 MW in the US. In the first quarter of 2010, EDPR total additions amounted to 32 MW, of which 16 MW were installed in Portugal and the remaining were installed in France. EDPR's construction cycle typically follows a back-end loaded profile on the annual new capacity additions.

In line with the capacity increase (+21% YoY), electricity output was up 28% vs. the 1Q09, with Europe being the main contributor to this increase. EDP Renováveis total average load factor in the 1Q09 was 33%, with Europe delivering a 34% figure and the US 31%.

#### **Apr 26<sup>th</sup> – EDP Renováveis awarded Vestas a procurement contract to deliver 1.5 GW of wind capacity to be installed until the end of 2012**

EDP Renováveis S.A. and Vestas Wind Systems A/S signed a global master supply agreement for the delivery 1,500 MW of wind turbines.

A successful combination of its short-term pipeline optionalities together with a flexible procurement position post-2010 and scale within the industry, were key factors to achieve an agreement of utmost strategic importance reinforcing EDPR's worldwide leadership in the sector.

### **MAY**

#### **May 5<sup>th</sup> – EDP Renováveis announces 1Q2010 results**

Gross Profit increased a solid 22% YoY to €242 million resulting in a 20% YoY EBITDA increase to €185 million, with an EBITDA margin of 76%. Net income reached €43 millions (-15% YoY).

### 3<sup>RD</sup> QUARTER

#### JUNE

##### **Jun 28<sup>th</sup> - EDP Renováveis fully closes Vento III institutional partnership structure through the sale of the remaining stake amounting to \$141 million**

EDP Renováveis has secured \$141 million of institutional equity financing from Wells Fargo Wind Holdings LLC in exchange for an interest in the Vento III portfolio.

Vento III is a 604 MW portfolio of wind farms structured in December 2008 and consists of Rattlesnake Road (103 MW), Pioneer Prairie (300 MW), and Meridian Way (201 MW). \$376 million was previously funded by JPM Capital Corporation, New York Life Insurance Co., New York Life Insurance & Annuity Corp. and GE Energy Financial Services.

With this new investment by Wells Fargo Wind Holdings LLC, EDPR has raised a total of \$517 million through Vento III and closed all its funding needs. The transaction accelerates the monetization of tax benefits generated by the wind farms and improves the projects' economics.

#### JULY

##### **Jul 6<sup>th</sup> - Government of Cantabria awards 220 MW to EDP Renováveis**

The Spanish regional Government of Cantabria has announced the granting of a total of 1,336 MW in its tender to award electricity production licenses through wind energy.

EDP Renováveis was awarded with 220 MW in the region of Cantabria, corresponding to 16% of the total assigned capacity.

The execution of this wind projects are now subjected to the regular process of developing and licensing, in accordance to the law and regulation applicable in Spain.

EDPR expects the awarded projects to reach the ready-to-build phase from 2013 onwards.

##### **Jul 12<sup>th</sup> – Romania approves new wind regulation**

The Romanian Parliament's proposal that regulates renewable energy sources was published "today".

The legal framework in place since 2004 comprises a system where renewable generators in addition to the electricity price receive tradable green certificates. The proposal now signed into law reinforces the framework in place and the country's commitment with renewable energy, by:

- Increasing the mandatory quotas for electricity produced from renewable sources which benefit from the green certificate's promotion system. 2012 quota increases from 8.3% to 12% of the electricity production, escalating by 1%/year to reach 20% by 2020.
- Extending until 2017 (previously until 2015) the right to collect two green certificates per each MWh generated by wind farms (one certificate per MWh from 2018 onwards).
- Reaffirming the current green certificate's floor and cap prices at €27/MWh and €55/MWh and increasing the penalty by non-compliance to €110 (from €70) for each missing green certificate. Current cap, floor and penalty prices are set in euros and indexed to euro-inflation.

EDP Renováveis currently has 228 MW under construction (to be commissioned by 2010-year end) and 613 MW of projects in different stages of development. The Romanian commitment regarding renewable energy improves the company's investment visibility and enhances the projects' value creation.

#### **Jul 14<sup>th</sup> – EDP Renováveis announces 1H2010 provisional operating data:**

Capacity increased 155 MW (63 MW in Europe and 92 MW in US) and electricity output totalled 6,940 GWh, meaning a 32% increase comparing with the 1st half of 2009. Load factor in Europe was 23% and in the US 33%.

#### **Jul 29<sup>th</sup> – EDP Renováveis announces 1H2010 results**

Gross Profit was €462.4 million (+30% YoY) and EBITDA €342.9 million (+27% YoY), with an EBITDA margin of 74.2%. Net income reached €42.9 million, having decreased 35% YoY.

### **SEPTEMBER**

#### **Sep 27<sup>th</sup> – EDP Renováveis establishes new institutional partnership structure incorporating the cash grant in lieu on PTC for 99 MW in the US**

EDPR has signed an agreement to secure \$84 million of institutional equity financing from JPM Capital Corporation in exchange for a partial interest in its 99 MW Meadow Lake II wind farm.

#### **Sep 30<sup>th</sup> – EDP Renováveis executes project finance for 120 MW in Poland**

EDPR has executed a project finance structure agreement with a consortium of banks for its fully operating 120 MW Margonin wind farm in Poland. The contracted debt facility amounts to €135 million.

## 4<sup>TH</sup> QUARTER

### NOVEMBER

#### **Nov 3<sup>rd</sup> – EDP Renováveis announces 9M2010 results**

Gross Profit was €662.3 million (+34% YoY) and EBITDA €473.1 million (+28% YoY), with an EBITDA margin of 71.4%. Net income reached €22.2 million, having decreased 68% YoY.

#### **Nov 15<sup>th</sup> – EDP Renováveis signs a new Power Purchase Agreement (PPA) for 99 MW in the US**

EDPR has signed a 20-year PPA for a 99 MW wind farm in the PJM interconnection area, expected to be fully commissioned in 2011.

#### **Nov 30<sup>th</sup> – EDP Renováveis signs a new Power Purchase Agreement (PPA) for 83 MW in the US**

EDPR signed a 20-year PPA with Tennessee Valley Authority to sell renewable energy from 83 MW of the Pioneer Prairie wind farm (Iowa), at full operation.

### DECEMBER

#### **Dec 8<sup>th</sup> – Spanish Government publishes new Royal Decree providing regulatory stability to the wind energy sector**

The Spanish Government published the Royal Decree 1614/2010, which increases the visibility of the existing assets' returns for its full useful life and provides stability to the investments in the country.

#### **Dec 9<sup>th</sup> – EDP Renováveis establishes new institutional partnership structure incorporating the cash grant in lieu of PTC for 101 MW in the US**

EDPR has signed an agreement to secure \$99 million of financing through Bank of America Public Capital Corp in exchange for a partial interest in its 101 MW Kittitas Valley wind farm.

#### **Dec 13<sup>th</sup> – EDP Renováveis signs new Power Purchase Agreement (PPA) for 198 MW in the US**

EDPR signed a 5-year PPA with Constellation Energy Commodities Group, Inc. to sell the renewable energy from its 198 MW Top Crop II, already in operation in the PJM market.

#### **Dec 16<sup>th</sup> – EDP Renováveis secures new Power Purchase Agreement (PPA) for 175 MW in the US**

EDPR has secured a 20-year PPA to sell to Ameren Illinois Utilities and Commonwealth Edison Company the equivalent renewable energy produced by 175 MW of wind installed capacity in the US.

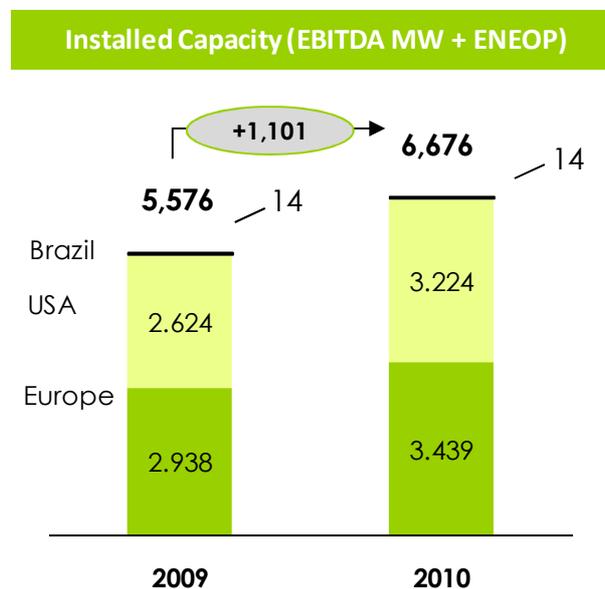
**Dec 20<sup>th</sup> – Extension of the US Investment Tax Credit (ITC) cash reimbursement**

The President of the United States of America signed the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010, which includes an one-year extension of the ITC cash reimbursement under the Department of Treasury's Section 1603 program, applicable to EDPR's wind projects in the US.

## 2. PERFORMANCE OF 2010

### 2.1 Operational and Financial<sup>1</sup> Performance

During 2010, EDPR added 1,101 EBITDA MW (incl. ENEOP<sup>2</sup>) of installed capacity, of which 600 MW in North America and 501 MW in Europe.



On top of the 1,101 EBITDA MW (including ENEOP) of new installed capacity, EDPR ended 2010 with 649 MW under construction (of which 480 MW in Europe, 99 MW in North America and 70 MW in Brazil), providing confidence and credibility on the organization's ability to execute 2011 growth targets.

By the end of 2010, EDPR had 6.7 GW of (EBITDA + ENEOP) installed capacity in Spain, Portugal, France, Belgium, Poland, Romania, a variety of US states and Brazil.

<sup>1</sup> Prepared according to IFRS accounting standards. EDPR consolidated accounts are considered for the purpose of this Management Report.

<sup>2</sup> ENEOP – Eólicas de Portugal, S.A.

<b>Installed Capacity (EBITDA MW + ENEOP)</b>	<b>2010</b>	<b>2009</b>	<b>Δ MW</b>
Spain	2.050	1.861	+189
Portugal	838	680	+158
<i>of which ENEOP</i>	239	85	+154
France	284	220	+64
Belgium	57	57	+0
Poland	120	120	+0
Romania	90	0	+90
<b>Europe</b>	<b>3.439</b>	<b>2.938</b>	<b>+501</b>
<b>US</b>	<b>3.224</b>	<b>2.624</b>	<b>+600</b>
<b>Brazil</b>	<b>14</b>	<b>14</b>	<b>-</b>
<b>Total</b>	<b>6.676</b>	<b>5.576</b>	<b>+1.101</b>

In terms of total output, EDPR recorded a significant growth in electricity generation, with 14.4 TWh generated in 2010 (32% increase vs. 10.9 TWh in 2009). This year EDPR reached once again load factors above market average, underlining the quality of its wind farms.

Overall EDPR load factor was in line with 2009. In Europe the load factor reached 27% and in the US 32%. Excellence in operational performance is best reflected in the sustainable and high availability levels and consistent load factor premiums in major markets.

<b>Region</b>	<b>Electricity Generated (GWh)</b>		<b>Load Factor (%)</b>	
	<b>2010</b>	<b>Δ 10/09</b>	<b>2010</b>	<b>Δ 10/09</b>
Europe	6.632	+33%	27%	+1 pp
EE.UU	7.689	+30%	32%	(0 pp)
Brazil	31	+17%	26%	+4 pp
<b>Total Generation</b>	<b>14.352</b>	<b>+32%</b>	<b>29%</b>	<b>+0 pp</b>

Total balance sheet assets reached by the end of the 2010 were €12,835 million with c. 14% increase (or €1,541 million) when compared to prior year. Of this, €9,982 million relate to net Tangible Fixed Assets (PPE) which year-on-year increased by €1,347 million.

Total Equity amounted to €5,394 million by year end, driven by the €82 million increase in Reserves and Retained Earnings leading to a solid Equity / Total Assets ratio of 42.0%. Total Equity and Liabilities summed by the end of 2010 to €7,442 million, with an increase of c. 24.7% (or €1,475 million) used to fuel growth business.

Total revenues reached €845 million driven by higher installed capacity and represented a 30.4% growth comparing to 2009. This growth is of particularly relevance given the current unfavourable pricing environment in the global power markets. EDPR benefited from an active risk management practice, namely by hedging c. 1.8 TWh of output in Spain and therefore reducing its exposure to the variability of the Spanish pool price. This hedging coverage had a positive impact of €12 million in 2010 revenues.

During 2010 EDP Renováveis signed a 15-year agreement with Energa to sell the green certificates generated from its 120 MW Margonin wind farm in Poland, reached Power Purchase Agreements for the sale of electricity of the two wind farms projects in Romania and successfully executed 841MW of PPA (Power Purchase Agreement) contracts in NA:

- In February, EDP Renováveis has entered into a 20-year Power Purchase Agreement with Tennessee Valley Authority (TVA) to sell 115 MW of renewable wind energy from the first phase of its Pioneer Prairie Wind Farm located in Mitchell and Howard Counties in Iowa.
- In April, signed a PPA for a volume equivalent to 171 MW of capacity for ten years from its Marble River Wind Farm, currently under development and located in Clinton County, New York.
- In November, the company signed a 20-year PPA for a 99 MW wind farm in the PJM interconnection area, expected to be fully commissioned in 2011. Also, signed a 20-year PPA with Tennessee Valley Authority to sell renewable energy from 83 MW of the Pioneer Prairie wind farm (Iowa), at full operation. In December, EDPR signed a 5-year PPA with Constellation Energy Commodities Group, Inc. to sell the renewable energy from its 198 MW Top Crop II, already in operation in the PJM market.
- Additionally, EDPR has secured a 20-year PPA to sell to Ameren Illinois Utilities and Commonwealth Edison Company the equivalent renewable energy produced by 175 MW of wind installed capacity in the US by the end of the year.

All in all, 841 MW of PPA's were successfully secured in North America, which summed with the 120 MW of long-term agreement for green certificates in Poland and the signing of Power

Purchase Agreements for the sale of electricity of the two wind farms projects in Romania (228 MW) provide a significant source of secure cash flow stream going forward.

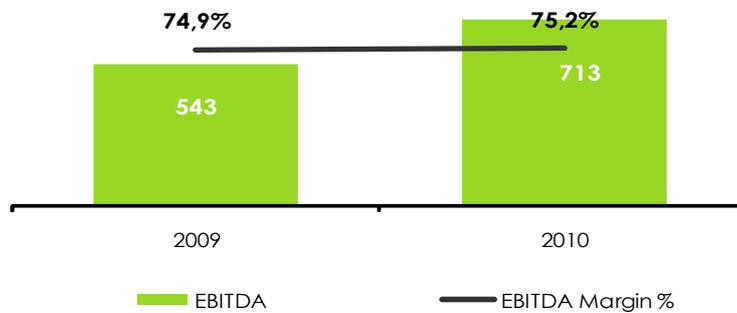
Financial Indicators (€ m)	2010	2009	Δ %
Gross Margin (incl. Tax Equity Revenue)	948	725	31%
Opex & Other Operating Income	235	182	29%
<b>EBITDA</b>	<b>713</b>	<b>543</b>	<b>31%</b>
EBITDA Margin %	75,2%	74,9%	
EBIT	290	231	26%
Financial Results	(174)	(72)	140%
<b>Net Income (EDPR Equity holders)</b>	<b>80</b>	<b>114</b>	<b>-30%</b>
Capex	1.401	1.846	-24%
Total Assets (book value)	12.835	11.294	14%
Equity (market value)	3.783	5.784	-35%
Net Debt (book value)	2.848	2.134	34%
<b>Enterprise Value</b>	<b>7.706</b>	<b>9.126</b>	
Debt / EV %	37,0%	23,4%	
<b>Net Debt / EBITDA</b>	<b>4,0</b>	<b>3,9</b>	

Focus on operational efficiency, with Opex<sup>3</sup> amounting to €235 million, lead to an EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization) YoY growth of 31.3% of €713 million and an EBITDA Margin (EBITDA / Gross Margin<sup>4</sup>) of 75.2%.

Gross Margin at 2010YE grew 30.8% YoY to €948 million as a result of the electricity output increase (+32% YoY) and the reduced exposure of EDPR's portfolio to market price volatility, which along with the diversification effect enabled a stable YoY average selling price.

<sup>3</sup> Defined as Operating Costs + Revenues from Tax Equity Partners – Other Operating Results

<sup>4</sup> Defined as Revenues + Revenues from Tax Equity Partners – Cost of Used Goods

**EBITDA (€ M) & EBITDA Margin (%)**


Provisions and net Depreciation & Amortization in 2010 were of (€423) million and net Financial Results of (€169) million (including €5 million in gains from associates) resulting in a Earnings before Taxes of €121 million and a Income Tax Expense of €38 million, corresponding to an effective income tax rate of 31.3%.

Net Income totalled €83.0 million, of which €2.8 million belong to minority interest and €80.2 million is attributable to EDPR equity holders. This represents a reduction vs. the €114 million of Net Income attributable to EDPR equity holders in 2009.

EDP Renováveis decided to propose to the general meeting of Shareholders the allocation of the Net Income for the period of 2010 into reserves as follows:

<b>Net Income Application Proposal</b>	
<b>Distribution basis:</b>	<b>Values in Euros:</b>
Net Income of the Period	44,091,046.97
<b>Total to be allocated</b>	<b>44,091,046.97</b>
<b>Allocation:</b>	
Legal Reserve (10%)	4,409,104.70
Free Reserve	39,681,942.27
<b>Total Distributed</b>	<b>44,091,046.97</b>

Capex in 2010 was €1,401 million, reflecting the MW added in the period and the under construction capacity. 2010 capex decreased by 24% mainly explained by the capacity growth deceleration seen in 2010. Out of the €1,401 million capex for 2010, €895 million were related to the building of new installed MW, while €406 million assigned to under construction capacity.

<b>Capex (€ m)</b>	<b>2010</b>	<b>2009</b>
Spain	111	561
Portugal	8	102
RoE	420	351
<b>Europe</b>	<b>539</b>	<b>1.014</b>
<b>USA</b>	<b>768</b>	<b>826</b>
<b>Brazil</b>	<b>72</b>	<b>2</b>
<b>Other</b>	<b>22</b>	<b>4</b>
<b>Total Capex</b>	<b>1.401</b>	<b>1.846</b>

In 2010, EDPR's operations generated a cash-flow of €567 million, delivering a solid 45% growth YoY, clearly demonstrating the increased cash generation capabilities of the existing assets. Given the growth cycle of the company, capex levels remained above the cash-flow generation, leading to a Net Debt increase of €715 million in the period. But it's important to highlight that the operating cash-flow already covers more than 40% of the growth capex vs. 20% in 2009.

EDP Renováveis' gross financial debt was €3.5 billion in 2010, of which 79% corresponds to loans with EDP Group, while debt with financial institutions is mostly related to project finance with a long-term profile. In 2010, debt with financial institutions increased €191 million related to the Polish and Brazilian projects.

Net debt as of December 2010 amounted to €2.8 billion, increasing from the €2.1 billion at the end of 2009, mainly reflecting the capital expenditures in the period. Net debt related to assets in operation amounted to €2,450 million based on 2010 capacity.

<b>Net Debt (€ m)</b>	<b>2010</b>	<b>2009</b>
Financial Debt	3.534	2.674
Financial Receivables	-226	-59
Cash & Equivalents	-459	-481
<b>Net Debt</b>	<b>2.848</b>	<b>2.134</b>

## 2.2 Competitive Landscape and Business Plan

Currently, we are a world leader energy company. Our growth has been the result of an extraordinary capacity to implement projects and to smoothly integrate new companies, people and cultures during the period from 2005 to 2010. Our markets provide attractive growth potential, mainly due to their growth prospects and the fact that they possess a stable regulatory structure that allows profitable returns.

EDPR continues to look to the renewable energy sector with a long-term outlook, believing that the environmental, economic and technological trends that have underpinned the currently favourable renewable energy market conditions will continue to drive further support for growth in the markets we are active in.

EDPR is a leading 'pure-play' renewable energy company, having derived the revenue stream from renewable energy activity. EDPR has leading position and "early mover" advantages in attractive high-growth markets, and continues to analyze new markets as well as new opportunities within the markets we currently operate within. This strategy continues to provide the company with a unique combination of size, focus and experience in the sector.

<sup>5</sup> Excludes Institutional Partnership Liability (TEI)

EDPR has a solid history of executing projects and delivering targets. We consistently increased installed capacity through the successful development of pipeline. The company success results from a unique combination of factors: strong track record in execution, first class assets with above average quality wind resources, a well balanced portfolio in terms of geography, stage of development and revenue sources, and a competitive turbine supply strategy.

The combination of diversified operations with a stable revenue base spread across countries with favourable regulatory regimes limits the exposure to market prices of electricity and provides a significant visibility and stability.

Furthermore, EDPR has proven its ability to selectively identify new markets, to enter such markets and successfully integrate new countries.

For that, by the end of 2010, EDPR has crafted a robust, visible and geographically diverse pipeline of nearly 32 GW worldwide (varying from projects in eight European countries, several US states, Canada and Brazil).

MW	Under Construction	Pipeline				Prospects	Total
		Tier 1	Tier 2	Tier 3	Total		
Spain	201	300	436	2.089	2.825	2.121	5.146
Portugal	58	199	23	74	297	200	555
France	-	71	60	149	280	351	631
Belgium	13	-	-	-	-	-	13
Poland	70	-	442	738	1.180	660	1.910
Romania	138	57	-	556	613	-	751
Italy	-	20	186	-	206	785	991
UK	-	-	-	1.300	1.300	-	1.300
<b>Europe</b>	<b>480</b>	<b>647</b>	<b>1.147</b>	<b>4.906</b>	<b>6.700</b>	<b>4.116</b>	<b>11.296</b>
<b>NA (incl. Canada)</b>	<b>99</b>	<b>1.075</b>	<b>6.508</b>	<b>7.245</b>	<b>14.828</b>	<b>4.237</b>	<b>19.164</b>
<b>Brazil</b>	<b>70</b>	<b>81</b>	<b>153</b>	<b>456</b>	<b>690</b>	<b>491</b>	<b>1.251</b>
<b>Total</b>	<b>649</b>	<b>1.802</b>	<b>7.808</b>	<b>12.607</b>	<b>22.218</b>	<b>8.844</b>	<b>31.711</b>

This pipeline reinforces EDPR's position as a leading player in the renewable energy industry and underlines management's commitment to create shareholder value through selecting the best projects to fuel future growth.

On the core of EDPR's confidence on achieving these targets, is a dynamic, highly qualified and experienced team of world-wide employees with the track record and ambition to deliver upon the superior targets.

### 3. REGULATORY ENVIRONMENT

#### WIND MARKET REGULATION

The following tables show a brief summary of the main regulatory events at a worldwide and European level. The information below will be developed in following sections.

	Event	Main implications
Global	United Nations Climate Change Conference, in Cancun (Mexico) Nov-Dec 2010	<ul style="list-style-type: none"> <li>• Recognition, in a formal UN decision, of the emission-reduction targets that Developed countries listed under the Copenhagen Accord</li> <li>• Agreement for the monitoring, reporting and verification of the emissions processes</li> <li>• Establishment of a Green Climate Fund to support policies and activities in developing countries</li> <li>• Support to the Clean Development Mechanisms ("CDM") scheme after the expiration of the Kyoto Protocol</li> <li>• A post-Kyoto binding treaty is still to be agreed</li> </ul>
Europe	Presentation by States Member of its National Renewable Energy Action Plans (NREAP) Summer 2010	<ul style="list-style-type: none"> <li>• Renewable Energy Directive 2009/28/EC requires State Members to submit its National Renewable Energy Action Plan by June 30<sup>th</sup>, 2010</li> <li>• States have presented their strategies to reach their 2020 target</li> <li>• NREAP reflect targets by sector (share of energy from renewable sources consumed in transport, electricity, heating and cooling), as well as the chosen trajectory to achieve them</li> </ul>
North America	Tax relief bill December 2010	<ul style="list-style-type: none"> <li>• One-year extension of the cash grant</li> <li>• An increase of the bonus depreciation</li> </ul>
Brazil	2 tenders held in 2010	<ul style="list-style-type: none"> <li>• Both tenders allocated 2,05 GW of wind capacity</li> </ul>

#### GLOBAL REGULATION EVENTS

The 2010 United Nations Climate Change Conference was held in Cancun, Mexico, from November 29<sup>th</sup> to December 10<sup>th</sup>. Last year's talks in Copenhagen only delivered a weak array of voluntary mitigation and financing pledges that were not endorsed as a COP (Conference of the Parties) decisions. However, in Cancun, the Parties adopted formal decisions in key fields as climate finance, technological transfer and adaptation.

A major achievement was the establishment of a new climate fund under the UN Convention. This new Green Fund will be managed by the World Bank with an aim to allocate funds to developing countries for climate aid.

Another important step forward was the recognition, in a formal UN decision, of the mitigation pledges agreed in Copenhagen (this is, the confirmation of the target of limiting temperature rises to less than 2°C compared to pre-industrial levels). The parties have also agreed to the “Monitoring, Reporting and Verification”, which is necessary step to verify the progression of the emission reductions under a transparent process. This is very significant as a global emissions deal has always been stalled by the lack of understanding regarding this topic between US and China. With this agreement, there is groundwork for future negotiations.

The parties also supported the continuation of the Clean Development Mechanism (CDM) after the expiration of the Kyoto Protocol (December 31st 2012) and included for the first time Carbon Capture Storage (CCS) under its reach. Additionally, the agreement includes the framework for REDD+, a mechanism for forestry protection. However, a post-Kyoto agreement has still to be reached, as Japan, Russia and Canada firmly opposed to a second commitment period. Negotiations however will continue in Durban, South Africa, in 2011.

## **REGULATION EVENTS IN EUROPE**

At the European level, following the approval of the Renewable Energy Directive 2009/28/EC, all the Member States were requested to present a “National Renewable Energy Action Plan” (NREAP) by June 30th, 2010. The NREAP are documents in which European Member States present how they intend to reach their binding renewable targets for the year 2020 and the paths towards them. Member States have also been required to provide their sectoral targets (electricity, transport and heating and cooling), the technology mix they expect to use, the transfers between Member States and the specific measures they intend to implement in order to reach the forecasted trajectory. As the Directive indicates, NREAP must conform to the National Action Plan template adopted by the European Commission in June 2009.

**GOVERNMENT SUPPORT OF RENEWABLE ENERGY FOR EDPR RELEVANT COUNTRIES**

**SPAIN**

Regulatory change	Description
Royal Decree 1614/2010 of 7 December	<ul style="list-style-type: none"> <li>• Sets a temporary cut of the renewable premium applicable to wind governed by Royal Decree 661/2007</li> <li>• Provides regulatory stability and visibility to the full useful life of the wind farms to be installed until 2012</li> <li>• Fixes a cap to the annual equivalent hours entitled to receive the premium</li> </ul>
Royal Decree 1565/2010 of 19 November	<ul style="list-style-type: none"> <li>• Modifies the reactive power regime</li> </ul>
Decree-Law 14/2010 of 23 December	<ul style="list-style-type: none"> <li>• Imposes a generation levy of €0,5/MWh applicable to ordinary and special regime generators</li> </ul>

The Spanish government has long struggled to deal with a rising tariff deficit and since mid 2009 has shown concern about the cost of the renewable sector.

Following the agreement reached in July 2010 by the Industry Ministry with two key renewable energy associations (the Spanish Wind Energy Association and Protermosolar), the Royal Decree 1614/2010 of 7 December was approved.

The recently approved regulatory scheme on wind is summarized as follows:

- A temporary 35% cut of the reference premium applicable to the wind capacity ruled by RD 661/2007, only during 2011 and 2012. Cap and floor have not been revised and still remain indexed to CPI-"X";
- An amendment to the article 44.3 of the RD 661/2007 clarifying that eventual future revision to the value of the reference premium would only be applied to the capacity that comes on line after 2012;
- A cap to the annual equivalent working hours entitled to receive the premium value set at 2,589 hours (would only be active if the average of the Spanish wind sector equivalent working hours surpasses the 2,350 in each year). The reference hours are not revisable for the full useful life of the existing and pre-registered wind farms);

Wind capacity pre 2008 (ruled by the RD 436/2004) remains untouched, and will transit to the Royal Decree 661/2007 regime in 2013. The bulk of the Spanish wind assets (those ruled by RD 436/2004) is unaffected by the new regulation.

Apart from Royal Decree 1614/2010, wind energy regime was amended by two other decrees. The first one is Royal Decree 1565/2010 of November 19th that modifies the reactive power regime. With this new decree, reactive premiums are lowered but the requirements to receive the bonus are less restrictive, thus more easily achievable. The second decree is Royal Decree-law 14/2010 of December 23th that brings in several measures to reduce the tariff deficit. Among the measures, the decree includes a generation levy of €0.5/MWh applicable to ordinary and special regime generators.



## PORTUGAL

Regulatory change	Description
Decree Law 51/2010	<ul style="list-style-type: none"> <li>• Simplifies procedure for installing additional equipment in wind farms</li> <li>• Obliges wind generators to have equipment installed in each turbine to attenuate voltage drops and supply reactive energy</li> </ul>
End of reactive energy premiums	<ul style="list-style-type: none"> <li>• Wind generators are not entitled to receive reactive energy premiums</li> <li>• The impact on total remuneration will not be meaningful</li> </ul>

On May 20th, Decree Law 51/2010 was approved. This new regulation simplifies the procedure for installing additional equipment in wind farms (overpowering). The decree also obliges wind generators to have equipment installed in each turbine to attenuate voltage drops (fault ride through) and supply reactive energy. Concerning the latter obligation, there is no longer a premium for supplying reactive power, and there will be a penalty if the wind farm does not operate within certain parameters in terms of reactive power.



## FRANCE

Regulatory change	Description
"Grenelle 2" in June 2010	<ul style="list-style-type: none"> <li>• Introduces new restrictions and requirements in the permitting process that could hinder the future development of wind farms</li> </ul>

After months of debate, the “Grenelle 2” was finally approved on June 29th, 2010. The origins of this bill date back to 2007, when the “Grenelle de l’Environnement”, a national summit to formulate environmental policy was launched. Three years later, the “Grenelle 2” is a toolbox of the “Grenelle de l’Environnement” and establishes a new framework for wind energy.

In order to qualify for the guaranteed purchase price, the “Grenelle 2” introduces a minimum threshold of five turbines for wind energy plants. This measure aims at avoiding wind scattered development. The law also requires wind farms to be erected at least 500 meters from habitation.

Another requirement to benefit from the guaranteed electricity purchase price is, since 2007, to be built in predefined zones: in “ZDEs” (wind development areas) being these specific areas designated by the municipalities hosting the projects. In articulation with the ZDEs, the “Grenelle 2” introduces a new layer requiring wind farms to be also included in the “Regional Development Areas” to be approved by the Regions and currently under preparation.

In addition, wind farms will be subject to “ICPE” (Industries Classified for the Protection of the Environment”) regulation which add new permitting requirements, and put wind farms on the same level than industries with a proven potential risk for the environment.

Finally, the “Grenelle 2” stipulates that at least 500 turbines must be installed each year with a review after 3 years, but does not include specific mechanisms to achieve this goal. This requirement aims to achieve the onshore wind energy target of 19 GW in 2020.



## BELGIUM

Regulatory change	Description
Increase of the quotas of electricity from renewable sources	<ul style="list-style-type: none"> <li>Introduces higher quotas of electricity produced from renewable sources which is expected to spur renewables</li> </ul>

New quotas of renewable generation have been approved in Wallonia. New quotas are considerably higher than previous ones and are: 13.50% in 2011 and 15.75% in 2012. Quotas from 2013 onwards are yet to be decided, although the CWAPE (The Energy Regulator in

Wallonia) has recommended the Government to increase them by 2.25 pp a year, up to 33.75% in 2020.

Currently, the Green Certificate Scheme is being reviewed by the Government but no formal documents have been published yet.



## POLAND

Regulatory change	Description
Amendment of the energy law in January 2010	<ul style="list-style-type: none"> <li>• Aims to limit speculative action in the reservation of interconnection rights for wind farms by charging developers with a fee</li> <li>• A local master plan or a planning permit for the real property is also required to obtain grid connection</li> </ul>

The Energy law was amended in January 2010. The main aim was to limit speculative action in the reservation of interconnection rights for wind farms. Pursuant to the new provisions, the obligation to prepare an assessment of the impact of the installations being interconnected on the grid lies with the grid company. Within this new regulation, the entity applying for the conditions of interconnection must pay in advance the grid interconnection fee of PLN 30 per kW of interconnection capacity. This fee is considered as an advanced payment for the connection costs and can be returned if there are no technical possibilities for connection. Moreover, the grid company has an obligation to issue grid connection conditions (or to reject such conditions due to technical constraints) within 150 days from the day of submission of the complete grid connection application.

Another measure aimed at reinforcing the credibility of the project is the obligation to attach to the application for interconnection conditions an excerpt from the local master plan or, if there is no such plan, the planning permit for the real property to which the application relates.


**ROMANIA**

Regulatory change	Description
Amendment of the energy law in July 2010	<ul style="list-style-type: none"> <li>• Extends the period in which developers are granted with 2 Green Certificates</li> <li>• Increases renewable quotas</li> <li>• Increases the penalty for missing certificate</li> <li>• Extends the period in which the green certificate scheme is guaranteed</li> </ul>

The Romanian Government amended its renewable energy law in order to extend its renewable support. Following the general delays in bringing projects into operation, the Government has decided to extend until 2017 (instead of 2015) the period in which wind generators are entitled to receive two green certificates per MWh. In addition, the 2012 green certificate quota has increased from 8.3% to 12% and will rise by 1 pp every year (except in 2019, in which it will only increase 0.5 pp) up to 20% by 2020.

The amendment also confirmed the minimum trading value per green certificate at €27/MWh and the maximum at €55/MWh and increases the penalty for suppliers who do not comply with their obligation to fulfill the quota from €70 to €110 per missing green certificate.

Lastly, in order to instill more confidence in investors and more visibility to the wind market, the green certificate scheme has been guaranteed until 2025, far beyond the previous 2014 deadline.

The double green certificate support had been established by law 220/2008 (formally enacted and published) but, as a matter of practice, the law is still not applied, as the new system has still not been formally notified to the European Commission.


**UNITED KINGDOM**

Regulatory change	Description
Energy market reform package under consultation process	<ul style="list-style-type: none"> <li>• The current RO scheme could be replaced by a Feed-in tariff system</li> <li>• Introduction of capacity payments have been proposed</li> <li>• Introduction of floor price for carbon emissions</li> <li>• Approval of Emission Performance Standard for new coal-fired power plants</li> </ul>

Following the general election of May, 6th 2010, the new government expressed its willingness to establish a system of feed-in tariffs for electricity produced from renewable sources, while maintaining the renewable obligation certificates (ROCs) at least until 2017. The Government has included this issue in its energy market reform package that was presented in December 2010 and is currently under a consultation process. Under the proposal, the Renewable Obligation (RO) system could be phased out in 2017. The RO scheme will be then replaced by a contract for difference, where the support would be calculated on the difference between the wholesale market price and a "strike price" set under the contract. This system is designed to lower a generator's price risk allowing a steady flow of incomes. Other measures presented in this package are the introduction of capacity payments aimed at fostering the construction of reserve plants and the pledge to approve emission performance standards for new coal-fired power plants. To achieve the climate change targets, the Government also announced a floor price for carbon emissions.

The Government has also allocated £ 1 billion for the creation of the Green Investment Bank and appointed an independent commission that is working to launch the new institution in the next months. The Green Investment bank was set to form the cornerstone of the energy policy of the Conservative party, outlined in its Manifesto in the run-up to the general election. The aim of this new institution is to foster renewable projects investment by granting funds to low-carbon initiatives.



## ITALY

Regulatory change	Description
A new decree regulating the promotion of renewable energies is under approval process	<ul style="list-style-type: none"> <li>• Green certificate system could be phased out</li> <li>• A feed-in tariff system for facilities up to 10 MW could be introduced</li> <li>• Larger facilities would be bound to participate in competitive processes to obtain a tariff</li> </ul>

The Bersani Decree of 1999 ushered in a Green Certificate scheme aimed at promoting the production of electricity from renewable energy sources. The scheme is based on the issue of green certificates to producers, who also receive a revenue stream selling the underlying electricity. Since its introduction, the scheme has been modified several times, the last major amendment being the one introduced by the 2008 Budget Law.

The key features of the new green certificate scheme set by the Budget Law were the following:

- Renewable energy generators are eligible for the green certificate system for the first 15 years of operation (extending on the former 12-year period)
- Increases the mandatory quota from 0.35% to 0.75% per year until 2012
- Strengthens the stabilizing role of the GSE ("Gestore dei Servizi Elettrici"), a state energy agency that operates in the Green Certificate market absorbing any imbalances in the market. If there is a deficit, the GSE can sell the Green Certificates in its possession at a price equal to €180 minus the average price of electricity sold in the previous year. Alternatively, the GSE can also act as a last resort buyer and acquire green certificates when there is a surplus in the market. When this occurs, the GSE can buy green certificates at a price equal to the average price registered the previous year by the GME ("Gestore dei Mercati Energetici") in its trade platform.
- Introduces differentiation by renewable energy source with the use of coefficients applied to net production.

Currently a new renewable energy decree is in a latter phase of approval (it has preliminarily been approved by the Italian Government). If this new regulation is passed, it would represent a massive overhaul of the renewable energy promotion system as the green certificate system

would be phased out. The draft of the regulation envisages a feed-in tariff system for facilities up to 10 MW, and commissioned from the January 1st, 2013 onwards. Larger plants would participate in binding process, in which the incentive would be given to winning projects through a competitive process, though with a floor tariff.



## US

Regulatory change	Description
Tax relief bill	<ul style="list-style-type: none"> <li>• One-year extension of the cash grant</li> <li>• An increase of the bonus depreciation</li> </ul>

At the Federal level, climate legislation stalled in 2010. Three prominent proposals for a Federal Renewable Electricity Standard (RES) emerged over the past year but did not garner enough bipartisan support to be submitted for a vote. Additionally, two new proposals to establish climate change legislation through CO2 cap and trade emerged in July but also failed to come to a vote.

The main agent of climate and environmental regulation was the Environmental Protection Agency. The EPA issued a plan for establishing greenhouse gas pollution standards under the Clean Air Act. Additionally, existing coal fired generators are increasingly likely to leave the market due to new and tightened air quality standards through the Clean Air Act. The EPA's tightening of existing clean air pollutant caps (SOx, NOx) is expected to drive retirement of up to 60GW of coal capacity. The agency also announced new strategies to curb mercury emissions from power plants and to curb the use of water for cooling in power plants. EPA also proposed the first-ever national rules to ensure the safe disposal and management of coal ash from coal-fired power plants.

In December 2010 President Obama signed off the "Tax Relief Bill" that includes the extension of many clean energy policies. This regulation is part of a broader tax bill that zeroes in on the extension of expiring tax cuts put in place by the President George W. Bush Administration.

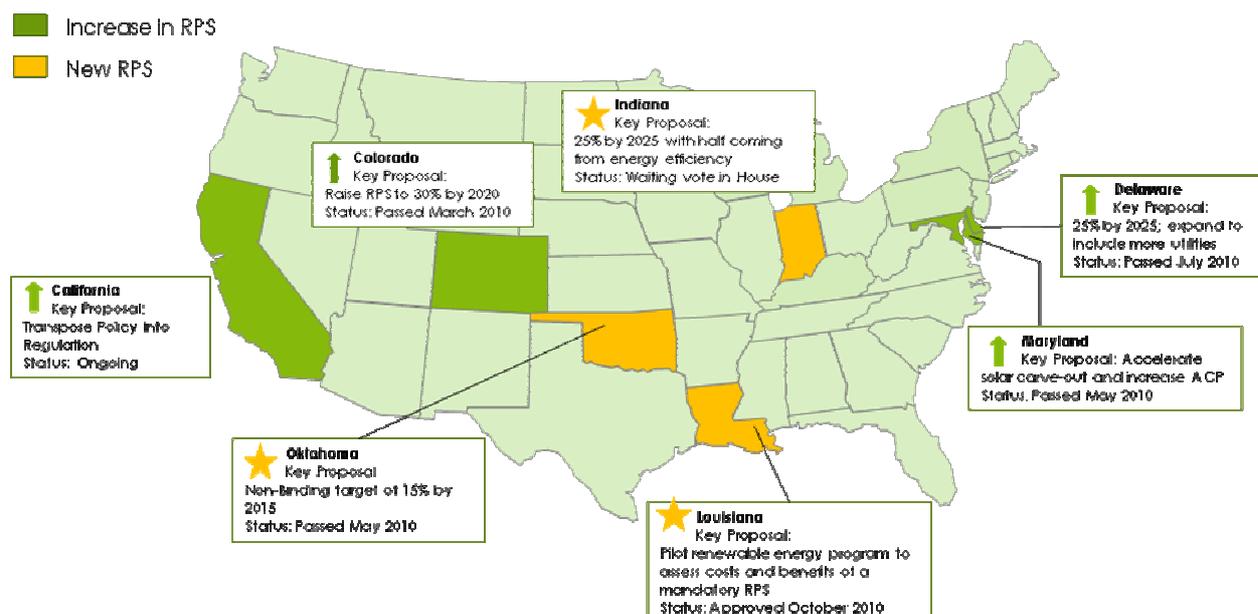
In order to spur renewable energies development the law includes:

- A one-year extension of the 1603 Treasury grant program, thus entitling projects to receive cash grant equivalent to 30% of the eligible project costs. This regulation had been approved in 2009 as part of the economic stimulus bill. In order to benefit from this extension, projects will need to prove that they started construction in 2011 and will come on line prior to December, 31st 2012.

- An increase in the bonus depreciation allowing projects to deduct 100% of the project value in one year (if operations start in 2011). For projects that start operations in 2012, the deduction will be at 50%.

States' governments continue to be the primary driver of implementing legislation to support renewable energy. In 2010, twelve states proposed either creating a new Renewable Portfolio Standard (RPS) or increasing their RPS; these proposals passed successfully in five states. Only one state proposed a reduction in the RPS, a proposal which was ultimately unsuccessful.

The California PUC (Public Utilities Commission) ruled that the state's investor-owned utilities can use tradable renewable energy credits to comply with California's RPS. However, there are short term delays in implementation to legislation and regulatory uncertainty around the enforcement of the ruling.





## CANADA

Regulatory change	Description
Ontario's long-term energy plan	<ul style="list-style-type: none"> <li>Increases renewable targets</li> </ul>

Canada's decentralized governance gives a leading role to the provinces for the implementation of renewable energy policies.

At a Federal level, in 2007 the ecoEnergy for Renewable Power Program was introduced, replacing the former Wind Power Production Incentive (WPPI). This program provided an incentive on one cent per kilowatt hour to renewable projects starting operations between 2007 and 2011. Although this program was designed to remunerate projects for the first ten years of operation, the ecoEnergy ran out of funds in 2009. The lack of federal policy instilled low confidence in investors and incentivized Canadian provinces to put in place their own renewable energies schemes. At a Federal level, wind farms may also benefit from tax policies as the accelerated capital depreciation that allows 50% depreciation per year.

Ontario is far and away Canada's wind power leader, being the first to cross the 1 GW of installed capacity mark. The Green Energy Act (GEA) passed by Ontario's Liberal Government in May 2009 put the province at the forefront of wind development.

First and foremost, the GEA introduced a lucrative feed-in tariff system. A wide range of renewable technologies are awarded 20-year contracts with guaranteed electricity prices. The guaranteed price for onshore wind is C\$135/MWh, with an extra cent added on for small-scale community projects. For offshore wind, the tariff rises to C\$190/MWh.

The GEA, apart from being the first feed-in tariff in North America, streamlines the approval process for renewable energy facilities.

In November 2010, the Ontario Ministry of Energy presented its long-term energy plan for the period 2010-2030. Among other measures, the Plan rises Ontario's renewable target from 5,3 GW in 2025 to 10,7 GW by 2018.



## BRAZIL

Regulatory change	Description
2 tenders held in 2010	<ul style="list-style-type: none"> <li>Both tenders allocated 2,05 GW of wind capacity</li> </ul>

Brazil since 2009 has had a tendering system to regulate the allocation of wind capacity, leaving behind a feed-in tariff system (PROINFA program) that fostered wind energy in its early days. Tenders allow the government to secure the energy supply at the least cost for consumers, which is paramount for economic development.

In recent years there has been a strong tendency towards developing wind energy in Brazil, mainly because of the complementary seasonal behavior of wind and hydro energies: on average, during the dry season the highest wind speeds are measured. Fostering renewable energy can also strengthen energy supply, mainly avoiding fuel generation. At an industrial level, the development of wind industry is seen as an opportunity to attract international turbine manufacturers. Although the local content requirement is not explicitly included in tenders, it is yet a requirement for developers to be eligible to subsidized financing from development banks as BNDES (Banco Nacional do Desenvolvimento) or BNB “(Banco do Nordeste do Brasil”).

The tender system has some particularities in Brazil. First of all, the amount to be tendered is decided by the Government, which removes the risk of over capacity. Once the auction is held, the contracts offer 20-year power purchase agreements. There are two types of tenders:

- I- Reserve tender: designed to provide back-up power to guarantee the security of the energy supply, allowing an additional “reserve” to the national interconnection system. The reserve tenders are managed by the Electric Energy Commercialization Agency (CCEE) and the energy is bought by the Government. In the reserve tenders, a fixed amount of generation is set in each contract and penalties are triggered when power generation is below 90%. There is an associated extra-revenue, at 70% of contract price, to any generation exceeding 130% of the contracted energy. The output level is reviewed every 4 year-period.
- II- Alternative energy tender: in this type of tender, the buyers are national distribution companies. Contracts refer to baseload capacity and winning bidders are granted a

20-year power purchase agreement. The contracts refer to a generation level and any annual unbalance below 90% must be settled at selling price in favor of buyers.

Through a real-time generation escrow account, the excess of generation of one year can compensate any lack of generation, since not lower than 90%, within the 4 year-period. Any excess of generation leading to a 4-year period balance over 100% is settled in the wholesale market.

In 2010, Brazil conducted two tender processes in August, a reserve and an alternative energy tender, totaling 2.05 GW. The reserve tender allocated 528 MW of wind capacity at an average price of R\$122,7/MWh (\$70.4) and the alternative energy tender 1,519 MW at R\$134,1/MWh (\$76.6). The fierce competition lowered the average prices, which has caused concern among developers and suppliers.

In December 2010 Brazil's Ministry of Mines and Energy approved a new Decennial Plan for Energy Expansion to 2019. The plan calls for a big boost in renewables as no new fossil fuel power plants are expected to be build after 2014. Under this strategy, more than 6 GW of wind installed capacity are expected by 2019 (from its current level of approximately 1.5 GW), although the industry expects a larger figure.

Wind sources will have the opportunity to secure PPAs in 2011 as new tenders will be conducted in the second quarter of 2011 according to Ordinance nº 113 of February 1st. One tender will be an "A-3" (baseload capacity to be delivered in three years time) and the other one a "reserve tender" (reserve capacity). The energy to be auctioned and the ceiling price have still not being revealed.

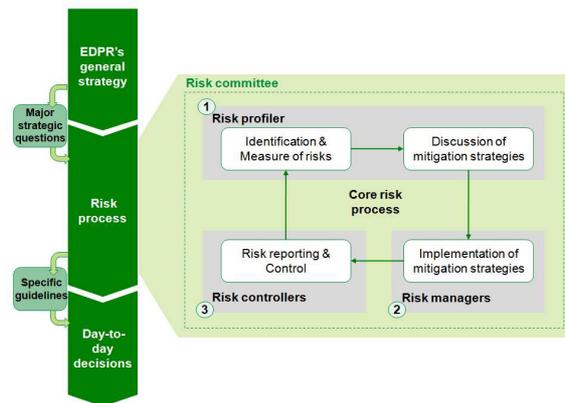
## 4. RISK MANAGEMENT

This chapter is also included in Corporate Governance Report (attached)

We believe that risk management should not only protect value but also create value.

Therefore, EDPR's risk framework was designed to be not a stand-alone activity separated from the main activities and processes of the company, but to be part of the responsibilities of management and an integrating all organizational processes, including strategic planning.

### 1. RISK FRAMEWORK AND PROCESS



In EDPR's risk framework, risk process aims to link company general strategy into manager's day-to-day decisions, enabling the company to increase the likelihood of achieving the strategic objectives.

EDPR's general strategy is translated into major strategic questions that are grouped by risk area and then subject to EDPR's risk process. The outcome of the risk process is a set of specific guidelines per risk area that will guide managers in their decisions according to the company's risk profile.

Each strategic question is subject to a core risk process which is composed of four major steps:

- **Make sense** - the aim of this step is to generate an understanding of all the dynamics behind the issue under analysis in order to assess the severity of the risk and also to

anticipate all possible mitigating actions in the case its exposure is above acceptable limits.

- **Make choices** – after an understanding of the risk, the next step is to discuss whether the risk needs to be treated or not. If it does there is a need to discuss on the most appropriate risk treatment strategies and methods, and the outcome of this discussion is a proposed action plan that is later subject to approval by the Executive Committee.
- **Make happen** – following the Executive Committee decision, guidelines are written and then sent to the risk manager.
- **Make revision** – after the implementation of the mitigation strategies there is a follow-up of their impact to assess any adjustments are needed. This risk reporting and control step has two major functions: (1) to follow EDPR's risk position and comparing its alignment with both the company's risk profile and the risk policy approved by the Executive Committee for each risk, and (2) to control as possible the mitigation actions by defining and implementing all the mechanisms necessary to check if these actions are being implemented according to plan.

## 2. RISK FUNCTIONS AND RISK COMMITTEE

Risk management in EDPR is supported by three distinct organizational functions:

Risk functions	Description
<b>1</b> <b>Strategy / Profile</b> General risk policy & strategy	<ul style="list-style-type: none"> <li>• Responsible for setting guidelines and limits for risk management within the company</li> <li>• Attempts to clarify and support proposals related to general strategic issues</li> </ul>
<b>2</b> <b>Management</b> Risk manag. & risk business decisions	<ul style="list-style-type: none"> <li>• Responsible for day to day operational decisions and for related risk – taking, risk – mitigating positions</li> </ul>
<b>3</b> <b>Control</b> Risk control	<ul style="list-style-type: none"> <li>• Responsible for follow up of the results of risk taking decisions and for contrasting alignment of operations with general risk policy approved by the executive committee</li> </ul>

During 2010, EDPR created a Risk Committee to integrate and coordinate all the risk functions and to assure the link between risk strategy and the company's operations.

EDPR's Risk Committee intends to be the forum to discuss how EDPR can optimize its risk-return position according to its risk profile. The key responsibilities of this committee are:

- To analyze EDPR overall exposures and propose actions;
- To follow-up the impact of the mitigation actions;
- To review transactional limits, risk policies and macro-strategies;
- To review reports and significant findings of the Global Risk Strategy analysis and the risk control areas;
- To review the scope of the work of the Global Risk Strategy area and its planned activities.

### 3 RISK AREAS AND RISK RELATED STRATEGIC QUESTIONS

The following table summarizes the main risk areas of EDPR's business and also shows the risk related strategic question. The full description of each risk and how they are managed can be found in the Corporate Governance chapter.

Risk areas	Risks descriptions	Risk related strategic questions (not exhaustive)
1. Countries & regulations	- Changes in regulations may impact EDPR's business in a given country ;	<ul style="list-style-type: none"> <li>• What is EDPR's current regulatory risk?</li> <li>• How much should EDPR grow in current markets?</li> <li>• Where should EDPR focus entering new markets?</li> </ul>
2. Revenues	- Revenues received by EDPR's projects may diverge from what is expected;	<ul style="list-style-type: none"> <li>• What is the exposure of our revenue stream both in prices and wind variations?</li> <li>• What is the impact on EDPR's EBITDA?</li> <li>• What should the market strategy be to cover market volatility?</li> </ul>
3. Financing	<ul style="list-style-type: none"> <li>- EDPR may not be able to raise enough cash to finance all its planned capex;</li> <li>- EDPR may not be able to fulfil its financial</li> </ul>	<ul style="list-style-type: none"> <li>• What should be the risk profile from an investor's point of view?</li> <li>• What is the synthetic rating of the</li> </ul>

	<p>obligations;</p> <ul style="list-style-type: none"> <li>- Projects' leverage may be lower than planned impacting their profitability;</li> </ul>	<p>company and what measures could be done to improve it?</p> <ul style="list-style-type: none"> <li>• What is the probability of a cash flow stress due to market conditions?</li> </ul>
4. Wind turbine contracts	<ul style="list-style-type: none"> <li>- Changes in turbine prices may impact projects' profitability;</li> <li>- Contracts should take into account the pipeline development risk;</li> </ul>	<ul style="list-style-type: none"> <li>• What should be the hedging strategy for turbine prices in terms of price structure and quantities?</li> <li>• What is the trade-off between supplier diversification and rappel discount?</li> </ul>
5. Pipeline development	<ul style="list-style-type: none"> <li>- EDPR may deliver an installed capacity different from its targets or suffers delays and/or anticipations in its installation</li> </ul>	<ul style="list-style-type: none"> <li>• How many MW can EDPR expect to put in operation with its current pipeline?</li> <li>• How many projects may die or be delayed over permitting issues?</li> <li>• What is the actual risk of not achieving the installed capacity targets?</li> <li>• What is the appropriate buffer to ensure that EDPR delivers the target capacity?</li> <li>• How should EDPR's pipeline look like in 2012?</li> </ul>
6. Operations	<ul style="list-style-type: none"> <li>- Projects may deliver a volume different from expected.</li> </ul>	<ul style="list-style-type: none"> <li>• Is there any operating risk with significant impact in EDPR?</li> </ul>

## 4 IDENTIFIED RISK AND EDPR'S RESPONSE

### 4.1.1 Regulatory risks

The development and profitability of renewable energy projects are dependent on policies and regulatory frameworks. The jurisdictions in which EDP Renováveis operates provide numerous types of incentives that support the sale of energy generated from renewable sources.

Support for renewable energy sources has been strong in previous years, and both the European Union and various US federal and state bodies have regularly reaffirmed their wish to continue and strengthen such support.

In Europe, this support has been steady and has to be strengthened as EU countries have renewable and mandatory targets. The new EU directive on renewable energies, published in December 2008, requires each member state to increase its share of renewable energy in the group's energy mix in order to raise the overall share from 5.5% level in 2005 to 20% in 2020. To ensure this goal EU countries have interim periodic targets to ensure a steady progress towards its 2020 target. For this reason they have presented in 2010 their Renewable National Energy Action Plans (RNEAPs). These plans provide detailed information about how each Member State expects to comply with its 2020 binding target, including the technology mix and the forecasted trajectory to reach it.

Regarding US, they do not have mandatory energy targets at a federal level. However, under the Obama Administration, renewable energies have found strong political support. The Stimulus package (American Recovery & Reinvestment Act) approved in February 2009 included a wide range of measures addressed to boost renewable energies. However, in 2010 the Congress failed to pass a national renewable electricity standard, which would have established a mandatory proportion of electricity to be delivered from renewable resources. The result of the mid-term elections on November 2<sup>nd</sup> threatens to undermine efforts to pass the law, as Democrats, whom traditionally have been supporting wind promotion, have now lost the majority of the House of Representatives, and by that its control in passing laws.

Additionally, it cannot be guaranteed that the current support will be maintained or that the electricity produced by future renewable energy projects will benefit from state purchase obligations, tax incentives, or other support measures for the electricity generation from renewable energy sources. This is particularly true in an economic downturn context, as Governments struggle to achieve their budgets and cannot always guarantee a steady support for renewable energies.

### **Management of regulatory risks**

EDPR is managing its exposure to regulatory risks in two different ways. The first one is through diversification (being present in several countries) and the second one is by being an active member in several wind associations. EDP Renováveis belongs to the most prestigious wind energy associations, both at national and international level. EDP Renováveis is an active member of the following renewable (specially wind energy) associations.

EUROPE	EWEA (EUROPEAN WIND ENERGY ASSOCIATION)
SPAIN	AEE (ASOCIACIÓN EMPRESARIAL EÓLICA)
PORTUGAL	APREN (ASSOCIAÇÃO PORTUGUESA DE PRODUTORES DE ENERGIA ELÉCTRICA DE FONTES RENOVÁVEIS)
FRANCE	SER (SYNDICAT DES ÉNERGIES RENOUVELABLES)
BELGIUM	APERE (ASSOCIATION POUR LA PROMOTION DES ENERGIES RENOUVELABLES) EDORA (FÉDÉRATION DE L'ENERGIE D'ORIGINE RENOUVELABLE ET ALTERNATIVE)
POLAND	PIGEO (POLSKA IZBA GOSPODARCZA ENERGII ODNAWIALNEJ) PSEW (POLSKIE STOWARZYSZENIE ENERGETYKI WIATROWEJ) PTEW (POLSKIE TOWARZYSTWO ENERGETYKI WIATROWEJ)
ROMANIA	RWEA (ROMANIAN WIND ENERGY ASSOCIATION)
UNITED KINGDOM	BWEA (BRITISH WIND ENERGY ASSOCIATION) RENEWABLE UK SCOTTISH RENEWABLES
ITALY	ANEV (ASSOCIAZIONE NAZIONALE ENERGIA DEL VENTO) APER (ASSOCIAZIONE PROMOTORI ENERGIE RINNOVABILI)
UNITED STATES	AMERICAN WIND ENERGY ASSOCIATION (AWEA) IOWA WIND ENERGY ASSOCIATION RENEW WISCONSIN RENEW, INC. THE WIND COALITION AMERICAN WIND WILDLIFE CEERT COLORADO INDEPENDENT ENERGY ASSOCIATION INTERWEST ENERGY ALLIANCE WESTERN POWER TRADING FORUM SMART GRID OREGON TEXAS RENEWABLE ENERGY WEST TEXAS WIND ENERGY RENEWABLE NORTHWEST PROJECT
CANADA	CANWEA (CANADIAN WIND ENERGY ASSOCIATION)
BRAZIL	ABEEOLICA (ASSOCIAÇÃO BRASILEIRA DE ENERGIA EOLICA) CERNE (CENTRO DE ESTRATÉGIAS EM RECURSOS NATURAIS E ENERGIAS)

Being an active member in all these associations allows EDP Renováveis to be aware of any regulatory change, and represent wind energy sector's interests when required by the governments.

## 4.2 Revenues

### 4.2.1 Exposure to market electricity prices

Remuneration for electricity sold by EDP Renováveis wind farms depends, on the regulatory system. In some of the markets this creates an exposure to market prices for electricity. Market prices may be volatile as they are affected by various factors, including the cost of fuels, average rainfall levels, the cost of power plant construction, technological mix of installed generation capacity and demand. Therefore, a decline in market prices to unexpected levels could have a material adverse effect on EDP Renováveis' business, financial condition or operating income. EDP Renováveis currently uses various financial and commodity hedging instruments in order to reduce the exposure to fluctuating electricity prices. However, it may not be possible to successfully hedge the exposures or it may face other difficulties in executing the hedging strategy.

### Management of electricity prices exposure

As of December 31<sup>st</sup> 2010, EDP Renováveis faced limited market price risk. In the case of EDPR NA, most of its installed capacity has fixed prices determined by long-term purchase agreements.

In most countries where EDPR is present, prices are mainly determined through regulated tariffs (France and Portugal) or managed through long-term power purchase agreements (Brazil, Poland -although only for Green Certificates - and Belgium). In Romania EDPR has full market exposure.

In the case of Spain, electricity is sold directly on the daily market at spot prices plus a pre-defined regulated premium. EDP Renováveis also has an option for selling this electricity through regulated tariffs at fixed prices. In 2010 the company closed a hedge in order to mitigate the effect of pool price fluctuations and as a result, only 38% of the production was market exposed. Considering all of EDPR's production in 2010, 79% of the EBITDA had no

market exposure.

#### **4.2.2 Risk related to volatility of energy production**

EDP Renováveis business is focused on the production of electricity from renewable energy sources. The amount of generated electricity and therefore the profitability of wind farms are dependent on climatic conditions, which vary across the locations of the wind farms, and from season to season and year to year. Because turbines will only operate when wind speeds are within certain specific ranges that vary by turbine type and manufacturer, if wind speeds fall outside of these ranges, energy output at wind farms may decline.

Variations and fluctuations in wind conditions at wind farms may result in seasonal and other fluctuations in the amount of electricity that is generated and consequently the operating results and efficiency.

#### **Management of risks related to volatility of energy production**

Variations in wind conditions are due to seasonal fluctuations, and these fluctuations have an impact in the amount of the electricity generated. EDP Renováveis mitigates this risk by the geographical diversification of its wind farms in each country and in different countries. This “portfolio effect” enables to offset wind variations in each area and to keep the total energy generation relatively steady. Currently EDP Renováveis is present in 11 countries: Spain, Portugal, France, Belgium, Poland, Romania, UK, Italy, US, Canada and Brazil.

### **4.3 Financing**

#### **4.3.1 Risks related to the exposure to financial markets**

EDP Renováveis is exposed to fluctuations in interest rates through financing, particularly by shareholder loans from the EDP Group and from institutional investors in connection with its Partnership Structures in the case of the US operations, as well as, project financing and third party loans from entities outside the EDP Group. This risk can be mitigated using hedging instruments, including interest rate swaps, but there is no full guarantee that the hedging efforts will turn out successfully.

Finally, because of its presence in several countries, currency fluctuations may also have a

material adverse effect on the financial condition and results of operations. EDP Renováveis may attempt to hedge against currency fluctuations risks by matching revenue and costs in the same currency, as well as by using various hedging instruments, including forward foreign exchange contracts. However, there can be no assurance that the company efforts to mitigate the effects of currency exchange rate fluctuations will be successful.

### **Management of financial risks**

The evolution of the financial markets is analyzed on an on-going basis in accordance to EDP Group's risk management policy. Financial instruments are used to minimize potential adverse effects resulting from the interest rate and foreign exchange rate risks on its financial performance.

The execution of financial risks management of EDP Group is undertaken by the Financial Department of EDP, in accordance with the policies approved by the Board of Directors. The Financial Department identifies, evaluates and submits for approval by the Board the hedging mechanisms appropriate to each exposure. The Board of Directors is responsible for the definition of general risk-management principles and the establishment of exposure limits following the recommendation of the risk committee.

#### **4.3.1.1 Interest rate risk**

EDPR's operating and financial cash flows are substantially independent from the fluctuation in interest rate markets.

The purpose of the interest rate risk management policies is to reduce the financial charges and the exposure of debt cash flows from market fluctuations through the settlement of derivative financial instruments to fix the debt interest rates. In the floating-rate financing context which represents approx. 5% of EDPR's gross debt, EDPR may contract interest-rate derivative financial instruments to hedge cash flows associated with future interest payments, which have the effect of converting floating interest rate loans into fixed interest rate loans.

EDPR has a portfolio of interest-rate derivatives with maturities between approximately 1 and 10 years. Sensitivity analyses are performed of the fair value of financial instruments to interest-rate fluctuations.

#### **4.3.1.2 Exchange rate risk**

EDPR operates internationally and is exposed to the exchange-rate risk resulting from investments in subsidiaries. As a general policy, EDP Renováveis matches costs and revenues of its wind farms in the same currency, reducing the effect of currency fluctuations while preserving value. Currently, main currency exposure is the U.S. dollar/euro currency fluctuation risk that results principally from the shareholding in EDPR NA but, with the increasing capacity in others non-euro regions, EDPR will become also exposed to other local currencies (Brazil, Poland and Romania).

EDP Group's Financial Department is responsible for monitoring the evolution of the U.S. dollar, seeking to mitigate the impact of currency fluctuations on the financial results of the Group companies and consequently, on consolidated net profit, using exchange-rate derivatives and/or other hedging structures. The policy implemented by EDP consists on undertaking derivative financial instruments with symmetrical characteristics to those of the hedged item for the purpose of hedging foreign exchange risks. The operations are reassessed and monitored throughout their useful lives and, periodically, their effectiveness in controlling and hedging the risk that driven them is also evaluated.

#### **4.3.2 Counterparty credit risk**

Counterparty risk is the default risk of the other party in an agreement, either due to temporary liquidity issues or long term systemic issues.

##### **Management of counterparty credit risk**

EDP Renováveis policy in terms of the counterparty credit risk on financial transactions is managed by an analysis of the technical capacity, competitiveness, credit notation and exposure to each counterparty. Counterparties in derivatives and financial transactions are restricted to high-quality credit institutions, therefore, there cannot be considered any significant risk of counterparty non-compliance and no collateral is demanded for these transactions.

In the specific case of EDPR EU, credit risk is not significant due to the reduced average payment period for customer balances and the quality of its debtors. In Europe, main

customers are operators and distributors in the energy market of their respective countries.

In the case of EDPR NA, counterparty risk analysis is more relevant given typical price structure and the contracting terms of PPA contracts. In the light of this, counterparty risk is carefully evaluated taking into account the offtakers' credit rating. In many cases, additional credit support is required in line with the exposure of the contract.

### **4.3.3 Liquidity risk**

Liquidity risk is the risk that EDPR will not be able to meet its financial obligations as they fall due.

#### **Management of liquidity risk**

EDPR's strategy to manage liquidity is to ensure, as far as possible, that it will always have significant liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring in unacceptable losses or risking damage to EDPR's reputation.

Given the current condition of the debt market, it can be harder to cover the financial requirements needed to carry out EDPR's activities.

The liquidity policy followed ensures compliance with payment obligations acquired, through maintaining sufficient credit facilities and having access to the EDP Group credit facilities.

## **4.4 Wind turbine contracts**

### **4.4.1 Wind turbine supply risk**

Wind turbine is a significant part of a wind farm's CAPEX (around 80%). The main risks associated to wind turbines are:

- Price risk: this occurs when the supply of wind turbines cannot meet the growing demand, and prices rise sharply, impacting profitability of new wind farms;
- Quantity risk: this occurs when no wind turbines are available for the construction of new wind farms.

### **Management of wind turbine supply risk**

The last couple of years were marked by the difficulties of the wind turbine industry to catch up with the booming demand. In this high growth environment, wind generators endured difficulties to secure the supply of wind turbines. This trend, however, was reversed in 2008 and 2009 as turbine demand slowed down and new players appeared creating a more favorable scenario for EDP Renováveis. This new scenario is driven by the economic crisis, the reduced power demand, the regulatory uncertainties and the increasing competition, particularly fierce regarding Chinese manufacturers. The company has taken advantage of the possibility of contracting part of its expected turbine supply needs in this favorable situation, by signing a wind turbine procurement contract for the supply of up to 2.100 MW with Vestas. The contract is a Master Supply Agreement that consists of a firm order for supply, installation and commissioning of wind turbines with a total capacity of 1.500 MW to be delivered to North America, South America and Europe in 2011 and 2012 and with the possibility to be extended by an additional 600 MW. Contracting large volumes enables EDP Renováveis to obtain better prices and conditions that mitigate the effect of general increases in asset prices.

Nevertheless, EDP Renováveis uses a large mix of turbines suppliers in order to reduce its dependency on any one supplier. Currently, EDP Renováveis is one of the generators with a more diversified portfolio. The large range of EDP Renováveis suppliers allows the company to avoid technological risk of each turbine supplier. Additionally, EDP Renováveis has the required size to contract with a large range of suppliers.

## **4.5 Pipeline development**

### **4.5.1 Permitting risks**

Wind farms are subject to strict international, national, state, regional and local regulations relating to the development, construction, licensing and operation of power plants. Among other things, these laws regulate: land acquisitions, leasing and use; building, transportation and distribution permits; landscape and environmental permits; and regulations on energy transmission and distribution network congestions. Development process of wind farms is subject to the probability of obtaining such permits. If authorities do not grant these permits or they do so with delays or with other restrictions, such actions could have a material adverse effect on the business.

### **Management of permitting risk**

Permitting risk is mitigated by the fact that EDP Renováveis in present is 11 different countries: Spain, Portugal, France, Belgium, Poland, Romania, UK, Italy, US, Canada and Brazil. Additionally, the company has a large pipeline of projects that provide a “buffer” to overcome potential problems in the development of new projects, ensuring growth targets.

Finally, EDP Renováveis mitigates development risk by creating partnerships with local developers.

## **4.6 Operations**

### **4.6.1 Wind turbine performance risk**

Wind turbine performance risk is the risk that the performance of the turbine does not reach its optimum, and therefore, the energy output is not as expected.

#### **Management of wind turbine performance risk**

EDP Renováveis mitigates the wind turbine performance risk by implementing the following measures. Firstly, EDP Renováveis mitigates this risk by using a mix of turbine suppliers which minimizes technological risk. Secondly, wind turbine performance risk is reduced by signing strict and thorough O&M contracts with suppliers, usually for a 5-year period (full-scope maintenance agreement), being the 2 first year-period of full warranty. Additionally, technical warranties are signed with the turbine suppliers, in order to guarantee that the performance of the turbine will be optimum. The availability and the power curve of each turbine is adequately guaranteed with “liquidated damages” clauses that set up penalties to be paid by the supplier when the availability is not met (usually 96 or 97%) or the power curve is not reached. Wind turbine performance risk is also mitigated with an adequate preventive and scheduled maintenance and predictive maintenance is being also brought in.

After the first 5-year period, O&M is usually contracted with an external company, but a technical assistance agreement is also signed with the turbine supplier.

Most recently, and following the general trend in the wind sector, EDPR is externalizing the O&M activities in some of its wind farms. This procedure may increase the wind turbine performance risk but reduces turbine manufacturer dependence and enables to decrease O&M costs.

Finally, EDP Renováveis has in place a LEAN Project. LEAN is a continuous improvement program that aims to:

- Maximize Availability of Turbines
- Improve Efficiency
- Manage Reactive Energy

In order to achieve the objectives listed above, the LEAN team effectively collaborates with all technical areas such as O&M, Wind Assessment, Technology and Dispatch Center.



## 5. FINANCIAL HEDGING DERIVATIVE INSTRUMENTS

Topic 4 provides a description of the key financial risks faced by EDPR. According to EDPR risk policy, and in order to manage, control or minimize impact of some of those risks, in liaison with a discipline risk management practice, EDPR uses financial derivatives and enters hedging transactions with the sole intent to protect against risks and as a consequence mitigate fluctuations of earnings.

These derivative instruments are explained in detail as part of the note 36 to the financial statements.

## 6. TREASURY STOCK (OWN SHARES)

On the General Shareholder's meeting of the April 13th, it was approved to authorize the Board of Directors for the acquisition and transmission of own shares by the Company and/or the affiliate companies through their management bodies for a term of five years from the date of the General Shareholders Meeting. Up to date of this report the Company has not executed any acquisition and consequently transmission of own shares.

Terms and requirements are detailed in the Corporate Governance (attached)

## 7. ENVIRONMENTAL PERFORMANCE

Energy is important for life, but the way it is produced is also relevant. EDPR is a leading company in the renewable energy sector – the energy of today.

We produce clean energy, green energy. Energy without limits, without emissions.

At EDPR we strongly believe that sustainable development is possible. Environmental compliance and continual improvement are major concerns of EDPR, believing that prevention is the key to avoid impacts.

Wind farms are environmentally respectful sites. Only a small percentage of the land leased is taken out of permanent use when the wind farms are in operation and the activity is compatible with existing land use.

Although the location of wind farms in protected areas is not a common issue, potential impacts on biodiversity, such as fauna disturbance, vegetation loss, visual intrusion, waste generation... may occur. Even so, the vast majority of the impacts which might take place during the operation of wind farms are temporary and reversible.

Monitoring plans are carried out in order to make sure no significant impacts happen. In this sense, EDPR actively protects all the areas with operating wind farms.

Identifying potential impacts as soon as possible is imperative in order to obtain satisfactory results, as it is committed in the EDPR Biodiversity and Environmental Policies.

It is clear that, in comparison with other energy generation sources, wind farms' impacts on the environment are much less significant. Renewable energy doesn't cause greenhouse gases emissions and any other emissions. Moreover, it plays a central role in reducing CO2 emissions, and that's a global positive impact itself, because of its influence on all kinds of life.

### ECO-EFFICIENCY

**The main impact of EDPR activity is clean energy, green energy, renewable energy.**

EDPR indirect emissions are much reduced and they're limited to the administrative buildings consumption and wind farms' auxiliary consumptions (when self-consumption is not possible).

However, as we acknowledge that this information is requested by some of our stakeholders, we are implementing some initiatives that will allow us to better inform on our performance in this field and its report.

Usually, the energy needed for wind farms' auxiliary consumptions (lights, wind turbine orientation, etc) comes from the energy produced by itself, but if there isn't any operative wind turbine, this energy must be purchased.

EDPR also takes efforts to reduce and eliminate unnecessary indirect emissions very seriously. A number of initiatives regarding reduction of energy consumption and emissions have been developed during 2010.

### **ENVIRONMENTAL MANAGEMENT SYSTEM**

Wind farms in operation also contribute to the internal commitment of respect for environment implementing measures with the objective of a wise use of resources and waste reduction.

One of the best examples of the environmental performance of the company is the EDPR Environmental Management System (EMS).

The EMS which is being implemented in EDPR according to ISO 14001 standard, turned out to be an excellent tool for several reasons:

- Exhaustive control of applicable legal requirements and their compliance.
- Environmental performance monitoring.
- Definition of environmental objectives.
- Reduction of environmental risks.
- Promotion of new initiatives looking for continual improvement.
- Staff involvement and commitment of the organization.
- Resources management improvement and optimization of investments and costs.
- Operational control established which allows detailed monitoring of environmental features such as waste generation.

### **WASTE & SPILLS**

Waste generation is one of the main environmental aspects to control at wind farms in operation. In EDPR we pay special attention to enhance monitoring of hazardous and non-hazardous waste. As part of our training plan, EDPR employees as those working on their behalf, are aware of its importance. The training helped increase awareness on waste

management requirements, challenges and solutions, and addressed issues such as material storage, labeling, transport and recycling.

EDPR has defined a systematic of environmental emergency response as part of EMS implementation process. This procedure sets out the guidelines regarding environment for action in case of fire, flood or spill at wind farms. These guidelines are annually checked through questionnaires, simulacrum, etc. Also, under the EMS, employees at wind farms attend training sessions in which, apart from other things, is explained how to deal with an environmental emergency and what to do once overcome. Any environmental incident is recorded in the Emergency Register which collects information about the event date, location, emergency situation occurred, causes, impacts and corrective measures taken.

## **BIODIVERSITY**

The United Nations General Assembly declared 2010 as the International Year of Biodiversity to increase the awareness about the importance of biodiversity conservation throughout the world by highlighting the importance that biodiversity has on our quality of life, to reflect the efforts already undertaken to safeguard biodiversity and to promote and foster initiatives to reduce the loss of biodiversity.

2010 saw the hosting of two significant meetings – the Convention on Biological Diversity in Nagoya, Japan, and the United Nations Climate Change Conference in Cancun, Mexico, which have both lead to historic decisions on addressing biodiversity loss, deforestation avoidance and climate change.

EDPR wants to contribute their bit in biodiversity conservation and respect for environment, because preserving biological diversity requires action at all levels: government, business and the individual.

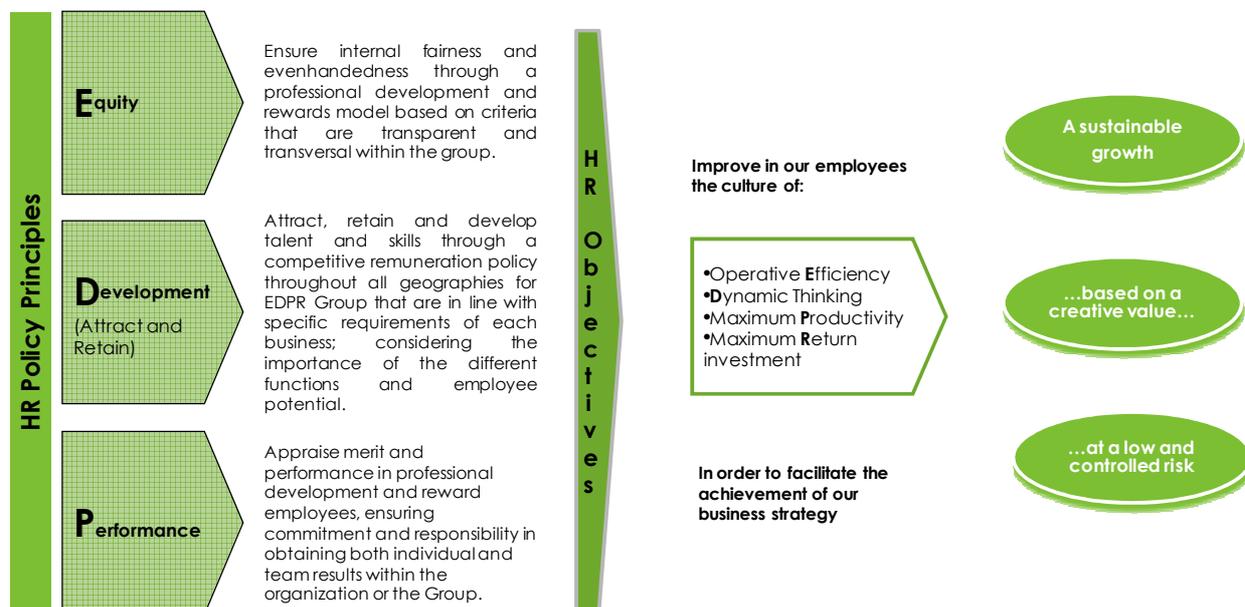
EDPR is committed to assess the impact of its activities on biodiversity in all phases of its business. Although we have pledged to apply EDP's Group Environment and Biodiversity Policy, to reinforce this commitment EDPR Executive Committee approved the Environment and Biodiversity Policies in the beginning of 2011. Both are available on EDPR website.

EDPR considers these commitments a cornerstone of its business, integrating them into the decision making process of the company.

## 8. HUMAN CAPITAL

We have achieved a top tier position in the renewable energy market thanks to our people commitment and effort. To guarantee the excellence at work of our employees, human capital management plays a key role to support EDPR growth targets maintaining the current operations excellence. Therefore, EDPR is committed to create the most adequate environment to secure employee commitment, empowerment and accountability, while offering them an attractive career development plan with opportunities to grow professionally at the same high pace as the company.

To create the most adequate environment for our employees, the company has developed a Human Resources Policy, approved in 2009, based on the following principles



Our global compensation strategy policy has been implemented to address the needs of every local market, with enough flexibility to adapt to each region where the company is present. The developed system ensures that all positions are evaluated and graded according to a methodology designed to ensure fairness, through an approved salary band for each position within the organization's matrix. The defined salary bands are based on market benchmarks.

## COMPANY PROFILE

EDPR workforce has grown at a high pace, to guarantee the staff availability to support the growth of the organization. At the end of 2010 EDPR had a total headcount of 833, corresponding to a 14% increase compared to that of 2009. EDPR EU accounts for 49% of the total workforce, EDPR NA 40%, EDPR BR 2% and Holding the remaining 9%.

Headcount at year-end	2010	2009	Var (%)
EDPR EU	398	365	9%
EDPR NA <sup>(1)</sup>	332	303	10%
EDPR BR	17	8	113%
Holding <sup>(2)</sup>	75	45	40%
<b>Total</b>	<b>822</b>	<b>721</b>	<b>14%</b>

Note: figures don't include the Board of Directors

(1) EDPR NA headcount includes Executive Committee

(2) In 2010, 8 holding employees were based in North America; 67 in Europe, whereas in 2009, every holding employee was based in Europe. The high increase of holding's headcount resulted from internal transfers.

Throughout the year, 171 new employees joined the company while 70 left, resulting a turnover ratio of 15%, in line with the previous year.

Employees' Turnover	2010	2009
<b>Chart Variation</b>		
Number of hires	171	156
Number of dismissals	70	65
Total Turnover	15%	15%
<b>Turnover by Gender</b>		
Male	16%	16%
Female	12%	14%
<b>Turnover by Age Range</b>		
Less than 30 years old	14%	20%
Between 30 and 39 years old	14%	14%
Over 40 years old	17%	13%
<b>Turnover by Platform</b>		
EDPR EU	11%	12%
EDPR NA	18%	18%
EDPR BR	41%	50%
Holding	13%	17%

## EVALUATION & PERFORMANCE

As announced in 2009 Annual Report, the company was committed to progress in 2010 towards a 360 degree evaluation model and during the last quarter of the year, a global evaluation model of this type has been implemented.

All our employees are covered by our performance evaluation system. This system collects information from seven data sources to evaluate employee performance: oneself, 2 peers, 3 subordinates and the manager.

To guarantee the success of the implementation of the new evaluation tool, in 2010 the Human Resources department created "The Guide to the Potential and Performance Appraisal" to help our employees to have easy access to all the information they needed as they worked through the appraisal process, and could master the tools, timeframes and procedures that go along with the appraisal of their activity. In order to communicate this guide to all employees, videos were designed and put on our intranet. EDPR launched a contest for all employees in the company, and the winners were the employees who answered correctly to the questions and did his/her evaluation on time.

Performance and potential evaluations are based on the company strategic competencies, key performance indicators and a Global Assessment. By defining and evaluating gaps, continuous feedback interviews are encouraged and employees are also asked to build up an Individual Development Plan. In EDPR we encourage all the employees to create its own Individual Development Plan as one of the most relevant support tools in all EDPR employees' development.

In 2010, EDPR decided to separate the performance evaluation from the potential evaluation processes. The processes take place at different times, but the period they appraise is the same.

## TRAINING AND CARRER DEVELOPMENT

EDPR is committed to offer its employees an attractive career development plan, and also offers continuous education and training activities.

Moreover, the development of our employees is a strategic objective for EDPR in order to align current and future demands of the organization with employees' capabilities, while fulfilling their professional development expectations and support their continued employability.

In 2010, EDPR almost doubled the number of training hours from 2009 to 26.697. The total investment was increased by 122%, reaching €669,074.

## 9. RESEARCH AND DEVELOPMENT (R&D)

Beyond the commercial activities, EDP Renováveis supports EDP Inovação (EDPI) in developing a pilot project in order to deploy a wind turbine installed on floating structure off the Portuguese coast. Such floating structure is a patented technology named Windfloat owned by Principle Power, whom EDPI has a memorandum of understanding, providing privilege access to the technology.

## 10. RELEVANT EVENTS AFTER CLOSING OF THE PERIOD

No relevant subsequent events occurred until 24<sup>th</sup> February 2011

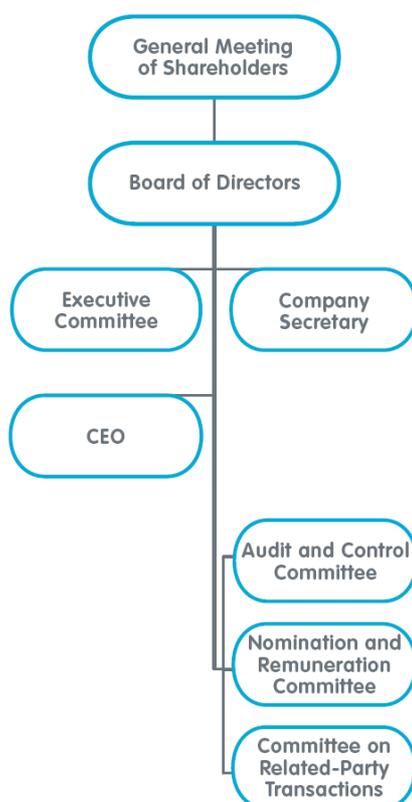
## 11. CORPORATE GOVERNANCE OVERVIEW

### 11.1 Model of Management and Supervision

EDP Renováveis, has adopted the governance structure in effect in Spain. It comprises a General Meeting of Shareholders, that is the sovereign body, and a Board of Directors that represents and manages the company.

The Company's Board of Directors has set up four committees. These are the Executive Committee, the Audit and Control Committee, the Nomination and Remuneration Committee and the Committee on Related-Party Transactions.

The Company's governance structure is shown in the chart below.



The governance model of EDPR is designed to ensure the transparent, meticulous separation of duties and the specialisation of supervision.

The purpose of the choice of this model by EDPR is to adapt the Company's corporate governance structure to the Portuguese legislation. The governance model adopted by EDPR therefore seeks, insofar as it is compatible with its personal law, to correspond to the so-called "Anglo-Saxon" model set forth in the Portuguese Commercial Companies Code, in which the management body is a Board of Directors, and the supervision and control duties are of the responsibility of an Audit and Control Committee.

The choice of this model is essentially an attempt to establish compatibility between two different systems of company law, which can be considered applicable to the model.

The experience of institutional operating indicates that the governance model adopted by the shareholders is appropriate to the corporate organisation of EDP Renováveis activity, especially because it affords a healthy balance between the management functions of the Executive Committee, the supervisory functions of the Audit and Control Committee and oversight by different specialised Board of Directors committees.

The institutional and functional relationship between the Executive Committee, Audit and Control Committee and the other non-executive members of the Board of Directors has been proved very positive and has fostered internal harmony conducive to the development of the company's businesses.

In order to ensure a better understanding by its shareholders of EDP Renováveis corporate governance, the Company posts its updated Articles of Association on [www.edprenovaveis.com](http://www.edprenovaveis.com).

## **11.2 Corporate Bodies**

### **General Meeting of Shareholders**

The General Meeting when properly convened, has the power to decide and adopt majority decisions on matters that the law and the Articles of Association set forth that it should be decided and be submitted for its approval.

The Board of the General Meeting is responsible for organising its proceedings. It is made up of the Chairperson of the Meeting, the Chairperson of the Board of Directors, or his/her substitute, the other Board members and the Secretary of the Board of Directors.

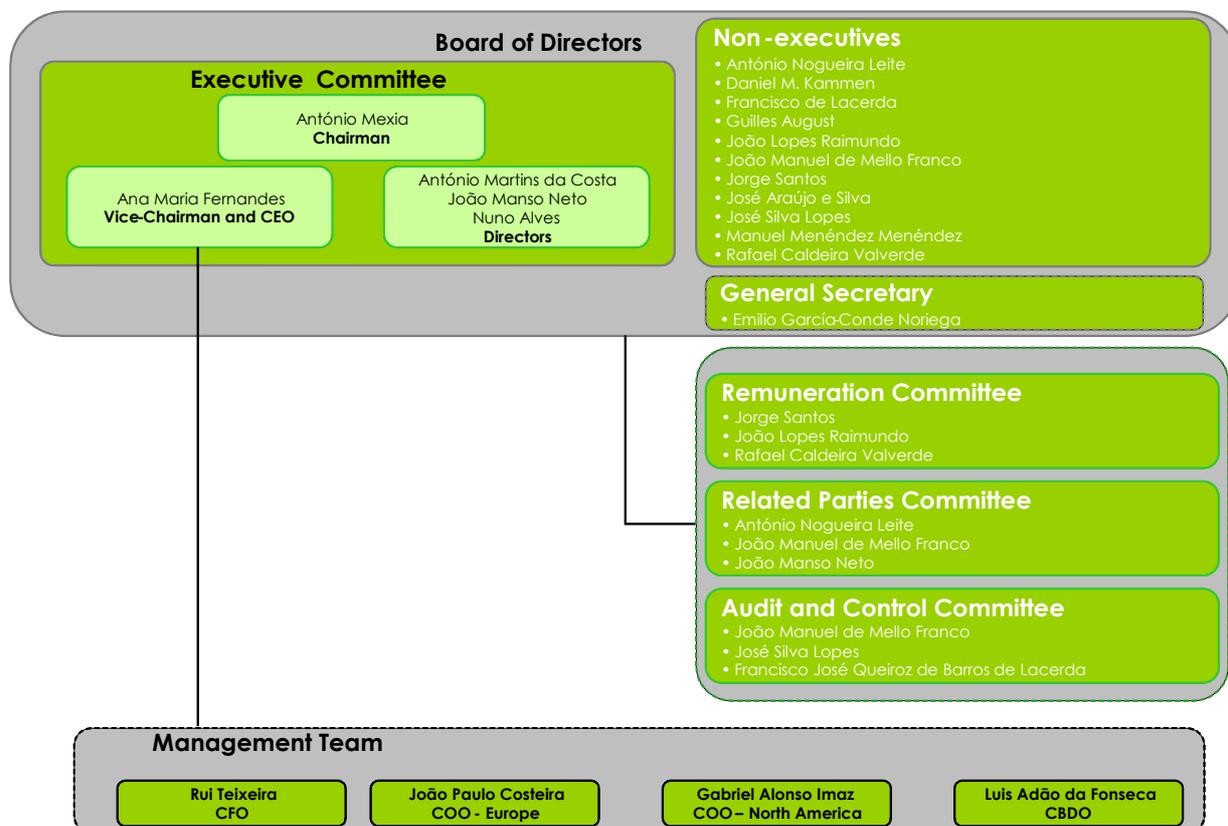
## Board of Directors

The Board of Directors has the broadest powers for the management and governance of the Company, with no limitations other than the competences expressly allocated exclusively to the General Meeting of Shareholders by law or the Articles of Association.

Name	Position	Date of Appointment	End of Term
António Mexia	Chairman and Director	18/03/2008	18/03/2011
Ana Maria Fernandes	Vice-Chairman, CEO	18/03/2008	18/03/2011
António Martins da Costa	Director	18/03/2008	18/03/2011
João Manso Neto	Director	18/03/2008	18/03/2011
Nuno Alves	Director	18/03/2008	18/03/2011
António Nogueira Leite	Director (Independent)	04/06/2008	04/06/2011
Daniel M. Kammen	Director (Independent)	04/06/2008	04/06/2011
Francisco José Queiroz de Barros de Lacerda	Director (Independent)	04/06/2008	04/06/2011
Gilles August	Director (Independent)	14/04/2009	14/04/2012
João Lopes Raimundo	Director (Independent)	04/06/2008	04/06/2011
João Manuel de Mello Franco	Director (Independent)	04/06/2008	04/06/2011
Jorge Santos	Director (Independent)	04/06/2008	04/06/2011
José Araújo e Silva	Director (Independent)	04/06/2008	04/06/2011
José Silva Lopes	Director (Independent)	04/06/2008	04/06/2011
Manuel Menéndez Menéndez	Director	04/06/2008	04/06/2011
Rafael Caldeira Valverde	Director (Independent)	04/06/2008	04/06/2011



### 11.3 Summarized Organization Chart



#### 11.4 Capital Structure

The EDPR share capital of EUR 4,361,540,810 is represented by 872,308,162 shares with a face value of EUR 5 each. All shares integrate a single class and series and are fully issued and paid. There are no holders of special rights.

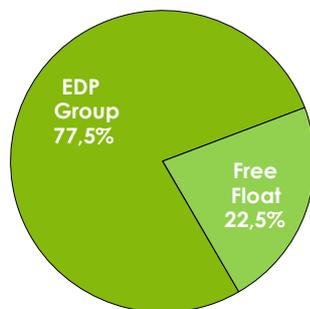
Pursuant to Article 8 of the Company's Articles of Association, there are no restrictions on the transfer of EDPR shares.

As far as the Board of Directors of EDPR is aware, there are currently no shareholders' agreements regarding the Company.

#### 11.5 Shareholder Structure

The breakdown of the EDPR structure by region and investor type at 31 December 2010 was as follows:

##### EDPR Shareholder Structure (%)

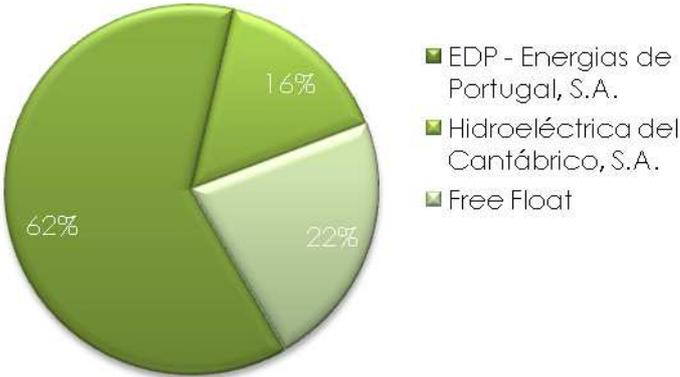
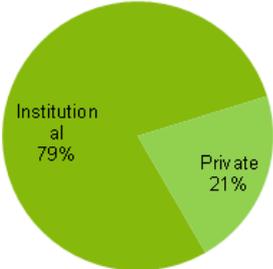


At the end of 2010, EDPR's free float comprises more than 120,000 institutional and private investors in over 50 countries with special focus on Portugal, United Kingdom, United States and Rest of Europe. Institutional investors represented 79% of the free float, with private investors standing for the remaining with 21%.

**Geographic Breakdown of Free Float**



**Investor Type of Free Float**



- EDP - Energias de Portugal, S.A.
- Hidroeléctrica del Cantábrico, S.A.
- Free Float

### 11.6 Qualifying shareholding

Qualifying shareholdings in EDPR are subject to the Spanish Law, which regulates the criteria and thresholds of the shareholders' holdings. As of December 31, 2010, no qualifying Shareholdings in EDPR with the exception of EDP – Energias de Portugal, S.A were identified.

Shareholder	No Shares	% Capital	% Vote
<b>EDP – Energias de Portugal, S.A.</b>			
EDP—Energias de Portugal Sucursal en España, S.A.	541.027.156	62,0%	62,0%
Hidroeléctrica del Cantábrico, S. A.	135.256.700	15,5%	15,5%
<b>Total</b>	<b>676.283.856</b>	<b>77,5%</b>	<b>77,5%</b>

### 11.7 Holder of special rights

EDP Renováveis share are of a single class and series and have been fully paid up. There are no holders of special rights.

### 11.8 Restrictions on the transfer of shares

Pursuant to Article 8 of the Company's Articles of Association, there are no restrictions on the transfer of EDP Renováveis shares.

### 11.9 Acquisition and transmission of own shares by the Company and/or other affiliate companies

On the General Shareholder's meeting of April 13th, it was approved to authorize the Board of Directors for the acquisition and transmission of own shares by the Company and/or the affiliate companies through their management bodies for a term of five years from the date of the General Shareholders Meeting, in accordance with the terms approved in the meeting that are available on the companies website. Up to date of this report the Company has not executed any acquisition and consequently transmission of own shares.

### 11.10 Shareholders' agreements

As far as the Board of Directors of EDP Renováveis knows, there are currently no shareholders' agreements regarding the Company.

### 11.11 EDP Renováveis in the Capital Markets

The shares representing 100% of the EDPR share capital were initially admitted to trading in the official stock exchange NYSE Euronext Lisbon on June 4<sup>th</sup> 2008. The then the free float level is unchanged at 22.5%.

### EDP Renováveis, S.A.

#### Shares

Share Capital	€4,361,540,810
Nominal Share Value	€5.00
N.º of Shares	872,308,162
Date of IPO	June 4 <sup>th</sup> , 2008

#### NYSE Euronext Lisbon

Reuters RIC	EDPR.LS
Bloomberg	EDPR PL
ISIN	ES0127797019

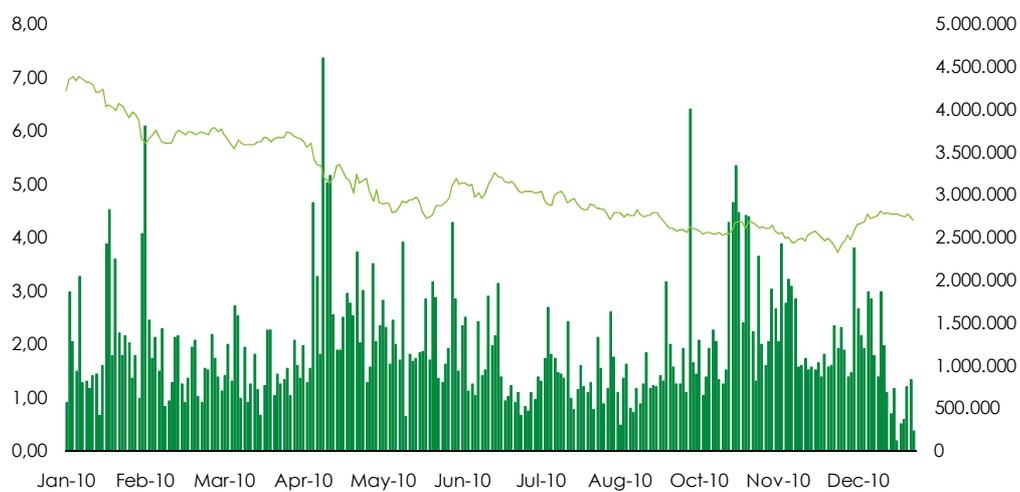
## 11.12 EDP Renováveis share price

EDPR's equity market value at December 31<sup>st</sup> 2010 was EUR 3.8 billion. In 2010 the share price depreciated by 35% to EUR 4.34 per share, underperforming the PSI-20 (the NYSE Euronext Lisbon reference index), the Euronext 100 and the Dow Jones Eurostoxx Utilities ("SX6E"). The year's low was recorded on November 30<sup>th</sup> (EUR 3.72) and the year's high was reached on January 8<sup>th</sup> (EUR 7.01).



In 2010 were traded more than 311 million EDPR shares, representing a 21% year-on-year increase in its liquidity, and corresponding to a turnover of approximately EUR 1.5 billion. On average, 1.2 million shares were traded per day. The total number of shares traded represented 36% of the total shares admitted to trading and to 159% of the company's free float, translating in the higher liquidity level since the IPO.

### 2010 EDP Renováveis share price and transactions



## 12. DISCLAIMER

This report has been prepared by EDP Renováveis, S.A. (the "Company") to support the presentation 2010 financial and operational performances. Therefore, the disclosure or publish of this document for any other purpose without the express and prior written consent of the Company is not allowed. EDP Renováveis does not assume any responsibility for this report if it is used for different purposes.

This document has not been audited by any independent third party. Therefore, the information contained in the report was not verified for its impartiality, accuracy, completeness or correctness.

Neither the Company -including any of its subsidiaries, any company of EDP Renováveis Group and any of the companies in which they have a shareholding-, nor their advisors or representatives assume any responsibility whatsoever, including negligence or any other concept, in relation with the damages or losses that may be derived from the use of the present document and its attachments.

Any information regarding the performance of EDP Renováveis share price cannot be used as a guide for future performance.

Neither this document nor any of its parts have a contractual nature, and it can not be used to complement or interpret any contract or any other kind of commitment.

The present document does not constitute an offer or invitation to acquire, subscribe, sell or exchange shares or securities.

The 2010 management report contains forward-looking information and statements about the Company that are not historical facts. Although EDP Renováveis is confident these expectations are reasonable, they are subject to several risks and uncertainties that are not predictable or quantifiable in advance. Therefore, future results and developments may differ from these forward-looking statements. Given this, forward-looking statements are not guarantees of future performance.

The forward-looking information and statements herein contained are based on the information available at the date of the present document. Except when required by applicable law, the Company does not assume any obligation to publicly update or revise said forward-looking information or statements.



**Corporate Governance Report  
December 2010**

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6. Capital markets

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- IV. Board of Directors and Secretary of the Board
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### EXTRACT OF MINUTES OF GENERAL MEETING OF SHAREHOLDERS

## 0. STATEMENT OF COMPLIANCE

EDP Renováveis, S.A. (hereinafter referred to as EDP Renováveis, EDPR or the Company) is a Spanish company listed on a regulated market in Portugal. EDP Renováveis' corporate organization is subject to the recommendations contained in the Portuguese Corporate Governance Code ("Código de Governo das Sociedades") approved by the CMVM (Portuguese Securities Market Commission) in January 2010. This governance code is available to the public at the CMVM website ([www.cmvm.pt](http://www.cmvm.pt)).

EDPR states that it has adopted in full the CMVM recommendations on the governance of listed companies provided in the Portuguese Corporate Governance Code, with the exception of Recommendation II.2.2 of the code, which has not been adopted for the reasons indicated below.

The following table shows the CMVM recommendations set forth in the code and indicates whether or not they have been fully adopted by EDPR and the place in this report in which they are described in more detail.

Recommendation	Adoption information	Description in Report
<b>I. GENERAL MEETING OF SHAREHOLDERS</b>		
<b>I.1 GENERAL MEETING BOARD</b>		
<b>I.1.1</b> The Presiding Board of the General Meeting shall be equipped with the necessary and adequate human resources and logistic support, taking the financial position of the company into consideration.	Adopted	4.6
<b>I.1.2</b> The remuneration of the Presiding Board of the General Meeting shall be disclosed in the Annual Report on Corporate Governance.	Adopted	4.6
<b>I.2 PARTICIPATION AT THE MEETING</b>		
<b>I.2.1</b> The requirement for the Board to receive statements for share deposit or blocking for participation at the general meeting shall not exceed 5 working days.	Adopted	4.2
<b>I.2.2</b> Should the General Meeting be suspended, the company shall not compel share blocking during that period until the meeting is resumed and shall then prepare itself in advance as required for the first session.	Adopted	4.2

Recommendation	Adoption information	Description in Report
<b>I.3 Voting and Exercising Voting rights</b>		
<p><b>I.3.1</b> Companies shall not impose any statutory restriction on postal voting and whenever adopted or admissible, on electronic voting.</p>	Adopted	4.4
<p><b>I.3.2</b> The statutory deadline for receiving early voting ballots by mail, may not exceed three working days.</p>	Adopted	4.4
<p><b>I.3.3</b> Companies shall ensure the level of voting rights and the shareholder's participation is proportional, ideally through the statutory provision that obliges the one share-one vote principal. The companies that:</p> <ul style="list-style-type: none"> <li>i) hold shares that do not confer voting right;</li> <li>ii) establish non-casting of voting rights above a certain number, when issued solely by a shareholder or by shareholders related to former, do not comply with the proportionality principle.</li> </ul>	Adopted	4.3
<b>I.4 Resolution Fixing-Quorum</b>		
<p><b>I.4.1</b> Companies shall not set a resolution-fixing quorum that outnumbers what is prescribed by law.</p>	Adopted	4.5
<b>I.5 Minutes and Information on Resolutions Passed</b>		
<p><b>I.5.1</b> Extracts from the minutes of the general meetings or documents with corresponding content must be made available to shareholders on the company's website within five days period after the General Meeting has been held, irrespective of the fact that such information may not be classified as material information. The information disclosed shall cover the resolutions passed, the represented capital and the voting results. Said information shall be kept on file on the company's website for no less than 3 year period.</p>	Adopted	4.7
<b>I.6 Measures on Corporate Control</b>		
<p><b>I.6.1</b> Measures aimed at preventing successful takeover bids, shall respect both company's and the shareholders' interests. The company's articles of association that by complying with said principal provide for the restriction of the number of votes that may be held or exercised by a sole shareholder, either individually or in concert with other shareholders, shall also foresee for a resolution by the General Assembly</p>	Adopted	4.8

Recommendation	Adoption information	Description in Report
<p>(5 year intervals), on whether that statutory provision is to be amended or prevails – without super quorum requirements as to the one legally in force – and that in said resolution, all votes issued be counted, without applying said restriction.</p>		
<p><b>1.6.2</b> In cases such as change of control or changes to the composition of the Board of Directors, defensive measures shall not be adopted that instigate immediate and serious asset erosion in the company, and further disturb the free transmission of shares and voluntary performance assessment by the shareholders of the members of the Board of Directors.</p>	<p>Not applicable</p>	<p>-</p>
<p><b>II. BOARD OF DIRECTORS AND SUPERVISORY BOARD</b></p>		
<p><b>II.1 General Points</b></p>		
<p><b>II.1.1 Structure and Duties</b></p>		
<p><b>II.1.1.1</b> The Board of Directors shall assess the adopted model in its Annual Report on Corporate Governance and pin-point possible hold-ups to its functioning and shall propose measures that it deems fit for surpassing such obstacles.</p>	<p>Adopted</p>	<p>1.1/1.5</p>
<p><b>II.1.1.2</b> Companies shall set up internal control and risk management systems in order to safeguard the company's worth and which will identify and manage the risk. Said systems shall include at least the following components:</p> <ul style="list-style-type: none"> <li>i) setting of the company's strategic objectives as regards risk assumption;</li> <li>ii) identifying the main risks associated to the company's activity and any events that might generate risks;</li> <li>iii) analyze and determine the extent of the impact and the likelihood that each of said potential risks will occur;</li> <li>iv) risk management aimed at aligning those actual incurred risks with the company's strategic options for risk assumption;</li> <li>v) control mechanisms for executing measures for adopted risk management and its effectiveness;</li> <li>vi) adoption of internal mechanisms for information and communication on several</li> </ul>	<p>Adopted</p>	<p>3.7</p>

Recommendation	Adoption information	Description in Report
<p>components of the system and of risk warning;</p> <p>vii) periodic assessment of the implemented system and the adoption of the amendments that are deemed necessary.</p>		
<p><b>II.1.1.3</b> The Board of Directors shall ensure the establishment and functioning of the internal control and risk management systems. The Supervisory Board shall be responsible for assessing the functioning of said systems and proposing the relevant adjustment to the company's needs.</p>	Adopted	3.3.2/3.7
<p><b>II.1.1.4</b> The companies shall:</p> <p>i) identify the main economic, financial and legal risk that the company is exposed to during the exercise of its activity;</p> <p>ii) describe the performance and efficiency of the risk management system, in its Annual Report on Corporate Governance.</p>	Adopted	3.7.2
<p><b>II.1.1.5</b> The Board of Directors and the Supervisory Board shall establish internal regulations and shall have these disclosed on the company's website.</p>	Adopted	3.1
<p><b>II.1.2 Governance Incompatibility and Independence</b></p>		
<p><b>II.1.2.1</b> The Board of Directors shall include a number of non-executive members that ensure the efficient supervision, auditing and assessment of the executive members' activity.</p>	Adopted	1.2.2 /3.1.3/0.1
<p><b>II.1.2.2</b> Non-executive members must include an adequate number of independent members. The size of the company and its shareholder structure must be taken into account when devising this number and may never be less than a fourth of the total number of Board of Directors.</p>	Adopted	1.2.2/0.1
<p><b>II.1.2.3</b> The independency assessment of its non-executive members carried out by the Board of Directors shall take into account the legal and regulatory rules in force concerning the independency requirements and the incompatibility framework applicable to members of other corporate boards, which ensure orderly and sequential coherence in applying independency criteria to all the company. An independent executive member shall not be considered as such, if in another corporate board and by force of applicable</p>	Adopted	0.1

Recommendation	Adoption information	Description in Report
<p>rules, may not be an independent executive member.</p>		
<p><b>II.1.3 Eligibility and Appointment Criteria</b></p>		
<p><b>II.1.3.1</b> Depending on the applicable model, the Chair of the Supervisory Board and of the Auditing and Financial Matters Committees shall be independent and adequately competent to carry out his/her duties.</p>	<p>Adopted</p>	<p>3.3.1</p>
<p><b>II.1.3.2</b> The selection process of candidates for non-executive members shall be conjured so as prevent interference by executive members.</p>	<p>Adopted</p>	<p>3.5</p>
<p><b>II.1.4 Policy on the Reporting of Irregularities</b></p>		
<p><b>II.1.4.1</b> The company shall adopt a policy whereby irregularities occurring within the company are reported. Such reports shall contain the following information:</p>		
<p>i) the means by which such irregularities may be reported internally, including the persons that are entitled to receive the reports;</p> <p>ii) how the report is to be handled, including confidential treatment, should it be required by the reporter.</p>	<p>Adopted</p>	<p>3.9</p>
<p><b>II.1.4.2</b> The general guidelines on this policy shall be disclosed in the Annual Report of Corporate Governance.</p>	<p>Adopted</p>	<p>3.9</p>
<p><b>II.1.5 Remuneration</b></p>		
<p><b>II.1.5.1</b> The remuneration of the members of the Board of Directors shall be structured so that the formers' interests are capable of being aligned with the long-term interests of the company. Furthermore, the remuneration shall be base on performance assessment and shall discourage taking on extreme risk. Thus, remunerations shall be structured as follows:</p>		
<p>i) The remuneration of the Board of Directors carrying out executive duties shall include a variable element which is determined by a performance assessment carried out by the company's competent bodies according to pre-established quantifiable criteria. Said criteria shall take into consideration the company's real growth and the actual growth generated for the shareholders, its long-term sustainability and the risks taken on, as well as compliance with the rules applicable to the company's activity.</p> <p>ii) The variable component of the remuneration</p>	<p>Adopted</p>	<p>5.1/5.2/5.3</p>

Recommendation	Adoption information	Description in Report
<p>shall be reasonable overall as regard the fixed component of the remuneration and maximum limits shall be set for all components.</p> <p>iii) A significant part of the variable remuneration shall be deferred for a period not less than three years and its payment shall depend of the company's steady positive performance during said period;</p> <p>iv) Members of the Board of Directors shall not enter into contracts with the company or third parties that will have the effect of mitigating the risk inherent in the variability of the remuneration established by the company;</p> <p>v) The Executive Directors shall hold, up to twice the value of the total annual remuneration, the company shares that were allotted by virtue of the variable remuneration schemes, with the exception of those shares that are required to be sold for the payment of taxes on the gains of said shares;</p> <p>vi) When the variable remuneration includes stock options, the period for exercising same shall be deferred for a period of not less than three years;</p> <p>vii) The appropriate legal instruments shall be established so that in the event of a Director's dismissal without due cause, the envisaged compensation shall not be paid out if the dismissal or termination by agreement is due to the Director's inadequate performance;</p> <p>viii) The remuneration of Non-Executive Directors shall not include any component the value of which is subject to the performance or the value of the company.</p>		
<p><b>II.1.5.2</b> A statement on the remuneration policy of the Board of Directors and Supervisory Board referred to in Article 2 of Law No. 28/2009 of June 19<sup>th</sup>, shall contain, in addition to the content therein stated, adequate information on:</p> <p>i) which groups of companies the remuneration policy and practices of which were taken as a baseline for setting the remuneration;</p> <p>ii) the payments for the dismissal or termination by agreement of the Director's duties.</p>	<p>Adopted</p>	<p>5.4/5.2</p>
<p><b>II.1.5.3</b> The remuneration policy statement referred to in Article 2 of Law No. 28/2009 shall also include the Director's remunerations which contain an important variable component,</p>	<p>Adopted</p>	<p>5.4</p>

Recommendation	Adoption information	Description in Report
<p>within the meaning of Article 248-B/3 of the Securities Code. The statement shall be detailed and the policy presented shall particularly take the long-term performance of the company, compliance with the rules applicable to its business and restraint in taking risks into account.</p>		
<p><b>II.1.5.4</b> A proposal shall be submitted at the General Meeting on the approval of plans for the allotment of shares and/or options for share purchase or further yet on the variations in share process, to members of the Board of Directors and Supervisory Board and other managers within the context of Article 248/3/B of the Securities Code. The proposal shall contain the regulation plan or in its absence, the plan's conditions. The main characteristics of the retirement benefit plans established for members of the Board of Directors and Supervisory Board and other managers within the context of Article 248/3/B of the Securities Code, shall also be approved at the General Meeting.</p>	Not applicable	5.1/5.7
<p><b>II.1.5.5</b> Doesn't exist</p>	-	-
<p><b>II.1.5.6</b> At least one of the Remuneration Committee's representatives shall be present at the Annual General Meeting for Shareholders.</p>	Adopted	5.6
<p><b>II.1.5.7</b> The amount of remuneration received, as a whole and individually, in other companies of the group and the pension rights acquired during the financial year in question shall be disclosed in the Annual Report on Corporate Governance.</p>	Adopted	5.3
<p><b>II.2 Board of Directors</b></p>		
<p><b>II.2.1</b> Within the limits established by law for each management and supervisory structure, and unless the company is of a reduced size, the Board of Directors shall delegate the day-to-day running and the delegated duties shall be identified in the Annual Corporate Governance Report.</p>	Adopted	3.2.1.2
<p><b>II.2.2</b> The Board of Directors must ensure that the company acts in accordance with its goals and shall not delegate its duties, namely in what concerns:</p> <p>i) the definition of the company's general strategy and policies;</p> <p>ii) the definition of the group's corporate</p>	<p>Not Adopted</p> <p>("Under Spanish Law, the matters referred to in this recommendation can be delegated by the Board of Directors to the Executive Committee. It is common practice in Spanish listed companies for the delegation of powers to be far-reaching,</p>	-

Recommendation	Adoption information	Description in Report
<p>structure;</p> <p>iii)decisions taken that are considered to be strategic due to the amounts, risk and particular characteristics involved.</p>	<p>with the exception of matters related to the preparation of accounts").</p>	
<p><b>II.2.3</b> Should the Chair of the Board of Directors carry out executive duties, the Board of Directors shall set up efficient mechanisms for coordinating non-executive members that can ensure that these may decide upon, in an independent and informed manner, and furthermore shall explain these mechanisms to the shareholders in the Corporate Governance Report.</p>	<p>Adopted</p>	<p>3.1.3</p>
<p><b>II.2.4</b> The annual management report shall include a description of the activity carried out by the Non-Executive Directors and shall mention any restraints encountered.</p>	<p>Adopted</p>	<p>3.1.3</p>
<p><b>II.2.5</b> The company shall expound its policy of portfolio rotation on the Board of Directors, including the person responsible for the financial portfolio, and report on same in the Annual Corporate Governance Report.</p>	<p>Adopted</p>	<p>3.5</p>
<p><b>II.3 CEO, Executive Committee and Executive Board of Directors</b></p>		
<p><b>II.3.1</b> When managing Directors that carry out executive duties are requested by other Directors to supply information, the former must do so in a timely manner and the information supplied must adequately suffice the request made.</p>	<p>Adopted</p>	<p>3.2.1.3/3.1.3</p>
<p><b>II.3.2</b> The Chair of the Executive Committee shall send the convening notice and minutes of the meetings to the Chair of the Board of Directors and, as applicable, to the Chair of the Supervisory Board or the Auditing Committee, respectively.</p>	<p>Adopted</p>	<p>3.2.1.3</p>
<p><b>II.3.3</b> The Chair of the Board of Directors shall send the convening notices and minutes of the meetings to the Chair of the General and Supervisory Board and the Chair of the Financial Matters Committee.</p>	<p>Not applicable</p>	<p>-</p>
<p><b>II.4 General and Supervisory Board, Financial Matters Committee, Audit Committee and Supervisory Board</b></p>		
<p><b>II.4.1</b> Besides carrying out its supervisory duties,</p>	<p>Not applicable</p>	<p>-</p>

Recommendation	Adoption information	Description in Report
<p>the General and Supervisory Board shall advise, follow-up and carry out an on-going assessment on the management of the company by the Executive Board of Directors. Besides other subject matters, the General and Supervisory Board shall decide on:</p> <ul style="list-style-type: none"> <li>i) the definition of the strategy and general policies of the company;</li> <li>ii) the corporate structure of the group; and</li> <li>iii) decisions taken that are considered to be strategic due to the amounts, risk and particular characteristics involved.</li> </ul>		
<p><b>II.4.2</b> The annual reports and financial information on the activity carried out by the General and Supervisory Committee, the Financial Matters Committee, the Auditing and Supervisory Committee must be disclosed on the company's website.</p>	<p>Adopted</p>	<p>3.3.4/6.2.5</p>
<p><b>II.4.3</b> The annual reports on the activity carried out by the General and Supervisory Board, the Financial Matters Committee, the Audit Committee and the Supervisory Board must include a description on the supervisory activity and shall mention any restraints that they may have come up against.</p>	<p>Adopted</p>	<p>3.3.4</p>
<p><b>II.4.4</b> The General and Supervisory Board, the Auditing Committee and the Supervisory Board (depending on the applicable model) shall represent the company for all purposes at the external auditor, and shall propose the services supplier, the respective remuneration, ensure that adequate conditions for the supply of these services are in place within the company, as well as being liaison offer between the company and the first recipient of the reports.</p>	<p>Adopted</p>	<p>3.3.2</p>
<p><b>II.4.5</b> According to the applicable model, the General and Supervisory Board, Audit Committee and Supervisory Board shall assess the external auditor on an annual basis and advise the General Meeting that he/she be discharged whenever justifiable grounds are present.</p>	<p>Adopted</p>	<p>3.3.2/3.8</p>
<p><b>II.4.6</b> The internal audit services and those that ensure compliance with the rules applicable to the company (compliance services) shall functionally report to the Audit Committee, the General and Supervisory Board or in the case of</p>	<p>Adopted</p>	<p>3.3.2</p>

Recommendation	Adoption information	Description in Report
<p>companies adopting the Latin model, an independent Director or Supervisory Board, regardless of the hierarchical relationship that these services have with the executive management of the company.</p>		
<p><b>II.5 Special Committees</b></p>		
<p><b>II.5.1</b> Unless the company is of reduced size and depending on the adopted model, the Board of Directors and the General and Supervisory Committees, shall set up the necessary Committees in order to:</p> <p>i) ensure that a competent and independent assessment of the Executive Director's performance is carried out, as well as its own overall performance and further yet, the performance of all existing committees;</p> <p>ii) study the adopted governance system and verify its efficiency and propose to the competent bodies, measures to be carried out with a view to its improvements;</p> <p>iii) in due time identify potential candidates with the high profile required for the performance of Director's duties.</p>	<p>Adopted</p>	<p>1.1/1.5/3.3.2/3.2.2.2</p>
<p><b>II.5.2</b> Members of the Remuneration Committee or equivalent shall be independent from the members of the Board of Directors and include at least one member with knowledge and experience in matters of remuneration policy.</p>	<p>Not applicable</p> <p>("The members of the Nominations and Remunerations Committee are members of the Board of Directors. However, its members are considered independent members and do not therefore belong to the Executive Committee. In accordance with Articles 23 and 217 of the Spanish Companies Law, the remuneration scheme for Directors should be fixed in the articles of association. It is normal practice in Spanish companies for this remuneration to be decided upon by the General Meeting of Shareholders and for its allocation to the different members of the Board of Directors to be decided on by the Board itself.").</p>	<p>1.2.6.2/3.2.2.1</p>
<p><b>II.5.3</b> Any natural or legal person which provides or has provided, over the past three years, services to any structure subject to the Board of Directors, to the Board of Directors of the company or that has to do with the current consultant to the company shall not be recruited to assist the Remuneration Committee. This recommendation also applies to any natural or</p>	<p>Adopted</p>	<p>3.2.2</p>

Recommendation	Adoption information	Description in Report
legal person who has an employment contract or provides services.		
<b>II.5.4</b> All the Committees shall draw up minutes of the meetings held.	Adopted	3.2.1.3/3.2.2.3/ 3.2.3.3/3.3.3
<b>III. INFORMATION AND AUDITING</b>		
<b>III.1 General Disclosure Obligations</b>		
<b>III.1.1</b> Companies shall maintain permanent contact with the market thus upholding the principle of equality for shareholders and ensure that investors are able to access information in a uniform fashion. To this end, the company shall create an Investor Assistance Unit.	Adopted	6.2.1 / 6.2.2
<b>III.1.2</b> The following information that is made available on the company's Internet website shall be disclosed in the English language:		
a) The company, public company status, headquarters and remaining data provided for in Article 171 of the Portuguese Commercial Companies Code;		
b) Articles of Association;		
c) Credentials of the Members of the Board of Directors and the Market Liaison Officer;	Adopted	6.2.5
d) Investor Relations Office, its functions and contact information;		
e) Financial statements;		
f) Half-yearly calendar of company events;		
g) Proposals submitted for discussion and voting at general meetings;		
h) Invitation to general meetings.		
<b>III.1.3.</b> Companies shall advocate the rotation of auditors after two or three terms in accordance with four or three years respectively. Their continuance beyond this period must be based on a specific opinion for the Supervisory Board to formally consider the conditions of auditor independence and the benefits and costs of replacement.	Adopted	3.8
<b>III.1.4.</b> The external auditor must, within its powers, verify the implementation of remuneration policies and systems, the efficiency and functioning of internal control mechanisms and report any shortcomings to the company's Supervisory Board.	Adopted	3.8
<b>III.1.5.</b> The company shall not recruit the external	Adopted	5.8

Recommendation	Adoption information	Description in Report
<p>auditor for services other than audit services, nor any entity with which same takes part or incorporates the same network. Where recruiting such services is called for, said services should not be greater than 30% of the value of services rendered to the company. The hiring of these services must be approved by the Supervisory Board and must be expounded in the Annual Corporate Governance Report.</p>		
<p><b>IV. CONFLICTS OF INTEREST</b></p>		
<p><b>IV.1 Shareholder Relationship</b></p>		
<p>IV.1.1 Where deals are concluded between the company and shareholders with qualifying holdings, or entities with which same are linked in accordance with Article 20 of the Securities Code, such deals shall be carried out in normal market conditions.</p>	<p>Adopted</p>	<p>3.6</p>
<p>IV.1.2 Where deals of significant importance are undertaken with holders of qualifying holdings, or entities, with which same are linked in accordance with Article 20 of the Securities Code, such deals shall be subject to a preliminary opinion from the Supervisory Board. The procedures and criteria required to define the relevant level of significance of these deals and other conditions shall be established by the Supervisory Board.</p>	<p>Adopted</p> <p>(According to the Spanish law and the governance structure, these functions were delegated by the Board of Directors to the Related-Party Transactions Committee and the Audit and Control Committee)</p>	<p>3.2.3.2 / 3.3.2</p>

## 0.1. STATEMENT ON COMPLIANCE WITH INDEPENDENCE CRITERIA

Article 20.2 of the EDPR's Articles of Association defines as independent members of the Board of Directors those that are able to perform their offices without being limited by relations with the company, its shareholders with significant holdings or its Directors and meet the other legal requirements.

For the purpose of this statement of compliance with independence criteria and for the sake of comparison between EDPR and the other companies listed on Eurolist by Euronext Lisbon in matters of compliance with corporate governance recommendations, we have also considered the criteria for appraising independence and incompatibilities set forth in Articles 414-A (1), (save for paragraph b)), 414 (5) and 423-B n° 4 both of the Portuguese Commercial Companies Code ("Código das Sociedades Comerciais"), and so the Board of Directors of EDPR considers that the following Directors meet cumulatively (i) these criteria of independence required by law and the Articles of Association and (ii) if they were to apply those criteria of incompatibilities as legally defined:

Name	Position	Date of Appointment	End Term
António Nogueira Leite	Director (Independent) Chairperson of the Related-Party Transactions Committee	04-06-2008	04-06-2011
Daniel M. Kammen	Director (Independent)	04-06-2008	04-06-2011
Francisco José Queiroz de Barros de Lacerda	Director (Independent) Member of Audit and Control Committee	04-06-2008	04-06-2011
Gilles August	Director (Independent)	14-04-2009	14-04-2012
João Lopes Raimundo	Director (Independent) Member of the Nominations and Remunerations Committee	04-06-2008	04-06-2011
João Mello Franco	Director (Independent) Chairperson of Audit and Control Committee And Member of the Related-Party Transactions Committee	04-06-2008	04-06-2011
Jorge Santos	Director (Independent) Chairperson of the Nominations and Remunerations Committee	04-06-2008	04-06-2011
José Araújo e Silva	Director (Independent)	04-06-2008	04-06-2011
José Silva Lopes	Director (Independent) Member of the Audit and Control Committee	04-06-2008	04-06-2011
Rafael Caldeira Valverde	Director (Independent) Member of the Nominations and Remunerations Committee	04-06-2008	04-06-2011

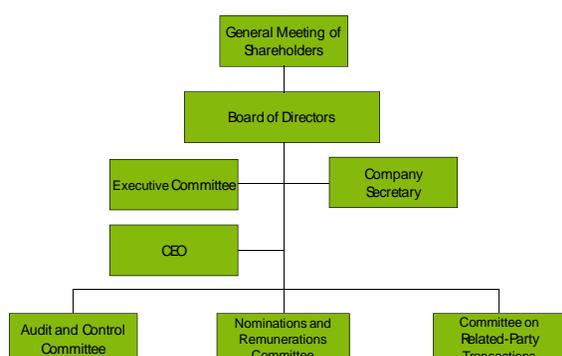
## 1. CORPORATE GOVERNANCE STRUCTURE

### 1.1. MODEL OF MANAGEMENT AND SUPERVISION

EDPR has adopted the governance structure in effect in Spain. It comprises a General Meeting of Shareholders, which expresses corporate wishes, and a Board of Directors that represents and manages the company.

As required by law and the Articles of Association, the Company's Board of Directors has set up four committees. These are the Executive Committee, the Audit and Control Committee, the Nominations and Remunerations Committee and the Committee on Related-Party Transactions.

The Company's governance structure is shown in the chart below.



The governance model of EDPR is designed to ensure the transparent, meticulous separation of duties and the specialization of supervision. The most important bodies in the management and supervision model at EDPR are the following:

- General Meeting of Shareholders
- Board of Directors;
- Executive Committee;
- Audit and Control Committee;
- External auditor.

The purpose of the choice of this model by EDPR is to adapt the Company's corporate governance structure to the Portuguese legislation. The governance model adopted by EDPR therefore seeks, insofar as it is compatible with its personal law, to correspond to the so-called "Anglo-Saxon" model set forth in the Portuguese Commercial Companies Code, in which the

management body is a Board of Directors, and the supervision and control duties are of the responsibility of an Audit and Control Committee.

The choice of this model is essentially an attempt to establish compatibility between two different systems of company law, which can be considered applicable to this model.

The experience of institutional operating indicates that the governance model adopted by the shareholders is appropriate to the corporate organization of EDPR activity, especially because it affords transparency and an healthy balance between the management functions of the Executive Committee, the supervisory functions of the Audit and Control Committee and oversight by different specialized Board of Directors committees.

The institutional and functional relationship between the Executive Committee, the Audit and Control Committee and the other non-executive members of the Board of Directors has been of internal harmony conducive to the development of the company's business.

In order to ensure a better understanding of EDPR corporate governance by its shareholders, the Company posts its updated Articles of Association at [www.edprenovaveis.com](http://www.edprenovaveis.com).

## **1.2. CORPORATE BODIES**

### **1.2.1. GENERAL MEETING OF SHAREHOLDERS**

The General Meeting of Shareholders, when properly convened, has the power to decide and adopt majority decisions on matters that the law and the Articles of Association set forth that it should be decided and be submitted for its approval.

The Board of the General Meeting of Shareholders', through the Chairperson of the General Meeting, is responsible for organizing its proceedings. It is made up of the Chairperson of the Meeting, the Chairperson of the Board of Directors, or his substitute, the other Directors and the Secretary of the Board of Directors.

The Ordinary General Meeting shall meet annually within the first six (6) months of the year and shall include the following matters:

- Evaluation of the Company's management and approval of the annual accounts from the previous financial year, management report and decision on the application of the previous fiscal year's income or loss;

- Appointment and renewal of the Board of Directors in accordance with these Articles and the legal provisions in force, covering or eliminating vacancies that may occur or, as appropriate, ratifying the appointments of Directors made on a provisional basis by the Board of Directors;
- Appointment of auditors;
- Decision on the matters proposed by the Board of Directors;
- All other matters provided in the law in force.

The Chairperson of the General Meeting shall:

- Verify whether the meeting was properly constituted, as well as the sufficiency of the proxies granted by the Shareholders;
- Chair the meeting in order to decide the subjects contained in the Agenda;
- Give the floor to the Shareholders who request it but it may take back the floor should he consider that the matter has been sufficiently discussed;
- Organize the votes and announce the results; and
- Have, in general, all the powers required to duly conduct the meeting or recognized in the law in force.

The Chairperson of the General Meeting was appointed on June 4<sup>th</sup> 2008.

#### Chairperson of the General Meeting

Rui Chancerelle de Machete

### 1.2.2. BOARD OF DIRECTORS

The Board of Directors has the broadest powers for the management and governance of the Company, with no limitations other than the competences expressly allocated exclusively by the General Meeting of Shareholders, by law or the Articles of Association.

The structure, competences and functioning of the Board of Directors are described in more detail in point 3.1. The Board of Directors currently consists of the following sixteen (16) members:

Name	Position	Date of Appointment	End of Term
António Mexia	Chairperson and Director	18/03/2008	18/03/2011
Ana Maria Fernandes	Vice-Chairperson, CEO	18/03/2008	18/03/2011
António Martins da Costa	Director	18/03/2008	18/03/2011
João Manso Neto	Director	18/03/2008	18/03/2011
Nuno Alves	Director	18/03/2008	18/03/2011
António Nogueira Leite	Director (Independent)	04/06/2008	04/06/2011
Daniel M. Kammen	Director (Independent)	04/06/2008	04/06/2011
Francisco José Queiroz de Barros de Lacerda	Director (Independent)	04/06/2008	04/06/2011
Gilles August	Director (Independent)	14/04/2009	14/04/2012
João Lopes Raimundo	Director (Independent)	04/06/2008	04/06/2011
João Manuel de Mello Franco	Director (Independent)	04/06/2008	04/06/2011
Jorge Santos	Director (Independent)	04/06/2008	04/06/2011
José Araújo e Silva	Director (Independent)	04/06/2008	04/06/2011
José Silva Lopes	Director (Independent)	04/06/2008	04/06/2011
Manuel Menéndez Menéndez	Director	04/06/2008	04/06/2011
Rafael Caldeira Valverde	Director (Independent)	04/06/2008	04/06/2011

The positions held by the members of the Board in the last five (5) years, those that they currently hold and positions in Group and non-Group companies are listed in Annexes I, II and III, respectively. Annex IV also gives a brief description of the Directors' professional and academic careers.

Finally, the shares of EDPR owned by each Director are described in the table in Annex V.

### 1.2.3. CHAIRPERSON AND VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board is the Chairperson of the Company and fully represents it, using the company name, implementing decisions of the General Meeting, Board of Directors and the Executive Committee.

Without prejudice to the powers of the Chairperson under the law and Articles of Association, he also has the following powers:

- Convening and presiding over the meetings of the Board of Directors, establishing their agenda and directing discussions and decisions;
- Acting as the Company's highest representative dealing with public bodies and any sectorial or employers bodies.

The Chairperson of the Board is appointed by the members of the Board of Directors, unless this is done by the General Meeting. The current Chairperson was appointed on March 18<sup>th</sup> 2008.

#### Chairperson of the Board

António Mexia

It is the Vice-Chairperson who replaces the Chairperson when he is unable to attend the meetings. The Board may also delegate executive powers to the Vice-Chairperson.

The Vice-Chairperson is appointed by the Board of Directors on the proposal of the Chairperson. The Vice-Chairperson was appointed on March 18<sup>th</sup> 2008.

#### Vice-Chairperson of the Board

Ana Maria Fernandes

### 1.2.4. CHIEF EXECUTIVE OFFICER

The Board of Directors may appoint one or more Chief Executive Officers. Chief Executive Officers are appointed by a proposal of the Chairperson or two-thirds of the Directors. Chief Executive Officers are appointed with a vote in favor of two-thirds of the Directors and must be chosen from among the Directors.

The competences of each Chief Executive Officer are those deemed appropriate in each case by the Board, with the only requirement being that they are delegable under the law and Articles of Association.

The Chief Executive Officer was appointed on June 4<sup>th</sup> 2008 with competences including coordination of the implementation of Board and Executive Committee decisions, monitoring, leading and coordinating the management team appointed by the Executive Committee, representing the company in dealings with third parties and other related duties.

#### CEO

Ana Maria Fernandes

### 1.2.5. COMPANY SECRETARY

The duties of the Company Secretary are those set forth in current laws, the Articles of Association and Board Regulations. In particular, in accordance with the Board Regulations and in addition to those set forth in the Articles of Association, his competences are:

- Assisting the Chairperson in her duties;
- Ensuring the smooth operation of the Board, assisting and informing it and its members;
- Safeguarding company documents;
- Describing in the minutes books the proceedings of Board meetings and bearing witness to its decisions;
- Ensuring at all times the formal and material legality of the Board's actions so that they comply with the Articles of Association and Board Regulations;
- Monitoring and guaranteeing compliance with provisions imposed by regulatory bodies and consideration of their recommendations;
- Acting as secretary to the committees.

The Company Secretary, who is also the General Secretary and Director of the Legal Department at EDPR, was appointed on December 4<sup>th</sup> 2007.

#### Company Secretary

Emilio García-Conde Noriega

### 1.2.6. COMMITTEES

The structure, competences and operation of the Executive Committee, Nominations and Remunerations Committee and the Committee on Related-Party Transactions are described in point 3.2. Nonetheless, the nature of the committees and the names of their members are detailed below.

#### 1.2.6.1. EXECUTIVE COMMITTEE

The Executive Committee is a permanent body to which all competences of the Board of Directors that are delegable under the law and the Articles of Association can be delegated, with the exception of:

- election of the Chairperson of the Board of Directors,
- appointment of Directors by cooption,
- requests to convene or convening of General Meetings,
- preparation and drafting of the Annual Report and Accounts and submission to the General Meeting,
- change of registered office and
- drafting and approval of mergers, spin off or transformation of the company.

The committee currently consists of five (5) members, who were appointed on June 4<sup>th</sup> 2008, plus the Secretary.

#### Executive Committee

Chairperson	António Mexia
CEO	Ana Maria Fernandes
	António Martins da Costa
	João Manso Neto
	Nuno Alves
Secretary	Emilio García-Conde Noriega

The members of the Executive Committee shall maintain their positions for as long as they are Company Directors. Nonetheless, the Board may decide to discharge members of the Executive Committee at any time and the members may resign said positions while still remaining Company Directors.

The structure, competences and functioning of the Executive Committee are described in point 3.2.1.

#### 1.2.6.2. NOMINATIONS AND REMUNERATIONS COMMITTEE

The Nominations and Remunerations Committee is a permanent body with consultive and advisory nature and its recommendations and reports are not binding.

The Nominations and Remunerations Committee currently consists of three (3) independent members, who were appointed on June 4<sup>th</sup> 2008, plus the Secretary.

#### Nominations and Remunerations Committee

Chairperson	Jorge Santos
	João Lopes Raimundo
	Rafael Caldeira Valverde
Secretary	Emilio García-Conde Noriega

None of the committee members are spouses or up to third-degree relatives in direct line of the other members of the Board of Directors.

The committee members shall maintain their positions for as long as they are Company Directors. Nonetheless, the Board may decide to discharge members of the committee at any time and the members may resign said positions while still remaining Company Directors.

The structure, competences and functioning of the Nominations and Remunerations Committee are described in point 3.2.2.

### 1.2.6.3. COMMITTEE ON RELATED-PARTY TRANSACTIONS

The Committee on Related-Party Transactions is a body of the Board of Directors.

The committee currently consists of three (3) members, who were appointed on June 4<sup>th</sup> 2008, plus the Secretary.

#### Committee on Related-Party Transactions

Chairperson	António Nogueira Leite
	João Manso Neto
	João Manuel de Mello Franco
Secretary	Emilio García-Conde Noriega

The committee members shall maintain their positions for as long as they are Company Directors. Nonetheless, the Board may decide to discharge members of the committee at any time and the members may resign said positions while still remaining Company Directors.

The structure, competences and functioning of the Committee on Related-Party Transactions are described in point 3.2.3.

### 1.3. AUDIT AND CONTROL COMMITTEE

The Audit and Control Committee is a permanent body and performs supervisory tasks independently from the Board of Directors.

The committee currently consists of three (3) members who are independent Directors and were appointed on June 4<sup>th</sup> 2008, plus the Secretary.

#### Audit and Control Committee

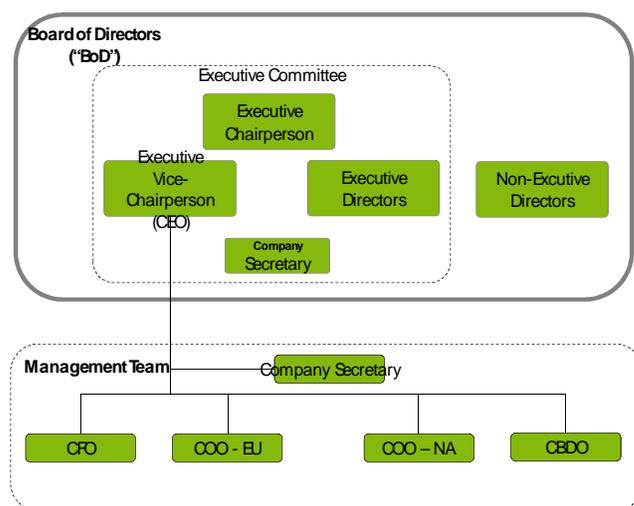
Chairperson	João Manuel de Mello Franco
	Francisco José Queiroz de Barros de Lacerda
	João Silva Lopes
Secretary	Emilio García-Conde Noriega

The committee members shall maintain their positions for as long as they are Company Directors. Nonetheless, the Board may decide to discharge members of the committee at any time and the members may resign said positions while still remaining Company Directors.

The structure, competences and functioning of the Audit and Control Committee are described in point 3.3.

## 1.4. ORGANIZATION CHART

EDPR has adopted the following organization chart for its management:



The EDPR' Management Team was appointed by the Executive Committee on October 14<sup>th</sup> 2008 to manage the day-to-day running of the company. The Management Team is coordinated by the Chief Executive Officer, comprising four main areas of responsibility assigned to four officers (the Chief Financial Officer, the Chief Business Development Officer, the Chief Operating Officer for Europe and the Chief Operating Officer for North America) and a Company Secretary and Legal Counsel. The functions and competences of the management team are as follows:

### 1.4.1. CHIEF FINANCIAL OFFICER

The job of the Chief Financial Officer is to propose and ensure the implementation of the Group's financial policy and management, including (i) negotiating, managing and controlling financing, (ii) optimizing cash management and (iii) proposing financial risk management policy; to coordinate and prepare budget and business plan of the Group, with the Group's business platforms; to manage the Group's monthly closing of accounts and financial statements, and to analyze the financial and operational performance of the Group; to manage relations with the Group's shareholders, potential investors and market analysts to promote the value of its shares on the capital market; and to coordinate the Group's procurement and its relations with main suppliers and ensuring the implementation of the Group's procurement strategy and policy.

#### CFO

Rui Teixeira

### 1.4.2. CHIEF BUSINESS DEVELOPMENT OFFICER

The job of the Chief Business Development Officer is to assess investments, promote the development of EDPR business and set out the strategic risk guidelines for the company. In line

with the strategic plan and in coordination with the other members of the management team, he must optimize the value and risk profile of the group's business portfolio, while watching the evolution of markets and new technologies. His teams coordinate and implement new business development initiatives in new countries and are responsible for monitoring and assessing investments in the consolidated business platforms. Additionally he is now responsible within the Management Team for the renewable business in Brazil, a recent upstart within the EDPR portfolio.

#### **CBDO**

Luis Adão da Fonseca

### **1.4.3. CHIEF OPERATING OFFICER FOR EUROPE**

It is the job of the Chief Operating Officer for Europe to coordinate the EDPR European platform in establishing, developing and implementing the EDPR Group's strategic plan for the renewable energies business, drafting and implementing the strategic plan for Europe in accordance with the guidelines set by the Board of Directors of EDPR, planning, organizing and managing resources, controlling, measuring and improving the management of projects and subsidiary companies and achieving the results expected by the Group to make EDPR a leader in the renewable energy sector in Europe.

#### **COO - Europe**

João Paulo Costeira

### **1.4.4. CHIEF OPERATING OFFICER FOR NORTH AMERICA**

The Chief Operating Officer for North America is responsible for coordinating the North American platform of EDPR in establishing, developing and implementing the EDPR Group's strategic plan for the renewable energies business, drafting and implementing the strategic plan for North America, in accordance with the guidelines set by the Board of Directors of EDPR, planning, organizing and managing resources, controlling, measuring and improving the management of projects and subsidiary companies and achieving the results expected by the Group to make EDPR a leader in the renewable energy sector in North America.

#### **COO - NA**

Gabriel Alonso Imaz

### **1.4.5. COMPANY SECRETARY AND LEGAL COUNSEL**

He assists the Management Team in its legal, administrative and logistics activities to ensure that it functions effectively, provides legal advice to the group in order to guarantee compliance

with applicable legislation, and provides legal support at Management meetings, including the circulation of its decisions.

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**Company Secretary and Legal Counsel**

Emilio García-Conde Noriega

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## **1.5. STATEMENT ON THE GOVERNANCE STRUCTURE**

In order to comply with the Recommendation II.1.1.1 of the Portuguese Corporate Governance Code and according to the results of the reflection made by the Audit and Control Committee (point 3.3.2) regarding the terms of the Recommendation II.5.1 part ii), the governance model adopted has been ensuring an effective performance and articulation of EDPR Social Bodies, and proved to be adequate to the company's governance structure without any constraints to the performance of its checks and balances system adopted to justify the changes made in the Governance practices of EDPR.

## 2. SHAREHOLDER STRUCTURE

### 2.1 CAPITAL STRUCTURE

The EDPR share capital of EUR 4,361,540,810 is represented by 872,308,162 shares with a face value of EUR 5 each. All shares integrate a single class and series and are fully issued and paid. There are no holders of special rights.

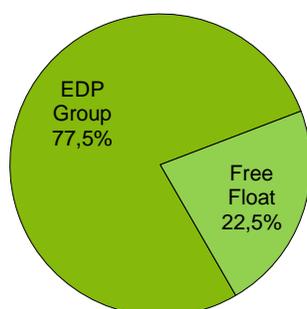
Pursuant to Article 8 of the Company's Articles of Association, there are no restrictions on the transfer of EDPR shares.

As far as the Board of Directors of EDPR is aware, there are currently no shareholders' agreements regarding the Company.

### 2.2 SHAREHOLDER STRUCTURE

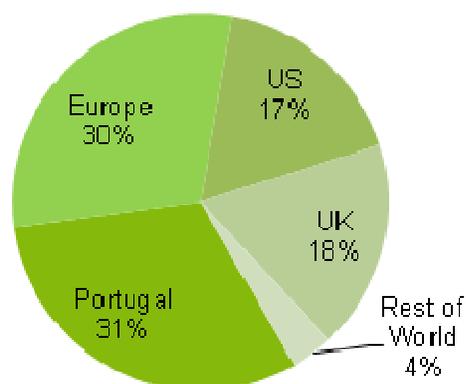
The breakdown of the EDPR structure by region and investor type at 31 December 2010 was as follows:

#### EDPR Shareholder Structure (%)

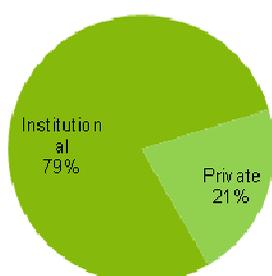


At the end of 2010, EDPR's free float comprises more than 120,000 institutional and private investors in over 50 countries with special focus on Portugal, United Kingdom, United States and Rest of Europe. Institutional investors represented 79% of the free float, with private investors standing for the remaining with 21%.

### Geographic Breakdown of Free Float



### Investor Type of Free Float



### 2.3. QUALIFYING SHAREHOLDING

Qualifying shareholdings in EDPR are subject to the Spanish Law, which regulates the criteria and thresholds of the shareholders' holdings. As of December 31, 2010, no qualifying Shareholdings in EDPR with the exception of EDP – Energias de Portugal, S.A were identified.

Shareholder	Number of shares	% Capital	% Vote
<b>EDP – Energias de Portugal, SA</b>			
EDP – Energias de Portugal, S.A. Sucursal en España	541,027,156	62.0%	62.0%
Hidroeléctrica del Cantábrico, S.A.	135,256,700	15.5%	15.5%
<b>Total</b>	<b>676,283,856</b>	<b>77.5%</b>	<b>77.5%</b>

### 3. MANAGEMENT AND CONTROL SYSTEM

Pursuant to Articles 10 and 19 *et seq* of the Articles of Association of EDPR, the Company's managing body is the Board of Directors, and there are four committees stemming from it. They are the Executive Committee, the Audit and Control Committee, the Nominations and Remunerations Committee and the Committee on Related-Party Transactions.

#### 3.1. STRUCTURE, COMPETENCES AND FUNCTIONING OF THE BOARD OF DIRECTORS

##### 3.1.1. STRUCTURE

Pursuant to Articles 20 and 21 of the Company's Articles of Association, the Board of Directors shall consist of no less than five (5) and no more than seventeen (17) Directors. Their term of office shall be three (3) years, and they may be re-elected once or more times for equal periods. The Board of Directors currently consists of sixteen (16) members, whose particulars were indicated in point 1.2.2 above.

##### 3.1.2. COMPETENCES

Pursuant to Article 19 of the Company's Articles of Association, the Board of Directors has the broadest powers for the administration, management and governance of the Company, with no limitations other than the responsibilities expressly and exclusively invested in General Meeting of Shareholders in the Company's Articles of Association or in the applicable law. The Board is therefore expressly empowered to:

- Acquire on a lucrative or onerous title basis personal and real property, rights, shares and interests that may suit the Company;
- Sell and mortgage or charge personal and real property, rights, shares and interests of the Company and cancel mortgages and other rights *in rem*;
- Negotiate and conclude as many loans and credit operations that it may deem appropriate;
- Enter and formalize all sorts of acts or contracts with public entities or private persons;
- Exercise civil and criminal actions and all further actions to be undertaken by the Company, representing it before governmental officers, authorities, corporations, governing, administrative, administrative-economic, administrative-litigation and judicial courts, labor courts and the labor sections ("Juzgados de lo Social e Salas de lo Social") of the Supreme Court and of the High Courts of the Autonomous Communities, with no limitations whatsoever, including before the European Court of Justice, and in general before the Government, in all its levels and hierarchies; to intervene or promote, follow and terminate, through all procedures and instances, the processes, court sections or proceedings; to accept decisions, to file any kind of appeal, including the cassation one and other

extraordinary appeals, to discontinue or confess, to agree an early termination of a proceeding, to submit litigious questions to arbitration judges, and to carry out all sorts of notices and requirements and to grant a power of attorney to Court Representatives and other representatives, with the case-related powers and the powers which are usually granted to litigation cases and all the special powers applicable, and to revoke such powers;

- Agree the allotment of dividends;
- Call and convene General Meetings and submit to them the proposals that it deem appropriate;
- Direct the Company and organize its operations and exploitations by acknowledging the course of the company businesses and operations, managing the investment of funds, making extraordinary depreciations of bonds in circulation and realizing anything that it is considered appropriate to obtain maximum gains towards the object of the Company;
- Freely appoint and dismiss Directors and all the Company's technical and administrative personnel, defining their office and their retribution;
- Agree any changes of the registered office's address within the same borough;
- Incorporate under the law all sorts of legal persons; contribute and assign all sorts of assets and rights, as well as entering merger and cooperation agreements, association, grouping and temporary union agreements between companies or businesses and joint property agreements and agreeing their alteration, transformation and termination;
- All further powers expressly granted to the Board in these Articles or in the applicable law. This list is without limitations and has a mere indicative nature.

Regarding the decisions to increase the share capital, the Board of Directors, by delegation from the General Meeting, may decide to increase the share capital once or several times. This delegation, which may be the subject of replacement, can include the power to demand a pre-emptive right in the issue of shares that are the subject of delegation and with the requirements established by law.

On the other hand, the General Meeting may also delegate to the Board of Directors the power to implement an adopted decision to increase the share capital, indicating the date or dates of its implementation and establishing any other conditions that have not been specified by the General Meeting. This delegation may be the subject of replacement. The Board of Directors may use this delegation wholly or in part and may also decide not to perform it in consideration of the conditions of the Company, the market or any particularly relevant events or circumstances that justify said decision, of which the General Meeting must be informed at the end of the time limit or limits for performing it.

### 3.1.3. FUNCTIONING

In addition to the Articles of Association and the law, the Board of Directors is governed by the regulations approved on May 3th 2008. The regulations on the functioning of the Board are available to Company shareholders at the website [www.edprenovaveis.com](http://www.edprenovaveis.com).

The Board of Directors must meet at least four (4) times a year, preferably once a quarter. Nonetheless, the Chairperson, on his own initiative or that of three (3) Directors, shall convene a Board meeting whenever he deems it necessary for the Company's interest. The Board of Directors held five (5) meetings during the year ended at December 31<sup>st</sup> 2010.

Meetings are convened by the Chairperson, who may order the Secretary to send the invitations. Invitations shall be sent at least five (5) days prior to the date of the meeting. Exceptionally, when the circumstances so require, the Chairperson may call a meeting of the Board without respecting the required advance notice.

The meetings of the Board are valid if half of the Directors plus one are present or represented. Directors shall attend Board meetings personally and, on exception, if they are unable to do so, they shall delegate their representation in writing to another Director. Without prejudice to the above, the Board of Directors shall be deemed to have been validly convened, with no need for an invitation, if all the Directors present or represented agree unanimously to hold the meeting as universal and accept the agenda to be dealt with at it.

Decisions are adopted by absolute majority among those present. Each Director present or represented has one vote and the Chairperson has the casting vote in the event of a tie.

In order for the non-executive Directors to be able to decide independently and be informed, Articles 22, 24 and 25 of the Board regulations established the following mechanisms:

- Invitations to meetings shall include the agenda, although provisional, of the meeting and be accompanied by relevant available information or documentation;
- The Directors have the broadest powers to obtain information on any aspect of the Company, to examine its books, records, documents and other registers of the Company's operations. In order to prevent distortions in the Company management, the exercise of the powers to obtain information shall be channeled through the Chairperson or Secretary of the Board of Directors;
- Any Director may request the hiring, on the Company's account, of legal advisers, accountants, financial or commercial specialists or other experts. The performance of the job must necessarily related to concrete problems of a certain importance and complexity. Requests to hire experts shall be channeled through the Chairperson or Secretary of the Board of Directors, who shall be subject to the approval of the Board of Directors.

With the mechanisms set forth in the regulations, non-executive Directors have encountered no difficulties in performing their duties.

In 2010, the non-executive Directors were involved in the governance of EDPR not only by participating in meetings of the Board of Directors, where they gave their opinions on different company matters, made any suggestions they saw fit and took decisions on matters submitted to them, but also by working on the Nominations and Remunerations Committee, Committee on Related-Party Transactions and Audit and Control Committee, where all the members are non-executive, with the exception of the Committee on Related-Party Transactions, which has one executive Director, João Manuel Manso Neto.

## **3.2. STRUCTURE, COMPETENCES AND FUNCTIONING OF COMMITTEES**

### **3.2.1. EXECUTIVE COMMITTEE**

#### **3.2.1.1. STRUCTURE**

Pursuant to Article 27 of the Company's Articles of Association, the Executive Committee shall consist of no less than three (3) and no more than six (6) Directors. The committee currently consists of the members indicated in point 1.2.6.1.

Its constitution, the appointment of its members and the extension of the powers delegated must be approved by two-thirds (2/3) of the members of the Board of Directors.

#### **3.2.1.2. COMPETENCES**

The Executive Committee is a permanent body that has received all of the Board of Directors' delegable powers under the law and the articles of association, with the exception of: i) election of the Chairperson of the Board of Directors, ii) appointment of Directors by cooption, iii) request to convene or convening of General Meetings, iv) preparation and drafting of the Annual Report and Accounts and submission to the General Meeting, v) change of registered office and vi) drafting and approval of mergers, spin off or transformation of the company.

The Executive Committee members have been delegated all the powers of representation of the Company so that any of its members can act jointly in the name and on behalf of the Company.

#### **3.2.1.3. FUNCTIONING**

In addition to the Articles of Association, this committee is also governed by the regulations approved on June 4<sup>th</sup> 2008 and also by the Board Regulations. The committee's regulations are available to the shareholders at [www.edprenovaveis.com](http://www.edprenovaveis.com).

The Executive Committee shall meet at least once a month and whenever is deemed appropriate by its Chairperson, who may also suspend or postpone meetings when he sees fit. The Executive Committee shall also meet when requested by at least two (2) of its members. The Executive Committee held thirty-three (33) meetings during the year ended on December 31<sup>st</sup> 2010.

The Executive Committee shall draft minutes for each of the meetings held and shall inform the Board of Directors of its decisions at the first Board meeting held after each committee meeting.

The Chairperson of the Executive Committee, who is currently also the Chairperson of the Board of Directors, shall send the Chairperson of the Audit and Control Committee invitations to the Executive Committee meetings and the minutes of those meetings.

Meetings of the Executive Committee are valid if half of its members plus one are present or represented. Decisions shall be adopted by simple majority. In the event of a tie, the Chairperson shall have the casting vote.

Executive Directors shall provide any clarifications needed by the other corporate bodies whenever requested to do so.

### **3.2.2. NOMINATIONS AND REMUNERATIONS COMMITTEE**

#### **3.2.2.1. STRUCTURE**

Pursuant to Article 29 of the Company's Articles of Association, the Nominations and Remunerations Committee shall consist of no less than three (3) and no more than six (6) Directors. At least one of its members must be independent and shall be the Chairperson of the committee.

The members of the committee should also not be members of the Executive Committee. The committee currently consists of the members indicated in point 1.2.6.2 which are all independent Directors.

The Nominations and Remunerations Committee is made up of independent members of the Board of Directors, in compliance with Recommendation 44 of the Unified Code of Good Governance approved by decision of the Board of the Spanish Securities Committee (hereinafter the CNMV), as amended by CNMV Circular 4/2007 of December 27<sup>th</sup>, which lays down that the Nominations and Remunerations Committee must be entirely made up of

external Directors numbering no fewer than three (3). As it is made up of independent Directors (in Spain the committee may only be comprised of Directors) it complies as completely as possible with the recommendation indicated in point II.5.2 of the Portuguese Code of Corporate Governance.

### **3.2.2.2. COMPETENCES**

The Nominations and Remunerations Committee is a permanent body with an informative and advisory nature and its recommendations and reports are not binding.

As such, the Nominations and Remunerations Committee has no executive functions. The main functions of the Nominations and Remunerations Committee are to assist and report to the Board of Directors about appointments (including by cooption), re-elections, dismissals and remunerations of the Board and its positions, about the composition of the Board and the appointment, remuneration and dismissal of senior management personnel. The Nominations and Remunerations Committee shall also inform the Board of Directors on general remuneration policy and incentives to them and senior management. These functions include the following:

- Defining the standards and principles governing the composition of the Board of Directors and the selection and appointment of its members.
- Proposing the appointment and re-election of Directors in cases of appointment of co-option and in other cases for submission to the General Meeting by the Board.
- Proposing to the Board of Directors who the members of the different committees should be.
- Proposing to the Board, within the limits established in the Articles of Association, the remuneration system, distribution method and amounts payable to Directors. Making proposals to the Board on the conditions of the contracts signed with Directors.
- Informing and making proposals to the Board of Directors regarding the appointment and/or removal of executives, and the conditions of their contracts and generally defining the hiring and remuneration policies of executive staff.

Reviewing and reporting on incentive plans, pension plans and compensation packages.

Any other functions assigned to it in the Articles of Association or by the Board of Directors.

### **3.2.2.3. FUNCTIONING**

In addition to the articles of association, the Nominations and Remunerations Committee is governed by the Regulations approved on June 4<sup>th</sup> 2008 and also by the Board regulations. The committee's regulations are available at [www.edprenovaveis.com](http://www.edprenovaveis.com).

This committee shall meet at least once every quarter and also whenever its Chairperson sees fit.

This committee shall draft minutes of every meeting held and inform the Board of Directors of

decisions that it makes at the first Board meeting held after each committee meeting.

The meetings of this committee shall be valid if at least half of the Directors on it plus one are present or represented. Decisions shall be adopted by simple majority. The Chairperson shall have the deciding vote in the event of a tie.

#### **3.2.2.4. ACTIVITY IN 2010**

In 2010 the main proposals made by the Nominations and Remunerations Committee were:

- Propose an annual fixed remuneration for the Chairperson of the General Meeting;
- The Annual Report on the Fixed remuneration and annual and multi-annual variable remuneration for the year 2009 and 2010;
- Performance evaluation of the Board of Directors and the Executive Committee.

A report on the activities of the Nominations and Remunerations Committee in the year ended on December 31<sup>st</sup> 2010 is available to shareholders at [www.edprenovaveis.com](http://www.edprenovaveis.com).

#### **3.2.3. RELATED PARTY TRANSACTIONS COMMITTEE**

##### **3.2.3.1. STRUCTURE**

Pursuant to Article 30 of the Articles of Association, the Board may set up other committees, such as the Related Party Transactions Committee. This committee shall consist of no fewer than three (3) members. The majority of the members of the Related Party Transactions Committee shall be independent, although in the case of this committee it has one non-independent Member, João Manuel Manso Neto.

Members of the Related Party Transactions Committee shall be considered independent if they can perform their duties without being conditioned by relations with EDPR, its majority shareholders or its Directors and, if this is the case, meet the other requirements of applicable legislation.

The committee currently consists of the members indicated in point 1.2.6.3.

##### **3.2.3.2. COMPETENCES**

The Related Party Transactions Committee is a body belonging to the Board of Directors and performs the following duties, without prejudice to others that the Board may assign to it:

- Periodically reporting to the Board of Directors on the commercial and legal relations

between EDP or related entities and EDPR or related entities.

- In connection with the approval of the Company's annual results, reporting on the commercial and legal relations between the EDP Group and the EDPR Group, and the transactions between related entities during the fiscal year in question.
- Ratifying transactions between EDP and/or related entities with EDPR and/or related entities by the stipulated deadline in each case, provided that the value of the transaction exceeds EUR 5,000,000 or represents 0.3% of the consolidated annual income of the EDPR Group for the fiscal year before.
- Ratifying any modification of the Framework Agreement signed by EDP and EDPR on May 7th 2008.
- Making recommendations to the Board of Directors of the Company or its Executive Committee regarding the transactions between EDPR and related entities with EDP and related entities.
- Asking EDP for access to the information needed to perform its duties.

Should the Related Party Transactions Committee not ratify business or legal relations between EDP or its related parties and EDPR and its related parties, said relations shall require the approval of two-thirds (2/3) of the members of the Board of Directors, whenever at least half of the members proposed by entities other than EDP, including independent Directors, vote in favor, unless, before submission for ratification by the Related Party Transactions Committee, this majority of members has voiced its approval.

The previous paragraphs shall not apply to operations between EDP or its related parties and EDPR or its related parties that have standard conditions and these conditions are applied in the same way in transactions with parties not related to EDP and EDPR or their respective related parties.

### **3.2.3.3. FUNCTIONING**

In addition to the Articles of Association, the Related Party Transactions Committee is governed by the regulations approved on June 4<sup>th</sup> 2008 and by the Board Regulations. The committee's regulations are available at [www.edprenovaveis.com](http://www.edprenovaveis.com).

The committee shall meet at least once a quarter and additionally whenever its Chairperson sees fit.

This committee shall draft minutes of every meeting held and inform the Board of Directors of decisions that it makes at the first Board meeting held after each committee meeting.

The meetings of this committee shall be valid if at least half of the Directors on it plus one are present or represented. Decisions shall be adopted by simple majority. The Chairperson shall have the casting vote in the event of a tie.

#### **3.2.3.4. ACTIVITY IN 2010**

In 2010, the Related Party Transactions Committee revised, approved and proposed to the Board of Directors the approval of all agreements and contracts between related parties submitted to its consideration.

Point 3.6 of this report includes a description of the fundamental aspects of the agreements and contracts between related parties, the object of which does not pertain to the ordinary course of EDPR business.

The Related-Party Transactions Committee was informed that in 2010, the average value and the maximum value regarding the transactions analyzed by the Committee was EUR 1.617.274,26 and EUR 3.106.692M, respectively.

The total value of the transactions with the EDP Group in 2010 was EUR14.2M which corresponds to a 5.3% of the total value of S&S, and EUR270M for total operational costs.

A report on the activities of the Related Party Transactions Committee in the year ended on December 31<sup>st</sup> 2010 is available to shareholders at [www.edprenovaveis.com](http://www.edprenovaveis.com).

### **3.3. AUDIT AND CONTROL COMMITTEE**

#### **3.3.1. STRUCTURE**

Pursuant to Article 28 of the Articles of Association, the Audit and Control Committee consists of no fewer than three (3) and no more than five (5) Directors. The majority of the members shall be independent Directors. The committee currently consists of the members indicated in point 1.3, the majority of which, as well as the Chairperson, are independent.

#### **3.3.2. COMPETENCES**

The Audit and Control Committee is a permanent body and performs independent supervision of the work of the Board of Directors. The competences of the Audit and Control Committee are mentioned below.

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Concerning the new recommendations introduced in 2010 by the Portuguese Code of

Corporate Governance the referred competences were reinforced as mentioned below, with the following changes introduced on the Audit and Control Committee Regulations, to guarantee the compliance of the referred code:

- Reporting, through the Chairperson, at General Meeting on questions falling under its jurisdiction.
- Proposing the appointment of the Company's auditors to the Board of Directors for subsequent approval by the General Meeting, as well as the contractual conditions, scope of the work – specially concerning audit services, "audit related" and "non audit" – annual activity evaluation and revocation or renovation of auditor appointments. (to comply with Recommendation III.1.5 of the Portuguese Corporate Governance Code of 2010)
- Supervising the financing reporting and the functioning of the internal risk management and control systems, as well as, evaluate those systems and propose the adequate adjustments according to the Company necessities. (to comply with Recommendation II.1.1.3 of the Portuguese Corporate Governance Code of 2010)
- Supervising internal audits and compliance. (to comply with Recommendation II.4.6 of the Portuguese Corporate Governance Code of 2010)
- Establish a permanent contact with the external auditors, to assure the conditions, including the independence, adequate to the services provided by them, acting as a the Company speaker for these subjects related to the auditing process and receiving and maintaining information on any other questions regarding accounting subjects. (to comply with Recommendation II.4.4 of the Portuguese Corporate Governance Code of 2010)
- Preparing an annual report on its supervisory activities, including eventual constraints, and expressing an opinion on the Management Report, the accounts and the proposals presented by the Board of Directors. (to comply with Recommendation II.4.3 of the Portuguese Corporate Governance Code of 2010)
- Receiving notices of financial and accounting irregularities presented by the Company's employees, shareholders or entity that has a direct interest and judicially protected, related with the Company social activity. (to comply with Recommendation II.1.4.1 of the Portuguese Corporate Governance Code of 2010)
- Engaging the services of experts to collaborate with Committee members in the performance of their functions. When engaging the services of such experts and determining their remuneration, the importance of the matters entrusted to them and the economic situation of the company must be taken into account.
- Drafting reports at the request of the Board and its committees.
- Reflecting on the governance system adopted by EDPR in order to identify areas for improvement;
- Any other powers entrusted to it by the Board of Directors or the Articles of Association.

### **3.3.3. FUNCTIONING**

In addition to the Articles of Association and the law, this committee is governed by the regulations approved on June 4<sup>th</sup> 2008 and also by the Board regulations. The committee's regulations are at the shareholders' disposal at [www.edprenovaveis.com](http://www.edprenovaveis.com).

The committee shall meet at least once a quarter and additionally whenever its Chairperson sees fit. In 2010, the Audit and Control Committee met eleven (11) times not only to monitor the closure of quarterly accounts in the first half-year but also to familiarize itself with the preparation and disclosure of financial information, internal audit, internal control and risk management activities.

This committee shall draft minutes of every meeting held and inform the Board of Directors of its decisions at the first Board meeting held after each committee meeting.

The meetings of the Audit and Control Committee shall be valid if at least half of the Directors on it plus one are present or represented. Decisions shall be adopted by simple majority. The Chairperson shall have the casting vote in the event of a tie.

### **3.3.4. ACTIVITY IN 2010**

In 2010, the Audit and Control Committee's activities included the following: (i) analysis of relevant rules to which the committee is subject in Portugal and Spain, (ii) assessment of the external auditor's work, especially concerning with the scope of work in 2010, and approval of all "audit related" and "non audit" services, (iii) supervision of the quality and integrity of the financial information in the financial statements and participation in the Executive Committee meeting at which these documents were analyzed and discussed, (iv) drafting of an opinion in the individual and consolidated annual reports and accounts, in a quarterly and yearly basis (v) pre-approval of the 2010 Internal Audit Action Plan, (vi) supervision of the quality, integrity and efficiency of the internal control system, risk management and internal auditing, (vii) reflection on the corporate governance system adopted by EDPR, (viii) analysis of the evolution of the SCIRF project, (ix) information about the whistle-blowing.

Apart from its regular activity in 2010, the Audit and Control Committee were also involved in the following activities:

- Analysis of the acquisition process of turbines for the 2010/2012 period;
- Analysis of the competences delegation process of the EDPR Group;

- Analysis to the new regulations of the Internal Audit Department of the EDPR Group.

The Audit and Control Committee found no constraints during its control and supervision activities.

A report on the activities of the Audit and Control Committee in the year ended on December 31<sup>st</sup> 2010 is available to shareholders at [www.edprenovaveis.com](http://www.edprenovaveis.com).

### **3.4. INCOMPATIBILITY AND INDEPENDENCE**

Following the recommendations of the CMVM, Article 12 of the Board regulations requires at least twenty-five percent (25%) of the Directors to be independent Directors, who are considered to be those who can perform their duties without being conditioned by relations with the Company, its significant shareholders or Directors and, if applicable, meet the requirements of applicable laws.

In addition, pursuant to Article 23 of the Articles of Association, the following may not be Directors:

- People who are Directors of or are associated with any competitor of EDPR and those who are related to the above. A company shall be considered to be a competitor of EDPR if it is directly or indirectly involved in the generation, storage, transmission, distribution, sale or supply of electricity or combustible gases and also those that have interests opposed to those of EDPR, a competitor or any of the companies in its Group, and Directors, employees, lawyers, consultants or representatives of any of them. Under no circumstances shall companies belonging to the same group as EDPR, including abroad, be considered competitors;
- People who are in any other situation of incompatibility or prohibition under the law or Articles of Association. Under Spanish law, people, among others, who are i) aged under eighteen (18) years, (ii) disqualified, (iii) competitors; (iv) convicted of certain offences or (v) hold certain management positions are not allowed to be Directors.

### **3.5. RULES OF APPOINTMENT AND DISCHARGE OF MEMBERS OF THE BOARD OF DIRECTORS AND OF THE AUDIT AND CONTROL COMMITTEE**

The policy of portfolio rotation in the company comprehends that each Member of the Board of Directors is appointed by majority of the General Meeting for an initial period of three (3) years and may be re-elected once or more times for further periods of three (3) years. Nonetheless, pursuant to Article 23 of the Articles of Association and 243 of the Spanish Companies Law, shareholders so wishing may group their shares until they constitute an amount of capital equal

to or higher than the result of dividing it by the number of Directors and appoint those that, using only whole fractions, are deducted from the corresponding proportion. Those making use of this power cannot intervene in the appointment of the other members of the Board of Directors.

Given that the Directors do not have to be elected on the same date, if there is a vacancy, pursuant to Article 23 of the Articles of Association and 243 of the Spanish Companies Law, the Board of Directors may co-opt people from the shareholders, who will occupy the position until the next General Meeting, which shall ratify the co-opted Director. Pursuant to Article 247 of the Spanish Companies Law, the co-option of Directors, as for other Board decisions, must be approved by absolute majority of the Directors at the meeting.

Pursuant to Article 28 of the Articles of Association, the members of the Audit and Control Committee are appointed by the Board of Directors. The term of office of the members of the Audit and Control Committee is the same as their term as Directors. The committee members, the majority of whom must be independent, can be reelected and discharged by the Board of Directors at any time. The term of office of the Chairperson of the Audit and Control Committee is three (3) years, after which he may only be re-elected for a new term of three (3) years. Nonetheless, chairpersons leaving the committee may continue as members of the Audit and Control Committee.

### **3.6. BUSINESS BETWEEN THE COMPANY AND MEMBERS OF THE COMPANY'S GOVERNING BODIES OR GROUP COMPANIES**

EDPR has not signed any contracts with the members of the corporate bodies during the year 2010.

Regarding related party transactions, EDPR and/or its subsidiaries have signed the contracts detailed below with EDP – Energias de Portugal, S.A. (hereinafter, EDP) or other members of its group not belonging to the EDPR subgroup.

#### **3.6.1. FRAMEWORK AGREEMENT**

The framework agreement was signed by EDP and EDPR on May 7<sup>th</sup> 2008 and came into effect when the latter was admitted to trading. The purpose of the framework agreement is to set out the principles and rules governing the legal and business relations existing when it came into effect and those entered into subsequently.

The framework agreement establishes that neither EDP, nor the EDP Group companies other

than EDPR and its subsidiaries can engage in activities in the field of renewable energies without the consent of EDPR. EDPR shall have worldwide exclusivity, with the exception of Brazil, where it shall engage its activities through a joint venture with EDP – Energias do Brasil, S.A., for the development, construction, operation and maintenance of facilities or activities related to wind, solar, wave and/or tidal power and other renewable energy generation technologies that may be developed in the future. Nonetheless, the agreement excludes technologies being developed in hydroelectric power, biomass, cogeneration and waste in Portugal and Spain.

Finally, it lays down the obligation to provide EDP with any information that it may request from EDPR to fulfill its legal obligations and prepare the EDP Group's consolidated accounts.

The framework agreement shall remain in effect for as long as EDP directly or indirectly owns more than 50% of the share capital of EDPR or appoints more than 50% of its Directors.

### **3.6.2. EXECUTIVE MANAGEMENT SERVICES AGREEMENT**

On November 4<sup>th</sup> 2008 EDP and EDPR signed an Executive Management Services Agreement.

Through this contract, EDP provides management services to EDPR, including matters related to the Company. Under this agreement EDP appoints four people to form EDPR's Executive Committee, for which EDPR pays EDP an amount for the services rendered.

Under this contract, EDPR is due to pay an amount of EUR 836,400 for management services rendered by EDP in 2010.

The initial term of the contract is March 18<sup>th</sup> 2011.

### **3.6.3. FINANCE AGREEMENTS AND GUARANTEES**

The finance agreements between EDP Group companies and EDPR Group companies were established under the above described Framework Agreement and currently include the following:

#### **3.6.3.1. LOAN AGREEMENTS**

EDPR (as the borrower) has loan agreements with EDP Finance BV (as the lender), a company 100% owned by EDP – Energias de Portugal, S.A.. Such loan agreements can be established both in EUR and USD, usually have a 10-year tenor and are remunerated at rates set on arm's length basis. As at December 31st 2010, such loan agreements totaled EUR 1,351,695,248 and USD 1,934,621,254.

### **3.6.3.2. COUNTER-GUARANTEE AGREEMENT**

A counter-guarantee agreement was signed, under which EDP or EDP Energias de Portugal Sociedade Anónima, sucursal en España (hereinafter guarantor or EDP Sucursal) undertakes on behalf of EDPR, EDP Renewables Europe SL (hereinafter EDPR EU) and Horizon Wind Energy LLC (hereinafter EDPR NA) to provide corporate guarantees or request the issue of any guarantees, on the terms and conditions requested by the subsidiaries, which have been approved on a case by case basis by the EDP executive board.

EDPR will be jointly liable for compliance by EDPR EU and EDPR NA. The subsidiaries of EDPR undertake to indemnify the guarantor for any losses or liabilities resulting from the guarantees provided under the agreement and to pay a fee established in arm's length basis. Nonetheless, certain guarantees issued prior to the date of approval of these agreements may have different conditions.

The agreement may be terminated (i) by any party at any time, whenever there are no guarantees in effect, or if (ii) any of the subsidiaries ceases to be controlled by the guarantor with regard to the guarantees provided to said subsidiary.

### **3.6.3.3. CURRENT ACCOUNT AGREEMENT**

EDP Sucursal and EDPR signed an agreement through which EDP Sucursal manages EDPR' cash accounts. The agreement also regulates a current account between both companies, remunerated on arm's length basis. As at December 31<sup>st</sup> 2010, the current account had a balance of EUR 170,111,807 in favor of EDPR.

The agreement is valid for one year as of date of signing and is automatically renewable for equal periods.

### **3.6.3.4. FINANCING AGREEMENTS**

In order to manage its USD cash surplus, at December 31<sup>st</sup> 2010 EDPR had two short term deposits placed with EDP Finance BV in the total amount of USD 244,033,835.

The two short term deposits mature on January 2010.

### **3.6.3.5 CROSS CURRENCY INTEREST RATE SWAPS**

Due to the net investment in EDPR NA, the company and Group accounts of EDPR and the accounts of EDP Sucursal España, were exposed to the foreign exchange risk. With the purpose of hedging this foreign exchange risk, EDP Group settled a cross currency interest rate swap

(CIRS) in USD and EUR, between EDP Sucursal and EDPR for a total amount of USD 2,632,613. Also a CIRS in PLN and EUR, between EDP Energias de Portugal Sociedade Anónima, sucursal en España and EDPR, S.A. was settled for a total amount of PLN 309,307,188, related with the net investment in polish companies.

#### **3.6.3.6. HEDGE AGREEMENTS – EXCHANGE RATE**

EDP Sucursal and EDPR entered into several hedge agreements with the purpose of managing the transaction exposure related with the investment payments to be done in Poland, fixing the exchange rate for EUR/PLN in accordance to the prices in the forward market in each contract date. At December 31<sup>st</sup> 2010, a total amount of EUR 38,803,000 remained outstanding.

#### **3.6.4. HEDGE AGREEMENTS – COMMODITIES**

EDP and EDP Renewables Europe SL entered into hedge agreements for a total volume of 1,826 MWh for 2010 at the forward market price at the time of execution related with the expected sales of energy in the Spanish market.

#### **3.6.5. TRADEMARK LICENSING AGREEMENT**

On May 14<sup>th</sup> 2008, EDP and EDPR signed an agreement under which the former granted to the latter a non-exclusive license for the trademark “EDP Renováveis” for use in the renewable energy market and related activities.

In return for the granting of the trademark license, EDPR will pay to EDP fees calculated on the basis of the proportion of the costs pertaining to the former in the Group's annual budget for image and trademark services, which are subject to annual review. The fee established for 2010 was EUR 1,500,000.

The license is granted indefinitely and shall remain in effect until the expiry of EDP's legal ownership of the trademark or until EDP ceases to hold the majority of the capital or does not appoint the majority of Directors of EDPR. EDP may also terminate the agreement in case of non-payment or breach of contract.

The licensing agreement is restricted by the terms of the framework agreement.

#### **3.6.6. CONSULTANCY SERVICE AGREEMENT**

On June 4<sup>th</sup> 2008, EDP and EDPR signed a consultancy service agreement. Through this agreement, and upon request by EDPR, EDP (or through EDP Sucursal) shall provide consultancy

services in the areas of legal services, internal control systems, financial reporting, taxation, sustainability, regulation and competition, risk management, human resources, information technology, brand and communication, energy planning, accounting and consolidation, corporate marketing and organizational development.

The price of the agreement is calculated as the cost incurred by EDP plus a margin. For the first year, it was fixed at 8% based on an independent expert on the basis of market research. For 2010 the estimated cost of these services is EUR 3,106,692.

The duration of the agreement is one (1) year tacitly renewable for equal periods.

### **3.6.7. RESEARCH AND DEVELOPMENT AGREEMENT**

On May 13<sup>th</sup> 2008, EDP Inovação, S.A. (hereinafter EDP Inovação), an EDP Group company, and EDPR signed an agreement regulating relations between the two companies regarding projects in the field of renewable energies (hereinafter the R&D Agreement).

The object of the R&D Agreement is to prevent conflicts of interest and foster the exchange of knowledge between companies and the establishment of legal and business relationships. The agreement forbids EDP Group companies other than EDP Inovação to undertake or invest in companies that undertake the renewable energy projects described in the agreement.

The R&D Agreement establishes an exclusive right on the part of EDP Inovação to project and develop new renewable energy technologies that are already in the pilot or economic and/or commercial feasibility study phase, whenever EDPR exercises its option to undertake them.

The agreement shall remain in effect for as long as EDP directly or indirectly maintains control of more than 50% of both companies or appoints the majority of the members of the Board and Executive Committee of the parties to the agreement.

### **3.6.8. MANAGEMENT SUPPORT SERVICE AGREEMENT BETWEEN EDP RENOVÁVEIS PORTUGAL S.A., AND EDP VALOR – GESTÃO INTEGRADA DE RECURSOS, S.A.**

On January 1<sup>st</sup> 2003, EDP Renováveis Portugal, S.A., holding company of the EDPR subgroup in Portugal, and EDP Valor – Gestão Integrada de Recursos, S.A. (hereinafter EDP Valor), an EDP Group company, signed a management support service agreement.

The object of the agreement is the provision to EDP Renováveis Portugal by EDP Valor of services

in the areas of procurement, economic and financial management, fleet management, property management and maintenance, insurance, occupational health and safety and human resource management and training.

The remuneration paid to EDP Valor by EDP Renováveis Portugal S.A. and its subsidiaries for the services provided in 2010 totaled EUR 691,445.

The initial duration of the agreement was five (5) years from date of signing and it was tacitly renewed for a new period of five (5) years on January 1<sup>st</sup> 2008.

Either party may renounce the contract with one (1) year's notice.

### **3.6.9. INFORMATION TECHNOLOGY MANAGEMENT SERVICES AGREEMENT BETWEEN EDP RENOVÁVEIS S.A. AND EDP – ENERGIAS DE PORTUGAL, S.A.**

On January 1<sup>st</sup> 2010, EDP Renováveis Portugal, S.A., and EDP – Energias de Portugal S.A. (hereinafter EDP), signed an IT management services agreement.

The object of the agreement is to provide to EDPR the information technology services described on the contract and its attachments by EDP – Energias de Portugal S.A.

The amount to be paid to EDP – Energias de Portugal S.A. for the services provided in 2010 totaled EUR 1,146,251.

The initial duration of the agreement is one (1) year from date of signing and it is tacitly renewed for a new period of one (1) year.

Either party may renounce the contract with one (1) month notice.

## **3.7. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT**

### **3.7.1. INTERNAL CONTROL SYSTEM OVER FINANCIAL REPORTING**

EDP Renováveis (EDPR) has an Internal Control System over Financial Reporting (SCIRF) structured using as a reference in terms of control objectives fulfillment, and controls implementation the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) with regard to business processes and entity level controls, and the COBIT framework (Control Objectives for Information and related Technologies) with regard to controls of information technology systems.

In accordance with EDPR's strategic orientation, SCIRF activities are aimed at strengthening the quality of financial information provided to shareholders and to the markets and at promoting the effectiveness and efficiency of operations, in compliance with applicable regulations at all times.

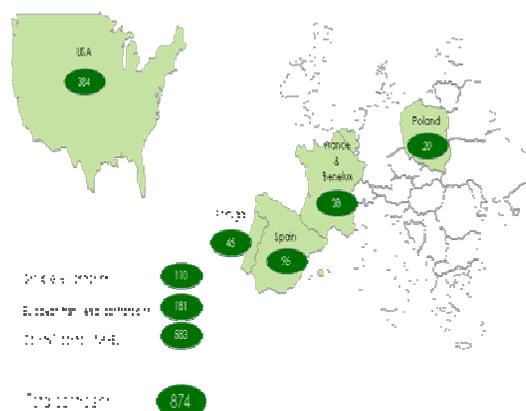
The COSO framework emphasizes the aspects related with the risk assessment activities, since there is a growing interest in organizations of all sizes to enhance Enterprise Risk Management. This approach is present throughout SCIRF's methodology and documentation (SCIRF Manual, Responsibilities Model, processes and controls), by means of a set of control and risk objectives, that cover concepts like financial information risk, fraud or unauthorized use.

During the year 2010, SCIRF has been performed through (i) the maintenance and monitoring of the Internal Control Cycle and (ii) the independent review of SCIRF by KPMG.

Under the model adopted at EDPR, the following activities for the maintenance and monitoring of the Internal Control Cycle have been performed:

- Update of the scope: review and identification of relevant risks, accounts and processes, based on materiality and risk criteria, with a top-down and bottom-up methodology, and a coverage level analysis.
- The necessary actions for the consolidation and/or incorporation of new geographies in the scope.
- Maintenance, adaptation and management of the system in line with (i) the implementation of identified improvement opportunities, (ii) the changing structure and (iii) business requirements.

SCIRF presence in different geographies, according to the scope applied in 2010, includes 380 controls in the European platform (including country-specific and transversal controls in some geographies) in Spain, Portugal, France, Belgium and Poland, 384 controls in the North American platform, and 110 controls at group level, as illustrated in the figure below. These controls include entity level controls, process controls and information technology controls).



In order to assess the reliability and strength of the SCIRF (already implemented in the European and American platforms), and in line with the strategic objectives of EDPR, it was decided to undertake an independent review, to be conducted by a prestigious international institution (KPMG). The goal was materialized in 2010, following the International Standard on Assurance Engagements (ISAE) 3000 methodology. In this review no material weakness were identified. The work of the review consisted of:

- (i) obtaining an understanding of SCIRF in terms of the consolidated financial reporting;
- (ii) evaluation of the risk of material weaknesses;
- (iii) test and evaluation of the operational effectiveness of controls based on the evaluation of risk;
- (iv) execution of other procedures which were considered as necessary.

It is also important to highlight the following developments that took place in 2010:

- the creation of SCIRF logo;
- the launch of the implementation of a new internet based tool to support SCIRF;
- the significant participation of EDPR for the consecution of the Quality Assessment certification of EDP's group Internal Audit department by the Institute of Internal Auditors.



The SCIRF activities and their progress have been quarterly reported to the Audit and Control Committee, complying with its supervision and follow-up missions regarding the company's internal control systems and risk management.

At the year-end in accordance with CMVM Recommendation III.1.4 the external auditors, within the scope of their powers, verified the efficiency and functioning of the Internal Control Systems and reported their conclusions to the Audit and Control Committee. Additionally, KPMG reported the result of their review of SCIRF to the Audit and Control Committee.

With this report and the teamwork of the Internal Auditors the Audit and Control Committee in accordance with CMVM Recommendation II.1.1.3 made its final assessment report and presented to the Board.

### **3.7.2 RISK MANAGEMENT**

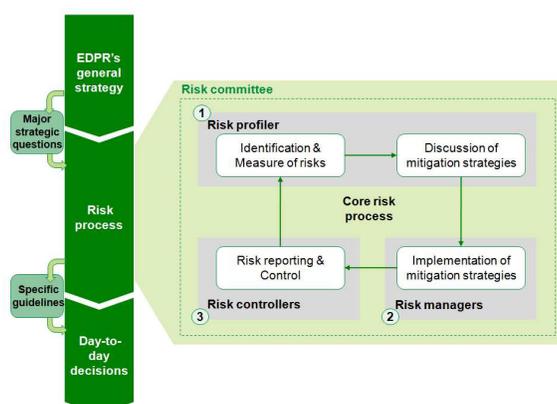
The basic principle behind EDPR's risk management approach is that risk management should not only protect value but also create value. This value creation is obtained by optimizing company's risk-return taking into consideration shareholders risk appetite.

Therefore, EDPR's risk framework was designed to be not a stand-alone activity separated from the main activities and processes of the company, but to be part of the responsibilities of management as an integrating element of all organizational processes, including strategic planning.

#### **3.7.2.1. RISK FRAMEWORK AND PROCESS**

In EDPR's risk framework, risk process aims to link the company's overall strategy into manager's day-to-day decisions, enabling the company to increase the likelihood of achieving its strategic objectives.

EDPR's general strategy is translated into major strategic questions that are grouped by risk area and then subject to EDPR's risk process. The outcome of the risk process is a set of specific guidelines per risk area that will guide managers in their decisions according to the company's risk profile.



Each strategic question is subject to a core risk process which is composed of four major steps:

- **Make sense** – starts with the identification of the risks that may affect the accomplishment of the strategic goals and is followed by the respective measurement both in terms of likelihood of occurrence and potential impact; the aim of this step is to generate an understanding of all the dynamics behind the issue under analysis in order to assess the severity of the risk as well as to anticipate all possible mitigating actions in the case the exposure to the risk is above acceptable limits.
- **Make choices** – after an understanding of the risk, the next step is to discuss whether the risk needs to be treated or not. If it does there is a need to discuss on the most appropriate risk treatment strategies and methods, and the outcome of this discussion is a proposed action plan that is later subject to approval by the Executive Committee.
- **Make happen** – following the approval of the action plan, guidelines are written and then sent to the risk manager that will take them into consideration in its day-to-day decisions.
- **Make revision** – after the implementation of the mitigation strategies there is a follow-up of their effectiveness to assess if any adjustments are needed; this risk reporting and control step has two major functions: (1) to track EDPR's risk position comparing its alignment with both the company's risk profile and risk policy approved by the Executive Committee for each risk, and (2) to control the mitigation actions by defining and implementing all the mechanisms necessary to check if these actions are being implemented according to plan.

### 3.7.2.2. RISK FUNCTIONS AND RISK COMMITTEE

Risk management in EDPR is supported by three distinct organizational functions:

Risk functions	Description
<b>1</b> <b>Strategy / Profile</b> General risk policy & strategy	<ul style="list-style-type: none"> <li>Responsible for setting guidelines and limits for risk management within the company</li> <li>Attempts to clarify and support proposals related to general strategic issues</li> </ul>
<b>2</b> <b>Management</b> Risk manag. & risk business decisions	<ul style="list-style-type: none"> <li>Responsible for day to day operational decisions and for related risk – taking, risk – mitigating positions</li> </ul>
<b>3</b> <b>Control</b> Risk control	<ul style="list-style-type: none"> <li>Responsible for follow up of the results of risk taking decisions and for contrasting alignment of operations with general risk policy approved by the executive committee</li> </ul>

During 2010, EDPR created a Risk Committee to integrate and coordinate all the risk functions and to assure the link between risk strategy and the company's operations.

EDPR's Risk Committee intends to be the forum to discuss how EDPR can optimize its risk-return position according to its risk profile. The key responsibilities of this committee are:

- To analyze EDPR overall exposures and propose actions;
- To follow-up the effectiveness of the mitigation actions;
- To review transactional limits, risk policies and macro-strategies;
- To review reports and significant findings of the risk profiler analysis and the risk control areas;
- To review the scope of the work of the risk profiler and its planned activities.

This committee meets on a quarterly basis and is composed by all Management Team members, representative directors from corporate functions and from the operational platforms and, depending on the issues under discussion, the respective risk managers.

In 2010 this committee, created in July, met twice to discuss and propose EDPR's general risk management framework and to discuss and recommend energy management risk policies.

In order to assure the alignment of EDPR's risk management decisions with EDP's risk-return profile, representatives from EDP will be part of EDPR's risk committee in 2011.

### 3.7.2.3 RISK AREAS AND RISK RELATED STRATEGIC QUESTIONS

The following table summarizes the main risk areas of EDPR's business and also describes the risk related strategic questions. The full description of each risk and how they are managed by EDPR can be found in next chapter.

Risk areas	Risks descriptions	Risk related strategic questions (not exhaustive)
1. Countries & regulations	- Changes in regulations may impact EDPR's business in a given country ;	<ul style="list-style-type: none"> <li>• What is EDPR's current regulatory risk?</li> <li>• How much should EDPR grow in current markets?</li> <li>• Where should EDPR focus entering new markets?</li> </ul>
2. Revenues	- Revenues received by EDPR's projects may diverge from what is expected;	<ul style="list-style-type: none"> <li>• What is the exposure of our revenue stream both in prices and wind variations?</li> <li>• What is the impact on EDPR's EBITDA?</li> <li>• What should the market strategy be to cover market volatility?</li> </ul>
3. Financing	<ul style="list-style-type: none"> <li>- EDPR may not be able to raise enough cash to finance all its planned capex;</li> <li>- EDPR may not be able to fulfil its financial obligations;</li> </ul>	<ul style="list-style-type: none"> <li>• What should be the risk profile from an investor's point of view?</li> <li>• What is the synthetic rating of the company and what measures could be done to improve it?</li> <li>• What is the probability of a cash flow stress due to market conditions?</li> </ul>
4. Wind turbine contracts	<ul style="list-style-type: none"> <li>- Changes in turbine prices may impact projects' profitability;</li> <li>- Contracts should take into account the pipeline development risk;</li> </ul>	<ul style="list-style-type: none"> <li>• What should be the hedging strategy for turbine prices in terms of price structure and quantities?</li> <li>• What is the trade-off between supplier diversification and rappel discount?</li> </ul>
5. Pipeline development	- EDPR may deliver an installed capacity different from its targets or suffers delays and/or anticipations in its installation	<ul style="list-style-type: none"> <li>• How many MW can EDPR expect to put in operation with its current pipeline?</li> <li>• How many projects may be canceled or be delayed over permitting issues?</li> <li>• What is the actual risk of not achieving the installed capacity targets?</li> <li>• What is the appropriate buffer to ensure that EDPR delivers the target capacity?</li> <li>• How should EDPR's pipeline look like in 2012?</li> </ul>
6. Operations	- Projects may deliver a volume different from expected.	<ul style="list-style-type: none"> <li>• Is there any operating risk with significant impact in EDPR?</li> </ul>

### **3.7.2.4.1 Countries and regulation**

#### **3.7.2.4.1.1 Regulatory risks**

The development and profitability of renewable energy projects are subject to policies and regulatory frameworks. The jurisdictions in which EDPR operates provide numerous types of incentives that support the energy generated from renewable sources.

Support for renewable energy sources has been strong in previous years, and both the European Union and various US federal and state bodies have regularly reaffirmed their wish to continue and strengthen such support.

In Europe, each country presented in 2010 their Renewable National Energy Action Plans (RNEAPs). These plans provide detailed information about how each Member State expects to comply with its 2020 binding target, including the technology mix and the forecasted trajectory to reach it.

Regarding US, various State Governments have taken an active role in the development of energy generated from renewable sources through the implementation of RPS (Renewable Portfolio Standard) program.

It cannot be guaranteed that the current support will be maintained or that the electricity produced by future renewable energy projects will benefit from state purchase obligations, tax incentives, or other support measures for the electricity generation from renewable energy sources. This is particularly true in an economic downturn context.

#### **Management of regulatory risks**

EDPR is managing its exposure to regulatory risks in two different ways. The first one is through a geographic diversification strategy based on a methodology comprising a positive correlation between country defined targets and gap from current level, technological mix of installed generation, energy demand and supply, regulatory track record stability and incentives mechanism. EDPR also analyses the country wind resource, land and site availability, permitting complexity and interconnection availability.

The second one is by being an active member in several wind associations. EDPR belongs to the most prestigious wind energy associations, both at national and international level. EDPR is an active member of the following renewable (specially wind energy) associations. Being an active member in all these associations allows EDPR to be aware of any regulatory change, and represent wind energy sector's interests when required by the governments.

EUROPE	EWEA (EUROPEAN WIND ENERGY ASSOCIATION)
SPAIN	AEE (ASOCIACION EMPRESARIAL EOLICA)
PORTUGAL	APREN (ASSOCIAÇÃO PORTUGUESA DE PRODUTORES DE ENERGIA ELÉCTRICA DE FONTES RENOVÁVEIS)
FRANCE	SER (SYNDICAT DES ENERGIES RENOUVELABLES)
BELGIUM	APERE (ASSOCIATION POUR LA PROMOTION DES ENERGIES RENOUVELABLES) EDORA (FÉDÉRATION DE L'ENERGIE D'ORIGINE RENOUVELABLE ET ALTERNATIVE)
POLAND	PIGEO (POLSKA IZBA GOSPODARCZA ENERGII ODNAWIALNEJ) PSEW (POLSKIE STOWARZYSZENIE ENERGETYKI WIATROWEJ) PTEW (POLSKIE TOWARZYSTWO ENERGETYKI WIATROWEJ)
ROMANIA	RWEA (ROMANIAN WIND ENERGY ASSOCIATION)
UNITED KINGDOM	BWEA (BRITISH WIND ENERGY ASSOCIATION) RENEWABLE UK SCOTTISH RENEWABLES
ITALY	ANEV (ASSOCIAZIONE NAZIONALE ENERGIA DEL VENTO) APER (ASSOCIAZIONE PROMOTORI ENERGIE RINNOVABILI)
UNITED STATES	AMERICAN WIND ENERGY ASSOCIATION (AWEA) IOWA WIND ENERGY ASSOCIATION RENEW WISCONSIN RENEW, INC. THE WIND COALITION AMERICAN WIND WILDLIFE CEERT COLORADO INDEPENDENT ENERGY ASSOCIATION INTERWEST ENERGY ALLIANCE WESTERN POWER TRADING FORUM SMART GRID OREGON TEXAS RENEWABLE ENERGY WEST TEXAS WIND ENERGY RENEWABLE NORTHWEST PROJECT
CANADA	CANWEA (CANADIAN WIND ENERGY ASSOCIATION)
BRAZIL	ABEOLICA (ASSOCIAÇÃO BRASILEIRA DE ENERGIA EOLICA) CERNE (CENTRO DE ESTRATÉGIAS EM RECURSOS NATURAIS E ENERGIAS)

### 3.7.2.4.2 Revenues

#### 3.7.2.4.2.1 Exposure to market electricity prices

The electricity sold by EDPR depends in some extent on the incentives schemes for renewable energy in place in each of the countries where EDPR operates. In some of the markets this creates an exposure to market prices for electricity. Market prices may be volatile as they are affected by various factors, including the cost of fuels, average rainfall levels, the cost of power plant construction, technological mix of installed generation capacity and demand. Therefore, a decline in market prices to unexpected levels could have a material adverse effect on EDPR's business, financial condition or operating income.

#### Management of electricity prices exposure

EDPR faces limited market price risk as it pursues a strategy of being present in countries or regions with long term visibility on revenues. In most countries where EDPR is present, prices are determined through regulated framework mechanisms. On the markets where there is expected short term volatility on market prices, EDPR uses various financial and commodity hedging instruments in order to optimize the exposure to fluctuating electricity prices. However, it may not be possible to successfully hedge the exposures or it may face other difficulties in executing the

hedging strategy.

In Europe, EDPR operates in countries where the selling price is defined by a feed-in-tariff (Spain, Portugal and France) or in markets where on top of the electricity price EDPR receives either a pre-defined regulated premium or a green certificate, whose price is achieved on a regulated market (Spain, Belgium, Poland, Romania). Additionally, EDPR is developing activity in Italy and UK where the mechanism is also through green certificates.

In the case of North America, EDPR focus is developing strategy on the States which by having a RPS program in place provides higher revenues visibility, through the REC (Renewable Energy Credit) system and by non-compliance penalties. The North America market does not provide any regulated framework system for the electricity price although it may exist for the RECs in some States. Most of EDPR's capacity in the US has predefined prices determined by long-term contracts with local utilities in line with the Company's policy of signing long-term contracts for the output of its wind farms.

In Brazilian operations, selling price is defined through a public auction which is later translated into a long-term contract.

Under EDPR's global approach to optimize the exposure to market electricity prices, the Company evaluates on a permanent basis if there are any deviations to the defined limits, assessing in which markets financial hedges may be more effective to correct it. In 2010, to manage this exposure EDPR financially hedged a significant part of its generation in Spain and, in the US closed for the long-term a significant portion of its exposure through several physical and financial deals.

#### **3.7.2.4.2.2 Risk related to volatility of energy production**

The amount of electricity generated by EDPR on its wind farms, and therefore EDPR's profitability, are dependent on climatic conditions, which vary across the locations of the wind farms, and from season to season and year to year. Energy output at wind farms may decline if wind speeds falls outside specific ranges, as turbines will only operate when wind speeds are within those ranges.

Variations and fluctuations in wind conditions at wind farms may result in seasonal and other fluctuations in the amount of electricity that is generated and consequently the operating results and efficiency.

### **Management of risks related to volatility of energy production**

EDPR mitigates wind resource volatility and seasonality by having a strong knowledge in the design of its wind farms, and by the geographical diversification - in each country and in different countries - of its asset base. This "portfolio effect" enables to offset wind variations in each area and to keep the total energy generation relatively steady. Currently EDPR is present in 11 countries: Spain, Portugal, France, Belgium, Poland, Romania, UK, Italy, US, Canada and Brazil.

#### **3.7.2.4.3 Financing**

##### **3.7.2.4.3.1 Risks related to the exposure to financial markets**

EDPR is exposed to fluctuations in interest rates through financing. This risk can be mitigated using fixed rates and hedging instruments, including interest rate swaps.

Also because of its presence in several countries, currency fluctuations may have a material adverse effect on the financial condition and results of operations. EDPR may attempt to hedge against currency fluctuations risks by natural hedging strategies, as well as by using hedging instruments, including forward foreign exchange contracts and Cross Interest Rate Swaps.

EDPR hedging efforts will minimize but not eliminate the impact of interest rate and exchange rate volatility.

### **Management of financial risks**

The evolution of the financial markets is analyzed on an on-going basis in accordance to EDP Group's risk management policy approved by the EDPR's Board of Directors.

The Board of Directors is responsible for the definition of general risk-management principles and the establishment of exposure limits following the recommendation of the risk committee.

Taking into account the risk management policy and exposure limits previously approved, the Financial Department identifies, evaluates and submits for approval by the Board the financial strategy appropriate to each project/location.

The execution of the approved strategies is also undertaken by the Financial Department, in accordance with the policies previous defined and approved.

Fixed rate, Natural hedging and Financial instruments are used to minimize potential adverse effects resulting from the interest rate and foreign exchange rate risks on its financial performance.

#### **3.7.2.4.3.1.1 Interest rate risk**

The purpose of the interest rate risk management policies is to reduce the exposure of long term debt cash flows from market fluctuations, mainly by issuing long term debt with a fixed rate, but also through the settlement of derivative financial instruments to swap from floating rate to fixed rate when long term debt is issued with floating rates.

The main potential exposure comes from shareholder loans from the EDP Group and from institutional investors in connection with its Partnership Structures in the case of the US operations, as well as, project financing and third party loans from entities outside the EDP Group.

In the floating-rate financing context which represents approx. 5% of EDPR's gross debt, EDPR may contract interest-rate derivative financial instruments to hedge cash flows associated with future interest payments, which have the effect of exchange floating interest to fixed interest rate.

EDPR has a portfolio of interest-rate derivatives with maturities between approximately 1 and 10 years. Sensitivity analyses are performed of the fair value of financial instruments to interest-rate fluctuations.

Given the policies adopted by EDPR Group its financial cash flows are substantially independent from the fluctuation in interest rate markets.

#### **3.7.2.4.3.1.2 Exchange rate risk**

EDPR operates internationally and is exposed to the exchange-rate risk resulting from investments in foreign subsidiaries. Currently, main currency exposure is the U.S. dollar/euro currency fluctuation risk that results principally from the shareholding in EDPR NA. With the ongoing increasing capacity in others non-euro regions, EDPR will become also exposed to other local currencies (Brazil, Poland and Romania).

EDPR general policy is the Natural Hedging in order to match currency cash flows, minimizing the impact of exchange rates changes while value is preserved. The essence of this approach is to create financial foreign currency outflows to match equivalent foreign currency inflows. Often the debt is raised in the same foreign currency in which operating cash flows are received. The Financial Department is responsible for monitoring the evolution of the exchange rates changes,

seeking to mitigate the impact of currency fluctuations on the net assets and net profit of the group, using natural hedging strategies, as well as, exchange-rate derivatives and/or other hedging structures with symmetrical characteristics to those of the hedged item. The effectiveness of these hedges is reassessed and monitored throughout their lives.

#### **3.7.2.4.3.2 Counterparty credit risk**

Counterparty risk is the default risk of the other party in an agreement, either due to temporary liquidity issues or long term systemic issues.

##### **Management of counterparty credit risk**

EDPR policy in terms of the counterparty credit risk on financial transactions is managed by an analysis of the technical capacity, competitiveness, credit notation and exposure to each counterparty. Counterparties in derivatives and financial transactions are restricted to high-quality credit institutions, therefore, there cannot be considered any significant risk of counterparty non-compliance and no collateral is demanded for these transactions.

In the specific case of EDPR EU, credit risk is not significant due to the reduced average payment period for customer balances and the quality of its debtors. In Europe, main customers are operators and distributors in the energy market of their respective countries.

In the case of EDPR NA, counterparty risk analysis is more relevant given typical price structure and the contracting terms of PPA contracts. In the light of this, counterparty risk is carefully evaluated taking into account the offtakers' credit rating. In many cases, additional credit support is required in line with the exposure of the contract.

#### **3.7.2.4.3.3 Liquidity risk**

Liquidity risk is the risk that EDPR will not be able to meet its financial obligations as they fall due.

##### **Management of liquidity risk**

EDPR's strategy to manage liquidity is to ensure, as far as possible, that it will always have significant liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring in unacceptable losses or risking damage to EDPR's reputation.

The liquidity policy followed by EDPR ensures compliance with the planned payment commitments/obligations, through maintaining sufficient credit facilities and having access to the EDP Group liquidity facilities.

#### **3.7.2.4.4 Wind turbine contracts**

##### **3.7.2.4.4.1 Wind turbine supply risk**

Wind turbine generators (WTG) is a key element in the development of EDPR's wind-related energy projects, as the shortfall or an unexpected sharp increase in WTG prices can create a question mark on new project's development and its profitability. WTG represents the majority of a wind farm capital expenditure (on average, between 70% and 80%).

##### **Management of wind turbine supply risk**

EDPR faces limited risk to the availability and prices' increase of WTG due to its framework agreements with the major global wind turbines suppliers. The Company uses a large mix of turbines suppliers in order to reduce its dependency on any one supplier being one of the worldwide wind energy developers with a more diversified and balanced portfolio.

When signing framework agreements with one or more WTG suppliers, EDPR balances the cost, best fit with Company's pipeline and flexibility on time, geography and model/technology.

Pursuing this medium-term framework agreements strategy, EDPR reduces the risk of contracting large amounts of new WTG exposed to the spot market while having long term visibility on the total cost of ownership due to the fix cost structure of the frameworks signed. On the other way, by not contracting all the WTG needed for its growth plan, EDPR increases its short term flexibility pipeline development. Finally, EDPR in these framework agreements ensure additional geographic flexibility to best fit its pipeline development with changes in future conditions in a given market.

#### **3.7.2.4.5 Pipeline development**

##### **3.7.2.4.5.1 Permitting risks**

Wind farms are subject to strict international, national, state, regional and local regulations relating to the development, construction, licensing, grid interconnection and operation of power plants. Among other things, these laws regulate: land acquisitions, leasing and use; building, transportation and distribution permits; landscape and environmental permits; and regulations on energy transmission and distribution network congestions. Development process of wind farms is subject to the obtaining such permits. If authorities do not grant these permits or they do so with delays or with other restrictions, such actions could have a material adverse effect on the development of further business.

### **Management of permitting risk**

EDPR mitigates this risk by having development activities in 11 different countries (Spain, Portugal, France, Belgium, Poland, Romania, UK, Italy, US, Canada and Brazil) with a portfolio of projects in several maturity stages. EDPR has a large pipeline located in the most attractive regions providing a “buffer” to overcome potential delays in the development of new projects, ensuring growth targets. For this high quality pipeline is worth to highlight EDPR’s early mover status in the majority of its markets and the partnerships created with teams with strong local expertise in the development and construction of wind farms.

### **3.7.2.4.6 Operations**

#### **3.7.2.4.6.1 Wind turbine performance risk**

Wind farms output depend upon the availability and operating performance of the equipment necessary to operate it, mainly the components of wind turbines and transformers. Therefore the risk is that the performance of the turbine does not reach its optimum implies that the energy output is not the expected. The best indicator to measure the WTG performance is the availability level – the period of time it was actually available to operate within that period and delivering the agreed power curve.

#### **Management of wind turbine performance risk**

EDPR mitigates this risk by using a mix of turbine suppliers which minimizes technological risk, by signing a medium-term full-scope maintenance agreement with the turbine supplier and by an adequate preventive and scheduled maintenance. Additionally, technical warranties are signed with the turbine suppliers, in order to guarantee that the performance of the turbine will be optimum. After this period, O&M is usually contracted with an external company, but a technical assistance agreement is also signed with the turbine supplier.

Most recently, and following the general trend in the wind sector, EDPR is externalizing some pure technical O&M activities of its wind farms. Through EDPR Dispatch Center, the Company remotely controls all its wind farms reacting on real time to grid requirements and by gathering all the 24-day operating data it is increasing its know-how in managing core O&M activities.

### 3.8. EXTERNAL AUDITOR

The Audit and Control Committee is responsible for proposing to the Board of Directors for submission to the General Meeting the appointment of the Company auditors and the terms of their contracts, scope of their duties and revocation and renewal of their contracts.

In order to protect the External Auditor independence, the following competences of the Audit and Control Committee were exercised during 2010:

- Direct and exclusive supervision from the Audit and Control Committee;
- Evaluation of the qualifications, independence and performance of the External Auditor and the annual report from the External Auditor regarding the information of all existing relations between the Company and the Auditors or people related to them, including all the services rendered and all the services in course. The Audit and Control Committee, in order to evaluate its independence, obtained from the External Auditor information regarding their independence according to Decree-Law n.º 224/2008, November 20<sup>th</sup>, that changes the bylaws of the External Auditors Association;
- Revision of the transparency report signed by the External Auditor and published on their website. This report is about a group of subjects regulated on article 62º-A from the Decree-Law n.º 224/2008, mainly related to the Internal Control System and to the process of quality control realized by the competent entities;
- Analysis with the External Auditor of the scope, planning and resources to use on the services provided.

EDPR's External Auditor is, since the year 2007, KPMG Auditores S.L., therefore there is still no need to rotate the auditor according to Recommendation III.1.3 of the Portuguese Corporate Governance Code.

In 2010, according to the Audit and Control Committee's competences and in line with Recommendations II.4.4 and II.4.5, it was the corporate body in charge of the permanent contact with the external auditor on matters that may pose a risk to their independence and any other matters related to the auditing of accounts. It also receives and stores information on any other matters provided for in legislation on audits and in auditing standards in effect at any time.

The Audit and Control Committee assessed the performance of the external auditor in providing the services hired by the Company and made a positive evaluation of their quality, considering that they meet applicable standards and that it is advisable to maintain the same auditor.

The work of the external auditor, including reports and audits of its accounts, was supervised and evaluated in accordance with applicable rules and standards, in particular international auditing standards. The external auditor in coordination with the Audit and Control Committee verifies the implementation of remuneration policies and the efficiency and functioning of internal control mechanisms. The external auditor reports to the Audit and Control Committee all the shortcomings.

### 3.9. WHISTLE-BLOWING POLICY

Since the beginning of trading on the Eurolist by Euronext Lisbon, it has sought to introduce measures to ensure its good governance and that of its companies, including the prevention of improper practices, especially in the fields of accounting and finance.

The Board of Directors of EDPR therefore decided to provide its employees with a direct, confidential communication channel for them to report any presumed unlawful practices or alleged accounting or financial irregularities occurring in their company. These communications go directly to the Audit and Control Committee.

EDPR creation of this channel for whistle-blowing on irregularities in financial and accounting practices is essentially intended:

- To enable any employee to freely report his/her concerns in these areas to the Audit and Control Committee;
- To facilitate early detection of irregularities that, if they occurred, might cause serious losses to the EDPR Group and its employees, customers and shareholders.

Contact with the Company's Audit and Control Committee is only possible by email and post, and access to information received is restricted.

Any complaint addressed to the Audit and Control Committee will be kept strictly confidential and the whistle-blower will remain anonymous, provided that this does not prevent the investigation of the complaint. S/he will be assured that the Company will not take any retaliatory or disciplinary action as a result of exercising his/her right to blow the whistle on irregularities, provide information or assist in an investigation.

The Secretary of the Audit and Control Committee receives all the communications and presents a quarterly report to the members of the Committee.

In 2010 there were no communications regarding any irregularity at EDPR.

### 3.10 ETHICS

EDPR is governed by a strong sense of ethics, whose principles are embodied in the day-to-day activities of its employees, according to ethical practices generally considered to be consensual but which, for reasons of appropriate disclosure, transparency and impartiality, the company decided to provide details on.

For that purpose, EDPR developed and approved a global Code of Ethics, to be adopted by all company's employees, without prejudice to other legal or regulating provisions. EDPR Employees' must comply with the Code of Ethics and with the approved corporate policies, which provide those practices and should follow main principles such as:

- Transparency, honesty and integrity
- Working environment
- Development of human capital
- Human rights
- Non-discrimination and equal opportunities
- Integrity
- Environment and sustainability
- Disciplinary action

The Code of Ethics has been disseminated to all employees.

A "whistle-blowing" e-mail channel is available at the Company's Intranet. It allows a direct and confidential communication of any presumably illegal practice and/or of any alleged accounting or financial irregularity occurring within the company. A "Code of Ethics" e-mail channel is also available for the communication of any breach to the Code articles.

## 4. EXERCISE OF SHAREHOLDER'S RIGHTS

### 4.1. DESCRIPTION AND COMPETENCES OF THE GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is a meeting of shareholders that, when properly convened, has the power to deliberate and adopt, by majority, decisions on matters that the law and Articles of Association reserve for its decision and are submitted for its approval. In particular, it is responsible for:

- Evaluation of the Company's management and approval of the annual accounts from the previous financial year, management report and decision on the application of the previous fiscal year's income or loss;
- Appointment and renewal of the Board of Directors in accordance with these Articles and the legal provisions in force, covering or eliminating vacancies that may occur or, as appropriate, ratifying the appointments of Directors made on a provisional basis by the Board of Directors;
- Appointment of auditors;
- Decision on the matters proposed by the Board of Directors;
- All other matters provided in the law in force.
- Increasing and reducing the share capital and delegating to the Board of Directors, if applicable, within the legal time limits, the power to set the date or dates, who may use said delegation wholly or in part, or refraining from increasing or reducing the capital in view of the conditions of the market or the Company or any particularly relevant fact or event justifying such a decision in their opinion, reporting it at the first General Meeting of Shareholders held after the end of the time limit for its execution;
- Delegating to the Board of Directors the power to increase the share capital pursuant to Article 297 of Royal Legislative Decree 1/2010 of July 2<sup>nd</sup> 2010, which approves the Revised Text of the Law on Public Limited Companies (Spanish Companies Law);
- Issuing bonds;
- Amending the Articles of Association;
- Dissolving, merging, spin off and transformation the Company;
- Deciding on any matter submitted to it for decision by the Board of Directors, which shall be obliged to call a General Meeting of Shareholders as soon as possible to deliberate and decide on concrete decisions included in this article submitted to it, in the event of relevant facts or circumstances that affect the Company, shareholders or corporate bodies.

The decisions of the General Meeting are binding on all shareholders, including those voting against and those who did not participate in the meeting.

A General Meeting may be ordinary or extraordinary. In either case, it is governed by the law and Articles of Association.

An Ordinary General Meeting must be held in the first six (6) months of each year to review of the performance the company management, approve the annual report and accounts for the previous year and the proposal for appropriation of profits and approve the consolidated accounts, if appropriate. The General Meeting also decides on any other matters falling within its powers and included on the agenda;

An Extraordinary General Meeting is any meeting other than that mentioned above.

#### **4.2. RIGHT TO ATTEND**

All shareholders, irrespective of the number of shares that they own, may attend a General Meeting and take part in its deliberations with right to speak and vote.

In order to exercise their right to attend, shareholders must have their shares registered in their name in the Book Entry Account at least five (5) days in advance of the date of the General Meeting.

Moreover, although there is no express provision on the matter in the Articles of Association, in the event of the suspension of a General Meeting, EDPR plans to adopt Recommendation I.2.2 of the Portuguese Corporate Governance Code and not require the blocking of shares more than five days in advance.

Any shareholder with the right to attend may send a representative to a General Meeting, even if this person is not a shareholder. Power of attorney is revocable. The Board of Directors may require shareholders' power of attorney to be in the Company's possession at least two (2) days in advance, indicating the name of the representative.

Power of attorney shall be specific to each General Meeting, in writing or by remote means of communication, such as post.

#### **4.3. VOTING AND VOTING RIGHTS**

Each share entitles its holder to one vote.

Shares issued without this right do not have voting rights, with the exception of cases set forth by current legislation.

There is no employee share-owning system at EDPR and so no relevant control mechanisms on the exercise of voting rights by employees or their representatives have been set up.

#### **4.4. MAIL AND ELECTRONIC COMMUNICATION VOTES**

Shareholders may vote on points on the agenda, relating to any matters of the Shareholder's competence, by mail or electronic communication. It is essential for their validity that they be received by the company by midnight of the day before the date scheduled for the first calling to order of the General Meeting.

Votes by mail shall be sent in writing to the place indicated on the invitation to the meeting accompanied by the documentation indicated in the Shareholder's Guide.

In order to vote by electronic communication, shareholders must express this intention to the Chairperson of the General Meeting of the in the form indicated in the invitation to the meeting, sufficient time in advance to permit the vote within the established time limit. They will then receive a letter containing a password for voting by electronic communication within the time limit and in the form established in the call of the General Meeting.

Remote votes can be revoked subsequently by the same means used to cast them within the time limit established for the purpose or by personal attendance at the General Meeting by the shareholder who cast the vote or his/her representative.

The Board of Directors has approved a Shareholder's Guide for the first General Meeting, detailing mail and electronic communication voting forms among other matters. It is at shareholders' disposal at [www.edprenovaveis.com](http://www.edprenovaveis.com).

#### **4.5. QUORUM FOR CONSTITUTING AND ADAPTING DECISIONS OF THE GENERAL MEETING**

Both ordinary and extraordinary General Meetings are validly constituted when first called if the Shareholders, either present or represented by proxy, represent at least twenty five percent (25%) of the subscribed voting capital. On the second call the General Meeting will be validly constituted regardless of the amount of the capital present in order to comply with the minimum established under the Spanish Companies Law.

Nonetheless, to validly approve the issuance of bonds, the increase or reduction of capital, the transformation, merger or spin-off of the Company, and in general any necessary amendment to the Articles of Association, the Ordinary or Extraordinary Shareholders' Meeting will need: on

the first call, that the Shareholders, either present or represented by proxy, represent at least fifty percent (50%) subscribed voting capital and on the second call, that the Shareholders, either present or represented by proxy, represent at least twenty five percent (25%) of the subscribed voting capital.

In the event the shareholders attending represent less than fifty percent (50%) of the subscribed voting capital, the resolutions referred to in the previous paragraph will only be validly adopted with the favourable vote of two-thirds(2/3) of the present or represented capital in the General Meeting.

#### **4.6. BOARD OF THE GENERAL MEETING**

The Chairperson of the General Meeting is appointed by the meeting itself and must be a person who meets the same requirements of independence as for independent Directors. The appointment is for three years and may be re-elected once only.

Since June 4<sup>th</sup> 2008, the position of Chairperson of the General Meeting has been held by Rui Chancerelle de Machete, whose work address is PLMJ, A.M. Pereira, Sáragga Leal, Oliveira Martins, Júdice e Associados, RL, Av. da Liberdade, 224, Edifício Eurolex, 1250-148 Lisboa, Portugal.

In addition to the Chairperson, the Board of the General Meeting is made up of the Chairperson of the Board of Directors, or his replacement, the other Directors and the Secretary of the Board of Directors.

The position of Secretary of the General Meeting is occupied by the non-member Secretary of the Board of Directors, Emilio García-Conde Noriega, whose work address is that of the Company.

The Chairperson of the General Meeting of EDPR has the appropriate human and logistical resources for his needs, considering the economic situation of EDPR, in that, in addition to the resources from the Company Secretary and the legal support provided for the purpose, the Company hires a specialized entity to collect, process and count votes.

In 2010, the remuneration of the Chairperson of the General Meeting of EDPR was EUR 15,000.

#### **4.7. MINUTES AND INFORMATION ON DECISIONS**

Given that EDPR is a listed company on Eurolist by Euronext Lisbon, shareholders have access to corporate governance information at [www.edprenovaveis.com](http://www.edprenovaveis.com). Extracts of General Meeting minutes and the invitation, agenda, motions submitted to the General Meeting and forms of participation shall be placed at shareholders' disposal five (5) days after they are held.

Given the personal nature of the information involved, the history does not include attendance lists at general meetings, although, in accordance with CMVM Circular nr. 156/EMIT/DMEI/2009/515, when General Meetings are held, EDPR plans to replace them by statistical information indicating the number of shareholders present and distinguishing between the number of physical presences by mail.

EDPR therefore publishes on its website an extract of the minutes of General Meetings with all information on the constitution of the General Meeting and decisions made by it, including motions submitted and any explanations of votes.

The website also provides EDPR shareholders with information on: i) requirements for participating in the General Meeting, ii) mail and electronic communication votes iii) information available at the registered office.

#### **4.8. MEASURES REGARDING CONTROL AND CHANGES OF CONTROL OF THE COMPANY**

The Company has taken no defensive measures that might seriously affect its assets in any of the cases of a change in control in its shareholder structure or the Board of Directors.

The Articles of Association contain no limitations on the transferability of shares or voting rights in any type of decision and no limitations on membership of the governing bodies of EDPR. Neither are there any decisions that come into effect as a result of a takeover bid.

The fact that the Company has not adopted any measures designed to prevent successful takeover bids is therefore in line with Recommendation I.6.1 of the CMVM Code of Corporate Governance.

On the other hand, EDPR has not entered into any agreements (current or future) subject to the condition of a change in control of the Company, other than in accordance with normal practice in case of financing of certain wind farm projects by some of its group companies.

Finally, there are no agreements between the Company and members of its Board of Directors or managers providing for compensation in the event of resignation or discharge of Directors or in the event of resignation, dismissal without just cause or cessation of the working relationship following a change in control of the Company.

#### **4.9. GENERAL MEETING OF SHAREHOLDERS IN 2010**

On April 13<sup>th</sup> 2010, took place in Oviedo the Ordinary General Meeting of Shareholders of the company “EDP Renováveis, S.A.”.

The Meeting's validity was ascertained by the meetings' President, and the definitive quorum of members was:

- 56 shareholders were present, holding 4,116,370 shares making up for 0.472% of the share capital, and
- 62 shareholders were represented, holding 695,343,366 shares making up for 79.713% of the share capital.

A total of 118 shareholders attended the General Meeting, including those present and those represented, holding a total of 699,459,736 shares which constitutes a nominal amount of EUR 3,497,298,680 of the share capital, that is, 80.185% of the mentioned share capital.

The ten proposals submitted to approval at the General Meeting were all approved. Extracts of the 2010 General Meeting minutes and the invitation, agenda, motions submitted to the General Meeting and forms of participation are available at the company's website [www.edprenovaveis.com](http://www.edprenovaveis.com).

## **5. REMUNERATION**

### **5.1. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND ITS AUDIT AND CONTROL COMMITTEE**

Pursuant to Article 26 of the Company's Articles of Association, the remuneration of the members of the Board of Directors shall consist of a fixed amount to be determined by the General Meeting for the whole Directors and expenses for attending Board meetings.

The above article also establishes the possibility of the Directors being remunerated with Company shares, share options or other securities granting the right to obtain shares, or by means of share-indexed remuneration systems. In any case, the system chosen must be approved by the General Meeting and comply with current legal provisions.

The Nominations and Remunerations Committee is responsible for proposing to the Board of Directors, although not bindingly, the system, distribution and amount of remuneration of the Directors on the basis of the overall amount of remuneration authorized by the General Meeting. It can also propose to the Board the terms of contracts with the Directors. The distribution and exact amount paid to each Director and the frequency and other details of the remuneration shall be determined by the Board on the basis of a proposal from the Nominations and Remunerations Committee.

The maximum remuneration approved by the General Meeting of Shareholders for 2010 for all the members of the Board of Directors is EUR 2,500,000.

### **5.2. PERFORMANCE-BASED COMPONENTS, VARIABLE COMPONENT AND FIXED AMOUNT**

The remuneration of the Executive Committee is built in three blocks: fixed remuneration, annual and multi-annual bonus.

The annual bonus is defined as a maximum of 80% of the annual salary and is calculated based on the following indicators in each year of their term: (i) relative performance of total shareholder return of EDPR vs. capital market indexes and peer performance; (ii) return on invested capital; (iii) additional installed capacity (MW); (iv) net profits and EBITDA growth in 2010.

The multi-annual bonus is defined as a maximum of 120% of the annual salary and is calculated based on the same drivers as for annual bonus but measured on a multi-year timeframe to be paid at the end of the period and with additional environmental and social perspectives including, (i) the performance of the Sustainability Index applied to EDPR (DJSI method), (ii) EDPR Group's image in the national and international markets (through brand audit and surveys), (iii) its capacity to change and adapt to new market requirements (through surveys), (iv) fulfillment of strategic national and international targets.

The remuneration to the CEO was paid directly by EDPR while for the other members of the Executive Committee there was no direct payment to its members.

Although the remuneration for all the members of the Board of Directors is provided for, the members of the Executive Committee, with the exception of the CEO (who devotes most of his/her work to the activity of EDPR) are not remunerated.

This corporate governance practice of remuneration is in line with the model adopted by the EDP Group, in which the executive Directors of EDP do not receive any remuneration directly from the group companies on whose governing bodies they serve, but rather through EDP.

Nonetheless, in line with the above corporate governance practice, EDPR has signed an Executive Management Services Agreement with EDP, under which the Company bears the cost for the render of those services corresponding to the remuneration defined for the executive members of the Board of Directors.

The non-executive Directors only receive a fixed remuneration, which is calculated on the basis of their work exclusively as Directors or cumulatively with their membership on the Nominations and Remunerations Committee, Related Party Transactions Committee and the Audit and Control Committee.

EDPR has not incorporated any share remuneration or share purchase options plans as components of the remuneration of its Directors. No Director has entered into any contract with the company or third parties that have the effect of mitigating the risk inherent in the variability of the remuneration established by the company

### 5.3. ANNUAL REMUNERATION OF THE BOARD OF DIRECTORS INCLUDING THE AUDIT AND CONTROL COMMITTEE

The remuneration of the members of the Board of Directors for the year ended on December 31<sup>st</sup> 2010 was as follows:

Remuneration	Euros			Total
	Fixed	Variable		
		Annual	Multi-annual	
<b>Executive Directors</b>				
António Mexia*	-	-	-	-
Ana Maria Fernandes (CEO)*	384.000	208.939	-	592.939
Antonio Martins da Costa*	-	-	-	-
João Manso Neto*	-	-	-	-
Nuno Alves*	-	-	-	-
<b>Non-Executive Directors</b>				
António Nogueira Leite	60.000	-	-	60.000
Daniel M. Kammen	45.000	-	-	45.000
Francisco José Queiroz de Barros de Lacerda	60.000	-	-	60.000
Gilles August	45.000	-	-	45.000
João Lopes Raimundo	55.000	-	-	55.000
João Manuel de Mello Franco	80.000	-	-	80.000
Jorge Santos	60.000	-	-	60.000
José Araújo e Silva	0	-	-	0
José Silva Lopes	60.000	-	-	60.000
Manuel Menéndez Menéndez	45.000	-	-	45.000
Rafael Caldeira Valverde	55.000	-	-	55.000
<b>Total</b>	<b>949.000</b>	<b>208.939</b>		<b>1.157.939</b>

\* With exception of the CEO, the members of the Executive Committee have not received any remuneration from EDPR. EDPR has entered in an Executive Management Services Agreement with EDP pursuant to which EDPR is due to pay to EDP an amount of EUR 836,400 for the management services rendered by EDP in 2010.

The retirement savings plan for the members of the Executive Committee acts as an effective retirement supplement and corresponds to 5% of their annual salary.

The Directors do not receive any relevant non-monetary benefits as remuneration.

Additionally the remuneration of the members of the Management Team, excluding the Chief Executive Officer, was as follows:

Remuneration	Euros				Total
	Fixed	Variable			
		Annual	Multi-annual		
Management Team	954.662	297.000	0		1.251.662

#### 5.4. STATEMENT ON REMUNERATION POLICY

The Nomination and Remunerations Committee assists and reports to the Board of Directors about the remunerations of the Board and the Management Team, proposing to the Board, within the limits established in the Articles of Association, the remuneration system, distribution method and amounts payable to the Directors that must be submitted to the approval of the General Meeting of Shareholders. This committee defines the remuneration and is sought to ensure that it reflects the performance of all members in each year (variable annual remuneration) and their performance throughout the term of their office by means of a variable component consistent with the maximization of the Company's long-term performance (multi-annual variable remuneration). This is intended to ensure the alignment of the Board of Directors' performance with the shareholders' interests. A statement on remuneration policy will be submitted to the next General Meeting of Shareholders, for approval.

#### 5.5. GENERAL MEETING'S ASSESSMENT OF COMPANY REMUNERATION POLICY AND PERFORMANCE EVALUATION OF ITS GOVERNING BODIES

The General Meeting is responsible for appointing the Board of Directors, which appoints the Nominations and Remunerations Committee, who is part of the Board and responsible for submitting the statement on remuneration policy for the Company's corporate bodies.

One of the General Meeting's duties includes appraising the above mentioned statement.

Pursuant to Article 164 of the Spanish Companies Law, the General Meeting evaluates the performance of the company's management and makes an annual decision on whether to maintain confidence, or not, in their members.

## 5.6. ATTENDANCE AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF A REPRESENTATIVE OF THE NOMINATIONS AND REMUNERATIONS COMMITTEE

At least one of the members of the Nominations and Remunerations Committee will be present or represented at the General Meeting of Shareholders of EDPR.

## 5.7. PROPOSAL ON THE APPROVAL OF PLANS ON SHARE REMUNERATION AND/OR SHARE PURCHASE OPTIONS OR ON THE BASIS OF SHARE PRICE FLUCTUATIONS

The Company has not approved any plans for share remuneration or share purchase options or plans based on share price fluctuations.

## 5.8. AUDITOR'S REMUNERATION

For the year ended on December 31<sup>st</sup> 2010, the fees paid to KPMG Auditores, S.L. for the audit and statutory audit of accounts and financial statements, other assurance and reliability services, tax consultancy services and other services unrelated to statutory auditing are as follows:

Values in €	Portugal	Spain	Brazil	USA	Other	Total
Audit and statutory audit of accounts and financial statements	193,000	689,856	69,479	727,908	221,211	1,901,454
Other assurance and reliability services (*)	209,500	51,790	-	174,196	12,950	448,436
Sub-total audit related services	402,500	741,646	69,479	902,104	234,161	2,349,890
Tax consultancy services	-	17,000	-	481,402	-	498,402
Other services unrelated to statutory auditing	800	-	-	-	-	800
Sub-total non-audit related services	800	17,000	-	481,402	-	499,202
Total	403,300	758,646	69,479	1,383,506	234,161	2,849,092

(\*) the fees regarding the inspection of the Internal Control System (SCIRF) of EDPR EU (EUR 100.000) and of EDPR NA (EUR 100.000) are allocated to Portugal, as their invoices were issued in this country.

In EDPR there is a policy of pre-approval by the Audit and Control Committee for the selection of the External Auditor and any related entity for non-audit services, according to Recommendation III.1.5 of the Portuguese Corporate Governance Code. This policy was strictly followed during 2010.

## 6. CAPITAL MARKETS

### 6.1. SHARE PERFORMANCE AND DIVIDEND POLICY

#### 6.1.1. SHARE DESCRIPTION

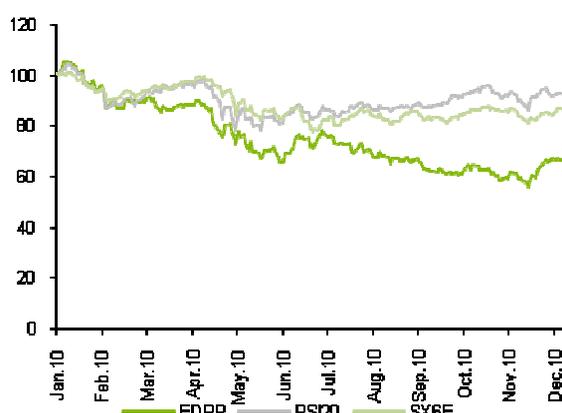
The shares representing 100% of the EDPR share capital were initially admitted to trading in the official stock exchange NYSE Euronext Lisbon on June 4<sup>th</sup> 2008. The then the free float level is unchanged at 22.5%.

EDP Renováveis, S.A.	
<b>Shares</b>	
Share Capital	€ 4,361,540,810
Nominal Share Value	€ 5.00
Number of Shares	872,308,162
Date of IPO	June 4 <sup>th</sup> , 2008
<b>NYSE Euronext Lisbon</b>	
Reuters RIC	EDPR.LS
Bloomberg	EDPR PL
ISIN	ES0127797019

#### 6.1.2 SHARE PRICE PERFORMANCE

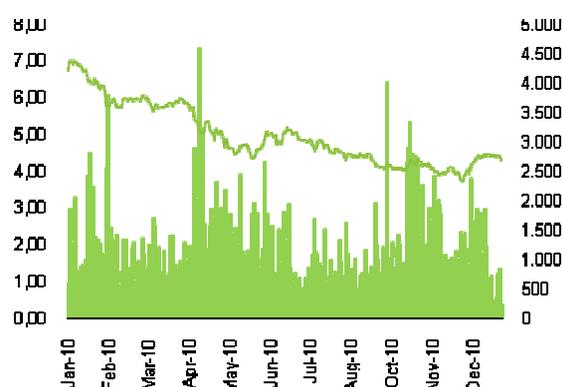
EDPR's equity market value at December 31<sup>st</sup> 2010 was EUR 3.8 billion. In 2010 the share price depreciated by 35% to EUR 4.34 per share, underperforming the PSI-20 (the NYSE Euronext Lisbon reference index), the Euronext 100 and the Dow Jones Eurostoxx Utilities ("SX6E"). The year's low was recorded on November 30<sup>th</sup> (EUR 3.72) and the year's high was reached on January 8<sup>th</sup> (EUR 7.01).

EDPR vs PSI20 vs DJ Eurostoxx Utilities



In 2010 were traded more than 311 million EDPR shares, representing a 21% year-on-year increase in its liquidity, and corresponding to a turnover of approximately EUR 1.5 billion. On average, 1.2 million shares were traded per day. The total number of shares traded represented 36% of the total shares admitted to trading and to 159% of the company's free float, translating in the higher liquidity level since the IPO.

2010: EDPR Share Price and Transactions



Capital Market Indicators	2010	2009	2008
<b>EDPR shares in NYSE Euronext Lisbon</b>			
Opening price* (€)	6.63	5.00	8.00
Closing price (€)	4.34	6.63	5.00
Peak price (€)	7.01	7.75	8.00
Minimum price (€)	3.72	5.00	3.45
<b>Variation in share price and reference indices</b>			
EDP Renováveis (%)	-35%	33%	-37%
PSI20 (%)	-10%	33%	-51%
Dow Jones Eurostoxx Utilities (%)	-15%	-1%	-38%
Euronext 100 (%)	1%	25%	-45%
<b>Liquidity of EDPR shares on the market</b>			
Volume in NYSE Euronext (€ million)	1,539	1,676	1,646
Daily average volume (€ million)	6.0	6.4	11.0
Number of shares traded (million)	311	257	216
Average number of shares traded (thousand)	1,211	985	1,459
Total shares issued (million)	872	872	872
Number of own shares	0	0	0
Free float	196	196	196
Annual rotation of capital (% of total shares)	36%	29%	25%
Annual rotation of capital (% of free-float)	159%	131%	110%
<b>EDPR market value</b>			
Market capitalization at end of period (€ million)	3,783	5,783	4,364

(\* ) January 1<sup>st</sup>, 2009 and June 4<sup>th</sup>, 2008, respectively.

The graph below shows the evolution in EDPR prices over the year and all announcements and relevant events that may had impact on them.

Main events affecting EDPR's share price in 2010



#	Date	Description	Share Price
1	8/Jan	EDPR awarded 1.3 GW of wind offshore capacity in the UK	7,01
2	25/Jan	EDPR signed a long-term agreement to sell green certificates in Poland	6,38
3	27/Jan	EDPR entered the Italian market through the acquisition of 520 MW to be developed	6,44
4	3/Feb	EDPR disclosed 2009 provisional data	6,18
5	17/Feb	EDPR signs a Power Purchase Agreement (PPA) with Tennessee Valley Authority in the United States	5,76
6	25/Feb	EDPR announced 2009 results	5,97
7	12/Apr	EDPR was awarded a REC contract by NYISERDA	5,96
8	13/Apr	EDPR Annual Shareholder Meeting	5,90
9	22/Apr	EDPR disclosed 1Q2010 provisional data	5,37
10	26/Apr	EDPR awarded Vestas a procurement contract to deliver up to 2.1 GW of wind capacity	5,12
11	5/May	EDPR announced 1Q2010 results	5,10
12	19/May	EDPR holds its first Investor Day in Lisbon	4,65
13	28/Jun	EDPR fully closed Vento III institutional partnership structure through the sale of the remaining stake amounting to \$141 million	4,98
14	2/Jul	Spanish Government and Spanish wind association reach a long term agreement	4,80
15	6/Jul	Government of Cantabria awards 220 MW To EDPR	5,09
16	8/Jul	Romania approves new wind regulation	5,13
17	13/Jul	EDPR discloses relevant short position	5,02
18	14/Jul	EDPR disclosed its 1H2010 provisional data	5,05
19	28/Jul	EDPR disclosed its 1H2010 financial results	4,70
20	27/Sep	EDPR establishes new institutional partnership structure incorporating the cash grant in lieu of PTC for 99 mw in the US	4,10
21	30/Sep	EDPR executes 535 million Zlotys project finance for 120 MW in Poland	4,15
22	14/Oct	EDPR disclosed its 9M2010 provisional data	4,06
23	3/Nov	EDPR disclosed its 9M2010 financial results	4,12
24	15/Nov	EDPR signs new PPA for 99 MW in the US	3,97
25	30/Nov	EDPR signs new PPA for 83 MW in the Us	3,72
26	8/Dec	Spanish Government publishes new Royal Decree providing regulatory stability to the wind energy sector	4,24
27	9/Dec	EDPR establishes new institutional partnership structure incorporating the cash grant in lieu of PTC for 101 MW in the US	4,25
28	13/Dec	EDPR signs new PPA for 198 MW in the US	4,44
29	16-dic	EDPR secures new PPA for 175 MW in the US	4,39
30	20-dic	US approves the extension of the ITC cash reimbursement	4,43

### **6.1.3. DIVIDEND POLICY**

The distribution of dividends must be proposed by EDPR's Board of Directors and authorized by a resolution approved in the Company's Shareholders Meeting.

In keeping with the legal provisions in force, namely the Spanish Companies Law, the EDPR Articles of Association require that profits for a business year consider:

- The amount required to serve legal reserves;
- The amount agreed by the same General Meeting to allocate to dividends of the outstanding shares;
- The amount agreed by the General Meeting to constitute or increase reserve funds or free reserves;
- The remaining amount shall be booked as surplus.

The expected dividend policy of EDPR, as announced in the IPO, is to propose dividends' distribution each year representing at least 20% of EDPR's distributable profit. Also as announced in the IPO, EDPR Board of Directors can adjust this dividend policy as required to reflect, among other things, changes to our business plan and our capital requirements, and there can be no assurance that in any given year a dividend will be proposed or declared.

In view of the current economic and regulatory environment in the countries in which EDPR holds investments, of the net results obtained in fiscal year 2010 and of the revised business plan and capital requirements associated to it in a harder financial environment, the Board of Directors will propose at the Shareholder's Meeting, to be held in 2011, to retain the 2010 results as voluntary reserves.

## **6.2. COMMUNICATION WITH CAPITAL MARKETS**

### **6.2.1. COMMUNICATION POLICY**

The Communication Policy of EDPR seeks to provide to shareholders, potential investors and stakeholders all the relevant information about the Company and its business environment. The promotion of transparent, consistent, rigorous, easily accessible and high-quality information is of fundamental importance to an accurate perception of the company's strategy, financial situation, accounts, assets, prospects, risks and significant events.

EDPR therefore look for to provide investors with information that can support them make informed, clear, concrete investment decisions.

An Investor Relations Office was created to ensure a direct and permanent contact with all market related agents and stakeholders, to guarantee the equality between shareholders and to prevent imbalances in the information access.

EDPR make use of its corporate website as a major channel to publish all the material information and ensures that all the relevant information on its activities and results is always up-to-date and available.

### **6.2.2. INVESTOR RELATIONS DEPARTMENT**

The EDPR Investor Relations Department (IRD) acts as an intermediary between the EDPR management team and a vast universe of shareholders, financial analysts, investors and the market in general. Its main purposes are to guarantee the principle of equality among shareholders, prevent asymmetries in access to information by investors and reduce the gap in the perception of the company's strategy and intrinsic value. This department is responsible for developing and implementing the company's communication strategy and maintaining an appropriate institutional and informative relationship with the financial market, the stock exchange at which EDPR shares are traded and their regulatory and supervisory bodies (CMVM – Comissão do Mercado de Valores Mobiliários in Portugal and CNMV – Comisión Nacional del Mercado de Valores in Spain).

The Investor Relations Department is coordinated by Mr. Rui Antunes and is located at the company's Madrid office. Its contact details are as follows:

Calle Serrano Galvache, 56  
Centro Empresarial Parque Norte  
Edificio Olmo – 7<sup>th</sup> Floor  
28033 Madrid, Spain  
Telephone: +34 902 830 700  
Fax: +34 914 238 429  
E-mail: [ir@edprenovaveis.com](mailto:ir@edprenovaveis.com)

### **6.2.3. ACTIVITY IN 2010**

In 2010, EDPR has promoted and participated in several events, namely roadshows, presentations, conferences, meetings and conference calls, where apart from reinforcing its relationship with investors had the opportunity to introduce the Company and to answer queries about its strategy, performance and business environment. More than 400 meetings were held

with institutional investors in the main financial cities of Europe and of the US as well as in the Company's Offices, being it a strong evidence of investor's high interest in the company and its business environment.

It is also worth highlight the completion of the company's first Investor Day, which was held on May 21<sup>st</sup> 2010 in Cascais, Portugal, where the company Management Team took the opportunity to update investors and analysts about its strategy, outlook and follow-up of its business areas.

EDPR usually publishes its price sensitive information before the opening of the NYSE Euronext Lisbon stock exchange through CMVM's information system, makes it available on the website investors' section and sends it by e-mail for the department mailing list.

On each earnings announcement, a conference call with webcast access was promoted, at which the Company's management updated on EDPR's activities. On each of these events, shareholders, investors and analysts had the opportunity to directly submit their questions and to discuss EDPR's results as well the company's outlook.

The Department remained in permanent contact with the financial analysts who evaluate the company and with all shareholders and investors by e-mail, phone or face-to-face meetings. In 2010, as far as the company is aware of, were issued by sell-side analysts more than 200 reports evaluating its performance.

#### **6.2.4. ANALYSTS**

As a world leader in renewable energy and being one of the biggest listed companies in the sector, EDPR is permanently under analysis and valuation.

At the end of the 2010, as far as the company is aware of, there were 29 institutions elaborating research reports and following actively the Company's activity. As of December 31<sup>st</sup> 2010, the average price target of those analysts was of € 6.03 per share with most of them reporting positive recommendations on EDPR's share: 21 Buys, 7 Neutrals and only 1 Sell.

### Analysts' recommendation on EDPR's share at 31-Dec-2010

Company	Analyst	Price Target	Recommendation	Date
Goldman Sachs	Mariano Alarco	5.80	Buy	16/Dec/10
Morgan Stanley	Allen Wells	6.10	Overweight	15/Dec/10
Caixa BI	Helena Barbosa	6.65	Buy	14/Dec/10
Société Générale	Didier Laurens	5.80	Buy	13/Dec/10
Fidentis	Daniel Rodríguez	6.00	Buy	10/Dec/10
UBS	Alberto Gandolfi	5.00	Buy	7/Dec/10
Deutsche Bank	Virginia Sanz de Madrid	6.50	Hold	26/Nov/10
BPI	Bruno Almeida da Silva	6.35	Buy	19/Nov/10
Citigroup	Manuel Palomo	5.40	Buy	18/Nov/10
BCP	Vanda Mesquita	6.75	Buy	16/Nov/10
RBS	Chris Rogers	5.90	Buy	11/Nov/10
Redburn Partners	Archie Fraser	7.46	Buy	10/Nov/10
Arkeon Finance	Alexandre Koller	4.20	Sell	9/Nov/10
JP Morgan	Sarah Laitung	5.90	Overweight	5/Nov/10
BES	Fernando Garcia	6.30	Buy	5/Nov/10
BNP Paribas	José Fernandez	4.90	Neutral	4/Nov/10
Berenberg	Benita Barretto	5.50	Buy	4/Nov/10
Barclays Capital	Rupesh Madhani	6.50	Equalweight	4/Nov/10
BoAML	Matthew Yates	6.40	Buy	3/Nov/10
Natixis	Céline Chérubin	4.00	Neutral	29/Oct/10
Credit Suisse	Maria Eulália Izquierdo	5.30	Outperform	29/Oct/10
HSBC	James Magness	7.25	Overweight	18/Oct/10
Santander	Joaquin Ferrer	7.00	Buy	24/Sep/10
Nomura	Raimundo Fernandez-Cuesta	5.75	Neutral	6/Sep/10
Sabadell	Jorge Gonzalez	6.77	Buy	30/Jul/10
Unicredit	Javier Suárez	5.50	Hold	28/Jul/10
Banesto	José Brito Correia	6.61	Overweight	22/Jun/10
BBVA	Daniel Ortea	7.90	Outperform	10/Jun/10
Macquarie	Shai Hill	5.40	Neutral	7/May/10

### 6.2.5. ONLINE INFORMATION: WEBSITE AND E-MAIL

EDPR considers online information a powerful tool in the dissemination of material information updating its website with all the relevant documents. Apart from all the required information by CMVM regulations, the Company website also carries financial and operational updates of EDPR's activities ensuring all an easy access to information.

	Portuguese	English	Spanish
Identification of the company	√	√	√
Financial statements	√	√	√
Regulations of the management and supervisory bodies	√	√	√
Audit and Control Committee Annual report	√	√	√
Investor Relations Department - functions and contact details	√	√	√
Articles of association	√	√	√
Calendar of company events	√	√	√
Invitation to General Meeting	√	√	√
Proposal submitted for discussion and voting at General Meetings	√	√	√
Minutes of the General Meeting of Shareholders	√	√	√

## ANNEX I

### MAIN POSITIONS HELD BY MEMBERS OF BOARD OF DIRECTORS IN LAST FIVE YEARS

Name	Position
<b>ANTÓNIO MEXIA</b>	CEO of EDP - Energias de Portugal, S.A.
<b>ANA MARIA FERNANDES</b>	Director of EDP - Energias de Portugal, SA
<b>ANTÓNIO MARTINS DA COSTA</b>	CEO and Vice-Chairperson of EDP Energias do Brasil, SA CEO and Chairperson of Horizon Wind Energy LLC Director of EDP - Energias de Portugal, SA
<b>JOÃO MANSO NETO</b>	Chairperson of the Executive Committee of EDP Produção CEO and Vice-Chairperson of Hidroeléctrica del Cantábrico, SA Member of the Executive Board of Directors of EDP - Energias de Portugal, SA
<b>NUNO ALVES</b>	Executive Director of Millennium BCP Investimento, responsible for BCP Group Treasury and Capital Markets Member of the Executive Board of Directors of EDP - Energias de Portugal, SA (CFO)
<b>ANTÓNIO NOGUEIRA LEITE</b>	Director of the Instituto Português de Relações Internacionais, UNL Director of Reditus, SGPS, SA Managing Director José de Mello, SGPS, SA Director of Companhia União Fabril CUF, SGPS, SA Director of Quimigal, SA Director of CUF - Químicos Industriais, SA Director of ADP, SA-CUF Adubos Director of Sociedades de Explosivos Civic, SEC, SA Director of Brisa, SA Director of Efacec Capital, SGPS, SA Director of Comitur, SGPS, SA Director of Comitur Imobiliária, SA Director of Expocomitur - Promoções e Gestão Imobiliária, SA Director of Herdade do Vale da Fonte - Sociedade Agrícola, Turística e Imobiliária, SA Director of Sociedade Imobiliária e Turística do Cojo, SA Director of Sociedade Imobiliária da Rua das Flores, nº 59, SA Director of José de Mello Saúde, SGPS, SA Vice-Chairperson of the Advisory Board of Banif Banco de Investimentos Chairperson of the General Supervisory Board of Opex, SA Member of the Advisory Board of IGCP Vice-Chairperson of Fórum para a Competitividade

Name	Position
	<p>Director of José de Mello Investimentos, SGPS, SA</p> <p>Director of Fundação de Aljubarrota</p> <p>Chairperson of Associação Oceano XXI (cluster do Mar)</p>
<b>DANIEL M. KAMMEN</b>	<p>Founding Director of Renewable and Appropriate Energy Laboratory (RAEL) at University of California, Berkeley</p> <p>Lecturer in Nuclear Energy at the University of California, Berkeley</p> <p>Lecturer in the Energy and Resources Group at University of California, Berkeley</p> <p>Lecturer in public policy at Goldman School of Public Policy at University of California, Berkeley</p> <p>Co-Director of the Berkeley Institute of the Environment</p> <p>Member of the Executive Committee of Energy Biosciences Institute</p>
<b>FRANCISCO JOSÉ QUEIROZ DE BARROS DE LACERDA</b>	<p>Director of Banco Comercial Português, SA and several subsidiaries</p> <p>Director of Mague - SPGS, SA</p>
<b>GILLES AUGUST</b>	<p>Co-founder of August &amp; Debouzy. He now manages the firm's corporate department.</p>
<b>JOÃO LOPES RAIMUNDO</b>	<p>Chairperson of the Board of Banque BCP Luxembourg</p> <p>Chairperson of the Board of Directors of Banque BCP France</p> <p>Director of Banque Orive BCP Switzerland</p> <p>Managing Director of Banco Comercial Português</p> <p>Vice-Chairperson of the Board of Millennium Angola</p> <p>Director of Banco Millennium BCP de Investimento</p> <p>Vice-Chairperson of the Board of Millennium Bank, NA (USA)</p>
<b>JOÃO MANUEL DE MELLO FRANCO</b>	<p>Director of Portugal Telecom SGPS, SA</p> <p>Chairperson of the Audit Committee of Portugal Telecom SGPS, SA</p> <p>Member of the Remunerations Committee of Portugal Telecom SGPS, SA</p> <p>Member of the Evaluation Committee of Portugal Telecom SGPS, S.A.</p> <p>Member of the Corporate Governance Committee of Portugal Telecom SGPS, SA</p>
<b>JORGE SANTOS</b>	<p>Full Professor of Economics at Instituto Superior de Economia e Gestão, da Universidade Técnica de Lisboa</p> <p>Member of the Assembly of Representatives of Instituto Superior de Economia e Gestão da Universidade Técnica de Lisboa</p> <p>Coordinator of the PhD course in Economics at ISEG</p>
<b>JOSÉ ARAÚJO E SILVA</b>	<p>Director of Corticeira Amorim, SGPS, SA</p> <p>Member of the Executive Committee of Corticeira, SGPS, SA</p> <p>Director of Caixa Geral de Depósitos</p>
<b>JOSÉ SILVA LOPES</b>	

Name	Position
	Chairperson of the Board of Directors Montepio Geral
<b>MANUEL MENÉNDEZ MENÉNDEZ</b>	
	Director of EDP - Energias de Portugal, SA Chairperson of Cajastur Chairperson of Hidroeléctrica del Cantábrico, SA Chairperson of Naturgas Energía, SA Director of EDP Renewables Europe, SL Representative of Peña Rueda, SL in the Board of Directors of Enagas, SA Member of the Board of Confederación Española de Cajas de Ahorro Member of the Board of UNESA
<b>RAFAEL CALDEIRA VALVERDE</b>	
	Vice-Chairperson of the Board of Directors Banco Espirito Santo de Investimento, SA Member of the Executive Committee of Banco Espirito Santo de Investimento, SA

**ANNEX II**
**CURRENT POSITIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS**
**IN COMPANIES NOT BELONGING TO THE SAME GROUP AS EDP RENOVÁVEIS, S.A.**

Name	Position
<b>ANTÓNIO MEXIA</b>	N/A
<b>ANA MARIA FERNANDES</b>	N/A
<b>ANTÓNIO MARTINS DA COSTA</b>	N/A
<b>JOÃO MANSO NETO</b>	N/A
<b>NUNO ALVES</b>	N/A
<b>ANTÓNIO NOGUEIRA LEITE</b>	<p>Director of the Instituto Português de Relações Internacionais, UNL</p> <p>Director of Reditus, SGPS, SA</p> <p>Managing Director José de Mello, SGPS, SA</p> <p>Director of Companhia União Fabril CUF, SGPS, SA</p> <p>Director of Quimigal, SA</p> <p>Director of CUF-Químicos Industriais, SA</p> <p>Director of ADP, SA-CUF Adubos</p> <p>Director of Sociedades de Explosivos Civic, SEC, SA</p> <p>Director of Brisa, SA</p> <p>Director of Efacec Capital, SGPS, SA</p> <p>Director of Comitur, SGPS, SA</p> <p>Director of Comitur Imobiliária, SA</p> <p>Director of Expocomitur - Promoções e Gestão Imobiliária, SA</p> <p>Director of Herdade do Vale da Fonte-Sociedade Agrícola, Turística e Imobiliária, SA</p> <p>Director of Sociedade Imobiliária e Turística do Cojo, SA</p> <p>Director of Sociedade Imobiliária da Rua das Flores, nº 59, SA</p> <p>Director of José de Mello Saúde, SGPS, SA</p> <p>Vice-Chairperson of the Advisory Board of Banif Banco de Investimentos</p> <p>Chairperson of the General Supervisory Board of Opex, SA</p> <p>Member of the Advisory Board of IGCP</p> <p>Vice-Chairperson of Fórum para a Competitividade</p> <p>Director of José de Mello Investimentos, SGPS, SA</p> <p>Director of Fundação de Aljubarrota</p> <p>Chairperson of Associação Oceano XXI (cluster do Mar)</p>
<b>DANIEL M. KAMMEN</b>	

Name	Position
	<p>Founding Director of Renewable and Appropriate Energy Laboratory (RAEL) at University of California, Berkeley</p> <p>Lecturer in Nuclear Energy at the University of California, Berkeley</p> <p>Lecturer in the Energy and Resources Group at University of California, Berkeley</p> <p>Lecturer in public policy at Goldman School of Public Policy at University of California, Berkeley</p> <p>Co-Director of the Berkeley Institute of the Environment</p> <p>Member of the Executive Committee of Energy Biosciences Institute</p> <p>Chief Technical Specialist, Renewable Energy and Energy Efficiency, The World Bank</p>
<b>FRANCISCO JOSÉ QUEIROZ DE BARROS DE LACERDA</b>	
	<p>CEO of Cimpor - Cimentos de Portugal, SGPS, SA</p> <p>Chairperson of Cimpor Inversiones, SA</p> <p>Chairperson of Sociedade de Investimento Cimpor Macau, SA</p> <p>Manager of Deal Winds - Sociedade Unipessoal, Lda</p>
<b>GILLES AUGUST</b>	
	<p>Co-founder of August &amp; Debouzy. He now manages the firm's corporate department.</p>
<b>JOÃO LOPES RAIMUNDO</b>	
	<p>Director of CIMPOR - Cimentos de Portugal SGPS, S.A.</p> <p>Chairperson of the Board of BCP Holdings USA, Inc</p> <p>Managing Director of Banco Comercial Português</p>
<b>JOÃO MANUEL DE MELLO FRANCO</b>	
	<p>Director of Portugal Telecom SGPS, SA</p> <p>Chairperson of the Audit Committee of Portugal Telecom SGPS, SA</p> <p>Member of the Remunerations Committee of Portugal Telecom SGPS, SA</p> <p>Member of the Evaluation Committee of Portugal Telecom SGPS, S.A.</p> <p>Member of the Corporate Governance Committee of Portugal Telecom SGPS, SA</p>
<b>JORGE SANTOS</b>	
	<p>Full Professor of Economics at Instituto Superior de Economia e Gestão, da Universidade Técnica de Lisboa</p> <p>Member of the Assembly of Representatives of Instituto Superior de Economia e Gestão da Universidade Técnica de Lisboa</p> <p>Coordinator of the PhD course in Economics at ISEG</p>
<b>JOSÉ ARAÚJO E SILVA</b>	
	<p>Director of Corticeira Amorim, SGPS, SA</p> <p>Member of the Executive Committee of Corticeira, SGPS, SA</p> <p>Director of Caixa Geral de Depósitos</p>
<b>JOSÉ SILVA LOPES</b>	
	<p>Chairperson of the Board of Directors of Montepio Geral</p>
<b>MANUEL MENÉNDEZ MENÉNDEZ</b>	
	<p>Chairperson of Cajastur</p> <p>Representative of Peña Rueda, SL in the Board of Directors of Enagas, SA</p>

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Name	Position
	Member of the Board of Confederación Española de Cajas de Ahorro Member of the Board of UNESA
<b>RAFAEL CALDEIRA VALVERDE</b>	
	Vice-Chairperson of the Board of Directors Banco Espírito Santo de Investimento, SA Member of the Executive Committee of Banco Espírito Santo de Investimento, SA

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**ANNEX III**
**CURRENT POSITIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS**
**IN COMPANIES BELONGING TO THE SAME GROUP AS EDP RENOVÁVEIS, S.A.**

	António Mexia	Ana Maria Fernandes	António Martins da Costa	João Manso Neto	Nuno Alves	Manuel Menéndez Menéndez
EDP - Energias de Portugal, S.A.	Chairperson of the Executive Board of Directors	Director	Director	Director	Director	
EDP - Gestão da Produção de Energia, S.A.				Chairperson of the Board of Directors		
EDP - Energias do Brasil, S.A.	Chairperson of the Board of Directors	Director			Director	
EDP - Estudos e Consultoria, S.A.					Chairperson of the Board of Directors	
EDP - Soluções Comerciais, S.A.			Chairperson of the Board of Directors			
EDP - Imobiliária e Participações, S.A.					Chairperson of the Board of Directors	
EDP Valor - Gestão Integrada de Serviços, S.A.					Chairperson of the Board of Directors	
Sãvida - Medicina Apoiada, S.A.					Chairperson of the Board of Directors	
SCS - Serviços Complementares de Saúde, S.A.					Chairperson of the Board of Directors	
Energia RE, S.A.					Chairperson of the Board of Directors	
Hidroeléctrica del Cantábrico, S.A.		Director	Director	Vice-Chairperson of the Board of Directors	Director	Chairperson of the Board of Directors
Naturgás Energia, S.A.				Vice-Chairperson of the Board of Directors		Chairperson of the Board of Directors
EDP Investimentos, SGPS, S.A.				Chairperson of the Board of Directors		
EDP Gás III, SGPS, S.A.				Chairperson of the Board of Directors		
EDP Gás II, SGPS, S.A. (ex-NQF Gás, SGPS, S.A.)				Chairperson of the Board of Directors		
EDP Gás - SGPS, S.A.				Chairperson of the Board of Directors		
EDP Internacional, S.A.			Chairperson of the Board of Directors			
Horizon Wind		Chairperson of				

	António Mexia	Ana Maria Fernandes	António Martins da Costa	João Manso Neto	Nuno Alves	Manuel Menéndez Menéndez
Energy, LLC		the Board of Directors				
EDP Renewables Europe, SL		Chairperson of the Board of Directors				Director
Balwerk – Consultadoria Económica e Participações, Sociedade Unipessoal, Lda.					Manager	
EDP Ásia - Investimentos e Consultoria Lda.			Chairperson of the Board of Directors			
EDP - Energias de Portugal Sociedade Anónima, Sucursal en España	Permanent Representative	Permanent Representative	Permanent Representative	Permanent Representative	Permanent Representative	
EDP Gás.com - Comércio de Gás Natural, S.A.				Director		
EDP Finance BV	Representative	Representative	Representative	Representative	Representative	
Electricidade de Portugal Finance Company Ireland Lt.					Director	
ENEOP - Eólicas de Portugal, S.A.		Chairperson of the Board of Directors				
EDP Renováveis Brasil, S.A.		Chairperson of the Board of Directors				
EDP - Ásia Soluções Energéticas Limitada			Chairperson of the Board of Directors			
Empresa Hidroeléctrica do Guadiana, S.A.				Chairperson of the Board of Directors		
EDP Projectos, SGPS, S.A.			Director	Director		
EDP Energia Ibérica S.A.				Director		
Enagás, S.A.						Permanent Representative

## ANNEX IV

### BOARD OF DIRECTORS

#### **António Luís Guerra Nunes Mexia (Chairperson)**

Received a degree in Economics from Université de Genève (Switzerland) in 1980, where he was also Assistant Lecturer in the Department of Economics. He was a postgraduate lecturer in European Studies at Universidade Católica. He was also a member of the governing boards of Universidade Nova de Lisboa and of Universidade Católica, where he was Director from 1982 to 1995. He served as Assistant to the Secretary of State for Foreign Trade from 1986 until 1988. From 1988 to 1990 he served as Vice-Chairperson of the Board of Directors of ICEP (Portuguese Institute for Foreign Trade). From 1990 to 1998 he was Director of Banco Espírito Santo de Investimentos and in 1998 he was appointed Chairperson of the Board of Directors of Gás de Portugal and Transgás. In 2000 he joined Galp Energia as Vice-Chairperson of the Board of Directors. From 2001 to 2004, he was the Executive Chairperson of Galp Energia and Chairperson of the Board of Directors of Petrogal, Gás de Portugal, Transgás and Transgás-Atlântico. In 2004, he was appointed Minister of Public Works, Transport and Communication for Portugal's 16th Constitutional Government. He also served as Chairperson of the Portuguese Energy Association (APE) from 1999 to 2002, member of the Trilateral Commission from 1992 to 1998, Vice-Chairperson of the Portuguese Industrial Association (AIP) and Chairperson of the General Supervisory Board of Ambelis. He was also a Government representative to the EU working group for the trans-European network development. Since March 31<sup>st</sup>, 2006 Mr. Mexia is the Chief Executive Officer of EDP - Energias de Portugal, S.A.

#### **Ana Maria Machado Fernandes (Vice-Chairperson and Chief Executive Officer)**

Graduated in Economics from the Faculty of Economics at Oporto (1986). She received a postgraduate degree in Finance from the Faculty of Economics of Universidade do Porto and an MBA from the Escola de Gestão do Porto (1989). She lectured at the Faculty of Economics of Universidade do Porto from 1989 until 1991. She began her professional career in 1986 at Conselho – Gestão e Investimentos, a company of the Banco Português do Atlântico Group, in the capital markets, investments and business restructuring field. In 1989 she began working at Efisa, Sociedade de Investimentos, in the area of corporate finance, and was later made a Director of Banco Efisa. In 1992 she joined the Grupo Banco de Fomento e Exterior as Director in the area of investment banking and was Head "Corporate Finance" at BPI between 1996 and 1998. In 1998 she joined Gás de Portugal as Director of Strategic Planning and M&A and in 2000 became Director of Strategy and Portfolio Management of Galp Business. She later became president of Galp Power and Director of Transgás. In 2004 she was appointed a Director of the

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Board of Galp Energia. Since March 31<sup>st</sup>, 2006 Mrs. Fernandes is a Director of EDP - Energias de Portugal, S.A.

### **António Fernando Melo Martins da Costa**

Holds a degree in Civil Engineering and an MBA from the University of Oporto, and has completed executive education studies at INSEAD (Fontainebleau), AESE (Lisbon) and the AMP of the Wharton School (University of Pennsylvania). Mr. António Martins da Costa was the Chairperson and CEO of Horizon Wind Energy and is a Director of EDP Renováveis. From 2003 to 2007, António Martins da Costa was the CEO and Vice-Chairperson of the Board of Directors of Energias do Brasil and Chairperson of the Board of Directors of the Company's subsidiaries in Brazil. He started his professional career in 1976 as a lecturer at the Superior Engineering Institute of Porto, joined EDP in 1981 and In 1989 he moved to the financial sector, assuming the positions of General Manager of banking and Executive Director on the insurance companies, pension funds and asset management operations of Millenium BCP and Director of Eureka BV (Netherlands). Since 1999 he was also Deputy CEO and Vice-President of the Executive Board of PZU (Poland), the biggest insurance company and asset manager in Central and Eastern Europe. Since March 31<sup>st</sup>, 2006 Mr. Martins da Costa is a Director of EDP - Energias de Portugal, S.A.

### **João Manuel Manso Neto**

Graduated in Economics from Instituto Superior de Economia (1981) and received a post-graduate degree in European Economics from Universidade Católica Portuguesa (1982). He also completed a professional education course through the American Bankers Association (1982), the academic component of the master's degree programme in Economics at the Faculty of Economics, Universidade Nova de Lisboa and, in 1985, the "Advanced Management Program for Overseas Bankers" at the Wharton School in Philadelphia. From 1988 to 1995 he worked at Banco Português do Atlântico, occupying the positions of Supervisor for the International Credit Division, Head of the International Credit Division, Department Director, Deputy Central Director for International Management and Central Director of Financial Management and Retail Commerce South. From 1995 to 2002 he worked at the Banco Comercial Português, where he held the posts of General Director of Financial Management, General Manager of Large Institutional Businesses, General Manager of the Treasury, Director of BCP Banco de Investimento and Vice-Chairperson of BIG Bank Gdansk. From 2002 to 2003, in Banco Português de Negócios, he was the Chairperson of BPN Serviços ACE, Director of BPN SGPS, Director of Sociedade Lusa de Negócios and Director of Banco Efisa. He is still a voting Member of the OMEL Board of Directors. From 2003 to 2005 he worked at EDP as Director-General and Administrator of EDP

Produção. In 2005 he was named Appointed Adviser at HC Energía, Chairperson of Genesa and Director of Naturgas Energía and OMEL. Since March 31<sup>st</sup>, 2006 Mr. Manso Neto is a Director of EDP - Energias de Portugal, S.A.

### **Nuno Maria Pestana de Almeida Alves**

Mr. Nuno Alves holds a degree in Naval Architecture and Marine Engineering (1980) and a Master in Business Administration (1985) by the University of Michigan. In 1988, he joins the Planning and Strategy Department of Millennium BCP and in 1990 becomes an associate Director of the bank's Financial Investments Division. In 1991, Mr. Nuno Alves is appointed as the Investor Relations Officer for the group and in 1994 he joins the Retail network as Coordinating Manager. In 1996, he becomes Head of the Capital Markets Division of Banco CISF, currently Millennium BCP Investimento, and, in 1997, Co Head of the bank's Investment Banking Division. In 1999, Mr. Nuno Alves is appointed as Chairperson and CEO of CISF Dealer, the brokerage arm of Banco CISF. Since 2000, before his appointment as EDP's Chief Financial Officer in March 2006, Mr. Nuno Alves acted as an Executive Director of Millennium BCP Investimento, responsible for BCP Group Treasury and Capital Markets

### **António Nogueira Leite**

Born in 1962. Between 1988 and 1996, he held the position of consultant to several national and international institutions, including the Bank of Portugal, the OECD and the EC. Between 1995 and 1998, was general secretary of APRITEL, and between 2000 and 2002 was a Director of APRITEL. From 1997 to 1999, was a Director of Soporcel, S.A., between 1998 and 1999, was a Director of Papercel, S.A., and in 1999, was a Director of MC Corretagem, S.A. Also in 1999, he was appointed chairperson of the board of directors of Bolsa de Valores de Lisboa and became a member of the executive committee of Associação de Bolsas Ibero Americanas. Since 2000, Mr. Nogueira Leite has been a member of the consultative council of Associação Portuguesa para o Desenvolvimento das Comunicações. Between 2000 and 2002, was a consultant for Vodafone—Telecomunicações Pessoais, S.A., between 2001 and 2002, he was a consultant of GE Capital, and in 2002 was a member of the consultative council of IGCP. Since 2002, he has held various positions within the José de Mello group and has held Directorships with numerous other entities including Reditus, SGPS, S.A., Quimigal, S.A, Brisa, S.A., ADP, S.A., Comitur, SGPS, S.A., Comitur Imobiliária, S.A., Expocomitur—Promoções e Gestão Imobiliária, S.A., Herdade do Vale da Fonte—Sociedade Agrícola, Turística e Imobiliária, S.A., e SGPS, S.A., Efacec Capital, SGPS, S.A., and Cuf—Químicos Industriais, S.A. He held a further Directorship with Sociedade de Explosivos Civis, SEC, S.A. from 2007 to March 2008. Between October 1999 and August 2000, was Secretary of State for Treasury and Finance and Governor Substitute of the European Bank of Investments. Additionally held positions with the European Bank for Reconstruction and

Development, the International Monetary Fund and was a member of the Financial and Economic Council of the European Union. He was vice-chairperson of the consultative council of Banif Banco de Investimento, S.A., and chairperson of the general and supervision council of OPEX, S.A. He is Chairperson of Associação Oceano XXI (cluster do Mar).

Has an undergraduate degree in economics from the Universidade Católica Portuguesa, a master of science degree in economics, and a Ph.D. in economics from the University of Illinois.

### **Daniel M. Kammen**

Born in 1962. Between 1988 and 1991, he was a research fellow in the division of engineering and applied science and the division of biology at the California Institute of Technology and a post-doctorate researcher of Weizmann & Bantrell in the engineering and applied science and biology department at California Institute of Technology. Between 1991 and 1993, he was a research collaborator for science and international affairs at the John F. Kennedy School of Government, Harvard University. Between 1991 and 1993, he was a research associate for the northeast regional centre for global environmental change and the department of physics, Harvard University. In 1993, he was appointed a permanent fellow at the African Academy of Sciences. Between 1993 and 1999, he was a member of the research faculty at the Centre for Energy and Environmental Studies at the School of Engineering and Applied Science at Princeton University. Between 1997 and 1999, he was Class of 1934 Preceptor at the Woodrow Wilson School of Public and International Affairs at Princeton University, and between 1998 and 1999 he was chair of the science, technology and environmental policy program (STEP) of the same institution. Between 1998 and 2001, he was an associate professor of the energy and resource group and between 1999 and 2001 was an associate professor of nuclear engineering at the University of California, Berkeley. In 1999, he was a founding Director of the renewable and appropriate energy laboratory (RAEL) of the University of California, Berkeley. From 2000 to 2001, he joined the core management team of the Commission of Power of California Public Interest Environmental Research—Environmental Area. Between 2004 and 2009, he was the Director of the University of California, Berkeley, and Industrial Technology Research Institute of Taiwan. In 2005, he was appointed co-Director of the Berkeley Institute of the Environment. In 2006, he was appointed a member of the Energy and Resources Group and in 2007 held the position of coordinator of the science and impact sector in the Energy Biosciences Institute. In addition, since 2001, he has been a professor of public policy of the Goldman School of Public Policy, University of California, Berkeley. He is also an author of several studies and has received several awards in the energy sector. Since 2010 he is the Chief Technical Specialist, Renewable Energy and Energy Efficiency at The World Bank.

He has an undergraduate degree, a masters degree and a Ph.D. each in physics.

### **Francisco José Queiroz de Barros de Lacerda**

Born in 1960. From 1984 to 1985, he was an assistant professor at Universidade Católica Portuguesa. Between 1982 and 1990, he held the position of analyst, manager and Director of Locapor (Leasing), CISF and Hispano Americano Sociedade de Investimentos. Between 1990 and 2000 he developed his main activity at Banco Mello, as managing director since 1990 and as CEO between 1993 and 2000, being after 1997 also vice-chairperson of the Board of Directors, and, over that period, Chairperson or Director of several banks and financial companies' part of the Banco Mello group. He was simultaneously member of the top management team of the José de Mello group as Director of UIF, SGPS, and a non-executive Director of Insurance Company Império. Between 2000 and 2008, he was a member of the Executive Board of Directors of Banco Comercial Português, S.A., and in this capacity was responsible for the activities of the banking group in Central, Eastern & South-eastern Europe and in investment banking. He is a Director of Mague—SPGS, S.A. and business consultant to several companies. He has an undergraduate degree in company administration and management from Universidade Católica Portuguesa.

### **Gilles August**

Born in 1957, between 1984 and 1986, he was a Lawyer at Finley, Kumble, Wagner, Heine, Underberg, Manley & Casey Law Office in Washington DC. Between 1986 and 1991 he was an Associate and later became partner at Baudel, Salès, Vincent & Georges Law Firm in Paris. In 1995 he co-founded August & Debouzy Law firm where he is presently working as the manager of the firm's corporate department. He has been a Lecturer at École Supérieure des Sciences Economiques et Commerciales and at Collège de Polytechnique and is currently giving lectures at CNAM (Conservatoire National des Arts et Métiers). He is Knight of the Légion d'Honneur.

He has a Master in Laws from Georgetown University Law Center in Washington DC (1986); a Post-graduate degree in Corporate Law from University of Paris II Panthéon, DEA (1984) and a Master in Private Law from the same University (1981). He graduated from the École Supérieure des Sciences.

### **João José Belard da Fonseca Lopes Raimundo**

Born in 1960. Between 1982 and 1985, he was senior auditor of BDO—Binder Dijker Otte Co. Between 1987 and 1990, he was director of Banco Manufacturas Hanover (Portugal), S.A. and between 1990 and 1993 was a member of the board of TOTTA Factor, S.A. (Grupo Banco Totta e Açores) and Valores Ibéricos, SGPS, S.A. In 1993, he held Directorships with Nacional Factoring, da CISF—Imóveis and CISF Equipamentos. Between 1995 and 1997 he was a Director of CISF—

Banco de Investimento and a Director of Nacional Factoring. In 1998, he was appointed to the board of several companies, including Leasing Atlântico, Comercial Leasing, Factoring Atlântico, Nacional Leasing and Nacional Factoring. From 1999 to 2000, he was a Director of BCP Leasing, BCP Factoring and Leasefactor SGPS. From 2000 to 2003, He was appointed Chairperson of the Board of Directors of Banque BCP (Luxemburg) and Chairperson of the Executive Committee of Banque BCP (France). Between 2003 and 2006 he was a member of management of Banque Prive BCP (Switzerland) and was general director of private banking of BCP. Since 2006, he has been a Director of Banco Millennium BCP de Investimento, and general Director of Banco Comercial Português and Vice-Chairperson and CEO of Millenniumbcp bank, NA. Mr. Lopes Raimundo is presently Director of CIMPOR - Cimentos de Portugal SGPS, S.A., Chairperson of the Board of BCP Holdings USA, Inc.

Has an undergraduate degree in company management and administration from Universidade Católica Portuguesa de Lisboa, and a master of business administration degree from INSEAD.

#### **João Manuel de Mello Franco**

Born in 1946. Between 1986 and 1989, he was a member of the management council of Tecnologia das Comunicações, Lda. Between 1989 and 1994, he was chairperson of the board of Directors of Telefones de Lisboa e Porto, S.A., and between 1993 and 1995 he was chairperson of Associação Portuguesa para o Desenvolvimento das Comunicações. From 1994 to 1995, he was chairperson of the board of Directors of Companhia Portuguesa Rádio Marconi and additionally was chairperson of the board of Directors of Companhia Santomense de Telecomunicações e da Guiné Telecom. From 1995 to 1997, he was vice-chairperson of the board of Directors and chairperson of the executive committee of Lisnave (Estaleiros Navais) S.A. Between 1997 and 2001, he was chairperson of the board of Directors of Sopotata and was a Director and member of the audit committee of International Shipowners Reinsurance, Co S.A. Between 2001 and 2004, he was vice-chairperson of José de Mello Imobiliária SGPS, S.A., and was chairperson of the boards of Directors of IMOPÓLIS, S.A., José de Mello Residenciais & Serviços, S.A. and Engimais, S.A. Since 1998, he has been a Director of Portugal Telecom SGPS, S.A., chairperson of the audit committee since 2004, and member of the corporate governance committee since 2006.

Has an undergraduate degree in mechanical engineering from Instituto Superior Técnico. He additionally holds a certificate in strategic management and company boards and is the holder of a grant of Junta de Energia Nuclear.

### **Jorge Santos**

Born in 1951. From 1997 to 1998, he coordinated the committee for evaluation of the EC Support Framework II and was a member of the committee for the elaboration of the ex-ante EC Support Framework III. From 1998 to 2000, he was chairperson of the Unidade de Estudos sobre a Complexidade na Economia and from 1998 to 2002 was chairperson of the scientific council of Instituto Superior de Economia e Gestão of the Universidade Técnica de Lisboa. From 2001 to 2002, he coordinated the committee for the elaboration of the Strategic Programme of Economic and Social Development for the Peninsula of Setúbal. Since 2007, he has been coordinator of the masters program in economics, and since 2008, he has been a member of the representatives' assembly of Instituto Superior de Economia e Gestão of the Universidade Técnica de Lisboa (ISEG).

Has an undergraduate degree in economics from Instituto Superior de Economia e Gestão, a master degree in economics from the University of Bristol and a Ph.D. in economics from the University of Kent. He additionally has a doctorate degree in economics from the Instituto Superior de Economia e Gestão of Universidade Técnica de Lisboa, and has consequently held the positions of Professor Auxiliar and Professor Associado with Universidade Técnica de Lisboa. He has been appointed as university professor (catedrático) of Universidade Técnica de Lisboa and is the President of the Department of Economics at ISEG.

### **José Fernando Maia de Araújo e Silva**

Born in 1951. He began his professional career as an assistant lecturer at Faculdade de Economia do Porto. From 1991 he was invited to be a lecturer at Universidade Católica do Porto and additionally held a part-time position as technician for Comissão de Coordenação da Região Norte. He has since held the position of Director of several companies, including of Banco Espírito Santo e Comercial de Lisboa and Soserfin— Sociedade Internacional de Serviços Financeiros—Oporto group. He has been involved in the finance and management coordination of Sonae Investimentos SGPS, was executive Director of Sonae Participações Financeiras, SGPS, S.A. and was vice-chairperson of Sonae Indústria, SGPS, S.A. He has additionally held Directorships with Tafisa, S.A., Spread SGPS, S.A. and Corticeira Amorim, SGPS. He presently serves on the board of Directors of Caixa Geral de Depósitos, S.A.

Has an undergraduate degree in economics from the Faculdade de Economia do Porto and has obtained certificates from Universidade de Paris IX, Dauphine and the Midland Bank International banker's course in London.

**José Silva Lopes**

Born in 1932. From 1969 to 1974, he was a Director of Caixa Geral de Depósitos and Director of the Cabinet of Studies and Planning of the Ministry of Finance. In 1972, he held the position of deputy chief of negotiations for the free market agreement of the EC. Between 1974 and 1978, he was Minister of Finance, additionally holding the position of External Markets Minister between 1974 and 1975. Between 1975 and 1980, he held the position of Governor of the Bank of Portugal. From January 2004 till 2010, he was chairperson of the board of Directors of Montepio Geral.

In 2003, he was awarded the Order of Grã Cruz by the President of Portugal for his 48 years of service as an economist predominantly for the Portuguese state. In 2004, he was awarded a degree of doutor honoris causa by Instituto Superior de Economia e Gestão. Also has a degree in finance from the Instituto Superior de Ciências Económicas e Financeiras.

**Manuel Menéndez Menéndez**

Born in 1960. He has been a Director and a member of the executive committee of each of Cajastur and Hidrocantábrico. He has been a member of the board of directors, executive committee and audit and control committee of AIRTEL. He has also been a Director of LICO Corporación and ENCE, vice-chairperson of the board of SEDES, S.A. and executive chairperson of Sociedad de Garantía Recíproca de Asturias. Currently, he is chairperson of Cajastur, Hidrocantábrico and Naturgas Energia, a Director of EDP Renewables Europe, S.L. and Confederación Española de Cajas de Ahorros, a member of the Junta Directiva de UNESA and a member of Registro Oficial de Auditores de Cuentas. He also represents Peña Rueda, S.L. (a subsidiary of Cajastur) on the board of Directors of Enagas.

Has an undergraduate degree in economics and company management and a Ph.D. in economic sciences, each from the University of Oviedo. He has been appointed university professor (catedrático) of company management and accounts at the University of Oviedo.

**Rafael Caldeira Valverde**

Born in 1953. In 1987, he joined Banco Espírito Santo de Investimento, S.A. and was the Director responsible for financial services management, client management, structured financing management, capital markets management, and for the department for origination and information; between 1991 and 2005 he was also Director and Member of the Executive Committee. In March 2005, he was appointed as vice-chairperson of the board of Directors of Banco Espírito Santo de Investimento, S.A. and formed part of the executive committee of the

company. He is Vice-Chairperson of the Board of Directors and Member of the Executive Committee of Banco Espírito Santo de Investimento, S.A. Director of BES Investimento do Brasil, S.A.; ESSI, SGPS, S.A.; ESSI COMUNICAÇÕES, SGPS, S.A.; ESSI INVESTIMENTOS, S.A. and Espírito Santo Investment Holdings Limited.

Has an undergraduate degree in economics from the Instituto de Economia da Faculdade Técnica de Lisboa.

### SECRETARY OF THE BOARD

#### **Emilio García-Conde Noriega**

Born in 1955. In 1981, he joined Soto de Ribera Power Plant, which was owned by a consortium comprising Electra de Viesgo, Iberdrola and Hidrocantábrico, as legal counsel. In 1995, he was appointed general counsel of Soto de Ribera Power Plant, and also chief of administration and human resources of the consortium. In 1999, he was appointed as legal counsel at Hidrocantábrico, and in 2003 was appointed general counsel of Hidrocantábrico and also a member of its management committee. Presently serves as general counsel of the Company, as secretary of the Board, and is also Director and/or secretary on Boards of Directors of a number the Company's subsidiaries in Europe.

Holds a master's degree in law from the University of Oviedo.

**ANNEX V**
**SHARES OF EDP RENOVÁVEIS OWNED BY MEMBERS OF THE BOARD OF DIRECTORS AS AT 31.12.2010**

Name	Direct	Indirect	Total
António Luis Guerra Nunes Mexia	3,880	320	4,200
Ana Maria Machado Fernandes	1,510	0	1,510
João Manuel Manso Neto	0	0	0
Nuno Maria Pestana de Almeida Alves	5,000	0	5,000
António Fernando Melo Martins da Costa	1,330	150	1,480
Francisco José Queiroz de Barros de Lacerda	310	310	620
João Manuel de Mello Franco	380	0	380
Jorge Manuel Azevedo Henriques dos Santos	200	0	200
José Silva Lopes	760	0	760
José Fernando Maia de Araújo e Silva	80	0	80
Rafael Caldeira de Castel-Branco Valverde	0	0	0
António do Pranto Nogueira Leite	0	0	0
João José Belard da Fonseca Lopes Raimundo	170	670	840
Daniel M. Kammen	0	0	0
Manuel Menéndez Menéndez	0	0	0
Gilles August	0	0	0