

EDP RENOVAVEIS SA AGM Date: 2013-04-23

1 Review and approve, where appropriate, the individual annual accounts of EDP RENOVÁVEIS, S.A. (balance sheet, profit and loss account, changes to the net assets, cash flow statement and notes), as well as those consolidated with its subsidiaries (balance sheet, profit and losses account, changes to the net assets, cash flows statement and notes), for the fiscal year ended on December 31,2012. **For**

2 Review and approve, where appropriate, the proposed application of results and distribution of dividends for the fiscal year ended December 31,2012. **For**

3 Review and approve, where appropriate, the Individual Management Report of EDP RENOVÁVEIS, S.A., the Consolidated Management Report with its subsidiaries, and its Corporate Governance Report, for the fiscal year ended December 31,2012. **For**

4 Review and approve, where appropriate, the management conducted by the Board of Directors during the fiscal year ended December 31,2012. **For**

5.1 Elect João Manuel Veríssimo Marques da Cruz **Oppose**
Non-Executive Director. Not considered to be independent as he is member of the Executive Board of Directors of EDP - Energias de Portugal, S.A. which holds 62% of the share capital. There is an insufficient level of independence on the Board.

5.2 Elect António do Pranto Nogueira Leite **Oppose**
Non-Executive Director. Not considered to be independent as he is managing director of Jose de Mello SGPS, which holds approximately 4.6% of Energias de Portugal. There is an insufficient level of independence on the Board.

5.3 Elect Acácio Jaime Liberado Mota Piloto **For**

5.4 Elect José Ferreira Machado **For**

6 Amend article 27.3 on the executive committee **For**
It is proposed to amend the Article 27.3 of the Articles of Association in order to reduce the number of the members of the Executive Committee to set it in a minimum of four and a maximum of seven. Acceptable proposal.

8 Approve the Remuneration Policy of the managers of the company **Oppose**
The remuneration policy defines a structure with a fixed remuneration for all members of the Board of Directors and a variable remuneration, with an annual component and a multi-annual component, for the members of the Executive Committee. The Non-Executive directors may opt between a fixed remuneration or attendance fees per meeting, in a value equivalent to the fixed remuneration proposed for a director, taking into consideration the duties carried out. The Retirement Savings Plan works as retirement complement and applies to members of the Executive Committee who are not "Officers", 5% of the value of their respective annual remuneration and for the members of the Executive Committee designated as "Officers", a percentage between 3% and 6% of their respective annual remuneration. Variable annual and multi-annual remuneration applies to the members of the Executive Committee. The KPIs used to determine the amounts of the annual and multi-annual variable remuneration are growth, risk control and efficiency. There is no disclosure of quantifiable targets, shareholders are unable to assess whether the performances required are challenging.

9 Delegation of power**For**

It is proposed to jointly and severally grant powers of attorney to the Chairman of the Board of Directors Mr. Antonio Luis Guerra Nunes Mexia, to the Director Mr. João Manuel Manso Neto, and to the Secretary of the Board of Directors Mr. Emilio García-Conde Noriega, to the full extent that is necessary under law, to implement all the resolutions adopted by the General Shareholders' Meeting. Acceptable proposal.