

The following is an unofficial English translation of the Portuguese addendum to the preliminary announcement disclosed on this date. The original addendum to the preliminary announcement, written in Portuguese, is the exclusive legally binding version and the Offeror undertakes no liability for any of the statements or representations made in the English translation. In cases of inconsistencies between the Portuguese addendum to the preliminary announcement and the English text of the translation, the Portuguese text shall prevail.

**ADDENDUM
TO THE
PRELIMINARY ANNOUNCEMENT
FOR THE LAUNCH OF A GENERAL
TENDER OFFER FOR THE ACQUISITION OF SHARES
REPRESENTING THE SHARE CAPITAL OF
EDP RENOVÁVEIS, S.A.**

Following disclosure, on 11 May 2018, of the preliminary announcement for the launch of a general tender offer for the acquisition of shares representing the share capital of EDP Renováveis, S.A. (the “**Preliminary Announcement**”), the Offeror hereby amends, for purposes of clarification, the title, introduction and disclaimer of the Preliminary Announcement, as well as its sections 6, 9, 13 (b), 14 (e) and 17 (b), as follows:

- The title shall read as follows: “*PRELIMINARY ANNOUNCEMENT FOR THE LAUNCH OF A GENERAL TENDER OFFER FOR THE ACQUISITION OF SHARES REPRESENTING THE SHARE CAPITAL OF EDP RENOVÁVEIS, S.A.*”;
- The introduction shall read as follows: “*In accordance with and for the purpose of articles 175 and 176 of the Portuguese Securities Code it is hereby made public the decision of China Three Gorges (Europe) S.A. to launch a general tender offer for the acquisition of the shares representing the share capital of EDP RENOVÁVEIS, S.A. (hereinafter referred to as the “Offer”), pursuant to the following terms and conditions:*”;
- Section 6 shall read as follows: “*The Offer is general, the Offeror undertaking, in accordance with this preliminary announcement and the other Offer documents, to acquire the totality of the Shares that are the object of the Offer which are object of a valid acceptance.*”;
- Section 9 shall read as follows: “*At this date, the Offeror does not hold any Share in the Target Company and, as far as the Offeror is aware, no voting rights are attributed to it either directly or through people or entities related to the Offeror pursuant to the terms of article 20, no. 1 of the Portuguese Securities Code. Assuming the verification of the condition provided in section 13 (b) below and that there will be no increase or decrease in the shareholding of EDP – Energias de Portugal, S.A. in the Target Company, upon the launch of this tender offer, the voting rights inherent to 720,191,372 Shares, representing 82.6% of the Target Company’s share capital and voting rights, held by EDP – Energias de Portugal, S.A. shall be attributed to the Offeror.*”;

- Section 13 (b) shall read as follows: “(i) the launch of a public tender offer over shares representing the share capital of EDP – Energias de Portugal, S.A., a Portuguese public company, with head office at Avenida 24 de Julho, 12, Lisbon, registered in the Commercial Registry of Lisbon under the sole taxpayer and registration number 500697256, with the share capital of € 3,656,537,715.00 (“EDP”), following the disclosure of the preliminary announcement disclosed by the Offeror on the date hereof (the “**Public Tender Offer**”), and (ii) to all the conditions of the Public Tender Offer being verified, including the acquisition by the Offeror, up to the term of such offer’s period and within such offer, of a number of shares of EDP that added to those held by the Offeror or by companies under a control or group relation (relação de domínio ou de grupo) represent, at least, 50% (fifty per cent.) of voting rights in EDP, plus 1 (one) voting right (or the waiver by the Offeror of such condition to the Public Tender Offer’s success, provided that, in case such condition is waived and upon the successful completion of that offer, the Offeror is subject to the duty to launch a tender offer over the Shares of the Target Company pursuant to article 187, no. 1, of the Portuguese Securities Code);”;
- Section 14 (e) shall read as follows: “performance of any acts by the Target Company or by companies in a control or group relation which violate article 181, no. 5, paragraph d) of the Portuguese Securities Code;”;
- Section 17 (b) shall read as follows: “any event independent from the will of the Offeror that is capable of affecting the free disposal of the funds engaged for the financial settlement of the Offer and that is not capable of being remedied in due time.”;
- The final disclaimer set was reduced to the following two paragraphs: “This announcement does not constitute an offer or invitation to purchase any securities or a solicitation of an offer to buy any securities, pursuant to the Offer or otherwise. The Offer will be made solely by the Offer documents and the form of acceptance accompanying the Offer documents, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. The Offer documents and form of acceptance accompanying the Offer documents will be made available to all EDP R Shareholders at no charge to them. EDP R shareholders are advised to read the Offer documents and the accompanying form of acceptance when they are made available to them because they will contain important information.

Notice to US investors

The Offer will be made in the United States in compliance with, and in reliance on, Section 14(e) of the US Securities Exchange Act of 1934 and Regulation 14E thereunder. The Offer will be made in the United States by the Offeror and no-one else. EDP R shareholders in the United States should be aware that this announcement, the Offer documents, the accompanying form of acceptance or any other documents relating to the Offer have been or will be prepared in accordance with the disclosure and procedural requirements of Portugal which are different from those in the United States.”.

The complete Preliminary Announcement, adjusted as per the above, is enclosed hereinafter.

Lisbon, 16 May 2018

China Three Gorges (Europe) S.A.

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(Attorney)

Banco Comercial Português, S.A.

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China Three Gorges (Europe) S.A.

Registered office at

10B, Rue des Mérovingiens,

L – 8070 Bertrange Luxembourg

Registered at the *Registre de commerce et des sociétés*

under the number B164928

Share capital: € 641,000,000

(Offeror)

**PRELIMINARY ANNOUNCEMENT
FOR THE LAUNCH OF A GENERAL
TENDER OFFER FOR THE ACQUISITION OF SHARES
REPRESENTING THE SHARE CAPITAL OF
EDP RENOVÁVEIS, S.A.**

In accordance with and for the purpose of articles 175 and 176 of the Portuguese Securities Code it is hereby made public the decision of China Three Gorges (Europe) S.A. to launch a general tender offer for the acquisition of the shares representing the share capital of EDP RENOVÁVEIS, S.A. (hereinafter referred to as the “**Offer**”), pursuant to the following terms and conditions:

1. The offeror is China Three Gorges (Europe) S.A., a *société anonyme* with its head office at 10B, Rue des Mérovingiens, L – 8070 Bertrange, Luxembourg, registered with the Commercial Registry Office of Luxembourg under no. B164928, with a fully paid-up share capital of € 641,000,000, or any other entity that may replace China Three Gorges (Europe) S.A. pursuant to Article 191 of the Portuguese Securities Code (hereinafter referred to as the “**Offeror**”)

The Offeror is ultimately held by China Three Gorges Corporation through its wholly-owned subsidiaries China Three Gorges International Corporation and China Three Gorges (Hong Kong) Company Limited. China Three Gorges Corporation is a State-Owned Enterprise of People’s Republic of China.

2. The target company is EDP Renováveis, S.A., a Spanish public company, with its head-office in Plaza de la Gesta, 2, Oviedo, Spain, registered with the Commercial Registry Office of Asturias, item 3,671, book 177, sheet no. AS 37,669, with a fully paid-up share capital of € 4,361,540,810 (hereinafter referred to as “**EDP R**” or the “**Target Company**”).

3. The Financial Intermediary acting on behalf of the Offeror and providing assistance services in relation to the Offer, in accordance with and for the purpose of article 113, no. 1, paragraph b) of the Portuguese Securities Code is Banco Comercial Português, S.A., with its head office in Praça D. João I, 28, 4000-295 Oporto, Portugal, registered with the Commercial Registry Office of Oporto under no. 501525882, with a fully paid up share capital of € 5,600,783,053.72, acting through its investment banking division, Millennium Investment Banking.
4. The securities that are the object of the Offer are the ordinary, dematerialised, nominative shares, with the nominal value of € 5 (five Euros) each, representing the share capital of the Target Company, and that are not held (i) by the Offeror, directly or through people or entities related to the Offeror pursuant to the terms of article 20, no. 1 of the Portuguese Securities Code, at the time of launch of the Offer, nor (ii) by entities that undertake not to tender their Shares in the Offer by accepting to block such Shares until the end of the Offer period (hereinafter referred to as the “Shares”).

The Shares are admitted to trading on “*Euronext Lisbon*”, the regulated market managed by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados (hereinafter referred to as the “**Regulated Market of Euronext Lisbon**”).

5. As far as the Offeror is aware, the Target Company has not issued other securities with the nature of the securities mentioned in paragraph 1 of article 187 of the Portuguese Securities Code.
6. The Offer is general, the Offeror undertaking, in accordance with this preliminary announcement and the other Offer documents, to acquire the totality of the Shares that are the object of the Offer which are object of a valid acceptance.
7. The acceptance of the Offer is limited to the Shares that at the date of the settlement of the Offer are fully paid-up and free of any encumbrance or other limitation over itself or the underlying rights, notably economic and/or political rights and its ability to be transferred, including when such limitation to the transfer arises from the blocking of the Shares in a securities account by initiative of their owner, in accordance with the terms of paragraph 2, a) of article 72 of the Portuguese Securities Code.
8. The acceptance of the Offer by its addressees is subject to compliance with the relevant legal and regulatory requirements, including those set out in foreign law to which the Offer addressees may be subject.
9. At this date, the Offeror does not hold any Share in the Target Company and, as far as the Offeror is aware, no voting rights are attributed to it either directly or through people or entities related to the Offeror pursuant to the terms of article 20, no. 1 of the Portuguese Securities Code. Assuming the verification of the condition provided in section 13 (b) below and that there will be no increase or decrease in the shareholding of EDP – Energias de Portugal, S.A. in the Target Company, upon the launch of this tender offer, the voting rights inherent to 720,191,372 Shares, representing 82.6% of the Target Company’s share capital and voting rights, held by EDP – Energias de Portugal, S.A. shall be attributed to the Offeror.
10. The offered consideration shall be an amount of € 7.33 (seven Euros and thirty-three cents) for each Share, deducting any (gross) amount that is attributed to each Share, whether as dividend, advance for account of profit or distribution of reserves; such deduction to be made from the moment when the right to the relevant amount has been

detached from the Shares if the detachment occurs prior to the financial settlement of the Offer.

11. The offered consideration complies with the criteria set out in article 188 of the Portuguese Securities Code, given that:
 - (a) Neither the Offeror nor any of the persons who share with it any of the connections set forth in article 20, paragraph 1 of the Portuguese Securities Code, have acquired any Shares in the six months immediately prior to this date; and
 - (b) It is equal to the volume-weighted average price of the Shares on the Regulated Market of Euronext Lisbon, during that same period of time, rounded upwards to the closest cent of Euro.
12. It is the intention of the Offeror to continue the business of the Target Company and subsidiaries as a going concern. The Offeror intends to maintain the Target Company's autonomous status, maintaining the current strategic line in respect of its activities. No substantial changes are expected regarding the business and activity of the Target Company.
13. The launching of the Offer is subject to:
 - (a) the granting of previous registration of the Offer with the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*, or "**CMVM**");
 - (b) (i) the launch of a public tender offer over shares representing the share capital of EDP – Energias de Portugal, S.A., a Portuguese public company, with head office at Avenida 24 de Julho, 12, Lisbon, registered in the Commercial Registry of Lisbon under the sole taxpayer and registration number 500697256, with the share capital of € 3,656,537,715.00 ("**EDP**"), following the disclosure of the preliminary announcement disclosed by the Offeror on the date hereof (the "**Public Tender Offer**"), and (ii) to all the conditions of the Public Tender Offer being verified, including the acquisition by the Offeror, up to the term of such offer's period and within such offer, of a number of shares of EDP that added to those held by the Offeror or by companies under a control or group relation (*relação de domínio ou de grupo*) represent, at least, 50% (fifty per cent.) of voting rights in EDP, plus 1 (one) voting right (or the waiver by the Offeror of such condition to the Public Tender Offer's success, provided that, in case such condition is waived and upon the successful completion of that offer, the Offeror is subject to the duty to launch a tender offer over the Shares of the Target Company pursuant to article 187, no. 1, of the Portuguese Securities Code);
 - (c) the granting of all approvals and administrative authorisations that are required in accordance with Portuguese law or an applicable foreign law, for the acquisition of the target Shares and, indirectly, of the shares held by the Target Company and of the shares and/or of the assets held by the Target Company's subsidiaries, including:
 - (i) applicable merger control clearances, namely (i) a decision from the Portuguese Competition Authority stating that the Offer does not fall within the scope of Law no. 19/2012, of 8 May (*Portuguese Competition Law*), or a decision from the European Commission stating that the Offer does not fall within the scope of Regulation no. 139/2004 (*European Merger Control Regulation*), as applicable; or (ii) a decision from the Portuguese

Competition Authority or the European Commission, declaring the transaction compatible with the Portuguese Competition Law or the European Merger Control Regulation, as applicable; or (iii) the absence of a decision by the Portuguese Competition Authority or the European Commission within the prescribed term under the Portuguese Competition Law or the European Merger Control Regulation, as applicable;

- (ii) confirmation by the Portuguese Government that it will not oppose to the Public Tender Offer referred to in item (b) above, as outlined in the respective Preliminary Announcement disclosed on the date hereof (and, therefore, including a non-opposing position in relation to this Offer) under and pursuant to article 5 of Decree-Law 138/2014, of 15 September, either through an explicit decision or by absence of a decision upon the expiry of the applicable waiting period;
- (iii) the granting of approval by the Committee on Foreign Investment in the United States (“**CFIUS**”) that is not subject to mitigation measures, unless such mitigation measures are accepted by the Offeror;
- (iv) the granting of a final order by the Federal Energy Regulatory Commission of the United States of America (“**FERC**”) authorising the acquisition, as proposed herein and without modification;
- (v) The granting of an authorisation by the President of the Polish Energy Regulatory Office (*Prezes Urzędu Regulacji Energetyki*) or confirmation by said President of such authorisation not being required;
- (vi) the granting of a *rescrit* (written ruling) by the French Ministry of Economy and Finance confirming that the Offer is not subject to approval under French foreign investment regulations and, if it is subject to said regulations, the granting of authorisation by the French Ministry of Economy and Finance for the Offer to proceed;
- (vii) the granting of authorisation for the Offer to proceed by the Romanian Supreme Council of National Defence (“**SCND**”), or confirmation by the SCND of such authorisation not being required;
- (viii) the granting of an authorisation by the Port Authority of Gijón for the Offer *vis-à-vis* the indirect change of control in *Hidroeléctrica del Cantábrico, S.A.* in connection with the public domain concessions granted by said authority, or confirmation by the Port Authority of said authorisation not being required;
- (ix) the granting of an authorisation by the Port Authority of Avilés for the Offer *vis-à-vis* the indirect change of control *Hidroeléctrica del Cantábrico, S.A.* in connection with the public domain concessions granted by said authority, or confirmation by the Port Authority of Avilés of said authorisation not being required;
- (x) the granting of clearance to the Offer by the Brazilian competition authority (*Conselho Administrativo da Defesa Econômica* or “**CADE**”), or confirmation by CADE of said authorisation not being required;

- (xi) the granting of clearance to the Offer by the Brazilian National Agency of Electric Energy (*Agência Nacional de Energia Elétrica* or “**ANEEL**”), or confirmation by ANEEL of said clearance not being required;
- (xii) the explicit or silent (to the extent permitted by Canadian Law) non-rejection of the Offer upon completion of the relevant review by the Investment Review Division (Investment Canada) under the direction of the Minister of Innovation, Science and Economic Development.
- (xiii) the granting of clearance to the Offer by the Canadian Federal Competition Bureau (“**FCB**”) or confirmation by FCB of said authorisation not being required, or alternatively, the obtaining of an advance ruling certificate by the FCB attesting that no filing before the FCB with respect to the Offer is required;
- (xiv) the granting of clearance to the Offer by the Canadian Independent System Electricity Operator (“**IESO**”) or confirmation by IESO of said authorisation not being required;
- (xv) any other authorisations or consents required to ensure the validity and enforceability of the Shares’ transfer.

14. For all due purposes, mainly those set forth in article 128 of the Portuguese Securities Code, it is hereby referred that the decision to launch the Offer has been based on the assumption that, between the date hereof and the term of the Offer period, none of the following events shall occur with a material impact on the Target Company on a consolidated basis, including, without limitation, on the patrimonial, economic or financial situation of the Target Company on a consolidated basis:

- (a) approval of resolutions by the competent corporate bodies of the Target Company, or of companies that are in a control or group relation (*relação de domínio ou de grupo*) with the Target Company, with head-offices in Portugal or abroad (hereinafter referred to as “companies in a control or group relation”), for the purpose of:
 - issuing shares, bonds or other securities or equivalent rights that grant the right to subscribe for or to acquire shares of the Target Company;
 - issuing shares, bonds or other securities or equivalent rights that grant the right to subscribe for or to acquire shares of companies in a control or group relation;
 - winding up, transforming, merging or making a split-off of the Target Company or of companies in a control or group relation;
 - amending the by-laws of the Target Company or of companies in a control or group relation (including share capital increases and/or reductions), except if those amendments are addressed to ensure the fulfilment of the conditions of the Offer or of the Public Tender Offer over EDP – Energias de Portugal S.A. referred to in section 13 b) above;
 - distributing dividends, assets or reserves of the Target Company, except insofar as the amounts of such distributions are deducted from the consideration mentioned in section 10 above;

- redeeming or terminating by other form shares issued by the Target Company or by companies in a control or group relation;
 - acquiring, transferring or creating encumbrances, as well as promising to acquire, to transfer or to create encumbrances on the shares issued by the Target Company, except if for compliance with obligations contracted up to the date hereof and of public knowledge;
 - acquiring, transferring or creating encumbrances, as well as promising to acquire, to transfer or to create encumbrances on holdings in other companies, except if for compliance with obligations contracted up to the date hereof and of public knowledge;
 - transferring or creating encumbrances, as well as promising to transfer or to create encumbrances, on assets of the Target Company or of companies in a control or group relation, including undertaking debts, transferring (*trespassar ou ceder*) the ownership, the use or the exploitation of undertakings (*estabelecimentos*) of companies in a control or group relation or undertaking commitments for selling or transferring such assets or for undertaking such debts, except if for compliance with obligations contracted up to the date hereof and of public knowledge;
- (b) filling up vacancies of members of the corporate bodies of the Target Company or of companies in a control or group relation without ensuring that the designated members may be removed without due cause (*sem justa causa*) against the payment of a compensation which amount shall not exceed the corresponding yearly remuneration;
- (c) the removal of other members of the corporate bodies of the Target Company or of companies in a control or group relation being subject to the payment of compensations in an amount higher than that of the corresponding remuneration not yet due up to the expiry of the respective office period;
- (d) the total remuneration of the members of each of the corporate bodies of the Target Company or of companies in a control or group relation for year 2018 and following years exceeding the total remuneration of the members of the same corporate body during 2017, except in relation to a yearly increase in line with market practice and with historical increases for each relevant corporate body;
- (e) performance of any acts by the Target Company or by companies in a control or group relation which violate article 181, no. 5, paragraph d) of the Portuguese Securities Code;
- (f) material negative patrimonial changes of the Target Company or of companies in a control or group relation that do not arise from the ordinary course of business by reference to the situation evidenced in the respective Management Reports and Accounts released in relation to 2017 or, if available, in relation to the latest half-year or quarter balance sheet released following said date;
- (g) awareness of events that may materially influence the valuation of the Shares but that had not yet been made public up to this date.

15. In addition, the decision to launch the Offer has been based on the assumption that, except in relation to the information available in the accounting documentation of the

Target Company prior to the date hereof and to the information that has been disclosed by the Target Company also up to this date, there is not any provision of any agreement, contract or other instrument to which the Target Company or companies, with head-offices in Portugal or abroad, in a control or group relation (the first and the latter hereinafter referred to as “members of the Group of the Target Company”) are a party to pursuant to which, as a result of the launching of the Offer or of the acquisition or proposal to acquire, all or part, of the Shares by the Offeror and with a material impact on the patrimonial, economic and financial situation of the Target Company on a consolidated basis:

- (a) any loan or debt of any members of the Group of the Target Company that is not yet immediately due, becomes due or may be declared as immediately due or the ability of any of those members to contract loans or debts is withdrawn or limited;
 - (a) is permitted the creation of (or becomes effective) any rights or encumbrances for the benefit of third parties over all or part of the business or assets of any member of the Group of the Target Company;
 - (b) any agreement, right or obligation of any member of the Group of the Target Company terminates or is negatively modified or affected;
 - (c) the interest or the business of the Offeror, of companies (with head-offices in Portugal or abroad) in a control or group relation (*relação de domínio ou de grupo*) with the Offeror or of a member of the Group of the Target Company in or with, respectively, any person, firm, company or body terminates or is materially and negatively modified or affected;
 - (d) any member of the Group of the Target Company ceases to be able to carry out its business using its current name.
- 16.** The Offer is also launched on the assumption that (i) no material change in the Portuguese or foreign financial markets and their financial institutions occurs that is not anticipated by the scenarios officially disclosed by the Eurozone authorities and that has a material negative impact on the Offer or in the Target Company (on a consolidated basis) thus exceeding the risks inherent to it and (ii) that the acquisition of control of the Target Company by the Offeror as a result of the Offer does not trigger the obligation, under any applicable law, for the Offeror to launch a mandatory tender offer over shares or any other securities of any entity.
- 17.** The decision to launch the Offer was also based in the assumption that, until the end of the Offer period, the following shall not occur:
- (a) any event independent from the will of the Offeror that is capable of determining an increase of the proposed Offer consideration;
 - (b) any event independent from the will of the Offeror that is capable of affecting the free disposal of the funds engaged for the financial settlement of the Offer and that is not capable of being remedied in due time.
- 18.** Under the relevant Luxembourg legal provisions, the Offeror has opted in to the rules equivalent to those set out under the terms of article 182 of the Portuguese Securities Code; while the laws of the People’s Republic of China, under which its ultimate controlling company, China Three Gorges Corporation, was incorporated and operates, provides for a regime similar to the one set out under the terms of the aforementioned article 182 of the Portuguese Securities Code. Concerning the set of matters foreseen in article 182-A, no. 1

of the Portuguese Securities Code, the by-laws of the Offeror do not include any restrictions to the transferability of shares or other securities that give right to the acquisition of shares nor to the exercise of voting rights and, as far as the Offeror is aware, there are no shareholders' agreement that provide such restrictions.

19. In the event that, as a result of the Offer, the Shares held in total by the Offeror and any of the persons or entities related to the Offeror as set out in paragraph 1 of article 20 of the Portuguese Securities Code exceeds 90% of the voting rights corresponding to the share capital of the Target Company, the Offeror does not intend to request the potential loss of public company status (*perda da qualidade de sociedade aberta*), nor the withdrawal of the Shares of the Target Company from trading in the Regulated Market of Euronext Lisbon.

This announcement does not constitute an offer or invitation to purchase any securities or a solicitation of an offer to buy any securities, pursuant to the Offer or otherwise. The Offer will be made solely by the Offer documents and the form of acceptance accompanying the Offer documents, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. The Offer documents and form of acceptance accompanying the Offer documents will be made available to all EDP R Shareholders at no charge to them. EDP R shareholders are advised to read the Offer documents and the accompanying form of acceptance when they are made available to them because they will contain important information.

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