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## **NOTICE OF THE GENERAL SHAREHOLDERS' MEETING EDP RENOVÁVEIS, S.A.**

The Board of Directors unanimously agree to convene an Ordinary General Shareholders' Meeting of EDP Renováveis, S.A. in the city of Madrid, at "Hotel Riu Plaza España", Calle Gran Vía, 84, on March 26<sup>th</sup>, 2020, at 12:00 am on first call or, if there was no quorum, on second call, on April 2<sup>nd</sup>, 2020, at the same place and time, with the following:

### **AGENDA**

#### **ITEMS RELATING TO THE ANNUAL ACCOUNTS AND MANAGEMENT:**

**First.** Review and approval, where appropriate, of the individual annual accounts of EDP Renováveis, S.A., as well as those consolidated with its subsidiaries, for the fiscal year ended on December 31<sup>st</sup>, 2019.

**Second.** Review and approval, where appropriate, of the proposal of application of results for the fiscal year ended on December 31<sup>st</sup>, 2019.

**Third.** Review and approval, where appropriate, of the proposal for distribution of dividends.

**Fourth.** Review and approval, where appropriate, of 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 on December 31<sup>st</sup>, 2019.

**Fifth.** Review and approval, where appropriate, of the Non – Financial Statement of the Consolidated Group of EDP Renováveis, S.A., for the fiscal year ended on December 31<sup>st</sup>, 2019.

**Sixth.** Review and approval, where appropriate, of the management and performance by the Board of Directors and its Executive Committee during the fiscal year ended on December 31<sup>st</sup>, 2019.

**Seventh.** Board of Directors: ratification of the appointment by co-option as Dominical Director of Mr. Rui Manuel Rodrigues Lopes Teixeira.

**Eighth:** Authorization to the Board of Directors for the derivative acquisition and sale of own shares by EDP Renováveis, S.A. and/or by other affiliate companies up to a maximum limit of 10% of the subscribed share capital.

**Ninth:** Delegation of powers to the Board of Directors to issue in one or more occasions any: (i) fixed income securities or other debt instruments of analogous nature (including without limitation bonds and promissory notes) up to the maximum amount permitted by the Law, as well as (ii) fixed income securities or other type of securities (warrants included) convertible or exchangeable, at the Board of Directors' discretion, into EDP Renováveis, S.A. shares, or that recognize, at the Board of Directors' discretion, the right of subscription or acquisition of shares of EDP Renováveis, S.A., or of other companies, up to a maximum amount of three hundred million Euros (€ 300.000.000) or its equivalent in other currency. Delegation of power with the faculty of substitution, to establish the criteria to determine the bases and methods for the conversion or subscription of shares and the power to increase the capital up to the



necessary amount, as well as, subject to the applicable legislation, the power to exclude Shareholder's pre-emptive rights.

#### **ITEMS RELATING TO GENERAL MATTERS:**

**Tenth:** Approval of the Remuneration Policy of the members of the Board of Directors of EDP Renováveis, S.A.

**Eleventh:** Delegation of powers to the formalization and implementation of all resolutions adopted at the General Shareholders' Meeting, for the execution of any relevant public deed and for its interpretation, correction, addition or development in order to obtain the appropriate registrations.

### **ADDITIONAL INFORMATION**

#### **I.- Complementary Notice**

Shareholders, according to the applicable law, may request the publication of a supplement to the notice of the Annual General Shareholders' Meeting including one or more points on the Agenda. These rights must be exercised through a written notice, being duly received at the registered office within five (5) days following the publication of the notice. This notification must be accompanied by the identity of the shareholders who exercise this right and their correspondent number of shares held, together with any other documentation that may be appropriate. The complementary notice of the call must be published within the period provided by law, all in accordance with the provisions of the Shareholders' Guide available in the website of EDP Renováveis S.A. (hereinafter "EDPR" or "the Company") ([www.edpr.com](http://www.edpr.com)) and at the Investor Relations Department of the Company. Any consultation to the Investor Relations Department of EDP Renováveis S.A. can be made by phone +34 902 830 700 between 9:00 and 19:00 hours or through the email [ir@edpr.com](mailto:ir@edpr.com).

#### **II.- Right of attendance**

In accordance with Articles 14 and 15 of the Articles of Association, holders of shares of the Company, may attend the General Shareholders' Meeting to request the information and clarifications that they consider relevant regarding the items included in the Agenda, and to take part in their deliberations and voting process.

To exercise this right, shareholders must have the shares registered in their name in the corresponding log book entries on the fifth (5<sup>th</sup>) day prior to the day of the General Shareholders' Meeting, on first or second call, as indicated in the Shareholders' Guide available in the Company's website ([www.edpr.com](http://www.edpr.com)). This must be accredited by a certificate of entitlement issued by the entity or entities responsible for keeping the register of the book entry shares or any equivalent certificate ("the ownership certificate") or in any other manner permitted by the Law in force.

For the purposes of accrediting shareholders' identity, or of their valid representatives, at the entrance of the venue where the General Shareholders' Meeting shall be held, it may be requested that attendees prove their identity using national identity card or any other official document generally accepted for this purpose, as well as (if such is the case) the original documentation that certifies its condition as proxy.

### **III.- Right of representation and proxy-granting**

According to Article 15 of the Articles of Association, any shareholder entitled to attend the Meeting may be represented at the General Shareholders' Meeting by another person (even if not a shareholder). The shareholders who wish to make effective this right of representation shall grant the related a proxy by post indicating the name the name of the proxy, which must be delivered to the Company two (2) days prior to the date scheduled for the General Shareholders' Meeting on first call. The original document of the dully fulfilled and signed letter of representation shall be retained for its further presentation the day of the celebration of the Shareholders Meeting at the registry desks.

Granting and revocation of a proxy shall be specific to this General Shareholders' Meeting and shall be conducted in accordance to the Articles of Association and the Spanish Companies Law (*Ley de Sociedades de Capital*) and in accordance to the guidelines contained in the Shareholders' Guide available in the Company's website ([www.edpr.com](http://www.edpr.com)) and at the Investor Relations Department of EDPR.

A proxy template form is made available to shareholders, that it may be requested in accordance with the contents included in the Shareholder's Guide.

### **IV.- Voting rights and distance voting rights**

#### **1.- Voting rights**

In accordance with Article 15 of the Articles of Association, each share with a right to vote which is present or represented at the General Shareholders' Meeting, shall be entitled to one vote.

#### **2.- Distance voting**

In accordance to Article 15 of the Articles of Association, shareholders may cast their vote on proposals for items on the Agenda by remote means through post or electronic communication.

The exercise of this right shall be conducted in accordance to the Articles of Association and the Spanish Companies Law (*Ley de Sociedades de Capital*) and in accordance to the guidelines contained in the Shareholders' Guide available in the Company's website ([www.edpr.com](http://www.edpr.com)) and at the Investor Relations' Department of EDP Renováveis S.A. Votes by post must be sent to the Company's Headquarters (Plaza del Fresno, no. 2, 33007 Oviedo, Spain) or to a post office elected for such purpose which is indicated at the Shareholders' Guide. Votes by electronic communication must be sent to the Company through a link available for such purpose in the Company's website or sending the fulfilled template to the email [shareholdersedpr@edpr.com](mailto:shareholdersedpr@edpr.com).

In any case, a shareholder that casts its vote at distance by post or electronic mail must send to the Chairman a certificate of ownership and a photocopy of the national identity document or passport or, in the case of being a legal entity, it would be required to send a copy of the document certifying its representation. Accordingly, these shareholders shall be considered as present for purposes of the valid constitution of the General Shareholders' Meeting.

### **V.- Provisions common to the proxy-granting and distance voting**

The proxy given by post may be ineffective as a result of express revocation by the shareholder using the same means to provide the proxy within the time allowed to grant it, or as a result of personal attendance of the shareholder to the General Shareholders' Meeting.

The vote cast at distance is ineffective as a result of subsequent and express revocation by the shareholder, using the same means as the issuance and within the deadline set for it, or by personal attendance to the General Shareholders' Meeting or by attendance of his representative.

The Shareholders' Guide, available in the Company's website ([www.edpr.com](http://www.edpr.com)) and at the Investor Relations' Department of EDP Renováveis S.A. contains the detailed rules of precedence in the event of conflict between proxy, distance voting and physical attendance to the General Shareholders' Meeting.

## **VI.- Right of information**

In accordance to the rules currently in force, it is hereby acknowledged the right of all shareholders to examine at the Company's Headquarters, located in Plaza del Fresno n.º 2, 33007 Oviedo, Spain, and to request the delivery or free shipment of the documents listed below, which are also available to the shareholders on the Company's website ([www.edpr.com](http://www.edpr.com)) (i) notice of the Annual General Shareholders' Meeting; (ii) total number of shares and voting rights at the date of notice; (iii) a template of representation letter and of the ballot of distance voting; (iv) the full texts of the proposed resolutions included in the Agenda that will be submitted to the General Shareholders' Meeting for approval, together with the report about the proposal to issue fixed income securities or other debt instruments of analogous nature, and if such is the case, when received, the proposed resolutions submitted by the shareholders; (v) the Individual Annual financial statements of the Company and those consolidated with its subsidiaries for the fiscal year ended December 31<sup>st</sup>, 2019 approved by the Board of Directors on February 19<sup>th</sup>, 2020 and the respective audit reports; (vi) the Individual Management Report of the Company and the Management Report consolidated with its subsidiaries, including the latest the Non-Financial Statement, approved by the Board of Directors on February 19<sup>th</sup>, 2020; (vii) the Corporate Governance Report for the year 2019; (viii) the statement on remuneration policy for the members of the Board of Directors of the Company; (ix) the statements of responsibility of the Directors in relation with the preparation of the financial documents and the Management Report; (x) the Shareholders' Guide; (xi) consolidated text in force of the Articles of Association and of other applicable regulations.

In addition, shareholders will have at their disposal in the Company's website ([www.edpr.com](http://www.edpr.com)) those documents that the Board of Directors deems appropriate.

Since the announcement until the fifth (5) day prior to the date of the first call of the General Shareholders' Meeting, Shareholders may request in writing any information or clarification they deem necessary concerning the matters included in the Agenda.

In addition, shareholders may exercise their right to information during the General Shareholders' Meeting in the terms provided by law and in the By-laws.

## **VII.- Notary statement related to the General Shareholders' Meeting**

In accordance with the provisions of Section 203 of the Spanish Companies Law (Ley de Sociedades de Capital), the Board of Directors will require the presence of a notary of the *Ilustre Colegio Notarial de Madrid*, to prepare the minutes of the General Shareholders' Meeting.

## **VIII.- Data protection**

In accordance with General Data Protection Regulation (EU) 2016/679 and the Organic Act 3/2018 of 5 December on data protection, data subjects are informed that their personal data will be processed by EDP Renováveis S.A. (hereinafter, the "Controller" or the "Company" interchangeably), for the purposes of managing the exercise or delegation of its right to attend and vote in the General Shareholders Meeting, whether their data is obtained by the shareholder, or provided for such purpose by banking institutions, companies and brokerage firms in which said shareholders may deposit or hold their shares (in which case their identifying data, contact details and information related to their status as a shareholder will be processed); to prepare a list of investors and, ultimately, to manage the normal operation and development of the existing shareholding relationship with the data subject.

The data subject may exercise their rights of access, correction, deletion, objection, limitation and portability by writing to the Compliance Department at C/ Serrano Galvache, nº 56, Edificio Olmo, 6ª planta, 28033 Madrid, attaching a photocopy of their ID or passport, or by email to [complianceofficer@edpr.com](mailto:complianceofficer@edpr.com). Finally, if the data subject considers that the Controller has violated their rights under the applicable regulations on data protection, they may lodge a complaint with the Spanish Data Protection Agency. For more information on the processing of your personal data, see the Privacy Policy available in the section prepared for this Shareholders Meeting on the Company's website.

#### **IX.- Other information of interest to shareholders**

Although this notice is provided for two calls in accordance with the Spanish Companies Law (*Ley de Sociedades de Capital*), the Board of Directors informs the shareholders that, predictably, the General Shareholders' Meeting shall be held **on first call, on March 26<sup>th</sup>, 2020, at 12:00 am**, at the location indicated in this notice.

All information and documentation of the General Shareholders' Meeting is also available to shareholders in the Company's website ([www.edpr.com](http://www.edpr.com)). In addition, for more information on how to exercise rights at the General Shareholders' Meeting the Shareholders' Guide is available on the mentioned website.

This information is communicated by order of the Chairman of the Board of Directors.

Lisboa, February 19<sup>th</sup>, 2020.

Emilio García-Conde Noriega  
Secretary of the Board of Directors