

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

The Members of the Board of Directors unanimously agree to convene an Ordinary General Shareholders' Meeting of EDP Renováveis, S.A. in the city of Madrid, at "LASEDE / COAM", Calle Hortaleza, 63, on April 8, 2014, at 12:00 noon on first call or, if there is no quorum, on second call, on April 15, 2014, at the same place and time, with the following:

**AGENDA**

**ITEM RELATING TO THE APPOINTMENT OF THE CHAIRPERSON OF THE GENERAL SHAREHOLDERS' MEETING:**

**First.-** Appointment of the Chairperson of the General Shareholders' Meeting.

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

**Second.-** 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, 2013.

**Third.-** Review and approval, where appropriate, of the proposed application of results and distribution of dividends for the fiscal year ended December 31, 2013.

**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 December 31, 2013.

**Fifth.-** Review and approval, where appropriate, of the management and performance by the Board of Directors and its Executive Committee during the fiscal year ended December 31, 2013.

**ITEMS RELATING TO GENERAL MATTERS:**

**Sixth.-** Establish a maximum limit to the Directors' variable remuneration according to Article 26.4 of the Articles of Association.

**Seventh.-** Approval of the Remuneration Policy of the members of the Board of Directors of the company.

**Eighth.-** Reelection, as External Auditor of EDP Renováveis S.A., KPMG AUDITORES, S.L. registered at the Official Register of Auditors under number S0702 and with Tax Identification Number B-78510153, for the year 2014.

**Ninth.-** Delegation of powers to the formalization and implementation of all resolutions adopted at the General Shareholders' Meeting, for the purpose of celebrating the respective public deed and to permit 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 publication of a supplement to the notice of the Annual General Shareholders' Meeting including one or more points on the Agenda. This right must be exercised by notice to be reliably received at the registered office within five (5) days following the publication of the call. The complementary notice of the call must be published within the period provided for by law, all in accordance with the provisions of the Shareholders' Guide available in the Company's website ([www.edprenovaveis.com](http://www.edprenovaveis.com)) and at the Investor Relations department.

### II.- Right of attendance

In accordance to Article 15 of the Articles of Association, holders of shares entitled to vote, may attend the General Shareholders' Meeting and take part in its resolutions.

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

For the purpose of evidencing the identity of shareholders, or of their valid representatives, at the entrance of the venue where the General Shareholders' Meeting shall be held it may be required to attendees' accreditation of their identity by presenting the identity card or any other official document generally accepted for this purpose.

### III.- Right of representation and granting a proxy at a distance

According to Article 15 of the Articles of Association, any shareholder entitled to attend may be represented at the General Shareholders' Meeting by another person (even if not a shareholder), granting a proxy in writing or by post, which must be delivered to the Company two (2) days before the date scheduled for the General Shareholders' Meeting on first call, indicating the representative's name.

The granting and revocation of a proxy shall be conducted in accordance to the Articles of Association and the Spanish Companies Act (Ley de Sociedades de Capital) and in accordance to the guidelines contained in the Shareholders' Guide available in the Company's website ([www.edprenovaveis.com](http://www.edprenovaveis.com)) and at the Investor Relations department.

A template of the proxy form is available to shareholders, who can request it in accordance to the Shareholders' Guide.

### IV.- Voting rights and voting rights at a distance

#### 1.- Voting rights

In accordance to Article 15 of the Articles of Association, each share entitled to vote, of which the owner 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 mail, either by post or electronic communication.

The exercise of this right shall be conducted in accordance to the Articles of Association and the Spanish Companies Act (Ley de Sociedades de Capital) and in accordance to the guidelines contained in the Shareholders' Guide available in the Company's website ([www.edprenovaveis.com](http://www.edprenovaveis.com)) and at the Investor Relations' Office. Votes by post must be sent to the Company's headquarters (Plaza de la Gesta, 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.

In any case, a shareholder that casts his vote at distance by post or electronic mail must send to the Chairperson of the General Shareholders' Meeting a certificate of ownership. Accordingly, these shareholders shall be considered as present for purposes of the constitution of the General Shareholders' Meeting.

The distance voting shall be void as a result of subsequent express revocation by the same means used for casting votes and within the time specified, or as a result of attendance in person at the General Shareholders' Meeting of who has delivered such vote or of his representative.

## V.- Provisions common to the granting of proxy 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 a distance is ineffective as a result of subsequent and express revocation by the shareholder, using the same means of the issue 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.edprenovaveis.com](http://www.edprenovaveis.com)) and at the Investor Relations' Office, contains the detailed rules of precedence in the event of conflict between proxy, distance voting and physical assistance 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 de la Gesta n.º 2, 33007 Oviedo, Spain, and to request the delivery or free shipment of the documents listed below, which are also available to shareholders on the Company's website ([www.edprenovaveis.com](http://www.edprenovaveis.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 the bulletin of distance voting; (iv) the proposed resolutions that will be submitted

to the Ordinary General Shareholders' Meeting for approval; (v) the Individual Annual financial statements of the Company and those consolidated with its subsidiaries for the fiscal year ended December 31, 2013 made by the Board of Directors on February 25, 2014 and the respective reports of the External Auditor; (vi) the Individual Management Report of the Company and the Management Report consolidated with its subsidiaries and made by the Board of Directors on February 25, 2014; (vii) the statement of responsibility of the Directors in relation to the preparation of the financial statements and the Management Report; (viii) the statement on remuneration policy for the managers of the Company; (ix) the Annual Activity Report of the Audit and Control Committee for the year 2013 and its statement on the management report, the annual consolidated financial statements and the annual corporate governance report; (x) Shareholders' Guide; (xi) Corporate Governance Report of fiscal year 2013, and the (xii) 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.edprenovaveis.com](http://www.edprenovaveis.com)) those documents that the Board of Directors deems appropriate.

In accordance to the provisions of Article 197 of the Spanish Companies Act (Ley de Sociedades de Capital), until the seventh (7) day before, inclusive, the one provided to hold, on first call, the General Shareholders' Meeting, they may request in writing any information or clarification they deem necessary, or make any written questions they deem relevant, concerning the matters included in the Agenda. Additionally, with the same anticipation and means, shareholders may request information or clarification in writing or ask questions about the information available to the public that has been provided by the Company to the *Comisión Nacional del Mercado de Valores* in Spain, or to the *Comissão do Mercado de Valores Mobiliários* in Portugal, starting from the date on which the shares of the Company started trading.

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

In accordance with the provisions of Section 203 of the Spanish Companies Act (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**

The personal data provided by shareholders to the Company for the exercise or delegation of their rights to attend and vote at the General Shareholders' Meeting or those made available for that purpose by the banks and securities firms and brokers with which the shareholders have deposited their shares, shall be treated by the Company for the purpose of managing the development, implementation and control of the shareholder relation regarding the convening and holding of the General Shareholders' Meeting. The data will be incorporated in files, for which EDP RENOVÁVEIS, S.A. shall be responsible.

The data owner shall, where legally appropriate, have the right of access, rectification, opposition or cancellation of the data collected by EDP RENOVÁVEIS, S.A. Such rights may be exercised by writing to EDP RENOVÁVEIS, S.A., Investor Relations Department, Calle Serrano Galvache, no. 56, Edificio Olmo, 7<sup>th</sup> floor, Madrid, enclosing a photocopy of the identity card or passport. Where the delegation includes personal data relating to individuals other than the owner, the shareholder must inform them of the terms set out in the preceding paragraphs

and comply with any other requirements that may be applicable for proper disposal of personal data to the Company, without the Company being subject to perform any additional action.

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

Although this notice is provided for two calls in accordance with the Spanish Companies Act (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 **April 8, 2014**, at 12:00 noon, 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.edprenovaveis.com](http://www.edprenovaveis.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.

The information is communicated by order of the Chairman of the Board of Directors,

Oviedo, March 3, 2014.  
Emilio García-Conde Noriega  
Secretary of the Board of Directors