

ANNUAL GENERAL SHAREHOLDERS' MEETING

EDP – Energias de Portugal, S.A.

April 15th, 2009

Specimen Proxy Form

Chairman of the General Shareholders' Meeting
EDP – Energias de Portugal, S.A.
Praça Marquês de Pombal, nº 12
1250-162 LISBON
PORTUGAL

Dear Sir,

(Name) _____

holder of _____ shares of EDP – Energias de Portugal, S.A., hereby appoints as its representative _____, to whom it grants the powers to analyze, intervene, discuss, propose and vote, as they deem more appropriate and on its behalf, all the items of the agenda for the general meeting of EDP – Energias de Portugal, S.A convoked for April 15th, 2009, including those which may arise in the course of the meeting due to unpredictable circumstances.

Yours faithfully,

Date _____, 2009

(signature)

Notes:

1. This proxy form specimen does not represent a solicitation of a proxy, nor an orientation for the exercise of voting rights, but its purpose is to exemplify the terms of proxies frequently used by shareholders.
2. The shareholders can use this proxy form specimen and send it, duly signed, to the Chairman of the General Shareholders' Meeting, until 17 hours of the second last day prior to the Meeting. The proxy form must be mailed to the head office located at Praça Marquês de Pombal, no. 12, 1250-162 Lisbon;
3. Pursuant to the by-laws of EDP and the notice of meeting, proof the ownership of the shares must be delivered to the Chairman of the General Shareholders' Meeting, at the head office, **at least five business days in advance of the date of the General Meeting**, by means of a **statement issued and certified by the financial intermediary responsible for the registry of the shares**, which must mention that the relevant shares are registered in the account of the relevant Shareholder since, at least, the 5th business day prior to the date of the General Meeting and that such shares are blocked until the term of the General Meeting.
4. In case of suspension of the meeting, in accordance with the terms of the law, the blocking of shares may be cancelled and the Shareholders who intend to participate in the new session of the meeting shall have to execute a new blocking since, at least, the 5th business day prior to the date of said new meeting; in this case the Shareholder shall address to the Chairman of the General Shareholders' Meeting, to the head office, with at least five business days in advance in relation to the date of the new meeting, a declaration issued and authenticated by the financial intermediary to which the book- entry registry of the shares has been entrusted, which must state that the relevant shares are registered in the corresponding account since at least the 5th business day prior to the date of the new meeting and that the blocking of such shares was made until the term of the new meeting.
5. To be represented by a member of the Executive Board of Directors, the shareholders can indicate one of the following names: António Mexia, Ana Maria Fernandes, António Martins da Costa, António Pita de Abreu, João Manso Neto, Jorge Cruz Morais, Nuno Almeida Alves.

For additional information please contact:

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