

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTÁI



Gazette

ISSUE ID: 0002011/H/47
CROSS BORDER MERGER GAZETTE
25th November 2011

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 22 November 2011 of a proposed merger between the following companies:

Electricidade de Portugal Finance Company (Ireland) Limited (registered in Ireland, Company number 319342.) and

EDP Servicios Financieros Espana, S.A. registered with the Commercial Registry of Asturias under volume 1234, sheet 206, page AS-3735.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of Electricidade de Portugal Finance Company (Ireland) Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of Electricidade de Portugal Finance Company (Ireland) Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2

Registrar of Companies

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 18-NOV-11 AND 24-NOV-11							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
319342	Electricidade de Portugal Finance Company (Ireland) Limited	CBM1	22/11/2011				

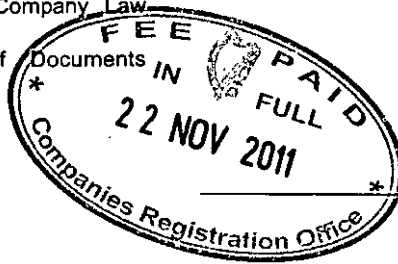


Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008
S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



4828946



CRO receipt date stamp
Companies Acts 1963 to 2009

CBM1

Company number

3 1 9 3 4 2

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name
in full

Electricidade de Portugal Finance Company (Ireland) Limited

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Type of merger
note one

By acquisition By formation of a new company By absorption

Company details
note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

Riverside One
Sir John Rogerson's Quay
Dublin 2

Information relating to the Company is kept by the Registrar under registered number:

3 1 9 3 4 2

Legal form and law which governs the company:

Single member private company limited by shares
Companies Acts 1963-2009

Certification
note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

NUNO DE ALMEIDA ALVES

Date 13TH NOVEMBER 2011

Presenter details
note four

Name

Address

DX number

Telephone number

Email

Arthur Cox
Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland
DX exchange
01 618 0522 Fax number 01 616 3844
maura.mclaughlin@arthurcox.com Reference number MAMcL

Particulars of the company's arrangements for exercise of the rights of creditors and members

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

The company's sole shareholder is EDP - Energias de Portugal, S.A. ("EDP"), so there are no minority shareholders in the company.
If the merger becomes effective, all rights and obligations of the creditors of the company will transfer to EDP Servicios Financieros Espana, S.A. ("EDP FinEs") by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended).
EDP is also the sole shareholder of EDP FinEs. The rights of the shareholder and creditors of EDP FinEs will be unaffected by the merger.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

Riverside One
Sir John Rogerson's Quay
Dublin 2

Particulars of other merging companies

Name of Company:

EDP Servicios Financieros Espana, S.A.

The registered office of the company:

Oviedo, Plaza de la Gesta, 2

Legal form of the company and the law by which it is governed:

A corporation organised under the laws of Spain

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

The company's sole shareholder is EDP - Energias de Portugal, S.A. ("EDP"), so there are no minority shareholders in the company.
If the merger becomes effective, all rights and obligations of the creditors of the company will transfer to EDP Servicios Financieros Espana, S.A. ("EDP FinEs") by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended).
EDP is also the sole shareholder of EDP FinEs. The rights of the shareholder and creditors of EDP FinEs will be unaffected by the merger.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

Oviedo, Plaza de la Gesta, 2

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

EDP FinEs' file is kept by the Commercial Registry of Asturias under volume 1234, sheet 206, page AS-3735.

NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

General This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

Where "not applicable", "nil" or "none" is appropriate, please state. Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

note one Please tick the relevant box.

note two Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at www.core.ie.

note three This form must be certified by a director of the company on behalf of the Board.

note four This section must be completed by the person who is presenting Form CBM1 to the CRO. This may be either the applicant or a person on his/her behalf.

note five Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

Further information

CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

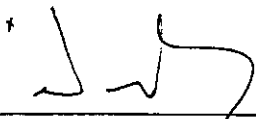
Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie

**WAIVER, PURSUANT TO REGULATION 7(1)(C) OF THE
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008
(AS AMENDED),
OF THE REQUIREMENT FOR AN EXPERT'S REPORT ON
THE MERGER BY ACQUISITION OF
EDP SERVICIOS FINANCIEROS ESPANA, S.A.
("EDPFINES")
AND
ELECTRICIDADE DE PORTUGAL FINANCE COMPANY (IRELAND) LIMITED
("EDP IRELAND")
(together, the "Merging Companies")**

EDP – Energias de Portugal, S.A., being the sole shareholder in each of the Merging Companies, agrees pursuant to Regulation 7(1)(c) of the European Communities (Cross-Border Mergers) Regulations 2008, as amended, (the "Regulations") that an expert's report (as defined in the Regulations) is unnecessary in relation to EDP Ireland.

Date: 13th NOVEMBER 2011



for and on behalf of
EDP – Energias de Portugal, S.A.