

Unofficial Translation

This is an unofficial translation of the articles of association of Galp Energia, SGPS, S.A. prepared for information purposes only. Galp Energia, SGPS, S.A. is governed by the Portuguese version of the articles of association and in the case of any discrepancy between this translation and the Portuguese version of the articles of association, the Portuguese version will prevail.

GALP ENERGIA, SGPS, S.A.

CHAPTER I

Name, Registered Office, Duration and Object

**Article 1
Name**

The company adopts the name Galp Energia, SGPS, S.A.

**Article 2
Registered Office and Duration**

1. The registered office is in Lisbon, at Rua Tomás da Fonseca, Tower C, and may be moved by the board of directors, pursuant to the terms of the law.
2. The board of directors shall have powers to create and close branches, delegations and other forms of representation of the company, in Portugal or abroad.
3. The company is incorporated for an undetermined period of time.

**Article 3
Object**

1. The corporate object of the company is the management of shareholdings in other companies of the energy sector, as an indirect form of exercise of economic activities.
2. The company may provide technical administration and management services to companies in which it holds a shareholding or with which it has entered into a subordination agreement.

**CHAPTER II
Share Capital**

**Article 4
Share Capital and Shares**

1. The share capital is eight hundred and twenty nine million, two hundred and fifty thousand, six hundred and thirty five euros, fully paid up, and is represented by eight hundred and twenty nine million, two hundred and fifty thousand, six hundred and thirty five shares with a nominal value of one euro each, forty million shares being class A shares and the remaining seven hundred and eighty nine million, two hundred and fifty thousand, six hundred and thirty five shares being class B shares.
2. The class A shares may be converted into class B shares upon simple request addressed to the company by the respective shareholder(s). The aforementioned conversion shall become effective immediately upon such request, not being subject to approval by any corporate body of the company.
3. The following special rights are inherent to the class A shares:
 - a) the election of the chairman of the board of directors can only be approved with the majority of the votes of the class A shares;
 - b) any resolutions purporting to authorise the execution of peer or subordinate group agreements and, further, any resolutions which may, in any way whatsoever, endanger the supply of oil, gas and electricity or other derivatives thereof to the country cannot be approved, either at first or second call, against the majority of votes inherent to class A shares.
4. Without prejudice to the conversion right referred to in paragraph 2, the special rights inherent to class A shares shall remain unchanged until the minimum limit of 2,500 class A shares.
5. The ownership of the class A shares must belong to public entities, within the meaning of subparagraph e) of paragraph 2 of article 1 of Law no. 71/88 of 24 May.
6. Any class A shares which cease to belong to public entities shall be automatically and immediately converted into ordinary shares.

Article 5

Form of Representation of Shares. Own Shares

1. The shares shall be non-certificated and nominative, and their conversion into bearer shares shall not be permitted.
2. The company may issue preference shares without voting rights, redeemable or not, and with or without redemption premium, pursuant to the terms of the law.
3. The company may acquire and dispose of own shares, in the cases and conditions permitted by law.

Article 6

Issue of Bonds and other Securities

By means of resolution of the board of directors, the company may issue bonds and any other debt securities foreseen in the law and carry out all legally permitted operations in relation to such bonds and debt securities.

CHAPTER III

General provisions on the corporate bodies and representation of the Company

Article 7 Corporate Bodies

1. The corporate bodies of the company are the shareholders' meeting, the board of directors, the audit board and the statutory auditor.
2. The company shall also have an executive committee and a remuneration committee, and may create other committees within the board of directors and the shareholders' meeting.
3. In addition to the corporate bodies set out in the law and in these articles of association, the executive committee, the remuneration committee, the chair of the shareholders' meeting and any other committees created by the shareholders' meeting or by the board of directors in the context of their respective competences shall also be corporate bodies of the company.
4. The members of the corporate bodies shall be appointed for periods of three calendar years and may be re-elected one or more times; the calendar year in which they are appointed shall be counted as a full year.
5. The members of the corporate bodies shall be deemed to be in office as soon as they are elected and shall remain in office until the election, co-optation or designation of those replacing them, except in the cases of resignation or dismissal which shall be subject to the terms foreseen in the law.
6. In the event that the law or the articles of association do not determine a certain number of members of a corporate body, such number shall be deemed to be the number of members which has been elected or appointed for the relevant office, as applicable.

Article 8 Remuneration and Remuneration Committee

1. The remuneration of the members of the corporate bodies shall be determined by the remuneration committee referred to below.
2. The remuneration committee shall be composed of three shareholders elected by the shareholders' meeting, which may be re-elected one or more times.
3. The position of member of the board of directors and member of the audit board is not compatible with the position of member of the remuneration committee.
4. The remuneration of the directors may include a variable component, which may or may not consist of a percentage of annual profits. If the variable component of the remuneration consists of a percentage of annual profits, this percentage is limited to a global maximum amount of zero point five per cent of such profits.
5. The resolutions of the remuneration committee shall be approved by simple majority of votes.

Article 9 Binding of Company

The company shall be bound by:

- a) the joint signature of two directors who are members of the executive committee;
- b) the signature of one director, when so resolved by the board of directors or if it concerns the exercise of specifically delegated powers;
- c) the signature of those holding powers of attorney, in the terms of their respective powers of attorney.

CHAPTER IV Shareholders' Meeting

Article 10 Participation of Shareholders in Shareholders' Meeting

1. Only shareholders with voting rights shall be entitled to participate in shareholders' meetings.
2. For the purpose of participating in a shareholders' meeting, a shareholder must have shares registered in his/her/its name up to five days prior to the date of the meeting in question.
3. Each share is entitled to one vote.
4. The shareholders (legal entities or persons) may be represented in shareholders' meetings by any person with full legal capacity, who may be designated by any written means accompanied with a national or foreign identification document.
5. With the exception of the State, the shareholders that wish to be represented must submit the corresponding powers of attorney to the company and, in the case of legal entities, also designate the person who will represent it, no later than five days prior to the shareholders' meeting and in accordance with the law; the chairman of the shareholders' meeting may, however, authorise any shareholders that have not complied with the deadline set out in this paragraph to participate in the shareholders' meeting, provided that such participation will not disrupt the work of the meeting.
6. The shareholders without voting right and the bondholders cannot participate in the shareholders' meeting, unless they simultaneously hold shares with voting rights.
7. The shareholders entitled to vote may vote by post on any of the items on the agenda by means of a recorded-delivery letter bearing a signature identical to that on their national or foreign identification document, addressed to the chairman of the shareholders' meeting and sent to the company's registered office, where it must be received by no later than the day prior to the shareholders' meeting.

8. The letter containing the voting declaration must be accompanied by a readable photocopy of the shareholder's national or foreign identification document or, if the shareholder is a legal entity, the voting declaration must be signed by the person who legally represents the company, and the letter shall also contain evidence of registration of the shares in respect of which the shareholder wishes to exercise its voting rights in the name of the shareholder in a non-certificated securities account.
9. The letters containing voting declarations shall be opened by the chairman of the shareholders' meeting at the beginning of the works and upon verification that the shareholder's meeting may be validly held. The result of postal voting shall be announced in respect of each item of the agenda.
10. Votes cast by post shall be counted as votes against in respect of resolutions which are proposed after the votes were cast.

Article 11 **Chair of the Shareholders' Meeting**

1. The chair of the shareholders' meeting shall conduct the meetings and draw up the corresponding minutes, without prejudice to the legal provisions applicable to the company's secretary.
2. The chair of the shareholders' meeting shall be composed of a chairman, a vice-chairman and a secretary.

Article 12 **Call and Resolutions of Shareholders' Meeting**

1. Notice of shareholders' meetings may be given to the shareholders through its publication in the legal terms or, if all the shares representing the company's share capital are nominative, this notice may be sent by registered letter and, in relation to any shareholders that express their prior consent, by electronic mail with read receipt, sent at least 21 days prior to the date of the shareholders' meeting.
2. The provisions set out in paragraph 4 of article 386 of the Commercial Companies Code shall not apply to the meetings of the corporate bodies of the company, either at first or second call.
3. Except when the law or these articles of association require a qualified majority or the favourable vote of the majority of the class A shares, the resolutions of the shareholders' meeting, including those foreseen in paragraph 2 of articles 386 of the Commercial Companies Code, shall be adopted by more than fifty per cent of the votes cast.
4. The resolutions of the shareholders' meeting on the following matters shall only be considered adopted if voted in favour by a qualified majority of two thirds of the votes cast and, in respect of the matters referred to in paragraph a), provided that the majority of class A shares voted in favour:
 - a) matters resulting from the scope of special rights inherent to class A shares;
 - b) acquisition and disposal of own shares;

- c) resolutions of the shareholders' meeting in respect of management matters of the company which are submitted by the board of directors;
 - d) amendments to the articles of association, including share capital increases, as well as limitation or suppression of pre-emption rights of shareholders;
 - e) merger, de-merger, transformation or dissolution of the company.
5. The resolutions of the shareholders' meeting in relation to amendments to articles 12 and 14 may only be approved by a qualified majority of three quarters of the votes cast.
6. The abstentions are not counted as votes cast.

Article 13 Meetings

Without prejudice to meetings imposed by law, the shareholders' meeting shall meet whenever requested to the chairman of the shareholders' meeting by any other corporate body or by shareholders in accordance with the terms provided for in the law.

CHAPTER V Board of Directors and Executive Committee

Article 14 Composition

1. The board of directors shall be composed of between nineteen and twenty one directors.
2. The shareholders' meeting shall set the number of members of the board of directors prior to their election.
3. The election of the members of the board of directors shall be subject to the following procedure:
 - a) The shareholders which, solely or jointly with other shareholders, hold not less than 10% and not more than 20% of the voting share capital of the company, may present lists for the election of one of the directors to be elected;
 - b) The provisions of paragraphs 2 to 5 of article 392 of the Commercial Companies Code shall apply to the election of the director described in a) above;
 - c) Any shareholder holding more than 20% of the voting share capital of the company cannot participate in the isolated election described in the previous subparagraphs;
 - d) In the absence of presentation of any list in accordance with the previous subparagraphs, or after the election of the director in accordance with the same subparagraphs, the meeting shall proceed to the election of the remaining directors, in which case the chairman of the board of directors shall be firstly and separately elected;

- e) The election of the remaining directors shall be made by voting the lists which may have been presented for such purpose and the proposal which obtains the favourable votes of more than fifty per cent of the votes cast shall be considered to be approved;
 - f) If the proposal for election of directors which has been approved pursuant to subparagraph e) has not obtained a majority of two thirds of the votes cast, and votes corresponding to at least sixty per cent of the voting share capital, the shareholders which (i) having voted against such proposal, did not vote on the isolated election pursuant to paragraph 3 of this article, and (ii) hold, individually or jointly for this purpose, at least twenty five per cent of the voting share capital, may present and vote proposals for the election of a number corresponding to one third of the directors;
 - g) The directors elected pursuant to subparagraph f) shall automatically replace those which were included in the last places of the list approved pursuant to subparagraph e).
4. The resolution of dismissal without just cause of directors that have been elected pursuant to subparagraphs a) and f) of paragraph 3 shall not be effective in the event that such resolutions are voted against by shareholders representing, respectively, 20% of the share capital, in the case of the director elected pursuant to subparagraph a), and 25% of the share capital, in the case of the directors elected pursuant to subparagraph f).

Article 15

Competence of Board of Directors

The board of directors shall have the powers defined in the law and in these articles of association, represents the company in and out of courts, as plaintiff or defendant, having the widest management powers, as well as the power to resolve on any matter relating to the management of the company, being further entitled to confess, discontinue or settle in any disputes, as well as in the context of arbitration proceedings.

Article 16

Operation

1. Without prejudice to the provisions of the following paragraphs, the board of directors of the company shall operate in compliance with an organisation and operation regulation. This regulation, which must comply with the provisions of the present articles of association, must be approved at the commencement of each term of office and remain in force during such term of office and shall cease to be effective on the date of entering into force of the regulation of the board of directors for the new term of office.
2. The board of directors shall meet at least once every month, unless otherwise resolved by the board of directors, and, additionally, whenever called by its chairman or any two directors.
3. The meetings shall be called at least five days in advance.

4. Without prejudice to the provisions of article 17, the majority of its members must be present so that the board of directors may validly meet.
5. The directors may be represented by other directors at board meetings, by means of written communication addressed to the chairman at the time of each meeting.
6. The meetings of the board of directors may be held by electronic process.
7. The vote by correspondence is admissible.
8. A director shall be considered to be definitively absent when, without a justification accepted by the board of directors, he/she does not attend three consecutive or any five meetings of the board of directors and has not been represented.

Article 17 **Resolutions of the Board of Directors**

The resolutions of the board of directors shall be validly taken by simple majority of votes cast, except resolutions in respect of the matters indicated in the following subparagraphs which shall require a majority of more than two thirds of the directors:

- a) approval of investments and divestments by the company and its dominated companies, and respective financings, with a value greater than seventy five million euros;
- b) transactions of the company and of any of its dominated companies with any entities related with shareholders in excess of the value of twenty million euros;
- c) approval and change of business and strategic plans and respective financings;
- d) selection of strategic partners within the scope of the principal activities of the company and of its dominated companies;
- e) indication of members of the corporate bodies of companies directly dominated by the company;
- f) issue of bonds or other securities within the scope of the competence of the board of directors;
- g) proposals of amendment to articles of association of the company and of its directly dominated companies;
- h) participation in businesses not included in the principal activities of the company and of its dominated companies;
- i) composition of the executive committee;
- j) creation of committees within the board of directors and determination of the periodicity of the meetings of the board of directors, if different from that set out in these articles of association;
- k) definition of the limits of the management autonomy of the companies directly dominated by the company;
- l) proposals of merger, de-merger, transformation and dissolution of the company and of any of its dominated companies;

- m) execution of parity group or subordination agreements by companies directly dominated by the company;
- n) policy of distribution of dividends by companies dominated by the company;
- o) co-optation of directors;
- p) provision of guarantees (personal or *in rem*);
- q) matters related with the special rights of the class A shares referred to in subparagraph b) of paragraph 3 of article 4 of these articles of association.

Article 18 Aggravated Qualified Majority

The resolutions of the board of directors in respect of the following matters shall be validly taken by majority of more than two thirds of the directors, including necessarily the favourable vote of the chairman of the board of directors for as long as any public entity holds at least 2,500 class A shares with special rights:

- a) approval of divestments by the company and its dominated companies with a value greater than seventy five million euros;
- b) approval and change of business and strategic plans and respective financings;
- c) selection of strategic partners within the scope of the principal activities of the company and of its dominated companies;
- d) participation in businesses not included in the principal activities of the company and of its dominated companies;
- e) proposals of merger, de-merger, transformation and dissolution of the company and of any of its dominated companies;
- f) delegation of the day to day management of the company into the executive committee, including the definition of the areas of accountability of the respective members;
- g) matters related with the special rights of the class A shares referred to in subparagraph b) of paragraph 3 of article 4 of these articles of association.

Article 19 Executive Committee

1. The board of directors must delegate the day to day management of the company into an executive committee, designating the respective chairman.
2. The executive committee shall be composed of five or seven directors with recognised competences in management of companies and evidenced professional experience.
3. The members of the board of directors with executive duties shall be entitled to a retirement pension or pension complement or to an old-age or disability pension, borne by the company, in accordance with the terms of the regulation that is approved by the remuneration committee.

4. The approval of resolutions by the executive committee requires the favourable votes of a simple majority of its members.
5. The board of directors shall procure to ensure that the persons designated as members of the executive committee act in accordance with efficiency criteria and reflect the general guidelines adopted by the company.
6. The executive committee shall approve at the commencement of each term of office a regulation which defines the basic principles and rules in relation to its organisation and operation, which shall be consistent with these articles of association and with the delegation of powers approved by the board of directors, which shall cease to be effective on the date of entering into force of the regulation of the executive committee for each new term of office.
7. The executive committee shall promptly inform the board of directors of the approval of the regulation mentioned in the previous paragraph by sending it a copy.
8. The chairman of the executive committee shall regularly inform the chairman of the board of directors of the decisions adopted at its meetings, who shall inform the remaining members of the board of directors accordingly.

CHAPTER VI

Audit of the Company

Article 20 Audit Board

1. The audit of the company shall be entrusted to an audit board and a statutory auditor or firm of statutory auditors that shall not be a member of the audit board.
2. The audit board shall be composed of three members and a substitute, elected by resolution of the shareholders' meeting, which shall also elect its chairman and the statutory auditor or firm of statutory auditors and the respective substitute.
3. The majority of the members of the audit board shall be independent, in compliance with the legal provisions on this matter.
4. In addition to other matters stated in the law, the audit board shall propose to the shareholders' meeting the appointment of the statutory auditor or firm of statutory auditors, the appointment or removal of the company's external auditors, permanently monitor the activity of the company and its participated companies, observing their relationships with the different corporate bodies, as well as give opinions on the internal audit procedures or on matters submitted to it in respect of the accounting practices followed by the company.
5. The statutory auditor or firm of statutory auditors shall carry out all examinations and verifications necessary to the review and legal certification of the company's accounts, as well as exercise any other powers attributed by law.

CHAPTER VII

Secretary

Article 21
Company Secretary

1. The board of directors shall designate a secretary for each term of office.
2. When an effective secretary is designated, a substitute shall also be designated.
3. The term of the duties of the secretary shall coincide with the term of office of the board of directors that designates such secretary.

CHAPTER VIII
Application of Results

Article 22
Results

1. The net results of the financial year shall be applied as the shareholders' meeting freely resolves, but at least fifty per cent of the distributable net results of the financial year must be distributed to the shareholders unless a different proposal of approval of results is approved by a majority of two thirds of the votes cast.
2. The company may distribute profits to the shareholders in the course of the financial year, provided that the conditions foreseen in the law are complied with.

CHAPTER IX
General and Final Provisions

Article 23
Dissolution and Liquidation

1. The company shall be dissolved in the cases contemplated in the law.
2. The directors in office on the date of dissolution shall act as liquidators, unless the shareholders' meeting resolves otherwise.

Article 24
Jurisdiction

Any disputes between the company and its shareholders or other members of corporate bodies shall be submitted to the courts having jurisdiction over the place of the registered office.