



REGULATION OF THE BOARD OF DIRECTORS
REN - Redes Energéticas Nacionais, SGPS, S.A.

*Non-binding translation
For information purposes only*

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This translation is a non-binding translation of the articles of association of REN and it has been prepared for information purposes only. Just the Portuguese version of the articles of association is binding and will prevail. REN will accept no liability for any discrepancy between this translation and the Portuguese version of the regulation of the Board of Directors.

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Article 1

(Board of Directors Constitution)

The Board of Directors has the composition approved in the General Shareholders' Meeting under the terms provided for in article 14 of the Articles of Association.

Article 2

(Chairman)

1. The Board of Directors is presided and represented by the respective Chairman, chosen by the General Shareholders' Meeting, under the terms provided for in article 14 of Articles of Association.
2. The Chairman, in its absences and impairments, shall be replaced by the member appointed by that Chairman for that purpose.

Article 3

(Board of Directors Functions)

1. The Board of Directors is the body responsible for the company management, under the terms provided for in the Portuguese Companies Code and in the Articles of Association.
2. Under the terms provided for in article 15 of the Articles of Association, the Board of Directors is in particular responsible for:
 - a) to define the goals and management policies of the company;
 - b) to draw up the activity and financial annual plans, as well as presenting and approve the investment plans and budgets, as well as the incorporation of partnerships of all the participated companies, namely the companies REN - Rede Eléctrica Nacional, S.A., REN Gás S.A., REN Gasodutos ;
 - c) to manage the businesses affairs and to perform all the acts and operations concerning the corporate purpose that do not fall within the functions assigned to other corporate bodies;
 - d) to represent the company in or out of court, as plaintiff or defendant, with the possibility of withdrawing from, realising a compromise and confessing in any legal proceedings, as well as, arbitration agreements;
 - e) to acquire, sell or by any other mean transfer or create encumbrances

- over rights or property, movable or immovable;
- f) to incorporate companies and to subscribe for or acquire, create encumbrances over or transfer shareholdings;
 - g) to propose to the general shareholders' meeting the contracting of debt, whenever of a medium or long term nature.
 - h) to propose to the general shareholders' meeting the acquisition of own shares, within the limits established by law;
 - i) to establish the administrative and technical organization of the company and the internal operation regulations, notably concerning personnel and their remuneration;
 - j) to designate the company secretary and the respective replacement secretary;
 - k) to appoint attorneys with the conferred powers, including those of sub-delegation.
 - l) to exercise other functions deemed necessary by law or by the general shareholders' meeting.
3. Without the possibility of delegation, the Board of Directors is also responsible for:
- a) to appoint the Company representative in the General Shareholders' Meetings of all the participated companies, namely in the General Shareholders' Meetings or in the resolutions of the companies REN-Rede Eléctrica Nacional, S.A., REN Gás, S.A., REN Gasodutos, S.A., REN Atlântico, Terminal de GNL, S.A. e REN Armazenagem, S.A., as well as determine the terms of the corresponding representation mandates.
 - b) to indicate the persons to be appointed by the company to integrated the lists of titleholders of the corporate bodies to be elected in all the participated companies, namely in the companies REN-Rede Eléctrica Nacional, S.A., REN Gás, S.A., REN Gasodutos, S.A., REN Atlântico, Terminal de GNL, S.A. e REN Armazenagem, S.A., or any other that is possible to the Company to do.
 - c) to approve, in each case, the shareholding adjudication and investments to be made by the company or by the participated companies - namely by the companies REN-Rede Eléctrica Nacional, S.A., REN Gás, S.A., REN Gasodutos, S.A., REN Atlântico, Terminal de GNL, S.A. e REN Armazenagem, S.A. - contemplated and previewed in the annual budget of the Company or the participated companies, as well as the respective

terms and conditions, and which value is equal or superior to € 25 000 000 (twenty five millions of euros).

Article 4

(Board of Directors Chairman Powers)

The Chairman of the Board of Directors is in particular responsible for:

- a) represent the Board of Directors in or out of court;
- b) coordinate the Board of Directors activity;
- c) convene and preside to the Board of Directors meetings;
- d) exercise the casting vote in the approval of resolutions by the Board of Directors.
- e) oversee the correct execution of the approved resolutions.

Article 5

(Board of Directors Meetings)

1. The meetings of the Executive Committee shall have place in the registered office of the company or in any other place chosen for this purpose, with the possibility of using telematic means, in accordance with number 8 of article 410 of the Portuguese Companies Code and in number 7 of article 19 of the Articles of Association.
2. The Board of Directors shall meet ordinarily with a bi-monthly minimum periodicity, in dates to be determined by agreement of its members for each civil year, and extraordinarily whenever convened by its Chairman, by two other directors or by the Single Auditor.
3. The notice to convene the Board of Directors extraordinary meetings shall be communicated to the respective members with the prior notice of 5 (five) business days to the date defined for that purpose.
4. the Chairman of the Board of Directors may, in case of major force or urgency, convene the Board of Directors without the prior notice referred in the previous number.
5. the definitive work agenda, containing a specification of the business to be performed and the identification of the respective proponent, accompanied with the preparatory documentation of the resolutions, shall be available for the directors:

- f) in the 5th (fifth) business day prior to the day of the ordinary meeting, as long as it is possible.
 - g) in the 2nd (second) business day prior in case of extraordinary meeting.
6. The directors shall communicate to the Chairman of the Board of Directors, with the convenient prior notice or immediately after the receipt of the documentation referred in the previous number, other matters to be included in the agenda, providing the resolution proposal and the documentation to be appreciated.
 7. The content of the Board of Directors meetings has confidential nature, as well as all the documentation related to its preparation or performance.
 8. The Company Secretary is responsible for the draw up and distribution of the agenda and respective preparatory documentation, according with the matters that have been dispatched for that purpose by the Chairman.

Article 6
(Quorum and resolutions)

1. The Board of Directors may only approve a resolution when the majority of its members are present or represented.
2. Any director may be represented in a meeting by an other member, by letter addressed to the Chairman of the Board of Directors, however it is prohibit;
 - a) the representation of more than one director in each meeting; nor
 - b) the directors with executive functions may be represented by members of the Audit Committee; nor
 - c) may the members of the Audit Committee be represented by directors with executive functions.
3. The members of the Board of Directors that can not attend to such meeting may, in case of a resolution considered urgent by the Chairman of the Board of Directors, express its vote by letter addressed to him, which is only valid for such meeting.
4. With exception of the cases in which law demands qualified majority, the resolutions of the Board of Directors shall be approved by simple majority of the votes.
5. The Chairman of the Board of Directors has casting vote in case of equal division of votes, as well as the director that acts in replacement of the Chairman under the terms provided for in number 2 of Article 2.

6. The execution of each resolution approved in a Board of Directors meeting shall be attended by the Chairman, which shall present a summary report of the respective performance state in the subsequent meetings of the Board of Directors and, if necessary, propose additional measures for its performance.

Article 7

(Deeds)

Deeds of each meeting shall be made by the Company Secretary and shall be submit to the approval of the Board of Directors in the subsequent ordinary meeting.

Article 8

(Delegation of powers)

1. The Board of Directors may delegate day-today management powers to an Executive Committee, under the terms provided for in article 407, no. 3 and 4 of the Portuguese Companies Code and in article 16 of the Articles of Association.
2. Under the terms provided for in article 407, no. 4 of the Portuguese Companies Code, cannot be delegated the following matters:
 - a) co-optation of directors;
 - b) the request of notice to convene of the general shareholders' meetings;
 - c) the approval of the report and annual accounts to submit to the general shareholders' meeting;
 - d) the approval of semestral and trimestral accounts to be published under the terms applicable by law;
 - e) the lodging of securities and personal or in rem guarantees by the Company;
 - f) the transfer of the registered office and the performance of social capital increases, under the terms provided for in the Articles of Association;
 - g) The approval of merger, demerger and transformation of REN.
3. The Board of Directors resolution that delegates the functions in a Executive Committee shall determine the delegation limits, as well as the composition

and appointment of the respective President and the functioning of that company body.

4. The delegation of powers in a Executive Committee shall terminate by resolution of the Board of Directors or, automatically, whenever occur any of the following situations:
 - a) replacement of the member appointed for President of the Executive Committee or the majority of its members;
 - b) With the termination of the Board of Directors office that performs the delegation.

Article 9

(Committee Constitution)

Under the terms provided for in article 407, no. 1 of the Portuguese Companies Code, the Board of Directors may put specially in charge one or some of the directors, to fulfil certain management issues, including the Committees Constitution, determining its composition, appointing the respective President and establishing, by Regulation, the functioning of the powers and duties of the Committee.

Article 10

(Audit Committee)

The supervision of the Company is responsibility of the Audit Committee of the Board of Directors appointed under the terms provided for in article 21 of the Articles of Association, which withholds the powers and the duties provided for in article 423 - F of the Portuguese Companies Code and in article 22 of the Articles of Association.