



REN - REDES ENERGÉTICAS NACIONAIS, S.G.P.S., S.A. | Sociedade Aberta  
Sede: Avenida dos Estados Unidos da América, n.º 55, Lisboa  
Capital social: 534.000.000 Euros  
Pessoa coletiva e matrícula na CRC de Lisboa n.º 503 264 032

## RESOLUTION PROPOSAL

### ITEM 8 OF THE AGENDA FOR THE ANNUAL GENERAL SHAREHOLDERS MEETING OF APRIL 3<sup>RD</sup>, 2014

#### Whereas:

- A) Under article 27(1) of the bylaws of REN - Redes Energéticas Nacionais, S.G.P.S., S.A. (hereinafter “REN” or “Company”), the members of the governing bodies are elected for 3 year terms;
- B) The 2012-2014 term of office is ongoing;
- C) On the 6<sup>th</sup> of March, 2014, Mr. Rui Manuel Janes Cartaxo, Chairman of the Board of Directors and Chief Executive Officer, as well as Mr. Emílio Rui Vilar, a member of the Audit Committee, presented their resignation to their respective positions, both being effective under the applicable legal terms (i.e., at the end of the month following their resignation or upon their substitution, whichever occurs first);
- D) Following the resignation presented by Mr. Rui Manuel Janes Cartaxo, the election of a new Chairman of the Board of Directors to complete the current term of office replacing the former Chairman is fully justified in the Company’s best interest.

The election of Mr. Emílio Rui Vilar as Chairman of the Board of Directors to complete the ongoing 2012-2014 term of office, in replacement of Mr. Rui Manuel Janes Cartaxo, is hereby proposed to the Shareholders of REN.

We hereby further express our high appreciation and gratitude to Mr. Rui Manuel Janes Cartaxo, for the work carried out in the seven years that he served the Company, including four years as Chairman of the Board of Directors and Chief Executive Officer.

Lisbon, 6<sup>th</sup> of March 2014



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The Shareholders,

State Grid Europe Limited

Mazoon BV

EGF - Gestão e Consultoria Financeira, S.A.

Gestmin, S.G.P.S., S.A.

Oliren, S.G.P.S., S.A.



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## **ANNEX TO RESOLUTION PROPOSAL OF ITEM 8**



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## EMÍLIO RUI VILAR

### Education

Graduation in Law from the University of Coimbra (1961)

*Honoris Causa* PH.D from the University of Lisbon (2011).

### Work experience

Currently	President of the General Council of University of Coimbra (2013) President of the Consultive Council of Instituto Português de Oncologia (2013) Vice President of the Board of Trustees of Museu Nacional de Arte Antiga (2013) Non-executive member of the board of Fundação Calouste Gulbenkian (2012) Non-executive member of the board of Partex Oil & Gas (Holdings) Corporation (2012) President of the Nomination Committee of the European Foundation Centre (2012) Non-executive member of the board and member of the Audit Committee of REN, SGPS, S.A. (2012) President of the Foundations Consultive Council (2012) Of Counsel Lawyer of PLMJ, Sociedade de Advogados, RL (2012) President of the Audit Committee of Banco de Portugal (1996)
2008 - 2011	Chairman of the European Foundation Centre
2007-2011	President of the General Council of the Portuguese Institute of Corporate Governance
2006-2012	President of the Portuguese Foundation Centre
2002-2012	President of Fundação Calouste Gulbenkian President of Partex Oil & Gas (Holdings) Corporation
2001 - 2002	Chairman of the Board of Directors of Galp Energia SGPS
1998 - 2002	Guest Professor at the School of Economy and Management at the Portuguese Catholic University
1996-2002	Member of the Board of Fundação Calouste Gulbenkian
1989 - 1996	Chairman and CEO of the Board of Directors of Caixa Geral de Depósitos
1989 - 1992	General-Commissioner of Europalia Portugal



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1986 - 1989	General Director at the European Commission (Brussels)
1976 - 1978	Minister of Transports and Communications
1975 - 1984	Deputy-Governor, Banco de Portugal
1974 - 1975	Minister of the Economy
1974	Secretary of State for External Trade and Tourism
1971 - 1972	Founder and President of SEDES
1969 - 1973	Manager, Banco Português do Atlântico

**Ownership of shares representative of the share capital of REN - Redes Energéticas Nacionais, SGPS, S.A.**

Holds 390 shares representative of REN's share capital.