

Annual Report 2010

# EDP Finance BV

Annual Report

31 December 2010

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# EDP FINANCE BV

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# EDP FINANCE BV

## RESPONSIBILITY STATEMENT

The Managing Directors of the Company wish to state:

1. That the financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of EDP Finance BV;
2. That the annual report gives a true and fair view of the position as per the balance sheet date, the development during the financial year of EDP Finance BV in the annual financial statements, together with a description of principal risks it faces.

Amsterdam, 3 March 2011

The Managing Directors

EDP — Energias de Portugal, S.A.

Burg, J. C. W. van.

Kamphuijs, W. H.

Equity Trust Co. N. V.

# EDP FINANCE BV

## REPORT OF MANAGING DIRECTORS

The Managing Directors of EDP Finance BV (hereinafter "the Company") submit the annual report and the financial statements of the Company for the year ended 31 December 2010.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

### General

The Company was incorporated under the laws of The Netherlands on 1 October 1999.

### Activities

The principal activity of the Company is to act as a finance company to EDP Group. The policy of the group is to centralize financing in EDP — Energias de Portugal S.A. and the Company for group subsidiaries operating in core energy businesses in Iberia.

### Results

During the year ended 31 December 2010, the Company recorded a profit of EUR 61.9 millions. This profit is mainly due to the increase of the activity of the company and to the variation in market interest rates during 2010 that increased the margin between the assets and the liabilities remuneration.

### Major Developments

In the first semester of 2010, EDP Finance B.V. took advantage of some windows of opportunity in the international capital markets to issue in February a USD 100 million Eurobond, in March a €1,000 million Eurobond and in June a € 500 million one-year Eurobond, under the EDP S.A. and EDP Finance B.V.'s "Programme for the Issuance of Debt Instruments (MTN)". The bonds issued in February and March have a tenor of five years. These issues allowed EDP Group to reach different markets and investors, to extend the average life of its debt portfolio and strengthen its liquidity position, ahead of refinancing needs for 2010 and 2011. The proceeds of the offering were used for EDP's general corporate purposes.

Additionally, In June 2010, EDP SA and EDP Finance BV signed a two year revolving credit facility in the amount of €75 million. In the second semester of the year, EDP Finance BV entered into three bilateral loans with different banks totalling € 380 million with tenors of two and three years.

In November 2010, EDP SA and EDP Finance BV entered into a five year revolving credit facility in the amount of € 2,000 million. This new facility replaced the existing € 1,600 million revolving credit facility signed in March 2009, keeping the same purpose: backup credit facility. The credit line is currently totally undrawn and involves 21 domestic and international banks.

## Subsequent Events

On the 1<sup>st</sup> of February 2011 a new five year € 750 million bond was issued to fund EDP Group activities in the normal course of the business operations of the company.

On the 14th of February of 2011 EDP BV issued a three year CHF 230 million bond, allowing for a diversification of its funding sources.

## Debt

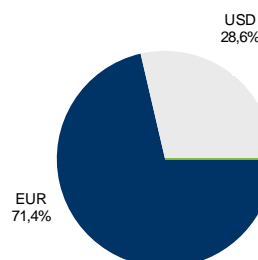
In 2010, the EDP Finance BV's (nominal) consolidated debt totalled € 12,680 million. When compared to December 2009, the Company's debt was nearly € 1,917 million higher, due to the early funding of future EDP's Group needs.

## IFRS Debt - EDP Finance BV EUR millions

	Dec 2010	Dec 2009	Change
<b>Debt - Short term</b>	<b>1.026</b>	<b>757</b>	<b>35%</b>
Bonds	500	500	0%
Bank loans	150	0	
Intercompany loans	376	257	46%
<b>Debt - Long term</b>	<b>11.654</b>	<b>10.006</b>	<b>16%</b>
Bonds	8.064	6.799	19%
Bank loans	3.590	3.206	12%
<b>Nominal debt</b>	<b>12.680</b>	<b>10.763</b>	<b>18%</b>
<b>Interest accrued</b>	<b>202</b>	<b>195</b>	<b>3%</b>
<b>Fair value hedge adjustments</b>	<b>-66</b>	<b>-143</b>	<b>-54%</b>
<b>Debt under IFRSs</b>	<b>12.816</b>	<b>10.815</b>	<b>19%</b>

In terms of currencies of EDP BV external debt, the USD financing contracted to fund the purchase and capex of Horizon Wind Energy (a company based in the US that develops, constructs and operates wind power electricity generating facilities) justifies the Group's exposure to USD (29%). Euro continues to be the main funding currency of the EDP Group (71%).

## Debt by Currency



# EDP FINANCE BV

## Rating

In June 2010 Fitch reaffirmed EDP SA and EDP Finance BV ratings of A-. In December 2010, Moody's and S&P placed the A3/A- senior unsecured ratings of EDP S.A. and EDP Finance B.V. on Credit Watch Negative, following a similar action on the Republic of Portugal's sovereign rating.

	Ratings					
	S&P	Last update	Moody's	Last update	Fitch	Last update
EDP SA, BV	A-/CW-/A-2	3-12-10	A3/CW-/P2	21-12-10	A-/Stab/F2	17-6-10

## Risk Management

Please see Note 4 of the Notes to the Financial Statements.

## Expectations for 2011

The company expects that in year 2011 it will continue its normal course of business.

## Audit Committee

The company makes use of the exemption to establish its own Audit Committee, based on Article 3a of the Royal Decree of 26 July 2008 implementing Article 41 of the EU Directive 2006/43/EG. The Audit Committee of the parent company, EDP — Energias de Portugal, SA, will act as Audit Committee for the Company. This Committee is composed as follows:

Victor Fernando da Conceição Gonçalves: President

António Sarmento Gomes Mota: Member

Manuel Fernando de Macedo Alves Monteiro: Member

Amsterdam, 3 March 2011

The Managing Directors:

EDP Energias de Portugal, S.A.

Burg, J. C. W. van.

Kamphuijs, W. H.

Equity Trust Co. N. V.

# EDP Finance BV

Financial Statements

31 December 2010

## EDP Finance, BV

### Company Statement of comprehensive income for the years ended 31 December 2010 and 2009

	Notes	2010	2009
		(Thousand Euros)	(Thousand Euros)
Interest income	6	578,951	396,865
Interest expenses	6	<u>-493,526</u>	<u>-388,610</u>
Net interest income		<u>85,425</u>	<u>8,255</u>
Net other financial income and expenses	7	<u>-4,252</u>	<u>1,113</u>
Net financial income		<u>81,173</u>	<u>9,368</u>
Other operating income / (expenses)			
Services rendered	8	643	1,190
Supplies and services	9	-1,154	-2,495
Provisions	10	-17,925	-320
Other operating income and expenses		<u>20</u>	<u>-</u>
Profit before income tax		<u>62,757</u>	<u>7,743</u>
Income tax expense	11	<u>-873</u>	<u>-645</u>
<b>Profit for the period</b>		<u>61,884</u>	<u>7,098</u>
Other comprehensive income		<u>-</u>	<u>-</u>
<b>Total comprehensive income for the period</b>		<u>61,884</u>	<u>7,098</u>
 <b>Profit for the period attributable to owners of the company</b>		 <u>61,884</u>	 <u>7,098</u>
 <b>Total comprehensive income for the period attributable to the owner of the company</b>		 <u>61,884</u>	 <u>7,098</u>



## EDP Finance, BV

### Company Statement of financial position as at 31 December 2010 and 2009 (before proposed appropriation of profit)

	Notes	31.12.2010	31.12.2009
		(Thousand Euros)	(Thousand Euros)
<b>Assets</b>			
Loans to and receivables from group entities	12	8,655,657	6,707,918
Derivative financial instruments	19	<u>29,101</u>	<u>5,333</u>
Total Non-Current Assets		<u>8,684,758</u>	<u>6,713,251</u>
Loans to and receivables from group entities	12	4,472,413	3,641,235
Derivative financial instruments	19	32,769	10,823
Debtors and other assets		993	1,190
Cash and cash equivalents	13	<u>519,090</u>	<u>608,231</u>
Total Current Assets		<u>5,025,265</u>	<u>4,261,479</u>
Total Assets		<u><u>13,710,023</u></u>	<u><u>10,974,730</u></u>
<b>Equity</b>			
Share capital	14	2,000	2,000
Share premium	14	11,597	10,551
Reserves and retained earnings	15	10,192	3,094
Profit for the period		<u>61,884</u>	<u>7,098</u>
Total Equity		<u>85,673</u>	<u>22,743</u>
<b>Liabilities</b>			
Debt securities	16	7,996,492	6,656,199
Loans and credit facilities from third parties	16	3,590,027	3,206,321
Provisions	10	21,101	3,176
Derivative financial instruments	19	<u>64,493</u>	<u>109,398</u>
Total Non-Current Liabilities		<u>11,672,113</u>	<u>9,975,094</u>
Debt securities	16	700,729	694,142
Loans and credit facilities from third parties	16	150,673	770
Loans from group entities	17	372,935	257,309
Amounts owed on purchased debt securities	18	724,000	-
Trade and other payables		3,885	24,431
Tax payable		<u>15</u>	<u>241</u>
Total Current Liabilities		<u>1,952,237</u>	<u>976,893</u>
Total Liabilities		<u>13,624,350</u>	<u>10,951,987</u>
Total Equity and Liabilities		<u><u>13,710,023</u></u>	<u><u>10,974,730</u></u>

# EDP Finance, BV

## Company Statement of cash flows for the years ended 31 December 2010 and 2009

(Thousand Euros)

	Notes	Company	
		Dec 2010	Dec 2009
<b>Operating activities</b>			
<b>Profit for the year</b>		<u>61,884</u>	<u>7,098</u>
<b>Adjustments for:</b>			
Interest income		-26,856	-123,095
Interest expense		29,127	187,461
Clean fair value movement - derivatives		-	745
Income tax expense		6	-830
<b>Cash flows from operating activities</b>			
Change in derivatives		-25,978	-20,966
Change in debtors and other assets		197	3,201
Change in loans and credit facilities from third parties		149,903	-808,421
Change in loans from group entities		115,626	174,272
Change in amounts owed on purchased debt securities		724,000	-585,000
Change in trade and other payables		-20,544	17,040
Change in tax payable		867	1,463
Change in share premium		1,046	10,551
Interest received		552,095	293,976
Interest paid		-464,399	-253,282
Income tax paid		-1,099	-573
<b>Net cash flow from operating activities</b>		<u>1,095,875</u>	<u>-1,096,360</u>
<b>Cash flows from investing activities</b>			
Extension of loans to group companies		-3,181,424	-3,543,303
Redemption of loans to group companies		554,088	978,728
Other changes in loans to group entities		-696,557	289,642
<b>Net cash flow from investing activities</b>		<u>-3,323,893</u>	<u>-2,274,933</u>
<b>Cash flows from financing activities</b>			
Proceeds from issued debt securities		1,674,839	2,766,743
Redemption of debt securities		-500,000	-22,455
Other changes to debt securities		607,312	209,870
Proceeds of loans and credit facilities from third parties		383,706	1,031,321
Change in provisions		17,925	320
Change in derivative financial instruments		-44,905	-56,870
<b>Net cash flow from financing activities</b>		<u>2,138,877</u>	<u>3,928,929</u>
<b>Changes in cash and cash equivalents</b>		<u>-89,141</u>	<u>557,636</u>
Cash and cash equivalents at the beginning of the year	13	<u>608,231</u>	<u>50,595</u>
<b>Cash and cash equivalents at the end of the year (*)</b>	13	<u>519,090</u>	<u>608,231</u>

(\*) See details of "Cash and cash equivalents" in note 11 to the Financial Statements.

## EDP Finance, BV

### Company Statement of Changes in Equity for the years ended 31 December 2010 and 2009

(Thousand Euros)

	Notes	Attributable to shareholders of the Company				
		Total Equity	Share capital	Share premium	Reserves and retained earnings	Profit for the period
Balance as at 1 January 2009	14, 15	5,094	2,000	-	-3,516	6,610
Prior period profit		-	-	-	6,610	-6,610
Comprehensive income:						
Profit for the period	15	7,098	-	-	-	7,098
Shareholders contribution in kind	14	10,551	-	10,551	-	-
Comprehensive income for the period		17,649	-	10,551	-	7,098
Balance as at 31 December 2009		22,743	2,000	10,551	3,094	7,098
Prior period profit		-	-	-	7,098	-7,098
Comprehensive income:						
Profit for the period		61,884	-	-	-	61,884
Shareholders contribution in kind	14	1,046	-	1,046	-	-
Balance as at 31 December 2010		85,673	2,000	11,597	10,192	61,884

**EDP Finance BV**  
**Notes to the Financial Statements**  
**for the years ended 31 December 2010 and 2009**

**1. Economic activity of EDP Finance**

EDP Finance B.V. ("the Company"), a corporation with limited liability, having its statutory seat in Amsterdam, The Netherlands, was incorporated under the laws of The Netherlands on 1 October 1999 with registered office at Strawinskylaan 3105, 1077 ZX Amsterdam, the Netherlands. The ultimate parent company of EDP Finance BV, is EDP - Energias de Portugal, S.A. ("EDP S.A."), Lisbon, Portugal.

The principal activity of the Company is to act as a finance company.

The Company's objective is to raise funds in the debt capital market and bank loan market to fund EDP Group activities and investment plan. EDP Finance BV borrows funds from both markets and lends the funds to several EDP Group companies. The financing of EDP Group activities is determined in accordance to the business plan approved for EDP Group, considering the existing market conditions and the Group objective to maintain a stable credit rating.

The company is managed prudently, taking into consideration the need to comply with its obligations and to fulfill the requirement of maintaining a positive Tangible Net Worth as agreed on the Keep well agreement with EDP, S.A. (see paragraph in note 4).

These financial statements are of an individual company.

**2. Accounting policies**

**a) Basis of preparation**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU-IFRS) and with the applicable sections of Part 9 of Book 2 of the Netherlands Civil Code.

The accompanying financial statements of the Company reflect the results of the Company's operations and the financial position for the years ended 31 December 2010 and 2009.

The entity prepares its financial statements, except for the cash flow information, using the accrual basis of accounting, modified by the application of the fair value accounting to derivative financial instruments. Assets and liabilities that are hedged under hedge accounting are stated at fair value in respect of the hedged risk. Non-current assets are stated at the lower of carrying amount and fair value less costs to sell.

Accounting policies have been applied consistently in all periods presented in the financial statements.

The Company's Managing Directors approved the financial statements (referred to as financial statements) on 3 March 2011. The financial statements are presented in Euros, which is the Company's functional currency, rounded to the nearest thousand.

The preparation of financial statements in conformity with EU-IFRS requires the Company to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and related assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments regarding the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The issues involving a higher degree of judgment or complexity, or where assumptions and estimates are considered to be significant, are presented in note 3 (Critical accounting estimates and judgments in preparing the financial statements).

**b) Foreign currency transactions**

Foreign currency transactions are translated at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currency are translated into Euros at the exchange rates at the statement of financial position date. These exchange differences arising on translation are recognised in the statement of comprehensive income.

Foreign currency non-monetary assets and liabilities accounted for at historical cost are translated using the exchange rates at the dates of the transactions. Foreign currency non-monetary assets and liabilities stated at fair value are translated into Euros at the exchange rates at the dates the fair value was determined.

The following exchange rate has been applied as at 31 December 2010 and 2009:

Currency		Exchange rates at Dec 2010		Exchange rates at Dec 2009	
		Closing rates	Average exchange-rate	Closing rates	Average exchange-rate
Dollar	USD	1.336	1.326	1.441	1.390

#### c) Derivative financial instruments and hedge accounting

Derivative financial instruments are recognised on the trade date at fair value. Subsequently, the fair value of derivative financial instruments is remeasured on a regular basis, with the gains or losses on remeasurement recognised directly in the statement of comprehensive income. Recognition, in the statement of comprehensive income, of the resulting gains and losses on remeasurement of hedging derivatives depends on the nature of the risk being hedged and of the hedge model used.

The fair value of derivative financial instruments corresponds to their market value, when available, or is determined by external entities using valuation techniques.

##### Hedge accounting

The Company uses financial instruments to hedge interest rate risk and exchange rate risk resulting from its financing activities. Derivatives not qualified for hedge accounting under IAS 39 are accounted for as trading instruments.

Hedging derivatives are recorded at fair value, with the gains and losses recognised in accordance with the hedge accounting model applied by the Company. An hedge relationship exists when:

- (i) At the inception of the hedge there is formal documentation of the hedge;
- (ii) The hedge is expected to be highly effective;
- (iii) The effectiveness of the hedge can be reliably measured;
- (iv) The hedge is revalued on an on-going basis and is considered to be highly effective throughout the reporting period;
- (v) The forecast transaction being hedged must be highly probable and must be exposed to changes in cash flows that could ultimately affect profit or loss.

##### *Fair value hedge*

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of comprehensive income, together with any changes in the fair value of the hedged assets and liabilities or group of hedged assets and liabilities that are attributable to the hedged risk. When the hedging relationship ceases to comply with the requirements for hedge accounting, the accumulated gains or losses concerning the fair value of the risk being hedged are amortised over the residual period to maturity.

##### *Effectiveness*

For a hedge relationship to be classified as such, in accordance with IAS 39, its effectiveness must be demonstrated. Therefore, the Company performs prospective tests at the inception date of the hedge and in each statement of financial position date, to demonstrate the effectiveness at each statement of financial position date, showing that any adjustments to the fair value of the hedged item attributable to the risk being hedged are offset by adjustments to the fair value of the hedging instrument. Any ineffectiveness is recognised in the statement of comprehensive income on the moment it occurs.

#### d) Financial assets

Financial assets are initially recognised at fair value plus transaction costs. Subsequently these assets are measured at amortised cost using the effective interest rate method, less any impairment losses.

Financial assets are derecognised when (i) the contractual rights to receive their cash flows have expired, (ii) the Company has transferred substantially all risks and rewards of ownership or (iii) although retaining some, but not substantially all the risks and rewards of ownership, the Company has transferred control over the assets.

##### Impairment

At each statement of financial position date an assessment is performed as to whether there is objective evidence of impairment, namely those resulting in an adverse effect on estimated future cash flows of the financial asset or group of financial assets, and every time it can be reliably measured.

If there is objective evidence of impairment, the recoverable amount of the financial asset is determined, and the impairment loss is recognised in the statement of comprehensive income. The recoverable amount is the difference between the carrying amount of the financial assets and the present value of estimated future cash flows discounted at the asset original effective interest rate.

A financial asset or a group of financial assets is impaired if there is objective evidence of impairment as a result of one or more events that occurred after their initial recognition, such as: (i) in the case of listed securities, a significant or prolonged decline in the listed price of the security, and (ii) in the case of unlisted securities, when that event (or events) has an impact on the estimated amount of the future cash flows of the financial asset or group of financial assets, that can be reliably estimated.

For debt instruments, if in a subsequent period the amount of the impairment loss decreases, the previously recognised impairment loss is reversed to the statement of comprehensive income up to the amount of the acquisition cost, if the increase is objectively related to an event occurring after the impairment loss was recognised.

#### e) Financial liabilities

An instrument is classified as a financial liability when it contains a contractual obligation to liquidate capital and/or interests, through delivering cash or other financial assets, independently of its legal form. Financial liabilities are recognised (i) initially at fair value less transaction costs and (ii) subsequently at amortised cost, using the effective interest rate method.

#### f) Provisions

Provisions are recognised when: (i) the Company has a present legal or constructive obligation, (ii) it is probable that settlement will be required in the future and (iii) a reliable estimate of the obligation can be made.

**g) Recognition of costs and revenues**

Interest income and expense are recognized in the statement of comprehensive income using the effective interest rate method. The effective interest rate include all fees and points paid or received that are an integral part of the effective interest rate. This includes transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities.

Interest income and interest expense presented in the statement of comprehensive income include:

- Interest on financial assets and financial liabilities measured at amortized cost;
- The effective portion of fair value changes in qualifying hedging derivatives.

Costs and revenues are recognised in the year to which they refer regardless of when paid or received, in accordance with the accrual concept. Differences between amounts received and paid and the corresponding revenue and costs are recognised under other assets or other liabilities, in conformity.

Differences between estimated and actual amounts are recorded in subsequent periods.

**h) Financial results**

Financial results include interest cost on borrowings, interest income on funds invested, foreign exchange gains and losses, realised gains and losses, as well as gains and losses on financial instruments and changes in the fair value of hedged risks, when applicable.

Interest is recognised in the statement of comprehensive income on an accrual basis.

**i) Income tax**

Income tax recognised in the statement of comprehensive income includes current tax. Income tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the tax expected to be paid on the taxable income for the period, using tax rates enacted at the statement of financial position date and taxable income as calculated by applying the tax advanced pricing agreement.

**j) Cash and cash equivalents**

For the purposes of the statement of cash flows, cash and cash equivalents include balances with maturity of less than three months from the statement of financial position date, including cash and deposits in banks.

**k) Statement of cash flows**

The Statement of cash flows is presented under the indirect method, by which gross cash flows from operating, financing and investing activities are disclosed.

The Company classifies cash flows related to interest and dividends received and paid as investing and financing activities, respectively.

**l) Determination of operating segments**

The Company determined one operating segment based on the information that is internally provided to the management and the chief operating decision maker.

**3. Critical accounting estimates and judgements in preparing the financial statements**

IFRS require the use of judgement and the making of estimates in the decision process about certain accounting treatments, with impact in total assets, liabilities, equity, costs and income. The actual effects may differ from these estimates and judgements, namely in relation to the effect of actual costs and income.

The main accounting estimates and judgements used in applying the accounting policies are discussed in this note in order to improve the understanding of how their application affects the Company's reported results and disclosures. A broader description of the accounting policies employed by the Company is disclosed in note 2 to this Financial Statements.

Considering that in many cases there are alternatives to the accounting treatment adopted by EDP Finance, the Company's reported results could differ if a different treatment was chosen. The Company believes that the choices made are appropriate and that the financial statements present fairly, in all material respects, the Company's financial position and results. The alternative outcomes discussed below are presented solely to assist the reader in understanding the financial statements and are not intended to suggest that other alternatives or estimates would be more appropriate.

**Fair value of financial instruments**

Fair values are based on listed market prices, if available, otherwise fair value is determined either by the price of similar recent transactions under market conditions or by pricing models based on net present value of estimated future cash flows techniques considering market conditions, time value, yield curves and volatility factors. These methodologies may require the use of assumptions or judgements in estimating fair values (see detailed information in note 22).

Consequently, the use of different methodologies or different assumptions or judgements in applying a particular model, could have produced different financial results from those reported.

**Impairment of financial assets measured at amortised cost**

Impairment of financial assets measured at amortised cost is considered as a annual accounting estimate (see note 2 d)).

#### **4. Financial-risk management policies**

##### **Financial risk management**

EDP Finance BV's business is exposed to a variety of financial risks, including the effect of changes in foreign exchange and interest rates. The company's exposure to financial risks arises essentially from the loans granted to EDP Group companies and from its debt portfolio, resulting in interest rate, exchange rate, liquidity and counterparty risk exposures.

On 14 March 2001, EDP - Energias de Portugal, S.A. signed a keep-well agreement with the Company. This agreement states that for as long as the Company has outstanding instruments under an external debt Programme and in case the Company shall have insufficient funds or other liquid assets to meet its payment obligations (including in respect of any Debt Obligations) at any time, EDP - Energias de Portugal S.A. shall make available to the Company funds sufficient to enable the Company to meet such payment obligations in full as they fall due. However, the keep-well agreement is not a guarantee, direct or indirect, by EDP - Energias de Portugal, S.A. of any Debt Obligations or any other debt of the Company or any instrument issued by the Company.

The management of the financial risks of EDP Finance BV is carried out in accordance with the general risk management principles and exposure limits established for the EDP Group companies by EDP — Energias de Portugal, S.A., with specific adaptations according to the characteristics of each subsidiary. Financial risk management policies are implemented by the Financial Department of EDP — Energias de Portugal, S.A. under a service agreement signed between the latter and several EDP Group Companies, among which EDP Finance BV. Under the service agreement, and in exchange for an annual fee, EDP — Energias de Portugal S.A. is responsible for providing financial management services such as negotiating and contracting funding and derivatives instruments, providing treasury management services, coordinating the rating attribution and updating process and generally supporting the relationship with the banking system.

The unpredictability of the financial markets is analysed on an on-going basis in accordance with the EDP Group's risk management policy. Derivative financial instruments are used to minimise potential adverse effects, resulting from interest rate and/or foreign exchange rate risks on EDP Group's financial performance as further described below.

##### **Exchange-rate risk management**

EDP Finance BV is exposed to exchange rate risk in US Dollars (USD), British Pounds (GBP) and Japanese Yen (JPY). Currently, the exposure to EUR/USD exchange rate risk results essentially from the investments by the EDP Group in the USA through its subsidiary Horizon Wind Energy, LLC. EDP Finance BV issued USD loans as well as foreign exchange derivative financial instruments that convert the issued debt into USD, with the objective of mitigating the exchange rate risk related to the intercompany loans granted to finance the USD assets of the EDP Group. The exchange and interest rate risks on the GBP and JPY bonds issued under the Medium Term Notes Program have been hedged as from their issuing date.

Under the aforementioned service agreement, the Financial Department of EDP — Energias de Portugal, S.A. manages EDP Finance BV's exchange rate risk exposure resulting from foreign currency funding, seeking to mitigate the impact of exchange rate fluctuations on the financial costs of the Company through exchange rate derivative financial instruments and/or other hedging structures. Such instruments and structures have characteristics similar to those of the hedged asset or liability. The operations are revalued and monitored throughout their useful lives and, periodically, their effectiveness in controlling and hedging the risk that gave rise to them is evaluated.

##### **Sensitivity analysis - exchange rate**

Though the Company has loans to EDP Group companies and issued debt instruments in currencies other than Euro, there are no significant impacts on Equity or P&L due to changes in currency rates as the risk management policy in place aims to avoid any mismatch between assets and liabilities denominated in currencies other than Euro.

##### **Interest rate risk management**

The interest rate mismatch between assets and liabilities is monitored periodically with the objective of minimizing the financial costs and the exposure to interest rate risk from market fluctuations.

In the floating rate financing context, EDP Finance BV uses, when appropriate, interest rate derivative financial instruments to hedge cash flows associated with future interest payments, which have the effect of converting floating interest rate loans into fixed interest rate loans. Long-term loans contracted at fixed rates are, when appropriate, converted into floating rate loans through interest rate derivative financial instruments designed to reduce financial charges and to level them to market conditions. In addition to these operations, structured caps and floors are contracted, as necessary, to mitigate exposure of the debt cash flows to market rate fluctuations.

All hedging operations are undertaken on liabilities of EDP Finance BV's debt portfolio and mainly involve perfect hedges, resulting in a high level of correlation between the changes in the fair value of the hedging instrument and the changes in fair value of the interest rate risk or future cash flows.

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**Sensitivity analysis - Interest rates**

Based on the financial instruments with exposure to interest rate risk as at 31 December 2010 and 2009, a 100 basis points change in the reference interest rates would lead to the following increases / (decreases) in equity and results of EDP Finance BV:

		Dec 2010			
		Results Euro'000		Equity Euro'000	
		100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>Liabilities</b>					
Cash flow effect:					
Hedged debt		-19,803	19,803	-	-
Unhedged debt		-45,206	45,206	-	-
		<u>-65,009</u>	<u>65,009</u>	<u>-</u>	<u>-</u>
<b>Assets</b>					
Cash flow effect:					
Unhedged debt		1,663	-1,663	-	-
		<u>1,663</u>	<u>-1,663</u>	<u>-</u>	<u>-</u>
		Dec 2009			
		Results Euro'000		Equity Euro'000	
		100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>Liabilities</b>					
Cash flow effect:					
Hedged debt		-9,803	9,803	-	-
Unhedged debt		-37,162	37,162	-	-
		<u>-46,965</u>	<u>46,965</u>	<u>-</u>	<u>-</u>
<b>Assets</b>					
Cash flow effect:					
Unhedged debt		1,924	-1,924	-	-
		<u>1,924</u>	<u>-1,924</u>	<u>-</u>	<u>-</u>

This analysis assumes that all other variables, namely exchange rates and credit risk, remain unchanged.

**Counterparty credit risk management**

EDP Group's policy regarding the management of counterparty risk on financial transactions involves the analysis of the technical capacity, competitiveness, credit rating and exposure of each counterparty, so as to avoid significant concentrations of credit risk.

Counterparties in derivative financial instruments are credit institutions with strong credit ratings and therefore the risk of counterparty default is not considered to be significant. Guarantees and other collaterals are usually not required on these transactions.

EDP Finance BV documents its financial operations in accordance with international standards. Therefore, derivative financial instruments are contracted under ISDA Master Agreements, facilitating the transfer of the instruments in the market and ensuring compliance and consistency with EDP Group's policies.

The credit risk arising from loans granted to EDP Group companies is mitigated by the control that EDP — Energias de Portugal, S.A. has over the management of those companies. As at 31 December 2010 and 2009, all loans granted by EDP Finance BV had as counterparties companies controlled by EDP — Energias de Portugal, S.A.

The maximum credit exposure equals the amount of total assets as per 31 December 2010 and 31 December 2009 being Eur 13.7 billion respectively Eur 10.9 billion.

**Liquidity risk management**

Liquidity risk is managed by engaging and maintaining credit lines and financing facilities with a firm underwriting commitment with national and international financial institutions allowing immediate access to funds. These lines are used to complement and backup national and international commercial paper programmes, allowing for a diversification of EDP Finance BV's short-term financing sources. The quantitative information for liquidity risk is included in Note 20.

Among the key sources of liquidity of EDP Finance BV are a medium term Revolving Credit Facility (RCF) of 2,000,000 thousand Euros and a RCF of 1,500,000 thousand USD, both with a firm underwriting commitment. As at 31 December 2010 the former was fully available and the latter was fully drawn.

**5. Segment reporting**

The Company determined one operating segment. The Company generates interest income by providing loans to EDP Group entities as well as through derivative financial instruments concluded with banks to hedge market risks. The loans are provided to EDP Group companies in Spain and the United States of America.

These EDP Group companies are EDP Renováveis, S.A., EDP Sucursal en España, S.A., HC Energia (Hidroeléctrica del Cantabrico) and EDP Investments and Services.



## 6. Interest income and expenses

Interest income and expenses are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Interest income</b>		
Loans and receivables to group entities	444,585	292,780
Financial investments	43,716	56,245
Derivative financial instruments	90,650	47,840
	<u>578,951</u>	<u>396,865</u>
	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Interest expenses</b>		
Bank loans	31,831	57,514
Medium term notes	403,323	286,008
Loans from group entities	755	2,636
Derivative financial instruments	57,617	42,452
	<u>493,526</u>	<u>388,610</u>

## 7. Net other financial income and expenses

Net other financial income and expenses are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Other financial income</b>		
Derivative financial instruments - Fair value	-	745
Foreign exchange gains	-	671
Other	1	870
	<u>1</u>	<u>2,286</u>
	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Other financial expenses</b>		
Foreign exchange losses	2,644	-
Other	1,609	1,173
	<u>4,253</u>	<u>1,173</u>
<b>Net other financial income and expenses</b>	<u>-4,252</u>	<u>1,113</u>

## 8. Services rendered

Services rendered are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
Debt portfolio management	643	1,190
	<u>643</u>	<u>1,190</u>

The Company is remunerated for arranging, managing and maintaining the debt portfolios of EDP Group companies. Either party may terminate the service agreement by one month notice in writing to the other party. However, no such termination has taken place to date.

## 9. Supplies and services

**Supplies and services** are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Supplies and services:</b>		
Legal expenses	125	66
EDP, S.A. Services	643	1,902
Specialised works - Other services	327	435
Other	59	92
	<u>1,154</u>	<u>2,495</u>

The Company has signed a service agreement with the EDP, S.A. This service agreement states that the Company has to pay an annual fee for services that EDP, S.A. provides to the Company by arranging, managing and maintaining all debt portfolios of the Company, based on the total amount of existing debt to manage. Either party may terminate the service agreement by one month notice in writing to the other party. However, no such termination has taken place to date.

## 10. Provisions

**Provisions** are analysed as follows:

	Company Euro'000
Balance at 1 January 2009	<u>2,856</u>
Provisions made during the period	1,400
Provisions reversed during the period	<u>-1,080</u>
Balance at 1 January 2010	<u>3,176</u>
Provisions made during the period	19,701
Provisions reversed during the period	<u>-1,776</u>
Balance at 31 December 2010	<u>21,101</u>

This provision reflects probable tax contingencies resulting from the commercial activities of EDP Finance BV.

## 11. Income tax

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
Total income tax	873	645
Profit before income tax	<u>62,757</u>	<u>7,743</u>
Effective tax rate of the company	<u>1.4%</u>	<u>8.3%</u>

EDP Finance BV settled a tax advanced pricing agreement with the Dutch Tax authorities that determines the taxable amount of the company under certain requirements and assumptions.

## 12. Loans to Group entities

**Loans to Group entities** are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
Loans to and receivables from group entities - Non current:		
EDP Renováveis, S.A.	2,799,548	2,131,042
EDP Sucursal en España, S.A.	3,207,856	2,814,786
HC Energía (Hidroeléctrica del Cantabrico)	<u>2,648,253</u>	<u>1,762,090</u>
	<u>8,655,657</u>	<u>6,707,918</u>
Loans to receivables from group entities - Current:		
EDP Energias de Portugal, S.A.	4,162,065	2,848,761
EDP Sucursal en España, S.A.	67,114	527,977
EDP Investments and Services	166,329	192,440
Accrued interest	<u>76,905</u>	<u>72,057</u>
	<u>4,472,413</u>	<u>3,641,235</u>
	<u>13,128,070</u>	<u>10,349,153</u>

These assets have an average maturity of 5 years and bear interest at an average rate of 4.0%.

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**Loans to and receivables from group entities** by maturity, are analysed as follows:

	<b>Company</b>	
	<b>Dec 2010</b>	<b>Dec 2009</b>
	<b>Euro'000</b>	<b>Euro'000</b>
Loans to and receivables from group entities		
Up to 1 year	4,472,413	3,641,235
From 1 to 5 years	3,163,540	2,312,610
More than 5 years	5,492,117	4,395,308
	<u>13,128,070</u>	<u>10,349,153</u>

The maturity of debt and borrowings split in different currencies, are analysed as follows:

	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>Following</b>	<b>Total</b>
	<b>Euro'000</b>	<b>Euro'000</b>	<b>Euro'000</b>	<b>Euro'000</b>	<b>Euro'000</b>	<b>years</b>	<b>Euro'000</b>
						<b>Euro'000</b>	
Loans to and receivables from group entities:							
Euro	4,472,413	67,114	197,114	1,287,114	865,511	2,740,720	9,629,986
US Dollar	-	746,688	-	-	-	2,751,396	3,498,084
	<u>4,472,413</u>	<u>813,802</u>	<u>197,114</u>	<u>1,287,114</u>	<u>865,511</u>	<u>5,492,116</u>	<u>13,128,070</u>

### 13. Cash and cash equivalents

**Cash and cash equivalents** are analysed as follows:

	<b>Group</b>	
	<b>Dec 2010</b>	<b>Dec 2009</b>
	<b>Euro'000</b>	<b>Euro'000</b>
Bank deposits:		
- Current deposits	1,169	925
- Term deposits	517,921	607,306
	<u>519,090</u>	<u>608,231</u>

Cash and cash equivalents are free disposable to be used by the company.

### 14. Share capital and share premium

The authorised share capital of the Company consists of 80,000 shares of 100 Euros each, of which 20,000 shares have been issued and fully paid-up.

**Share capital and Share premium** are analysed as follows:

	<b>Company</b>	
	<b>Share capital</b>	<b>Share premium</b>
	<b>Euro'000</b>	<b>Euro'000</b>
Balance as at 31 December 2009	2,000	10,551
Movements during the year	-	1,046
Balance as at 31 December 2010	<u>2,000</u>	<u>11,597</u>

In 2010, the shareholders provided a contribution in kind in the amount of 1,046 thousand Euros.

### 15. Reserves and retained earnings

This caption is analysed as follows:

	<b>Company</b>	
	<b>Dec 2010</b>	<b>Dec 2009</b>
	<b>Euro'000</b>	<b>Euro'000</b>
Accumulated results	10,192	3,094
	<u>10,192</u>	<u>3,094</u>

The share premium and reserves are fully attributable to EDP - Energias de Portugal, S.A.

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**16. Debt securities and Loans and credit facilities from third parties**

This caption is analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Debt securities and Loans and credit facilities from third parties - Non Current</b>		
Debt securities	8,066,450	6,799,136
Fair value of the issued debt hedged risk	-69,958	-142,937
	<u>7,996,492</u>	<u>6,656,199</u>
Loans and credit facilities from third parties	<u>3,590,027</u>	<u>3,206,321</u>
	<u>11,586,519</u>	<u>9,862,520</u>
<b>Debt securities and Loans and credit facilities from third parties - Current</b>		
Debt securities	499,697	499,861
Accrued interest	201,032	194,281
	<u>700,729</u>	<u>694,142</u>
Loans and credit facilities from third parties	150,000	-
Accrued interest	673	770
	<u>150,673</u>	<u>770</u>
	<u>851,402</u>	<u>694,912</u>
Total	<u>12 437 921</u>	<u>10 557 432</u>

**Debt securities** issued under the Euro Medium Term Notes program were as follows:

Date issued	Interest rate	Type of hedge	Conditions / Redemption	Nominal amount Euro'000
Aug-02 (i)	Fixed rate GBP 6.625%	Fair Value	Aug-17	320,000
Dec-02	Fixed rate EUR (i), (ii) and (iii)	n.a.	Dec-22	93,357
Jun-05	Fixed rate EUR 3.75%	n.a.	Jun-15	500,000
Jun-05	Fixed rate EUR 4.125%	n.a.	Jun-20	300,000
Jun-06	Fixed rate EUR 4.25%	n.a.	Jun-12	500,000
Jun-06	Fixed rate EUR 4.625%	n.a.	Jun-16	500,000
Nov-07	Fixed rate USD 5.375 %	n.a.	Nov-12	694,155
Nov-07	Fixed rate USD 6.00 %	n.a.	Feb-18	694,155
Nov-08 (i)	Fixed rate GBP 8.625%	Fair Value	Jan-24	410,314
Nov-08	Zero coupon (iii)	n.a.	Nov-23	160,000
Fev-09 (ii)	Fixed rate EUR 5.5%	Fair Value	Feb-14	1,000,000
Jun-09 (i)	Fixed rate JPY (iii)	Fair Value	Jun-19	78,259
Jun-09	Fixed rate EUR 4.75%	n.a.	Sep-16	1,000,000
Sep-09	Fixed rate USD 4.90 %	n.a.	Oct-19	694,155
Feb-10	Floating rate (iii)	n.a.	Feb-15	74,839
Mar-10	Fixed rate EUR 3.25%	Fair Value	Mar-15	1,000,000
Jun-10	Floating rate (iii)	n.a.	Jun-11	500,000

(i) These issues by EDP Finance BV have associated interest rate swaps and/or currency swaps.

(ii) Part of this loan has associated interest rate swaps.

(iii) These issues correspond to private placements.

**Debt securities and Loans and credit facilities from third parties** by maturity, are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
<b>Debt securities:</b>		
Up to 1 year	700,729	694,142
From 1 to 5 years	3,834,591	2,159,942
More than 5 years	<u>4,161,901</u>	<u>4,496,257</u>
	<u>8,697,221</u>	<u>7,350,341</u>
<b>Loans and credit facilities from third parties:</b>		
Up to 1 year	150,673	770
From 1 to 5 years	<u>3,590,027</u>	<u>3,206,321</u>
	<u>3,740,700</u>	<u>3,207,091</u>
	<u>12,437,921</u>	<u>10,557,432</u>

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Future payments of principal and interests are detailed in note 20.

The remaining maturity of debt securities and loans and credit facilities from third parties and interest for type of loan and currency are analysed as follows:

	2011 Euro'000	2012 Euro'000	2013 Euro'000	2014 Euro'000	2015 Euro'000	Following years Euro'000	Total Euro'000
Debt securities							
Euro	700,729	500,000	-	1,004,643	1,506,718	2,573,473	6,285,563
US Dollar	-	748,391	-	-	74,839	1,588,428	2,411,658
	<u>700,729</u>	<u>1,248,391</u>	<u>-</u>	<u>1,004,643</u>	<u>1,581,557</u>	<u>4,161,901</u>	<u>8,697,221</u>
Loans and credit facilities from third parties:							
Euro	150,673	355,000	2,112,552	-	-	-	2,618,225
US Dollar	-	-	-	1,122,475	-	-	1,122,475
	<u>150,673</u>	<u>355,000</u>	<u>2,112,552</u>	<u>1,122,475</u>	<u>-</u>	<u>-</u>	<u>3,740,700</u>
	<u>851,402</u>	<u>1,603,391</u>	<u>2,112,552</u>	<u>2,127,118</u>	<u>1,581,557</u>	<u>4,161,901</u>	<u>12,437,921</u>

#### 17. Loans from Group entities

Loans from Group entities are analysed as follows:

	Company	
	Dec 2010 Euro'000	Dec 2009 Euro'000
Loans from Group entities - Current:		
EDP Renováveis, S.A.	182,740	257,309
EDP Sucursal en España, S.A.	190,195	-
	<u>372,935</u>	<u>257,309</u>

#### 18. Amounts owed on purchased debt securities

As at 31 December 2010 this caption includes purchased debt securities with a trade date in 2010 and with a settlement date in 2011 with an amount of 724,000 thousand Euros.

#### 19. Derivative financial instruments

In accordance with IAS 39, EDP Finance BV classifies derivative financial instruments as fair value hedges of a recognised asset or liability (Fair value hedge) or as cash flow hedges of recognised liabilities and highly probable future transactions (Cash flow hedge).

In 2010 the fair value and the maturity of the derivative financial instruments are analysed as follows:

	Fair value		Notional			
	Assets Euro'000	Liabilities Euro'000	Up 1 year Euro'000	From 1 to 5 years Euro'000	Over 5 Years Euro'000	Total Euro'000
<b>Fair value hedges</b>						
Interest rate swaps	48,668	-	-	1,250,000	-	1,250,000
Cross currency interest rate swaps	13,202	-64,493	-	-	805,411	805,411
	<u>61,870</u>	<u>-64,493</u>	<u>-</u>	<u>1,250,000</u>	<u>805,411</u>	<u>2,055,411</u>

In 2009 the fair value and the maturity of the derivative financial instruments are analysed as follows:

	Fair value		Notional			
	Assets Euro'000	Liabilities Euro'000	Up 1 year Euro'000	From 1 to 5 years Euro'000	Over 5 Years Euro'000	Total Euro'000
<b>Fair value hedges</b>						
Interest rate swaps	15,622	-	-	250,000	-	250,000
Cross currency interest rate swaps	534	-109,398	-	-	805,411	805,411
	<u>16,156</u>	<u>-109,398</u>	<u>-</u>	<u>250,000</u>	<u>805,411</u>	<u>1,055,411</u>

The company enters into interest rate swaps and Cross Currency Interest rate swaps to hedge its exposures to changes in the fair values of its issued fixed rate Euro and Non Euro loans to changes in market interest rates. These swaps are matched to specific issuances of fixed rate loans.

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The changes in the fair value of hedging instruments and the hedged risks are analysed as follows:

Type of hedge	Hedging instrument	Hedged risk	2010		2009	
			Changes in fair value		Changes in fair value	
			Instrument	Risk	Instrument	Risk
			Euro'000	Euro'000	Euro'000	Euro'000
- Fair value	Interest rate swap	Interest rate	11,043	-11,043	317	-317
- Fair value	Cross currency interest rate swaps	Interest and exchange rate	61,935	-61,935	22,270	-22,270
			<u>72,978</u>	<u>-72,978</u>	<u>22,587</u>	<u>-22,587</u>

The gains and losses on the financial instruments portfolio booked in the statement of comprehensive income in 2010 and 2009 are as follows:

	Company	
	31 Dec 2010 Euro'000	31 Dec 2009 Euro'000
Derivatives held for trading	-	745
Fair value hedges		
- Derivatives	72,978	22,587
- Hedged liabilities	<u>-72,978</u>	<u>-22,587</u>
	<u>-</u>	<u>745</u>

The effective interest rates of the derivative financial instruments relating to financing operations at 31 December 2010 are as follows:

	Company			
	Notional EUR'000	Currency	EDP Pays	EDP Receives
<b>Interest rate contracts</b>				
Interest rate swaps	1,250,000	EUR	[ 3.57% - 1.90% ]	[ 5.50% - 3.25% ]
<b>Currency interest rate</b>				
CIRS (currency interest rate swaps)	730,313	EUR / GBP	[ 4.88% - 2.53% ]	[ 8.63% - 6.63% ]
CIRS (currency interest rate swaps)	78,259	USD / JPY	6.80%	3.11%

The effective interest rates of the derivative financial instruments relating to financing operations at 31 December 2009 were as follows:

	Company			
	Notional EUR'000	Currency	EDP Pays	EDP Receives
<b>Interest rate contracts</b>				
Interest rate swaps	250,000	EUR	3.24%	5.50%
<b>Currency interest rate</b>				
CIRS (currency interest rate swaps)	730,313	EUR / GBP	[ 4.74% - 2.51% ]	[ 8.63% - 6.63% ]
CIRS (currency interest rate swaps)	75,098	USD / JPY	6.84%	3.11%

## 20. Commitments

The contractualised commitments relating to short and medium/long term financial debt and respective interest are disclosed, as at 31 December 2010 and 2009, by maturity, as follows:

	Dec 2010				
	Capital outstanding by maturity				
	Total Euro'000	Less than 1 year Euro'000	From 1 to 3 years Euro'000	From 3 to 5 years Euro'000	More than 5 years Euro'000
Short and long term financial debt (including interest)	15,452,501	1,477,759	2,041,582	6,823,688	5,109,472
	<u>15,452,501</u>	<u>1,477,759</u>	<u>2,041,582</u>	<u>6,823,688</u>	<u>5,109,472</u>
	Dec 2009				
	Capital outstanding by maturity				
	Total Euro'000	Less than 1 year Euro'000	From 1 to 3 years Euro'000	From 3 to 5 years Euro'000	More than 5 years Euro'000
Short and long term financial debt (including interest)	13,653,141	1,143,002	2,105,198	4,692,948	5,711,993
	<u>13,653,141</u>	<u>1,143,002</u>	<u>2,105,198</u>	<u>4,692,948</u>	<u>5,711,993</u>

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The short and long term debt corresponds to the balance of borrowings and related interest, contracted by the EDP Finance BV with bank entities, non-convertible bonds, commercial paper and other borrowings. Interest was calculated based on interest rates in force at the year-end.

**21. Related parties**

**Main shareholders and shares held by company officers**

EDP - Energias de Portugal, S.A. holds 100% of EDP Finance, BV's share capital.

**Remuneration of directors**

The charges regarding remuneration of directors and former directors amounts to Euro 5,800 (2009: Euro 5,800).

**Balances and transactions with parent company**

The transactions with parent company were made on terms equivalent to those that prevail in arm's length transactions.

As at 31 December 2010, the **outstanding receivables** over EDP - Energias de Portugal, S.A. (parent company) are analysed as follows:

	<b>Loans</b>	<b>Total</b>
	<b>Euro'000</b>	<b>Euro'000</b>
EDP - Energias de Portugal, S.A.	4,162,065	4,162,065
	<u>4,162,065</u>	<u>4,162,065</u>

As at 31 December 2009, the **outstanding receivables** over EDP - Energias de Portugal, S.A. (parent company) are analysed as follows:

	<b>Loans</b>	<b>Total</b>
	<b>Euro'000</b>	<b>Euro'000</b>
EDP - Energias de Portugal, S.A.	2,848,761	2,848,761
	<u>2,848,761</u>	<u>2,848,761</u>

As at 31 December 2010, the **outstanding payables** from EDP - Energias de Portugal, S.A. (parent company) are analysed as follows:

	<b>Other</b>	<b>Total</b>
	<b>Payables</b>	<b>Euro'000</b>
	<b>Euro'000</b>	<b>Euro'000</b>
EDP - Energias de Portugal, S.A.	725,833	725,833
	<u>725,833</u>	<u>725,833</u>

As at 31 December 2009, the **outstanding payables** from EDP - Energias de Portugal, S.A. (parent company) are analysed as follows:

	<b>Other</b>	<b>Total</b>
	<b>Payables</b>	<b>Euro'000</b>
	<b>Euro'000</b>	<b>Euro'000</b>
EDP - Energias de Portugal, S.A.	1,190	1,190
	<u>1,190</u>	<u>1,190</u>

Income related to transactions with EDP - Energias de Portugal, S.A. as at 31 December 2010, are as follows:

	<b>Interest on</b>		<b>Total</b>
	<b>Intra-Group</b>	<b>Other</b>	<b>Euro'000</b>
	<b>Financial Mov.</b>	<b>Euro'000</b>	<b>Euro'000</b>
	<b>Euro'000</b>		
EDP - Energias de Portugal, S.A.	12,066	643	12,709
	<u>12,066</u>	<u>643</u>	<u>12,709</u>

**EDP Finance BV**  
**Notes to the Financial Statements**  
**for the years ended 31 December 2010 and 2009**

**Income** related to transactions with EDP - Energias de Portugal, S.A. as at 31 December 2009, are as follows:

	Interest on Intra-Group Financial Mov. Euro'000	Other Euro'000	Total Euro'000
EDP - Energias de Portugal, S.A.	6,761	1,190	7,951
	<u>6,761</u>	<u>1,190</u>	<u>7,951</u>

## 22. Fair value of financial assets and liabilities

Fair value of financial instruments is based, whenever available, on listed market prices. Otherwise, fair value is determined through internal models, which are based on cash flow discounting techniques and option valuation models or through quotations supplied by third parties. These models are developed considering the market variables which affect the financial instruments, namely yield curves, exchange rates and volatility factors.

Market data is obtained from stock exchange and suppliers of financial data (Bloomberg and Reuters).

As at 31 December 2010 and 2009, the following table presents the interest rate curves of the major currencies to which the Company is exposed used for cash flow discount:

	31 December 2010		31 December 2009	
	Currency		Currency	
	EUR	USD	EUR	USD
3 months	1.01%	0.30%	0.70%	0.25%
6 months	1.23%	0.46%	0.99%	0.43%
1 year	1.51%	0.78%	1.25%	0.98%
2 years	1.56%	0.79%	1.89%	1.42%
3 years	1.89%	1.26%	2.25%	2.06%
4 years	2.20%	1.74%	2.56%	2.58%
5 years	2.49%	2.17%	2.80%	2.98%
6 years	2.74%	2.53%	3.03%	3.29%
7 years	2.93%	2.83%	3.22%	3.54%
8 years	3.09%	3.06%	3.36%	3.70%
9 years	3.21%	3.25%	3.49%	3.85%
10 years	3.32%	3.41%	3.58%	3.97%

Fair value of assets and liabilities as at 31 December 2010 and 31 December 2009 is analysed as follows:

	Dec 2010			Dec 2009		
	Carrying amount	Fair value	Difference	Carrying amount	Fair value	Difference
	Euro'000	Euro'000	Euro'000	Euro'000	Euro'000	Euro'000
<b>Financial assets</b>						
Loans and receivables to group entities	13,128,070	13,012,450	-115,620	10,349,153	10,155,152	-194,001
Derivative financial instruments	61,870	61,870	-	16,156	16,156	-
Cash and cash equivalents (assets)	519,090	519,090	-	608,231	608,231	-
	<u>13,709,030</u>	<u>13,593,410</u>	<u>-115,620</u>	<u>10,973,540</u>	<u>10,779,539</u>	<u>-194,001</u>
<b>Financial liabilities</b>						
Debt securities	8,697,221	8,509,272	-187,949	7,350,341	7,799,965	449,624
Loans and credit facilities from third parties	3,740,700	3,498,735	-241,965	3,207,091	3,131,191	-75,900
Loans from group entities	372,935	372,935	-	257,309	257,309	-
Derivative financial instruments	64,493	64,493	-	109,398	109,398	-
	<u>12,875,349</u>	<u>12,445,435</u>	<u>-429,914</u>	<u>10,924,139</u>	<u>11,297,863</u>	<u>373,724</u>

The market value of the medium/long term loans is calculated based on the discounted cash flows at market interest rates at the date of the statement of financial position, increased by the best estimate, at the same date, of market conditions applicable to the Company's debt, based on its average term. Regarding short term debt, the market value does not differ substantially from the book value.

According to IFRS 7, EDP Finance BV established the way it obtains the fair value of its financial assets and liabilities. The levels used are defined as follows:

- Level 1 — Fair value based on the available listed price (not adjusted) in the identified markets for assets and liabilities;
- Level 2 — Fair value based in market inputs not included in Level 1, but observable in the market for the asset or liability, either directly or indirectly;
- Level 3 — Fair value of the assets and liabilities calculated with inputs that are not based on observable market information.

The fair value of EDP Finance BV financial assets and liabilities is included in Level 2, described above.



## 23. Subsequent events

### EDP Finance BV issues a new bond

On the 1 February 2011 a new five year Euro 750 Million Bond was issued to fund EDP Group activities in the normal course of the business operations of the company.

### EDP Finance BV issues a new bond

On the 14 February 2011 a new three year CHF 230 Million Bond was issued to fund EDP Group activities in the normal course of the business operations of the company.

## 24. Recent accounting standards and interpretations issued

The new standards and interpretations that have been issued and are already effective but that the Company has not applied on its financial statements can be analysed as follows:

### IFRS 9 - Financial instruments

The International Accounting Standards Board (IASB) issued in November 2009, IFRS 9 - Financial instruments part I: Classification and measurement, with effective date of mandatory application for periods beginning on or after 1 January 2013, being allowed its early adoption. This standard has not yet been adopted by the European Union.

This standard is included in phase I of the IASB's comprehensive project to replace IAS 39 and relates to issues of classification and measurement of financial assets. The main issues considered are as follows:

- The financial assets can be classified in two categories: at amortised cost or at fair value. This decision will be made upon the initial recognition of the financial assets. Its classification depends on how the entity presents these financial assets and the contractual cash flows associated to each financial asset in the business;
- Debt instruments model can be measured at amortised cost when the contractual cash-flows represent only principal and interest payments, which means that it contains only basic loan features, and for which an entity holds the asset to collect the contractual cash flows. All the other debt instruments are recognised at fair value;
- Equity instruments issued by third parties are recognised at fair value with subsequent changes recognised in the profit and loss. However an entity could irrevocably elect equity instruments at initial recognition for which fair value changes and the realised gain or loss are recognised in fair value reserves. Gains and losses recognised in fair value reserves can not be recycled to profit and loss. This is a discretionary decision, and does not imply that all the equity instruments should be treated on this basis. The dividends received are recognised as income for the year.

The Company is evaluating the impact of adopting this standard after endorsement by the EU.

### IFRIC 19 - Extinguishing financial liabilities with equity instruments

The International Financial Reporting Interpretations Committee (IFRIC) issued in November 2009, IFRIC 19 - Extinguishing financial liabilities with equity instruments, with effective date of mandatory application for periods beginning on or after 1 July 2010, being allowed its early adoption. This interpretation has already been adopted by the European Union.

This interpretation clarifies the requirements of IFRSs when an entity renegotiates the terms of a financial liability with its creditor and the creditor agrees to accept the entity's shares or other equity instruments to settle the financial liability fully or partially.

No significant impact in the Company resulted from the adoption of this change.

Amsterdam, 3 March 2011

The Managing Directors

Burg, J. C. W. van.

Kamphuijs, W. H.

Equity Trust Co. N.V.

# EDP FINANCE BV

## OTHER INFORMATION

### Statutory provisions concerning appropriation of results

Subject to the provision under Dutch law that no dividends can be declared until all losses have been recovered, retained earnings are at the disposal of the shareholders in accordance with article 20 of the Articles of Association of the company. Furthermore, Dutch law prescribes that a company may take distributions to the shareholders and other persons entitled to distributable profits only to the extent that is shareholders' equity exceeds the sum of the amount of the paid and called up part of the capital and the reserves which must be maintained under the law or the articles.

### Proposed appropriation of result

The Managing Directors proposes to add the profit for the financial year ended 31 December 2010 in the amount of EUR 61,883,807 to the accumulated results.

### Post balance sheet events

On the 1 February 2011 a new five year 750 Million Bond was issued to fund EDP Group activities in the normal course of the business operations of the company.

On the 14 February 2011 a new three year CHF 230 Million Bond was issued to fund EDP Group activities in the normal course of the business operations of the company.

## **Independent auditor's report**

To the general meeting of shareholders of EDP Finance B.V.

### **Report on the financial statements<sup>1</sup>**

We have audited the accompanying financial statements 2010 of EDP Finance B.V., Amsterdam, which comprise the statement of financial position as at 31 December 2010, the statements of comprehensive income, changes in equity and cash flows for the year then ended and notes, comprising a summary of the significant accounting policies and other explanatory information.

#### ***Management's responsibility***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code, and for the preparation of the management board report, in accordance with Part 9 of Book 2 of the Netherlands Civil Code. Furthermore, management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

#### ***Auditor's responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the financial statements give a true and fair view of the financial position of EDP Finance B.V. as at 31 December 2010 and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code.

**Report on other legal and regulatory requirements**

Pursuant to the legal requirements under Section 2:393 sub 5 at e and f of the Netherlands Civil Code, we have no deficiencies to report as a result of our examination whether the management board report, to the extent we can assess, has been prepared in accordance with part 9 of Book 2 of this Code, and if the information as required under Section 2:392 sub 1 at b - h has been annexed. Further, we report that the management board report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Netherlands Civil Code.

Amstelveen, 3 March 2011

KPMG ACCOUNTANTS N.V.

E. Bleekrode RA