



WORKING TOGETHER

CORPORATE GOVERNANCE REPORT

TRUSTING

GALP ENERGIA

EACH OTHER

2009



GALP ENERGIA

CORPORATE GOVERNANCE REPORT 2009

This translation of the Portuguese document was made only for the convenience of non-Portuguese speaking shareholders. For all intents and purposes, the Portuguese version shall prevail.

OBJECTIVITY, fairness, integrity, accountability, transparency and openness to dialogue are the principles that govern the relationships between Galp Energia's stakeholders and thus create the climate of trust that is intrinsic to the Company's business affairs.

CORPORATE GOVERNANCE REPORT 2009

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Galp Energia's employees at a working meeting.

STATEMENT OF COMPLIANCE



FOLLOWING THE LISTING OF ITS SHARES IN 2006, GALP ENERGIA ADOPTED HIGH STANDARDS OF CONDUCT AND SOCIAL RESPONSIBILITY IN ITS CORPORATE STRUCTURE AND WORKINGS ON A PAR WITH THE BEST PRACTICE IN THE FIELD.

Galp Energia, SGPS, S.A. (Galp Energia, the Company or the Group) is a company whose shares are traded on the NYSE Euronext Lisbon stock exchange.

Following the listing of its shares in 2006, Galp Energia adopted high standards of conduct and social responsibility in its corporate structure and workings on a par with the best practice in the field. This was in line with the policy formulated at an early stage by the Company's board of directors which, with a sense of responsibility and leadership, has integrated best practice into all levels of the organization. The effects of this policy are apparent in the Company's decision-making processes and its management and supervisory methods. The efficiency and dependability of the Company's practices have been recognized by stakeholders, ranging from shareholders, who have a legitimate interest in value creation by the Company, to clients, suppliers, employees, capital markets and the community at large. Objectivity, fairness, integrity, accountability, transparency and openness to dialogue are the principles

that govern the relationships between Galp Energia's stakeholders and thus create the climate of confidence that is intrinsic to the Company's business affairs.

Galp Energia sees its corporate governance model as a flexible and dynamic system with the ability to adopt at all times the most demanding governance practices, namely those that are recommended by the Corporate Governance Code approved by CMVM, the Portuguese securities market regulator, in 2007.

The table below lists CMVM's recommendations on corporate governance. For each recommendation, and in case it is applicable to Galp Energia's structure, adoption or non-adoption is indicated, together with some brief comments and a referral to the section of the report where a more detailed description is provided about how the recommendation has been adopted. Galp Energia is not bound by or has voluntarily complied with any other corporate governance code.

I • GENERAL MEETING

CMVM recommendation	Corporate governance practice	Current status	Remit	
1• GENERAL MEETING BOARD	1• The chairman of the general meeting board must be able to access suitable human and logistical resources that can meet their needs in view of the Company's economic situation.	Adopted	Galp Energia provides to the chairman of the general meeting board the necessary human and technical resources to support a smooth flow of meetings, namely through its legal and investor relations departments and the hiring of an external party to provide support to the logistics of each meeting.	-
	2• The remuneration of the chairman of the general meeting board shall be disclosed in the corporate governance report.	Adopted	In this report Galp Energia discloses the individual remuneration of the members of the general meeting board, namely the chairman's remuneration.	Chapter 02
2• PARTICIPATION IN THE GENERAL MEETING	1• The period for depositing shares prior to participation in a general meeting shall not be longer than five business days.	Adopted	Galp Energia promotes the active exercise of voting rights, namely by requiring a period no longer than five days for the deposit of shares prior to participation in a general meeting (article 10, paragraph 2 of Galp Energia's articles of association).	Chapter 02
	2• In case the general meeting is suspended, the company shall not require the blocking of shares during the period until the meeting is resumed and shall follow the standard procedure for the first session.	Adopted	In case the general meeting is suspended, the Company does not require share blocking during the period until the meeting is resumed and follows the standard procedure for the first session.	Chapter 02
3• VOTE AND EXERCISE OF VOTING RIGHTS	1• A company's articles of association shall not restrict voting by mail.	Adopted	Galp Energia allows voting by mail, broadly and without restrictions, according to article 10, paragraphs 8, 9, 10 and 11 of its articles of association.	Chapter 02
	2• The articles of association may not require that ballot forms sent by mail must be received more than three business days prior to the shareholder meeting.	Adopted	According to article 10, paragraph 8 of the articles of association, votes sent by mail must be received one business day before the general meeting.	Chapter 02
	3• The companies' articles of association shall provide the assignment of one vote to each share.	Adopted	According to article 10, paragraph 3 of Galp Energia's articles of association, each share entitles to one vote.	Chapter 02
4• QUORUM AND RESOLUTIONS	1• Companies shall not set a quorum which is higher than the number provided in the law.	Not applicable	Galp Energia considers that the main goal of this recommendation is to raise the effectiveness of general meetings in companies with a large number of shareholders, which tends to make it more difficult to achieve a quorum for making decisions which are important for the Company.	Chapter 02

I • GENERAL MEETING

CMVM recommendation	Corporate governance practice	Current status	Remit	
<p>4• QUORUM AND RESOLUTIONS</p>	<p>1• Companies shall not set a quorum which is higher than the number provided in the law.</p>	<p>Not applicable</p>	<p>Galp Energia considers that this recommendation does not take account of the narrow dispersion of the majority of the Company's shares.</p> <p>Although CMVM, the securities market regulator, considers that this recommendation is not adopted, Galp Energia considers that the explanation provided, and accepted by CMVM, testifies to the non-applicability of this recommendation.</p>	<p>Chapter 02</p>
<p>5• MINUTES AND INFORMATION ABOUT THE ADOPTED RESOLUTIONS</p>	<p>1• The minutes of the general meetings shall be available to shareholders on the company's website no later than five days after the general meeting, despite the fact that these minutes are not considered as price-sensitive information according to the law. The company's website must keep a record of attendance lists, meeting agendas and resolutions of every general meeting for, at least, the last three years.</p>	<p>Adopted</p>	<p>Galp Energia publicises the agendas of the meetings on its website 30 days prior to the relevant general meeting. On the day of the general meeting, the quorum, the resolutions and the voting results for each item are disclosed.</p> <p>Galp Energia's website has an archive which contains the documents of every general meeting since Galp Energia became a public company.</p> <p>The presence list is not disclosed on the website because this is not allowed by the Portuguese data protection authority.</p>	<p>Chapter 02</p>
<p>6• MEASURES RELATED TO CORPORATE CONTROL</p>	<p>1• Steps taken to thwart the success of takeover bids should take account of the interests of the Company and its shareholders.</p>	<p>Not adopted</p>	<p>Galp Energia considers this recommendation as not adopted according to CMVM's understanding, although the Company considers that the existence of a shareholder agreement does not collide with the scope of this recommendation, since Galp Energia's articles of association do not contain any clauses aimed at averting the success of takeover bids or limiting voting rights.</p>	<p>-</p>
	<p>2• If the articles of association limit the number of votes that may be held or exercised by a sole shareholder, either individually or in agreement with other shareholders, there should be a provision that at least once every fifth year the general meeting shall vote on whether that limit should be kept – without super quorum requirements relative to the one provided by law – and that the vote should count all votes without that restriction being applied.</p>	<p>Not applicable</p>	<p>According to Galp Energia's articles of association, there is no limit to the number of votes that may be held or exercised by a shareholder, either individually or with other shareholders.</p>	<p>-</p>

I • GENERAL MEETING

CMVM recommendation	Corporate governance practice	Current status	Remit	
6• MEASURES RELATED TO CORPORATE CONTROL	3• No defense measures should be adopted whose effect is to automatically cause a serious erosion of the assets of the company in case of change of control or change in the composition of the management body, in a way that will impair the free transferability of shares and the free appraisal by shareholders of the performance of board members.	Adopted	Galp Energia has no defense measures that automatically cause serious erosion of the assets of the company in case of change of control or change in the composition of the management body.	Chapter 01

II • MANAGEMENT AND SUPERVISORY BOARDS

CMVM recommendation	Corporate governance practice	Current status	Remit		
1• GENERAL ITEMS	1• Structure and role	1• The management body shall in its corporate governance report appraise the adopted model and identify possible constraints to its workings and propose measures that, according to its best judgment, are suited to remedy them.	Adopted	This report includes an appraisal of the adopted governance model by the board of directors.	Chapter 03
	2•	2• Companies must set up internal control systems designed to effectively detect risks to the Company's operations by safeguarding their assets to the benefit of corporate governance transparency.	Adopted	Galp Energia has set up an internal control system for the effective detection of risks to the Company's operations, which is administered by the internal audit corporate unit and a number of specialist internal committees.	Chapter 03
	3•	3• The management and supervisory bodies shall have regulations governing their workings and publicise them on the company's website.	Adopted	Galp Energia's board of directors and supervisory board post the regulations governing their organisation and workings on the Company's website.	Chapter 03
2• Incompatibilities and independence	1•	1• The board of directors shall include a sufficient number of non-executive directors to supervise and appraise the activities of executive directors.	Adopted	Out of seventeen directors, eleven are non-executive directors whose role is to supervise and continually appraise the activities of executive directors.	Chapter 03

II • MANAGEMENT AND SUPERVISORY BOARDS

CMVM recommendation	Corporate governance practice	Current status	Remit	
<p>1• GENERAL ITEMS</p> <p>2• Incompatibilities and independence</p>	<p>2• Non-executive directors must include a suitable number of independent directors. The size of the company and its shareholder structure must be considered and the number of independent directors must never be less than a fourth of the total number of directors.</p>	Not applicable	Galp Energia's board of directors has two independent non-executive directors. Considering its shareholder structure, with a 25% free float, Galp Energia deems it has a suitable number of independent directors.	Chapter 03
<p>3• Eligibility and appointment</p>	<p>1• According to the model that is applicable, the chairman of the supervisory board, the chairman of the audit committee or the chairman of the finance committee shall be independent and have the adequate skills for the exercise of their role.</p>	Adopted	The chairman of the supervisory board fulfils every legal requirement of independence and has the adequate skills for the exercise of their role.	Chapter 03
<p>4• Whistleblowing policy</p>	<p>1• The Company shall adopt a policy whereby irregularities within the Company are reported. Such reports shall include the following information: (i) which means should be used to report such irregularities internally, including the people entitled to receive the reports, (ii) how the report is to be handled, including confidentiality, in case the reporter so requests.</p>	Adopted	Galp Energia currently has a whistleblowing policy.	Chapter 03
	<p>2• The general guidelines for this policy should be disclosed in the corporate governance report.</p>	Adopted	The main guidelines of the whistleblowing policy are disclosed in this report.	Chapter 03
<p>5• Remuneration</p>	<p>1• The remuneration of the members of the management body shall be structured to align their interests with those of the shareholders. In this context: (i) the remuneration of directors with executive responsibilities should be based on performance and a performance evaluation should be carried out periodically by the relevant body or committee; (ii) the variable component shall be consistent with the maximization of the long-term performance of the company and shall be dependent on the sustainability of the adopted performance variables; (iii) unless it follows from a direct legal requirement, the remuneration of non-executive directors shall be exclusively composed of a fixed amount.</p>	Not adopted	Despite the existence of a policy designed to align the interests of directors with those of the Company, Galp Energia considers this recommendation not to be adopted as there is no evaluation system implemented in the Company reflecting the long-term performance of Galp Energia's board of directors. However, the remuneration of the directors who have executive responsibilities includes a variable component, which depends on the Company's short and medium-term performance. The remuneration of Galp Energia's non-executive directors consists exclusively of a fixed amount, except for the cases of three directors who have executive responsibilities in other Galp Energia companies.	Chapter 03

II • MANAGEMENT AND SUPERVISORY BOARDS

CMVM recommendation	Corporate governance practice	Current status	Remit
<p>1• 5• GENERAL Remuneration ITEMS</p> <p>2• The remuneration committee and the management body shall submit to the general meeting a statement on the remuneration policy for the management and supervisory bodies and other senior persons as laid down in article 248-B, paragraph 3, of the Securities Code (CVM). In this context, the shareholders shall be briefed on the proposed criteria and main parameters to be used in the performance appraisal for determining the variable component regardless of its form – share grants, stock options, annual bonuses or other).</p>	Adopted	Galp Energia submits to the general meeting a statement on the remuneration policy for the management and supervisory bodies and other senior persons as laid down in article 248-B, paragraph 3, of the Securities Code (CVM). In this context, the chairman of the board of directors presented a statement on the remuneration policy for the management body in the general meeting of 27 April 2009.	Chapter 03
<p>3• At least one representative of the remuneration committee shall be present in the annual general meeting of shareholders.</p>	Adopted	Galp Energia has ensured the presence of representatives of the remuneration committee in the annual general meetings of shareholders.	-
<p>4• A proposal shall be submitted for approval to the general meeting regarding the plans for share grants and/or stock options applicable to members of the management and supervisory bodies and other senior persons as laid down in article 248-B, paragraph 3, of the CVM. The proposal shall be accompanied by the regulation of the plan or, in case it has not been drafted yet, by the general conditions applicable to it. Likewise, the general meeting shall approve the main features of the retirement benefit systems applicable to members of the management and supervisory bodies and other senior persons as laid down in article 248-B, paragraph 3, of the CVM.</p>	Not applicable	Galp Energia currently has no share grant or stock option plans for its directors or employees.	-
<p>5• The remuneration of the members of the management and supervisory bodies shall be disclosed annually on an individual basis with a separation, whenever applicable, of the fixed component and variable components as well as any remuneration received from other Group companies or any other companies controlled by major shareholders.</p>	Adopted	Galp Energia discloses the individual remuneration of the members of the management and supervisory bodies, separating the fixed and variable components as well as any remuneration received from other Group companies.	Chapter 03

II • MANAGEMENT AND SUPERVISORY BOARDS

CMVM recommendation	Corporate governance practice	Current status	Remit	
2• BOARD OF DIRECTORS	1• Within the limits defined by law for each management and supervisory structure and unless the company is small-sized, the board of directors shall delegate the day-to-day management of the company. The delegated roles shall be identified in the corporate governance report.	Adopted	Galp Energia's current management is delegated to an executive committee and the delegated roles are identified in this corporate governance report.	Chapter 03
	2• The board of directors must ensure that the company acts according to its goals and must not delegate its duties regarding (i) the definition of the company's strategy and general policies, (ii) the definition of the Group's corporate structure (iii) any decisions that should be deemed strategic due to their amount, risk or special nature.	Adopted	Decisions on matters of great importance, such as the definition of the company's strategy, general policies or corporate structure as well as any other decisions that should be deemed strategic due to their amount, risk or special nature, are duties of the board of directors' and may not be delegated.	Chapter 03
	3• In case the chairman of the board of directors has executive responsibilities, the board of directors shall create efficient coordination mechanisms of the non-executive directors' work, which ensure these may decide in an independent and informed manner. These mechanisms shall be explained to the shareholders in the corporate governance report.	Not applicable	The chairman of Galp Energia's board of directors does not have executive responsibilities.	Chapter 03
	4• The annual management report shall include a description of non-executive directors' activities, and mention any constraints they may have encountered.	Adopted	The management report for financial 2009 includes a description of the activities of non-executive directors.	-
	5• The management body shall encourage the rotation of the chief finance officer role, at least after two terms.	Adopted	In the last four years, Galp Energia had three different chief financial officers, although this rotation was not influenced by this CMVM recommendation.	-
3• CHIEF EXECUTIVE OFFICER, EXECUTIVE COMMITTEE AND EXECUTIVE BOARD OF DIRECTORS	1• When prompted by other governing body members, executive directors shall, in a timely and adequate manner, make available any information requested.	Adopted	Information requested from executive directors by other governing body members is made available by the former in a timely and adequate manner.	-

II • MANAGEMENT AND SUPERVISORY BOARDS

CMVM recommendation	Corporate governance practice	Current status	Remit	
3• CHIEF EXECUTIVE OFFICER, EXECUTIVE COMMITTEE AND EXECUTIVE BOARD OF DIRECTORS	2• The chairman of the executive committee shall send to the chair of the board of directors and the supervisory board or the audit committee the notices of call and the minutes of the meetings of the executive committee.	Adopted	The notices of call and the minutes of the meetings of the executive committee are sent to the chairman of the board of directors and to the members of the supervisory board as well as to the statutory auditor.	Chapter 03
	3• The chairman of the executive board of directors shall send the notices of call and the minutes of the meetings to the chairman of the supervisory board and the chairman of the finance committee.	Not applicable	The chairman of Galp Energia's board of directors does not have executive responsibilities.	Chapter 03
	4• AUDIT BOARD, FINANCE COMMITTEE, AUDIT COMMITTEE AND SUPERVISORY BOARD	1• The supervisory board shall, in addition to its supervisory role, give advice, monitor and continually evaluate the company's management by the executive board of directors. The matters in whose discussion the supervisory board shall participate include (i) the company's strategy and general policies, (ii) the corporate structure of the Group and (iii) any decisions deemed strategic due to their amounts, risk or special nature.	Not applicable	Galp Energia's governance model does not include a supervisory board.
	2• The annual reports by the supervisory board, the finance committee, the audit committee and the supervisory board shall be posted on the company's website together with the financial statements.	Adopted	The supervisory board's annual report is posted on the company's website together with the financial statements.	-
	3• The annual reports by the supervisory board, the finance committee, the audit committee and the supervisory board shall include a description of their supervisory activities, namely any constraints encountered by their members.	Adopted	The supervisory board's annual report includes a description of its supervisory activities.	-

II • MANAGEMENT AND SUPERVISORY BOARDS

CMVM recommendation	Corporate governance practice	Current status	Remit	
4• AUDIT BOARD, FINANCE COMMITTEE, AUDIT COMMITTEE AND SUPERVISORY BOARD	4• The finance committee, the audit committee or the supervisory board, as the case may be, shall for all purposes represent the company in its relationship with the external auditor and propose the latter's appointment and their remuneration. The relevant body shall also ensure that the adequate conditions are provided in the company for the performance of the external auditor's role and serve as the company's representative and the primary addressee of any reports.	Adopted	The supervisory board represents the company in the latter's relationship with the external auditor. According to article 19, paragraph 4, of the articles of association, it is the audit board's remit to propose to the general meeting the appointment of the statutory auditor and appoint or dismiss the external auditor and set their remuneration.	Chapter 03
	5• The finance committee, the audit committee or the supervisory board, as the case may be, shall evaluate the external auditor on an annual basis and propose his dismissal to the general meeting whenever warranted.	Adopted	The supervisory board evaluates the external auditor and may propose to the general meeting their fair dismissal.	Chapter 03
5. SPECIALIST COMMITTEES	1• Unless the company is small-sized, the board of directors or the supervisory board, as the case may be, shall set up the committees deemed necessary (i) to ensure a reliable and independent assessment of the executive directors' and its own overall performance as well as the performance of all existing committees and (ii) to ponder over the adopted governance system, check its effectiveness and propose to the relevant bodies any measures towards its improvement.	Not adopted	Galp Energia's board of directors aims to create a corporate governance committee for the purpose of pondering over the adopted governance system, checking its effectiveness and proposing to the relevant bodies any measures towards the refinement of the Company's governance model.	-
	2• The members of the remuneration committee shall be independent from the directors.	Adopted	The members of Galp Energia's remuneration committee are independent from the members of both the management and supervisory bodies.	Chapter 03
	3• All committees shall draw up minutes for their meetings.	Adopted	All committees at Galp Energia draw up minutes for their meetings.	-

III • INFORMATION AND AUDIT

CMVM recommendation	Corporate governance practice	Current status	Remit	
1• GENERAL DISCLOSURE DUTIES	1• Companies should ensure a permanent contact with the market and respect the principle	Adopted	Galp Energia has a fully functioning investor relations department whose primary role is to ensure	Chapter 04

III • INFORMATION AND AUDIT

CMVM recommendation	Corporate governance practice	Current status	Remit	
1• GENERAL DISCLOSURE DUTIES	of equality between shareholders and preventing any asymmetry in the access to information. To this end, the company shall keep an investor desk.	Adopted	clear and consistent communications with the equity markets for a coherent and complete perception of Galp Energia, thereby facilitating investor decisions and ensuring symmetry in access to information.	Chapter 04
	2• The following information posted on the company's website shall be available in English: a) The object of the company, its public company status, its head office as well as other data mentioned in article 171 of the Companies Code; b) The articles of association; c) The identity of the members of the governing bodies and the representative for market relations; d) Investor desk, its role and means of access; e) Financial statements; f) Half-yearly schedule of company events; g) Proposals for discussion and voting by the general meeting; h) Notices of call by the general meeting.	Adopted	This information is available on the company's website in both Portuguese and English.	-

INDEPENDENCE AND INCOMPATIBILITIES

After having checked the independence of the non-executive directors and assessed incompatibilities, if any, between their various roles, the board of directors has found that chairman Francisco Luís Murteira Nabo and non-executive director Joaquim José Borges Gouveia are both independent according to article 414, paragraph 5, of the Companies Code and meet the compatibility requirements of article 414-A, paragraph 1, of the Companies Code.

This is also the case with all other non-executive directors but João Pedro Leitão Pinheiro Figueiredo Brito, José Marques Gonçalves and Luigi Spelli, who have executive director roles in Galp Energia companies. This can possibly be

considered as a deviation from the compatibility requirement as defined in the above-mentioned article 414-A, paragraph 1 c), if that requirement were to be applied to board members.



GALP ENERGIA'S
BOARD OF DIRECTORS
HAS TWO INDEPENDENT
MEMBERS.

01

THE GALP ENERGIA GOVERNANCE MODEL

GALP ENERGIA'S CURRENT GOVERNANCE MODEL AIMS FOR TRANSPARENCY AND EFFECTIVENESS AND IS FOCUSED ON THE CLEAR SEPARATION OF POWERS BETWEEN GOVERNING BODIES, NAMELY THOSE OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE.





**GALP ENERGIA'S
POSTURE ON CORPORATE
GOVERNANCE TRANSLATES
INTO TRANSPARENT
AND CONSISTENT
RELATIONSHIPS
WITH BOTH INVESTORS
AND THE CAPITAL
MARKETS.**

Galp Energia's posture on corporate governance translates into transparent and consistent relationships with both investors and the capital markets, namely by the adoption of a governance model that safeguards the interests and rights of all shareholders.

The current governance model consists of a management and supervisory structure which is composed of a board of directors that delegates certain powers to an executive committee, and an supervisory board, respectively.

The selection of this governance model resulted in the appointment of a statutory auditor who is not a member of the supervisory board.

This governance model aims for transparency and effectiveness and is focused on the clear separation

of powers between governing bodies, namely those of the board of directors, which include supervision, control, strategy and relations between shareholders and governing bodies, and those of the executive committee, whose operating nature arises from the delegation of powers by the board of directors regarding the day-to-day management of business units and corporate services, as detailed in this chapter.

The Company's current organisational set-up is based on five business units, a corporate services unit and a development project unit, each under the leadership and guidance of one or more executive directors in accordance with the role allocation scheme approved by the board of directors and detailed in this chapter.

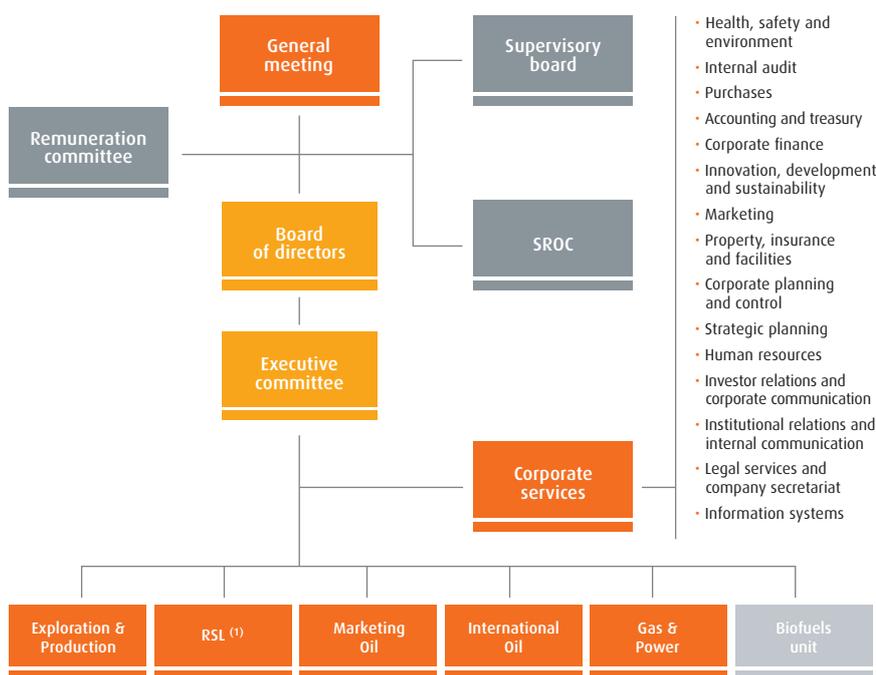


THE GUIDING PRINCIPLES OF THE ORGANISATIONAL SET-UP ARE HORIZONTALITY, FLEXIBILITY, SIMPLICITY AND EFFICIENCY.

The guiding principles of this organisational set-up are horizontality, flexibility, simplicity and efficiency, and its goal is to create sharehol-

der value, namely by the capture of synergies within business units and between them.

Galp Energia's governance structure



(1) Refining, Supply and Logistics.



GALP ENERGIA DISCLOSES ITS FINANCIAL INFORMATION IN ACCORDANCE WITH THE BEST CAPITAL MARKET PRACTICE.

Galp Energia discloses its financial information in consolidated terms and by business segments, in accordance with best capital market practice. This means that the Company reports its activities in the Exploration & Production (E&P), Refining & Marketing (R&M) and Gas & Power (G&P) segments.

The corporate services unit consists of 15 departments whose manage-

ment is assigned to the executive directors. This unit was set up for the purpose of providing services to the business units in such varied matters as accounting, legal advice and human resources management. This set-up has resulted in the achievement of important synergies and the creation of an interface between the Company and its stakeholders.

Linkage between business units and business segments

		Business units					Development unit
		E&P	RSL	Marketing Oil	International Oil	G&P	Biofuels
Business segments	E&P	•					
	R&M		•	•	•		•
	G&P					•	

This table illustrates the linkage between the five business units and the Biofuels development unit, in one hand, and the three business segments, on the other.

MANAGEMENT AND SUPERVISORY STRUCTURE

Galp Energia’s management and supervisory structure currently consists of a board of directors, an executive committee, an audit board and statutory auditors.

The board of directors lays down the strategic guidelines, supervises the Company generally and monitors its day-to-day management.

Management of the business units and corporate services is assigned to the executive committee.

ASSESSMENT OF THE GALP ENERGIA GOVERNANCE MODEL

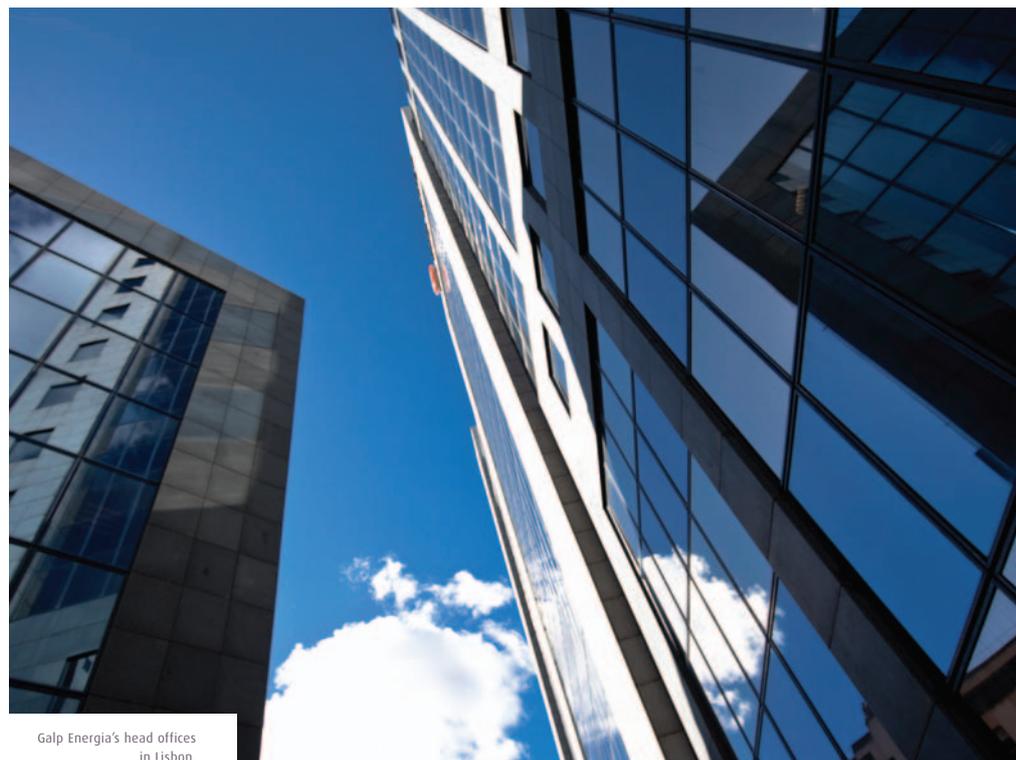
The board of directors' judgment is that the adopted governance model, with its guiding principles of transparency, horizontality, flexibility, simplicity, efficiency and delegation of responsibilities, subject to rules that are clearly defined and well perceived by board members, has been effective in creating shareholder value.

The current governance model encourages effective management, namely by separating clearly the powers of governing bodies, particularly those of the board of directors in respect of supervision and control and those of the executive committee in respect of the day-to-day management of the business units and corporate services, delegated to it by the board of directors.

The fact that the board of directors has exclusive responsibilities in certain matters has enabled this body to effectively monitor and control the Company's strategic issues, key goals and basic organisation.

The assignment of specific management roles to each executive director facilitates the effective monitoring of the Company's management and enhances the capture of synergies within the business units and between them.

The workings of the board of directors have provided an effective



Galp Energia's head offices in Lisbon.

framework for non-executive directors to supervise and assess the actions of their executive counterparts. The chairman's non-executive and independent role has played an important part in this process as well as in the relationship between the Company and its shareholders.

02

GENERAL MEETING

WHEN GALP ENERGIA'S
GENERAL MEETING CONVENES,
ALL SHAREHOLDERS
HAVE THE OPPORTUNITY
TO SPEAK TO THE
COMPANY'S MANAGEMENT,
SHARE THEIR VIEWS
AND AIR THEIR DOUBTS.



Ponto 1

Deliberar sobre o Relatório de Gestão Consolidado e Contas Individuais e Consolidadas do exercício de 2008, bem como demais documentos de prestação de contas.



Do sucesso para novos desafios

AS



THE ARTICLES OF ASSOCIATION PROVIDE THAT, AFTER A FIRST CALL, THE GENERAL MEETING CONVENES ONLY WHEN A MINIMUM OF 51% OF THE SHARE CAPITAL IS PRESENT OR REPRESENTED.

GENERAL MEETING BOARD

As provided in the Company's articles of association, the remit of the general meeting board includes convening and organising the general meeting sessions.

The board is composed of a chairman, a vice-chairman and a secretary and the current holders of these roles, except for the secretary, have been elected in the general meeting of 6 May 2008 for a three-year term ending on 31 December 2010. The secretary was elected in the general meeting of 27 April 2009 after the resignation of the previous secretary.

The current members of the general meeting board are:

Chairman: Daniel Proença de Carvalho

Vice-chairman: Victor Pereira Dias

Secretary: Pedro Antunes de Almeida⁽¹⁾

In addition to convening and conducting the general meeting sessions, the general meeting board also drafts the sessions' minutes.

Manuel Ferreira De Oliveira, Galp Energia's CEO, speaks to the shareholders in the 2009 general meeting.



(1) The resignation of Pedro António do Vadre Castelino e Alvim as secretary of the general meeting board was announced to the market on 24 March 2009.

SHAREHOLDER MEETINGS

The articles of association provide that, after a first call, the general meeting convenes only when a minimum of 51% of the share capital is present or represented.

Except for the cases when the law requires supermajorities or when the articles of association require a supermajority or the favourable vote of the majority of category A shares, the general meeting resolutions are taken by the majority of votes cast, after abstentions have been discarded.

According to the Company's articles of association, the provisions of article 386, paragraph 4, of the Companies Code apply to Galp Energia's general meeting sessions. This means that, in a second call, the general meeting's resolutions on matters relating to changes in the memorandum of association, the merger, break-up, transformation or liquidation of the Company or any other matters for which the law requires a supermajority – may not, regardless of the presence or representation of shareholders owning at least half of the Company's share capital, be taken by a simple majority of the votes cast and require instead a supermajority of two-thirds of votes cast.

According to article 12, paragraph 5, of the Company's articles of association, resolutions by the general meeting on the matters listed

below are considered to have been approved only when they have been endorsed by a supermajority of two-thirds of the votes:

- Matters pertaining to the special rights inherent in category A shares;
- Approval of new strategic guidelines;
- Allocation of net profit for the year or distribution of assets to shareholders;
- Issuance of securities which is not within the powers of the board of directors;
- Strategic partnerships submitted for approval by the board of directors;
- Approval of the Company's separate or consolidated accounts for the year;
- Merger, break-up or liquidation of the Company.

In addition, the matters mentioned in the first point are considered to have been approved only when they have obtained the favourable vote of the majority of category A shares.

77%

OF THE SHARE CAPITAL REPRESENTED ON THE GENERAL MEETING OF 2009

Galp Energia's AGM 2009 convened on 27 April 2009 with 170 present or duly represented shareholders who accounted collectively for 77.124% of the share capital. Although the number of present or duly represented shareholders rose considerably (81 present shareholders in 2008), the share of represented capital declined from 78.321% in 2008. Although this was the result of a broader dispersion of the Company's share capital, the increase in the number of present shareholders was a reward for Galp Energia's effort to encourage the exercise of voting rights. Retail shareholders had the opportunity to talk to the Company's management, share their views and air their doubts.

The agenda of the meeting consisted of six items, of which:

- The approval of the annual report and accounts for 2008 and the proposed allocation of net profit;
- The approval of the corporate governance report 2008;
- A general appraisal of the management and supervisory bodies;
- The approval of the change in article 10, paragraph 3 of the articles of association, towards the assignment of one vote to each share;
- The election of the secretary of the general meeting board for the current term.



2009 general meeting.

DELEGATION OF POWERS REGARDING REMUNERATION

Galp Energia's general meeting has delegated the formulation of policies regarding the remuneration of the Company's governing bodies to a committee consisting of representatives from shareholders. In Chapter 03 of this report, details are provided about the workings of this committee.

In addition to the performance appraisal by the remuneration committee, the Company's shareholders appraise annually the actions and performance of directors, both executive and non-executive, in accordance with article 376, paragraph 1 c) of the Companies Code.

In the general meeting of 27 April 2009, the chairman of the board of directors presented a statement on the policy for remunerating the board of directors, in which the remuneration of the executive directors was proposed to consist of a fixed and a variable component. According to the proposed policy, the variable component shall reflect the executive directors' performance; the

parameters used in the calculation of the variable component shall be primarily related to the improved operating performance of the Company, known as *Galp Value Added*, the budgeted EBITDA and the performance of the Galp Energia share compared to a group of peers. This variable component is payable to the extent the goals set for each parameter are achieved. At the same time, the chairman of the board of directors notified the general meeting that the remuneration payable to the Company's non-executive directors, except for three non-executive directors who have executive director roles in Galp Energia companies, consists solely of a fixed component.

PARTICIPATION AND EXERCISE OF VOTING RIGHTS

A general meeting session can only be attended by shareholders with voting rights, whereby one share corresponds to one vote.

For participation purposes, the capacity of shareholder is recognised to any one holding shares registered in their name five days, at the latest, prior to the general meeting session. Registration of title to the shares shall be evidenced to Galp Energia five days, at the latest, prior to the general meeting session. In case the session is adjourned, the Company does not require the shares to be blocked for the whole period up to the date when the session is resumed; rather, observance of the time prior to the first session is sufficient.

Galp Energia has taken a number of steps to encourage shareholder participation in general meetings, namely:

- The possibility to vote by post and the improved availability of ballot forms to shareholders;
- The change to the Company's articles of association for each share to represent one vote;
- The wide publicity by e-mail and over the internet about general meeting sessions, their agendas and the various ways available for the exercise of voting rights;

- The clear and detailed description in the notice of call, the letter and the documents sent to shareholders prior to the general meeting of the procedures to be adopted for voting by correspondence or proxy;
- The creation of a dedicated e-mail address for the exclusive use of the general meeting and publicised in the notice of call, so as to clarify any doubts.

Although Galp Energia's articles of association do not provide for electronic voting, the Company's intention is to change this state of affairs in order to make the exercise of voting rights more effective and practical in the future.

The proposals to be submitted to the general meeting and the other documents for preparation of the meeting are available to shareholders, in both Portuguese and English, until 30 days prior to the date of the meeting, at Galp Energia's head office on Rua Tomás da Fonseca, Tower C, 1600-209 Lisboa and on the website that is dedicated to the general meeting.



**GALP ENERGIA
ACTIVELY ENCOURAGES
THE EXERCISE
OF VOTING RIGHTS,
EITHER DIRECTLY – IN
PERSON OR BY POST
– OR INDIRECTLY – BY
REPRESENTATION.**



SHAREHOLDERS WHO ARE ENTITLED TO VOTE MAY DO IT BY POST IN RESPECT OF EACH ITEM ON THE AGENDA OF THE GENERAL MEETING.

PROCEDURES FOR REPRESENTATION

Shareholders who are juridical persons may be represented at shareholder meetings by any individual, whose appointment may be evidenced by any written means.

Shareholders who are physical persons may be represented by a member of the board of directors, their spouse, a straight-line relative or another shareholder, whose appointment may be evidenced by any written means.

Except for the Portuguese state, shareholders wishing to be represented must produce to Galp Energia, up to five days prior to the date of the general meeting and in accordance with the law, the relevant proxy instruments. However,

the chairman of the general meeting board may accept the participation in the general meeting of those representatives who have not been appointed within the prescribed time if no hindrance is foreseen to the meeting proceedings.

Procedures for voting by post

Shareholders who are entitled to vote may do it by post in respect of each item on the agenda of the general meeting. To this end, they are expected to send a letter for the attention of the chairman of the general meeting board, by registered mail with acknowledgement of receipt, to the Company's head office, accompanied by a ballot signed like their identity card so that it will be received on the day prior to the general meeting, at the latest. To obtain the ballot form, shareholders may send a request to the chairman of the general meeting board mentioning the address to which the ballot forms shall be addressed or download the forms from the general meeting's website.

The letter containing the ballot shall be accompanied by a readable photocopy of the shareholder's identity card, in the case of a physical person. If the shareholder is a juridical person, the ballot shall be signed by the shareholder's legal representative, whose signature shall be certified in that capacity. Sending the letter does not exempt the sha-

reholder from producing, up to five days prior to the date of the general meeting, evidence of their title to the shares that will be used for the exercise of voting rights. Letters containing the ballots shall be opened by the chairman of the general meeting board at the outset of the proceedings and after the existence of a quorum has been checked.

The outcome of the voting by post in respect of each item on the agenda will be announced after the item has been discussed.

The votes sent by post shall be counted as disapproving with regard to those proposals that have been presented for discussion after the votes have been cast.

REMUNERATION OF THE MEMBERS OF THE GENERAL MEETING BOARD

The remuneration of the members of the general meeting board is set by the remuneration committee as attendance fees.

In 2009, the remuneration committee awarded the members of the general meeting board the amount of €2,000, €1,500 of which to the chairman and €500

to the vice-chairman. The secretary was not awarded any remuneration as he had not been appointed when the 2009 general meeting took place.

CHANGE OF CONTROL

Galp Energia has no defensive measures in force designed to automatically cause a severe erosion of the Company's assets in case of a change of control or a change in the composition of the board of directors.

Galp Energia is not a party to any significant agreement that enters into force, is altered or terminated in the case of a change of control.

In addition, Galp Energia is not a party to any agreement with any of its board

members or senior managers, according to article 248-B, paragraph 3, of the Securities Code (CVM), providing for any indemnities for the resignation, unfair dismissal or termination of the working relationship in the wake of a change of control.



Manuel Ferreira De Oliveira presents Galp Energia's 2008 results to the shareholders.

03

MANAGEMENT AND SUPERVISORY BODIES

GALP ENERGIA'S
MANAGEMENT
AND SUPERVISORY
STRUCTURE IS CURRENTLY
COMPOSED OF
A BOARD OF DIRECTORS,
AN EXECUTIVE COMMITTEE,
AN AUDIT BOARD AND
STATUTORY AUDITORS.



BOARD OF DIRECTORS

Composition

The board of directors is currently composed of 17 members who were elected in Galp Energia's annual general meeting of 6 May 2008 for a term of three calendar years ending on 31 December 2010.

17

ELECTED MEMBERS

- The board of directors is composed of 17 members elected for a term of three calendar years.

This composition complies with the Company's articles of association, according to which the board of directors shall have between 11 and 21 members elected by the general meeting, which appoints the chairman of the board.

All non-executive directors but three meet the incompatibility rules laid down in article 414-A, paragraph 1, of the Companies Code. The three exceptions, which are described below, can be seen as a deviation to the incompatibility requirement in the aforementioned article 414-A, paragraph 1 c). However, observance of this require-

ment is only mandatory for supervisory board members.

Although he is not a member of Galp Energia's executive committee, director José António Marques Gonçalves is a member of the board of Petróleos de Portugal – Petrogal, S.A. (Petrogal) in his capacity of head of this company's engineering and project unit, including the refineries conversion's project management. Likewise, director João Pedro de Figueiredo Brito is a member of Petrogal's board of directors and has been assigned the responsibility for managing the integration of the former Iberian ExxonMobil and Eni subsidiaries, acquired in 2008, into the operations of Galp Energia España, S.A. (Galp Energia España), of whose board of directors he is also a member. In addition, Mr. João Pedro de Figueiredo Brito is also a member of the boards of directors of Galp Comercialización Oil España, S.L., Galp Distribución Oil España, S.A.U., Galp Comercialização Portugal, S.A. and Galp Energia Portugal Holdings, B.V. Also, non-executive director Luigi Spelli is a board member of Galp Exploração e Produção Petrolífera, S.A. (Galp Exploração), with responsibility for planning

Composition of the board of directors

NAME	POSITION	FIRST APPOINTMENT
Francisco Luís Murteira Nabo	Chairman	2005
Manuel Ferreira De Oliveira	Vice-chairman and chief executive officer	2006
Manuel Domingos Vicente	Non-executive director	2006
Fernando Gomes	Executive director	2005
José Marques Gonçalves	Non-executive director	2005
André Palmeiro Ribeiro	Executive director	2005
Carlos Nuno Gomes da Silva	Executive director	2007
Rui Paulo da Costa Cunha e Silva Gonçalves	Non-executive director	2008
João Pedro de Figueiredo Brito	Non-executive director	2005
Massimo Mondazzi	Non-executive director	2009
Claudio De Marco	Executive director and chief financial officer	2008
Paolo Grossi	Non-executive director	2008
Maria Rita Galli	Non-executive director	2010
Fabrizio Dassogno	Executive director	2008
Giuseppe Ricci	Non-executive director	2008
Luigi Spelli	Non-executive director	2009
Joaquim José Borges Gouveia	Non-executive director	2008

and control, LNG and new ventures. Directors Massimo Mondazzi and Luigi Spelli were appointed in the board meeting of 13 May 2009 in replacement for the previous directors Alberto Chiarini and Luigi Piro, respectively.

Director Francesco Giunti was appointed in the board meeting of 11 November to fill the vacancy left by the decease of former director Camillo Gloria.

Director Maria Rita Galli was ap-

pointed in the board meeting of 22 March 2010, to fill the vacancy left by former director Francesco Giunti.

In the board meeting of 5 August 2009, condolences were unanimously expressed for the passing of former director Camillo Gloria to whom tribute was paid for his human qualities and high standards of behavior in combination with his professional competence, leadership and interpersonal skills.

Appointment and replacement

The members of the board of directors are elected by the general meeting or appointed by the board itself, subject in the latter case to ratification by the general meeting. Their term lasts for three renewable calendar years, with the appointment year counting as a full year. The members of the board of directors take office upon their election and stay in office until their successors are elected. The chairman of the board of directors is elected by the general meeting.

Regarding the replacement of directors when they have been found to be permanently absent, as provided in article 393, paragraph 1, of the Companies Code, the articles of association stipulate that a director is considered to be permanently absent when, without an explanation which has been accep-

ted by the board of directors, they are absent from three consecutive or five non-consecutive board meetings.

The appointment and replacement of directors are referred to in the shareholder agreement described in chapter 04 of this report.



THE BOARD OF DIRECTORS
MAKES DECISIONS
ON MATTERS CONSIDERED
TO BE OF GREAT
IMPORTANCE,
SUCH AS STRATEGY
FORMULATION.

Remit

The board of directors makes decisions on matters considered to be of great importance, such as strategy formulation, corporate and organisational set-up, business portfolio, capture of synergies between departments, approval of capital expenditure items entailing high risk or cost, the determination of value-creating goals for each activity and control of the execution of critical activities.



Francisco Murteira Nabo,
chairman of the board of directors of Galp Energia.



THE MAIN ROLES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS ARE TO REPRESENT THE COMPANY, TO LEAD THE PROCEEDINGS OF THE BOARD MEETINGS AND TO SUPERVISE RELATIONS WITH THE COMPANY'S SHAREHOLDERS.

The main roles of the chairman of the board of directors, who is not a member of the executive committee, are to represent the Company, to lead the proceedings of the board meetings and to supervise relations with shareholders. The chairman of the board of directors is elected by two-thirds of the votes and a majority of the votes of category A shares, whose rights are described in chapter 03 of this report.

Notice shall be given to the chairman of the board of directors of the resolutions by the executive committee and, in particular, the proposals submitted by the executive committee to the board of directors regarding matters within the latter's exclusive decision-making preserve, so that the chairman can include them on the agenda of board meetings. The chairman shall also inform the board of directors of the resolutions of the executive committee which are particularly important and submit to the board's approval those resolutions which he considers to warrant the latter's confirmation in addition to those concerning matters that lie within the board's exclusive decision-making preserve.

The board resolutions are generally taken by a simple majority of votes cast, except for certain matters stated in the Company's articles of association, where a two-thirds supermajority is required. These are namely:

- a) The approval of strategic investments and related funding;
- b) The approval of annual budgets

and business plans and of any amendments whose effect will be an increase of 20% in a particular item or 10% in the annual budget;

- c) The approval of transactions with parties related to shareholders for any amount in excess of €20 million;
- d) The appointment of senior managers to Galp Energia or any company it controls;
- e) The issuance of bonds or other securities within the powers of the board of directors;
- f) Changes to the articles of association of companies controlled by Galp Energia.

There are also resolutions requiring the approval of two-thirds of the directors and the favourable vote of the chairman of the board of directors, namely the following:

- i. Approval of strategic divestments by Galp Energia or any company it may control;
- ii. Participation in business ventures outside Galp Energia's core activities⁽¹⁾, namely through the acquisition of equity stakes in companies whose activities lie outside Galp Energia's core activities;
- iii. Selection of strategic partners for Galp Energia's core activities;

(1) Core activities are exploration and production, refining, transportation, distribution and marketing of oil and derivative products, natural gas activities and the production and marketing of electric power.

- iv. Approval and change of Galp Energia's or its business segments' strategic plan and guidelines;
- v. Set-up of the basic management and organisational structure, including the delegation of powers by the board of directors to the executive committee or a chief executive officer and the assignment of roles to executive directors;
- vi. Boundaries of management powers for the companies controlled by Galp Energia;
- vii. Merger, break-up or liquidation of any company controlled by Galp Energia;
- viii. Signing of peer or subordinate group agreements by any company controlled by Galp Energia;
- ix. Distribution of dividends by any company controlled by Galp Energia;
- x. Matters relating to the special rights attached to category A shares.

The matters described in a, b, c, e, ii, iii, iv, v and x fall within the remit of the board of directors, which may not delegate them, as provided in the Company's articles of association. According to these articles of association, the board of directors may not make decisions about the issuance of new shares as provided in article 456 of the Companies Code.

The resolutions by the board of directors are referred to in the shareholder agreement, which is described in chapter 03 of this report.

The table below shows the main decisions made by the board of directors in 2009:

Main decisions made by the board of directors in 2009

DATE	DECISION
27 February	Approval of the first tranche, for the amount of €300 million, to fund the refinery conversion project in Sines and Matosinhos.
04 March	Approval of a 1-year commercial paper programme for the amount of €50 million.
	Approval of the set-up of a Galp Energia branch in Venezuela.
	Approval of the results of the fourth quarter and twelve months of 2008.
25 March	Approval of the 2008 annual report and accounts.
	Approval of the 2008 governance report.
13 May	Approval of a bond issue to fund ongoing capital spending and current business for an amount of up to €700 million.
	Appointment of directors Luigi Spelli and Massimo Mondazzi.
	Approval of the results of the first quarter of 2009.
	Approval of the divestment of selected businesses acquired from ExxonMobil, as required by the European Commission.
27 May	Update of the business plan and funding strategy for 2009-2013.
30 June	Approval of the second tranche, for the amount of €200 million, to fund the refinery conversion project in Sines and Matosinhos.
05 August	Approval of the results of the second quarter and first half of 2008.
28 August	Approval of the audited accounts for the first half of 2009.
	Approval of the guidelines for preparing the business plan for 2010-2014.
25 September	Approval of the early distribution of earnings for 2009 of €0.06 per share.
11 November	Approval of the results of the third quarter and nine months of 2008.
	Appointment of director Francesco Giunti.
	Set-up of a holding company for Galp Energia's natural gas distribution business, in line with the funding strategy which was approved in May.
	Approval of the updated regulation for the board of directors.
	Approval of the presentation of a binding proposal to acquire assets in the Madrid area from Gas Natural, SDG.
	Approval of the business organisational set-up in Spain after the acquisition of Eni's and ExxonMobil's companies and the integration of their businesses.
17 December	Approval of the budget for 2010.
	Approval of the Lump Sum Turn Key proposal for the conversion project of the Sines refinery.
	Approval of the acquisition by Galp Power, SGPS, S.A. (Galp Power), of 50% in Parque Eólico da Penha da Gardunha, Lda..
	Approval of the meeting schedule for the board of directors in 2010.
	Approval of the renewal of a 2-year commercial paper programme for the amount of €100 million.



IN ORDER TO AVERT POSSIBLE CONFLICTS OF INTEREST, THE GENERAL MEETING OF 6 MAY 2008 AUTHORISED THE SCOPE FOR DIRECTORS TO ENGAGE IN ACTIVITIES COMPETING WITH GALP ENERGIA'S OWN ACTIVITIES AND APPROVED THE RULES OF ACCESS TO SENSITIVE INFORMATION.

Workings

Galp Energia's board of directors shall work in accordance with the regulation it approved on 31 May 2006 in accordance with article 16 of the Company's articles of association. This regulation was updated in the board meeting of 11 November 2009.

According to the regulation in force, the board of directors shall convene at least six times per year, which is a higher frequency than the minimum – once per quarter – provided in the articles of association.

With nine physical meetings and six resolutions taken by electronic vote, the board of directors clearly exceeded the minimum requirements in 2009.

Meetings are convened in writing with five days' prior notice by the chairman of the board of directors or two directors; the notice of call shall be accompanied by the agenda of the meeting. For board meetings to be valid, the presence of the majority of its members is required.

Galp Energia has no rules about incompatibilities, either internally or related to the maximum number of positions which the members of the board of directors may accumulate. However, board members are bound by stringent rules of conduct in order to make sure that no conflicts of interest arise in the exercise of their duties.

In order to avert possible conflicts of interest, the general meeting of 6 May 2008 authorised the scope

for directors to engage in activities competing with Galp Energia's own activities and approved the rules of access to sensitive information. The main features of these rules are the following:

- Any director engaging in competing activities is barred from access to any kind of information relating to the activities of the Company in the geographical market where the competing company operates against it;
- Any director engaging in competing activities may not participate, in particular, in any decision-making process at Galp Energia where:
 - The competing company is in direct competition with Galp Energia, for instance, in tenders or concessions, either public or private, competitive bids, offers to acquire or exchange shares and bids to acquire assets or take equity stakes;
 - Galp Energia's capital expenditure or marketing strategy (including pricing and cost structures) for the competing company's geographical market is discussed.

- The ban on the director's participation in decision-making processes also covers the participation in any meeting at Galp Energia, including board meetings and executive committee meetings, where any decision is discussed about the process which the director is barred from participating in or where information is assessed which is required for that process; in these instances, the director may not be represented by another director;
- Whenever information is discussed or assessed which is related to matters deemed to be sensitive because they are linked to Galp Energia's activities in the com-

peting company's geographical market, the chairman of the board of directors or the chairman of the executive committee, as the case may be, shall classify those matters as sensitive, whenever possible in good time in advance and preferably at the time the notice of call is sent out.

In addition, it is hereby represented that no kinship exists between the members of the board of directors, or between the members of the supervisory board, or between the former and the latter or between the members of the supervisory board or the board of directors and the representative from the statutory auditors.

Executive committee

Composition

The board of directors that was elected for the 2008-2010 term has appointed an executive committee composed of six members.

According to the Company's articles of association, the executive committee shall be composed of three to seven directors – including its chairman or chief executive officer (CEO) – who are appointed by the board of directors for a term no longer than three years coinciding with the board members' own term.

Meetings are valid when the majority of executive committee members attend. According to the law and the Company's articles of association, re-

Executive committee for the 2008-2010 period

NAME	POSITION	FIRST APPOINTMENT
Manuel Ferreira De Oliveira	Chief executive officer	2006
Claudio De Marco	Chief financial officer	2008
Fernando Gomes	Executive director	2005
André Palmeiro Ribeiro	Executive director	2005
Carlos Nuno Gomes da Silva	Executive director	2007
Fabrizio Dassogno	Executive director	2008

solutions are passed by a simple majority of the attending directors.

The executive committee is responsible for the day-to-day management of Galp Energia's business in accordance with the strategic guidelines laid down by the board of directors.

Using the powers delegated by the board of directors according to the Company's articles of association,



From left to right: André Palmeiro Ribeiro, Fernando dos Santos Gomes, Manuel Ferreira De Oliveira, Claudio De Marco, Fabrizio Dassogno and Carlos Gomes da Silva.

the executive committee conducts the performance of the business units and corporate services, supervises these units, promotes synergies between the units, allocates critical resources, manages human resources, formulates the brand strategy and supervises the attainment of the goals set, establishing policies across the Company.

The chairman of the executive committee convenes and conducts the committee's meetings, ensures that its decisions are properly executed, coordinates its activities and makes sure that information flows continually to the non-executive directors.

The composition of the executive committee is referred to in the shareholder agreement, which is described in chapter 04 of this report.

Delegated powers

The board meeting of 6 May 2008 delegated the day-to-day management of the Company to the executive committee, whereby the following powers were specifically assigned:

- To manage the corporate business and take all actions required for the Company's core business operations (exploration and production,

refining, transportation and marketing of oil and derivatives, activities in the gas industry, production and marketing of electric power) that do not lie within the board of directors' exclusive decision-making preserve or otherwise exceed the powers hereby assigned;

- To represent the Company in or out of court, with the powers to abandon, relent or confess in any legal proceedings as well as agree to any arbitral awards;
- To buy, sell or, in any form, dispose of or encumber any rights, namely those relating to equity holdings and property (except for strategic investments or divestments by the Company or any companies it may control, a matter that lies within the exclusive decision-making preserve of the board of directors) but always within the scope of Company's main activities and provided the involved sums do not exceed the following limits:
 - €50 million, for items included in the plans and budgets approved by the board of directors and still in force, except for strategic investments and related funding that fall within the decision-making preserve of the board of directors;
 - The lesser between 20% of the sums in the annual budget or business plan for the item in question and 10% of the annual budget, in the case of non-strategic transactions not included in the annual budget or business plan.

- To authorise associates to execute investments within their management powers, as defined by the board of directors;
- To develop the Company's technical and administrative structure as well as its internal standards, namely on staff and their remuneration, on the basis of the resolutions of the board of directors which have set the basic organisational and management structure of the Company and the Group;
- To enlarge or reduce the scope of the Company's or the Group's operations in accordance with the plans and strategies previously approved by the board of directors and subject to the powers defined by article 18 of the articles of association;
- To change the Company's set-up, open or close branches, delegations or other forms of representation, domestically or abroad, provided these actions do not involve any alterations of the articles of association or the break-up, merger and liquidation of associates or otherwise do not include matters that, according to the Company's articles of association, are part of the exclusive decision-making preserve of the board of directors;
- To issue binding instructions to the management of associates, respecting the board of directors' resolutions concerning their management autonomy, namely in respect of:
 - The matters within Galp Energia's exclusive decision-making preserve;
- The limits of commitments and spending, whether or not they are contained in approved plans and budgets;
- The rules and procedures regarding matters that should be standardized within the Group;
- The procedures that should govern intra-Group transactions.
- To establish or terminate a major and lasting cooperation with strategic partners selected by the board of directors using its exclusive decision-making powers or other companies, in accordance with the plans and strategies previously approved by the board of directors;
- To appoint Galp Energia's representatives to the general meetings of juridical persons where Galp Energia has an equity stake or otherwise is a partner and give them the necessary instructions, except for the presentation and voting, in the general meetings of companies directly controlled by the Company, of proposals for the composition or reshuffle of their governing bodies, alteration of the articles of association and dividend distribution, which are matters that lie within the exclusive decision-making preserve of the board of directors, as laid down in the Company's articles of association;
- To appoint attorneys with the powers deemed appropriate and within the limits set by the articles of association and the relevant resolution of the board of directors.



**THE ASSIGNMENT
 OF SPECIFIC MANAGEMENT
 AREAS TO EACH OF THE
 EXECUTIVE DIRECTORS
 ENHANCES THE EFFECTIVE
 MANAGEMENT
 OF THE COMPANY
 AND THE ACHIEVEMENT
 OF SYNERGIES WITHIN THE
 BUSINESS UNITS
 AND BETWEEN THEM.**

Assignment of roles

In the meeting of the board of directors where the executive committee was elected and the delegation of powers was approved, responsibilities were attributed to the members of the executive committee and roles were assigned.

In this meeting, the board of directors also appointed the management bodies of the Galp Energia Group companies responsible for managing the Group's various businesses:

- GDP – Gás de Portugal, SGPS, S.A. (GDP) – the company responsible for the natural gas business;
- Galp Power – the company responsible for the Power business;
- Galp Energia, S.A. – the Group's corporate services company;
- The boards of directors of these companies are composed of Galp Energia's executive directors in order to reflect the approved assignment of roles and to bring the decision centres closer to each business, except for the case described in page 30 of this report.
- Petrogal – the company responsible for the Refining & Marketing business segment;
- Galp Exploração – the company responsible for the Exploration & Production business segment;

Allocation of roles

	Manuel Ferreira De Oliveira CEO	Claudio De Marco EXECUTIVE DIRECTOR (CFO)	Fernando Gomes EXECUTIVE DIRECTOR	André Ribeiro EXECUTIVE DIRECTOR	Carlos Gomes da Silva EXECUTIVE DIRECTOR	Fabrizio Dassogno EXECUTIVE DIRECTOR
Business units			Exploration & Production International Oil	Refining, Supply and Logistics	Marketing Oil	Gas & Power
Development units			Biofuels Development Unit			
Corporate services	Strategic planning Innovation development and sustainability Investors relations ⁽¹⁾ and corporate communication Human resources strategy Engineering and projects cabinet ⁽²⁾ Galp España + integration project	Legal services and company secretariat Accounting and treasury Corporate finance Information systems Corporate planning and control Investor relations ⁽¹⁾ Internal audit (coordination) Property, insurance and facilities	Institutional relations and internal communication	Health, safety and environment	Purchases Marketing Human resources	

(1) Shared responsibility.
 (2) Includes refineries conversion project.

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MEETINGS OF THE EXECUTIVE COMMITTEE IN 2009

- The powers delegated by the board of directors to the executive committee require that the latter should meet regularly.

Workings

The powers delegated by the board of directors to the executive committee require that the latter should meet regularly. In 2009, the executive committee met 47 times. The following procedural rules were approved in the meeting of the board of directors that delegated powers to the executive committee:

- The executive committee shall meet at least twice a month and, otherwise, whenever it is convened by either its chairman or two executive directors;
- The meetings are convened by the chairman of the executive committee or two executive directors with at least two days' prior notice, although they may be held at any moment with the presence or representation of all members;
- A meeting of the executive committee is valid if a majority of its members is present;
- The executive directors may be represented by other executive directors at the meetings of the executive committee by means of a letter addressed to the chairman of the executive committee.

Specialised committees

Risk management committee

The remit of the risk management committee is to propose and monitor the implementation of Galp Energia's risk management policy, which is described in detail in this chapter.

Pricing committee

The remit of the pricing committee is to define the pricing strategy and policy for liquid fuels in Portugal. This committee is composed of the management committee and an operating team. The pricing committee is composed of the chairman of the executive committee, the executive director in charge of the Distribution Oil business and the managers of specific businesses included in this unit.

Quality board

In order to align strategy with the functional management of quality matters, a quality board was created in December 2008. The remit of the board is to promote a culture of positive quality based on a solid leadership and committed to achieving a strategic vision of quality. This board is composed of the chairman of the executive committee, who also is its chair, the executive director in charge of quality, the manager responsible for the corporate service environment, quality and safety, the manager of corporate quality, as secretary, and first-line department managers appointed by the executive director.



A QUALITY BOARD
WAS CREATED
IN DECEMBER 2008.
THE REMIT OF THE BOARD
IS TO PROMOTE
A CULTURE
OF POSITIVE QUALITY.

Committee for verification of compliance with the code of ethics

The code of ethics, which was launched in July 2009, aims to provide guidance on the personal and professional conduct of all Galp Energia employees and regulate relationships between colleagues, shareholders,

clients, suppliers and representatives of the communities with which the Galp Energia Group interacts. This committee is composed of three first-line managers appointed by the executive committee in order to ensure the implementation of the code as well as its interpretation and clarification of doubts or omissions.

Biographies of the members of the board of directors

The biographies of the members of the board of directors, including their professional qualifications, main professional activities in the last five years and positions held in Galp Energia group companies or other companies at 31 December 2009 are appended to this report.

Number of shares owned by members of the board of directors

At 31 December 2009, the current members of the board of directors owned, according to article 447 of the Companies Code, the following Galp Energia shares:

MEMBERS OF THE BOARD OF DIRECTORS	TOTAL NUMBER OF SHARES AT 31.12.2008	ACQUISITION			DISPOSAL			TOTAL NUMBER OF SHARES AT 31.12.2009
		DATE	NUMBER OF SHARES	PRICE (€/SHARE)	DATE	NUMBER OF SHARES	PRICE (€/SHARE)	
Francisco Luís Murteira Nabo	-	-	-	-	-	-	-	-
Manuel Ferreira De Oliveira	85,640	-	-	-	-	-	-	85,640
Manuel Domingos Vicente	-	-	-	-	-	-	-	-
Fernando Manuel dos Santos Gomes	3,900	-	-	-	05.05.2009	2,000	10.951	1,900
José António Marques Gonçalves	42,700	09.07.2009	2,960	9.270	-	-	-	45,660
André Freire de Almeida Palmeiro Ribeiro	950	-	-	-	-	-	-	950
Carlos Nuno Gomes da Silva	11,110	-	-	-	08.04.2009	8,700	9.373	2,410
Rui Paulo da Costa Cunha e Silva Gonçalves	-	-	-	-	-	-	-	-
João Pedro Leitão Pinheiro de Figueiredo Brito	-	-	-	-	-	-	-	-
Massimo Mondazzi	-	-	-	-	-	-	-	-
Claudio De Marco	-	-	-	-	-	-	-	-
Paolo Grossi	-	-	-	-	-	-	-	-
Maria Rita Galli	-	-	-	-	-	-	-	-
Fabrizio Dassogno	-	-	-	-	-	-	-	-
Giuseppe Ricci	-	-	-	-	-	-	-	-
Luigi Spelli	-	-	-	-	-	-	-	-
Joaquim José Borges Gouveia	-	-	-	-	-	-	-	-

Remuneration

According to the articles of association, the remuneration payable to members of the board of directors may have a fixed and a variable component. Under the articles of association, the combined variable remuneration may not exceed 0.5% of net profit for the year.

The remuneration of the members of the board of directors is set by a remuneration committee, described in detail in this chapter.

In 2009, total remuneration of Galp Energia's non-executive directors was set by the remuneration committee at €2,148,690.

Galp Energia's non-executive directors with no executive role in other group companies were not entitled to variable remuneration.

In 2009, total remuneration of Galp Energia's executive directors was set

by the remuneration committee at €4,148,840.

In addition, the executive directors with their permanent residence outside the area where the Company's head office is located were entitled to a monthly rent/travel allowance of €3,000.

The individual remuneration for financial 2009 set by the remuneration committee for the members of the board of directors in office in 2009 is detailed in the table below. It should be emphasised that the variable remuneration awarded in 2009 relates to 2008.

Remuneration of the members of the board of directors (€)

NAME	POSITION	FIXED REMUNERATION	RETIREMENT SAVINGS PLAN	VARIABLE REMUNERATION (2008)	TOTAL REMUNERATION
Francisco Luís Murteira Nabo	Chairman	210,000	-	-	210,000
Manuel Ferreira De Oliveira	Vice-chairman and chief executive officer	1,069,600	267,400	236,840	1,573,840
Manuel Domingos Vicente	Non-executive director	42,000	-	-	42,000
Fernando Manuel dos Santos Gomes	Executive director	350,000	87,500	77,500	515,000
José António Marques Gonçalves	Non-executive director	425,600	106,400	94,240	626,240
André Freire de Almeida Palmeiro Ribeiro	Executive director	350,000	87,500	77,500	515,000
Carlos Nuno Gomes da Silva	Executive director	350,000	87,500	77,500	515,000
Rui Paulo da Costa Cunha e Silva Gonçalves	Non-executive director	42,000	-	-	42,000
João Pedro Leitão de Figueiredo Brito	Non-executive director	350,000	87,500	77,500	515,000
Massimo Mondazzi	Non-executive director	22,750	-	-	22,750
Claudio De Marco	Executive director (CFO)	350,000	87,500	77,500	515,000
Paolo Grossi	Non-executive director	42,000	-	-	42,000
Francesco Giunti	Non-executive director	5,950	-	-	5,950
Fabrizio Dassogno	Executive director	350,000	87,500	77,500	515,000
Giuseppe Ricci	Non-executive director	42,000	-	-	42,000
Luigi Spelli	Non-executive director	218,750	54,688	-	273,438
Joaquim José Borges Gouveia	Non-executive director	42,000	-	-	42,000
Alberto Chiarini	Non-executive director	19,250	-	-	19,250
Camillo Gloria	Non-executive director	24,500	-	-	24,500
Luigi Piro	Non-executive director	131,250	32,813	77,500	241,563

Notes: Directors José António Marques Gonçalves, João Pedro Leitão de Figueiredo Brito, Luigi Piro and Luigi Spelli did not receive any additional remuneration for their executive roles in other Galp Energia group companies. Directors Massimo Mondazzi and Luigi Spelli were appointed in the meeting of the board of directors of 13 May 2009 in replacement for Alberto Chiarini and Luigi Piro, respectively. Director Francesco Giunti was appointed in the meeting of the board of directors of 11 November 2009 to fill the vacancy left by the decease of Camillo Gloria.

The parameters for calculating the variable remuneration were set by the remuneration committee. Payment of the variable remuneration was made to the extent goals for each variable were attained.

Galp Energia has no bonus or profit-sharing schemes. Therefore, no bonuses or remunerations were paid in 2009 in the form of profit sharing.

Executive and non-executive directors with executive roles in Galp Energia group companies are entitled to contributions to a retirement plan under a so-called PPR (retirement savings plan). The remuneration committee has set this contribution at 25% of annual gross remuneration. This is the only complementary retirement plan or early retirement plan currently in force for Galp Energia's directors.

The amount of the contributions is calculated annually for each executive director and adjusted proportionally for the actual time worked in the year.

Directors Manuel Ferreira De Oliveira, Fernando Manuel dos Santos Gomes, Carlos Nuno Gomes da Silva, Luigi Spelli, Claudio De Marco and Fabrizio Dassogno, whose residence is not located in the area of the Company's head office, are paid a monthly rent/travel allowance of €3,000.

Director Luigi Piro also received the allowance when he was a non-executive director as his situation made him eligible for it.

Under the current policy, the remuneration paid to Galp Energia directors includes all remuneration due for executive roles at Galp Energia Group companies.

No compensation was paid or due to former executive directors for the early termination of their term in 2009.

Galp Energia has currently no share grant or stock option plans or any other incentive schemes tied to shares.

In case of early termination of an executive director's term, no compensation has been agreed exceeding the double of the fixed monthly remuneration.



Galp Energia's head offices in Lisbon.

SUPERVISORY BODY

Galp Energia's current supervisory model consists of a supervisory board and a firm of statutory auditors.



Supervisory board

Composition

The supervisory board is composed of three standing members and a deputy member who are elected by the general meeting of shareholders. The members may not be directors of the Company or otherwise be subject to the incompatibilities in article 414-A of the Companies Code.

According to the law, all members of the supervisory board shall be in a compatibility situation as provided in article 414-A of the Companies Code. In addition, at least one of the members of the supervisory board shall have an academic degree which is suited for the role and a good command of auditing or accounting. The majority of the board's members shall be independent, meaning they (i) may have no links with any specific interest groups in the Company or (ii) be in a situation that might affect their independent judgement, namely because:

- They hold title – or represent major shareholders with title – to 2% or more of the Company's shares;
- They have been re-elected for more than two terms, whether consecutive or not.

The supervisory board was elected in the annual general meeting of 6 May

2008 for the 2008-2010 term, ending on 31 December 2010.

All members of the supervisory board fulfil the incompatibility rules of article 414-A, paragraph 1, of the Companies Code as well as the independence criteria of article 414, paragraph 5, of the Companies Code.

Remit

In accordance with article 19 of the Company's articles of association, the remit of the supervisory board includes proposing to the general meeting the appointment of a statutory auditor or firm of statutory auditors, appointing or dismissing the external auditors, setting their remuneration, overseeing the preparation and disclosure of financial information and the certification of the Company's accounts and verifying the independence of the statutory auditor or firm of statutory auditors, namely with regard to the provision of additional services.

The supervisory board shall make sure an independent external auditor is appointed among internationally renowned accountancy firms. The external auditor shall, without restricting the duties of either the supervisory board or the firm of statutory auditors, audit Galp Energia's annual accounts and other accounting documents. The supervisory board, which is the first

ALL MEMBERS
OF THE SUPERVISORY
BOARD MEET THE
INCOMPATIBILITY RULES
AND INDEPENDENCE
CRITERIA PROVIDED
IN THE LAW.

recipient of the reports of the external auditors, evaluates the external auditor's performance on an annual basis by critically reviewing their reports.

The remit of the supervisory board as well as its rights and obligations are defined in its regulation.

Workings

The supervisory board shall convene at least once every quarter and every time its chairman convenes it. The board shall report its findings to both the board of directors and the general meeting. The structure and workings of this governing body are set out in its regulation, which is available on www.galpenenergia.com.

In 2009, the supervisory board met 11 times and the minutes for the meetings were drawn up.

Remuneration

In 2009, the overall remuneration of the members of the supervisory board, set by the remuneration committee, amounted to €92,400. The chairman received €42,000 and each of the other members received €25,200. The deputy member did not receive any remuneration.

Biographies of the members of the supervisory board

The biographies of the members of the supervisory board, including their professional qualifications, their main professional activities in the last five years and the positions held in Galp Energia Group companies at 31 December 2009 are appended to this report.

Shares of Galp Energia held by members of the supervisory board

At 31 December 2009, the current members of the supervisory board did not own, according to article 447 of the Companies Code, any shares of Galp Energia.

Composition of the supervisory board for the 2008-2010 term

NAME	POSITION	FIRST APPOINTMENT
Daniel Bessa Fernandes Coelho	Chairman	2006
José Gomes Honorato Ferreira	Member	2006
José Maria Rego Ribeiro da Cunha	Member	2006
Amável Albreto Freixo Calhau	Deputy	2006

The supervisory board was elected by shareholders on 6 May 2008 for the 2008-2010 term, which ends on 31 December 2010.

Statutory auditors

Composition

According to Galp Energia's articles of association, a statutory auditor or a firm of statutory auditors shall be proposed to the general meeting by the supervisory board, of which it may not be part.

On the supervisory board's proposal, the Company's shareholders elected in the general meeting of 6 May 2008 for the 2008-

2010 term, pursuant to article 420, paragraph 2 b), of the Companies Code and in accordance with article 19, paragraph 4, of Galp Energia's articles of association, P. Matos Silva, Garcia Jr, P. Caiado & Associados, SROC, whose head office is at Rua Luciano Cordeiro, n.º 113 – 6.º esq., 1150-214 Lisboa, member n.º 44 of the Portuguese Institute of Statutory Auditors and member n.º 1054 of CMVM, represented by Pedro

João Reis de Matos Silva, member n.º 491 of the Portuguese Institute of Statutory Auditors as standing members. António Campos Pires Caiado, member n.º 588 of the Portuguese Institute of Statutory Auditors, whose business address is Campo Grande, n.º 382-B – 3.ºD, 1700-097 Lisboa, was appointed as a deputy member.

Remit

The remit of the firm of statutory auditors is to perform all checks and ve-

rifications towards auditing and certifying the Company's accounts as well as exercise other powers and rights conferred by law.

Remuneration

In 2009, the firm of statutory auditors was remunerated according with the standard terms for similar services following an agreement for the provision of services which carried a consideration of €105 thousand in 2009.

RISK MANAGEMENT AND CONTROL SYSTEM

As an oil operator, Galp Energia is exposed to several risks, namely market risks, operations risks, compliance risks and risks related to treasury, credit and insurance.

The Company has implemented policies and procedures to measure, manage and follow its risk exposure. The purpose of the risk management policy is to help business units to achieve their goals by monitoring the impact of risk variables on earnings. At a first stage, the risk management policy aims to optimise natural hedges within and between business units. At a second stage, Galp Energia identifies residual market risk likely to affect expected earnings or certain items of the balance sheet and reviews it in an integrated fashion, taking into account correlations, if any, between exogenous variables that may have an impact on net operating income.

Galp Energia's corporate risk management policy is set by the board of

directors. This policy sets objectives and procedures and allocates responsibilities for risk management in the Company. The risk management committee includes two members from the executive committee and several other representatives from the corporate finance department, the Refining & Marketing business segment and the supply of natural gas. The risk management committee establishes the mechanics for implementing the corporate risk management policy and submits it to the executive committee for approval. The results are evaluated monthly by the corporate unit that is responsible for all the business units. The risk management committee may amend the corporate risk management policy within the guidelines set by the board of



THE RISK MANAGEMENT COMMITTEE MAY AMEND THE CORPORATE RISK MANAGEMENT POLICY WITHIN THE GUIDELINES SET BY THE BOARD OF DIRECTORS.



ONE OF THE SUPERVISORY BOARD'S DUTIES IS TO AUDIT THE EFFECTIVENESS OF THE RISK MANAGEMENT SYSTEM.

directors or propose a new strategy at any time, if appropriate. The implementation of the commodities risk management is executed at the business segment level. Interest rate exposure, currency risks and other financial risks are managed by the Company's central corporate finance and corporate treasury departments. In addition, Galp Energia has separate policies relating to treasury, insurance, environmental, health and safety and information technology risk management.

One of the supervisory board's duties is to audit the effectiveness of the risk management system, the internal control system and the internal audit system as well as to evaluate the system's performance and its internal procedures on an annual basis. The supervisory board sends to the executive committee the recommendations deemed relevant.

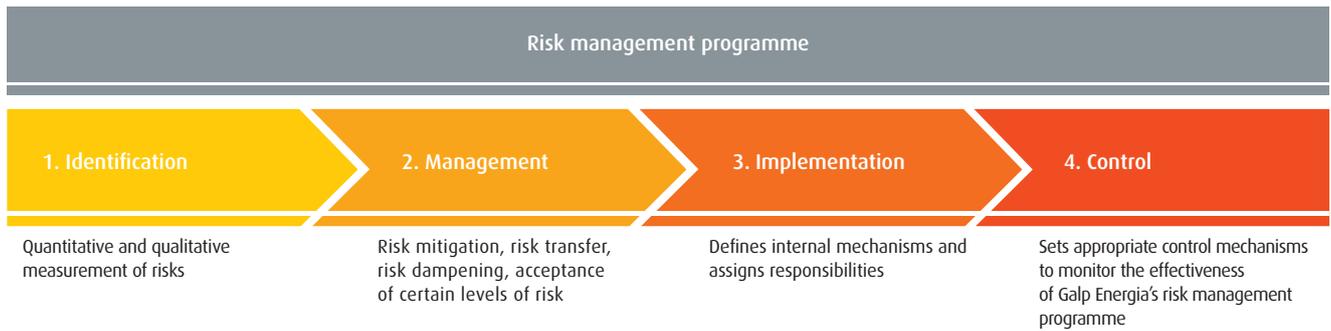
The supervisory board also has the duty of overseeing the adoption by the Company of principles and policies for identifying and managing

the main financial and operations risks linked to Galp Energia's activities as well as the implementation of measures designed to monitor, control and disclose these risks.

Galp Energia's 2009 annual report and accounts includes a summary of the various risks affecting the Company's businesses, earnings and financial situation.

The process of disclosing Galp Energia's financial information is monitored by the management and supervisory bodies as well as the business units and corporate services. The investor relations and corporate communications department prepares the documents for presentation of financial information to the capital markets based on information provided by the business units, accounting and treasury and the corporate planning and control departments. Prior to their disclosure, these documents are sent to the management and supervisory bodies. In this manner, all documents containing financial information are approved by these two bodies prior to their disclosure.

Implementation of a risk management programme



The purpose of introducing a risk management programme is to keep the risk linked to certain activities below levels that are acceptable to Galp Energia.



Galp Energia's head offices in Lisbon.

REMUNERATION COMMITTEE

In accordance with the articles of association, the remuneration of the members of the governing bodies is set by a remuneration committee composed of representatives of three shareholders, elected by the general meeting for a three-year term ending on 31 December of the third year.

The articles of association also establish the incompatibility between the positions of member of the board of directors or member of the supervisory board and the position of member of the remuneration committee.

Like the members of the board of directors and the supervisory board, the members of the remuneration committee stay in office until the general meeting elects their successors.

The current members of the remuneration committee, who were appointed by the general meeting of

6 May 2008 for the 2008-2010 term, are the following:

Chairman: CGD, represented by António Maldonado Gonelha;

Member: Eni, represented by Maurizio Cicia;

Member: Amorim Energia, B.V. (Amorim Energia), represented by Américo Amorim.

No member of the remuneration committee or their spouses, direct-line or third-degree relatives is part of the management body.

In 2009, the remuneration committee met once.



THE REMUNERATION COMMITTEE IS COMPOSED BY REPRESENTATIVES OF THE THREE MAJOR SHAREHOLDERS.

CODES OF CONDUCT AND INTERNAL REGULATIONS

The Company status as a listed company, coupled with growing attention to ethical issues, prompted a reappraisal of established rules and codes.

The change in procedures aims to ensure, in a clear and efficient way, full independence between governing bodies and between these and the Company as well as ensure the professional and personal integrity of the members of these bodies.

To this end, a code of ethics was approved in July 2009 with the purpose to provide guidance on the personal and professional conduct of all Galp Energia employees as well

as to regulate the relations between colleagues, shareholders, clients, suppliers and representatives of the communities with which the Galp Energia Group interacts, namely those relating to the governing bodies.

The regulation of the board of directors provides for rules regarding the access to price-sensitive information by directors who engage in activities competing with the Company's own activities.

WHISTLEBLOWING POLICY

In accordance with CMVM's recommendations, Galp Energia has developed several mechanisms designed to ensure good management practices in group companies.

Among these mechanisms there is the prevention of improper acts or even irregularities, which may be committed by employees.

In case the prevention of such acts is not successful, their early detection is pursued in order to avoid serious situations that may damage the Company, the Group, its shareholders or employees.

In accordance with the market regulator's Regulamento da CMVM nº 1/2007, Galp Energia provides a channel whereby any employee can report, directly or confidentially, their knowledge of any irregularity or illegal practice within the Company.

It is part of the supervisory board's remit to receive the notices of

irregularities reported by shareholders, employees or others as well as to inform the board of directors and the general meeting of any irregularity detected and the procedures followed for their confirmation. The supervisory board shall also record in writing all checks, audits and notices it has received, actions taken and the procedures in place for remedying the detected irregularities.

The guarantee of confidentiality does not exempt the participant's identification, according to the healthy principle of responsibility in providing information.

Any employee may not only freely communicate his worries or suspicions of improper or possibly illicit behaviour but also facilitate its early detection, thereby impeding its consummation and avoiding damage to the Company, the Group, its shareholders, clients or other employees.

Galp Energia guarantees that the employee reporting the practice of any irregularity or simply a suspicion will not be exposed to any retaliation or disciplinary action, unless eventually proven that the employee acted in bad faith.



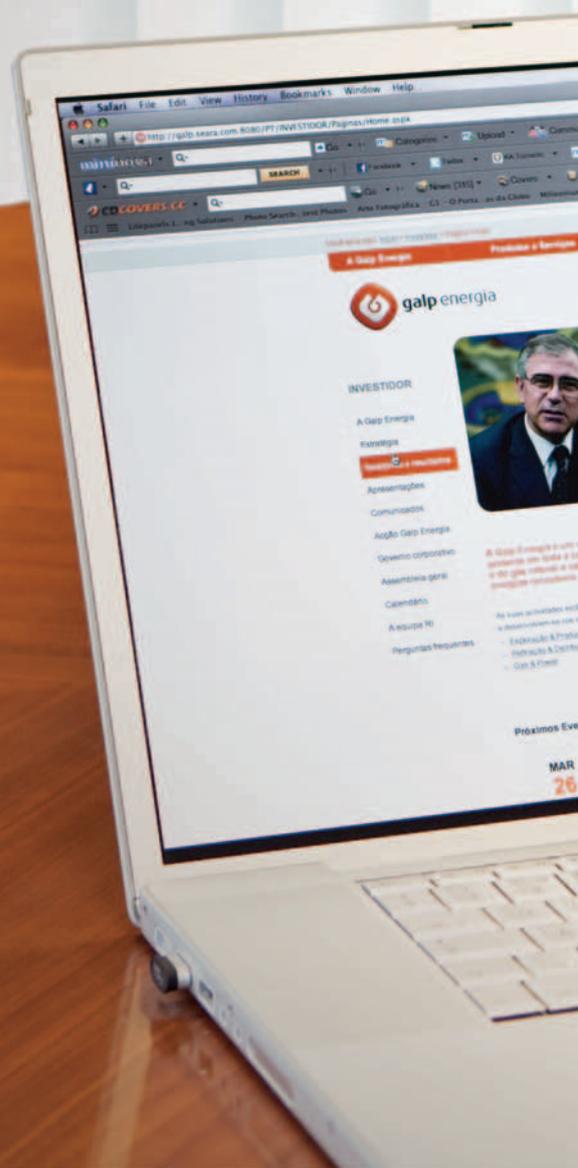
Galp Energia's employees at a working meeting.

04

ADDITIONAL INFORMATION

IN 2009 WE WERE AWARDED SEVERAL PRIZES RELATED TO THE QUALITY OF DISCLOSURES TO CAPITAL MARKETS.

AT GALP ENERGIA, WE KNOW HOW IMPORTANT THE QUALITY OF DISCLOSURES IS, PARTICULARLY TO RETAIL SHAREHOLDERS.



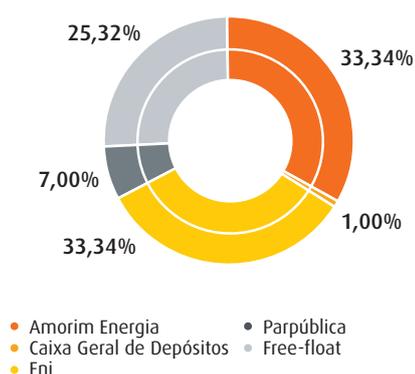


GALP ENERGIA IN THE EQUITY MARKETS

The unchanged major holdings in 2009 gave stability to the Galp Energia shareholder base in a year when international institutional investors, primarily from the United Kingdom, raised their holdings in the Company.

Description of main shareholders

Shareholder structure at 31 December 2009



Amorim Energia has its head office in the Netherlands and its shareholders are Power, Oil & Gas Investments BV (30%), Amorim Investimentos Energéticos SGPS S.A. (20%), Oil Investments BV (5%) and Esperaza Holding BV (45%). Whereas the three first companies are directly or indirectly controlled by Portuguese investor Américo Amorim, the last one is controlled by Sonangol, E.P., Angola's state-owned oil company.

Eni is an Italian energy operator listed on the Milan Stock Exchange and the NYSE in New York. Eni is present in over 70 countries in Exploration & Production, Refining & Marketing, Gas & Power, Petrochemicals & Engineering Services and Construction & Drilling. At 31 December 2009, Eni had a market capitalization of €71 billion.

Caixa Geral de Depósitos (CGD) is Portugal's largest credit institution and is wholly-owned by the Portuguese state.

Parpública is a vehicle for the Portuguese state's equity holdings in a number of companies.

Shares freely traded on the market at the end of 2009 accounted for approximately 25% of the total. The largest portion – around 80% of this free float or 20% of the total – was held by institutional investors. Retail investors owned 5% of Galp Energia, in line with what was the case a year earlier.

Major holdings at the end of 2009

SHAREHOLDERS	NUMBER OF SHARES	% VOTES
Amorim Energia	276,472,161	33.34%
CGD	8,292,510	1.00%
Eni	276,472,161	33.34%
Parpública	58,079,514	7.00%
Others shareholders	209,934,290	25.32%
Total	829,250,635	-

Major holdings were calculated in accordance with article 20 of the Securities Code (CVM). Pursuant to this article, paragraph 1 c), voting rights attached to the shares held by each one of the parties to the shareholder agreement are reciprocally assigned to the other parties. Consequently, according to the law, Galp Energia is deemed to be jointly controlled by the shareholders who are parties to the shareholder agreement, that is, Amorim Energia, CGD and Eni.

Information to shareholders

Number of shares

Galp Energia's capital is evidenced by 829,250,635 common shares. At 31 December 2009, Galp Energia had no treasury shares.

Share trading

Except for the shares held by Parpública and the holdings covered by the shareholder agreement between Amorim Energia, CGD and Eni, the Galp Energia stock is freely traded on the market.

From the 829,250,635 shares that evidence Galp Energia's share capital, 771,171,121 shares are listed for trading on NYSE Euronext Lisbon. The shares that are indirectly owned by the Portuguese state through Parpública (40,000,000 A shares and 18,079,514 B shares) are not listed for trading although they are registered with Eurolist by Euronext Lisbon.

The Galp Energia stock is part of several indices, namely PSI-20, Dow Jones STOXX 600, Dow Jones Europe STOXX Oil & Gas (SXEP), Euronext 100, FTSE World Oil & Gas, MSCI Euro Index and the newly created NYSE Euronext Iberian Index, which brings together the twenty most traded shares on the Madrid Stock Exchange and the ten most traded shares on NYSE Euronext Lisbon.

Description of the shares

There are two categories of Galp Energia shares: 40,000,000 shares of category A, which represent 4.8% of the share capital, and 789,250,635 shares of category B, which represent 95.2% of the share capital.

Category A shares carry the following special rights:

- The election of the chairman of the board of directors must be approved by a majority of the votes cast by category A shareholders;
- Any resolutions that authorise the signing of peer or subordinate group agreements or may jeopardise the safe supply of oil, gas, electricity or their derivatives to the country may not, either at the first or the second call, be approved against the majority of votes cast by category A shareholders;
- Any resolutions about matters under the special rights inherent to category A shares may only be approved if they are supported by the majority of votes cast by category A shareholders.

Share transferability

Shares in Galp Energia are freely transferable according to the law and there are no provisions in the company's articles of association hindering transferability.

Share transferability is referred to in the shareholder agreement, described in this chapter.



Galp Energia's shareholder base is geographically diversified.

25%
OF THE TOTAL SHARES
FREELY TRADED ON THE MARKET

- Shares freely traded on the market at the end of 2009 accounted for approximately 25% of the total.

Codes and tickers of the Galp Energia share

ISIN	
Symbol: GALP (type B)	PTGAL0AM0009
Portuguese state shares (type A)	PTGALSAM0003
Portuguese state shares (type B)	PTGALXAM0006
Sedol	
	B1FW751
WKN	
	A0LB24
Bloomberg	
	GALP PL
Reuters	
	GALP.LS

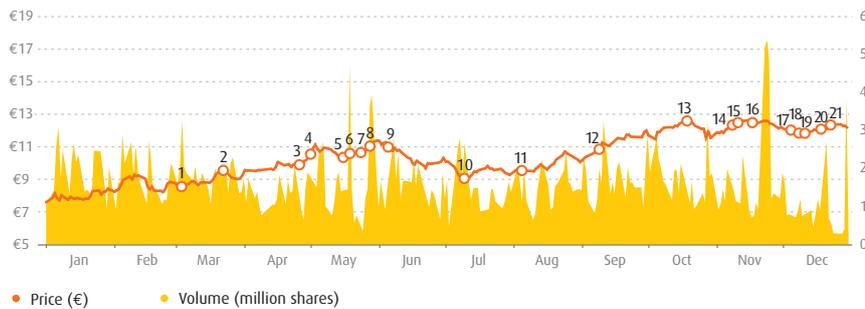
Performance of the Galp Energia share

Comparison with the SXEP and the PSI-20 in 2009



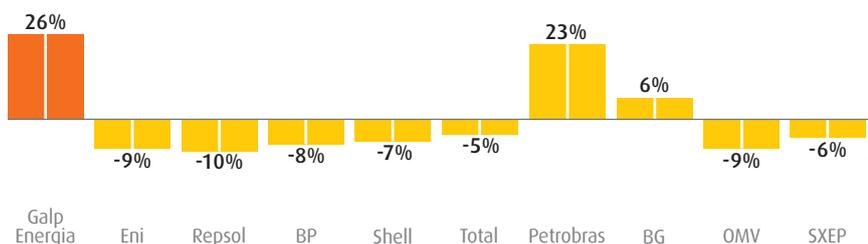
Source: Bloomberg

The Galp Energia performance in 2009



Source: Bloomberg

Annualised price gains between 23 October 2006 and 31 December 2009



Source: Bloomberg
Note: Price in euros.

How the share performed in 2009

At 31 December 2009, Galp Energia had a market capitalisation of €10,017 million, which was in clear progression in comparison with the €5,954 million a year earlier. The stock gained 68% in the year, thereby outperforming the SXEP, the European index for the oil and gas sector, and the PSI-20, the Portuguese equity market's benchmark index.

In 2009, 414 million Galp Energia shares were traded, the equivalent of 50% of the Company's share capital or, even more importantly, 2.0 times its free float. This volume evidenced the liquidity of the share on Euronext Lisbon, one of the most liquid stocks in the PSI-20. Average daily traded volumes declined to 1.6 million shares (2.5 million shares in 2008), as the total number of shares traded fell by 36%. In 2009, 576 thousand transactions were closed, that is, a daily average of 2,251 transactions. The share price peaked at €12.65 on 20 October and had its lowest level, €7.22, on 2 January 2009.

At the end of 2009, the Galp Energia stock had gained 108% in comparison with the IPO price in October 2006. As shown in the graph below, the stock's annualised gain in this period outperformed a group of peers, a trend that was already noticeable in 2008.

Main events in 2009

EVENT	DATE
1• Earnings release for the fourth quarter and 12 months of 2008	04 March
2• Approval of the annual report and accounts of 2008	25 March
3• Annual general meeting	27 April
4• Start-up of extended well tests in the Tupi field	01 May
5• Earnings release of the first quarter 2009	13 May
6• Close of a €700 million funding facility	14 May
7• Ex-dividend date for the payment of the second dividend for financial 2008	20 May
8• Announcement of the funding strategy	27 May
9• New well confirms the existence of light oil in Tupi	04 June
10• Close of the second funding tranche for the refinery conversion project for a total amount of €500 million	10 July
11• Earnings release for the second quarter and first half of 2009	05 August
12• Oil production starts at the Tömbua-Lândana field in Angola	09 September
13• Ex-dividend date for the payment of the first dividend relating to financial 2009	19 October
14• Earnings release for the third quarter of 2009	11 November
15• Drilling of fourth well confirms Tupi's potential	12 November
16• Test in the Tupi area confirms high productivity	18 November
17• Sale of businesses acquired from ExxonMobil	04 December
18• Participation in a FLNG project in the Brazilian pre-salt	07 December
19• Formation tests confirm Iara's potential	08 December
20• Lump Sum Turn Key contract is signed with Técnicas Reunidas for the refinery conversion project in Sines	18 December
21• Acquisition of distribution assets and related marketing activities from Gas Natural in the Madrid region	19 December

414

MILLION SHARES

- In 2009, 414 million Galp Energia shares were traded, the equivalent of 50% of the Company's share capital or, even more importantly, 2.0 times its free float.

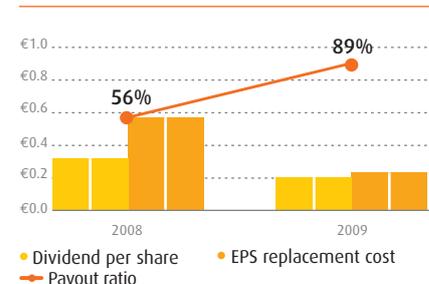
DIVIDEND POLICY

Galp Energia announced in 2009 a revision of its dividend policy for 2009-2013. This change followed from the funding strategy announced in May, which favours capital conservation as a way of enabling the execution of transformational capital expenditure.

The new policy aims to pay €0.20 per share in annual dividend, subject to general meeting approval. An interim dividend of €0.06 in respect of 2009 was paid in the year in accordance with articles 32, 33 and 297 of the Companies Code.

In 2010, the board of directors aims to propose to the annual general meeting scheduled for 26 April a dividend of €0.20/share in respect of financial 2009, which equates to a dividend yield of 1.7% on the basis of the share price at 31 December 2009.

Dividend and earnings per share (€/share)



Source: Galp Energia

Note: Earnings per share on a replacement cost basis.

SHAREHOLDER AGREEMENT

The shareholder agreement between Amorim Energia, CGD and Eni (the Parties), Galp Energia's core shareholders, regulates some of the main features of the Company's governance.

Signed on December 2005 and period. The shareholder agreement enforced in March 2006, this governs the following matters: agreement is valid for an eight-year

Temporary restriction on the transfer of shares

The Parties have committed to maintaining their equity stake in Galp Energia until 31 December 2010 (the lock-in period), although they may sell their holdings in the following stances:

- Deadlock situations as detailed below;
- Change of control as detailed below;
- Default on the shareholder agreement as detailed below.

Each Party undertakes, except in the above stances, not to increase

beyond 33.34% its stake in Galp Energia in the lock-in period. If Amorim Energia is the seller, CGD has the right, before the other Parties, to buy the shareholding offered for sale or to appoint a third Party meeting the requirements outside in CGD's preference rights below.

Sale of shares

After 1 January 2011 – when the lock-in period has elapsed – the Parties may only sell their holdings in one single block. The other Parties will have either a pre-emptive right to buy or a tag-along right to join, on the same terms, a sale to a third party.

If Amorim Energia is the seller, CGD will have the preferential right to acquire, wholly or partly, before any other Party, the shares offered for sale by Amorim Energia or, alternatively, to appoint a third Party (that shall meet the requirements outlined in "CGD's preference right" below) to buy the shares.



THE SHAREHOLDER AGREEMENT BETWEEN GALP ENERGIA'S CORE SHAREHOLDERS IS VALID UNTIL MARCH 2014.

In all other sales, or in case CGD does not exercise its aforementioned right, the shares of the selling Party shall be distributed equally to the Parties exercising their preference right, regardless of each Party's respective holding in Galp Energia.

CGD's preference right

In the instances when Amorim Energia should intend or be forced to sell shares in Galp Energia while the shareholder agreements is in force, CGD shall have the preference to acquire these shares or to appoint a third Party for that purpose. The other Parties may only exercise their preference or acquisition right if, and to the extent, CGD will not exercise its preferential right nor appoint a third Party for that end.

Any third party appointed by CGD shall cumulatively fulfil the following requirements:

- It shall not be a controlling shareholder or be part of the same group of companies as: (i) CGD, (ii) any public-sector entities, (iii) any companies whose share capital is exclusively owned by the state or (iv) any state-owned enterprises;
- It shall not be a company operating in the energy sector; and

- It shall enter into the existing Shareholder Agreement, taking over the rights and obligations of the selling party.

Except for a sale by Eni, CGD's exercise of the preference rights arising from the Shareholder Agreement may not result in the Portuguese state or any other related parties holding shares that account for more than 33.34% of the share capital of Galp Energia.



THE MEMBERS
OF THE GENERAL MEETING
COMMITTEE SHALL BE
ELECTED OR APPOINTED,
AS THE CASE MAY BE,
UPON AGREEMENT
BETWEEN THE PARTIES.

Composition of governing bodies

General meeting committee and company secretary

The members of the general meeting committee and the company secretary shall be elected or appointed, as the case may be, upon agreement between the Parties, among independent professionals with the required qualifications and experience.

Composition of the board of directors and the executive committee

Current mandate (2008 – 2010)

Exclusively in 2008-2010 term, the board of directors shall have 17 members, six of which shall compose the executive committee.

CGD has the right to appoint a director who will always be the chairman of the board of directors and the director appointed by the state, in its capacity

as category A shareholder. Both Amorim Energia and Eni shall have the right to appoint seven directors. Amorim Energia, Eni and CGD will together appoint a director: in case of failure to reach agreement, this director shall be appointed by a majority vote among the three entities, provided CGD's favourable vote can be obtained.

Amorim Energia and Eni shall – subject to CGD's approval, which shall not be withheld on CGD's approval, which shall not be withheld on unreasonable grounds – jointly appoint the chief executive officer (CEO).

The executive committee shall have the following composition: the chairman shall be the CEO and Amorim Energia and Eni shall separately appoint two directors each. Amorim Energia and Eni shall jointly appoint the sixth director from the directors appointed separately by Amorim Energia and Eni as described above.

In case a director is appointed pursuant to the article 392 of the Companies Code, they shall replace the director who has been jointly appointed by Amorim Energia, CGD and Eni. Notwithstanding, the Parties shall be bound to cast their votes in a concerted manner.

Subsequent mandates

The board of directors shall have fifteen members, five of which shall also be members of the executive committee. CGD has the right to appoint a director who will always be the chairman of the board of directors and the director appointed by the state, in its capacity as category A shareholder.

Both Amorim Energia and Eni shall have the right to appoint six directors. Amorim Energia, CGD and Eni will together appoint a director. In case of failure to reach agreement, this director shall be appointed by a majority vote among the three entities, provided CGD's favourable vote can be obtained.

Amorim Energia and Eni shall – subject to CGD's approval, which shall not be withheld on unreasonable grounds – jointly appoint the chief executive officer (CEO). The executive committee shall have the following composition: the chairman shall be the CEO and Amorim Energia and Eni shall separately appoint two directors each.

In case a director is appointed pursuant to the article 392 of the Companies Code, they shall replace the director who has been jointly appointed by Amorim Energia, CGD and Eni. Notwithstanding, the Parties shall be bound to cast their votes in a concerted manner.

The Parties may agree to increase the number of directors to nineteen, in which case both Amorim Energia and Eni shall have the right to appoint an additional director each. The other two directors shall be independent and appointed by Eni and Amorim Energia.

Auditing and supervision

The shareholder agreement provides for Galp Energia to have a supervisory board composed of three members and a statutory auditor or firm of statutory auditors.

Eni, Amorim Energia and CGD shall jointly propose a member and its deputy for the supervisory board and both shall be statutory auditors and independent. Both Amorim Energia and Eni shall have the right to propose an independent member. CGD shall have the right to decide which one of the directors separately appointed by Amorim Energia and Eni will be the chairman of the supervisory board.

The statutory auditor or firm of statutory auditors shall be recommended to the general meeting by the supervisory board. The supervisory board shall hire the services of an independent external auditor, who shall be selected among internationally renowned accoun-

tancy firms. In parallel with the supervisory board's and the statutory auditors' roles, the external auditors shall verify Galp Energia's accounts and other annual accounting documents.

Dismissal

The Parties have agreed that a member of a governing body who has been appointed by one of the parties may be dismissed by that party, which will be responsible for any costs arising from that action. In the cases where a member of a governing body has been jointly appointed by the Parties, the Parties may agree their dismissal and shall be responsible for any costs following from that dismissal.

Board resolutions

Approval of the following matters requires a at least two-thirds majority by the members of the board of directors:

- Strategic investments and related funding;
 - Annual budgets and business plans and any changes thereto as well as any resolutions that are not contained in the mentioned documents or exceed by more than 20% the amount of a given item or by more than 10% the amount of the annual budget;
 - Transactions in excess of €20 million with parties related to shareholders;
 - Appointment of senior managers of Galp Energia or any other company it controls directly;
 - Issuance of bonds or other securities within the powers of the board of directors;
 - Alteration of the articles of association of any company controlled by Galp Energia.
- Under the shareholder agreement, approval of the matters listed below shall require a two-thirds majority



Galp Energia's totem identifying its service stations.



THE PARTIES
HAVE AGREED
THAT THE BOARD
MEMBERS OF THE
GROUP'S MAJOR
COMPANIES,
SHALL BE THE SAME
AS THE MEMBERS
OF GALP ENERGIA'S
EXECUTIVE COMMITTEE.

vote by the members of the board of directors, which shall include the favourable vote of at least one member of the board of directors separately appointed by each party to the agreement:

- Strategic divestments by Galp Energia or any company it controls;
- Involvement in activities outside Galp Energia's core business (core business is here considered as exploration and production, refining, transportation and marketing of oil and gas and power production), namely through the acquisition of equity stakes in companies pursuing those activities;
- Selection of strategic partners for Galp Energia's core business;
- Approval and changes to Galp Energia's strategic guidelines, strategic plan or business areas;
- Definition of Galp Energia's organisational structure and delegation of powers by the board of directors to the executive committee or one or more managing directors (including the roles of executive committee members);
- Scope of management autonomy by any company controlled by Galp Energia;
- Break-up, merger or liquidation of any company controlled by Galp Energia;
- Signing of peer or subordinate group agreements by any company controlled by Galp Energia;
- Dividend payments by any company controlled by Galp Energia;
- Matters related to the special rights of category A shares.

Composition of the boards of directors of companies controlled by Galp Energia

The Parties have agreed that the board members of Petrogal, GDP and Galp Power shall be the same as the members of Galp Energia's executive committee. Similarly, the chairman of Galp Energia's executive committee shall be the chairman of these companies' boards of directors.

Exclusively in the 2008 – 2010 term, Petrogal's board of directors may include two additional members that shall be jointly appointed by Amorim Energia and Eni from Galp Energia's non-executive directors.

General meeting resolutions

The Parties undertake to present proposals and vote in a concerted and unanimous manner with regard to the following matters which require, under article 12, paragraph 5 of Galp Energia's articles of association, a two-thirds majority vote:

- Matters regarding the special rights of category A shares;
- Issuance of securities outside the powers of the board of directors;
- Approval of and changes to Galp Energia's strategic guidelines, strategic plan or business areas;
- Proposed strategic partnerships submitted for approval by the board of directors to Galp Energia's general meeting;
- Resolution on the allocation of net income for the year or the delivery of assets to shareholders;
- Approval of Galp Energia's separate and consolidated annual accounts;
- Break-up, merger or liquidation of Galp Energia.

Deadlock situations

In case a quorum is not obtainable for the board of directors or the general meeting of shareholders to make resolutions on the aforementioned matters, or in case the Parties cannot reach an agreement in thirty days, a deadlock situation is considered arise under the shareholder agreement, whereby the matter giving rise to that situation shall be submitted to the judgement of experts appointed by the Parties.

In case the Party that has argued an understanding subsequently overturned by the experts' decision wishes to dispose of its shareholding in Galp Energia, it shall initially offer the shares to the other Parties to the Shareholder Agreement. Only if the other Parties have no intention to acquire its shareholding will the selling Party be entitled to dispose of its shares on a regulated market.



THE PARTIES
SHALL PROPOSE
THE ANNUAL
PAYOUT OF
AT LEAST 50%
OF GALP ENERGIA'S
NET INCOME.

Payout of dividends

The Parties shall propose the annual payout of at least 50% of Galp Energia's net income, subject to the net debt to EBITDA ratio not exceeding 3.5 for the current and following year, as budgeted.

Change of control

In case one Party (the Affected Party) is affected by change of control when the shareholder agreement is in force, the other Parties shall have the right to acquire the Affected Party's holding in equal proportions, while respecting CGD's preference right as described above in "CGD's preference right".



Galp Energia's general meeting in 2009.

Under the shareholder agreement, change of control is said to occur when, following one or more actions or agreements, irrespective of their legal form or title:

- One or more entities, individually or jointly, come to own, directly or indirectly, (i) over half of the Affected Party's shares or voting rights or (ii) the right to appoint or dismiss the majority of the members of the affected Party's board of directors;
- One or more entities acquire the possibility to impose or veto the affected Party's strategic decisions;
- A merger, the signing of a peer or subordinate group agreement or any other similar event occurs in relation to the affected Party; or
- The whole or at least two-thirds of the affected Party's assets are transferred (by any means) to one or more entities.

The above is not applicable (i) in situations where change of control is the consequence of an exclusive transaction with one or more Parties

of the shareholder agreement, (ii) in CGD's case when change of control is the consequence of transactions between state-owned companies and (iii) in case of a legitimate succession of Américo Amorim or any member of his family.

On 10 July 2008 the entities that control the Parties are:

Amorim Energia: indirectly controlled by Américo Amorim family, comprising exclusively any of the following people: Américo Ferreira de Amorim, Maria Fernanda de Oliveira Ramos Amorim, Paula Fernanda Ramos Amorim, Marta Cláudia Ramos Amorim Barrocas de Oliveira and Luísa Alexandra Ramos Amorim.

Eni: listed on the regulated securities market in Milan and New York and its largest shareholder is the Italian ministry of economy and finance, which holds, directly and through its subsidiary CDP, S.p.A., 30.3% of Eni's share capital. Eni's articles of association give some special rights to the Italian state.

CGD: 100% owned by the Portuguese state.

Assignment of rights and obligations and tag-along rights

No Party may assign the rights or obligations arising from the shareholder agreement without the other Parties' prior written consent or the assignee's prior acceptance of the assignment and its terms, without any reservations.

In case a Party transfers its shares, wholly or Partly, to a third party, the transferor undertakes to obtain the transferee's full and unconditional acceptance of the provisions of the shareholder agreement.

Cooperation and non-competition duties

The Parties agreed to attribute Galp Energia, if she wants so, certain rights related to cooperation and non-competition of Eni with Galp Energia in exploration and production, refining and marketing and natural gas in the Portuguese and Spanish markets. These rights may involve an agreement on certain activities or streamlining at market prices.

Default

In case a default on the shareholder agreement by any Party (the Defaulting Party) has not been remedied, each Party that is not in default shall have the right (i) to acquire the equity owned in Galp Energia by the Defaulting Party or, alternatively, (ii) to receive a sum as damages. In either case, the Party shall in thirty days notify the other Parties of its choice.

Generic strategic objectives and guidelines

The parties have agreed the general strategic objectives and guidelines for Galp Energia and shall take the necessary steps towards their implementation.



THE CHANGE OF CONTROL OF ONE OF THE PARTIES, WHEN THE SHAREHOLDER AGREEMENT IS IN FORCE, GIVES THE OTHER PARTIES THE RIGHT TO ACQUIRE THE AFFECTED PARTY'S HOLDING.

Validity

The shareholder agreement entered into force on 29 March 2006 and shall remain valid for a period of eight years.

MODIFICATION OF THE ARTICLES OF ASSOCIATION

Galp Energia's articles of association do not have special rules for changes. The rule in the article 386, paragraph 3 of the Companies Code, that is, the resolution of changes to the articles of association must be approved in general meeting by two thirds of the votes, shall be applied.



CHANGES TO THE ARTICLES OF ASSOCIATION MUST BE APPROVED IN GENERAL MEETING BY TWO THIRDS OF THE VOTES.

TRANSACTIONS BETWEEN THE COMPANY AND MEMBERS OF THE GOVERNING BODIES, SHAREHOLDERS OR ASSOCIATES

In Galp Energia's course of business, transactions are entered into with several entities including companies where the shareholders of Galp Energia own equity stakes. These transactions are conducted according to the best market practice for similar transactions.

CAPITAL MARKETS COMMUNICATIONS

Representative for market relations

Galp Energia's representative for market relations is Tiago Maria Ramires da Providência Villas-Boas, head of the investor relations and corporate communication division.



The monitoring of Galp Energia's share is done on a daily basis.

Communications policy

Galp Energia's communications policy aims to provide all relevant information to the market so that a well-founded judgement is formed about the Company's operations and earnings as well as its growth prospects, profitability and risks.

To this end, Galp Energia promotes transparent and consistent communications supported by the principles followed in the disclosure of information and the explanation of the reasons for changes to those, if any, so as to ensure comparability of information between reporting periods.

All relevant information is preferably disclosed either before the Euro-next Lisbon opens or after it closes, in both Portuguese and English, by means of CMVM's information disclosure system, the investor relations website or an e-mail notice to any private or institutional shareholder having previously requested it.

Investor relations and corporate communication department

The investor relations and corporate communication department, or DRICE in the Portuguese acronym, in particular in its investor relations arm, reports directly to the chief executive and chief financial officers.

Its powers is to plan, manage and coordinate all activities towards attainment of Galp Energia's objectives for its relations with shareholders, institutional investors and financial analysts, among others, resulting in a

coherent and complete perception of Galp Energia that will facilitate investor decisions. This mission equates to providing the market with rigorous, regular and timely information about Galp Energia.



GALP ENERGIA'S COMMUNICATIONS POLICY AIMS TO PROVIDE ALL RELEVANT INFORMATION TO THE MARKET SO THAT A WELL-FOUNDED JUDGEMENT IS FORMED ABOUT THE COMPANY'S OPERATIONS AND EARNINGS AS WELL AS ITS GROWTH PROSPECTS, PROFITABILITY AND RISKS.



GALP ENERGIA HELDS QUARTERLY MEETINGS WITH ANALYSTS AND INVESTORS IN ORDER TO DISCUSS RESULTS AND ANSWER QUESTIONS ABOUT THE COMPANY'S STRATEGY.

The DRICE brief also includes taking the necessary risks to comply with legal information requirements including the responsibility for preparing earnings and activity reports, for disclosing price sensitive information, for replying to requests for information by investors, financial analysis and other market participants and for assisting the executive committee in addressing issues relating to Galp Energia's status as a public company.

Since the third quarter of 2006, Galp Energia has disclosed quarterly information about its activities and consolidated results. Aiming to increase the number of releases to the market, Galp Energia started to disclose in 2008, one month after the end of each calendar quarter, a summary of operating data for that period in order to make available financial information in an increasingly timely way in order to facilitate the estimation of Company results by both analysts and investors.

In its advisory role to the executive committee, the DRICE has structured the process for monitoring the performance on the market of Galp Energia share as well as those of its peers. The department also provided support to both the CEO and CFO in their direct and regular contacts with financial analysts and institutional investors, both domestic and international, at conferences, investor presentations and one-to-one meetings.

Activity in 2009

In 2009 DRICE held over 300 meetings with institutional investors in Europe, in United States and in Latin America, which shows investors' high interest in knowing the Company better.

For earnings announcements, Galp Energia held quarterly meetings with analysts and investors in order to discuss results, answer questions about the Company's strategy and disclose the management's point of view of current issues.

The CEO and CFO, among other members of the executive committee, participate in the conference call with webcast where results are disclosed. On the day following the earnings announcement a telephone number that gives access to the conference call held the day before is made available.

For 2010, Galp Energia has decided to announce the earnings in the morning before the opening of the Euronext Lisbon, due to the globalization of the Company's shareholder structure and the growing presence of investors from the United States. The conference call with investors and analysts will be held in early afternoon.

The website

Galp Energia makes available a website for disclosing corporate information about the Company. The website address is: <http://investor.relations.galpennergia.com>.

	2004	2005	2006	2007	2008	2009E	2010E	2011E	2012E	2013E	HW
47%	37%	40%	30%	17%	8%	-30%	12%	-1%	7%	34%	41%
87%	69%	54%	24%	2%	-13%	53%	-52%	49%	11%	13%	0%
81%	70%	59%	7%	-9%	16%	-63%	58%	2%	8%	1%	20%
67%	48%	77%	-2%	30%	3%	-71%	46%	1%	5%	-4%	25%
75%	41%	37%	14%	1%	11%	-53%	33%	28%	11%	-2%	33%
87%	37%	35%	22%	10%	15%	-50%	42%	-2%	11%	-2%	20%
-	-	-	11%	-2%	21%	-44%	29%	31%	13%	20%	-
40%	43%	43%	10%	-1%	-30%	27%	20%	17%	10%	64%	11
42%	23%	41%	39%	4%	23%	-80%	110%	-11%	-11%	70%	25%
43%	2%	143%	39%	9%	39%	-64%	51%	-5%	1%	-5%	60%
55%	57%	39%	17%	22%	28%	-64%	51%	-5%	1%	-5%	60%
87%	15%	39%	17%	22%	28%	-64%	51%	-5%	1%	-5%	60%
86%	17%	52%	10%	27%	-5%	2%	65%	-6%	8%	-7%	64%
120%	123%	50%	60%	19%	-69%	80%	21%	13%	7%	14%	20%
81%	80%	13%	-9%	11%	-54%	80%	21%	13%	7%	14%	20%
81%	80%	13%	-9%	11%	-54%	80%	21%	13%	7%	14%	20%
-6%	57%	9%	10%	29%	-60%	69%	14%	6%	1%	39%	4%
-10%	50%	20%	2%	187%	-9%	0%	8%	0%	1%	39%	4%
48%	29%	8%	7%	-15%	-23%	2%	-6%	22%	2%	85%	72%
29%	49%	8%	7%	-15%	-23%	2%	-6%	22%	2%	85%	72%
-11%	-35%	2%	403%	2%	-8%	17%	17%	14%	45%	13%	-5%
117%	387%	2%	403%	2%	-8%	17%	17%	14%	45%	13%	-5%
46%	29%	19%	5%	-14%	-46%	65%	-4%	-21%	4%	99%	86%
2%	89%	30%	-1%	47%	-47%	37%	10%	13%	16%	21%	13%
52%	15%	34%	-1%	47%	-47%	37%	10%	13%	16%	21%	13%
39%	69%	-2%	14%	-50%	160%	10%	8%	7%	17%	29%	21%
7%	-6%	191%	7%	32%	-50%	24%	2%	19%	4%	4%	-20%
38%	28%	15%	1%	30%	-66%	124%	2%	9%	-1%	32%	17%
9%	74%	15%	8%	22%	-45%	18%	3%	10%	7%	22%	17%
3%	31%	18%	2%	29%	-27%	36%	7%	12%	7%	22%	17%
40%	22%	7%	21%	-60%	51%	1%	-	-	-	-	-
37%	13%	16%	34%	-49%	32%	8%	-	-	-	-	-
146%	110%	49%	27%	-47%	87%	11%	-	-	-	-	-
120%	200%	82%	-5%	-28%	46%	4%	-	-	-	-	-

The disclosure process of Galp Energia's financial information is followed by management and supervisory bodies as well as by business units and corporate services.

- Financial calendar with key dates for earnings announcements and dividend declarations;
- Area dedicated to the general meeting where all procedures are described and documents can be downloaded.

The investor relations (IR) website is available in both Portuguese and English. All corporate information that is public and substantive is, as a rule, available on the site.

Information made available on the investor relations website includes:

- A detailed description of Galp Energia's operations;
- Reports and presentations of earnings announcements and transcripts of the presentations;
- Annual report and accounts available in pdf format;
- Real-time publication of releases and appended presentations, if any, through CMVM's information disclosure system;
- Details about each member of the executive committee and board of directors, with their profiles (CV, picture and previous roles);
- Galp Energia share prices, tracked against the PSI-20 and with the possibility to download historical prices and traded volumes;
- List of equity analysts covering the Galp Energia share, including the last recommendation and the price target;

In its efforts to create a close relationship with the financial community, Galp Energia offers on its IR website the possibility to register on a mailing list for news and other new content posted on the site. The investor relations website complies entirely with CMVM's recommendations on the use of the internet as a way of disclosing corporate information.

E-mail

Besides being posted on CMVM's information disclosure system and Galp Energia's own IR website, releases of price sensitive information and other disclosures are emailed to those analysts, institutional investors or private individuals who have made an express request for it. Electronic mail is also a key tool for the Company's communications with the market as it is one of the financial community's preferred means to express doubts or request information. The DRICE's e-mail is investor.relations@galpenergia.com.



Galp Energia's head offices
in Lisbon.

EXTERNAL AUDITORS

Galp Energia's external auditors are independent from the Company and responsible for expressing their opinion on the separate financial statements prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The external auditors guarantee quality, consistency and transparency in the financial information disclosed to the market.

Galp Energia's external auditors in the 2009 financial year were Deloitte & Associados, SROC, S.A., (Deloitte) member n.º 43 of the Portuguese Institute of Statutory Auditors and member n.º 231 of CMVM, represented by Jorge Carlos Batalha Duarte Catulo.

Deloitte is the external auditor of Galp Energia's group companies.

The auditors' total remuneration in 2009 for Galp Energia's group companies was €917 thousand, of which €54 thousand refers to Galp Energia (separate and consolidated accounts).

In addition to auditing services, Deloitte was also hired to provide consultancy services, which amounted to €711 thousand including €280 thousand of a support project of the account consolidation platform, €215 thousand of fiscal consultancy for applications to the program SIFIDE and €60 thousand of fiscal consultancy in the sale of COMG - Comercialização de Gás, S.A.. The remaining €156 thousand were for a set of consultancy projects, which separately amounted to less than €25 thousand.

05

APPENDICES



the Portuguese industrial market - in Galp Energia's cogenerations. Sales of electricity to the grid rose 48% to 706 GWh in the fourth quarter, the cogeneration plant at Sines came into operation and became the main contributor to increasing production and sales of electricity in the year.

FOURTH QUARTER

Sales of natural gas in the fourth quarter dropped 2% to 1,198 million cubic metres. Volumes sold in the liberalized market accounted for 74% of the total, 48% a year earlier. Despite the increase in power, thermal generation by natural gas rose which contributed to stable volumes sold with a year earlier. The start of operations at the Sines refinery in the first quarter of 2009 also increased the demand for transported volumes reached 341 million cubic metres in the fourth quarter rose to 289 million cubic metres a year earlier. Sales of electricity rose to 706 GWh, in line with power generation and sales in both generation and sales in the fourth quarter at the new cogeneration plant at Sines.

Galp Energia last resort supply activity since the second half of 2008 and (iv) the provisions on account of the renegotiation of natural gas contracts.

The infrastructure business increased its results by 8% to €94 million and showed its robust contribution to the overall results of the Gas & Power business segment.

Considering the sales of both electrical and thermal energy, the unit margin in the power business declined to €9.5/MWh from €11.8/MWh a year earlier and sales to the grid were achieved at an average price of €9.45/MWh.

FOURTH QUARTER

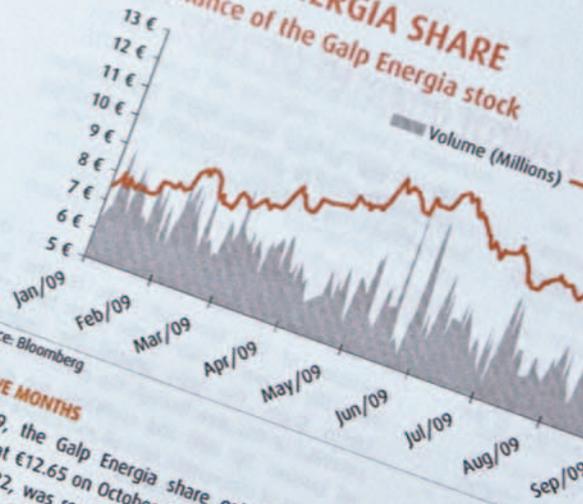
RCA operating profit in the fourth quarter of the year improved to €30 million from an operating loss of €52 million a year earlier. This favourable change was based on the results of the supply business, which reported an operating profit of €1 million against a loss of €79 million a year earlier, when results were affected by the decision regarding the renegotiation of contracts for the acquisition of natural gas. However, RCA operating profit for the supply business in the fourth quarter of 2009 includes the provisions made for the renegotiation of the natural gas contracts.

The infrastructure business reported RCA operating profit of €25 million, was in line with a year earlier, which evidenced the stable contribution of this activity to the results of the Gas & Power business segment.

Considering the sales of electrical and thermal energy, the unit margin in the power business declined to €10.2/MWh from €11.6/MWh a year earlier. Sales to the grid of 285 GWh were made at a price of €68.8/MWh - against sales of 102 GWh at a price of €123.4/MWh in the fourth quarter of 2008.

THE GALP ENERGIA SHARE

Performance of the Galp Energia stock



Source: Bloomberg

TWELVE MONTHS

In 2009, the Galp Energia share gained 68% and peaked at €12.65 on October 20. Its minimum for the year, €7.22, was reached on January 2. Since it was floated on Euronext on 23 October 2006 up to 31 December 2009, the share has gained 108%. Over this period, 413.8 million shares, equating to a daily average of 1.6 million shares, have been traded. At 31 December 2009, Galp Energia had a market capitalisation of €10,017 million.

FOURTH QUARTER

The stock gained 29% when 98.9 million shares were traded at an average of 1.5 million shares per day.

Share detail	
ISIN	
Reuters	
Bloomberg	
Number of shares	

Main indicators	
Min (€)	
Max (€)	
Average (€)	
Close price (€)	
Volume (Millions)	

BIOGRAPHIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

Francisco Luís Murteira Nabo		Manuel Ferreira De Oliveira	
Age:	70	Age:	61
Academic degrees:	Degree in economics from Instituto Superior de Ciências Económicas e Financeiras de Lisboa, holds a master's degree in business administration from AESE – Escola de Direcção de Negócios.	Academic degrees:	Degree in electric engineering from Faculdade de Engenharia da Universidade do Porto, holds a Master of Science (MSc) in energy from the University of Manchester and a PhD in energy from the University of Manchester. Associated Professor at Universidade do Porto where he became a Professor in 1979. Management studies at IMD, Switzerland, Harvard Business School and Wharton Business School in United States. Advisory member of the Portuguese Engineer Society as a specialist in industrial management and energy. Member of the Portuguese Engineering Academy.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Non-executive director of BPG – Banco Português de Gestão, S.A.; • Non-executive director of STDP – Sociedade Transnacional de Desenvolvimento de Participações, SGPS, S.A.; • Non-executive director of Oriente, SGPS, S.A.; • Non-executive director of Sagres – Companhia de Seguros, S.A.; • Chairman of the Portuguese Economic Society; • Curator at Fundação Oriente; • Chairman of the board of curators at Fundação Luso-Espanhola; • Vice-chairman at Fundação Luso-Brasileira; • Curator at Fundação Dr. Stanley Ho; • Curator at Fundação AFID Diferença; • Curator at Fundação da Universidade de Aveiro; • Chairman of the board of ELO – Associação Portuguesa para o Desenvolvimento Económico e a Cooperação; • Member of the corporate board of CPLP; • Chairman of the general meeting committee of Novabase, SGPS, S.A.; • Chairman of the advisory board of InIR – Instituto de Infra-estruturas Rodoviárias IP; • Chairman of ITQB - Instituto de Tecnologia Química e Biológica, da Universidade Nova de Lisboa; • Member of the orientation board of IICT – Instituto de Investigação Científica Tropical; • Chairman of COTEC Portugal; • Member of the supervisory board of Public Works and Transportation. 	<ul style="list-style-type: none"> • Chairman of the board of directors and chief executive officer of Unicer – Bebidas de Portugal, SGPS, S.A. between 2000 and 2006; • Chairman of the general board of EGP – Escola de Gestão da Universidade do Porto; • Vice-chairman of Casa da Música in Porto; • Vice-chairman of the European Brewery Convention. 	
Positions held in Group companies at 31 Dec 2009:	-	Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Chairman of the board of directors of Galp Exploração; • Chairman of the board of directors of Petrogal; • Chairman of the board of directors of GDP; • Chairman of the board of directors of Galp Gás Natural Distribuição, SGPS, S.A. (Galp Gás Natural Distribuição); • Chairman of the board of directors of Galp Power; • Chairman of the board of directors of Galp Energia, S.A.; • Chairman of the board of directors of Galp Energia España; • Chairman of the board of directors of Galp Exploração e Produção (Timor Leste), S.A.; • Chairman of the board of directors of Galp Energia E&P B.V.; • Chairman of the advisory board of Petrogal Brasil, Lda.; • Chairman of the advisory board of Galp Exploração Serviços do Brasil, Lda..
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Non-executive director of Holdomnis – Gestão e Investimentos, S.A.; • Non-executive chairman of Templo – Gestão e Investimentos, S.A.; • Non-executive chairman of Lenitudes, SGPS, S.A.; • Chairman of the general meeting committee of RAVE – Rede Ferroviária de Alta Velocidade, S.A.; • Chairman of the remuneration committee of Novabase, SGPS, S.A.; • Chairman of the board of curators of Fundação Galp Energia. 	Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Vice-chairman of the general board of Universidade do Porto; • Member of the advisory board of Entrejuda; • Chairman of the board of directors of Fundação Galp Energia.

Manuel Domingos Vicente

Age:	53
Academic degrees:	Degree in electrical engineering from the the University of Angola. His training in management and the oil industry was pursued mainly at London-based OGCI – Oil & Gas Consultants International.
Main professional activities in the last five years in non Group companies:	-
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Chairman of the board of directors of Sonangol; • Chairman of the board of directors UNITEL, S.A.R.L. (Angola's mobile telecommunications company); • Chairman of the board of directors of Sonils – Sonangol Integrated Logistic Services, Lda.; • Member of the board of directors of BAI - Banco Africano de Investimentos and Carlyle Group, among other roles.

Fernando Manuel dos Santos Gomes

Age:	63
Academic degrees:	Degree in economics and Visiting Professor at Universidade Lusíada do Porto.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Chairman of the UIP Delegation; • Visiting Professor at Universidade Lusíada do Porto.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Galp Exploração; • Member of the board of directors of Petrogal; • Member of the board of directors of GDP; • Member of the board of directors of Gás Natural Distribuição; • Member of the board of directors of Galp Power; • Member of the board of directors of Galp Energia, S.A.; • Member of the board of directors of Galp Energia España.; • Member of the board of directors of Galp Exploração e Produção (Timor Leste), S.A.; • Member of the board of directors of Sopor – Sociedade Distribuidora de Combustíveis, S.A.; • Member of the board of directors of Galp Energia E&P B.V.; • Chairman of the board of directors of Galpbúzi – Agro Energias, S.A.; • Chairman of the board of directors of Moçamgalp Agroenergias de Moçambique, S.A.; • Chairman of the managing board of Petrogal Angola, Lda.; • Chairman of the managing board of Petrogal Cabo Verde, Lda.; • Chairman of the managing board of Petrogal Moçambique, Lda.; • Chairman of the managing board of Petrogal Guiné-Bissau, Lda.; • Member of the advisory board of Petrogal Brasil, Lda.; • Member of the advisory board of Galp Exploração Serviços do Brasil, Lda.; • Chairman of the executive committee of Galp Moçambique, Lda.; • Chairman of the board of Galp Gambia Limited.; • Chairman of the board of Galp Swaziland, Limited.
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Fundação Galp Energia.

José António Marques Gonçalves

Age:	58
Academic degrees:	Degree in mechanical engineering from Instituto Superior Técnico in Lisbon. Degree from Harvard Business School in USA. Degree from the General Motors Institute in USA. Several management courses in England, USA and Japan.
Main professional activities in the last five years in Group companies:	<ul style="list-style-type: none"> • Vice-chairman of the executive committee of Galp Energia from January 2007 to May 2008; • Chief executive officer of Galp Energia from May 2005 to December 2006.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Petrogal.
Other positions held at 31 Dec 2009:	-

André Freire de Almeida Palmeiro Ribeiro

Age:	35
Academic degrees:	Degree in business administration from Universidade Católica de Lisboa.
Main professional activities in the last five years in non Group companies:	Held various management positions at Credit Suisse First Boston, London, including director (2003-2005).
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Galp Exploração; • Member of the board of directors of Petrogal; • Member of the board of directors of GDP; • Member of the board of directors of Galp Gás Natural Distribuição; • Member of the board of directors of Galp Power; • Member of the board of directors of Galp Energia, S.A.; • Member of the board of directors of Galp Energia España.; • Member of the board of directors of Galp Exploração e Produção (Timor Leste), S.A.; • Director of Galp Energia E&P B.V.; • Chairman of the board of directors of Sacor Marítima, S.A..
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Fundação Galp Energia.

Carlos Nuno Gomes da Silva

Age:	43
Academic degrees:	Degree in electrical engineering and computer science from Faculdade de Engenharia da Universidade do Porto. Master in business administration from Escuela Superior de Administración y Dirección de Empresas de Barcelona and Instituto Empresarial Portuense.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Several executive roles at Grupo Américo Amorim between 2007 and 2008; • Several executive roles including member of the board of directors of Unicer Bebidas de Portugal, SGPS, SA between 2006 and 2007 and member of the board of directors of affiliate companies between 2003 and 2006; • Chairman of Associação Portuguesa dos Industriais de Águas Minerais Naturais between 2003 and 2006 and vice-chairman of Associação Nacional de Indústrias de Refrigerantes e Sumos de Fruta between 2005 and 2007.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Galp Exploração; • Member of the board of directors of Petrogal; • Member of the board of directors of GDP; • Member of the board of directors of Galp Gás Natural Distribuição; • Member of the board of directors of Galp Power; • Member of the board of directors of Galp Energia, S.A.; • Member of the board of directors of Galp Energia España; • Member of the board of directors of Galp Exploração e Produção (Timor Leste), S.A.; • Director of Galp Energia E&P B.V.; • Chairman of the board of directors of CLC – Companhia Logística de Combustíveis, S.A.; • Chairman of the board of directors of Sopor – Sociedade Distribuidora de Combustíveis, S.A..
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Amorim Investimentos Energéticos, SGPS, S.A. and Amorim Energia; • Member of the board of directors of Fundação Galp Energia.

Rui Paulo da Costa Cunha e Silva Gonçalves

Age:	42
Academic degrees:	Law degree from Faculdade de Direito da Universidade Católica de Lisboa. Post graduation in management for law graduates at Faculdade de Ciências Económicas e Empresariais da Universidade Católica.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Visiting Professor in various courses and post graduations at Instituto Português de Administração e Marketing between 2004 and 2007; • Member of the general meeting committee of several companies of Grupo Unicer between 2002 and 2007; • Deputy director of the law department of Grupo Unicer between 2002 and 2007.
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Director and managing director of Amorim – Investimentos Energéticos, SGPS, S.A.; • Vice-chairman of the general meeting committee of Banco BIC Português, S.A..

João Pedro Leitão Pinheiro de Figueiredo Brito

Age:	44
Academic degrees:	Degree in economics from Instituto Superior de Economia at Universidade Técnica de Lisboa, with a specialisation in international and financial economics. Post graduation in management from Universidade Nova de Lisboa.
Main professional activities in the last five years in Group companies:	<ul style="list-style-type: none"> • Executive director of Galp Energia for the Oil Marketing of the Iberian peninsula and Marketing units, from May 2005 to May 2008; • Held several senior positions in Galp Energia's Refining & Marketing business segment, namely Head of Direct Clients and Head of the LPG sub-unit. Also held several management positions in natural gas companies of Galp Energia Group.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Petrogal; • Member of the board of directors of Galp Energia España; • Member of the board of directors of Companhia Logística de Hidrocarburos CLH, S.A.; • Chairman of the board of directors of Galp Comercialização, Lda.; • Chairman of the board of Galp Comercialización Oil España, S.L.; • Chairman of the board of Galp Distribución Oil España, S.A.U.; • Chairman of the board of directors of Galp Energia Portugal Holdings B.V..
Other positions held at 31 Dec 2009:	-

Massimo Mondazzi

Age:	46
Academic degrees:	Degree in economics.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Head of planning and control of Eni between April 2006 and April 2009.
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Head of planning, management control and business portfolio optimisation of Exploration & Production of Eni.

Claudio De Marco	
Age:	52
Academic degrees:	Degree in economics and banking at University of Siena. Master in management control at SDA Bocconi.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> Head of management, finance and control of Italgas S.p.A. from July 2007 to April 2008; Head of management, finance and control of Snam Rete Gas, S.p.A. from July 2001 to June 2007.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> Member of the board of directors of Galp Exploração; Member of the board of directors of Petrogal; Member of the board of directors of GDP; Member of the board of directors of Galp Gás Natural Distribuição; Member of the board of directors of Galp Power; Member of the board of directors of Galp Energia, S.A.; Member of the board of directors of Galp Energia España; Member of the board of directors of Galp Exploração e Produção (Timor Leste), S.A.; Director of Galp Energia E&P B.V..
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> Member of the board of directors of Fundação Galp Energia.

Paolo Grossi	
Age:	38
Academic degrees:	Degree in economics at LUISS University in Rome. Master in business administration in finance at City University in London.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> Senior vice-president of planning and control of Refining & Marketing between November 2007 and April 2009; Head of management control of Eni's Refining & Marketing division between July 2005 and November 2007; Head of mergers and acquisitions of Eni's Refining & Marketing division between June 2003 and June 2005.
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> Executive vice-president of Eni's planning and control since May 2009.

Maria Rita Galli	
Age:	38
Academic degrees:	Degree in nuclear engineering at Politecnico di Milano in 1996.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> Senior vice-president for the international business development & asset management at Eni's Gas & Power division, since January 2010; Senior vice president responsible for the corporate development and management division in the Burani Group, since October 2006; International business development vice-president at Eni's Gas & Power division since spring 2006; Manager in the LNG commercial segment in the international sales & foreign business development department, from September 2004 to April 2006; Project manager in the international business development division of Eni Gas & Power since 2002.
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> Senior vice president responsible for the corporate development and management division in the Burani Group, since October 2006; Company secretary of the United Kingdom listed company BDH NV, with responsibility for the compliance with the United Kingdom Combined Code provisions, planning and organisation of the activities of the audit committee, nomination committee, remuneration committee; Member of the board of different subsidiaries of BDH Group; Chairman and chief executive officer of the BDH Food Design.

Giuseppe Ricci	
Age:	51
Academic degrees:	Degree in chemical engineering at Turin Polytechnic.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> Operations manager of Eni's Refining and Marketing division in 2008; Head of planning at Gela refinery from November 2004 to April 2006.
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	Chief executive officer of Gela refinery.

Fabrizio Dassogno

Age:	50
Academic degrees:	Degree in civil engineering at the University of Bologna.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Head of international markets of Gas & Power division of Eni; • Non-executive director of Eni Gas & Power Trading B.V.; • Non-executive director of GVS; • Non-executive director of TIGAZ; • Head of Power Trading and Tolling Management of Gas & Power of Eni from January 2007 to August 2007; • Head of trading and risk management of Eni Power S.p.A. from September 2000 to December 2006.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Galp Exploração; • Member of the board of directors of Petrogal; • Member of the board of directors of GDP; • Member of the board of directors of Galp Gás Natural Distribuição; • Member of the board of directors of Galp Power; • Member of the board of directors of Galp Energia, S.A.; • Member of the board of directors of Galp Energia España; • Member of the board of directors of Galp Exploração e Produção (Timor Leste), S.A.; • Director of Galp Energia E&P B.V.; • Chairman of the board of directors of Galp Gás Natural, S.A.; • Chairman of the board of directors of GDP Serviços, S.A.; • Chairman of the board of directors of Galp Power, S.A.; • Chairman of the board of directors of Galp Central de Ciclo Combinado de Sines, S.A.; • Member of the board of directors of Gasoducto de Extremadura, S.A.; • Member of the board of directors of Gasoducto Al-Andalus, S.A.; • Member of the board of directors of Europe Maghreb Pipeline, Ltd.; • Member of the board of directors of Metragaz - Société pour la Construction et L'Exploitation Technique du Gazoduc Maghreb Europe.
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Fundação Galp Energia; • Member of the board of directors of Tigáz ZRt., Budapest (Hungary); • Member of the supervisory board of GVS, Gasversorgung Süddeutschland GmbH, Stuttgart (Germany).

Luigi Spelli

Age:	59
Academic degrees:	Degree in chemical engineering at Florence University.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Vice-president for Congo and Mozambique of the Exploration and Production of Eni until November 2008. • Vice-chairman for Sub-Saharan Africa of Eni's Exploration and Production.
Positions held in Group companies at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Galp Exploração.
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Vice-chairman for Sub-Saharan Africa of Eni's Exploration and Production.

Joaquim José Borges Gouveia

Age:	59
Academic degrees:	Degree in electrical engineering from Faculdade de Engenharia da Universidade do Porto in 1973. PhD in 1983 and post PhD in 1998, both in electrical engineering and computer science from Faculdade de Engenharia da Universidade do Porto.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Currently, Professor of the Department of Economics, Management and Industrial Engineering of Universidade de Aveiro; • Head of the research unit for governance, competitiveness and public accounting from Instituto de Investigação da Universidade de Aveiro; • Member of the board of the master course in sustainable energy systems; • Head of advanced training courses in energy efficiency and renewable energies, executive programmes and technology, innovation and knowledge management; • Direction of the corporate board of the centre for Innovation and Competitiveness and for Entrepreneurship; • Chairman of the board of directors of Energia, Agência Municipal de Energia de Vila Nova de Gaia; • Chairman of the coordinator board of RNAE; • Member of the board of directors of ABAP/BIOCANT.
Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	-

BIOGRAPHIES OF THE MEMBERS OF THE SUPERVISORY BOARD

Daniel Bessa Fernandes Coelho		José Maria Rego Ribeiro da Cunha	
Age:	61	Age:	61
Academic degrees:	Degree in economics from Universidade do Porto in 1970 and PhD in economics from Universidade Técnica de Lisboa in 1986.	Academic degrees:	Degree in finance from Instituto Superior de Ciências Económicas e Financeiras in 1972.
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • General director of COTEC Portugal – Associação Empresarial para a Inovação, since June 2009; • Non-executive director of Agência para o Investimento e Comércio Externo de Portugal, E.P.E. – AICEP, since June 2007; • Member of the board of directors of Fundação Bial since January 2003; • Chairman of the counsel board of IGFCCS – Instituto de Gestão de Fundos de Capitalização da Segurança Social, since November 2000; • Chairman of the board of EGP – University of Porto Business School from June 2000 to March 2009; • Member of the board of directors of Finibanco, S.A. from November 1997 to March 2008; • Chairman of the Supervisory Board of SPGM - Sociedade de Investimentos, S.A. from March 1997 to April 2007; • Non-executive director of CELBI - Celulose Beira Industrial, S.A. from May 1996 to March 2006. 	Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Managing director of the statutory auditors firm Amável Calhau, Ribeiro da Cunha e Associados – Sociedade de Revisores Oficiais de Contas, established in February 1981.
Positions held in Group companies at 31 Dec 2009:	-	Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Member of the board of directors of Finibanco Holding, SGPS, S.A. since May 2001; • Non-executive director of Efacec Capital, SGPS, S.A. since May 2004; • Chairman of the supervisory board of Sonae, SGPS, S.A. since April 2007; • Chairman of the supervisory board of Bial – Portela e Companhia, S.A. since March 2008. 	Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • As a managing director of the mentioned company, he holds several positions as sole statutory auditor and member of the supervisory board in over 420 small, medium and large companies.
José Gomes Honorato Ferreira		Amável Alberto Freixo Calhau	
Age:	66	Age:	62
Academic degrees:	Degree in economics from Instituto Superior de Ciências Económicas e Financeiras, da Universidade Técnica de Lisboa.	Academic degrees:	Statutory auditor (ITMPE).
Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Director of Fundação Luso-Espanhola. 	Main professional activities in the last five years in non Group companies:	<ul style="list-style-type: none"> • Chartered accountant; • Managing partner of Amável Calhau, Ribeiro da Cunha e Associados – Sociedade de Revisores Oficiais de Contas.
Positions held in Group companies at 31 Dec 2009:	-	Positions held in Group companies at 31 Dec 2009:	-
Other positions held at 31 Dec 2009:	<ul style="list-style-type: none"> • Deputy member of the supervisory board of Montepio Geral. 	Other positions held at 31 Dec 2009:	-

Edition



Translation



Design and conception



Non-identified photos

Manuel Aguiar and Image Bank



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