

**Minute n.º 1/2019**

On April twelve, two thousand and nineteen, 10:30 a.m. in Auditório I of Torre A in Rua Tomás da Fonseca, in Lisbon, the Annual General Shareholders Meeting of Galp Energia, SGPS, S.A. (hereinafter referred to as "Galp" or "Company") was held. \_\_\_\_\_

The Chairman of the General Meeting (hereinafter referred to as "Chairman"), Daniel Proença de Carvalho started by welcoming those present, in particular the shareholders and their representatives, the members of the Board of Directors, the members of the Audit Board, the representative of the Statutory Auditor, and his fellow members of the Board of the General Meeting. \_\_\_\_\_

He was then assisted by the Vice-Chairman, Victor Pereira Dias, and by the Secretary, Maria Helena Goldschmidt, in confirming that the notice of meeting was in order, accessing the mandatory publications, which were made within the legal time limits on the websites of the Portuguese Ministry of Justice, of the Portuguese Securities Market Commission (CMVM) and of Galp. \_\_\_\_\_

It was confirmed that the list of attendees was duly organized and that there were letters of representation for shareholders who are legal persons or did not attend in person. \_\_\_\_\_

The Chairman then verified that with present and regularly represented shareholders, there were a total of 97 shareholders holding 667,185,334 shares corresponding to 80.456% of the share capital and voting rights, based on the share registration statements issued by the financial intermediaries responsible for the registration of the shares held by each shareholder. \_\_\_\_\_

The Chairman also confirmed that all other formalities prior to the General Meeting had been followed, namely that the proposals concerning the items on the agenda had been made available to shareholders, at the head-office and on the websites of CMVM and of Galp, within the applicable legal time limits. \_\_\_\_\_

Following these steps, the Chairman of the General Meeting declared that the conditions were met for the start of the meeting, and the General Meeting was validly constituted and ready to deliberate on the agenda of the meeting, with the following content: \_\_\_\_\_

- 1.** Resolve on the integrated management report and on the individual and consolidated accounts for the year 2018 as well as the remaining reporting documents, including the corporate governance report and the consolidated non-financial information together with the accounts legal certification documents and the opinion and activity report of the Audit Board. \_\_\_\_\_
- 2.** Resolve on the proposal to allocate the 2018 results. \_\_\_\_\_
- 3.** Perform a general appraisal of the Company's Board of Directors, for the year 2018, in accordance with article 455 of the Portuguese Companies Code. \_\_\_\_\_
- 4.** Perform a general appraisal of the Audit Board, for the year 2018, in accordance with article 455 of the Portuguese Companies Code. \_\_\_\_\_
- 5.** Perform a general appraisal of the Statutory Auditor, for the year 2018, in accordance with article 455 of the Portuguese Companies Code. \_\_\_\_\_
- 6.** Resolve on the statement of the Remuneration's Committee on the remuneration policy of the Company's management and supervisory bodies and members of the Board of the General Shareholders Meeting. \_\_\_\_\_
- 7.** Resolve on the election of the members of the Board of Directors for the four-year period 2019-2022. \_\_\_\_\_
- 8.** Resolve on the election of the members of the Audit Board for the four-year period 2019-2022. \_\_\_\_\_
- 9.** Resolve on the election of the Statutory Auditor for the four-year period 2019-2022. \_\_\_\_\_
- 10.** Resolve on the election of the Board of the General Shareholders Meeting for the four-year period 2019-2022. \_\_\_\_\_
- 11.** Resolve on the election of the members of the Remuneration Committee for the four-year period 2019-2022 and on their remuneration. \_\_\_\_\_
- 12.** Resolve on the granting of authorisation to the Board of Directors for the acquisition and sale of treasury shares bonds or other treasury securities, by the Company or by its affiliates. \_\_\_\_\_

The Chairman then started the works of the General Meeting, considering the Item 1 in the agenda: *“Resolve on the integrated management report and on the individual and consolidated accounts for the year 2018 as well as the remaining reporting documents, including the corporate governance report and the consolidated non-financial information together with the accounts legal certification documents and the opinion and activity report of the Audit Board”* and of the proposal presented by the Board of Directors, which reads as follows: \_\_\_\_\_

*“Whereas: \_\_\_\_\_*

**A)** *Article 376 of the Companies Code provides for a resolution of the General Shareholders Meeting to be taken in relation to the management report and the annual accounts; \_\_\_\_\_*

**B)** *Article 245, paragraph 1 a) of the Securities Code requires the Company to disclose its management report, the annual accounts, the accounts legal certification and the remaining financial statements documentation; \_\_\_\_\_*

**C)** *Listed companies in a regulated market must disclose a detailed report on their corporate governance structure and practices, in accordance to article 245-A of the Securities Code; and \_\_\_\_\_*

**D)** *Article 508-G of the Companies Code introduced by the Decree-Law n.º 89/2017, of 28 of July, in accordance with the provisions of Directive 2014/95/EU of the European Parliament and of the European Council of 22 October 2014, obliges the parent companies of a large group which are public interest entities to include on its management report a consolidated non-financial statement; \_\_\_\_\_*

*The Board of Directors proposes to the General Shareholders Meeting the approval of the following resolution: \_\_\_\_\_*

*To approve the sole management report and the individual and consolidated accounts of Galp Energia, SGPS, S.A. regarding the year of 2018, including the corporate governance report and non-financial information, together with, notably, the accounts legal certification documents and the opinion and activity report of the Audit Board.” \_\_\_\_\_*

The Chairman of the Board of the General Shareholders Meeting passed the floor to the Chairman of the Board of Directors, Paula Amorim, who welcomed all present and in turn passed the floor to the Chairman of the Executive Committee Carlos Gomes da Silvato present the 2018 results, noting that all members of the Executive Committee were available to clarify any questions that the shareholders would like to see clarified.\_\_\_\_

Carlos Gomes da Silva began his exposition giving notice that a management cycle ends on this date which should be noted. He then presented the highlights of the activity developed by the Company during the 2018 financial year, namely in the upstream, and in particular in Brazil where the E&P activity reinforced its portfolio, with a perspective of continuity and development, in addition to the development of the LNG project in Mozambique whose final investment decision is expected shortly. \_\_\_\_\_

He then completed the framework of the 2015-2018 cycle, which now ends, noting the strategic reflection that was carried out, the performance that was achieved, recognising the quality of Galp's teams and the main milestones that were reached. \_\_\_\_\_

He also noted the strategy that has been designed for the coming years, preparing the Company for the new forthcoming challenges. \_\_\_\_\_

He expressed a word of appreciation and recognition to the teams and people for their commitment and thanked the Board of Directors, the Audit Board and the Statutory Auditor for the monitoring, empowerment and flexibility manifested that were decisive for the development of the projects and definition of the strategies to follow. \_\_\_\_\_

Lastly, he expressed his appreciation to the members of the Executive Committee, especially the outgoing members, recognising the excellent teamwork and cooperation that materialised in the results obtained. \_\_\_\_\_

The Chairman of the Board of the General Shareholders Meeting thanked for the enlightening presentation, noting that the results of the cycle were extraordinary and opened the debate on the first item on the agenda, followed by a question and answer phase, during which Gonçalo Manuel Bourbon Sequeira Braga, as representative of the shareholders Carlos Alberto Tomás Rodrigues and Maria da

Conceição Cabral Pacheco M. S. Braga and Shareholder José Tomás de Sousa raised some issues that were duly clarified. \_\_\_\_\_

Following by the presentation of the film explaining the procedures for voting at this General Meeting, the Chairman of the General Committee put to vote the proposal presented by the Board of Directors under the **item 1** on the agenda. As abstentions are not counted the sole management report and the individual and consolidated accounts of Galp Energia, SGPS, S.A. regarding the year of 2018, including the corporate governance report and non-financial information, together with the accounts legal certification documents and the activity report and opinion from the Audit Board were approved by a majority of 99.95% of the votes cast corresponding to 664,611.040 votes in favour, 365,062 votes against and 2,209,232 abstentions. \_\_\_\_\_

**Item 2** was the next item in the agenda – “Resolve on the proposal to allocate the 2018 results” which reads as follows: \_\_\_\_\_

*“Galp Energia, SGPS, S.A., on an individual basis, closed the year of 2018 with a net profit of €484,310,309.97, calculated in accordance with the International Financial Reporting Standards (IFRS). \_\_\_\_\_*

*The Board of Directors proposes, under legal terms, that the net income for 2018 of €484,310,309.97 should be distributed to shareholders. The Board of Directors also proposes, under article 31 of the Commercial Companies Code, the distribution of the amount of €40,190,716.67 derived from retained earnings. \_\_\_\_\_*

*The amount to be paid to shareholders related to the financial year of 2018, will be €296,457,102.01, corresponding to €0.3575/share, that added to the €228.043.924,63, corresponding to €0.275/share, paid as an advanced dividend on the profits on September of 2018, it totals an amount to distribute to shareholders of €524,501,026.64, corresponding to €0.6325/share. \_\_\_\_\_*

*It is further proposed that a maximum amount of €25,647,419.32, be distributed to Galp Group´s employees and executive directors of Galp Energia SGPS, S.A. as profit sharing, an amount already recognised and expressed in the consolidated financial statements of Galp Energia, SGPS, S.A. and in the individual of each of its*

*subsidiaries, and the respective net results for 2018 have been calculated already considering that amount. Of this amount, €3,349,059.40 were already paid in 2018 as an advance on profit sharing for 2018. \_\_\_\_\_*

*The break down of this amount among the Galp Group's employees shall be determined by the Executive Committee of Galp Energia, SGPS, S.A., in accordance with the applicable internal rules, and among the executive directors of Galp Energia, SGPS, S.A. shall be determined by the Remuneration Committee, in accordance with applicable legal terms." \_\_\_\_\_*

In the absence of interventions, the Chairman of the Board of the General Shareholders Meeting put the proposal presented by the Board of Directors concerning **Item 2** on the agenda which was adopted unanimously by the votes cast, corresponding to 667,185,334 votes in favour, with no votes against and no abstentions. \_\_\_\_\_

The Chairman of the Board of the General Shareholders Meeting proposed to shareholders that items 3, 4 and 5 were discussed together and voted on separately, which followed as there was no indication of disagreement with the proposal. In this way, they were immediately taken into consideration, and the shareholders were questioned about whether they intended to use the floor, with Gonçalo Manuel Bourbon Sequeira Braga, acting as the representative of shareholders Carlos Alberto Tomás Rodrigues and Maria da Conceição Cabral Pacheco M. S. Braga, stating that, in his opinion, the appraisal should be known to the Remuneration Committee before the general appreciation of the Board of Directors. The Chairman of the Board of the General Shareholders Meeting clarified that the statement of the Remuneration Committee on remuneration policy would be subject to consideration under agenda item 6. \_\_\_\_\_

Then, in the absence of any further interventions, the Chairman of the Board of the General Shareholders' Meeting submitted to the vote the proposal of the Shareholder Amorim Energia B.V. referring to **Item 3**. - "*Perform a general appraisal of the Company's Board of Directors, for the year 2018, in accordance with article 455 of the Portuguese Companies Code*", with the following content: \_\_\_\_\_

*"Pursuant to the terms and for the purposes set forth in subparagraph c) of paragraph 1 of article 376 and article 455 of the Commercial Companies Code, it is hereby proposed that the General Shareholders Meeting approves a vote of regard and confidence to the Board of Directors and to each of its members for the development of the management of the Company during 2018."* \_\_\_\_\_

Said proposal was approved by a majority of 94.45% of the votes cast, corresponding to 660,961,672 votes in favour, 3,623,186 votes against and 2,600,476 abstentions. \_\_\_\_\_

Proceeding to the vote on the following proposal of the shareholder Amorim Energia B.V. of **Item 4.** in the agenda – *"Perform a general appraisal of the Audit Board, for the year 2018, in accordance with article 455 of the Portuguese Companies Code":* \_

*"Pursuant to the terms and for the purposes set forth in subparagraph c) of paragraph 1 of article 376 and article 455 of the Commercial Companies Code, it is hereby proposed that the General Shareholders Meeting approves a vote of regard and confidence to the audit Board and to each of its members for the development of the supervision the Company during 2018 "* \_\_\_\_\_

It was approved by a majority of 99.45% of the votes cast, corresponding to 660,959,792 votes in favour, 3,623,186 votes against and 2,602,356 abstentions. \_

Proceeding to the vote on the following proposal of the shareholder Amorim Energia B.V. of **Item 5.** in the agenda – *"Perform a general appraisal of the Statutory Auditor, for the year 2018, in accordance with article 455 of the Portuguese Companies Code"* which reads as follows: \_\_\_\_\_

*"Pursuant to subparagraph c) of paragraph 1 of article 376 and article 455 of the Commercial Companies Code, it is hereby proposed that the General Shareholders Meeting approves a vote of regard and confidence to the Statutory Auditor for the development of the supervision of the Company during 2018."* \_\_\_\_\_

The proposal was approved by a majority of 99.50% of the votes cast, corresponding to 661,249,001 votes in favour and 3,333,997 votes against and 2,602,356 abstentions. \_\_\_\_\_

The Chairman proceeded with **Item 6** of the agenda – *"Resolve on the statement of the Remuneration's Committee on the remuneration policy of the Company's management and supervisory bodies and members of the Board of the General Shareholders Meeting"*. Considering the extension of the declaration and since it was already known to the Shareholders, the Chairman of the Board of the General Shareholders Meeting questioned those present about the waiving of the reading of the document that is transcribed: \_\_\_\_\_

***"Statement of the Remuneration Committee on the remuneration policy for the members of the corporate bodies of the Company for 2019"*** \_\_\_\_\_

***I. Introduction*** \_\_\_\_\_

*The Remuneration Committee of Galp Energia, SGPS, S.A., hereinafter referred to as "Galp" or "Company", under the powers to it conferred to determine the corporate bodies' remunerations, and within the mandate given by the General Shareholders Meeting, pursuant to article 8 of the Company's Articles of Association, hereby submits to approval by Galp's General Shareholders Meeting Energia to be held on April 12, 2019, the following statement on the Remuneration Policy of the corporate bodies, in accordance to article 2 of law no. 28/2009, of June 19, and in accordance with the CMVM Regulation no. 4/2013 and the Corporate Governance Code of the Portuguese Institute of Corporate Governance, hereinafter referred to as the IPCG Governance Code.* \_\_\_\_\_

*The proposed statement describes the process followed to define and implement the Remuneration Policy of Galp's corporate bodies for 2019, as well as the goals and underlying principles thereof, taking into consideration the recommendations from the IPCG Governance Code and the best practices of corporate governance, with a view to ensure clarity and effectiveness in the communication both to the market and to shareholders.* \_\_\_\_\_

*The corporate bodies' Remuneration Policy is annually updated and approved at the General Shareholders Meeting upon a Remuneration Committee's proposal.* \_\_\_\_\_

Therefore, this document presents the corporate bodies' Remuneration Policy for 2019, which follows the underlying principles defined in the Remuneration Policy for 2018, approved at the General Shareholders Meeting held on May 15, 2018. \_\_\_\_\_

Information regarding the implementation of the 2018 Remuneration Policy and the 2018 individual remuneration of the Board of Directors' members, as well as that of the Audit Board, is detailed on the 2018 integrated management report (cf. Chapter 7, Part I, point D – Remunerations). \_\_\_\_\_

## **II. Underlying Principles** \_\_\_\_\_

The corporate bodies' Remuneration Policy aims at reinforcing values, skills, abilities and behaviours, in view of the Company's long term interest, culture and strategy, and is, particularly, guided by the following underlying principles: \_\_\_\_\_

(i) Attract, motivate and retain the best professionals for the roles to be performed at the Company and ensure stability on the same roles of the members of the governing bodies elected; \_\_\_\_\_

(ii) Appropriately reward, in line with market conditions, the work, know-how and results obtained, in a way that is consistent with the skills and responsibilities inherent to the roles of the corporate bodies' members; \_\_\_\_\_

(iii) Reward the efficiency and productivity increase and the long term value created for shareholders, by defining and implementing an incentive-based system related to attainment of pre-defined, measurable economic, financial and operational goals, with a view to foster sustained results growth and discourage of excessive risk taking; \_\_\_\_\_

(iv) Reward safety, environmental sustainability and energy efficiency in activities material to the Company, through incentives related with the execution of objectives and targets, including within the context of the appropriate management of the respective carbon intensity. \_\_\_\_\_

Taking in to account the aforementioned purposes, the Remuneration Committee defined and approved the 2019 policy to set the Company's corporate bodies' remuneration. \_\_\_\_\_

### **III. 2019 Remuneration Policy**

#### **1. Board of Directors**

##### **1.1. Non-executive Directors**

*The remuneration of non-executive members of the Board of Directors will amount to a fixed monthly remuneration paid 12 times a year, at an amount is determined by the Remuneration Committee in line with market practices.*

*Equally in line with this market practices, the non-executive directors' remuneration may be different for the Chairman of the Board, due to the distinct roles of Company's representation attributed to him, as well for non-executive members of the Board of Directors which undertake distinct supervisory and monitoring duties within the Company, as a result of a special charge given by the Board of Directors or under the framework of Committees, existing or to be created by the board of Directors.*

*The remuneration of non-executive members of the Board of Directors does not include any component dependent on the performance of the Company or its value.*

##### **1.2. Executive Management**

*The remuneration of Galp's Executive Directors comprises two components: one fixed and one variable.*

###### **1.2.1. Fixed remuneration**

*The fixed component will correspond to a fixed monthly remuneration, paid 14 times a year, to be determined by the Remuneration Committee after considering the duties and responsibilities assigned and practices observed in the market for equivalent position in large Portuguese and international companies.*

###### **1.2.2. Variable remuneration**

*The variable remuneration component, in the form of one-off payments, is determined by the Remuneration Committee and it depends upon the achievement of certain economic, financial and operational goals with a view to creating a competitive remuneration framework and to implement a system of rewards which*

*ensure the alignment of the interests of executive management with the interests of the Company and their respective stakeholders, from a long-term economic and financial sustainability perspective. \_\_\_\_\_*

*In order to best stimulate the alignment of the executive directors' practices with the Company's long-term sustainable interests, a multi-annual objectives policy was introduced in 2012, and entered into force in 2013, postponing during a period of 3 years a significant part of the variable remuneration, which is linked to the performance of the Company during this period. \_\_\_\_\_*

*On an annual basis, objectives are defined for the subsequent three-year period, with the final three-year assessment being made at the end of each three-year period. The first three-year period for which multi-annual objectives were determined was 2013-2015. \_\_\_\_\_*

*The policy allows Galp to approach the good practices of the market as well as the IPCG Governance Code recommendations with regard to corporate governance of listed companies. \_\_\_\_\_*

*The variable remuneration of executive directors includes two components: \_\_\_\_\_*

- Annual variable remuneration, which maximum potential cap represents 50% of the maximum potential cap of the total variable remuneration; \_\_\_\_\_*
- Tri-annual remuneration, maximum potential cap represents 50% of the maximum potential cap of the total variable remuneration. \_\_\_\_\_*

*The amount of annual variable remuneration for each year is determined by the Remuneration Committee in accordance with the achievement of specific goals previously defined, with the maximum potential cap of 60% of the total annual fixed remuneration for each variable remuneration component. This is in line with generally recognized practice in the Portuguese market and internationally and is considered to represent a reasonable proportion between the variable and fixed remuneration components. \_\_\_\_\_*

*As from 2019, the indicators defined by the Remuneration Committee to determine the annual variable remuneration, in addition to the economic dimension, which will*

be evaluated by reference to the generation of cash flow by business, will incorporate the achievement of objectives and targets related to safety and environmental sustainability of activities material to the company, in the context of the proper management of their respective carbon intensity, namely through the Accident Frequency and the Carbon Intensity Indexes. \_\_\_\_\_

Thus, the indicators set by the Remuneration Committee to determine the annual variable remuneration for the year 2019 are as follows: \_\_\_\_\_

(i) Cash Flow From Operations (CFFO), with a weight of 75%; \_\_\_\_\_

(ii) Production Growth, with a weight of 10%; \_\_\_\_\_

(iii) Total Recordable Injury Rate (TRIR), with a weight of 10%; and \_\_\_\_\_

(iv) Carbon Intensity Index (CII), with a weight of 5%. \_\_\_\_\_

As regards the tri-annual variable remuneration, in line with best market practices, the following indicators have been defined: \_\_\_\_\_

(i) Cash Flow From Operations (CFFO), with a weight of 55%; \_\_\_\_\_

(ii) Galp's Total Shareholder Return (TSR) vs the Peer Group; with the Peer Group is composed by Total, Repsol, OMV and ENI, as well as the PSI20TR and SXEGR indexes, references of the national market and the European energy sector, respectively, with a weight of 25%; \_\_\_\_\_

(iii) Return on Average Capital Employed (ROACE), with a weight of 20%. \_\_\_\_\_

The effective determination and payment of the multiannual component of the variable remuneration will take place not before the end of each three-year period after approval of accounts of the last financial year. \_\_\_\_\_

The above mentioned indicators contribute in 65% to the definition of the annual and three-year variable remuneration applicable. The remaining 35% of each of the components of variable remuneration alluded to the result of qualitative assessment by the Remuneration Committee of the activity performed by the executive directors yearly or during the relevant three-year period, as the case may be. \_\_\_\_\_

*In order to ensure consistency between the release of cash flow and the total variable remuneration, this depends on the level of cash flow achieved by Galp. Thus, if every year the Company has a CFFO lower than 80% of the target for the respective year, there will be no scope for paying the variable remuneration. \_\_\_\_\_*

*The determination of the annual and three-year variable remuneration may consider adjustments that are reasonable regarding exogenous factors and unforeseen economic decisions, as well as those necessary to ensure comparability, that are adequate to encourage management objectives, as previously defined by the Remuneration Committee. \_\_\_\_\_*

*The indicators' nature, their respective relative-weight on the determination of the actual variable remuneration, the deferred payment of a substantial part of the remuneration and the limits to the application of the variable remuneration set out a remuneration model based on the merits by reference to the effective performance of the Company and in the disincentive of excessive risk taking, while ensuring the alignment of the interests of the executive management with the long-term interests of the Company. \_\_\_\_\_*

### *1.2.3. Other benefits \_\_\_\_\_*

*Pursuant to article 402 of the Companies Code and article 18, no. 3 of the Company's by-laws, the board of directors' executive management is entitled to the creation by the Company of retirement benefits or other financial product of a similar nature to the benefit thereof, which terms and conditions it is hereby authorized to be defined by the Remuneration Committee. \_\_\_\_\_*

*The value of the aforementioned plan will be calculated annually by the Remuneration Committee, and shall be subject to the necessary adjustments so that in the year which sees the beginning or ending of director's functions, this value is calculated pro-rata basis for the period in which these functions were performed. \_\_\_\_\_*

*For executive directors whose permanent residence is outside the area where the Company is based, the Remuneration Committee shall set a housing allowance \_\_\_\_*

*Executive directors also benefit from using a light-duty vehicle and from health and life insurances.* \_\_\_\_\_

#### *1.2.4. Other Conditions* \_\_\_\_\_

*The remuneration of Galp's board members includes all remuneration due for the performance of office in management bodies in other group companies.* \_\_\_\_\_

*This policy does not encompass the allocation of any indemnity or compensation to board members as a result of their dismissal or termination of their contracts, namely when such can be linked to insufficient performance, and affords no entitlement to damages or compensation beyond those provided by the legal framework. The resolutions of the Remuneration Committee correspond to the appropriate and required legal instrument to determine the absence of such entitlement.* \_\_\_\_\_

*The members of the Board of Directors shall not enter into contracts with the Company or with third parties that have the effect of mitigating the risk inherent to the variability of the remuneration set by the Company.* \_\_\_\_\_

*In case of a judicial decision for unlawful action against one or more members of the Executive Committee that results or has resulted in a restatement or an impairment of the financial statements in terms detrimental to the Company, the Remuneration Committee may request to the Board of Directors to adopt the adequate measures for the clawback of an amount of variable remuneration paid to said member (s) that is deemed appropriate in relation to the relevant period of said action.* \_\_\_\_\_

*The payment of the variable remuneration may be partially carried out through shares or stock options plans, or other payment methods, to be approved in internal regulations by the Remuneration Committee, which in the first case must establish among other things, the number of shares or stock options granted, and the main conditions for the exercise of their respective rights, including the price and the date of that exercise and any change in those conditions.* \_\_\_\_\_

## **2. Supervisory Board and Statutory Auditor** \_\_\_\_\_

*The remuneration for the members of the Supervisory Board and Statutory Auditor of the Company is based on the national and international market practice and is aligned with the interests of the Company and its stakeholders. \_\_\_\_\_*

*The remuneration of the members of the Supervisory Board amounts to a fixed monthly remuneration, paid 12 times a year, being the remuneration of its Chairman different from that the remaining Supervisory Board members, considering the specific functions performed by such member. \_\_\_\_\_*

*The remuneration of the Supervisory Board members does not include any component dependent on the Company's performance or value. \_\_\_\_\_*

*The Statutory Auditors' remuneration rewards the review and legal certification of the Company's accounts and is in line with market conditions. \_\_\_\_\_*

### **3. Board of General Shareholders Meeting \_\_\_\_\_**

*The remuneration of the Board of the General Meeting corresponds to a fixed annual amount defined by the Remuneration Committee, and is different for the Chairman, the Vice-Chairman and the Board Secretary, being linked to the Company's performance and practices observed in the market." \_\_\_\_\_*

Having the shareholders waived the reading of the proposal, the Chairman of the Board of the General Shareholders Meeting opened the debate on the sixth item in the agenda and, in the absence of statements to intervene or request clarification, he placed to the vote the proposal presented by the Remuneration Committee, which was approved by a majority of 96.95% of the votes cast, representing 639,358,358 votes in favour and 20,125,320 votes against and 7,701,656 abstentions. \_\_\_\_\_

The Chairman of the Board of the General Shareholders Meeting proposed shareholders to jointly consider an discuss Items 7., 8., 9., 10. and 11. of the agenda. There being no objection to the proposal presented, the Chairman gave the floor to the shareholders. In the absence of any speeches, it moved immediately to the vote on the proposal concerning **Item 7** of the agenda – “Resolve on the election of the members of the Board of Directors for the four-year period 2019-2022”that is transcribed: \_\_\_\_\_

*“Pursuant to the terms and for the purposes set forth in subparagraph d) of paragraph no. 1 of article 376 of the Portuguese Companies Code and articles 7, paragraph 5 of the By-Laws, it is proposed that the General Shareholders Meeting approves the election of the following list of members for the Board of Directors of Galp Energia, SGPS, S.A. for the term of the four-year period 2019-2022: \_\_\_\_\_*

- *Paula Fernanda Ramos Amorim, Chairman \_\_\_\_\_*
- *Carlos Nuno Gomes da Silva \_\_\_\_\_*
- *Filipe Crisóstomo Silva \_\_\_\_\_*
- *Thore E. Kristiansen \_\_\_\_\_*
- *Carlos Manuel Costa Pina \_\_\_\_\_*
- *José Carlos da Silva Costa \_\_\_\_\_*
- *Sofia Fernandes Cruz Tenreiro \_\_\_\_\_*
- *Susana Quintana-Plaza \_\_\_\_\_*
- *Miguel Athayde Marques \_\_\_\_\_*
- *Marta Claudia Ramos Amorim Barroca de Oliveira \_\_\_\_\_*
- *Francisco Vahia de Castro Teixeira Rêgo \_\_\_\_\_*
- *Carlos Eduardo de Ferraz Carvalho Pinto \_\_\_\_\_*
- *Luís Manuel Pego Todo Bom \_\_\_\_\_*
- *Jorge Manuel Seabra de Freitas \_\_\_\_\_*
- *Rui Paulo da Costa Cunha e Silva Gonçalves \_\_\_\_\_*
- *Diogo Mendonça Rodrigues Tavares \_\_\_\_\_*
- *Edmar Luiz Fagundes de Almeida \_\_\_\_\_*
- *Cristina Neves Fonseca \_\_\_\_\_*
- *Adolfo Miguel Baptista Mesquita Nunes \_\_\_\_\_*

*The information provided in Article 289 paragraph 1 subparagraph d) of the Portuguese Companies Code for each of the proposed members in the previous list is attached to this proposal.* \_\_\_\_\_

The proposal submitted by the shareholder Amorim Energia B.V. was approved by a majority of 67.03% of the votes cast, corresponding to 445,956,449 votes in favour and 219,306,656 votes against and 1,922,229 abstentions. \_\_\_\_\_

In the scope of **Item 8.** of the agenda – “*To resolve on the election of the members of the Audit Board for the four-year period 2019-2022*”, the Chairman of the Board of Directors of the General Shareholders Meeting submitted by the shareholder Amorim Energia B.V.: \_\_\_\_\_

*“Pursuant to the terms and for the purposes set forth in subparagraph d) of paragraph no. 1 of article 376 of the Portuguese Companies Code and article 7, paragraph 5 of the By-Laws, it is proposed that the General Shareholders Meeting approves the election of the following members to the Audit Board of Galp Energia, SGPS, S.A. for the term of the four-year period 2019-2022: \_\_\_\_\_*

- *José Pereira Alves, Chairman \_\_\_\_\_*
- *Pedro Antunes de Almeida \_\_\_\_\_*
- *Maria de Fátima Castanheira Cortês Damásio Geada \_\_\_\_\_*
- *Amável Alberto Freixo Calhau, alternate \_\_\_\_\_*

*The information provided in Article 289 paragraph 1 subparagraph d) of the Portuguese Companies Code for each of the proposed members in the previous list is attached to this proposal.* \_\_\_\_\_

Said proposal was approved by a majority of 99.96% of the votes cast, corresponding to 666,789,790 votes in favour, 288,576 votes against and 106,968 abstentions. \_\_\_\_\_

The Chairman of the Board of the General Shareholders Meeting then proceeded to the vote on **Item 9.** of the agenda – “*Resolve on the election of the Statutory Auditor for the four-year period 2019-2022*”, for which the following proposal presented by the Audit Board had been received: \_\_\_\_\_

"Whereas: \_\_\_\_\_

A) *The rotation policy of Galp's Official Auditor / External Auditor, which has been practiced by Galp, provides for the selection of the Statutory Auditor / External Auditor by the Audit Board at the end of three terms, through prior consultation process of the main internationally reputable for a period of four years corresponding to the term of the governing body;* \_\_\_\_\_

B) *Pursuant to the provisions of article 3, paragraph 3, point f) of Law no. 148/2015 of September 9 (Legal Framework on Audit Supervision), it is a responsibility of the Audit Board to select the statutory auditors or statutory audit firms to be proposed to the General Meeting for election and to recommend a preference for one of them, in accordance with article 16 of Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014 (regarding the specific requirements for statutory audit of public interest entities);* \_\_\_\_\_

C) *The Audit Board held a competitive selection procedure for Galp's Statutory Auditor / External Auditor, in accordance with applicable legal rules, approved internal procedures and previously defined criteria;* \_\_\_\_\_

D) *Within the scope of the aforementioned selection process, the Audit Board decided to validate the technical and commercial evaluation report issued and to consider the proposals presented by Ernst & Young Audit & Associados, SROC, S.A. and Deloitte & Associados, SROC, S.A., the two most advantageous, because they deserved the highest technical evaluation.* \_\_\_\_\_

*Furthermore, the Audit Board decided to recommend to the General Meeting the election of Ernst & Young & Associados, SROC, S.A. for Statutory Auditor for the 2019-2022 term, since among the two proposals chosen by the Audit Committee was the most advantageous proposal in economic terms;* \_\_\_\_\_

E) *The Audit Board also stated for the purposes of the provisions of the aforementioned EU Regulation, that it was free of influence from third parties and that was not imposed any clause limiting the choice of the General Meeting of Galp.* \_\_\_\_\_

*Accordingly, the Audit Board proposed to the General Meeting the election of the effective and alternate Statutory Auditor for the four-year period of 2019-2022, of:* \_\_\_\_\_

- *Effective Statutory Auditor: Ernst & Young Audit & Associados, SROC, S.A., Tax Identification Number 505988283, with its headquarters in Av. da República, 90 – 6º, 1600-206 Lisbon, enrolled at the OROC under the no. 178 and enrolled in the CMVM with the number 20161480, represented by Rui Abel Serra Martins, ROC no. 20160731;*
- *Alternate Statutory Auditor: Manuel Ladeiro de Carvalho Coelho da Mota, Tax Identification Number 215184467, Statutory Auditor no. 1410, registered at CMVM under the number 20161020, domiciled at Avenida da República, n.º 90 – 6º – 1600-206 Lisbon.* \_\_\_\_\_

*Taking in to account the biographical notes of the Effective Statutory Auditor representative and the Alternate Statutory Auditor presented in the appendix, the Audit Board recognizes the adequacy of the profile, knowledge and Curriculum Vitae of the same to the functions to be performed.* \_\_\_\_\_

The proposal was approved by a majority of 99.86% of the votes cast, corresponding to 666,256,170 votes in favour, 928,564 votes against and 600 abstentions. \_\_\_\_\_

Entering the vote on the following proposal received from the shareholder Amorim Energia B.V. referring to **Item 10.** of the agenda – “*Resolve on the election of the Board of the General Shareholders Meeting of the Company for the four-year period 2019-2022*”: \_\_\_\_\_

*"Pursuant to the terms and for the purposes set forth in subparagraph d) of paragraph 1 of article 376 of the Portuguese Companies Code and article 7, paragraph 5 and article 11, paragraph 2 of the By-Laws, it is proposed that the General Shareholders Meeting approves the election of the following list of members to the Board of the General Shareholders Meeting of Galp Energia, SGPS, S.A. for the term of the four-year period 2019-2022:* \_\_\_\_\_

- *Ana Paz Ferreira da Câmara Perestrelo de Oliveira, Chairman of the Board of the General Shareholders Meeting* \_\_\_\_\_
- *Rafael de Almeida Garrett Lucas Pires, Vice-Chairman of the Board of the General Shareholders Meeting* \_\_\_\_\_
- *Sofia Leite Borges, Secretary of the Board of the General Shareholders Meeting* \_\_\_\_\_

*The information provided in Article 289 paragraph 1 subparagraph d) of the Portuguese Companies Code for each of the proposed members in the previous list is attached to this proposal. According to the information provided, all of the proposed members for the General Shareholders Meeting meet the applicable independence and absence of incompatibilities criteria in accordance with Portuguese Law.*\_\_\_\_\_

It was approved by a majority of 99.83% of the votes cast, corresponding to 665,921,119 votes in favour, 1,157,247 votes against and 106,968 abstentions. \_\_\_\_\_

The Chairman of the Board then submitted to the vote the following proposal that had been received from the shareholder Amorim Energia B.V. referring to **Item 11.** of the agenda – “*To resolve on the election of the members of the Remuneration Committee of the Company for the mandate for the four-year period 2019-2022 and on their respective remuneration*” : \_\_\_\_\_

*"Pursuant to the terms and for the purposes set forth in subparagraph d) of paragraph no. 1 of article 376 of the Portuguese Companies Code and articles 7, 5 and 8, paragraph 2 of the By-Laws, it is proposed that the General Shareholders Meeting approves the election of the following shareholders to the Remuneration Committee of Galp Energia, SGPS, S.A. for the term of the four-year period 2019-2022:*\_\_\_\_\_

*Amorim Energia B.V, Chairman* \_\_\_\_\_

*Jorge Armindo Carvalho Teixeira* \_\_\_\_\_

*Joaquim Hierro Lopes* \_\_\_\_\_

*The information provided in Article 289 paragraph 1 subparagraph d) of the Portuguese Companies Code for each of the proposed members in the previous list is attached to this proposal.* \_\_\_\_\_

*Furthermore, it is proposed that the General Shareholders Meeting approves the annual remuneration of the proposed members for the Remuneration Committee, in the following terms:* \_\_\_\_\_

1. *The remuneration of the members of the Remuneration Committee consists exclusively of a fixed annual component, with no variable remuneration or dependent of the Galp Group results.* \_\_\_\_\_

2. *The annual remuneration of the Chairman of the Remuneration Committee is determined in 21 000 EUR and the remaining members in 12 600 EUR.* \_\_\_\_\_

The proposal was put to the vote and approved by a majority of 98.63% of the votes cast, corresponding to 657,928,680 votes in favour, 9,149,686 against and 106,968 abstentions. \_\_\_\_\_

Entering Item 12. of the agenda – “*Resolve on the granting of authorisation to the Board of Directors for the acquisition and sale of treasury shares bonds or other treasury securities, by the Company or by its affiliates*” – the reading of the proposal presented by the Board of Directors was waived, which is transcribed below.: \_\_\_\_\_

*"Whereas:* \_\_\_\_\_

- A.** *The general regime applicable to commercial companies regarding the purchase and sale of treasury shares and own bonds;* \_\_\_\_\_
- B.** *The provisions of articles 5(3) and 6 of the Articles of Association that permit, respectively, (i) the purchase, holding and sale of treasury shares, in the cases and conditions permitted by law and (ii) the Company to carry out the transactions permitted by law on bonds and any other own debt securities;* \_\_\_\_\_
- C.** *The provisions of articles 319(1) and 320 of the Commercial Companies Code and in the regulations issued by Comissão do Mercado de Valores Mobiliários;* \_\_\_\_\_
- D.** *The provisions of Regulation (EU) n.º 596/2014 of the European Parliament and of the Council, of 16 April 2014, and connected regulatory provisions, establishing, inter alia, the conditions in which the purchase of treasury shares integrated into buy-back programs are exempted from the prohibitions of (i) abuse of privileged information and illegal transmission of privileged information; and (ii) market manipulation.* \_\_\_\_\_
- E.** *The duties of communication and disclosure of treasury share transactions made by companies with shares traded on a regulated market, under the terms established in CMVM Regulation No. 5/2008;* \_\_\_\_\_
- F.** *The convenience for the Company of, in various circumstances and with different goals, maintaining, for the time allowed by the law, the option to purchase or sell treasury shares and own bonds or other own debt securities issued by the Company, directly or through its subsidiary companies.* \_\_\_\_\_

The Board of Directors submits the following resolutions to the General Shareholders Meeting for approval: \_\_\_\_\_

- 1.** To grant authorisation to the Board of Directors for the purchase and sale of treasury shares and own bonds, regardless of the applicable law, or other securities or debt securities of the Company or of a dependent company, in accordance with the terms and conditions of the following deliberations and with the requirements of Regulation (EU) n.º 596/2014 of the European Parliament and of the Council, of 16 April 2014 and its connected regulatory provisions; \_\_\_\_\_
- 2.** To approve the purchase by Galp or by any current or future dependent company of treasury shares and own bonds, regardless of the applicable law, or other securities or debt securities of the Company or of any dependent company, subject to a decision by the Board of Directors of the Company, under the following terms and conditions: \_\_\_\_\_
  - a) Maximum number of shares to be purchased:** up to a limit, at any time, of 10% of the Company's share capital, consolidated with the shares purchased pursuant to article 483(2) of the Commercial Companies Code by dependent companies and without prejudice, if applicable, to the amount required to meet the obligations of the purchaser arising from a law, contract or the issuance of other securities, namely exchangeable bonds or bonds redeemable into company shares, subject, if applicable, to the subsequent sale, pursuant to the law. of shares that exceed that limit; \_\_\_\_\_
  - b) Maximum number of bonds to be purchased:** (i) when the purchase is intended for the total or partial amortisation of the bonds purchased, up to the total number of bonds of each issue made; or (ii) when the purchase is intended for other purposes, up to the limit corresponding to 10% of the total nominal amount of the entirety of the bonds issued, less the sales made, without prejudice to the exceptions provided for in article 317(3) of the Commercial Companies Code and of the amount required to meet the obligations of the purchaser arising from a law, contract or the terms of the corresponding issue conditions; \_\_\_\_\_
  - c) Term:** the purchase may be made within 18 months from the date of approval of this proposal by the Company's General Shareholders Meeting; \_\_\_\_\_

**d) Forms of purchase:** \_\_\_\_\_

**of shares:** *subject to the mandatory terms and limits of the law, the purchase of shares, or rights to the purchase or allotment of shares, can be made for consideration in any form, including the purchase of shares or bonds that are exchangeable or redeemable into shares, by means of transactions carried out in the regulated market or outside the market, in which case from certain entities designated by the Company's Board of Directors, namely financial institutions, counterparties in equity swap agreements or other similar derivative instruments, or as a form of payment in kind, as well as for, or due to, compliance with obligations arising from the law or a contract, or the conversion or exchange of convertible or exchangeable securities issued by the Company or a dependent company, under the terms of the corresponding issue conditions or contracts entered into with regard to such conversion or exchange;* \_\_\_\_\_

**of bonds:** *subject to the mandatory terms and limits of the law, the purchase of bonds can be made for consideration in any form, by direct transaction or using derivatives, in a Portuguese or international regulated market or outside the market, possibly through financial institutions;* \_\_\_\_\_

**e) Minimum and maximum consideration:** \_\_\_\_\_

**of shares:** *The purchase price must (i) be contained within an interval of 20% below or above the weighted average of the daily closing prices of Galp shares traded on the two trading days immediately preceding the date of purchase or acquisition of the right to purchase or allot shares; or (ii) correspond to the purchase price resulting from financial instruments entered into or resulting from the conditions of the issue made by the Company or a dependent company of securities, including bonds, exchangeable or redeemable into Company shares or contracts entered into with regard to such exchangeable bonds or bonds redeemable into Company shares;* \_\_\_\_\_

**of bonds:** \_\_\_\_\_

**1)** *the purchase price must (i) be contained within an interval of 20% below or above the weighted average of the daily closing prices published on the five trading days immediately preceding the date of purchase; or (ii) correspond to the purchase price resulting from financial instruments entered into or resulting from the conditions of an*

issue made by the Company or a dependent company; \_\_\_\_\_

**2)** for unlisted issues, the maximum and minimum limits indicated in (i) of the previous paragraph is determined by reference to the corresponding nominal value; \_\_\_\_\_

**3)** if the transaction is made as a result of or is related to the exercising of conditions set out in a securities issue, the price shall correspond to that which is determined pursuant to those conditions; \_\_\_\_\_

**f) Time of purchase:** to be determined by the Company's Board of Directors, taking into account the market situation, the specific objectives, at any moment, of the acquisition and the conveniences and obligations of the Company, of a dependent company or of the purchaser(s) and may be on one or more occasions, in the proportions determined by the Board. \_\_\_\_\_

**3.** To approve the sale of treasury shares or own bonds or, regardless of the applicable law, of other securities or debt securities, which may have been purchased by the Company or by any current or future dependent company, subject to a decision of the Board of Directors of the Company, under the following terms: \_\_\_\_\_

**a) Minimum number of shares to be sold:** corresponding to a sufficient quantity to meet obligations deriving from the law, contracts or the issuance of other securities, namely bonds exchangeable or redeemable into the Company's shares and, in other cases, the number defined by the Company's Board of Directors; \_\_\_\_\_

**b) Maximum number of bonds to be sold:** corresponding at the total quantity of bonds held; \_\_\_\_\_

**c) Term:** 18 months from the date of approval of this proposal by the Company's General Shareholders Meeting; \_\_\_\_\_

**d) Form of sale:** \_\_\_\_\_

**of shares:** subject to the mandatory terms and limits of the law, the sale of shares, or rights to the purchase or allotment of shares, can be made for consideration in any form, including the sale, exchange or redemption of bonds issued by the Company, by invitation, public offer or under the terms of the issue conditions, by means of transactions carried out in the regulated market or outside the market, in which case to

certain entity(ies) designated by the Company's Board of Directors, namely financial institutions, counterparties in equity swap agreements or other similar derivative instruments, or as a form of payment in kind, as well as for, or due to, compliance with obligations arising from the law or a contract, or the conversion or exchange of convertible or exchangeable securities issued by the Company or a dependent company, under the terms of the corresponding issuance conditions or contracts entered into with regard to such conversion or exchange; \_\_\_\_\_

**of bonds:** subject to the mandatory terms and limits of the law, the sale of bonds can be made for consideration in any form, by direct transaction or using derivatives, in a Portuguese or international regulated market or outside the market, possibly through financial institutions; \_\_\_\_\_

**e) Minimum consideration:** \_\_\_\_\_

**of shares:** in the case of sale for consideration, (i) the consideration may not be more than 20% less the weighted average of the daily closing prices of Galp shares traded on the two trading days immediately preceding the date of purchase or acquisition of the right to purchase or allot shares, or (ii) correspond to the price determined or resulting from the issue terms and conditions of other securities, namely obligations exchangeable or redeemable into Company shares, or a contract entered into in relation to this issuance, exchange or redemption, in the case of a sale deriving therefrom; \_\_\_\_\_

**of bonds:** \_\_\_\_\_

**1)** the cost of the sale (i) must not be more than 20% less the weighted average of the daily closing prices published on the five trading days immediately preceding the date of the sale; or (ii) correspond to the sale price resulting from financial instruments entered into or resulting from the conditions of an issuance made by the Company or a dependent company;

**2)** for unlisted issues, the minimum limit indicated in (i) of the previous paragraph is determined by reference to the corresponding nominal value; \_\_\_\_\_

**3)** if the transaction is made as a result of or is related to the exercising of conditions set out in a securities issuance, the price shall correspond to that which is determined pursuant to those conditions; \_\_\_\_\_

***Time of sale:** to be determined by the Company's Board of Directors, taking into account the market situation, the specific objectives of the sale, and the conveniences and obligations of the Company, or dependent company, and may be on one or more occasions, in proportions to be determined by the Board of Directors."* \_\_\_\_\_

The Chairman of the Board declared the debate on the last **Item** on the agenda open and, if no one wished to comment, put the proposal submitted by the Board of Directors to vote and was approved by a majority of 97.20% of the votes cast, corresponding to 648,154,395 votes in favour, 18,701,393 votes against and 329,546 abstentions. \_\_\_\_\_

At the end of the discussion and deliberation on all the items on the agenda, the Chairman of the Board of Directors thanked, on behalf of all members, the vote of confidence that the Shareholders had just given this Board of Directors for the exercise of functions in the next 4 years, in which she will have the enormous honour in presiding. \_\_\_\_\_

She pointed out that the world is evolving at an accelerating pace, with much broader dynamics, and this sector is no exception and there are many opportunities and it is up to the companies to take advantage of them, expressing that the Shareholders can be sure that the team now elected is certain to be one of those companies. \_\_\_\_\_

She continued to express her conviction that the proposal presented by Amorim Energia had this clear objective, focused on the rejuvenation and diversification of the members of the Board of Directors, now elected. \_\_\_\_\_

She referred that the Company is starting a new phase certain about the paths to follow but aware that they will be challenging and appealing, feeling the importance of restructuring the organisation in order to respond to the central strategic challenges. On the one hand, the need to focus on the commercial activity, on the customer, on the knowledge and demand of their real needs and on the satisfaction level of the quality of service provided by Galp. And, on the other hand, Galp wants to be part of the solution in the process of energy transition, which leads the Board to create a new area of executive responsibility focused on renewable generation, innovation and development of new business models. \_\_\_\_\_

This Board of Directors will strengthen the level of monitoring of Galp's executive activity by non-executive directors with the creation of specialised committees in the areas of risk management, auditing and sustainability and underlined the commitment and alignment of the Board of Directors in supporting the implementation of the defined strategy, which the Executive Committee has been carrying out with good results, as we have just seen. \_\_\_\_\_

In conclusion, it reinforced its conviction that, based on the competitive advantages of the Company, in particular its asset portfolio, the strengthening of the capacity of its people and the partnerships that have been strengthened or extended, we will continue to chart the way of Galp, wishing everyone a good day and thanking everyone for their presence. \_\_\_\_\_

Daniel Proença de Carvalho, Chairman of the Board, on behalf of the Board and the other members, Vitor Pereira Dias and Maria Helena Goldschmidt, thanked the Shareholders for their trust and cooperation throughout the term of office that now ends and addressed the best wishes to the members of the Corporate Bodies now elected and to the future Executive Committee. \_\_\_\_\_

There being no further business to discuss, the meeting was adjourned at twelve o'clock, these minute being drawn up, which will be signed by the Chairman of the Board, the Vice-Chairman and the Secretary of the Board. \_\_\_\_\_