

Working together trusting each other

CORPORATE GOVERNANCE REPORT 2012



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0. Statement of compliance



0.1 Corporate Governance Code

As a company issuing shares released for trading on the official NYSE Euronext Lisbon stock exchange, Galp Energia, SGPS, S. A. (hereafter referred to as Galp Energia, the Company or the Group), is subject to the Securities Code (CVM), to Law no. 28/2009 of 19 June, and to the Securities Commission Regulation no. 1/2010, thus adopting the recommendations established in the Corporate Governance Code decreed by the Portuguese Securities Market Commission (CMVM) in 2010

(CMVM recommendations). This can be found at the following website: <http://www.cmvm.pt>.

This report, in accordance with article 2, paragraph 1 of CMVM's Regulation no. 1/2010, fully complies with the model contained in Appendix I of the Regulation. Galp Energia is not bound to any other Corporate Governance Code.

0.2 Adoption of CMVM's recommendations

The corporate governance has evolved in such a way as to regard the best practices as well as to fulfil CMVM recommendations. In this context, Galp Energia has declared that it has adopted, with the exception of one, the referred applicable recommendations in the terms of corporate governance practice.

Different interpretations may, however, lead to the assessment that the CMVM recommendations have not been fully adopted, or that they have not been adopted at all. Justifications and any relevant notes that may apply to the CMVM recommendations are presented in the table below. A more detailed description on how these recommendations have been adopted is also provided.

CMVM recommendation	Corporate governance practice	Notes	Remit
I General shareholders meeting			
I.1 General shareholders meeting board	I.1.1 The chairman of the general shareholders 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	-
	I.1.2 The remuneration of the chairman of the general shareholders meeting board shall be disclosed in the annual corporate governance report.	Adopted	Chapter I, I.3
I.2 Participation in the general shareholders meeting	I.2.1 The period for depositing shares prior to participation in a general shareholders meeting shall not be longer than five business days.	Adopted	Chapter I, I.4
	I.2.2 Should the general shareholders meeting be suspended, the company shall not require the blocking of shares during that period until the meeting is resumed and shall follow the standard procedure for the first session.	Adopted	Chapter I, I.5
I.3 Vote and exercise of voting rights	I.3.1 A company's articles of association shall not restrict postal votes and when adopted and accepted, voting by email.	Adopted	Chapter I, I.9
	I.3.2 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	Chapter I, I.11
	I.3.3 Companies shall ensure the level of voting rights and the shareholder's participation is proportional through the assignment of one vote to each share, as per the provisions of the company's articles of association. Companies do not fulfil proportionality if: <ul style="list-style-type: none"> i) they have shares that do not entitle voting rights; ii) voting rights are not counted above a certain number when issued by a sole shareholder or by shareholders related to him. 	Adopted	Chapter I, I.6

CMVM recommendation		Corporate governance practice	Notes	Remit
I.4 Quorum and resolutions		Not adopted	The quorum of two thirds of the issued votes, provided in the articles of association, for some of the general shareholder meeting's decisions, in addition to those established by law, aims to ensure that shareholders are suitably represented.	Chapter I, I.8
I.5 Minutes and information about the adopted resolutions		Adopted		Chapter I, I.13 and I.14
I.6 Measures related to corporate control		Adopted	I.6.1 Steps taken to thwart the success of takeover bids should take account the interests of the company and its shareholders. 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 shareholders 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.	Chapter I, I.19
		Adopted	I.6.2 No defence 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.	Chapter I, I.20
II Board of directors and supervisory board				
II.1 General items	II.1.1 Structure and role	II.1.1.1 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 judgement, are suited to remedy them.	Adopted	Chapter II, section I, II.20
		II.1.1.2 Companies must set up internal control systems designed to effectively detect risks to the company's operations by safeguarding its assets to the benefit of corporate governance transparency. These systems must integrate, at least, the following components: i) definition of the company's strategic goals regarding risk-taking decisions; ii) identification of the main risks related specifically to the company's activities and to events that may give rise to risks; iii) analysis and measurement of the impact and likelihood of each potential risk occurring; iv) risk management with a view to align risks incurred with the company's strategic option regarding risk-taking; v) control mechanisms for risk management procedures and their effectiveness; vi) adoption of internal mechanisms of information and communication of the different components of the system and risk alerts; vii) regular assessment of the implemented system and adoption of any changes that may be required.	Adopted	Chapter II, section I, II.5
		II.1.1.3 The management bodies shall establish the creation and workings of systems of internal regulation and risk management and supervisory bodies have the remit of assessing these systems and proposing the adjustment to the company's needs.	Adopted	Chapter II, section I, II.6
		II.1.1.4 In the annual corporate governance report, the companies shall: i) identify the main economic, financial and legal risks that the company is exposed to whilst operating; ii) describe the performance and effectiveness of the risk management system.	Adopted	Chapter II, section II, II.9
		II.1.1.5 The board of directors and the supervisory board shall establish internal regulations and shall have these disclosed on the company's website.	Adopted	Chapter II, section I, II.7

CMVM recommendation	Corporate governance practice	Notes	Remit
II.1.2 Incompatibilities and independence	II.1.2.1 The board of directors shall include a number of non-executive members that ensure the effective supervision and assessment of the executive members' activity.	Adopted	Chapter II, section II, II.14
	II.1.2.2 Non-executive members must include an adequate number of independent members. The size of the company and its shareholder structure must be taken into account when devising this number and may never be less than a fourth of the total number of board directors.	Adopted	Chapter II, section II, II.14
	II.1.2.3 The independency assessment of its non-executive members carried out by the board of directors shall take into account the legal and regulatory rules in force concerning the independency requirements and the incompatibility framework applicable to members of other corporate boards, which ensure orderly and sequential coherence in applying independency criteria to all the company. An independent executive member shall not be considered as such, if in another corporate board and by force of applicable rules, may not be an independent executive member.	Adopted	Chapter II, section II, II.15
II.1.3 Eligibility and appointment	II.1.3.1 According to the model that is applicable, the chairman of the supervisory board and of the auditing and financial matters committee, shall be independent and have the adequate skills for the exercise of their role.	Adopted	Chapter II, section II, II.21 and II.22
	II.1.3.2 The selection process of candidates to the role of non-executive director shall be devised in a fashion that prevents interference from executive directors.	Adopted	Chapter II, section II, II.16
II.1.4 Whistleblowing policy	II.1.4.1 The company shall adopt a policy whereby irregularities within the company are reported. Such reports shall include the following information: i) an indication of the means which should be used to report such irregularities internally, including people entitled to receive the reports; ii) an indication of how the report is to be handled, including confidentiality, if the reporter so requests.	Adopted	Chapter II, section II, II.35
	II.1.4.2 The general guidelines for this policy should be disclosed in the annual corporate governance report.	Adopted	Chapter II, section II, II.35
	II.1.5.1 The remuneration of the members of the board of directors shall be structured to align its interests with those of the shareholders, be based on performance evaluation and be discouraging of excessive risk-taking. To this end, remuneration must be structured as follows: i) the remuneration of the board of directors carrying executive responsibilities should be based on performance and a performance evaluation should be carried out periodically by the relevant body or committee with pre-determined criteria, which deems the real growth of the company and value created for shareholders, its long-term sustainability and risks undertaken as well as the fulfilment of the rules applied to the company's operations; ii) the variable component shall be consistent with the fixed component and there shall be maximum limits for all components; iii) a significant part of the variable remuneration shall be deferred for a period longer than three years and its payment shall be dependent on the sustainability of the company's positive performance during that period; iv) the members of the board of directors shall not enter into contracts with the company or third parties that will have the effect of mitigating the risk inherent in the variability of the remuneration established by the company; v) the executive directors shall hold, up to twice the value of the total annual remuneration, the company shares that were allotted by virtue of the variable remuneration schemes, with the exception of those shares that are required to be sold for the payment of taxes on the gains of said shares; vi) when the variable remuneration includes stock options, the period for exercising same shall be deferred for a period of not less than three years;	Adopted	Chapter II, section II, II.32 and II.33

CMVM recommendation	Corporate governance practice	Notes	Remit
<p>vii) the appropriate legal instruments shall be established so that in the event of a director's dismissal without due cause, the envisaged compensation shall not be paid out if the dismissal or termination by agreement is due to the director's inadequate performance;</p> <p>viii) the remuneration of non-executive directors shall not include any component the value of which is subject to the performance or the value of the company.</p>			
<p>II.1.5.2 A statement on the remuneration policy referred to in II.1.7.4. of CMVM's Corporate Governance Code shall contain, in addition to the content stated in paragraphs a) and e), adequate information on:</p> <p>i) which groups of companies the remuneration policy and practices of which were taken as a baseline for setting the remuneration;</p> <p>ii) the payments for the dismissal or termination by agreement of the directors' duties.</p>	Adopted		Chapter II, section II, II.30
<p>II.1.5.3 The statement on the remuneration policy referred to in II.1.7.4. of CMVM's Corporate Governance Code also covers the remuneration of bodies whose remuneration includes a significant variable component as laid down in article 248-B, paragraph 3, of the CVM. The statement must be detailed and the presented policy must take into account the company's long-term performance, the fulfilment of standards applicable to the company's activity and risk-taking contention.</p>	Adopted		Chapter II, section III, II.29
<p>II.1.5.4 A proposal shall be submitted for approval to the general shareholders meeting regarding the plans for share grants and/or stock options applicable to members of the management and supervisory bodies and other senior managers as laid down in article 248-B, paragraph 3, of the CVM. The proposal shall contain all elements necessary for a correct evaluation of the plan. The proposal shall be accompanied by the regulation of the plan or if it has not yet been drafted, by the general conditions applicable to it.</p> <p>Likewise, the general shareholders meeting shall approve the main features of the retirement benefit systems applicable to members of the management and supervisory bodies and other senior managers as laid down in article 248-B, paragraph 3, of the CVM.</p>	Adopted		Chapter II, section IV, II.33
<p>II.1.5.5 At least one representative of the remuneration committee's shall be present at the annual general shareholders meeting.</p>	Adopted		Chapter I, I.15
<p>II.1.5.6 The remuneration from other group companies and pension rights acquired during the term shall be disclosed in the annual corporate governance report on an individual and aggregate basis.</p>	Adopted		Chapter II, section II, II.33
<p>II.2. Board of directors</p> <p>II.2.1 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 annual corporate governance report.</p>	Adopted		Chapter II, section I, II.3
<p>II.2.2 The board of directors must ensure that the company acts in accordance with its goals, and must not delegate its duties regarding:</p> <p>i) the formulation of the company's strategy and general policies;</p> <p>ii) the definition of the group's corporate structure;</p> <p>iii) any decisions that should be deemed strategic due to their amount, risk or special nature.</p>	Adopted		Chapter II, section I, II.3
<p>II.2.3 If 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 they can decide in an independent and informed manner. These mechanisms shall be explained to the shareholders in the annual corporate governance report.</p>	Not applicable	The Chairman of Galp Energia's Board of Directors does not have executive responsibilities.	Chapter II, section II, II.8
<p>II.2.4 The annual management report shall include a description of non-executive directors' activities, and mention any constraints they may have encountered.</p>	Adopted		Chapter II, section II, II.34
<p>II.2.5 The company shall explain its policy on role rotation, namely of the chief financial officer role, and report it in the annual corporate governance report.</p>	Adopted		Chapter II, section II, II.11

CMVM recommendation	Corporate governance practice	Notes	Remit
II.3 Chief executive officer, executive committee and board of directors	II.3.1 When prompted by other governing body members, executive directors shall, in a timely and adequate manner, make available any information requested.	Adopted	Chapter II, section I, II.3
	II.3.2 The chairman of the executive committee shall send to the chair of the board of directors and the supervisory board or the audit committee, if applicable, the notices of call and the minutes of the meetings of the executive committee.	Adopted	Chapter II, section II, II.13
	II.3.3 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 general and supervisory board and the chairman of the financial matters committee.	Not applicable	Galp Energia's governance model does not include a general and supervisory board and therefore this recommendation does not apply.
II.4 General and supervisory board, financial matters committee, audit committee and supervisory board	II.4.1 Besides carrying out its supervisory duties, the general and supervisory board shall advise, follow up and continually evaluate the management of the company by the executive board of directors. In addition to other subject matters, the general and supervisory board shall decide on: i) the formulation of the strategy and general policies of the company; ii) the corporate structure of the group; and iii) decisions taken that are considered to be strategic due to the amounts, risk and particular characteristics involved.	Not applicable	Galp Energia's governance model does not include a general and supervisory board and therefore this recommendation does not apply.
	II.4.2 The annual reports on the activity carried out by the general and supervisory board, the financial matters committee, the auditing committee and the supervisory board must be disclosed on the company's website, along with financial statements.	Adopted	Chapter III, III.15
	II.4.3 The annual reports on the activity carried out by the general and supervisory board, the financial matters committee, the auditing committee and the supervisory board must include a description on the supervisory activity and shall mention any restraints that they may have come up against.	Adopted	Chapter II, section I, II.4
	II.4.4 The general and supervisory board, the auditing committee and the supervisory board, depending on the applicable model, shall represent the company for all purposes to the external auditor, and shall propose to the service provider, the respective remuneration, ensure that adequate conditions for the supply of these services are in place within the company, as well as being the liaison officer between the company and the first recipient of the reports.	Adopted	Chapter II, section III, II.24
	II.4.5 The general and supervisory board, the auditing committee and the supervisory board, as the case may be, shall evaluate the external auditor on an annual basis and propose his dismissal to the general shareholders meeting whenever warranted.	Adopted	Chapter II, section III, II.24
	II.4.6 The internal audit services and those that ensure compliance with the rules applicable to the company (compliance services) shall functionally report to the auditing committee, the general and supervisory board or in the case of companies adopting the Latin model, an independent director or supervisory board, regardless of the hierarchical relationship that these services have with the executive management of the company.	Adopted	Chapter II, section I, II.3
	II.5.1 Unless the company is small, the board of directors and the supervisory committees should create committees, in accordance with the adopted model, to do the following: i) to ensure a reliable and independent assessment of the executive directors' performance and an assessment of its overall performance, as well as those of all the existing committees; ii) to reflect on the adopted management system, check its effectiveness and propose which measures the relevant bodies should adopt to improve it; iii) to identify potential candidates with the high profile required to be a director early on.	Not adopted	Although Galp Energia does not currently have a corporate governance committee, assessment of the performance of Galp Energia's management is carried out by the Remuneration Committee and the general shareholders meeting. On the other hand, it is left to the non-executive members of the Board of Directors, in its supervisory role, to monitor performance, particularly of the members of the Executive Committee and the administrative body in general.

CMVM recommendation	Corporate governance practice	Notes	Remit
		<p>The selection and election of members of corporate bodies is, in accordance with the law in force, the sole responsibility of the shareholders at the general shareholders meeting and should be carried out in the Company's interests.</p> <p>Should Directors be replaced, by cooptation, all Executive and Non-Executive Directors will take part in the decision, without affecting the right of the Non-Executive Directors to assess whether the individual has the adequate profile to take on the role of Director.</p>	
II.5.2 The members of the remuneration committee or equivalent shall be independent from the members of the board of directors and include at least one member with knowledge and know-how in remuneration policy.	Adopted		Chapter I, section I, II.2 and chapter II, section V, II.38
II.5.3 Any natural or legal person which provides or has provided, over the past three years, services to any structure subject to the board of directors, to the board of directors of the company or that has to do with the current consultant to the company shall not be recruited to assist the remuneration committee. This recommendation also applies to any natural or legal person who has an employment contract or provides services to any structure subject to the board of directors, to the board of directors of the company or that has to do with the current consultant to the company.	Adopted		Chapter II, section V, II.39
II.5.4 All committees shall draw up minutes from the meetings held.	Adopted		Chapter II, section V, II.37
III Information and auditing			
III.1 General disclosure duties	III.1.1 Companies should ensure a permanent contact with the market and respect the principle of equality between shareholders and prevent any irregularity in the access to information. To this end, the company shall maintain an investor unit.	Adopted	Chapter III, III.16
	III.1.2 The following information posted on the company's website shall be available in English:	Adopted	Chapter III, III.16
	<ul style="list-style-type: none"> a) the object of the company, its public company status, its head office as well as other data mentioned in article 171 of the Portuguese Commercial Companies Code (CSC); b) the articles of association; c) the identity of the members of the board of directors 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 shareholders meeting; h) notices of call by the general shareholders meeting. 		
	III.1.3 Companies shall promote the rotation of auditors after two or three terms in accordance with four or three years respectively. Their continuance beyond this period must be based on a specific opinion for the supervisory body to formally consider the conditions of auditor independence and the benefits and costs of replacement.	Adopted	Chapter III, III.18
	III.1.4 The external auditor shall, within its powers, verify the implementation of remuneration policies and systems, the effectiveness and functioning of internal control mechanisms and report any shortcomings to the company's supervisory board.	Adopted	Chapter III, III.17

CMVM recommendation	Corporate governance practice	Notes	Remit
III.1.5 The company shall not appoint the external auditor, nor any other entities that take part or are incorporated in the same network, for services other than audit services. Where hiring such services – which must be approved by the supervisory body and explained in the annual corporate governance report – is necessary, its services shall not be greater than 30% of the overall amount of services provided to the company.	Adopted		Chapter III, III.17
IV Conflicts of interest			
IV.1 Company transactions with shareholders	IV.1.1 Where deals are concluded between the company and major shareholders, or entities with which they are linked in accordance with article 20 of the CVM, such deals shall be carried out in normal market conditions.	Adopted	Chapter III, III.12
	IV.1.2 Where deals of significant importance are undertaken with major shareholders, or entities with which they are linked in accordance with article 20 of the CVM, such deals shall be subject to a preliminary opinion from the supervisory board. This body should establish the necessary proceedings and criteria to define the relevant level of importance for these negotiations and other terms of intervention.	Adopted	Chapter III, III.13

0.3 Global assessment of the adoption of the recommendations from CMVM

Galp Energia considers its corporate governance model to be in line with the market's best governance practices, particularly regarding the recommendations contained in the Corporate

Governance Code approved by CMVM in 2010, which Galp Energia adopted with the exception of one.

0.4 Differences from corporate governance practices

The explanation of the CMVM recommendation which is not fulfilled by the Company as well as the recommendations which are not applicable just as the reference for the part

of the report where a more detailed description may be found, are provided in the table above.

General shareholders meeting



I.1 Members of the General Shareholders Meeting Board

The current members of the General Shareholders Meeting Board are:

Chairman: Daniel Proença de Carvalho

Vice-Chairman: Victor Manuel Pereira Dias

Secretary: Maria Helena Claro Goldschmidt

I.2 Start and end of the term

The current Chairman and Vice-Chairman of the General Shareholders Meeting Board were elected in the general shareholders meeting held on 30 May 2011 for a three-year term ending on 31 December 2013.

The Secretary of the General Shareholders Meeting Board was elected on 23 November 2012 for this three-year term (2011-2013), following the end of office through the resignation of the former Secretary Pedro Antunes de Almeida, on 6 April 2012.

I.3 Remuneration

The remuneration of the members of the General Shareholders Meeting Board is set by the Remuneration Committee as attendance fees. In 2012, the Remuneration Committee awarded the members of the General Shareholders Meeting

Board a sum of €6 thousand (k), €4,500 of which were assigned to the Chairman and €1,500 to the Vice-Chairman of the Board.

I.4 Participation in the general shareholders meeting

Since the Decree-Law no. 49/2010 of 19 May came into force, the Company has followed the provisions of the legislation, which does not provide for the blocking of shares for the participation in the general shareholders meeting, as the articles of association which set out the regime of the previous legislation were altered during the general shareholders meeting held on 24 April 2012.

Shareholders who, either personally or through a representative, hold at least one share up until 00:00 GMT of the date of registration, which takes place on the fifth trading day prior to the day of the general shareholders meeting, are entitled to attend the general shareholders meetings at Galp Energia.

Shareholders may be represented at the general shareholders meeting by anyone with full legal capacity, and can designate the right to represent them in writing, providing a national or foreign Identity Document (ID).

Shareholders who wish to attend or to be represented at the general shareholders meeting should declare this in writing to the Chairman of the General Shareholders Meeting Board and to the financial intermediary holding the individual registry account, within six days prior to the date convened for the general shareholders meeting. Under the terms in the prevailing legislation, shareholders must also present their representative documents to the Company and, in the case of a legal entity, they should also indicate who will represent them, which can be done via email. As for shareholders who have not complied with the indicated time period, the Chairman of the Board may authorise their attendance at the general shareholders meeting if it is verified that this will not affect their respective responsibilities.

Should the transmission of shares take place prior to 00:00 GMT of the registration date, the exercise of these rights will not be affected and will not depend on the blocking of shares between that date and the date of the general shareholders meeting. However, shareholders who have stated their intention of participating in the general shareholders meeting and pass on the ownership of shares between 00:00 GMT of the registration date and the closing time of the general shareholders meeting should immediately inform the Chairman of the General Shareholders Meeting Board and the CMVM. Email may be used to inform the Chairman of the General Shareholders Meeting Board.

Shareholders who professionally hold shares registered under their own name on the behalf of clients may vote differently with their shares, provided that, in addition to the documents referred to above, they send the Chairman of the General Shareholders Meeting Board, before 11:59 p.m. GMT of the registration date and with sufficient and proportional proof, (i) the identification of each client and the number of shares to be voted on his/her behalf; and (ii) voting instructions provided by each client, which are specific to each item of the agenda.

I.5 Suspension of the general shareholders meeting

Since share blocking is not required for the participation in the general shareholders meeting, the same rules apply in the case of suspension of the general shareholders meeting.

I.6 Voting right

Galp Energia ensures proportionality between the level of voting rights and shareholder participation through the 'one share, one vote' principle, which is stipulated in the Company's articles of association.

The general shareholders meeting held on 3 August 2011 approved a change to the Company's articles of association, namely the amendment of the clauses that foresaw the existence of special rights for class A shares.

I.7 Restrictions to voting rights

Galp Energia does not have shares that do not give voting rights or shares which establish the non-casting of voting

rights above a certain number, when issued solely by a shareholder or by shareholders related to them.

I.8 Rules of the articles of association on the exercise of the voting right

Galp Energia's articles of association set out rules on the exercise of the voting right, including constitutive and decision-making quorums.

Galp Energia's articles of association establish that decisions are taken by a simple majority of votes cast, discarding abstentions, except in cases when the law or the articles of association require a supermajority.

I.9 Voting by post

Under article 10, paragraphs 6, 7, 8 and 9 of the Company's articles of association, Galp Energia allows voting by post with no restriction.

To this end, shareholders are expected to send a registered letter, with acknowledgement of receipt, for the attention of the Chairman of the General Shareholders Meeting Board, to the Company's head office, accompanied by a ballot signed as per their ID and a photocopy of said document. Where the shareholder is a legal entity, the ballot shall be signed by the legal representative. Letters containing the ballots should also include proof, in the name of the respective shareholder, that

the shares with which they aim to use their voting right are registered to a shareholder account.

Letters containing the ballots shall be opened by the Chairman of the General Shareholders Meeting Board at the outset of the proceedings and after the existence of a constitutive quorum has been verified. The outcome of postal votes regarding each item on the agenda will be announced once the item has been discussed. Votes cast by correspondence are deemed as negative votes as to any resolution or alteration proposals submitted after such votes were cast, except in the case of elective decisions where this type of voting is not issued.

I.10 Model for voting by post

Galp Energia provides a model for the postal voting ballot on the website created for the general shareholders meeting, which is laid down in the notification convening the meeting.

The ballot may also be requested via the email address mentioned in the notification convening the meeting of each general shareholders meeting.

I.11 Deadline for voting by post

Under article 10, paragraph 6, of the Company's articles of association, the ballot for voting by post shall be received up

until the day before the general shareholders meeting.

I.12 Electronic voting

Galp Energia's articles of association do not provide for electronic voting.

I.13 Minutes of the general shareholders meeting

Shareholders may access the minutes of the general shareholder meeting on the Company's website five days after the meeting is held. The minutes from all the general shareholders meetings over the last three years are available on this website.

I.14 Archive of decisions taken by the general shareholders meeting

Galp Energia's website has an archive which contains the decisions made by the Company's general shareholders meetings, the respective quorum and the voting results of the last three years.



Manuel Ferreira De Oliveira,
Galp Energia's CEO.

I.15 Representative of the Remuneration Committee at the general shareholders meeting

Vítor Lilaia, Chairman of the Remuneration Committee at the time, representing Caixa Geral de Depósitos (CGD), participated in the Company's annual general shareholders meeting

on held 7 May 2012, when the statement on the remuneration policy for statutory bodies and Senior Executives was approved.

I.16 Intervention of the general shareholders meeting regarding the remuneration policy

A statement on the remuneration policy of management and supervisory bodies drafted by the Remuneration Committee has been submitted to the Company's general shareholders meeting since 2009.

A statement presented by the Company's Remuneration Committee regarding the remuneration policy of Galp Energia's

governing bodies, as well as another statement presented by the Board of Directors relating to the remuneration of Senior Executives, was submitted to shareholders at the general shareholders meeting held on 7 May 2012. These statements set out the principles and the characteristics of those policies, which are further explained in II.29 and II.30 of this report.

I.17 Intervention of the general shareholders meeting regarding the proposal of share and/or stock option plans

Currently, Galp Energia has no share grant or stock option plans for the members of the executive and supervisory bodies or other managers, under article 248-B, paragraph 3, of the CVM.

I.18 Intervention of the general shareholders meeting in the approval of the retirement benefit systems

The approval of the main features of the retirement benefit scheme of the members of the executive bodies is performed by the Remuneration Committee which is elected by the

general shareholders meeting and composed of shareholder representatives.

I.19 Statutory rule of limitation of the number of votes

Galp Energia's articles of association do not provide for any limitation to the number of votes liable for custody or exercise by a sole shareholder individually or in a concerted manner with other shareholders.

At the same time, Galp Energia's articles of association do not contain any clauses aimed at averting the success of takeover bids or by restricting voting rights.

I.20 Defensive measures

Galp Energia has no defensive measures in force designed to automatically cause severe erosion of the Company's assets in

the case of a change of control or a change in the composition of the Board of Directors.

I.21 Change of control of the Company

To the knowledge 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 event of a change of control, except in the normal practice of the emission or contract of debt.

I.22 Agreement with Board members or Senior Executives

Galp Energia is not a party to any agreement with any of its Board members or Senior Executives providing for any indemnities for the resignation, unfair dismissal or termination

of the work contract in the wake of a change of control of the Company, as laid out in article 248-B, paragraph 3, of the CVM.

II Management and supervisory bodies

- I GENERAL ITEMS
- II BOARD OF DIRECTORS
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SECTION I – GENERAL ITEMS

II.1 Identification and composition of governing bodies

The general shareholders meeting, the Board of Directors, the Supervisory Board and the Statutory Auditor are all Galp Energia governing bodies under the authorised terms in the articles of association, delegated by the current management of the Company to an Executive Committee.

Board of Directors

The current members of the Board of Directors were elected for the 2012-2014 term that will end on 31 December 2014.

Chairman: Américo Amorim¹

Vice-Chairman: Manuel Ferreira De Oliveira¹

Vice-Chairman: Luís Palha da Silva²

Members: Paula Amorim¹
 Filipe Crisóstomo Silva²
 Carlos Gomes da Silva¹
 Sérgio Gabrielli de Azevedo²
 Stephen Whyte¹
 Vítor Bento¹
 Abdul Magid Osman²
 Luís Campos e Cunha³
 Baptista Sumbe¹
 Miguel Athayde Marques³
 Carlos Costa Pina¹
 Rui Paulo Gonçalves¹
 Luís Manuel Todo Bom³
 Fernando Gomes¹
 Diogo Mendonça Tavares¹
 Joaquim José Borges Gouveia¹
 José Carlos da Silva Costa³
 Jorge Manuel Seabra de Freitas³

Executive Committee

Chairman: Manuel Ferreira De Oliveira (CEO)⁴

Vice-Chairman: Luís Palha da Silva⁵

Members: Filipe Crisóstomo Silva (CFO)⁵
 Carlos Gomes da Silva⁴
 Stephen Whyte⁴
 Carlos Costa Pina⁴
 José Carlos da Silva Costa⁶

Company Secretary

Standing member: Rui Maria Diniz Mayer

Deputy: Maria Helena Claro Goldschmidt

Supervisory Board

The Company's Supervisory Board and Statutory Auditor were elected at the general shareholders meeting held on 30 May 2011 for the 2011-2013 term which has been extended to a four-year term (2011-2014) at the general shareholders meeting held on 24 April 2012.

Chairman: Daniel Bessa Fernandes Coelho

Members: Gracinda Augusta Figueiras Raposo
 Pedro Antunes de Almeida⁷

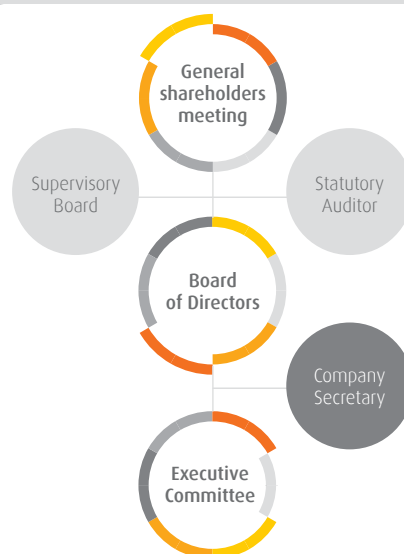
Deputy: Amável Alberto Freixo Calhau

Statutory Auditor

Standing member: P. Matos Silva, Garcia Jr., P. Caiado & Associados, SROC, Lda., represented by Pedro João Reis de Matos Silva

Deputy: António Campos Pires Caiado

Galp Energia's governing bodies



¹ Elected at the general shareholders meeting held on 24 April 2012.

² Appointed by agreement in the Board of Directors' meeting held on 26 July 2012, ratified at the general shareholders meeting held on 23 November 2012 following the resignation of the following members from their respective roles: Claudio de Marco, Fabrizio Dassogno, Stefano Goberti and Luigi Spelli.

³ Elected at the general shareholders meeting held on 23 November 2012 following the end of terms and resignation from their roles as members of the Board of Directors: Maria Rita Galli, Luca Bertelli, Giuseppe Ricci, Paolo Grossi and Barbara Benzoni.

⁴ Appointed to join the Executive Committee at the Board of Directors' meeting held on 24 April 2012.

⁵ Appointed to join the Executive Committee at the Executive Committee meeting held on 26 July 2012.

⁶ Appointed to join the Executive Committee at the Board of Directors' meeting held on 14 December 2012.

⁷ Elected at the general shareholders meeting held on 23 November 2012, for the 2011-2014 term, replacing Manuel Maria Simões Nunes Agria, following his resignation on 1 September 2012.



Galp Energia's Executive Committee. From left to right: Carlos Costa Pina, Carlos Gomes da Silva, Luís Palha da Silva, Manuel Ferreira De Oliveira, Filipe Crisóstomo Silva, Stephen Whyte and Carlos Silva.

II.2 Specialist committees for management and supervisory matters

Remuneration Committee

Under the articles of association, the remuneration of the members of the governing bodies is set by a Remuneration Committee which is composed by representatives of three shareholders, elected by the general shareholders meeting for a three-year term ending on 31 December of the third year.

The members of the Remuneration Committee, appointed at the general shareholders meeting held on 30 May 2011 for the 2011-2013 term, which was extended to four years (2011-2014) at the general shareholders meeting held on 24 April 2012, are the following:

Member: Amorim Energia, B. V. (Amorim Energia), represented by Francisco Rêgo;

Member: Jorge Armindo Carvalho Teixeira¹.

The position of Chairman of the Remuneration Committee falls vacant, following the resignation of CGD on 11 January 2013.

The members of the Remuneration Committee are independent from the Company's administrative and auditing bodies in compliance with that outlined in article 8 of the Company articles of association which stipulates that these roles are incompatible.

Executive Committee

The Board of Directors for the 2012-2014 term elected at the meeting held on 24 April 2012 appointed an Executive Committee of six members, which was later extended to seven members at the Board of Directors' meeting held on 14 December 2012.

The Executive Committee is responsible for the day-to-day management of Galp Energia's business according to the strategic guidelines set out by the Board of Directors.

As established by the powers delegated by the Board of Directors under the Company's articles of association, the Executive Committee manages the performance of the business units and corporate services, supervises these units, promotes synergies between them, allocates critical resources, manages human resources, formulates the brand strategy and supervises the attainment of the goals set, establishing policies across the Company.

International Strategy Review Committee

Given that Galp Energia has an increasingly significant role in distant geographical regions and in different continents, the International Strategy Review Committee was set up by the Company's Board of Directors at a meeting held on

¹ Elected at the general shareholders meeting held on 23 November 2012, for the 2011-2014 term, after a resignation from the role held by Eni, S. p. A. (Eni).

26 July 2012, with the aim of carrying out an ongoing review of the Group's international strategy and of overseeing, when requested by the Board of Directors or the Executive Committee, business opportunities or projects to be undertaken by Galp Energia or by the Group's companies, on an international level. Additionally, the International Strategy and Review Committee should also produce an annual report on the activities which were carried out.

The International Strategy Review Committee consists of four Non-Executive Directors that were selected by the Board of Directors due to their professional background, knowledge and reputation, thus being well-equipped to provide for added value to decisions taken and to the steps to be undertaken regarding the internationalisation and development of Galp Energia's business ventures. Its members are: Américo Amorim (Chairman), Sérgio Gabrielli de Azevedo, Abdul Magid Osman and Baptista Sumbe.

Sustainability Committee

Sustainability has been adopted by Galp Energia as a strategic measure and is part of its aim to achieve results without compromising the future through the ongoing improvement of its performance in the safety, health and environment areas, with an ethical and responsible work culture, addressing climate change, innovation and the involvement of stakeholders and communities involved in the Company's activities.

The recent inclusion in the Dow Jones Sustainability Index has given Galp Energia a further responsibility: to fulfil the obligations that have already been set and to promote ongoing improvement through a Strategic Sustainability Plan for the Company's economic, social and environmental areas.

The Sustainability Committee was established on 12 October 2012 with the aim of ensuring that sustainability principles are integrated into the management process of the Galp Energia Group companies, promoting best industry practices for all business, corporate and service areas, consisting of different Company representatives and presided over by Executive Director Carlos Costa Pina.

Pricing Committee

The remit of the Pricing Committee is to define the pricing strategy and policy for fuel in Portugal, as well as to review, decide and implement sales prices.

This committee is composed of the Executive Director in charge of the Marketing of Oil Products business unit, Luís Palha da Silva, as well as 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 Board's mission is to promote a positive quality culture based on a solid leadership, committed to achieving a strategic vision of quality.

The Quality Board is composed of the Executive Committee Chairman, who exercises the same role in the Board, the Executive Director in charge of quality, Carlos Costa Pina, a corporate environment, quality and safety service manager,

a corporate quality manager, as Secretary, and first-line department managers appointed by the Executive Director in charge of quality.

Committee for Verification of Compliance with the Code of Ethics

The Code of Ethics, approved 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.

Once the Code of Ethics came into force, the Verification of Compliance Committee was created. This committee, which is composed of three Senior Executives appointed by the Executive Committee, aims to guarantee the interpretation and implementation of the code, as well as the clarification of doubts and/or omissions.

Committee for Monitoring the Anticorruption Policy

As a leading company in the oil sector that fully respects the law and the best international practices, Galp Energia is aware of its corporate responsibility and bases the exercise of its activity on the principles of fairness, correctness, honesty, transparency and integrity. In April 2011, the current anticorruption policy was agreed, in which corrupt practices are qualified and considered corrupt in all their active and passive forms, including the attempt of its implementation, even if unsuccessful, either through acts and omissions or through the formation and maintenance of irregular situations or favours.

Galp Energia decided, therefore, to take on the commitment of promoting full respect for the provisions of its Code of Ethics, approved on 13 May 2009, and the standards of general and specific law applicable to anticorruption practices, as laid down in articles 335, 368, 372 to 374-B and 375 to 377, all articles of the Criminal Code, by Law 20/2008, of 21 April (penal regime against corruption in international trade and in the private sector), by Law 36/94, of 29 September (measures against corruption and economic and financial crimes), and also contained in several regulations and provisions of the articles of association. Galp Energia regards such standards as directly applicable to Galp Energia, to Group companies, to governing bodies, to employees, to clients and to suppliers, as a management priority and crucial pillar in the reinforcement of Galp Energia's values and principles.

As part of the implementation and application of this policy, the following regulatory rules were also approved: third party representation expenses and public administration management relations.

As part of the process of approving Galp Energia's anticorruption policy, the Committee for Monitoring the Anticorruption Policy was set up and the relevant documents were drawn up. The main roles of this Committee are: to ensure that the anticorruption policy is implemented and monitored, as well as reviewed, and that any questions or clarifications concerning anything that is missing from it are addressed. This Committee is composed of three Senior Executives appointed by the Executive Committee.

Regulation, Pricing and Risk Committees

To date, the Gas & Power Regulation Committee, the Gas & Power Pricing Committee and the Gas & Power Risk Committee were established within the remit of the Gas & Power (G&P) and Supply and Trading of Oil & Gas business units.

The main duties of the Gas & Power Regulation Committee is of supervising the regulatory affairs of the natural gas and electricity distribution activities, under the regulatory framework of the sector, whereby it is composed of an Executive Director responsible for the G&P business unit as well as by those responsible for the specific areas of Regulation and Pricing, Distribution and Planning and Control. The Committee is to meet once every three months.

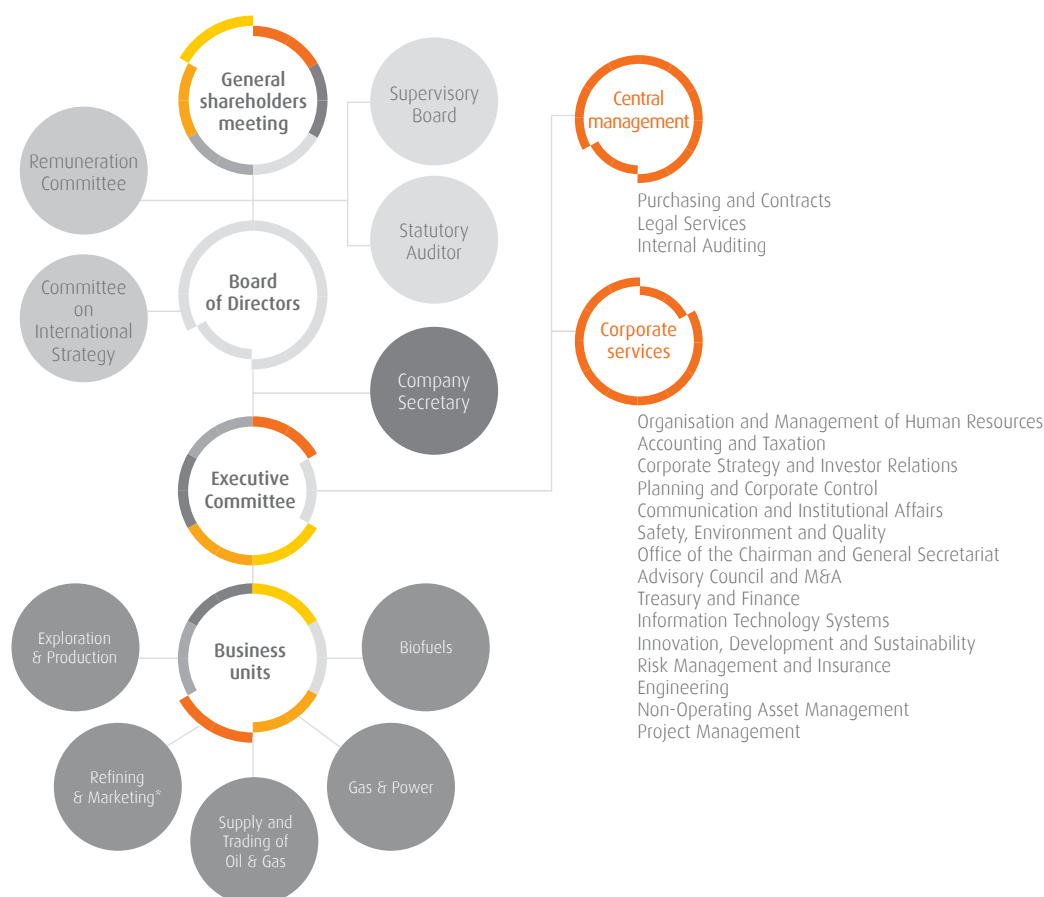
The Gas & Power Pricing Committee aims to supervise market information, in terms of the commercialisation of natural gas

and electricity, to analyse market offers, as well as to follow international market trends within the supply and trading of natural gas and liquefied natural gas (LNG). Other than the Executive Director responsible for the G&P business unit, other Committee members include those responsible for the specific areas of Regulation and Pricing, Commercialisation, Supply and Trading of Natural Gas, as well as Planning and Control, who shall meet on a monthly basis.

The aim of the Gas & Power Risk Committee is to supervise risk management and internal control within the G&P and Supply and Trading of Oil & Gas business units, whereby it is composed of their respective Executive Director and of those who are responsible for the specific areas of these units, as well as of the Legal Services and Risk Management Directors, who shall meet once every two months.

II.3 Allocation of roles between governing bodies

Galp Energia's governance structure



* Includes refining, logistics and marketing of oil products.

Galp Energia's understanding on corporate governance translates into transparent and consistent relationships with both investors and capital markets, namely through the adoption of a governance model which 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 and a Supervisory Board that delegates certain powers to an Executive Committee.

The selection of this governance model resulted in the appointment of a Statutory Auditor who is not a member of the Supervisory Board.

In spite of the hierarchical relationship between Galp Energia's internal auditing and compliance services with the Executive Directors, the Internal Auditing department, as the corporate area which drives these services, reports functionally to the Supervisory Board.

This current governance model aims for transparency and efficiency and is focused on the goal of a clear separation of powers between the several governing bodies, namely those of the Board of Directors, on supervision, control, strategic decisions and relations between shareholders and governing bodies. The Company also strives for the separation of powers of the several Executive Committee bodies, whose tasks, of operational nature, are delegated by the Board of Directors, and consist of the current management of business units and corporate services. The guiding principles of the governing structure are horizontality, flexibility, simplicity and efficiency, and its goal is to create shareholder value, namely by the capturing of synergies within business units and between them.

The shareholder reorganisation which took place over the course of 2012 created the key conditions needed to adopt the Company's organisational model, with the first act being the approval of a new macro organisational structure for Galp Energia, approved at the Board of Directors' meeting on 26 July 2012 and shown on the chart above. The aim of this reorganisation was to provide a new vision of Galp Energia's organisational model with a suitable organisational structure, making the best use of key processes and the readjustment of staff allocation.

As established by the delegation of powers approved by the Board of Directors, the Company's business units are of the Executive Director's responsibility.

Following the approval of the macro organisational structure, new organisations to the business units were also implemented. Readjustments to the Exploration & Production (E&P) business unit have therefore been undertaken, in virtue of the growth and maturity of this activity with a widespread geographical distribution. Furthermore, a Supply and Trading of Oil & Gas business unit was created, in order to respond to the strategic challenges faced by Galp Energia in terms of the expected increase in the production of oil and natural gas, the creation of a shared commercial management structure for the Refining & Logistics and Marketing of Oil Products units, in accordance with the global strategy of the Refining & Marketing (R&M) business unit. The creation of a Biofuels business unit was also carried out, taking into account the project's stage of development and the future challenges facing this market.

Executive Committee's delegated powers

The delegation of management powers within the Executive Committee, under the terms of article 17 and 18 of the articles of association and article 407 sections 3 and 4 of the CSC, was approved in the Board of Directors' meeting held on 26 July 2012 and the fixed limits referred to in this chapter were established for non-delegable matters in the Executive Committee.

Executive Directors provide the members of other decision-making bodies and the non-executive members of the Board of Directors with information pertaining to the Company in an appropriate and timely manner, when requested to do so.

Assignment of roles amongst members of the Executive Committee

The roles were allocated to the members of the Executive Committee and their respective departments during the Board of Directors' meeting on 26 July 2012 and the Board of Directors approved a small adaptation of the executive roles in the meeting held on December 14 2012, as part of increasing the number of Executive Committee Members to seven, as shown in the table below.

Assignment of roles

	Manuel Ferreira De Oliveira CEO	Stephen Whyte COO	Luís Palha da Silva COO	Carlos Gomes da Silva COO	Carlos Costa Pina CCO	Carlos Silva CCO	Filipe Crisóstomo Silva CFO
Business units		Exploration & Production	Refining and Logistics Marketing of Oil Products	Gas & Power Supply and Trading of Oil & Gas	Biofuels		
Central management				Legal Services	Internal Auditing	Purchasing and Contracts	
Corporate services	Human Resources Strategy Corporate Strategy and Investor Relations Communication and Institutional Affairs Office of the Chairman and General Secretariat			Organisation and Management of Human Resources	Risk Management and Insurance Innovation, Development and Sustainability Safety, Environment and Quality Information Technology Systems	Engineering Project Management Non-Operating Asset Management	Treasury and Finance Accounting and Taxation Planning and Corporate Control Advisory Council and M&A

List of matters that are not delegable

The following restrictions on the delegation of powers amongst members of the Executive Committee were agreed on at the Board of Directors' meeting held on 26 July 2012.

1. The following powers are not delegated to the Executive Committee:

- a) the appointment of the Chairman of the Executive Committee;
- b) the appointment of Directors;
- c) the convening of the Company's general shareholders meetings;
- d) the approval of management reports and annual accounts;
- e) the provision of real or personal pledges or guarantees by the Company;
- f) the changing of headquarters and increasing capital under the terms outlined in the Company contract;
- g) projects which involve the merging, breaking-up or changing of the Company's articles of association.

2. The following are not considered to be Company management powers and are not delegated by the Executive Committee:

- a) the approval of the Company's strategic investments and those of companies controlled, directly or indirectly, by the Company and the approval of relative financing;
- b) the approval of the Company's strategic disinvestments and those of companies controlled, directly or indirectly, by the Company;
- c) the participation of, either through direct or indirect acquisition, stakes in companies that do not carry out the main operational activities carried out by companies that are directly or indirectly controlled by the Company (i.e. exploration, production, refining, transportation, commercialisation and marketing of oil and gas);
- d) the establishment of strategic partnerships in the context of the main operational activities carried out by companies that are, directly or indirectly, controlled by the Company;
- e) the approval and modification of the Company's strategic plans and those of companies which carry out the Group's main activities and are, directly or indirectly, controlled by the Company;
- f) the approval of the Group's annual budget and business plans and those of companies that are, directly or indirectly, controlled by the Company, and changes to these that exceed 20% in a particular item or exceed 10% of the total annual budget;
- g) the Company transactions, or transactions of companies that are, directly or indirectly, controlled by the Company, with relevant bodies or any Company shareholders involving any amount exceeding €20 million (m);

- h) the definition of the basic organisational structure of the Company and the Galp Energia Group;
- i) the proposal and application of the voting right in the election of Boards of Directors for companies controlled by the Company;
- j) the issuing of bonds or Company debt securities;
- k) the definition of the boundaries of management powers for the companies controlled by Galp Energia;
- l) the changes to the articles of association of companies controlled by Galp Energia;
- m) the projects that involve the break-up, merging, or dissolution of any companies controlled by the Company;
- n) the establishment of subordination agreements and partnership contracts by companies controlled by the Company;
- o) the proposal and use of the voting right on behalf of the Company and the companies it controls on the application of results/distribution of dividends by companies controlled by the Company.

3. Without affecting the limitations on the delegation of powers resulting from points 1 and 2, the Executive Committee has a special duty to make proposals to the Board of Directors on the acts and material covered in point 2 above.

4. For the purpose of the delegation of powers, the terms "companies controlled" or "companies directly or indirectly controlled" will correspond to all of the following companies:

- a) Petróleos de Portugal – Petrogal, S. A.;
- b) Galp Exploração e Produção Petrolífera, S. A.;
- c) Galp Gás Natural, S. A.;
- d) GDP – Gás de Portugal, SGPS, S. A.;
- e) Galp Energia España, S. A. U.;
- f) Galp Power, SGPS, S. A.;
- g) LisboaGás GDL – Sociedade Distribuidora de Gás Natural de Lisboa, S. A.;
- h) Lusitâniagás – Companhia de Gás do Centro, S. A.;
- i) Petrogal Brasil, S. A.;
- j) Petrogal Angola, Lda.;
- k) Petrogal Moçambique, Lda.;
- l) Petrogal Guiné-Bissau, Lda.;
- m) Galp Energia E&P, B. V. (currently known as Galp Energia Netherlands, B. V.);
- n) Galp Sinopec Brazil Services, B. V.

II.4 Annual report of the Supervisory Board

The reports and opinions on the activities undertaken by the Supervisory Board, which are disclosed alongside the financial

statements in Galp Energia's website, include a description of supervisory activity.

II.5 Risk management and control system

In 2012, the Board of Directors has decided to provide autonomy to the risk management activity and concentrate it on a specific area under the purview of an Executive Director, thus enabling the definition and management of a management model of integrated risk in a more effective and efficient manner.

System of internal control

The system of internal control is a set of policies and procedures adopted in order to ensure, with reasonable safety, the fulfilment of the Galp Energia Group's goals in the following areas: orderly and efficient conduct of its businesses; safeguarding of its assets; prevention and detection of fraud and errors; compliance with laws and regulations; reliability of financial reporting.

This system is based on the guidance of the Committee of Sponsoring Organisations of the Treadway Commission (COSO) on the main features of Galp Energia's internal control approach, namely, environmental control, risk assessment, monitoring, and information and communication.

Control environment

The control environment is the starting point and the basis for other components of risk control. The control environment comprises the overall attitude, ethical awareness and the initiatives of the Executive Committee, which serve as an example for employees and other stakeholders in the Group.

The introduction of a code of ethics, designed to provide a set of guidelines for the personal and professional conduct of all employees, contributes to the fulfilment of the Company's mission, vision and values. This document is available on the Group's website.

Galp Energia's internal control environment also comprises the internal standards and procedures for delegating powers of authority, which ensure the adequate scrutiny of management decisions, according to their nature and substance.

Risk assessment

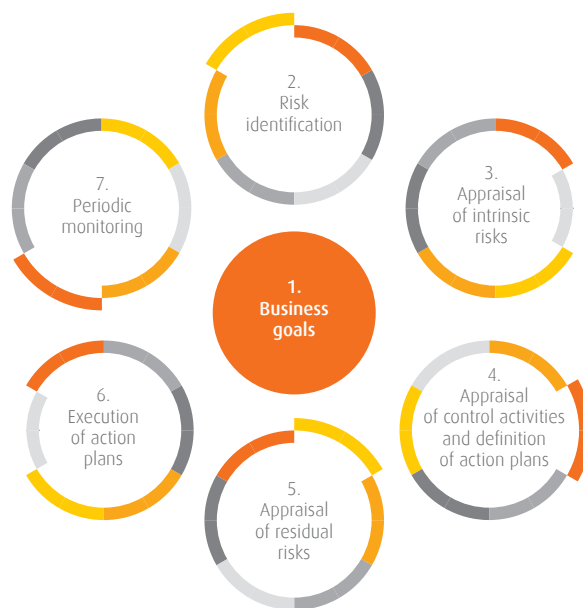
Galp Energia promotes the systematisation of the assessment of risks and the internal control systems within the level of business units. These evaluations are aimed at risks identified and managed by the business units.

Since inherent risks and the effectiveness of internal controls are dependent on both internal and external variables, this process is static. Thus, risk reassessments must be regularly conducted to the Group's main businesses to guarantee the alignment of their response to risks with the risk profile defined by the Executive Committee.

Generally, risk and internal control assessments start by identifying and classifying the main risks facing the achievement of the objectives of the business units, as well as the control systems in place to mitigate them. Under the assessment of the effectiveness of the portfolio of implemented control systems, residual risks are measured, and the existence of possible deviations from the risk appetite set for the unit is checked.

Finally, business units announce their residual risk, committing to a response plan designed to mitigate, transfer, avoid or accept residual risk. This process is in accordance with the method illustrated by the following chart, which shows the sequence and dependencies of the several activities.

Risk assessment methodology for the Galp Energia Group



Monitoring

Operational, compliance and financial audits just as reviews of the information systems are conducted in order to test the effectiveness of implemented internal control mechanisms. Annually, an audit plan is set up based on the outcome of the assessment of the residual risk of several processes and business units, which is approved by the Board of Directors.

Information and communication

This report includes a brief description of some of the main risks affecting the Group's businesses, results and financial situation.

The process of disclosing Galp Energia's financial information is monitored by the management and supervisory bodies as well as the various business units and corporate divisions. DECRI prepares the documents for the presentation of financial information to the capital markets, based on information provided by the business units, the Accounting and Taxation 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.

Risk management

Galp Energia has defined policies and processes to monitor, measure and manage its risk exposures. The purpose of the Company's risk management policy is to assist business units in achieving their goals whilst monitoring the potential impact of risks on their results.

Risk management model

With the aim of defining the most effective and efficient risk management model, the Board of Directors decided to

empower the risk management activity at the end of 2012. The risk and management area of the Risk Management and Insurance department aims to promote and implement Group risk management policies defined by the Executive Committee.

It aims to ensure that the risk management system is used effectively through: ongoing monitoring of its suitability and efficiency; the monitoring of corrective measures used to redress any potential faults in the system; and permanent monitoring of risk levels and the implementation of control mechanisms for the range of risks that Galp Energia is exposed to.

This model enables the Group's business units and companies to use a centralised risk management system for corporate risk management. This area will monitor local risk control and management, ensuring that they are in line with the policies and strategies defined and consistent with the principles, concepts, methodologies and tools for evaluating and managing risk for all the Group's business units.

II.6 Responsibility of management and supervisory bodies in the Company's internal control and risk management systems

Within the Galp Energia Group, the Executive Committee is responsible for the implementation of an identifying and assessing mechanism of internal and external risks that may affect the Group's performance. This work is supported by various internal entities, namely by the Internal Auditing department and by the Risk Management and Insurance department.

Risk analysis and internal control assessments which are adopted by the business units as well as the control systems which are in place to mitigate them are all reported to the Board of Directors Chairman and to all the members of the Executive Committee. This way, adequate communication to those governing bodies regarding the risk level taken on by the business unit's executives is guaranteed.

The Supervisory Board is responsible for supervising the effectiveness of the risk management system, internal control and internal audit, as well as for annually assessing

the functioning of systems and internal procedures, thereby strengthening the internal control environment. The recommendations of the Supervisory Board are submitted to the Executive Committee.

The Supervisory Board is responsible for supervising the Company's adoption of principles and policies for the identification and management of the main financial and operational risks related to Galp Energia's operations, as well as the following of the measures which are aimed at monitoring, controlling and disclosing risks. In order to issue the legal certification of accounts and the audit report on Galp Energia's separate and consolidated financial statements, the Statutory Auditor and external auditors assess the internal control mechanisms of the main functional cycles of Group companies with effects on financial reporting.

II.7 Regulations on the workings of governing bodies

Galp Energia's Board of Directors works in accordance with the regulation it approved on 26 July 2012 under article 16 of the Company's articles of association.

In accordance with what is established in sections 8.5 and 8.7 of the Board of Directors Regulations, the Executive Committee approved a regulation which defined the basic principles and rules concerning the organisation and operation of this Committee at its meeting held on 31 August 2012.

The Supervisory Board's powers, as well as its rights and duties are all defined in the regulations, which were approved on 29 October 2009.

All of these aforementioned regulations are available on Galp Energia's website.

Galp Energia has no rules about incompatibilities, neither internally nor related to the maximum number of positions which the Board of Directors members 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 potential conflicts of interest, and in accordance with points 3 and 4 of article 398 of the CSC, the Board of Directors regulations outlined the special arrangements for Directors when handling sensitive information in any of the situations outlined in point 3 of article 398 of the CSC.

Any Director is denied access to any sensitive information regarding Galp Energia's activities or any of the bodies it controls, directly or indirectly, should he/she also be a member of the Board of Directors of a company which, directly or indirectly, through its subsidiaries, carries out activities which compete in any way with Galp Energia,

in the geographical area in which the company is in competition with Galp Energia.

- Any Director engaging in competing activities may not participate 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 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 and their work is effectively in direct competition and vice-versa.
- The ban on the Director's participation in the decision-making processes also covers the participation in any Galp Energia meeting, including Board of Directors 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 there is a discussion or a review or when sensitive information is submitted in accordance with the process for handling sensitive information regarding Galp Energia and its operation in the geographical area in which the competition operates, it will be the responsibility of the Board of Directors, or the Executive Committee, depending on the case, to classify these matters as sensitive and thus apply the aforementioned process, whenever possible in advance and preferably with the relevant call of notice.

SECTION II – BOARD OF DIRECTORS

II.8 Chairman of the Board of Directors

The Chairman of Galp Energia's Board of Directors does not have executive duties. Therefore, this paragraph is not applicable.

II.9. Main economic, financial and legal risks

Galp Energia groups its main risks into four main categories: strategic, financial, operational and external, which it believes could have a negative impact on its strategy, its stakeholders, namely its employees and the communities in which it operates, its operations, its results and its share performance. Consequently, these results can have an impact on shareholder return, including dividend distribution and the Galp Energia share price.

Actions being taken by the Board of Directors to mitigate some of these risks are identified and justified, where appropriate.

Throughout 2012 the risks faced by Galp Energia were reviewed and re-evaluated. The fact that the following risks are emphasised does not rule out the possibility that other risks of equal or greater importance may exist.

Main risk	Description and impact	Means of mitigation
Strategic		
	Project execution	<p>The success of large projects is essential for the future growth of Galp Energia. If these projects are not carried out within the designated budget and time scale, and in compliance with the previously defined specifications, this may influence the execution of Galp Energia's strategy, its results, reputation and financial situation.</p> <p>The execution of these projects is subject to health, safety and environmental risks as well as technical, commercial, legal, regulatory economic and contractor hazards.</p> <p>The choice of a less suitable development option, taking into account the project's lifetime, can expose the projects to additional costs and risks.</p> <p>The fact that Galp Energia is involved in different projects where it is not the operator, and where it has a minor role, may affect its ability to influence the partners' decisions.</p>
Financing and liquidity needs		<p>At Galp Energia, the final decision on project investment is made after a detailed review of the feasibility studies, including analyses of the effects of key variables such as prices and costs, the selection and definition of the development concept, correct planning and management of project implementation and the study on marketing options.</p> <p>Another means of mitigating risk when implementing projects is by constantly monitoring them, in order to identify potential risks as early as possible, thus ensuring that corrective measures are implemented in a timely fashion. Also of importance is the information used for each project which has been previously used for other projects, enabling the Company to learn from previous decisions.</p> <p>Although Galp Energia is not the operator for most of the projects it is involved in, it is actively involved in their implementation. Galp Energia monitors the activities of each project on a daily basis and maintains direct contact with the operators, which are international companies with vast experience in the industry.</p> <p>Furthermore, Galp Energia has an active role in many different projects worldwide, which enables it to draw on a diverse range of experience and knowledge, employing different techniques and experience curves from one region to another. One example of this is the knowledge acquired from the ultra-deep waters of Latin America and Africa. Galp Energia believes that its evident and diverse experience, combined with the knowledge acquired from the various projects it is involved in, are key factors that allow it to influence the partnerships it has entered into.</p> <p>Galp Energia also aims to increase its role in E&P projects to attain more relevant positions, in the same way that it aims to strengthen its position as an operator, in order to gain greater control of the projects it is involved in.</p>
	Financing and liquidity needs	<p>Due to its strategy and investment plan, Galp Energia requires relevant funds. These requirements depend on a range of factors, namely the price of oil, exchange rates and new acquisitions, which the Company cannot fully control. Thus, an increase in its financing needs may have a negative impact on the Company's financial performance, namely on the gearing and, as a result, on its ability to obtain external financing.</p> <p>Since contracted loans have to be refinanced as they mature, Galp Energia is exposed to the risk that credit lines may not be available to refinance maturing loans or meet cash requirements in order to satisfy all its commitments at an acceptable, competitive rate.</p> <p>One of Galp Energia's strategic pillars is the maintenance of a solid capital structure, which is achieved through strong financial discipline, which will in turn allow for increased financial flexibility and the discovery of new opportunities for growth.</p> <p>This solid capital structure, combined with additional cash flows from the refinery upgrade project as well as increased production in Brazil, will be essential for improving credit conditions, prolonging maturities at competitive rates, as well as diversifying financing sources, such as the international finance market, private placement, Euro Bonds, project finance, etc.</p> <p>In addition, Galp Energia maintains contracted credit lines, unused, of amounts over €1.4 billion (bn); of this amount, 30% was signed over to internal banks and 50% was guaranteed under contract which enables them to meet the treasury's requirements.</p>
Attracting and retaining talent		
	Attracting and retaining talent	<p>The successful execution of Galp Energia's business strategy depends on the skills and efforts of its employees and management teams. In the oil and gas industry, competition for experienced and qualified managers and employees is particularly intense.</p> <p>The Company's future success depends on its ability to attract, retain, motivate and organise highly skilled human resources.</p> <p>Galp Energia promotes appropriate strategies for recruiting and retaining talent, a suitable and competitive remuneration policy compared to the competition, a system for evaluating performance and the organisational environment. The training that is available for employees is also important, and in recent years, Galp Energia has invested particularly in advanced training programmes in management, refining, exploration and deep-water hydrocarbon production.</p> <p>More specifically in the E&P business unit, Galp Energia's strategy for retaining and attracting talent focuses on the competitive position that the Company has in this sector on an international level. Galp Energia operates in two of the most promising basins in the world – the pre-salt of the Santos basin, in Brazil, and the Rovuma basin, in Mozambique. In addition to this, Galp Energia has a clear stake in E&P, holding a very interesting exploration portfolio with different opportunities to be developed over the next few years.</p> <p>Galp Energia also benefits from a competitive advantage in contracting of recent graduates from Portuguese universities which are well positioned in the main international rankings. The fact that Galp Energia is currently one of the largest companies in Portugal and offers the opportunity for an international career through internal mobility, is a positive asset for attracting new employees.</p>

Main risk	Description and impact	Means of mitigation
Operational or compliance Discovering, appraising and developing reserves and resources	<p>Galp Energia's future oil and gas production is dependent on its success in acquiring, finding and developing new reserves that replace depleted reserves on a consistent and cost-effective basis.</p> <p>The intense competition over exploration and development rights and access to oil and natural gas reserves may also affect the future growth of Galp Energia's production.</p> <p>In addition, there is never any guarantee that exploration and development activities will succeed, or that, if they do, the size of the discoveries will be sufficient either to replace existing reserves or cover the costs of exploration.</p> <p>If it is not successful in developing new reserves, Galp Energia will not meet its production targets, and its total proven reserves will decline. This will have a negative effect on the Company's future results and its financial position.</p> <p>Estimates of oil and natural gas reserves are based on available geological, technological and economic data, and are therefore subject to a great number of uncertainties. The process of estimating reserves involves informed decisions, and estimated reserves are, therefore, subject to revision.</p>	<p>A new multidisciplinary team was established under the responsibility of the Executive Director of the E&P business unit, with the aim of actively managing the exploration portfolio, namely evaluating new opportunities according to risk and return matrices.</p> <p>Galp Energia has a system in place for choosing drilling opportunities, which complies with multiple criteria, namely probabilistic, but also technical, commercial and economic risk. The results of this selection are subsequently used by Galp Energia to influence partners in those areas where it does not operate.</p> <p>Each year, Galp Energia uses an external and independent auditing company to certify the amount of reserves and resources it possesses. This information is provided in detail on the annual report.</p>
Health, safety and the environment (HSE)	<p>Given the range and complexity of Galp Energia's operations, for example, in the ultra-deep water exploration and production, or during the process of refining, the potential for risks for HSE are considerable. Key incidents involving safe processes and installations, failure to meet approved policies, natural disasters and civil unrest, civil war and terrorism. Exposure to generic operational, health and personal safety risks and criminal activities are also included.</p> <p>Such incidents may cause injury or loss of life, environmental damage or the destruction of premises; and, depending on their cause and severity, they may affect Galp Energia's reputation, operational performance or financial position.</p>	<p>Galp Energia understands that protecting the environment and the health and safety of its employees, clients and the community combined with the protection of assets, are key to ensuring the Company is sustainable.</p> <p>It thus establishes a commitment to integrate the key aspects of HSE into the Company's strategy and work, as well as ensuring the ongoing improvement of its performance. The HSE policy is a key part of this.</p> <p>Furthermore, the Company has a system for managing HSE. By implementing the directives of this system in the Company's day-to-day operations, the business units can identify and manage inherent operational risks throughout the whole life cycle of different projects, equipment and assets.</p> <p>Galp Energia also has an insurance programme that includes civil liability, in order to mitigate the impact of any potential incidents.</p>
Business continuity risk	<p>The risk of loss resulting from any kind of business interruption, namely due to disasters, loss of IT systems and competition.</p>	<p>The main means of mitigating these risk are to establish procedures which identify and prevent them, and to offer a contingency plan, which avoids or limits the effects of losses and damages and which enables operations to be re-established immediately in order to limit the effect of the interruption. Another key measure is the establishment of a Business Continuity Plan.</p>
External Fluctuating prices for crude oil and oil products	<p>The prices of crude oil, natural gas, LNG and oil products are affected by market supply and demand conditions at any given time. These are, in turn, influenced by different factors, such as economic or operational circumstances, natural disasters, weather conditions, political instability, armed conflict or supply constraints in oil-exporting countries.</p> <p>Although the industry's long-term operational costs tend to follow rising and falling prices of raw materials and oil products, deviations may occur in the short-term. Thus a drop in the price of oil or natural gas may mean that projects planned for development are no longer viable.</p> <p>Rising prices of crude oil and natural gas may also negatively impact the Company as purchase costs rise. Although the prices that Galp Energia charges to its customers reflect the market prices, these may not be adjusted immediately and/or may not fully account for increased market prices, particularly these in the regulated natural gas market. Significant pricing level changes during the period between the purchase of crude oil and other raw materials and the sale of refined products could therefore have an unfavourable effect on Galp Energia's results.</p>	<p>Projects and investments are assessed internally taking into account analyses of the effects of key variables, namely the price of commodities.</p> <p>At the business unit level, commodity price risk is managed by monitoring the Company's global net commodity position and balancing its purchasing and supply commitments. In particular, Galp Energia manages its price-fixing period so as to obtain, at the end of each month, the monthly average dated Brent irrespective of daily fixed prices.</p> <p>To this end, the Company purchases and sells futures in crude oil on a day-to-day basis at the Intercontinental Exchange (ICE), based on the difference between the spot price and the average dated Brent price for each month. Purchases are spread over the month, based on market prices, without affecting the pattern of physical purchases.</p> <p>In the natural gas business, due to price liberalisation, Galp Energia uses the over-the-counter (OTC) market to offer its customers the price structures that they demand, thereby not changing its final risk position.</p>
Fluctuation in the exchange rates and interest rates	<p>The prices of crude oil, natural gas and most refined products, which comprise a significant proportion of Galp Energia's costs and revenues, are either denominated in the US Dollar or in currencies linked to it. Since Galp Energia's financial statements are prepared in euros, a depreciation of the US Dollar against the Euro can have an adverse effect on reported earnings, as it decreases the Euro value of the revenues generated in US dollars or tied to the US Dollar.</p> <p>Changes in the Euro/Dollar exchange rates may also affect the Euro-denominated value of crude and oil product investors or the value of Dollar-denominated debt.</p> <p>Despite the ability to access the market for instruments designed to hedge interest rate risk, Galp Energia's funding costs may be affected by volatile market rates, which may negatively influence its results.</p>	<p>Interest rate, exchange rate and other financial risks are managed across the Company. Galp Energia's total interest rate position, including financial investments and debt, is monitored by its central risk management units.</p> <p>The purpose of interest rate risk management is to reduce volatility of interest charges. Galp Energia's interest rate risk management policy aims to reduce exposure to floating rates by fixing the interest rate of part of the debt (including the part of debt considered short-term debt), using plain-vanilla derivative instruments such as swaps.</p>

Main risk	Description and impact	Means of mitigation
Corporate responsibility	<p>A number of stakeholder, including employees, shareholders, media, governments, civil society groups, non-governmental organisations and those living in local communities affected by Galp Energia's operations, have legitimate interests in the Company's business.</p> <p>Any however remote, that Galp Energia will not meet its stakeholders' expectations in terms of corporate responsibility, which would impair the Company's reputation and/or the price of its shares.</p> <p>In this regard, there are particular risks related to the Company's potential inability to manage environmental impacts, if any, due to inadequately responding to stakeholder expectations, due to the lack of effective internal controls and due to inadequate enforcement of anticorruption policies.</p>	<p>In 2012 Galp Energia published a corporate responsibility policy that regulates the Company's ethical, environmental, social and economic activities, incorporating them into the organisational culture and ensuring that it is one of the main lines of actions of communication within the Group.</p>
Climate change	<p>Galp Energia is subject to the effects of government policies to curb climate change. These initiatives may affect the conditions in which the Company conducts its businesses, namely in E&P and Refining.</p> <p>Although the Company also participates in the development of renewable energy, the adoption of policies to promote the use of this type of energy may affect the demand for hydrocarbon-based energy, which makes up the majority of the Company's business. Furthermore, the cost of producing this type of energy may be significantly affected by constraining licences for CO₂ emission.</p> <p>Likewise, access to oil and natural gas reserves, which provide for the seizing of strategic growth opportunities, may be restricted due to initiatives to protect the integrity of natural habitats. In this regard, Galp Energia closely monitors the development of government policies for environmental protection and adjusts its strategy in line with relevant developments.</p>	<p>In 2010, Galp Energia established a climate change strategy, defining actions, objectives and goals which can be analysed in detail in http://www.galpennergia.com/EN/sustainability. This strategy comprises four action points:</p> <ul style="list-style-type: none"> i) to reduce fuel emissions at different stages in their life cycle; ii) to promote energy efficiency and the use of renewable energies; iii) to take an active role in developing sustainable transport solutions; iv) to develop a Scientific and Technological System, research unit, projects and activities that can help combat climate change. <p>Given the increasingly strategic importance that sustainability has at Galp Energia, the Sustainability Committee was created in 2012 with the main aim of ensuring that sustainability principles are integrated and that best industry practices are promoted throughout the entire Company.</p>
Political and regulatory environment	<p>Galp Energia's exploration and production activities are located in non-European countries, which have developing economies or political or regulatory environments with a history of instability. Galp Energia also sources natural gas from Algeria and Nigeria for its marketing business, and sells its oil products in several African countries. As a result, a portion of the Company's revenues is, and will increasingly be, derived from or dependent on countries with inherent economic and political risks. These include the possible expropriation and nationalisation of property and increases in taxes or royalties.</p> <p>In addition, Galp Energia is exposed to changes in regimes affecting the royalties and taxes that are levied on crude oil and gas production. Significant changes in the tax regimes of countries in which the Company operates could have a materially adverse effect on the results of Galp Energia's operations or financial condition.</p> <p>Galp Energia believes that it abides by international norms in all countries in which it operates. However, any irregularities that may be either detected or alleged could have a material adverse effect on the Company's ability to conduct business and/or on the price of its shares.</p>	<p>Galp Energia's corporate responsibility policy obliges the Company to meet legal and regulatory requirements in the countries in which it operates.</p> <p>Furthermore, Galp Energia has an anticorruption policy that aims to publicly promote its commitment to permanently endorse full respect for the Code of Ethics and the laws that are in force, with one of its goals is to follow best industry practice for transparency as outlined in different international legislation such as the 2004 United Nations Convention Against Corruption.</p>
Financial		
Credit	<p>This risk follows from the possibility that Galp Energia counterparty may default on its payment obligations, meaning that the level of risk to which Galp Energia is exposed depends on the credit risk of the counterparty. This risk includes both the possibility that a counterparty defaults on financial contracts, such as those related to the investment of cash surpluses by the Company or the purchase of instruments to hedge exchange rate, interest rate or other risks; as well as risks related to commercial relationships established with Galp Energia's customers.</p>	<p>Credit risk is managed at the business unit level, following Executive Committee rules, namely regarding credit limits and the actions to minimise or eliminate risk, namely:</p> <ul style="list-style-type: none"> i) proper assessment and credit review is to be granted to clients (credit, management, limits and ratings manual), proper management of hedges through guarantees and credit insurance, monitoring overdue credit, debt collection and efficient management of litigation; ii) contracts are based on appropriate trading conditions, monitoring client profitability including potential reimbursements, the process of raising and managing optimal sales/distribution channels.
Insufficient insurance	<p>In line with industry best practices, Galp Energia contracts insurance to cover business-specific risks. Insured risks include the impairment of property and equipment, third-party liabilities, liabilities for the seaborne transportation of crude oil and other goods, for pollution and contamination, third-party liabilities of Directors and staff and workplace accidents.</p> <p>Nevertheless, some major risks inherent in Galp Energia's activities cannot reasonably be insured for a commercially appropriate sum. Therefore, under extreme conditions, Galp Energia may incur substantial losses following events that are not covered by insurance.</p>	<p>Galp Energia has an insurance programme in place that provides compensation to mitigate any significant losses, in line with industry practice. This programme is defined by taking into account the type of operations and their stage of development, the risk rating and the legal context that applies, contractual obligations and assets under threat. The Galp Energia insurance programme includes the following:</p> <ul style="list-style-type: none"> i) asset insurance – covering risk of material damage, the breaking down of machines, loss of exploration and construction; ii) civil liability insurance – covering risks from general activities (onshore), risks related with maritime activities (offshore), aviation risks, environmental risks and risks involved with the management and senior management of companies (Directors & Officers); iii) social insurance – covering the risk of work accidents, personal accidents, life and health insurance; iv) financial insurance – covering credit risks, securities and theft; v) transport insurance – covering risks to all transported loads and barrels; and vi) diverse insurance – covering car insurance, travel, etc.

II.10 Remit of the Board of Directors

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 management, 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.

The Board of Directors operates according to its criteria of maximising the businesses' value in the long-term in all its different components and chains of value in the international oil, gas and electricity industry, looking after the interests of the Company and of the shareholders and, to this end, considering them as a whole and not on an individual basis, whilst always complying with the relevant legislation and complying with the values and codes and conduct that the market generally expects.

According to the Board of Directors regulation, the Chairman is responsible for representing the Company, holding Board meetings and overseeing relations between the Company and its shareholders.

The Board of Directors' 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 listed under article 17 of the Company articles of association and are as follows:

- approval of investments and disinvestments made by the Company and by the companies which it controls, and the respective financing, where the amounts involved exceed €75 m;

- Company businesses and businesses by companies which it controls with any other body related to the shareholders where the amount exceeds €20 m;
- approval of and changes made to strategic plans and business deals and the financing relating to them;
- the issuance of bonds or other securities within the powers of the Board of Directors;
- proposed changes to the Company's articles of association;
- taking part in businesses that are not part of the Company's main activities or those of any companies which it may control;
- proposed mergers, break-up, changes or dissolution of the Company and that of any companies controlled by it;
- the signing of peer or subordinate group agreements by any company controlled by Galp Energia;
- composition of the Executive Committee;
- the provision of real or personal guarantees.

According to the Company's articles of association, the Board of Directors may not make decisions about the issuance of new shares as provided in article 456 of the CSC.

II.11 Policy of remit rotation in the Board of Directors and appointment and replacement rules

A. Policy of remit rotation in the Board of Directors

Galp Energia's Board of Directors delegates the Company's current management to an Executive Committee, thus being responsible for the remit allocation.

The rotation of the allocated remits of the Executive Directors is carried out periodically when it allows for Company governance to be improved, if in the interests of the Company.

The selection of members for the Executive Committee and the subsequent allocation of remits is based on their recognised abilities, management skills and the proven professional experience of each member and is suitable for the Company's interests and the interests of its shareholders, in order to ensure good administrative performance and taking into account all the different areas of speciality within the Executive Committee.

As part of their supervisory and supportive role in monitoring the performance of Executive Directors, Non-Executive

Directors will have a special role in analysing the remits to ensure that they are appropriate and fit the profile of each Executive Director when they are appointed and following their appointment.

The last few years particularly, have seen some changes both to the number of executives and to the remits assigned to them.

B. Rules for appointing roles and replacing members in the management and supervisory boards

Members of management and supervisory boards are appointed for terms of four calendar years on a renewable basis, and the calendar year in which they are appointed counts as one full year. The members of the Board of Directors take office upon their election and stay in office until their successors are elected.

The election of members for management and supervisory bodies is carried out using lists indicated by main shareholders,

and of which voting is performed solely from these, in accordance with the Law and Galp Energia's articles of association.

The members of the Board of Directors are elected by the general shareholders meeting or appointed by the Board itself, subject to the ratification by the general shareholders meeting.

For the election of the Board of Directors members, the following procedure should be followed in accordance with no. 2 of article 14 of the Company's articles of association:

- a) shareholders who, either individually or as a group, have a stake in the share capital with a voting right from a minimum of 10% to a maximum of 20% can present proposals for the election of a Director of their choosing;
- b) the election of the Director according to the terms of the previous point will apply sections 2 to 5 and 10 of article 392 of the CSC which is currently in force;
- c) shareholders who either individually or as a group hold less than 10% or more than 20% of the share capital and voting rights of the Company won't participate in the aforementioned individual elections;
- d) if no list is provided in accordance with the aforementioned terms, or if the outlined process has been concluded then the remaining Directors will be elected, including the Chairman of the Board of Directors. Shareholders who have successfully voted in favour of the appointment of a Director according to paragraphs a) to c) above may not take part in this vote;
- e) the appointment of the remaining Directors, including the Chairman of the Board of Directors will take place using a vote on the lists presented for this purpose, with the successful proposal being the one to receive the most votes;
- f) if the approved proposal includes the maximum number of Directors allowed in no.1 of article 14 of the articles of association and if a Director has been elected under paragraphs a) and c) outlined above, the appointed Director will replace the individual listed under 13th place in the proposal that has been passed under the terms of paragraph e); If the approved proposal does not include the maximum number of administrators appointed in accordance with paragraphs a) and c) the number of Directors will be increased under the terms of paragraph e);
- g) if the proposal for Directors election in accordance with the terms of paragraph e) does not receive a majority of 55% of the votes passed, and votes correspond to at least 40% of the share capital with voting rights, the shareholders that (i) can take part in this vote, under the terms of the final part of paragraph d) have voted against the proposed or in favour of a proposal that has not won the vote and that (ii) hold at least 25% of the share capital with voting rights, either individually or as a group, can present and vote for proposals, providing that they include at least a third of the Directors that have already been appointed in accordance with paragraphs a) and e) above;

h) if the total number of Directors appointed cannot be divided by three, the number of administrators to be elected under the terms of the last paragraph can be rounded up to the next biggest whole number above it;

i) the Directors elected under paragraph g) will automatically replace those who are last in the approved list under the terms of paragraph e).

The term of the Board of Directors lasts for three renewable calendar years, with the appointment year counting as a full year. At the general shareholders meeting held on 24 April 2012 the term for the Board of Directors was changed from three to four years, this only applies to the Board of Directors for the next term.

The Board of Directors' members take office upon their election and stay in office until their successors are elected.

Regarding the replacement of Directors when they have been found to be permanently absent, as provided in article 393, paragraph 1, of the CSC, the articles of association stipulate that a Director is considered to be permanently absent when, without an acknowledged explanation by the Board of Directors, they are absent from three consecutive or five non-consecutive Board meetings.

In accordance with the articles of association, the Supervisory Board is composed of three standing members and a deputy member who are elected by the general shareholders meeting, which also elects the Chairman of the Supervisory Board and a statutory auditor or firm of statutory auditors and its deputy.

The regulation of the Supervisory Board sets out that the deputy members shall replace any effective member of the Supervisory Board that is temporarily restricted to exercise the mandate, or that has ended functions, remaining in the position until the first general shareholders meeting where the vacancy is filled.

The regulation of the Supervisory Board also sets out that if the Chairman of the Supervisory Board ends functions before the end of the term for which he was appointed, the remaining members shall appoint, among them, one of them to be the Chairman until the end of the term.

The election of the members of the Supervisory Board is made every four years alongside the election of the members of the remaining governing bodies.

II.12 Number of meetings of the management and supervisory bodies

In 2012 the Board of Directors convened 19 times, of which nine had electronic voting. The minutes of all meetings were

drawn up. In 2012 the Supervisory Board convened 15 times. The minutes for the sessions were drafted.

Main decisions made by the Board of Directors in 2012

Date	Decision
9 January	Approval of mid and long-term financing from Banco do Brasil for a sum of €65 m for a three-year period.
23 January	Approval of the two-year commercial paper programme in the amount of €100 m.
9 February	Approval of the results of the fourth quarter of 2011. Approval of contracts established with Eni for the purchase and sale of natural gas, with the approval of the Supervisory Board.
29 March	Approval of the consolidated management report and separate and consolidated accounts for 2011 from the 2011 company governance report and the statement on the remuneration policy for Senior Executives was presented to the general shareholders meeting. Approval of the purchase of Eni shareholdings in Lusitaniagás and Setgás, with the approval of the Supervisory Board.
17 April	Approval of the renewal of the commercial paper programme for two years with the option to extend it by one year, for €550 m and for €150 m for two years.
24 April	Appointment of the Vice-Chairman for the Board of Directors. Appointment of the Executive Committee and its respective Chairman. Executive Committee's delegated powers. Appointment of the Company Secretary and deputy Company Secretary.
26 April	Approval of the results for the first quarter of 2012. Approval of the variable remuneration policy for Senior Executives.
22 May	Approval of the "Financing Euro Export Credit Facility" to provide Galp Energia Portugal Holding, B. V., with the sum of €560 m, for a period of eight and a half years.
26 July	Appointment of Directors. Appointment of a second Vice-Chairman for the Board of Directors. Creation of the International Strategy Review Committee. Appointment of two Directors to join the Executive Committee and appointment of the Vice-Chairman of the Executive Committee. Assignment of roles to members of the Executive Committee. Executive Committee's delegated powers. Approval of the updated regulation for the Board of Directors. Approval of the basic organisational structure of the Company and the Galp Energia Group. Approval of the audit accounts for the first half of 2012. Approval of the review of contracts established with Eni for the purchase and sale of natural gas (Hidrocarbónico), with the approval of the Supervisory Board.
23 August	Approval of an advance dividend payment on profits amounting to €99 m corresponding to €0.12 per share.
1 October	Approval of the Strategic Partnership Agreement with Empresa Nacional de Hidrocarbonetos (ENH) in Mozambique.
26 October	Approval of the results of the third quarter of 2012. Approval of the new macrostructure for the Refining and Logistics and Marketing of Oil Products and Gas & Power business units. Approval of the proposal on the purchase and sale of individual shares to be submitted to the general shareholders meeting.
26 November	Approval of a five-year bond issue for an amount of up to €100 m.
7 December	Approval of a five-year bond issue for an amount of up to €110 m. Approval of a two-year commercial paper programme for the amount of €100 m.
14 December	Approval of the bank financing to be given to Galp Energia Portugal Holding, B. V., of up to the sum of \$130 m, for a period of four years. Approval of a four-year bond issue for an amount of up to €100 m. Increase in the number of members of the Executive Committee and the appointment of a Director to join the Executive Committee. Assignment of roles to members of the Executive Committee. Discussion and approval of the 2013-2017 budget & plan. Founding of the ISPG – Instituto do Petróleo e Gás, Association for Advanced Training. Merger of Galp Gás Natural, S. A.

II.13 Number of meetings of the Executive Committee

In 2012, the Executive Committee convened 47 times. The respective minutes were drafted, and were submitted to the Board of Directors' Chairman as with the notices of call.

The Chairman of the Supervisory Board is notified on the records of meetings held by the Executive Committee.

II.14. Executive and non-executive members of the Board of Directors

Members of the Board of Directors

Name	Position
Américo Amorim	Non-Executive
Manuel Ferreira De Oliveira	Executive
Luís Palha da Silva	Executive
Paula Amorim	Non-Executive
Filipe Crisóstomo Silva	Executive
Carlos Gomes da Silva	Executive
Sérgio Gabrielli de Azevedo	Independent Non-Executive
Stephen Whyte	Executive
Vitor Bento	Independent Non-Executive
Abdul Magid Osman	Independent Non-Executive
Luís Campos e Cunha	Independent Non-Executive
Baptista Sumbe	Non-Executive
Miguel Athayde Marques	Independent Non-Executive
Carlos Costa Pina	Executive
Rui Paulo Gonçalves	Non-Executive
Luís Manuel Todo Bom	Independent Non-Executive
Fernando Gomes	Non-Executive
Diogo Mendonça Tavares	Non-Executive
Joaquim José Borges Gouveia	Independent Non-Executive
José Carlos da Silva Costa	Executive
Jorge Manuel Seabra de Freitas	Non-Executive

Out of the 21 members of the Board of Directors, 14 are Non-Executive Directors who are responsible for monitoring and carrying out ongoing assessment of the Company management which guarantee the effective management, control and evaluation of the executive members.

All Non-Executive Directors will, if applicable, adhere to the rules on incompatibility outlined in article 414-A, paragraph 1, of the CSC.

The Board of Directors considers that the Non-Executive Directors, Joaquim José Borges Gouveia, Vítor Bento, Abdul Magid Osman, Sérgio Gabrielli de Azevedo, Luís Campos e Cunha, Luís Manuel Todo Bom and Miguel Athayde Marques will meet the independent criteria outlined in article 414, paragraph 5, of the CSC. If this was to take place, they would represent a third of the total number of members which is felt to be sufficient, taking into account the size of the Company and the structure of its shareholders, which is more than those recommended by the CMVM, thus adhering to the recommendations made by the CMVM in II.1.2.2.

II.15 Legal and regulatory rules for independence assessment

The independent assessment of the non-executive members of the Board of Directors, carried out by this body in a systematic and timely fashion, took into account the application of the independent criteria outlined in article 414, paragraph 5, of the CSC to members of the Supervisory Board as follows.

Any individual is considered independent when not related to any group of specific interests within the Company and

when he/she has no particular reason to be exempt from the assessment or the decision, namely in virtue of being a shareholder or acting in the name of a shareholder with individual shares amounting to 2% of the Company's share capital or more; or who has been re-elected for more than two consecutive or terms of calendar years.

II.16 Selection process of candidates to the Non-Executive Director position

Galp Energia does not have a selection process of candidates to the Non-Executive Director position. Nevertheless, there is no interference of the Executive Directors in the appointment of the non-executive members, since they are elected in the general shareholder meeting.

If any of the Directors are replaced, through a cooptation, it will be up to the Non-Executive Directors as part of their supervisory role to carry out a special analysis of the appropriate individual's profile to ensure it is suitable for carrying out the role of Director.

II.17 Activity taken out by Non-Executive Directors

Galp Energia's annual report for 2012 includes a description of the activity taken out by Non-Executive Directors and possible constraints detected.

II.18 Biographies of the members of the Board of Directors

Américo Amorim

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	<p>Started work at the age of 19 at the company: Amorim & Irmãos</p> <p>In 1977, he created the Sociedade Portuguesa de Investimento, which later became the Banco Português de Investimento (currently the 3rd biggest private bank in Portugal)</p> <p>In 1983/4, he created and set up what is now the biggest private bank in Portugal, Millennium BCP</p> <p>In 1988, he started a joint venture with the Accor group, a French group in the hotel sector which has established around 40 classic hotels in the Accor group: Ibis/Novotel/Mercure/Sofitel</p> <p>In 1991, he established an agreement with Air Touch to set up a telecommunications project in Portugal. Created the company Telecel (mobile phone operator)</p> <p>In 1992, he established BNC – Banco Nacional de Crédito, S. A., a bank specifically for mortgages.</p> <p>In 1995, alongside other Portuguese businessmen, he took part in the part-privatisation of the oil company Petrogal, Portugal's biggest industrial company</p> <p>In 2003, he merged the BNC – Banco Nacional de Crédito with the BPE – Banco Popular Español (the 3rd biggest financial institute in Spain)</p> <p>In May 2005, he was one of the founders of BIC – Banco Internacional de Crédito, in Angola</p> <p>In December 2005, through Amorim Energia, he acquired 33.34% of Galp Energia's capital, in partnership with Sonangol</p> <p>In July 2012, Amorim Energia strengthened its share in Galp Energia, and held 38.34% of Galp Energia's capital</p>
Main professional activities in the last five years	Director of the Américo Amorim Group
Positions held in Group companies at 31.12.2012	Chairman of Galp Energia's International Strategy Committee, SGPS, S. A., since April 2012
Positions held in other companies on 31.12.2012	<p>Chairman of the Board of Directors of Amorim Investimentos e Participações, SGPS, S. A.</p> <p>Director of Amorim Energia</p> <p>Chairman of the Board of Directors and Executive Committee of Amorim Holding II – SGPS, S. A.</p> <p>Chairman of the Board of Directors of Solfim, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Amorim Financial, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Amorim Holding Financial, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Amorim Projectos, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Amorim Negócios, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Amorim Investimentos Energéticos, SGPS, S. A.</p> <p>Chairman of the Board of Directors of II - Investimentos Ibéricos, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Imoeuro, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Invesluanda, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Amorim Participações Internacionais, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Vintage Prime, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Stockprice, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Financimgest – Sociedade de Consultoria de Gestão de Créditos, S. A.</p> <p>Chairman of the Board of Directors of Warranties, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Galp Gás Natural</p> <p>Member of the Board of Directors of Banco BIC Português, S. A.</p> <p>Member of the Board of Directors of BIC Angola, S. A.</p> <p>Chairman of the Board of Directors of Banco Luso Brasileiro</p> <p>Director of Investmark Holdings, B. V.</p> <p>Director of Angola Real Estate Investments, B. V.</p> <p>Director of Topbreach Holding, B. V.</p>

Positions held in other companies on 31.12.2012	<p>Director of Amorim Finance Holding, B. V.</p> <p>Director of Oil Finance Holdings, B. V.</p> <p>Director of Amorim Financial Sector, B. V.</p> <p>Director of Amorim Aliança, B. V.</p> <p>Director of Ligardis Holding, B. V.</p> <p>Director of Meerdervaart, B. V.</p> <p>Director of Power Oil & Gas Investments, B. V.</p> <p>Director of Oil Investments, B. V.</p> <p>Director of Itacaré, B. V.</p> <p>Director of Praia do Forte, B. V.</p> <p>Director of Amorim Investments II, S. A.</p> <p>Director of Amorim Investments IV, S. A.</p> <p>Director of Amorim Investments V, S. A.</p> <p>Director of Amorim Alternative Investments, S. A.</p> <p>Member of the Board of Directors of Banco Popular Espanhol, S. A.</p> <p>Chairman of the Board of Directors of Union Europeia de Inversiones, S. A.</p> <p>Chairman of the Board of Directors of AHFB I, INC.</p> <p>Chairman of the Board of Directors of Amorim TFI, INC.</p> <p>Chairman of the Board of Directors of Gestimovel, S. A.</p> <p>Chairman of the Board of Directors of Amorim Património, S. A.</p> <p>Chairman of the Board of Directors of Sotomar – Empreendimentos Industriais e Imobiliários, S. A.</p> <p>Chairman of the Board of Directors of Mosteiro de Grijó – Empreendimentos Turísticos e Imobiliários, S. A.</p> <p>Chairman of the Board of Directors of Amorim e Alegre – Sociedade Imobiliária, S. A.</p> <p>Chairman of the Board of Directors of Gaivina – Empreendimentos Turísticos e Imobiliários, S. A.</p> <p>Chairman of the Board of Directors of Imobis – Empreendimentos Imobiliários Amorim, S. A.</p> <p>Chairman of the Board of Directors of Porta do Sol – Sociedade Imobiliária Amorim, S. A.</p> <p>Chairman of the Board of Directors of Alqueva Verde, S. A.</p> <p>Chairman of the Board of Directors of Paisagem do Alqueva, S. A.</p> <p>Chairman of the Board of Directors of SSA – Sociedade de Serviços Agrícolas, S. A.</p>
Number of Galp Energia shares held on 31.12.2012	0

Manuel Ferreira De Oliveira

First appointment at Galp Energia	2006
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Electrical Engineering and Computer Science – with an elective in Energy – from the Engineering Faculty at Universidade do Porto</p> <p>Master of Science (MSc) in Energy from the University of Manchester</p> <p>Doctorate (Ph.D.) also on the subject of Energy from the same university</p> <p>Visiting Professor at Universidade do Porto, where, in 1979 he was awarded a professorship</p> <p>Background in Management obtained through programmes at IMD (Switzerland) Harvard Business School and Wharton Business School (EUA)</p> <p>Advisory member of the Portuguese Engineering Society as a specialist in Industrial Management and Energy</p> <p>Effective member of the Academia de Engenharia de Portugal</p>
Main professional activities in the last five years	<p>Vice-Chairman of Casa da Música in Porto (from December 2005 to March 2008)</p> <p>Member of the Advisory Board of the Economics Faculty at the Universidade do Porto (from November 2005 to April 2009)</p> <p>Member of the Advisory Board of the Electrical Engineering and Computers department of the Engineering Faculty at Universidade do Porto (April 1999 and April 2009)</p> <p>Visiting Professor of the Electrical Engineering and Computers department of the Engineering Faculty at Universidade do Porto (from April 1999 to April 2009)</p>
Positions held in Group companies at 31.12.2012	<p>Chairman of the Board of Directors of Petrogal, S. A.</p> <p>Chairman of the Board of Directors of Galp Exploração e Produção (Timor-Leste), S. A.</p> <p>Chairman of the Board of Directors of GDP, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Galp Gás Natural Distribuição, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Galp Power, SGPS, S. A.</p> <p>Chairman of the Board of Directors of Galp Energia, S. A.</p>

Positions held in Group companies at 31.12.2012	<p>Chairman of the Board of Directors of Galp Energia España</p> <p>Chairman of the Board of Directors of Next Priority – Galp Soluções de Energia, S. A.</p> <p>Chairman of the Board of Directors of Petrogal Brasil, S. A.</p> <p>Director of Galp Energia E&P, B. V.</p> <p>Director of Galp Sinopec Brazil Services, B. V.</p> <p>Chairman of the Board of Directors of Galp Exploração e Produção, SGPS, S. A.</p> <p>Member of the Advisory Board of Galp Exploração Serviços do Brasil, Lda.</p> <p>Director of Galp Energia Overseas, B. V.</p> <p>Director of Galp Energia Rovuma, B. V.</p> <p>Director of Galp Bioenergy, B. V.</p> <p>Director of Windhoek PEL 23, B. V.</p> <p>Director of Windhoek PEL 24, B. V.</p> <p>Director of Windhoek PEL 28, B. V.</p> <p>Director of Galp Energia Tarfaya, B. V.</p> <p>Chairman of the Board of Directors of Galp Energia Brasil, S. A.</p>
Positions held in other companies on 31.12.2012	<p>Vice-Chairman of the General Board of Universidade do Porto</p> <p>Member of the Advisory Board of Entreprajuda</p> <p>Chairman of the Board of Directors of Fundação Galp Energia</p> <p>Guest Professor at Universidade de Aveiro</p>
Number of Galp Energia shares held on 31.12.2012	85,640

Luís Palha da Silva

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Economics from Instituto Superior de Economia, in 1978</p> <p>Degree in Business Management from Universidade Católica Portuguesa, in 1981</p> <p>Advanced Management Programmes, from University of Pennsylvania – Wharton School of Economics, in 2005</p>
Main professional activities in the last five years	<p>Chairman of APETRO – Associação Portuguesa de Empresas Petrolíferas – (since September 2012)</p> <p>Chairman of AEM – Associação dos Emitentes Portugueses (since 2011)</p> <p>Member of the Board of Directors of NYSE Euronext (since January 2012)</p> <p>Chairman of the Executive Committee for Jerónimo Martins, SGPS, S. A. (from 2004 to 2010)</p>
Positions held in Group companies at 31.12.2012	<p>Member of the Board of Directors of Petrogal, S. A.</p> <p>Member of the Board of Directors of Galp Exploração e Produção (Timor-Leste), S. A.</p> <p>Member of the Board of Directors of GDP, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Gás Natural Distribuição, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Power, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Energia España, S. A.</p> <p>Member of the Board of Directors of Galp Energia España, S. A. U.</p> <p>Member of the Board of Directors of Petrogal Brasil, S. A.</p> <p>Director of Galp Energia E&P, B. V.</p> <p>Director of Galp Sinopec Brazil Services, B. V.</p> <p>Member of the Board of Directors of Galp Exploração e Produção, SGPS, S. A.</p> <p>Director of Galp Energia Overseas, B. V.</p> <p>Director of Galp Energia Rovuma, B. V.</p> <p>Director of Galp Bioenergy, B. V.</p> <p>Chairman of the Board of Directors of CLC – Companhia Logística de Combustíveis, S. A.</p> <p>Chairman of the Managing Board of Petrogal Angola, Lda.</p> <p>Chairman of the Managing Board of Petrogal Cabo Verde, Lda.</p> <p>Chairman of the Managing Board of Petrogal Guiné-Bissau, Lda.</p> <p>Chairman of the Managing Board of Petrogal Moçambique, Lda.</p> <p>Chairman of the Executive Committee of Galp Moçambique, Lda.</p> <p>Chairman of the Committee of Galp Gambia, Ltd.</p>



Positions held in Group companies at 31.12.2012	Chairman of the Committee of Galp Swaziland, Ltd. Director of Galp Energia Brasil, S. A.
Positions held in other companies on 31.12.2012	Member of the Board of Directors of Jerónimo Martins, SGPS, S. A. Member of the Board of Directors of NYSE Euronext
Number of Galp Energia shares held on 31.12.2012	3,350

Paula Amorim

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Real Estate Management at Escola Superior de Actividades Imobiliárias (ESAI)
Main professional activities in the last five years	Various management roles at Grupo Américo Amorim (since 1992) Business activity at Amorim Fashion (since 2005)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Member of the Board of Directors of Stockprice SGPS, S. A. Member of the Board of Directors of Invesluanda, SGPS, S. A. Member of the Board of Directors of Alqueva Verde, S. A. Member of the Board of Directors of Amorim Financial, SGPS, S. A. Member of the Board of Directors of Bridge Capital, SGPS, S. A. Member of the Board of Directors of Sotomar, S. A. Member of the Board of Directors of Financimgest, S. A. Member of the Board of Directors of Solfim, SGPS, S. A. Member of the Board of Directors of Warranties, SGPS, S. A. Member of the Board of Directors of SSA, S. A. Member of the Board of Directors of Lusares, S. A. Member of the Board of Directors of Amorim Projectos, SGPS, S. A. Member of the Board of Directors of Amorim Negócios, SGPS, S. A. Vice-Chairman of Amorim Holding Financeira, SGPS, S. A. Vice-Chairman and Member of the Board of Directors of Amorim Holding II, SGPS, S. A. Vice-Chairman of Imoeuro, SGPS, S. A. Vice-Chairman of the Board of Directors of Gaivina, S. A. Vice-Chairman of the Portal do Sol, S. A. Director of Amorim Investments IV, S. A. Director of Amorim Investments V, S. A. Director of Amorim Investments II, S. A. Director of AHFB, I Inc. Manager of the Sociedade Agro-Florestal do Panasquinho, Lda. Vice-Chairman of the Board of Directors of AIP Amorim – Investimentos e Participações, SGPS, S. A. Manager of Amorim Five, Lda. Sole Director of Amorim Luxury – SGPS, S. A. Director of PFR Amorim, S. A.
Number of Galp Energia shares held on 31.12.2012	0

Filipe Crisóstomo Silva

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Economics & Financial Management, from the Catholic University of America, Washington DC Masters in Financial Management, from the same university
Main professional activities in the last five years	Responsible for Investment Banking at Deutsche Bank in Portugal (since 1999) Head Management and Managing Chief Country Officer of Deutsche Bank in Portugal (since 2008)
Positions held in Group companies at 31.12.2012	Member of the Board of Directors of Petrogal, S. A. Member of the Board of Directors of Galp Exploração e Produção (Timor-Leste), S. A.

Positions held in Group companies at 31.12.2012

Member of the Board of Directors of GDP, SGPS, S. A.

Member of the Board of Directors of Galp Gás Natural Distribuição, SGPS, S. A.

Member of the Board of Directors of Galp Power, SGPS, S. A.

Member of the Board of Directors of Galp Energia España, S. A.

Member of the Board of Directors of Galp Energia España, S. A. U.

Chairman of the Board of Directors of Next Priority – Galp Soluções de Energia, S. A.

Member of the Board of Directors of Petrogal Brasil, S. A.

Director of Galp Energia E&P, B. V.

Director of Galp Sinopec Brazil Services, B. V.

Director of Galp E&P Brazil Services, B. V.

Director of Galp Energia E&P, B. V.

Member of the Board of Directors of Galp Exploração e Produção, SGPS, S. A.

Director of Galp Energia Overseas, B. V.

Director of Galp Energia Rovuma, B. V.

Director of Galp Bioenergy, B. V.

Member of the Audit Committee at Belem Bioenergy, B. V.

Director of Windhoek PEL 23, B. V.

Director of Windhoek PEL 24, B. V.

Director of Windhoek PEL 28, B. V.

Director of Galp Energia Tarfaya, B. V.

Director of Galp Energia Brasil, S. A.

Positions held in other companies on 31.12.2012

–

Number of Galp Energia shares held on 31.12.2012

0

Carlos Gomes da Silva

First appointment at Galp Energia

2007

End of term at Galp Energia

2014

Academic qualifications

Degree in Electrical Engineering and Computer Science from the Engineering Faculty of Universidade do Porto

Masters in Business Administration from Escuela Superior de Administración y Dirección de Empresas de Barcelona and Instituto Empresarial Portuense

Additional courses from ESADE (Barcelona), London Business School (London) and EGP (Porto)

Main professional activities in the last five years

Several executive roles at Grupo Américo Amorim (from April 2007 to May 2008)

Chairman of APETRO – Associação Portuguesa de Empresas Petrolíferas (from June 2008 to September 2012)

Head of Management at AGN, Associação Portuguesa de Empresas de Gás Natural (since October 2012)

Positions held in Group companies at 31.12.2012

Member of the Board of Directors of Petrogal, S. A.

Member of the Board of Directors of Galp Exploração e Produção (Timor-Leste), S. A.

Member of the Board of Directors of GDP, SGPS, S. A.

Member of the Board of Directors of Galp Gás Natural Distribuição, SGPS, S. A.

Member of the Board of Directors of Galp Power, SGPS, S. A.

Member of the Board of Directors of Galp Energia España, S. A.

Member of the Board of Directors of Galp Energia España, S. A. U.

Member of the Board of Directors of Petrogal Brasil, S. A.

Director of Galp Energia E&P, B. V.

Director of Galp Sinopec Brazil Services, B. V.

Member of the Board of Directors of Galp Exploração e Produção, SGPS, S. A.

Director of Galp Energia Overseas, B. V.

Director of Galp Energia Rovuma, B. V.

Director of Galp Bioenergy, B. V.

Chairman of the Board of Directors of Galp Gás Natural Distribuição

Chairman of the Board of Directors of Setgás Comercialização

Positions held in Group companies at 31.12.2012	<p>Chairman of the Board of Directors of GDP, Serviços, S. A.</p> <p>Chairman of the Board of Directors of Galp Power, S. A.</p> <p>Chairman of the Board of Directors of Madrileña Suministro de Gás, S. L.</p> <p>Chairman of the Board of Directors of Madrileña Suministro de Gás Sur, S. L.</p> <p>Member of the Board of Directors of Gasoducto Al-Andalus, S. A.</p> <p>Member of the Board of Directors of Gasoducto de Extremadura, S. A.</p> <p>Member of the Board of Directors of Europe Maghreb Pipeline, Ltd.</p> <p>Member of the Board of Directors of Metragaz – Société pour la Construction et L'Exploitation Technique du Gazoduc Maghreb Europe</p> <p>Director of Galp Energia Brasil, S. A.</p>
Positions held in other companies on 31.12.2012	<p>Member of the Board of Directors of Fundação Galp Energia</p> <p>Member of the Board of Directors of Amorim Investimentos Energéticos, SGPS, S. A., and Amorim Energia</p>
Number of Galp Energia shares held on 31.12.2012	2,410

Sérgio Gabrielli de Azevedo

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Economics from the Universidade Federal da Bahia, in 1971</p> <p>Masters in Economics, from the same university, in 1975</p> <p>PhD in Economics, from Boston University, in 1987</p> <p>Visiting Research Fellow London School of Economics and Political Science, in 2000</p>
Main professional activities in the last five years	<p>Secretary of Government Planning for the State of Bahia (since March 2012)</p> <p>Chairman of the Executive Committee for Petrobras (from 2005 to 2012)</p>
Positions held in Group companies at 31.12.2012	Member of Galp Energia's International Strategy Committee, SGPS, S. A.
Positions held in other companies on 31.12.2012	Non-Executive Member of the Board of Directors of Itaúsa, S. A.
Number of Galp Energia shares held on 31.12.2012	0

Stephen Whyte

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	First class degree in Geophysics from Edinburgh University
Main professional activities in the last five years	<p>Senior Vice-Chairman for the commercial sector of BG Group, in Europe and Central Asia (from 2009 to 2011)</p> <p>Vice-Chairman Brasil of Shell EP (from 2007 to 2009)</p>
Positions held in Group companies at 31.12.2012	<p>Member of the Board of Directors of Petrogal, S. A.</p> <p>Member of the Board of Directors of Galp Exploração e Produção (Timor-Leste), S. A.</p> <p>Member of the Board of Directors of GDP, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Gás Natural Distribuição, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Power, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Energia España, S. A.</p> <p>Member of the Board of Directors of Galp Energia España, S. A. U.</p> <p>Member of the Board of Directors of Petrogal Brasil, S. A.</p> <p>Director of Galp Energia E&P, B. V.</p> <p>Director of Galp Sinopec Brazil Services, B. V.</p> <p>Director of Galp E&P Brazil, B. V.</p> <p>Member of the Board of Directors of Galp Exploração e Produção Petrolífera, SGPS, S. A.</p> <p>Member of the Advisory Board of Galp Exploração Serviços do Brasil, Lda.</p> <p>Director of Galp Energia Overseas, B. V.</p> <p>Director of Galp Energia Rovuma, B. V.</p> <p>Director of Galp Bioenergy, B. V.</p> <p>Member of the Board of Directors for 3G Holdings Limited and 3 G Company, S. A.</p>

Positions held in Group companies at 31.12.2012	Director of Galp Energia Brasil, S. A.
Positions held in other companies on 31.12.2012	–
Number of Galp Energia shares held on 31.12.2012	0

Vítor Bento

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Economics from Instituto Superior de Economia, in 1978 Masters in Philosophy from Universidade Católica Portuguesa, in 2003
Main professional activities in the last five years	Member of the State Council (since December 2009) Guest lecturer of the Economics department at Universidade Nova de Lisboa Member of the Advisory Board at the Human Sciences department at Universidade Católica Portuguesa Member of the Advisory Board at Escola do Instituto Superior de Economia
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Chairman of the Board of Directors of SIBS (since June 2012)
Number of Galp Energia shares held on 31.12.2012	0

Abdul Osman

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Economic and Financial Sciences from Instituto Superior de Economia de Lisboa
Main professional activities in the last five years	–
Positions held in Group companies at 31.12.2012	Member of Galp Energia's International Strategy Committee, SGPS, S. A.
Positions held in other companies on 31.12.2012	Chairman of the BIOFUND Foundation – for the protection of biodiversity (since 2011) Chairman of the Board of Directors for Épsilon Investimento (since 2007) Chairman of the Board of Directors of the Executive Committee of Tchuma Cooperativa de Crédito e de Poupança (since 2010)
Number of Galp Energia shares held on 31.12.2012	0

Luís Campos e Cunha

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Economics from Universidade Católica Portuguesa, in 1977 Master of Arts (M.A.) in Economics from Columbia University – Department of Economics, in 1981 Master of Philosophy (M.Phil.) in Economics from Columbia University – Department of Economics, in 1983 Doctorate (PhD) in Economics from Columbia University – Department of Economics, in 1985 Professorship in International Economics, awarded by Universidade Nova de Lisboa – Economics Department, in 1992
Main professional activities in the last five years	Member of the Advisory Board for Banco BANIF (from 2006 to 2011) Member of the Stakeholders Council for Banco Millennium-BCP (from 2006 to 2011) Chairman of the Board of Directors for Banco BANIF (from 2007 to 2011)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Lecturer of the Economics department at Universidade Nova de Lisboa (since 1995) Vice-Chairman of the Serralves Foundation (since January 2006) Chairman of the Coordinating Council SEDES (since 2008) Chairman of the Supervisory Board of Banco Santander Totta (since April 2011) Member of the Board for the Fundação Centro Cultural de Belém (since 2012)
Number of Galp Energia shares held on 31.12.2012	0

Baptista Sumbe

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Economics from the Universidade Agostinho Neto de Luanda (specialising in accountancy and finance) in 1988
Main professional activities in the last five years	Executive Manager of the Board of Directors for Sonangol, E. P. Chairman of the Executive Committee for Sonangol USA Houston, TX, USA (from 2002 to 2009) Chairman of the Executive Committee for Sonangol Holdings (from 2009 to 2012)
Positions held in Group companies at 31.12.2012	Member of Galp Energia's International Strategy Committee, SGPS, S. A.
Positions held in other companies on 31.12.2012	Executive Director of Sonangol, E. P. (since 2010) Chairman of the Management Council for Sonangol Shipping Angola Luanda Limitada (since 2010) Vice-Chairman of Banco Privado Atlântico (since May 2010) Chairman of Baia de Luanda (since October 2009) Chairman of the Board of Directors for EIH – Energias Inovação Holdings (since October 2009) Vice-Chairman of Sonangol Shipping Holdings (since 1997)
Number of Galp Energia shares held on 31.12.2012	0

Miguel Athayde Marques

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree (with distinction) in Business Administration from Universidade Católica de Lisboa, in 1977 PhD in Business Management from the University of Glasgow, School of Financial Studies, in 1986
Main professional activities in the last five years	Professor at Universidade Católica Portuguesa, Economic and Business Sciences, Católica-Lisbon School of Business & Economics (since September 1986) Chairman of the Board of Directors for NYSE Euronext Lisbon, S. A., and for Interbolsa, S. A. Member of the Managing Board of Eurovex, N. V. (Amsterdam) (from January 2005 to June 2010) Non-Executive Director of Euronext Amsterdam, Euronext Brussels and Euronext Paris (from January 2005 to June 2010) Member of the Management Committee for NYSE Euronext (New York) (from April 2007 and June 2010) Chairman of the Supervisory Board at Hugin SAS (Oslo) (from 2006 to 2009) Member of the National Securities Market Council, presided over by the Minister of State and Finance (from 2006 to 2010) Member of the Advisory Board for CMVM (from 2005 to 2010)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Independent Non-Executive Director of Brisa, Concessão Rodoviária, S. A. (since December 2010) Chairman of the Supervisory Board for Caixa Banco de Investimento, S. A. (since January 2012) Founder and Coordinator of Portugal Economy Probe (since March 2012) Member of the Conselho Científico-Pedagógico do Instituto Superior de Gestão Bancária (Portuguese Banking Association) (since 1989) Chairman of the Supervisory Board of the Associação Aprender a Empreender (Junior Achievement Young Enterprise) (since 2007) Chairman of the Supervisory Board of the Sociedade Científica da Universidade Católica Portuguesa (since 2003) Director of Gepasa, SCR, S. A. (since September 2012) Member of the Advisory Board for GRACE – Grupo de Reflexão e Apoio à Cidadania Empresarial (since 2011) Chairman on the Supervisory Board for APBA – Associação Portuguesa de Business Angels (from 2008 to 2011) and Member of the Advisory Board for APBA (since 2011)
Number of Galp Energia shares held on 31.12.2012	1,800

Carlos Costa Pina

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree and Masters in Law from the Law Faculty from the Universidade de Lisboa PhD in Law (Legal-Economic Sciences) from the same university

Main professional activities in the last five years:	<p>Departmental Lecturer of the Law department at Universidade Nova de Lisboa</p> <p>Company manager for TMT, Real Estate and Services, for the Ongoing Group Portugal and Brazil (from September 2011 to March 2012)</p> <p>Secretary of State for Treasury and Finance of the 17th and 18th Constitutional Governments (from July 2005 to June 2011)</p>
Positions held in Group companies at 31.12.2012	<p>Member of the Board of Directors of Petrogal, S. A.</p> <p>Member of the Board of Directors of Galp Exploração e Produção (Timor-Leste), S. A.</p> <p>Chairman of the Board of Directors of Tagus, R. E.</p> <p>Member of the Board of Directors of GDP, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Gás Natural Distribuição, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Power, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Energia España, S. A.</p> <p>Member of the Board of Directors of Galp Energia España, S. A. U.</p> <p>Director of Galp Energia E&P, B. V.</p> <p>Member of the Board of Directors of Galp Exploração e Produção, SGPS, S. A.</p> <p>Director of Galp Energia Overseas, B. V.</p> <p>Director of Galp Energia Rovuma, B. V.</p> <p>Director of Galp Bioenergy, B. V.</p> <p>Member of the Auditing Committee of Belem Bioenergy, B. V.</p> <p>Chairman of the Board of Directors of Galpbúzi – Agro-Energia, S. A.</p> <p>Chairman of the Board of Directors of Moçamgalp Agroenergias de Moçambique, S. A.</p> <p>Director of Galp Energia Brasil, S. A.</p>
Positions held in other companies on 31.12.2012	–
Number of Galp Energia shares held on 31.12.2012	0

Rui Paulo Gonçalves

First appointment at Galp Energia	2008
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Law from Universidade Católica, Faculty of Law</p> <p>Post-graduate studies in Management at Universidade Católica, School of Business and Economics</p>
Main professional activities in the last five years	–
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	<p>Director and Managing Director of Amorim Investimentos Energéticos, SGPS, S. A. (since December 2007)</p> <p>Director of Amorim Energia, B. V. (since 2011)</p> <p>Chairman of the general shareholders meeting for Amorim Holding II, SGPS, S. A. (since 2011)</p> <p>Vice-Chairman of the general shareholders meeting for Banco Único, S. A. (since 2011)</p>
Number of Galp Energia shares held on 31.12.2012	0

Luís Manuel Todo Bom

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Chemical-Industrial Engineering from Instituto Superior de Economia, in 1971</p> <p>Master in Business Administration (MBA), from Universidade Nova de Lisboa / Wharton School of Pennsylvania, in 1982</p> <p>Stanford Executive Programme and Executive Programme on Strategy and Organization, from the University of Stanford, in 1997 and 1998, respectively</p> <p>Attended the DBA – Doctor of Business Administration Programme at the University of Cranfield and ISCTE, Instituto Superior de Ciências do Trabalho e da Empresa</p>
Main professional activities in the last five years	<p>Non-Executive Director of Taguspark (from 2010 to 2012)</p> <p>Non-Executive Director of Chamartin Imobiliária, SGPS (from 2007 to 2009)</p> <p>Non-Executive Director of the Seguros Sagres Company, S. A. (from 2003 to 2009)</p>

Main professional activities in the last five years	<p>Non-Executive Director of Amorim Imobiliária, SGPS (from 2002 to 2007)</p> <p>Non-Executive Director of Caima SGPS (from 2005 to 2008)</p> <p>Member of the Advisory Board of the MRG Group (from 2009 to 2012)</p> <p>Member of the Advisory Board for Banco Finantia (from 2005 to 2008)</p> <p>Chairman of the Management Committee for AITECOEIRAS (from 2008 to 2012)</p> <p>Vice-Chairman of the general shareholders meeting for the Parque Junqueira association (from 2004 to 2008)</p>
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	<p>Inspector-General for Portugal Telecom Group (since 1996)</p> <p>Chairman of the Advisory Board for the PT Group and Non-Executive Chairman of Multitel Angola (since 2005)</p> <p>Non-Executive Director of Onyria Internacional (Onyria Group), and Scutvias-AEXXI (Globalvia Group) (since 2011)</p> <p>Associate guest lecturer for the Projecto Empresarial “Gestão da Inovação e da Tecnologia” and “Estratégia Empresarial” for ISCTE, Instituto Superior de Ciências do Trabalho e da Empresa (since 2005)</p> <p>Advisor for economic and financial and strategic partnerships for investment projects in Angola (since 2005)</p>
Number of Galp Energia shares held on 31.12.2012	0

Fernando Gomes

First appointment at Galp Energia	2005
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Economics</p> <p>Visiting Professor at Universidade Luslada do Porto</p>
Main professional activities in the last five years	Executive Director of Galp Energia responsible for the Exploration & Production, International Oil and Biofuels business units (from May 2005 to April 2012)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	–
Number of Galp Energia shares held on 31.12.2012	1,900

Diogo Mendonça Tavares

First appointment at Galp Energia	2006
End of term at Galp Energia	2014
Academic qualifications	<p>Mechanical Engineer from Instituto Superior Técnico</p> <p>Company Senior Management Programme (IAESE)</p>
Main professional activities in the last five years	<p>Director of Amorim Holding II, SGPS, S. A. (since June 2011)</p> <p>Advisor to the Chairman of Amorim Holding II, SGPS, S. A. (from 2006 to May 2011)</p> <p>Non-Executive Director of Galp Energia, SGPS, S. A. (from 2006 to May 2008)</p>
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Vice-Chairman of Amorim Holding II, SGPS, S. A.
Number of Galp Energia shares held on 31.12.2012	2,940

Joaquim José Borges Gouveia

First appointment at Galp Energia	2008
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Electrical Engineering and Computer Science from Engineering Faculty at Universidade do Porto, in 1998</p> <p>PhD in Electrical Engineering and Computer Science from Engineering Faculty at Universidade do Porto, in 1983</p> <p>Degree in Electrical Engineering from Engineering Faculty Universidade do Porto, in 1973</p>
Main professional activities in the last five years	<p>Professor of the Economics, Management and Industrial Engineering department at Universidade de Aveiro (since 1 October 2001)</p> <p>Head of the Economics, Management and Industrial Engineering department (from June 2011 to October 2012)</p>

Main professional activities in the last five years	<p>Head of GOVCOPP – Governança, Competitividade e Políticas Públicas, a research unit by the Instituto de Investigação da Universidade de Aveiro (from October 2009 to June 2011)</p> <p>Head of the PhD programme in Energy Systems and Climate Changes (since June 2011)</p> <p>Head of the PhD programme in Engineering and Industrial Management (since June 2010)</p> <p>Head of the Master degree in Sustainable Energy Systems (from June 2007 to October 2011)</p> <p>Head of advanced training courses in Energy Efficiency and Renewable Energies, Management for Executives and Management of Technology, Innovation and Knowledge (since June 2007)</p> <p>Chairman of the Board of Directors of Energia, Agência Municipal de Energia de Vila Nova de Gaia (since June 1999)</p> <p>Chairman of Associação Rede Nacional das Agências de Energia e Ambiente, RNAE (from 2005 to October 2012)</p> <p>Member of the Board of Directors of ABAP/BIOCANT (since May 2006)</p>
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	–
Number of Galp Energia shares held on 31.12.2012	0

José Carlos da Silva Costa

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Chemical Engineering from Instituto Superior de Engenharia do Porto, in 1987
Main professional activities in the last five years	<p>Chief Director of Galp Energia Asset Sales and Management</p> <p>Head of E&P Unit Sales, Refining, Logistics and Projects for Galp Energia (from 2010 to 2012)</p> <p>Responsible for the proposal of organisational restructuring of sales services (from 2008 to 2009)</p> <p>Responsible for sales of the refinery conversion projects for Sines and Matosinhos (from 2007 to 2008)</p>
Positions held in Group companies at 31.12.2012	<p>Member of the Board of Directors of Petrogal, S. A.</p> <p>Member of the Board of Directors of GDP, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Power, SGPS, S. A.</p> <p>Member of the Board of Directors of Galp Energia, S. A.</p> <p>Executive Director of Galp Energia E&P, B. V.</p>
Positions held in other companies on 31.12.2012	–
Number of Galp Energia shares held on 31.12.2012	275

Jorge Manuel Seabra de Freitas

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	<p>Degree in Economics from the Economics Faculty at Universidade do Porto, in 1983</p> <p>International Executive Programme, at ISEAD, in 1991</p> <p>Competitive Strategy, at INSEAD, in 1995</p>
Main professional activities in the last five years	Chairman of the Board of Directors for Coelima Industrias Têxteis, S. A. (from January 1992 to May 2011)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	<p>Director of Corticeira Amorim, SGPS (since November 2011)</p> <p>Director of Amorim Holding II (since August 2011)</p>
Number of Galp Energia shares held on 31.12.2012	0

II.19 Roles held by the members of the Board of Directors in other companies

The roles held by the members of the Board of Directors in Galp Energia companies or in other companies are detailed in the tables above.

II.20 Assessment of the governance model

The Board of Directors' judgement 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 clearly separating the powers of governing bodies, particularly those of the Board of Directors in respect of supervision and control from 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 framework for Non-Executive Directors to supervise and assess the actions of their executive counterparts. The Chairman's non-executive role has played an important part in this process as well as in the relationship between the Company and its shareholders.

SECTION III – SUPERVISORY BOARD

II.21 Identification of the members of the Supervisory Board and fulfilment of the incompatibility rules and independence criteria

Chairman: Daniel Bessa Fernandes Coelho

Member: Gracinda Augusta Figueiras Raposo

Member: Pedro Antunes de Almeida

Deputy: Amável Alberto Freixo Calhau

All the members of the Supervisory Board fulfil the incompatibility rules of article 414-A, paragraph 1, of the CSC as well as the independence criteria of article 414, paragraph 5, of the CSC.

Under the regulation, the Supervisory Board annually evaluates its performance.

The Chairman of the Supervisory Board has the relevant skills to carry out his respective role as shown in the *curriculum vitae* shown below.

II.22 Biographies of the members of the Supervisory Board

Daniel Bessa Fernandes Coelho

First appointment at Galp Energia	2006
End of term at Galp Energia	2014
Academic qualifications	Degree in Economics from the Universidade do Porto, in 1970 Degree in Economics from the Universidade Técnica de Lisboa, in 1986
Main professional activities in the last five years	Managing Director of COTEC Portugal – Associação Empresarial para a Inovação (since June 2009) Member of the Board of Directors of Fundação Bial (since January 2003) Chairman of the Advisory Board of IGFCSS – Instituto de Gestão de Fundos de Capitalização da Segurança Social (November 2000 to October 2012) Member of the General Supervisory Board for the BCP – Banco Comercial Português, S. A. (from April 2011 to February 2012) Non-Executive Director of AICEP – Agência para o Investimento e Comércio Externo de Portugal, E. P. E. (from June 2007 to December 2011) Member of the Board of Directors of Finibanco Holdings, SGPS, S. A. (from May 2001 to March 2011) Managing Director of EGP – Business School of the Universidade do Porto (from June 2000 to March 2009) Member of the Board of Directors of Finibanco, S. A. (from November 1997 to March 2008)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Non-Executive Director of Efaced Capital, SGPS, S. A. (since May 2004) Chairman of the Supervisory Board for Sonae, SGPS, S. A. (since April 2007) Chairman of the Supervisory Board for Bial – Portela e Companhia, S. A. (since March 2008) Chairman of the general shareholders meeting of Nanium, S. A. (since February 2010)
Number of Galp Energia shares held on 31.12.2012	0

Gracinda Augusta Figueiras Raposo

First appointment at Galp Energia	2011
End of term at Galp Energia	2014
Academic qualifications	Degree in Finance from the Instituto Superior do Trabalho e da Empresa, in 1978 Masters in Operational Management from the University of Minneapolis, Minnesota, USA
Main professional activities in the last five years	Advisor to the Board of Directors of the Santander group (from 2007 to 2009)
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	Director of ECS-Capital – Sociedade Gestora de Fundos de Private Equity e Distress Funds Member of the Supervisory Board of Banco BIC Portugal
Number of Galp Energia shares held on 31.12.2012	0

Pedro Antunes de Almeida

First appointment at Galp Energia	2012
End of term at Galp Energia	2014
Academic qualifications	Degree in Economics and Sociology from the Universidade de Lisboa Post Graduate degree in European Economics from the Universidade Católica Portuguesa Higher Education Course in Public Relations, Marketing and Publicity from the Escola Superior de Meios de Comunicação Social de Lisboa Auditing Course for National Defence at the National Defense Institute
Main professional activities in the last five years	Consultant for Economic and SE Business Affairs for the President of the Republic (since 2006) Secretary for the General Shareholders Meeting Board for Galp Energia, SGPS, S. A. (from 2011 to April 2012) Guest Lecturer at the Universidade Lusófona de Humanidades e Tecnologias teaching on undergraduate and master courses on Tourism (from 2003 to 2008)
Positions held in Group companies at 31.12.2012	–

Positions held in other companies on 31.12.2012	Guest lecturer at the ISCTE e Universidade Católica de Lisboa
Number of Galp Energia shares held on 31.12.2012	1,505

Amável Alberto Freixo Calhau

First appointment at Galp Energia	2006
End of term at Galp Energia	2014
Academic qualifications	Statutory auditor (ITMPE)
Main professional activities in the last five years	Chartered accountant Managing partner of Amável Calhau, Ribeiro da Cunha e Associados – Sociedade de Revisores Oficiais de Contas
Positions held in Group companies at 31.12.2012	–
Positions held in other companies on 31.12.2012	–
Number of Galp Energia shares held on 31.12.2012	0

II.23 Roles held by members of the Supervisory Board in other companies

The roles held by the members of the Supervisory Board in Galp Energia Group companies or in other companies are detailed in the table above.

II.24 Annual assessment of the external auditor

The Supervisory Board represents the Company for all purposes, before the external auditor. Under article 19, paragraph 4, of the articles of association, a statutory auditor or a firm of statutory auditors shall be proposed to the general shareholders meeting by the Supervisory Board.

The Supervisory Board, which is the first recipient of the reports, annually assesses the activity of the external auditor through a critical appreciation of reports and statements produced, sets out its remuneration and may propose its fair dismissal.

II.25-II.28

These paragraphs are not applicable to Galp Energia, since its governance model does not include an Executive and Supervisory board.

II.29 Remuneration of Senior Executives

The remuneration policy for Senior Executives was submitted to Galp Energia's general shareholders meeting on 7 May 2012, by the Board of Directors.

The variable remuneration of Galp Energia's Senior Executives is tied to a tree of economic, operational, quality of service and safety/environmental objectives deemed relevant for monitoring the activity of the Company, the business unit and of the operational area.

In this respect, the current variable remuneration system has been reinforced with the introduction of a multi-annual compensation component, in order to align the senior management objectives with the long-term sustainable shareholder interests, thus enabling Galp Energia to be in line with the market's best practices as well as CMVM's recommendations on company governance.

SECTION IV – REMUNERATION

II.30 Remuneration policy of the executive and supervisory bodies

The Remuneration Committee is the Company body which is responsible for determining the amount of remuneration to be paid to Galp Energia's governing bodies.

Under the mandate conferred by the general shareholders meeting under article 8 of the articles of association, the Remuneration Committee submitted for the approval of Galp Energia's general shareholders meeting, convened on 7 May 2012, a statement on the policy for remuneration of the management and supervisory bodies according to Law 28/2009 of 19 June, no. 2.

The remuneration policy for governing bodies defined by the Remuneration Committee aims to strengthen the values, skills, abilities and professional conduct of those involved, focussing on the long-term interests, culture and strategy of the Company, reflecting best management practices. It is defined by the following principles:

- a) to attract and retain the best professionals for the roles in the Company and ensure the stability of the members of the governing bodies elected;
- b) to remunerate properly, in competitive terms in comparison with the terms offered on the market, the work and the know-how, according to the competences and responsibilities inherent to the roles;
- c) to reward the increase in efficiency and productivity, shareholder value creation and the sustained growth of earnings by defining and implementing an incentive-based system related to the attainment of pre-defined economic, financial and operational objectives, set out to encourage sustained growth of earnings and discourage excessive risk-taking.

The remuneration of Galp Energia Directors does not include any means of allocating or acquiring shares or benefits or other rights over Company shares or any other benefit.

Taking that purpose into account, the general shareholders meeting approved the following remuneration policy for the Company's governing bodies in 2012, proposed by the Remuneration Committee and as follows.

Board of Directors Non-Executive Directors

The remuneration of non-executive members of the Board of Directors will amount to a fixed monthly fee, paid 14 times a year, whose amount is determined by the Remuneration Committee in line with market practices.

Also in line with these market practices, the remuneration of non-executive members of the Board of Directors may be different for the Chairman of the Board of Directors, due

to the distinct roles of Company representation that are committed to him, and for non-executive members of the Board of Directors who have distinct roles of supervision and monitoring in committees that may be created by the Board of Directors.

Executive management

The remuneration of the executive members of the Board of Directors will have two components, one fixed and one variable.

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

The variable component has an occasional nature. It is calculated based on the extent to which the economic, financial and operational objectives of the Company have been met. The aim of creating a competitive remuneration scheme and an incentive/bonus system that ensures the alignment of Executive Directors with the interests of the Company and its stakeholders, from an economic and financial sustainability perspective.

In order to better stimulate the alignment of Executive Directors' with the Group's long-term goals, a three-year multiannual objective setting policy was set up in 2012, thus enabling Galp Energia to achieve best sector practices more easily as well as the recommendations of the CMCM on company governance.

In light of this, the current system of variable remuneration was reinforced through the introduction of multiannual payments, in order to ensure that Executive Directors' objectives are better aligned with the long-term sustainable interests of the shareholders.

Thus variable remuneration has two components:

- annual variable remuneration, representing 50% of the total variable remuneration;
- multiannual variable remuneration, representing 50% of the total variable remuneration.

The amount of annual variable remuneration will be determined by the Remuneration Committee in accordance with the extent to which the Company's specific objectives, defined the year before, have been met.

The indicators proposed by the Remuneration Committee for 2012 and approved in the general shareholders meeting to decide on the annual variable remuneration are as follows:

- (i) TSR (30%) which allows the development of Galp Energia's share performance to be evaluated (including the payment of dividends) alongside a group of similar companies consisting of the following companies: Neste Oil, Repsol, OMV, MOL e BG Group, as well as the PSI-20 Index; (ii) Ebitda (30%); (iii) Net debt to equity ratio (15%); (iv) operational performance variables (25%).

To determine the multiannual variable remuneration, the following indicators were approved, relating to a three-year period:

- a) TSR Galp Energia vs Peers, with a 60% weighting;
- b) Ebit Galp Energia, at replacement cost, with a weighting of 40%.

Although this component is calculated annually, the payment is only done if, by the end of the triennium, the targets were met. Given the nature of the Executive Director's functions, the payment of the multiannual component of the variable remuneration will occur by the end of the triannual mandate period.

In order to ensure consistency between the results obtained and the bonus paid, the full amount of variable remuneration depends on the results achieved by

Galp Energia. Thus, if the Company has net profits lower than 80% of the budget, there will be no scope for paying the variable remuneration.

Supervisory Board and Statutory Auditors

The remuneration of the members of the Supervisory Board and Statutory Auditors is set considering the practices of Portuguese and international markets and the efforts to align the interests of the members with those of the Company and its stakeholders.

The remuneration of the members of the Supervisory Board amounts to a fixed monthly fee, paid 14 times a year, and the remuneration of its' Chairman is different from the other Board members, considering the distinct functions performed by that member of the Supervisory Board.

The remuneration of the Statutory Auditor will include the certification of the Company accounts, and is based on the terms and conditions agreed in the contract by the service providers with Galp Energia in accordance with best industry practice and the legal and advisory team.

General Shareholders Meeting Board

The remuneration of the members of the General Shareholders Meeting Board will correspond to different attendance fees for the Chairman, the Vice-Chairman and the Secretary, in an amount to be determined based on the Company's situation and market practices.

II.31 Individual annual remuneration of the executive and supervisory bodies

Board of Directors

The individual remuneration set by the Remuneration Committee in 2012 for Galp Energia's Board of Directors is detailed below.

The variable remuneration described in the table below concerns the 2011 performance.

Individual remuneration of the members of the Board of Directors (€)

Name	Position	Fixed remuneration	Retirement plan	Variable remuneration
Américo Amorim ¹	Non-Executive Chairman	-	-	-
Manuel Ferreira De Oliveira	Vice-Chairman and Chief Executive Officer	1,069,600	267,400	229,200
Luis Palha da Silva	Vice-Chairman and Executive Director	212,267	53,067	-
Paula Amorim	Non-Executive Director	33,695	-	-
Filipe Crisóstomo Silva ²	Executive Director	181,943	45,486	-
Carlos Gomes da Silva	Executive Director	415,464	103,866	75,000
Sérgio Gabrielli de Azevedo	Non-Executive Director	42,453	-	-
Stephen Whyte	Executive Director	288,818	72,205	-
Vitor Bento	Non-Executive Director	33,696	-	-
Abdul Magid Osman	Non-Executive Director	42,453	-	-
Luís Campos e Cunha	Non-Executive Director	5,043	-	-
Baptista Sumbe	Non-Executive Director	67,391	-	-
Miguel Athayde Marques	Non-Executive Director	5,043	-	-
Carlos Costa Pina	Executive Director	288,818	72,205	-
Rui Paulo Gonçalves	Non-Executive Director	47,117	-	-
Luís Todo Bom	Non-Executive Director	5,043	-	-
Fernando Gomes ³	Non-Executive Director	142,033	27,916	75,000
Diogo Mendonça Tavares	Non-Executive Director	33,696	-	-
Joaquim José Borges Gouveia	Non-Executive Director	33,695	-	-
José Carlos da Silva Costa	Non-Executive Director	14,409	3,602	-
Jorge Manuel Seabra de Freitas	Non-Executive Director	5,043	-	-
Francisco Murteira Nabo ⁴	Non-Executive Chairman	134,177	-	-
Claudio De Marco ⁵	Executive Director	154,930	38,732	75,000
Fabrizio Dassogno ⁵	Executive Director	154,930	38,732	75,000
André Palmeiro Ribeiro ⁴	Executive Director	128,333	51,362	75,000
João Pedro Brito ⁴	Non-Executive Director	131,742	49,333	75,000
Luigi Spelli ⁵	Non-Executive Director	154,930	38,732	75,000
José Marques Gonçalves ⁴	Non-Executive Director	156,053	88,710	91,200
Manuel Domingos Vicente ⁴	Non-Executive Director	15,400	-	-
Luca Bertelli ⁶	Non-Executive Director	28,000	-	-
Paolo Grossi ⁶	Non-Executive Director	28,000	-	-
Giuseppe Ricci ⁶	Non-Executive Director	28,000	-	-
Maria Rita Galli ⁶	Non-Executive Director	28,000	-	-
Barbara Benzoni ⁶	Non-Executive Director	17,256	-	-
Stefano Goberti ⁵	Non-Executive Director	12,264	-	-

¹ The current Chairman of the Board of Directors decided to forgo any remuneration.

² This Executive Director received an additional sum of €205 k as a compensation title for lost benefits.

³ This Non-Executive Director worked until 24 April 2012.

⁴ These Directors ended their roles on 24 April 2012.

⁵ These Directors ended their roles on 26 July 2012.

⁶ These Directors ended their roles on 1 September 2012.

Supervisory Board

The individual remuneration in 2012 for the members of the Supervisory Board is detailed below.

The Chairman of the Supervisory Board, Daniel Bessa Fernandes Coelho, received in 2012 a fixed remuneration of €42 k.

Member of the Supervisory Board, Gracinda Augusta Figueiras Raposo received in 2012 a fixed remuneration of €25,200. The resigned member of the Supervisory Board, Manuel Nunes Agria, received in 2012 a fixed remuneration in the amount of €16,909.

Member of the Supervisory Board, Pedro Antunes de Almeida, elected at the general shareholders meeting on 23 November 2012, was given in 2012, a fixed remuneration of €2,594.

The deputy member of the Supervisory Board received in 2012 the remuneration of €4,980, corresponding to the time period during which they were requested to take on the role after the resignation of the effective member Manuel Nunes Agria, and until the election of the new effective member, Pedro Antunes de Almeida.

The members of the Supervisory Board do not receive variable remuneration.

II.32 Remuneration structure

In order to best stimulate the alignment of the Directors practices with the Company's long-term goals, a three-year policy of multiannual objectives was introduced in 2012.

The variable remuneration of Directors who exercise executive functions incorporates an annual and triannual variable component, which have the same weighting (50%). These variable remuneration depend on the performance evaluation which is carried out by the Remuneration Committee. This evaluation is based on specific predefined, measurable criteria which, together, consider the Company growth indicators as well as the wealth which is generated for the shareholders in a sustainable manner in the short, mid and long-term, according to the terms established in the remuneration policy for 2012 outlined above.

Thus half the variable component payable to the Executive Directors is deferred for three years and will only be paid after this three-year period provided the defined objectives have been met.

The remuneration policy for Galp Energia's Board of Directors as established for 2012 covers groups of companies whose remuneration policies and practices were used as a comparison when establishing the amount of remuneration.

The variable component of the remuneration, as decided by the Remuneration Committee in accordance with the general best practice policy on the matter, is globally reasonable when compared with the fixed component, with a limit of 60% of fixed remuneration.

II.33 Remuneration of Executive Directors

- a) In 2012 the remuneration of Executive Directors included a variable component determined according to the attainment of certain economic, financial and operational objectives during the financial year of 2011 under the remuneration policy for 2011, which was presented by Galp Energia's Remuneration Committee and approved in the general shareholders meeting of 30 May 2011.
- b) The performance of the Executive Directors is assessed by the Remuneration Committee, under the exercise of its duties and in accordance with the mandate conferred by the general shareholders meeting as laid down in article 8 of the Company's articles of association.
- c) The assessment of the performance of the Executive Directors is made according to the attainment of certain economic, financial and operational objectives, regarding the Company's performance as determined annually by the remuneration policy proposed by the Remuneration Committee and approved by the general shareholders meeting.
- d) Variable remuneration may vary between 0% and 60% of the annual fixed remuneration, with the percentage being set by the Remuneration Committee depending on the extent to which goals have been met; the Remuneration

Committee has determined a reasonable variable component against the fixed component.

- e) The remunerations policy for 2012 incorporates the deferral of the payment of half the variable remuneration component for three years.
- f) The payment of the multi-annual remuneration component will only be payable if the defined Company performance indicators are met during this three-year period.
- g) To date, the allocation or maintenance system of variable remuneration in shares is not yet regulated.
- h) Currently, Galp Energia does not have an allocation system of variable remuneration in stock options.
- i) Galp Energia has no other annual bonus scheme and there are no plans to introduce other non-monetary benefits.
- j) Galp Energia has no other remuneration profit sharing system and/or bonus payments.
- k) No compensation was paid or is due to former Executive Directors for the early termination of their term in the financial year of 2012, and there have not been any

payments made following dismissals or the termination of contracts agreed for the Directors' roles.

- l) There are no contractual limitations provided for the compensation to pay for the unfair dismissal of a Director.
- m) The remuneration of Galp Energia's Directors includes all the remuneration for the exercise of duties in executive bodies of Galp Energia Group companies; therefore, no amounts were paid by other Galp Energia companies.
- n) Galp Energia's Executive Directors 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 remuneration. The amount of the contributions is calculated annually for each Executive Director and adjusted proportionally for the actual time worked in the year. The mentioned complementary retirement regime was approved by the Remuneration Committee which was issued at the general shareholders meeting, is constituted by shareholder representatives.
- o) For the Executive Directors, whose residence is not located in the area of the Company's head office, the Remuneration Committee has established a maximum monthly rent allowance of €3,000. Executive Directors do not receive other non-cash benefits considered as remuneration which are not covered in previous paragraphs.
- p) There are no mechanisms preventing Executive Directors from signing contracts that call into question the reason for variable remuneration. Directors follow the principle according to which they shall not enter into contracts with the Company or third parties that will have the effect of mitigating the risk inherent in the variability of the remuneration established by the Company.

II.34 Remuneration of Non-Executive Directors

The remuneration of Galp Energia's Non-Executive Directors does not include variable components.

The corporate governance chapter of the management report includes a description of the activities of Non-Executive Directors.

II.35 Whistleblowing policy

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

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

If the prevention of such acts is not successful, their early detection is pursued in order to avoid serious situations that may damage the Company, its shareholders, clients and employees.

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

shareholders 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 communicate his worries or suspicions of improper or possibly illicit behaviour freely, but also facilitate its early detection, thereby impeding its consummation and avoiding damage to the Company, its shareholders, clients or 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 Board of Directors room.

SECTION V – SPECIALIST COMMITTEES

II.36 Committees to assess performance and the governance system

The assessment of the performance of Galp Energia's Board of Directors has been carried out by the Remuneration Committee, as well as by the general shareholders meeting. On the other hand, it is up to the non-executive members of the Board of Directors, in their supervisory role, to monitor the performance, particularly of the members of the Executive Committee and the executive body in general.

The selection and election of members of governing boards is, in accordance with the law in force, the sole responsibility of the shareholders at the general shareholders meeting and should be carried out in the Company's interests.

Should Directors be replaced, by agreement, all Executive and Non-Executive Directors will take part in the decision, without affecting the right of the Non-Executive Directors to assess whether the individual has the right profile for the role of Director.

The establishment of new committees will depend on the evaluation which has been continuously been made by the Executive Directors, keeping in mind the priorities and strategic framework of the Company.

II.37 Number of meetings of committees with management and supervisory duties

Remuneration Committee

The Remuneration Committee convened twice in 2012 and the respective minutes were drafted.

Executive Committee

The Executive Committee convened 47 times in 2012 and the respective minutes were drafted.

International Strategy Review Committee

The International Strategy Review Committee convened once in 2012 and the respective minutes were drafted.

Sustainability Committee

The Sustainability Committee convened once in 2012 and the respective minutes were drafted.

Pricing Committee

The Pricing Committee convenes weekly and the respective minutes are drafted.

Committee for Verification of Compliance with the Code of Ethics

The Committee for Verification of Compliance with the

Code of Ethics adopted a decision-making procedure that tracks decision-making electronically and records decisions taken.

Committee for Monitoring the Anticorruption Policy

The Committee for Monitoring the Anticorruption Policy adopted a decision-making procedure which tracks decision-making electronically and records and discloses decisions taken through a specific address.

In addition to the decision-making procedure by electronic means, in 2012 the Committee for Monitoring the Anticorruption Policy held a meeting and minutes were taken.

Regulation, Pricing and Risk Committees

The Regulation, Pricing and Risk Committees, within the G&P and Supply and Trading of Oil & Gas business units, have held one meeting each up until the date of approval of the present report, whereby the respective minutes were taken.

II.38 Knowledge and experience of the Remuneration Committee

In Galp Energia's Remuneration Committee, there is at least one member with knowledge and experience in remuneration policy.

II.39 Purchase of services by the Remuneration Committee

The Remuneration Committee has not entered into any employment or service supply contracts with individuals or groups.

III Information and auditing



III.1 Capital structure

Galp Energia's total share capital, which is fully paid up, consists of 829,250,635 ordinary shares with a nominal value of €1 each. Of all the shares, 771,171,121 shares, or 93% of the share capital, are admitted for trading on the NYSE Euronext Lisbon. The remaining 58,079,514 shares are retained by the Portuguese state through Parpública – Participações Públicas, SGPS, S. A. (Parpública), and are not available for trade, although they are registered by the Eurolist by NYSE Euronext Lisbon. The shares owned by Parpública, which represent 7% of share capital, are special shares subject to privatisation, which can be converted into ordinary shares by request by contacting Galp Energia. The conversion will operate by immediate effect of that request, without requiring the approval of any governing body of the Company.

Codes and tickers of the Galp Energia share

Codes

ISIN	Symbol: GALP	PTGAL0AM0009
	State-owned shares (shares subject to the privatisation process)	PTGALSAM0003
	State-owned shares (shares subject to the privatisation process)	PTGALXAM0006
Sedol		B1FW751
WKN		AOLB24
Bloomberg		GALPPL
Reuters		GALPLS

It is important to highlight that, at the general shareholders meeting held on 23 November 2012, a proposal on the acquisition of own shares was approved. Thus, Galp Energia's Board of Directors may now decide on the acquisition of own shares according to the following terms:

- the Board of Directors may agree on the acquisition of own shares within a period of 18 months from the date on which the general shareholders meeting is held;
- the number of shares being acquired cannot exceed 10% of the Company's capital at any one time;
- the time of acquisition will be agreed by the Board of Directors, taking into account the market situation, the objectives that have been specifically agreed with the acquisition and the Company's criteria and obligations, this can take place one or more times, for the agreed amounts;
- the time of transfer will be agreed by the Board of Directors, taking into account the market situation, the objectives that have been specifically agreed with the transfer and the Company's criteria and obligations, this can take place one or more times, for the agreed amounts.

The full terms for the acquisition and transfer of private shares is available on the Galp Energia website using the following link: <http://www.galpenenergia.com/EN/Investidor/AccaoGalpEnergia>.

On 31 December 2012, Galp Energia had no treasury shares.

III.2 Major holdings

Major holdings were calculated in accordance with article 20 of the CVM.

The major holdings in Galp Energia's share capital at the end of 2012 are outlined in the table below.

Major holdings at 31 December 2012

Shareholders	No. of shares	% Vote
Amorim Energia	317,934,693	38.34%
Eni	201,839,604	24.34%
Parpública	58,079,514	7.00%
Other shareholders	251,396,824	30.32%
Total	829,250,635	

Under the agreements signed between Amorim Energia, Eni and CGD shareholders on 29 March 2012, the shareholder agreement that was in place between these three shareholders at the end of 2011 and which, under the terms of paragraph c) of article 20, paragraph 1, of the CVM, was agreed that the voting rights corresponding to the shares held by each of the parties in the shareholding agreement were imputable

between them ceased to apply to CGD when they sold 1% of its Galp Energia share capital on 27 November 2012. The voting rights held by Amorim Energia continue to be imputable to Eni and the voting rights held by Eni continue to be imputable to Amorim Energia. Therefore, based on information that is publicly available, a total percentage of 62.68% of the voting rights in Galp Energia continues to be imputable to Eni and to Amorim Energia.

In point III.5 of this report there is a short description of the terms of agreement signed by Amorim Energia, Eni and CGD, as well as the main events which took place in 2012, which are related to shareholders holdings of Galp Energia's share capital. It is important to highlight that, regarding the financing of the 5% acquisition of Galp Energia by Amorim Energia to Eni, as described above in the report, Amorim Energia carried out a swap of 2.21674% of Galp Energia's share capital with Banco Santander Totta on 20 July 2012. Amorim Energia retains all the personal and property rights, namely the voting and dividend rights, as part of that agreement.

Description of main shareholders

Amorim Energia has its head office in the Netherlands and its shareholders are Power, Oil & Gas Investments, B. V. (35%),

Amorim Investimentos Energéticos, SGPS, S. A. (20%), and Esperaza Holding, B. V. (45%). Whereas the first two 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 75 countries in Exploration & Production, Refining & Marketing, Gas & Power, Petrochemicals & Engineering Services and Construction & Drilling. On 31 December 2012, Eni had a market capitalisation of approximately €67 bn. In November 2012, Eni issued bonds convertible into Galp Energia shares with a coupon value of 0.25% per year, a maturity of three years and a strike price of €15.50. This issuing of bonds corresponds to approximately 8% of Galp Energia's share capital.

Parública is a state-owned entity that manages the Portuguese state's equity holdings in several companies. In September 2010, Parública issued seven-year bonds with a fixed coupon rate of 5.25% exchangeable for shares in Galp Energia at a purchase price of €15.25. These debt instruments are exchangeable into shares of Galp Energia and the issue was part of the privatisation of an additional 7% of Galp Energia's share capital.

At the end of 2012, around 30% of the shares in Galp Energia were freely traded on the market. Around 78% of these shares or 24% of the total issued were held by institutional investors. Private investors held the remaining shares in free float, or 6% of Galp Energia's remaining share capital.

It is important to note that after the release of the shares which correspond to 4% and 1% of the share capital by Eni and CGD, the free float increased from 25.32% at the end of 2011 to 30.32% at the end of 2012, which enabled a greater shareholder base. In fact, at that time the shareholder base included institutional investors from 36 countries, over four continents, with investors from outside of Europe representing 28% of the total.

In fact, Company investors from the United States of America (USA) accounted for 18% of the total, which is five percentage points (p. p.) higher than they had at the end of 2011. However, in spite of Galp Energia's increased prominence within these investors, the United Kingdom (UK) remained the country with the greatest concentration of company investors, with 34% of the total.

In Europe, the number of Company investors coming from Portugal and France is also significant, representing 8% and 10% of the total shareholder base respectively.

III.3 Holders of special rights

Galp Energia has no shareholders with special rights since 2011.

III.4 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.

III.5 Shareholder agreement

Until the start of 2012, the shareholder agreement between Amorim Energia, CGD and Eni (the Parties), Galp Energia's core shareholders regulated some of the main features of the Company's governance as well as the main features of the shareholder agreement.

However, on 29 March 2012 the same three shareholders reached an agreement on the terms and conditions in which Eni could sell its share in Galp Energia and thus give up its part in the shareholder agreement in force until that point.

Under the terms agreed in March 2012, Eni acquired the right to sell up to 18% of its Galp Energia share capital on the market (this would increase by 2% had it issued bonds that could be converted into shares) through the open market, accelerated bookbuilding, block trades, overnight market

transaction and/or through private placements to a number of company investors identified in the agreement. For their part, CGD acquired the right to demand the sale of 1% of Galp Energia's share capital (the right to tag along) on the stock market out of Eni's 18%.

Also under these agreements, Amorim Energia took responsibility for buying from Eni, or appointing a third party to buy from Eni, a 5% stake of Galp Energia's share capital. Amorim Energia fulfilled this obligation on 20 July 2012 when they acquired 5% of Galp Energia's share capital from Eni, at a price of €14.25 per share, thus holding 38.34% of the Company's share capital. With this operation, the shareholder agreement established between the Parties concerning Galp Energia, in force from March 2006, ceased to apply to Eni.

The agreements signed by the Parties in March 2012 also stipulate that, after selling 18% of Galp Energia's share capital and 180 days after the date of the agreements, Eni may sell the remainder of its shares in Galp Energia, with Amorim Energia (i) having the right to acquire, or to appoint a third party to acquire a stake of 5% of Galp Energia's share capital within a 12-month period dating from the signing of the agreement and (ii) the right of Amorim Energia, or a third party appointed by them, to have first refusal on a minimum of between 5.34% and 10.34% of Galp Energia's share capital, if they choose, for all or part of the shares, or if not, the right to acquire 5% of Galp Energia's share capital as referred to in (i).

In relation to this it is important to note that on 26 November 2012, Amorim Energia and Eni introduced changes to this agreement with Amorim Energia retaining, up to 31 December 2013, the right to buy or appoint a third party to buy shares equivalent to 5% of Galp Energia's share capital.

On 27 November 2012 Eni sold shares equivalent to 4% of Galp Energia's share capital using accelerated bookbuilding, at a price of €11.48 per share, thus being left with 24.34% of Galp Energia's share capital and the respective voting

rights. On this date, Eni also issued bonds exchangeable for Galp Energia shares which corresponded to approximately 8% of the Company's share capital with a maturity of three years. Following this operation Amorim Energia's (or an appointed third party's) right to first refusal on the purchase from Eni was 3.34% on 8.34% depending on whether they use this right to first refusal.

On that date, CGD used their tag along right for an off market sale and sold the 1% they held in Galp Energia.

The sale carried out by the CGD resulted in the automatic termination of the shareholders agreement between CGD and Amorim Energia in relation to Galp Energia, and accordingly the voting rights held by Amorim Energia and by Eni ceased to be imputable to CGD. Based on publicly available information in respect of the voting rights held by Amorim Energia, a total percentage of 62.68% of voting rights in Galp Energia continues to be imputable to Eni. In fact, and in accordance with the agreement signed in March, until the sale by Eni of more than 16.67% of the share capital of Galp Energia, the majority of voting rights in Galp Energia, i.e. more than 50.01%, will continue to be imputable to Amorim Energia and to Eni.

III.6 Amendment of the articles of association

Galp Energia's articles of association do not have special rules for changes. The rule under article 386, paragraph 3 of the CSC, which states that the resolution of changes to the articles of

association must be approved at general shareholders meeting by two thirds of the votes, shall be applied.

III.7 System for employees to hold equity stakes in the Company

Galp Energia has no system for employees to hold equity stakes in the Company or control mechanisms in such a system.



Galp Energia's head quarters.

III.8 Performance of the Galp Energia share

On 31 December 2012 Galp Energia had a market capitalisation of €9,752 m, an increase of 3% from the end of 2011. Galp Energia's shares performed in line with the PSI-20, the benchmark of the Portuguese stock market. In relation to the European index for the Oil & Gas sector, SXEP, Galp Energia had a positive result, given that the index fell by 4% over that period.

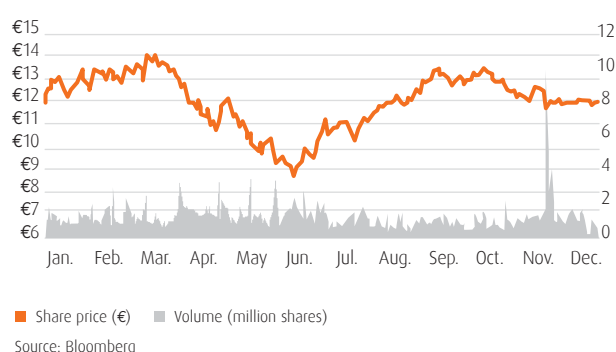
Galp Energia share performance against the SXEP and PSI-20 indices in 2012



In 2012, 321 million shares were traded in NYSE Euronext Lisbon, corresponding to 39% of the Company's share capital. The average volume traded on a daily basis was 1.3 million shares, or 4.7 millions of shares if one considers the transactions which occur outside of market or in other regulated markets. There is a significant increase of almost 5 p. p. in free float for that year which contributed to its high liquidity on the NYSE Euronext Lisbon. The volume traded during the year corresponded to 1.3 times the free float at the end of December 2012.

The share peaked at €13.78 for the year on 9 May and hit its lowest point at €8.33 on 14 June.

Performance of the Galp Energia share in 2012



The following table sums up the major events in 2012 that had an effect on Galp Energia's share.

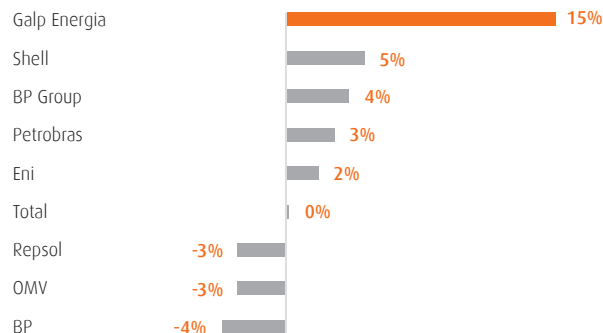
MAIN EVENTS IN 2012

Date	Event
10 February	Release of Galp Energia's 4th quarter 2011 results and strategy execution update.
15 February	Announcement of a new giant natural gas discovery at the Mamba North 1 prospect, offshore Mozambique.
2 March	Announcement of the extended well test in the Iracema area, on block BM-S-11 of the Santos basin.
6 March	Capital Markets Day 2012.
20 March	Release of the results from drilling a new well at block BM-S-8 of the Santos pre-salt basin, which confirmed oil presence.
26 March	Release of the results from Mamba North East-1 exploration prospect, which further enhanced natural gas reserves potential in area 4, offshore Mozambique.
28 March	Financial close of the capital increase at Petrogal Brasil, fully subscribed to by Sinopec.
29 March	Establishment of an agreement between Amorim Energia, Eni and CGD on the terms under which Eni could sell its stake in Galp Energia.
10 April	Release of the results from the drilling on block BM-S-11, at the Iara West well, which confirmed the discovery extension in the pre-salt of the Santos basin.
24 April	Designation of Galp Energia's new governing bodies.
8 May	Announcement of an agreement for the acquisition of Eni's stakes in the natural gas distribution companies Setgás and Lusitaniagás.
16 May	Release of the results from the drilling at Coral-1 well, which opened up a new play in area 4, offshore Mozambique, and further enhanced the block potential.
24 May	Payment of the dividend from 2011, noting that the shares were released to the market without the right to a dividend on 21 May.
31 May	Release of new data obtained which proved the continuity of the Carcará well discovery in the pre-salt Santos basin.
11 June	Establishment of a financing contract of €560 m with an eight year and a half tenor.
29 June	Signing of a farm-in agreement with Porto Energy, according to which Galp Energia acquired a 50% participating interest.
20 July	Signature of 10 contracts for the construction of the first six topside modules and integration packages of the eight replicant FPSO which were being constructed in Brazil for the pre-salt projects in blocks BM-S-9 and BM-S-11, in the Santos basin.
20 July	Amorim Energia acquisition to Eni of a 5% stake in Galp Energia's share capital.
26 July	Appointment of new members of Galp Energia's Board of Directors.
27 July	Release of the results of Galp Energia's second quarter of 2012 and the strategy execution update.
30 July	Announcement of the development of the Lianzi field (block 14-K) located in a unitised offshore zone between Republic of Congo and the Republic of Angola.
1 August	Announcement of the new giant natural gas discovery in the eastern part of area 4, at the Mamba North East-2 which adds at least 10 Tcf to the potential of area 4 in Mozambique.
14 August	Release of new data in Carcará prospect, at block BM-S-8, which confirmed an oil column larger than 400 metres.
13 September	Galp Energia selected for inclusion in the Dow Jones Sustainability Index for the first time.
18 September	Payment of the interim dividend, noting that the shares will be released to the market without the right to a dividend on 13 September.
8 October	Signing of a technical, operational and financial cooperation agreement between ENH and Galp Energia.
29 October	Release of Galp Energia's third quarter results of 2012 and strategy execution update.
13 November	Announcement of the contract of the FPSO for the Iracema North in block BM-S-11, in the pre-salt of the Santos, Brazil.

Date	Event
26 November	Signing of a farm-in agreement with the Brazilian company HRT, for the acquisition of a 14% stake in three offshore Petroleum Exploration Licences in Namibia.
27 November	Eni's sale of shares corresponding to 4% of Galp Energia's share capital using accelerated book building, and issuing of convertible bonds corresponding to approximately 8% of Galp Energia's share capital. The sale of 1% of Galp Energia's share capital held by CGD.
2 December	Signing of a farm-in agreement for offshore Morocco, for the acquisition of a 50% stake in the Tarfaya offshore area, from Australian company Tangiers.
5 December	Announcement of new natural gas discoveries in the Rovuma basin, offshore Mozambique, which confirmed a minimum volume of 68 Tcf of gas in place increasing the total potential to 75 Tcf of gas.

At the end of the year the Galp Energia share had gained 102% in comparison with the IPO price in October 2006. The following chart shows the annual return of the Galp Energia shares from this date, which was 15% over that of other similar businesses in the sector.

Annualised return of the Galp Energia share since 23 October 2006 until 31 December 2012



Source: Bloomberg

Note: Prices are expressed in euros and include dividends paid.

III.9 Dividend policy

On March 2012, Galp Energia announced a new policy for dividends distribution which aimed to offer its shareholders payouts according to the increased results the Company expects in the future. Thus, the Company assumes the payment of a fixed dividend of €0.20 per share, a policy that came into force in 2011 for a growing dividend, which is expected to increase by an average annual growth rate of 20% from 2012 to 2016.

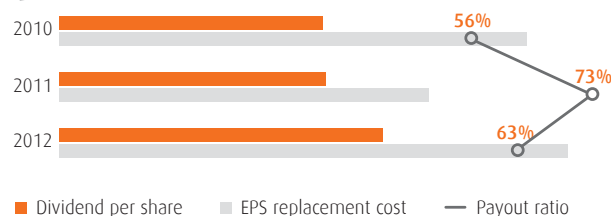
Meanwhile Galp Energia will continue to ensure that the Company retains the necessary capital to carry out the investment programme it has planned which will be determinant to the successful execution of its strategy.

In May 2012, Galp Energia made a dividend payment for 2011 for the sum of €166 m, equivalent to €0.20 per share.

When it announced a new policy for awarding dividends in 2012, the Company announced the payment of a interim dividend. To this end, Galp Energia made a dividend payment in September 2012 amounting to around €100 m, or rather, €0.12 per share, for the payment of the dividend for 2012.

In 2013, the Company's Board of Directors will propose at the general shareholders meeting that a dividend of €0.24 is awarded per share for 2012, which is 20% more than the dividend awarded in 2011. Taking into account the total proposed dividend per share, the quarterly dividend paid in September represented 50% of the total amount.

Dividend and earnings per share (€/share)



Source: Galp Energia

Note: the earnings per share are calculated based on the replacement cost method.

Based on the estimate on 31 December 2012, the dividend yield for the Galp Energia shares was 2%.

III.10 Share grants or stock option plans

Galp Energia currently has no share grant or stock option plans. Therefore, it is not applicable.

III.11 Transactions between the Company and members of the governing bodies or associates

In 2012 no transactions were made between the Company and the members of its executive and supervisory bodies.

In Galp Energia's course of business, transactions are entered into with several entities including companies where

Galp Energia has an equity holding. These transactions are made under normal market conditions for similar transactions and are part of the Company's current activities.

III.12 Transactions between the Company and shareholders

In Galp Energia's course of business, transactions are entered into with several entities that have major holdings in Galp Energia, under article 20 of the CVM, whereby the opinion of the Supervisory Board is always issued in other

operations, as to ensure the safeguarding of legal provisions the protection of other interested parties in the Company's activities which are not involved in these operations.

III.13 Intervention of the supervisory body in the previous assessment of transactions between the Company and shareholders

Under the regulations of the Board of Directors, whenever business transactions or operations are made, of over €20 m, between the Company or other companies which are either directly or indirectly subsidied by the Company, and concerned parties or shareholders, the supervisory body is

called to intervene and it will be the Executive Committee's responsibility to submit details of negotiations with concerned parties and shareholders to the Supervisory Board for prior consideration and final approval from the Board of Directors.

III.14 Statistics related to the intervention of the Supervisory Board

During 2012, the Supervisory Board issued a review of the following operations with Company shareholders:

- Galp España's (a company that is indirectly and fully owned by Galp Energia) purchase of natural gas from Eni, in Larrau under normal market conditions;
- the sale of a LNG cargo by Galp Gás Natural, S. A., to Eni under normal market conditions;
- purchase in normal market conditions by GDP – Gás de Portugal SGPS, S. A. (a company that is indirectly and

fully owned by Galp Energia), of Eni shareholdings in Lusitaniagás – Companhia de Gás do Centro, S. A. (10.59% of the company share capital), and in Setgás – Sociedade de Produção e Distribuição de Gás, S. A. (21.871% of the company share capital), for the full value of €40.5 m;

- agreement between Eni and Galp Gás Natural, S. A., to review the contract price Eni/HC (EDP) for the sale of 250 mm³ of natural gas by Galp Gás Natural, S. A., to Eni.

III.15 Availability of the annual reports of the Supervisory Board

The reports and opinions on the activity of the Supervisory Board are available in the Company's website alongside financial statements.

III.16 Investor Relations department

Main roles

DECRI assumes the role of a support office for investors. This department depends directly on the CEO, and aims to develop, manage and coordinate all the activities required to achieve Galp Energia's objectives in terms of its relations with the capital market, particularly with shareholders, whether they are majority shareholders or whether they hold small numbers of shares, Company investors and financial analysts.

It is the responsibility of the IR department to communicate with the capital market in order to maintain a complete and consistent view on the strategy and operations for Galp Energia so that investors are able to make informed investment decisions. To this end, the IR department must provide the market with relevant, clear and precise information on Galp Energia when appropriate in a regular and clear manner.

The IR also includes taking the necessary steps 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 analysts and other market participants and for assisting the Executive Committee in addressing issues relating to Galp Energia's status as a public company.

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

Information provided

Galp Energia's communications policy with the capital markets aims to provide all relevant information 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, if any, so as to ensure comparability of information between reporting periods.

All relevant information is preferably disclosed either before the NYSE Euronext Lisbon opens or after it closes, in both Portuguese and English, by means of CMVM's information disclosure system. Relevant information is also disclosed so that the European community of investors may have a swift and cost-free access to information on a non-discriminatory basis through a technological platform that takes information to thousands of institutional and retail investors.

Relevant information is disclosed simultaneously on Galp Energia's own IR website and emailed to both retail and institutional investors who have expressly requested it.

Information disclosed to capital markets include quarterly and annual reports and presentations of earnings announcements, a summary of operating data for each calendar quarter is usually revealed a fortnight before the earnings announcement, the transcript of conference calls for earnings announcements, releases of information on support for Galp Energia's activity. The Company also publishes a review by analysts that assesses the Galp Energia share price based on quarterly results as well as on a consensus of mid-long term results. The Company will also provide its financial calendar for the period of one year. It is noteworthy that in 2012, a newsletter was set up to provide information for those involved with the capital market and this is published on a monthly basis. All interested parties have access to this newsletter by subscribing it in the "Investor" section on the Galp Energia website.

Ways of access

Galp Energia promotes a close relationship with the financial community by actively participating in meetings with institutional investors to disclose both the Company's current activity and strategy.

In 2012 Galp Energia held over 320 meetings in Europe, the USA, Canada and, for the first time, in Asia. It is noteworthy that almost 40% of these meetings were attended by at least one member of the Executive Board, which proves the dedication of the executive team, to the very highest level in conveying the Company's strategy and its actions along with the shareholders.

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 request information. The email address for the IR department is investor.relations@galpennergia.com. In 2012 over 350 requests for information were made via email.

The IR department may also be contacted during the sessions of NYSE Euronext Lisbon on +351 217 240 866.

The website

Galp Energia has a website dedicated to the disclosure of corporate and financial information on the Group. The website is: <http://www.galpennergia.com/EN/INVESTIDOR>.

Information made available on the investor relations website includes:

- a detailed description of Galp Energia's operations and strategy;
- reports and presentations of earnings announcements and transcriptions of the presentations;
- real-time publication of releases and appended presentations, if any, through CMVM's information disclosure system;
- section on corporate governance, which includes the Galp Energia corporate model, governing bodies, the articles of association, the corporate governance report, the Code of Ethics, risk management and the applicable legislation;

- details about each member of the Executive Committee and Board of Directors, with their profiles (C. V., picture and previous roles);
- financial calendar with key dates for earnings announcements, dividend declarations and other events;
- area dedicated to the general shareholders meeting where all procedures are described and documents can be downloaded;
- section on Galp Energia share prices, including tracking against the PSI-20 and peer companies, the possibility to download historical prices and traded volumes and a calculator to estimate the amount and return on investment;
- list of equity analysts covering the Galp Energia share, including the price target and a summary of the last recommendation. In addition, this section provides the analysts conclusions on the quarterly results and the mid-long term results;

- there is a section dedicated to the investor newsletter, available for interested parties by online subscription and with the previous publications available.

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

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

Representative for market relations

Galp Energia's representative for market relations is Tiago Maria Ramires da Providência Villas-Boas, Head of DECRI.

III.17 External auditors' total remuneration in 2012

The total annual remuneration of the external auditor appointed in May 2011, given by Galp Energia Group companies amounted to €952,341 in 2012. The percentages and full amounts for the different types of services are described below.

1. Auditing services: €666,660 (64.8%)
2. Other services which guarantee reliable credit rating: €198,359 (19.3%)
3. Tax consultancy services: €22,025 (2.1%)
4. Other services excluding auditing services: €141,162 (13.7%)

Galp Energia's external auditor checks, when auditing accounts, the specific implementation of compensation policies or schemes, and evaluates the internal control mechanisms for the Galp Energia Group companies' major functional cycles affecting financial reporting. The scope and depth of this evaluation is coordinated with other tests for auditing financial statements.

During the financial year 2012, services other than auditing hired from the external auditor by the Company (points 3 and 4 above) included Group companies, accounted for 15.8% of the amount of services provided to the Company, a percentage that was below the maximum recommended of 30%.

When hiring services from the external auditor, there are procedures to safeguard the independence of auditors by setting a strict definition of the services to be hired.

In addition, in order to safeguard the independence of the external auditor, the acquisition of any type of service that may jeopardise such independence is expressly prohibited.

The service proposals presented by the auditor are analysed and assessed and, if possible, checked with the market by the person in charge of the area (or company) that needs them and, as a result, depends on the amount of the proposal, by the Director with the respective role or by the Executive Committee, which decides to hire those services.

III.18. Rotation period of the external auditor

The external auditor is hired for a three-year term, following a bid process.

In 2011, Galp Energia launched a bid process to hire an external auditor for the 2011-2013 term.

PricewaterhouseCoopers & Associados – Sociedade de Revisores Oficiais de Contas, Lda., was appointed in May of that year.

EDITION



TEXT REVISION

Letrário

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Manuel Aguiar

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Plot Content



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