

## FINAL TERMS

23 December 2013

## EDP FINANCE B.V.

## Issue of

€200,000,000 Floating Rate Instruments due 31 December 2014

under the €12,500,000,000  
Programme for Issuance of Debt Instruments

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 3 September 2013 and the supplement to the Base Prospectus dated 7 November 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "Base Prospectus"). This document constitutes the Final Terms of the Instruments described herein and has been prepared for the purpose of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. In order to get full information on the Issuers and the offer of the Instruments both the Base Prospectus and these Final Terms must be read in conjunction. The Base Prospectus and these Final Terms have been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and Central Bank ([www.centralbank.ie](http://www.centralbank.ie))

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|-----|--|--|
| 1.  | Issuer:  | EDP Finance B.V.   |
| 2.  | (i) Series Number:   | 33   |
|     | (ii) Tranche Number:   | 1  |
|     | (iii) Date on which the Instruments will be consolidated and form a single series: | Not Applicable   |
| 3.  | Specified Currency or Currencies:  | Euro ("€")   |
| 4.  | Aggregate Nominal Amount:  |  |
|     | – Tranche:   | €200,000,000   |
|     | – Series:  | €200,000,000   |
| 5.  | Issue Price:   | 100 per cent. of the Aggregate Nominal Amount  |
| 6.  | (i) Specified Denominations:   | €100,000   |
|     | (ii) Calculation Amount:   | €100,000   |
| 7.  | (i) Issue Date:  | 30 December 2013   |
|     | (ii) Interest Commencement Date (if different from the Issue Date):                | Issue Date   |
| 8.  | Maturity Date:   | Interest Payment Date falling in or nearest to 31 December 2014  |
| 9.  | Interest Basis:  | 6 month EURIBOR + 1.30 per cent. Floating Rate (see paragraph 15 below)  |
| 10. | Redemption Basis:  | Subject to any purchase and cancellation or early redemption, the Instruments will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis:  | Not Applicable   |
| 12. | Put/Call Options:  | Issuer Call (see paragraph 17 below)   |
| 13. | (a) Status of Instruments:   | Senior   |

(b) Date of Board approval for issuance of Instruments obtained: 30 July 2013 and 20 December 2013

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Instrument Provisions</b>	Not Applicable
15.	<b>Floating Rate Instrument Provisions</b>	Applicable
	(i) Specified Period(s)/Specified Interest Payment Dates:	30 June 2014 (the <b>First Interest Payment Date</b> ) and 31 December 2014. There will be a long second interest period from, and including, the First Interest Payment Date to, and excluding, the Maturity Date
	(ii) Business Day Convention:	Following Business Day Convention
	(iii) Additional Business Centre(s):	Not Applicable
	(iv) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(v) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Issue and Paying Agent):	Not Applicable
	(vi) Screen Rate Determination:	
	Reference Rate and Relevant Financial Centre:	Reference Rate: 6 month EURIBOR Relevant Financial Centre: London
	Interest Determination Date(s):	The second day on which the TARGET 2 System is open prior to the start of each Interest Period
	Relevant Screen Page:	Reuters EURIBOR 01
	(vii) ISDA Determination:	Not Applicable
	(viii) Margin(s):	+ 1.30 per cent. per annum
	(ix) Minimum Rate of Interest:	Not Applicable
	(x) Maximum Rate of Interest:	Not Applicable
	(xi) Day Count Fraction:	Actual/360
16.	<b>Zero Coupon Instrument Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17.	<b>Issuer Call:</b>	Applicable
	(i) Optional Redemption Date:	Any Business Day from (and including) the Issue Date to (and including) the Maturity Date
	(ii) Optional Redemption Amount of each Instrument:	€100,000 per Calculation Amount
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
18.	<b>Investor Put:</b>	Not Applicable
19.	<b>Investor Put on Change of Control:</b>	Not Applicable
20.	<b>Final Redemption Amount of each</b>	€100,000 per Calculation Amount

Instrument:

21. Early Redemption Amount of each Instrument payable on redemption for taxation reasons or on event of default €100,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

22. (i) Form of Instruments: Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for definitive Bearer Instruments and/or Registered Instruments only upon an Exchange Event

(ii) New Global Note: Yes

23. Additional Financial Centre(s): Not Applicable

24. Talons for future Coupons or Receipts to be attached to definitive Bearer Instruments: No

25. Details relating to Instalment Instruments:

(i) Instalment Amount(s): Not Applicable

(ii) Instalment Date(s): Not Applicable

Signed on behalf of the Issuer:

By: .....

Duly authorised

JOÃO MANUSO NETO  
EDP SA

Jaap C.W. van Burg  
Managing Director

By: ..... AKW

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Application for listing and admission to trading: Application has been made to the Irish Stock Exchange for the Instruments to be admitted to the Official List and to trading on its regulated market
- (ii) Date from which admission is expected to be effective: 30 December 2013
- (iii) Estimate of total expenses related to admission to trading: €500

### 2. RATINGS

- Ratings: The Instruments to be issued have not been specifically rated

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Instruments has an interest material to the offer. The Dealers and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

### 4. YIELD

- Indication of yield: Not Applicable

### 5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1011518831
- (ii) Common Code: 101151883
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and *Interbolsa-Sociedade Gestora Sistemas de Liquidação & de Sistemas Centralizados de Valores Mobiliários, S.A.*, as operator of the *Central de Valores Mobiliários*: Not Applicable
- (iv) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

### 6. DISTRIBUTION

- (i) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D