

CODE OF ETHICS

1. Introduction

This Code details the ethical business commitments and duties to which the professionals at Endesa, S.A. and its subsidiaries¹, especially the Company's directors and employees of any type, are bound in the course of managing the businesses and their corporate activities.

Hereinafter, "Endesa" will indicate Endesa, S.A. and all companies belonging to its business Group.

Endesa's mission is to generate and distribute value in the energy market by delivering what its customers need, generating shareholder returns, contributing to raising the competitiveness of its operating markets and meeting the expectations of everyone working for the company. Endesa is at the service of communities, by protecting the environment and ensuring personal safety, all with a view to ensuring a better world for future generations.

Endesa aspires to maintain and develop relationships built on trust in the areas in which it has business interests, i.e., with the categories of individuals, groups and institutions whose contribution is required to enable Endesa to achieve its mission or which have any stake whatsoever in this mission or in Endesa's ability to attain its objectives.

In short, Endesa is committed to creating sustainable and shared value throughout the value chain of the businesses in which it operates and always in alignment with the aim of:

- making energy available to more people in the world;
- opening energy to new technologies;
- creating new forms of energy management for all consumers;
- opening energy to new uses;
- opening energy to new collaborations.

Stakeholders are understood to be all parties that make investments that are linked to Endesa's business activities, including the shareholders, employees, customers, suppliers and partners. In the broader sense, stakeholders similarly include all individuals and groups, including the organisations and institutions that they represent, whose interests are influenced directly or indirectly by the activities of Endesa: Under this broader definition, they also include the local and national communities where Endesa operates, environmental associations, future generations, etc.

Unethical behaviour compromises the relationship of trust between Endesa and its stakeholders.

Conduct by any party, be it an individual or organisation, designed to appropriate the benefits of the contributions of others for themselves, taking advantage of positions of power, is deemed unethical and fosters hostilities with regard to the company.

A good corporate reputation is an essential intangible asset.

A good reputation in dealings with third parties nurtures and boosts shareholder investment, customer loyalty, the ability to attract the best talent, supplier trust and credibility vis-à-vis

creditors. In internal relations, a good reputation contributes to conflict-free decision making and execution, while providing a working environment free of red tape and excessive use of authority.

Since the Code of Ethics clarifies Endesa's commitment vis-à-vis all stakeholders, compliance with it is a benchmark for assessing Endesa's reputation.

For this reason, the Code of Ethics consists of:

- The general principles governing relations with stakeholders that define Endesa's benchmark business principles in an abstract manner.
- Criteria for behaviour with regard to dealing with all stakeholders which provide guidelines and regulations which ENDESA's employees are required to adhere to in order to uphold the Company's general principles and avoid unethical behaviour.
- Implementation mechanisms which describe the system for monitoring and enforcing compliance with the Code of Ethics as well as facilitating ongoing improvement.

This Code lies within the framework of a cooperative spirit and is intended to generate mutually beneficial advantages for the stakeholders, respecting each party's role at all times. Endesa therefore requires that all its stakeholders engage with it in accordance with principles and rules inspired by an equivalent notion of ethical business conduct.

The principles and provisions of this Code of Ethics are applicable to the members of the Board of Directors, the Audit and Compliance Committee and other governing bodies of Endesa S.A. and its Group companies, as well as these entities' executives, employees and any other professionals related to the Group via contractual relationships of any class, including those working for or with them on an occasional or temporary basis.

Endesa also requires all affiliated companies and investees and its main suppliers and partners to conduct themselves in a manner consistent with the general principles established in this Code. The Code of Ethics is valid both in Spain and abroad, albeit at all times respecting any cultural, social and economic differences in the various countries in which Endesa operates.

2. General principles

Endesa aims to contribute to building a world where energy is at the service of the community to create development, growth and a better quality of life for everyone. In accordance with its positioning, Endesa's business culture involves a commitment to environmental, social and economic sustainability, as well as innovation and it is implementing a sustainable development system based on sharing value creation both with the company and outside it. A specific commitment that will help to achieve the United Nations Sustainable Development Goals.

2.1 Impartiality and non-discrimination

In decisions that influence relationships with stakeholders (selecting clients for service supply, relationships with shareholder, HR management, personnel management, supplier and partner selection and management, relationships with the surrounding community and the institutions representing them), Endesa will avoid all manner of discrimination by virtue of the age, gender, sexual orientation, health status, disability, nationality, political leanings or religious convictions of its counterparties.

2.2 Honesty

In the performance of their professional duties, Endesa's employees should duly respect prevailing law, the Code of Ethics and internal regulations. Under no circumstances may the interests of Endesa be used to justify dishonest behaviour.

2.3 Appropriate conduct in the event of conflicts of interest

All efforts should be made in the pursuit of any goal to avoid situations in which the parties involved in a transaction are or appear to be under a conflict of interests. A conflict of interests is understood to be a situation in which a professional has interests that diverge from the company's mission and the balance of interests of the implicated parties, situations in which a professional uses the company's business opportunities for personal gain and situations in which the parties representing customers, suppliers or public authorities act against the fiduciary duties involved in their positions when dealing with Endesa.

2.4 Confidentiality

Endesa guarantees that the information in its possession will be kept confidential and will refrain from seeking out inside information unless this is expressly authorised and also provided for under prevailing legislation. The use by Endesa's employees of inside information for non job-related purposes, such as insider trading or market manipulation, is not permitted.

Endesa respects all Spanish and international regulations with regard to personal data protection in order to guarantee full respect for the privacy of all those natural persons with whom it interacts.

2.5 Relationships with shareholders

Existing and prospective shareholders are not simply a source of financing but parties with a variety of moral opinions and predilections. As a result, shareholders need all available information of significance to guide them in their investment decision-making and social deliberations.

Endesa seeks to create an environment that is propitious to facilitating broad and well-informed shareholder participation in the decisions falling within their remit, guaranteeing that all shareholders will receive the same information. It also defends the interests of Endesa and its shareholders as a whole against initiatives that are not guided by the principles of transparency and ethical conduct.

2.6 Protection of shareholders' investments

Endesa shall work towards financial targets that safeguard and increase the company's value so as to suitably reward its shareholders for the risks they assume by investing their capital.

2.7 Value of people

Endesa's employees are essential to the company's success.

For this reason, Endesa nurtures and fosters the value of its human resources with a view to enhancing and increasing each professional's skill sets and competitive standing.

2.8 Management fairness

In the subscription and management of contractual relationships that involve official hierarchical structures, especially with regard to employees, Endesa is committed to ensuring that authority is used fairly and correctly and is never abused.

Specifically, Endesa ensures that authority will not translate into the exercise of power so as to undermine employee dignity or autonomy and guarantees that work allocation decisions will protect the value of the employees.

2.9 Personal integrity

Endesa guarantees the physical and moral integrity of its employees and working conditions that respect individual dignity, as well as rules of conduct inspired by good manners and safe and healthy workplace environments.

It will also act to ensure that episodes of harassment and bullying do not occur in the workplace.

The company will not tolerate requests or threats intended to incite people to break the law, violate the Code of Ethics or behave in a manner that contradicts their moral or personal convictions.

2.10 Information transparency and integrity

Endesa's employees should provide complete, transparent, comprehensible and accurate information such that when establishing a relationship with the company the parties involved are able to take independent decisions that are informed with regard to the interests at stake, the alternatives and the relevant ramifications. Specifically, when it comes to signing potential contracts, Endesa will take special care to inform the counterparty, in a clear and comprehensible manner, of the conduct required of him or her in all foreseeable circumstances.

2.11 Due diligence and precision in executing tasks and fulfilling contracts

Work contracts and assignments should be undertaken in accordance with the terms willingly agreed between the parties. Endesa undertakes not to take advantage of possible ignorance, lack of knowledge or inability on the part of the counterparty.

2.12 Propriety and fairness in managing and possibly renegotiating contracts

Endesa shall endeavour to prevent situations whereby someone acting in the name or on behalf of Endesa could attempt to take advantage of potential contractual loopholes or unforeseen developments to renegotiate a contract with a view to taking advantage of a possible weak bargaining position as a consequence of a situation of dependence or otherwise on the part of the counterparty.

2.13 Supply and product quality

Endesa will aim to please its customers by satisfying their needs and upholding their interests, taking into consideration suggestions designed to enhance the quality of its products and services.

For this purpose, Endesa directs its research, development and marketing activities to the attainment of high standards of service and product quality.

2.14 Fair competition

Endesa aims to uphold the principle of fair competition by abstaining from collusive or predatory behaviour and from abusing its position of power.

2.15 Social responsibility

Endesa is aware of the impact, albeit indirect, that its business activities can have on the living conditions, economic and social development and general well-being of society at large, as well as the importance of generating social goodwill in its operating markets.

To this end, Endesa aims to make environmentally sustainable investments, respecting local and national communities and supporting social welfare and cultural initiatives in order to enhance its reputation and social goodwill.

2.16 Protecting the environment

The environment is a primary asset that Endesa pledges to protect; for this purpose, it will calibrate its business activities with a view to striking a balance between financial imperatives and essential environmental requirements, considering unwaveringly the rights of the generations to come. Endesa will therefore undertake to reduce its environmental footprint and the impact of its business activities on the landscape and to prevent risks for the population and the environment not only by upholding prevailing regulations but also factoring in the progress being made on the scientific research front and best practice in the environmental protection field.

2.17. Personal Data Protection

Endesa adopts high standards for the security and management of the personal data of its employees, customers and other interested parties. Operational *policies* and instructions are adopted to improve the security of applications and the processing of personal data.

3. Criteria for conduct

Section I.

Criteria for conduct in relationships with shareholders

3.1 Corporate governance

Endesa has adopted a corporate governance system inspired by the highest standards of transparency and propriety in business management. This corporate governance system complies with all applicable legislation, the standards required by the CNMV (Spanish Markets and Competition Commission) and best international practice.

As well as constituting an essential tool for guaranteeing effective management and due supervision of its business activities, the corporate governance system adopted by Endesa is intended to:

- Create value for shareholders.
- Promote high customer-service standards.
- Keep business risks under control.
- Enhance transparency vis-à-vis the market.
- Reconcile the interests of all members of its shareholder ranks, especially minority shareholders.
- Promote awareness of the importance of Endesa's business activities and the attendant need to devote due consideration to all vested interests in pursuit of such activities.

The main governing bodies responsible for pursuing these objectives are the General Shareholders' Meeting, the Board of Directors and the committees set up within it, the Chairman and Chief Executive Officer of Endesa S.A.

Internal control and risk management.- With regard to internal control, Endesa has adopted a system specifically designed to: (i) verify that the different business processes are suitable in terms of efficiency and effectiveness, including cost effectiveness; (ii) guarantee the reliability and accuracy of the accounting records; (iii) safeguard the company's assets; and (iv) ensure that its business operations comply with the internal and external standards and business guidelines in place to guarantee solid and effective management.

Auditing.- The process by which Endesa S.A. engages its auditor to audit its individual and consolidated annual financial statements is fully transparent and compliant with prevailing regulations.

Any mandate from Endesa to its auditor or parties related thereto to perform work other than the audit should be considered an exceptional development permitted only under patently warranted circumstances (from a legal, financial or service quality standpoint) and restricted exclusively to services that the auditor or its related parties are legally permitted to provide.

In order to guarantee the independence of the auditor and the transparency and propriety of the audit process, the regimes for engaging the auditor or its related parties to provide additional services are governed by specific policies.

In order to guarantee transparency and propriety in substance and in form with regard to related-party transactions, Endesa will adopt a set of rules, which will be duly disclosed to the market and will detail the procedures for approving and executing this type of transaction.

The regulation will also establish a system of communications and safeguard measures that aims to identify related-party transactions in a timely manner, and in any case before they are formalised.

3.2 Market information

Endesa will act with total transparency and adopt specific procedures to guarantee the correctness and veracity of the company's communications (balance sheets, periodic reports, information leaflets, etc.) and to prevent corporate crimes and market abuses from being committed.

Endesa will also provide all the information needed to enable investors to take their decisions based on familiarity with and understanding of its business strategies and management performance so as to enable the achievement of the forecast returns on investment.

All of Endesa's financial communications will not only uphold the different regulatory provisions but also use plain and simple language, be exhaustive and timely and treat all investors equally.

Endesa believes it is in its own best interests and a duty vis-à-vis the market to maintain an open communications channel with its shareholders as a whole and with its institutional investors, based on mutual understanding of their respective roles. With regard to institutional investors and financial analysts, Endesa is committed to providing suitable information by means of specific presentations and regular meetings with investors; with regard to small shareholders, Endesa undertakes to ensure (i) homogeneity in informative documentation by publishing all documents intended for institutional investors on the website; (ii) simultaneity with the information provided to institutional investors (iii) dynamic tools for communication via the website.

3.3 Control of inside information

Endesa has adopted a specific regulation for managing and handling inside information and other significant information. It contains the procedures for external notification of documents and information concerning Endesa, with specific reference to inside information.

Endesa's employees and other professional collaborators are obliged to refrain from conduct that could give rise to the abuse of inside information and market manipulation also by third parties. In

order to ensure the utmost transparency in this regard, it plans to adopt procedures for managing confidential information that conform with prevailing legislation and best practice worldwide.

Endesa's annual report discloses information on Endesa shares bought and sold during the year, the shares held at the end of the year by the members of the Board of Directors of Endesa S.A. and the directors with responsibility for the company's strategic management.

Endesa has established a register (which it updates regularly) detailing the natural and legal persons with access to inside information as a result of their professional activities or the duties undertaken on behalf of Endesa. The purpose of this register is to raise awareness among the parties listed therein of the importance and sensitivity of the inside information to which they have access, facilitating by the same token supervision by the regulatory authorities of compliance with the rules in force to safeguard market integrity.

Section II.

Business conduct criteria for dealing with all other stakeholders

3.4 Processing information

Endesa processes stakeholders' information respecting their confidentiality and privacy requirements in full.

For this purpose, Endesa applies and continually updates specific procedures for protecting information. Endesa Specifically:

- Has established an organisational structure for processing information in order to guarantee due separation of roles and responsibilities.
- Classifies information in accordance with hierarchical criticality, adopting the appropriate safeguards for each level.
- Requires third parties involved in processing information to sign confidentiality agreements.

3.5 Gifts, presents and favours

It is forbidden to give or receive any form of gift that may be interpreted as a gesture that exceeds standard business practice or common courtesy or is in any way designed to bring about preferential treatment in the pursuit of any activity that may be linked to Endesa. It is specifically forbidden to present gifts to Spanish or foreign civil servants, auditors, directors of Endesa S.A. or its subsidiaries or any of their relatives that may influence the independence of their judgement or induce them to guarantee any manner of favour.

This regulation may not even be overruled in countries in which gift-giving to business partners is common practice and applies to presents promised or offered as well as to those already received. It should be noted that gifts are understood to encompass any manner of favour (free participation in seminars, promises of a job offer, etc.). In any event, Endesa refrains from all practices not permitted under applicable legislation or prevailing business or ethical codes, to the extent it is aware thereof, of the companies or entities with which it has dealings.

The function of any gifts presented by Endesa is to raise the profile of Endesa's brand image.

All gifts presented and received should be managed and authorised in accordance with the applicable protocols and duly documented.

3.6 External communications

Endesa's communication in the areas in which it does business (including through the media) is characterised by respect for the right to information; under no circumstances will false or misleading statements or news releases be tolerated.

All communication activities should respect applicable laws, regulations and standards of professional conduct and are expected to be clear, transparent and timely, paying special attention to the safe-keeping of price-sensitive information and trade secrets.

Endesa will avoid any form of pressure or preferential treatment by the media.

All press releases will be available to be downloaded from the corporate website (www.endesa.com), thereby maximising access. Endesa's institutional website will also enable users to activate *online* services, and contain a series of dedicated tabs designed to provide more detailed information on issues relating to the core business (the environment, ecology, science and the geo-economics of energy resources, etc.) and to facilitate the exchange of ideas and online debate.

To guarantee the integrity and coherence of the information, Endesa may only interact with the media when this is in coordination with the appropriate in-house communications departments.

Endesa participates in conferences, seminars and round table forums and sponsors the publication of business-related papers of a technical, scientific, social and economic nature in keeping with the following rules of conduct:

- Participation of a limited number of Endesa employees at each seminar.
- The Department giving prior notice to the Endesa S.A. General Directorate for Communications.

Chapter I

Business conduct criteria for relationships with employees

3.7. Contracting personnel

The assessment of job candidates should be governed by whether their professional profiles match the varying anticipated needs of the business and consistently apply the principal of equal opportunities for all interested parties.

Any information requested from candidates shall serve exclusively to verify aspects relating to the professional profile or psychological aptitude of the candidate, respecting his or her personal opinions and private life at all times.

The General Management for Human Resources and Organisation, in accordance with the information at their disposal, should take the appropriate steps to prevent the use of favouritism, nepotism or other forms of cronyism in the selection and contracting phases (for example, by ensuring that the personnel recruitment officer does not have any blood relationship with any of the candidates).

3.8 Establishing an employment relationship

Employees should be contracted by means of a legal job contract; no manner of illegal work arrangements will be tolerated. When signing an employment contract, each employee should receive specific information with regard to:

- The specific nature of the job and associated duties.
- Applicable regulations and remuneration in accordance with the collective agreement.

- The regulations and procedures to be complied with to prevent the potential risk of workplace accidents.

Employees will be asked to acknowledge that they have fully understood and accept this information.

3.9 Human Resource management

Endesa will avoid any form of discrimination and guarantees equal opportunities with regard to its own workers.

Throughout the Human Resource management and career development process, including the contracting phase, decisions will be based on the match between the positions to be filled and the employee's profile (e.g., in the case of a promotion or transfer) and/or merit-based considerations (e.g., performance-based bonus payments).

Promotion in terms of duties and job category will similarly be based on skills and knowledge; in addition, providing it is compatible with overall workplace efficiency, Endesa will also promote a flexible work structure in order to facilitate the management of maternity events and childcare in general.

Job performance assessment will be as all-encompassing as possible, involving the appropriate superiors, the General HR and Organisation Department and, wherever possible, any other personnel who have had professional dealings with the person evaluated.

In accordance with available information and within the limits imposed by data protection regulations, the General Human Resources and Organisation Department will be responsible for preventing all forms of nepotism (e.g., by preventing superior-subordinate relationships between relatives).

Publication of personnel policies.- the prevailing HR policies will be made available to all employees through the firm's corporate communication tools (Intranet, corporate website, organisational documentation and memoranda from superiors).

Highlighting the importance and training of personnel.- Superiors will be responsible for fully utilising and valuing the professional skills at their disposal by promoting the development and progress of all their team members (e.g., through task rotation, coaching, specific assignments designed to broaden responsibilities).

Against this backdrop, feedback from superiors with regard to their subordinates' strong and weak points becomes particularly important to enable the latter to raise their skill profiles through dedicated training efforts.

Endesa provides all its personnel with internal and remote information and learning tools, with a view to assessing their specific skills and preserving the value of its human capital.

Training resources will be assigned to groups or individuals in accordance with their specific career development needs; each employee will also have access to unassigned remote training (provided via Internet, Intranet or CD) in accordance with their own interests outside working hours. It is expected to provide institutional training in conjunction with the employees' specific career milestones (e.g., new recruits are given an induction overview of the company and business) and ongoing training to operations staff.

Each employee's training records will be stored in the HR databases for the purpose of monitoring the degree of use of training resources and designing future training initiatives.

Management of employees' working time.- Superiors will be obliged to streamline their subordinates' working hours by asking for work contributions in accordance with the discharge of their duties and the work organisation plans. It will be considered an abuse of authority to use a position of hierarchical superiority as leverage to request services, personal favours or any other form of conduct that violates this Code of Ethics.

Involvement of personnel.- Workers should be included in planning by encouraging their meaningful participation in debates and line decisions affecting the attainment of business objectives. Employees should participate at this stage showing team spirit and independence of judgement.

Listening to differing points of view while always keeping the business requirements in mind will enable superior to take final decisions; in any event, employees should always contribute to undertaking the established activities.

Accessibility.- Endesa is committed to creating inclusive work frameworks that pay special attention to physical accessibility to the places where work needs to be undertaken, to the digital accessibility of the information, documents and communications and to the specific requirements of work assistance tools.

Flexibility and workplaces.- Endesa is in favour of flexibility in the workplace, ensuring equality of opportunity in work and equity in the assessment of personnel in accordance with the results obtained and regardless of the work modality.

Well-being.- Endesa strongly encourages behaviour focussed on *work-life balance* and is actively committed to promoting professional and organisational well-being as factors that enable the involvement of people and their potential to innovate.

3.10 Changes in the work structure

In the event that work activities are restructured, management should safeguard the value of its human capital by providing training and/or facilitating job transfers whenever necessary.

With this in mind, Endesa applies the following criteria:

- Personnel restructuring costs should be distributed as evenly as possible amongst all workers in accordance with the efficient and effective pursuit of the company's business activities.
- In the event of new or unexpected situations, employees may be assigned different job responsibilities than those formerly pursued, but their professional skills will be safeguarded at all times.

3.11 Health and safety

Endesa is committed to disseminating and consolidating a workplace safety culture by raising awareness of the risk factors and promoting responsible behaviour by all employees; it also takes preventative measures to preserve the health and safety of its workers as well as the interests of its other stakeholders.

Endesa's goal is to protect its own human capital, assets and wealth by continually seeking out the required synergies not only within the company but also with suppliers, shareholders and customers involved in the activity. the Company

For this purpose, a far-reaching internal structure, which is always on the watch for trends in its surroundings and any attendant shifts in the corresponding risk factors, engages structurally and technically by means of the following:

- Introducing an integrated workplace health and safety organisation and management system.

- Continually analysing risk factors and the critical aspects of the processes and resources to be protected.
- Adopting the best technology.
- Monitoring and updating working methods.
- Organising training and information sessions.

Endesa also undertakes to constantly streamline the business structures and processes that contribute to continuity of supply and national security in general, an area that includes participation in Civil Protection events.

3.12 Data protection & privacy

The privacy of workers is protected through compliance with international standards and modalities with regard to processing and storing private data as defined with the help of the *Data Protection Officer* in compliance with company policies and the different European and Spanish regulations. As it concerns personal data, Endesa respects the essential rights of data subjects and we abide by the rights and principles recognised in law, notably respect for private and family life, home location details and communications, personal data protection, freedom of thought, conscience and religion, freedom of expression and information.

These standards also forbid the communication/dissemination of personal data without the prior consent of the interested party, except where expressly provided for by law, and ways have been established for each employee to be able to monitor protection of his/her data *protection rights*.

3.13 Integrity and protection of the individual

Endesa is committed to safeguarding the moral integrity of its employees by guaranteeing their right to respectful working conditions. To this end, it protects its workers against psychological aggression and fights against all forms of conduct that discriminate or harm the individual and his/her beliefs and preferences (e.g., slander, threats, isolation, invasion of privacy and other forms of professional restriction).

Sexual harassment is not tolerated and behaviour or speech that could offend employees' sensibility should be avoided (e.g., showing images with sexual connotations, persistent and continual sexual references, etc.).

Any Endesa employee who believes they have been a victim of harassment or discrimination on account of their age, gender, sexual orientation, race, health conditions, nationality, political convictions or religious beliefs, etc., should inform the company so that it can assess whether the Code of Ethics has indeed been violated. Differences of opinion shall not be considered discrimination if they are justified or justifiable on the basis of objective criteria.

The General Human Resources and Organisation Department is responsible for undertaking regular statistical analysis to determine the existence or otherwise of discrimination against specific groups; this information is sent to the company's senior executives and the Audit Department.

3.14 Obligations of employees

Employees should act in good faith with regard to respecting the obligations assumed by virtue of their employment contracts and all the provisions of the Code of Ethics, guaranteeing the services required of them. Employees should use the appropriate channels to report any violation of the rules of conduct established in the company's internal procedures.

Information management.- Employees are obliged to be familiar with and apply in full the company's policies on information security in order to guarantee its integrity, confidentiality and

availability. They should draft documents using clear, objective and exhaustive language, enabling their colleagues, superiors and authorised third parties to verify them as warranted.

Conflict of interests.- All those working for Endesa should avoid situations that could give rise to a conflict of interest and refrain from obtaining personal gain from business opportunities based on information secured in the course of their professional duties.

By way of illustration, without intending to be exhaustive, the following situations could constitute a conflict of interests:

- Hold a senior position and having economic interests (personal or family) with regard to suppliers, customers or competing companies.
- Managing relationships with suppliers and pursuing professional activities for these suppliers directly or through relatives.
- Accepting money or favours from people or companies who have or are seeking business dealings with Endesa.

Should a potential conflict of interest arise, or even only appear to arise, the person involved notify his/her superior who will inform the General Audit Department of Endesa S.A. via the appropriate channels, which will evaluate each case individually. Employees are similarly obliged to report to the company on their extra-professional business activities where these may appear to be in conflict with the interests of Endesa.

Use of the company's property.- All employees should act diligently to safeguard the company's assets, acting responsibly and following the guidelines governing their use, which should be accurately documented. Specifically, each employee should:

- Use the assets entrusted to him/her carefully and with due discretion.
- Avoid improper use of corporate assets that could damage them or make them less efficient or in any way be against the company's interests.

All employees are directly responsible for protecting the resources entrusted to them and are obliged to duly report any possible threats or other harmful developments that may be against Endesa's interests.

Endesa reserves the right to prevent the illicit use of its assets and infrastructure and suitably prevent risks, always in compliance with current law (such as laws governing privacy, workers' statutes, etc.).

With regard to computer software, each employee should:

- Comply scrupulously with corporate security policy and provisions so as not to jeopardise the IT system's operation or security.
- Refrain from sending threatening or slanderous e-mails, using improper language or making inappropriate comments that could be construed as personally offensive and/or harmful to the company's image.
- Refrain from browsing on websites containing unseemly or offensive content.

Chapter II.

Criteria for business conduct in relationships with customers

3.15 Impartiality and non-discrimination

Endesa undertakes not to discriminate against its customers arbitrarily.

3.16 Contracts and communication with customers

Contracts and communications with Endesa's customers (including advertising messages) should:

- Be clear and simple, using language that mirrors as closely as possible that used by the recipients (e.g., for general public customers avoiding clauses that can only be understood by experts. Prices should include VAT and detail each cost component with clarity).
- Comply with prevailing regulations, without using elusive wording or any form of impropriety (such as unfair procedures or contractual terms that are degrading with regard to consumers).
- Be comprehensive, such that they do not omit any item that is material to the customer's decision-making.
- Be available on the corporate website pages.

The purpose and recipients of customer communications shall determine on a case-by-case basis the choice of the most suitable contact channel (invoice, telephone, newspaper, e-mail, etc.) for transmitting the content, without exercising undue pressure or being excessively insistent; the company further undertakes to avoid the use of misleading or false advertising tools.

Lastly, Endesa undertakes responsibility to notify all information with regard to the following appropriately:

- Possible contract amendments.
- Possible changes in the financial terms or terms of supply of the service and/or product.
- The results of verifications in compliance with the standards required by the Regulatory Authorities.

3.17 Behaviour vis-à-vis customers

Endesa's behaviour vis-à-vis customers involves being readily available, respectful and courteous in an attempt to build collaborative and notably professional relationships. Endesa is also committed to minimising the bureaucracy required of its customers and to introducing simple and secure payment procedures that are automated and free of charge as far as possible.

3.18 Quality control and customer satisfaction

Endesa is committed to guaranteeing suitable quality standards on the services/products it markets in keeping with predefined benchmarks and to regularly monitor the results of this in terms of perceived quality.

3.19 Customer engagement

Endesa is committed to continually taking on board the suggestions and complaints made by its customers and by consumer protection associations, making available suitable and appropriate communication systems for this purpose (e.g., customer call centres and electronic mailboxes), paying particular attention to the needs of disabled customers. Endesa should confirm receipt when it receives communications from customers, letting them know how long it will take to answer them; response times should be kept to a minimum.

Within reason, Endesa undertakes to consult with consumer protection associations regarding projects with a significant impact on the customer (layout of bills, information on tariff choices, etc.).

To guarantee that these standards of conduct are upheld, Endesa has established an integrated system governing dealings with customers and consumer associations to monitor conduct and related procedures.

Chapter III.

Criteria for conduct with regard to relationships with suppliers

3.20 Supplier selection

Procurement processes are intended to find the greatest competitive advantage for Endesa, while guaranteeing equal opportunities for all suppliers; supplier relations are based on pre-contractual conduct and contractual interactions designed to foster loyalty, transparency and mutual collaboration.

Specifically, those Endesa employees responsible for these processes should:

- Not deny any party fulfilling the required prerequisites the chance to participate in contract tenders, using objective and transparent criteria to choose among candidates.
- Guarantee sufficient competition in each tender by ensuring a suitable number of bidders.

For certain product categories, Endesa has a supplier register whose rating criteria do not constitute a barrier to access. The key supplier prerequisites demanded by Endesa are:

- Duly documented availability of sufficient means, including financial resources, organisational infrastructure, skills and project experience, etc.
- The existence and effective application, when so required by Endesa's specifications, of suitable corporate quality control systems (e.g., ISO 9000 certification) and respect for safety regulations.
- In the event that the supply involves third-party *know-how* or rights, the supplier should obtain a significant share of the value-added.

In any event, should the supplier, in the course of its work for Endesa, behave in a manner that violates the general principles enshrined in this Code of Ethics, Endesa reserves the legitimate right to take the appropriate measures, which could include ruling out further collaboration with this supplier.

3.21 Integrity and independence in supplier relations

Endesa's relations with suppliers are regulated by common principles and are subject to constant control by Endesa S.A.

These relationships also include financial and consultancy contracts.

The signature of a contract with a supplier should always be based on fully transparent relations, always steering clear wherever this is feasible of all forms of dependence. By way of illustration and without purporting to be exhaustive:

- It is not deemed appropriate to encourage a supplier to sign an unfavourable contract by insinuating there could be a more advantageous contract down the line.
- It is advisable to avoid fulfilling long-lasting binding projects with short-term contracts that require continual renewals with price reset clauses or consultancy agreements that do not provide for sufficient transfer of know-how, etc.
- Close attention should be paid to the arrangement and management of contracts whose estimated amount is particularly significant with regard to the supplier's turnover.

In order to guarantee the utmost transparency and efficiency in the procurement process, those responsible for the procurement function are encouraged to rotate. The following measures will also be taken:

- Separation of powers between the unit requesting the service or good to be supplied and the unit arranging the contract.
- Searchability and traceability of the various decisions.
- Safe-keeping of the associated information, including the official tender and contract documents, for the periods established in applicable law and referred to in the company's internal procurement procedures.

Finally, to guarantee transparent relations, Endesa has a system for monitoring the financial situation of its suppliers.

3.22 Ethical conduct in the placing of orders

In order to ensure that its procurement activities comply with established ethics standards, for certain orders Endesa is committed to insisting on corporate responsibility measures (such as the existence of an Environmental Management System) and respect for health and safety rules.

Violation of the general principles included in the Code of Ethics will trigger disciplinary action intended to prevent crimes that could imply liability on the part of Endesa. Each supplier contract accordingly contains the appropriate clauses to this effect.

Specifically, contracts with suppliers located in "at-risk" countries, designated as such by international organisations, include clauses providing for:

- Acknowledgement by the supplier of specific social obligations (e.g., measures to guarantee respect for workers' basic rights, equal opportunities and non-discrimination, guarantees with regard to not employing child labour).
- The possibility of inspecting suppliers' manufacturing units and head offices in order to confirm compliance with these requirements.

3.23 Selection of Partners

The selection of partners undertaken prior to initiating business relations in order to assess the reliability of a potential counterparty will be regulated by specific internal procedures whose purpose is to ensure coherence with the requirements of the Code of Ethics.

Chapter IV.

Criteria for business conduct in relationships with society

3.24 Environmental Policy

Endesa S.A. guarantees that its numerous subsidiaries pursue objectives that are in compliance with the Group's environmental protection strategy.

To exploit all possible synergies, environmental policy definition and its application are managed centrally and consistently. This central management:

- Defines environmental and sustainable development policies.
- Elaborates the environmental policy guidelines against which the subsidiaries should take as a reference.
- Identifies performance indicators and guarantees that the environmental impact of the company's business operations is duly monitored and controlled.
- Analyses developments in Spanish and EU environmental policy, establishing the guidelines applicable at the subsidiary level.the European Union

- Nurtures the company's relations with environmental entities, institutes and agencies and promotes, applies and coordinates agreements and programmes with these bodies and other institutions.

Each operational subsidiary designates internal benchmark professionals and/or operational structures to these tasks and to handling specific environmental issues.

3.25 Environmental policy strategy and tools

Endesa's environmental policy is also underpinned by the strategy of raising awareness of the fact that the environment may constitute a competitive advantage in a market that is increasingly comprehensive and demanding in terms of quality and behavioural standards.

Endesa's strategy involves focussing on investments and activities that uphold the principles of sustainable development, specifically:

- Earmarking a significant share of investment activity to the production of energy from renewable sources.
- Sponsoring initiatives and conduct that consider the environment to be a strategic factor, under the aegis of national and international bodies and programmes.

Endesa will promote the following environmental policy tools:

- Voluntary agreements with ecological and professional institutions and associations.
- Environmental management systems certified under the international ISO 14001 standard and the Europe Community Eco-Management and Audit Scheme (EMAS) and designed to deliver continual improvements in environmental performance and structures.
- Regular compilation of environmental data to guarantee control over the performance in the different industrial activities
- Environmental awareness and training activities for employees designed to internally showcase the initiatives being taken and increase employees' skills and professionalism
- Programmes designed to foster the rational use of energy by Endesa's customers.
- Implementation of websites devoted to spreading an environmentally-friendly culture and promoting the initiatives pursued by Endesa in this area.

3.26 Environmental communication

Each year, Endesa reports on the implementation of its environmental policy and the degree to which its results meet the targets set by publishing an environmental report which is an integral part of Endesa's sustainability report. This report details:

- The most significant environmental events (for example: Environmental system management certifications, installation upgrades, voluntary agreements and initiatives of various kinds for protecting the environment and the territory).
- The key environmental management results (energy efficiency, development of renewable energy sources, use of water, emission-reduction, waste management, etc.).
- The company's environmental footprint (systematic gathering of resource consumption and emission data for the preceding five-year period, etc.) and key performance indicators (e.g., analysis of its environmental performance over time).
- Profiles showcasing Endesa S.A. subsidiaries that stand out for their efforts in a number of fields and for taking their environmental management to the next level.

Endesa is committed to providing access to its environmental performance records, while respecting the need to keep any trade secrets confidential.

3.27 Economic relationships with political parties, trade unions and other associations

Endesa does not provide finance for political parties or their representatives or candidates in Spain or abroad; nor does it sponsor meetings or rallies whose sole purpose is political propaganda. Endesa refrains from lobbying politicians directly or indirectly (e.g., by lobbying for the award of public concessions, accepting tendering suggestions, consultancy contracts, etc.). Endesa does not provide aid to organisations with which there may be a conflict of interest (e.g., unions, environmental associations and consumer protection associations); however, it may cooperate with these organisations and even provide financial aid on specific projects on the basis of the following criteria:

- The purpose is linked to Endesa's mission.
- The use of the resources is well-defined and can be documented.
- Express authorisation is given by the departments within Endesa S.A. responsible for managing these relationships.

Potential situations warranting critical observation of the above criteria should first be approved by the Audit and Compliance Committee of Endesa, S.A.

3.28 Institutional Relations

Relations with Spanish and international institutions are based exclusively on communication channels intended to evaluate the implications of legislative and regulatory initiatives for Endesa, to respond to extra-official demands and inspections by the authorities (enquiries, questions, etc.) or to understand their position on issues of importance to Endesa.

For this purpose, Endesa undertakes to:

- Establish communication channels in a non-discriminatory fashion with all institutional counterparties at international, European and regional levels.
- Represent the interests and positions of Endesa's subsidiaries in a transparent, rigorous and consistent manner, whilst always avoiding any collusive behaviour of any kind.

With a view to guaranteeing the utmost transparency in these relations, contacts with institutional representatives should be channelled exclusively through the representatives expressly designated for this purpose by Endesa S.A.

Endesa has adopted specific organisational structures to prevent criminal activity vis-à-vis Public Administrations.

3.29 Relationships with stakeholders

Endesa believes that open dialogue with associations representing its stakeholders' interests are of strategic importance to duly delivering on business targets, for which purpose it has established a stable communications channel for interacting with these associations. The aim is to cooperate with these associations, to respect mutual interests, to present Endesa's positions and to prevent potential conflicts.

For this purpose, Endesa:

- Guarantees to respond to any and all observations made by these associations.
- Wherever possible, to attempt to inform and involve the most qualified or representative stakeholder associations on issues of interest to specific groups within the scope of its business activities.

3.30 Aid and sponsorship

Endesa S.A. founded the Endesa Foundation to intervene in certain non-profit areas with the goal of thereby guaranteeing mutual benefits for the parties involved, whilst respecting the role and ethics of all sides.

By means of sponsorships and specific agreements, Endesa supports initiatives encompassing quality-assured and guaranteed original and effective social, environmental, sporting, stage, arts, scientific and technology learning events of national interest and those which respond to specific territorial needs (where Endesa plans to undertake initiatives in regions of industrial interest) that involve citizens, institutions and associations with which Endesa collaborates.

When it comes to selecting which projects to support, Endesa pays special attention to possible conflicts of interest of a personal or corporate nature (e.g., blood ties with interested parties or ties to entities that could, on account of their activities, favour Endesa's business in any way). The management of aid and sponsorships is regulated by specific procedures to ensure consistency.

3.31 Regulations governing competitiveness and regulatory bodies

Endesa scrupulously complies with the regulations on the defence of competitiveness and is in accordance with the provisions of the Authorities that regulate the market.

Endesa S.A. provides the master guidelines with regard to the policy regarding competition to all its companies and provides the support required to manage it. Endesa will not refuse, withhold, manipulate or delay the delivery of any information required by the competitiveness or regulatory authorities when they are making inspections and will collaborate actively during the course of their reviews.

In order to guarantee the utmost transparency, Endesa is committed to not allowing conflicts of interest to arise involving employees of the authorities or their relatives.

3.32. AUTHORITY FOR THE PROTECTION OF PERSONAL DATA

Endesa collaborates with the above-mentioned authorities in matters concerning privacy through the Data Protection Officer, who is responsible for contacting and managing instruction procedures in accordance with the provisions of corporate policies and the applicable regulations governing personal data protection. The Data Protection Officer guarantees compliance with the regulations on the protection of personal data in the countries where Endesa operates.

4. Implementation modalities

Duties of the Audit and Compliance Committee regarding the implementation and control of the Code of Ethics

4.1 Duties of the Audit and Compliance Committee regarding the implementation and control of the Code of Ethics

With regard to the Code of Ethics, the **Audit and Compliance** Committee is responsible for the following:

- Taking decisions on significant violations of the Code of Ethics referred to it by the head of Endesa S.A.'s General Audit Department.
- The issue of binding opinions on changes to the most important policies and protocols in order to ensure consistency with regard to the Code of Ethics.
- Undertaking a regular review of the Code of Ethics.
-

4.2 Responsibilities of the General Audit Department of Endesa S.A.

The head of the General Audit Department of Endesa S.A. through the Supervision Committee of the Criminal Risk Prevention Model is responsible for the following:

- Verifying the application of and compliance with the Code of Ethics by means of initiatives specifically designed to control and promote ongoing improvement in Endesa's business ethics by means of the analysis and assessment of the internal control system to supervise significant ethical risk management processes with regard to corporate ethics.
- Reviewing initiatives for the dissemination of knowledge and understanding of the Code of Ethics and assessing their suitability; analysing proposals for the revision of business policies and procedures with significant impacts on business ethics, and developing possible solutions to be assessed by the Audit and Compliance Committee.
- Receiving and analysing reports on breaches of the Code of Ethics.

These activities are undertaken with the support of the areas involved, and they also have free access to all documentation that they consider useful.

4.3 Communication and training

The Code of Ethics is distributed to all internal and external parties by means of specific communication initiatives (e.g., delivery to all Endesa employees of a copy of the Code, dedicated tabs on the corporate website, the addition of disclosures regarding the application of the Code in all contracts, etc.).

In order to ensure a correct understanding of the Code of Ethics for all Endesa employees, the General Department of Human Resources and Organisation, through the Supervision Committee of the Criminal Risk Prevention Model, prepares and implements an annual training plan designed to promote knowledge of the principles and ethical standards. These training initiatives vary in accordance with the role and responsibilities of the employees to which they are targeted. New recruits will be targeted with a specific, mandatory training programme detailing the contents of the Code.

4.4 Stakeholder feedback

Endesa is responsible for establishing dedicated communication channels for each stakeholder group through which the latter may send their suggestions (e.g., units responsible for relations with consumer, environmentalist, supplier and employee associations, a customer-service call centre, etc.).

Alternatively, any stakeholder may report any perceived or suspected breach of Endesa's Code of Ethics³ to the General Audit Department of Endesa S.A., which will in turn review the report and interview the whistle-blower and the alleged culprit as warranted.

The General Audit Department of Endesa S.A. will take action to protect the whistle-blower from any form of reprisal, understood to be any act that could imply or simply appear to constitute any form of discrimination or punishment (e.g., suspension of trade relations in the case of suppliers or withholding a promotion in the case of employees, etc.). The Department also guarantees protection of the whistle-blower's identity, unless required by law.

3) Complaints may be submitted through Endesa's ethical mailbox (<https://www.endesa.com/es/accionistas-e-inversores/gobierno-corporativo/conducta-etica>) or by letter to the Management at: Endesa, S.A. General Audit Department, Ribera del Loira 60, 28042-Madrid

4.5 Breach of the Code of Ethics

Endesa S.A.'s General Audit Department sends reports on breaches of the Code of Ethics detected by means of the above reporting or through its audit work, as well as proposals for any corrective measures they feel are required:

- To the Audit and Compliance Committee in the most significant cases and, following the corresponding analysis, the breaches and any corresponding measures are reported to the Chief Executive Officer of Endesa S.A. or the Board of Directors.
- All other cases are reported directly to the General Manager of the area involved, and the Chief Executive Officer of Endesa S.A. and the Audit and Compliance Committee are provided with a summary report.

The competent departments are responsible for applying any corrective measures and making a report with the results for the head of the General Audit Department of Endesa S.A.

4.6 Sustainability and Non-Financial Statement

Endesa is committed to preparing a Sustainability and Non-Financial Statement each year following Spanish and international best practices that examines the three areas of economic, social and environmental responsibility.

The Sustainability and Non-Financial Statement will provide a clear, truthful and accurate information on the results achieved in all areas of stakeholder involvement with regard to the principles and commitments contained in the Code of Ethics, as well as detailing the targets for improvement that are set periodically and presenting a specific analysis of any extraordinary or exceptional developments (different scope or new acquisitions).

4.7 Tasks assigned to the units responsible for corporate social responsibility

The unit responsible for managing corporate social responsibility, defined as the company's commitment to attaining a sustainable development model and inspired by the Code of Ethics, should undertake the following tasks:

- Guarantee dissemination of social responsibility, raise the profile of the company's commitment to sustainable development and cooperate specifically with the business units in Endesa responsible for its promotion.
- Maintain open communications channels with all the sustainability analysts and rating agencies in order to promote Endesa's Best Practices in sustainability, thereby increasing the interest of socially responsible investors in Endesa.
- Involve stakeholders in setting sustainability targets and preparing the report.
- Submit the Sustainability and Non-Financial Statement to be assessed by the Sustainability Committee.
- Cooperate with the different business units in Endesa for the identification of social responsibility targets and the related projects and collaborate on the drafting of a business plan with regard to issues associated with sustainability.

4.8 External control

Endesa will submit a Sustainability and Non-Financial Statement for external control by an accredited independent company. It will also participate in Spanish and international activities aimed at fostering the introduction of social responsibility standards and criteria.

