



**PROTOCOL ON ACCEPTING AND OFFERING GIFTS
AND HOSPITALITY**

Contents

1. Purpose
2. Scope
3. Definitions
4. General Criteria
5. Standards of Conduct
6. Notices
7. Responsibilities
8. Entry into Force and Validity
9. Communication
10. Related Documents

PROTOCOL ON ACCEPTING AND OFFERING GIFTS AND HOSPITALITY

The purpose of this document is to establish clear principles of action to be followed by ENDESA Collaborators in all areas related to the offering and accepting of gifts and hospitality resulting from their interactions with civil servants, clients and suppliers, all with a view to ensuring Collaborator behavior is in line with the Company's Code of Ethics and Zero Tolerance Corruption Plan.

1. Purpose

Endesa maintains a commitment to transparency in all relations with the public and private sectors with a view to preventing conflicts of interest and any appearance of bias, ensuring all business decisions of the company respond exclusively to the challenge of providing excellent, quality services.

The purpose of this Protocol is to establish standards of conduct in implementation of the general principles and commitments established in Sections 3.5 and 2.5 of the Code of Ethics and Zero Tolerance Corruption Plan, respectively, as relates to the offering and acceptance of gifts and hospitality.

2. Scope

The criteria and action guidelines established herein apply to all companies in which Endesa holds a majority interest, exercises control or is responsible for management.

This Protocol shall be directly applied to all wholly-owned subsidiaries of Endesa and, in all other companies, the Endesa representatives on the governing and management bodies shall promote the adoption and incorporation of this Protocol into the internal regulations of the company.

All references herein to Endesa shall be deemed a reference to all companies covered under the scope hereof.

Furthermore, all Endesa Collaborators shall be required to comply with this Protocol, subject to no exceptions.

The following are not covered under the scope hereof:

- Gifts aimed at promoting Endesa's brand image.
- Gifts and invitations arising directly from the contracting of services or purchasing of products by Endesa.

3. Definitions

Public Sector: national, regional and local government bodies; public or mixed ownership companies; civil servants and government authorities; and, in general, any institution, body and/or individual performing public duties.

Private Sector: fully private companies and any institution, body and/or individual engaged in commercial activity and not performing public duties.

Collaborator: any director, officer or employee of Endesa S.A. or its subsidiaries as well as any other external third party engaged to provide services to Endesa.

Bribery or Corruption: the criminal offense of bribery or corruption involves offering, delivering or promising to deliver gifts, favors or services to a civil servant or third party related thereto, directly or indirectly on behalf of Endesa, provided said gift, favor or service exceeds standard courtesy practices.

Influence Peddling: the criminal offense of influence peddling involves the influence on a civil servant, taking advantage of a prior personal relationship therewith or with any other civil servant to obtain a beneficial outcome for any person or company exercising such influence. Requesting and/or accepting any kind of compensation or reward in exchange for the exercise of undue influence over a civil servant is also considered unlawful.

Conflict of Interest: a conflict of interest arises when any individual with decision-making authority may not be considered impartial as relates to current or future business decisions relating to clients and suppliers or as relates to the exercise of his/her duties at Endesa.

Private Corruption: the crime of private corruption involves receiving, requesting, offering or accepting, personally or through an intermediary, any unjustified benefit or advantage of any nature, whether at own benefit or for a third party, as a result of which any party is given undue preference as relates to the contracting of services or business relations among private parties.

Gifts and Hospitality: gift or hospitality shall mean any valuable item. By way of example, any direct or indirect compensation, including items of monetary value, cash withdrawals or transfers, investments, contracting of third parties (family or friends of the beneficiary), etc. shall be considered gifts or hospitality. Any such gifts or hospitality that exceed standard courtesy practices may be considered private bribery or corruption and, therefore, shall in all cases be offered or accepted in accordance with the precautionary measures laid out herein.

Standard Courtesy Practices: standard courtesy practices shall mean hospitality and items of moderate value considered typical in the sector in which Endesa carries out its business. The following, *inter alia*, shall be considered standard courtesy practices:

- corporate gifts bearing the logo of any Endesa Group company (e.g. pens, key chains, umbrellas, etc.);
- branded promotional items or souvenirs;
- materials used at meetings, seminars, events or conventions (e.g. pens, binders, folders, handbags, etc.);
- candy, drinks or fruits for personal consumption; and
- flowers on special occasions, etc.

The monetary value of the gift shall be considered the real market value and not the acquisition cost incurred by Endesa (as this acquisition cost may in certain cases be significantly lower than the market value).

Brand Image: consumer's perception of the identity of the brand.

4. General Criteria

With a view to ensuring that all gifts and hospitality are in line with the principles of the Code of Ethics, Zero Tolerance Corruption Plan, and this Protocol, as well as with any legal provisions which may be applicable, any hospitality or gift offered or received must be approved in writing by the line manager of the employee offering or receiving said gift, and no actions containing any element in violation of said regulations may be taken.

Any gifts received by Endesa Collaborators shall be received at their business address and not at their personal residences. If a Collaborator does receive a gift at his/her personal residence, said Collaborator shall notify his/her line manager, who shall verify whether or not said gift is appropriate.

In any case, any doubts regarding whether the gifts received are appropriate in accordance with the principles laid out herein shall be notified to Endesa's Oversight Committee,¹ who shall advise on the criteria to be followed.

5. Standards of Conduct

Any kind of gift or hospitality which could be interpreted as exceeding standard courtesy practices may generally not be accepted or offered, including any gift or hospitality which could be perceived as being intended to receive or provide favorable treatment in the performance of any activity that could involve Endesa.

For the purposes of this rule, the following, *inter alia*, shall be considered to exceed standard courtesy practices and are strictly prohibited:

- (i) delivery of money in cash;
- (ii) delivery of money using any payment method similar to cash (excluding in the case of compensation of speakers at seminars or events, which shall be governed by Rule Seven of the protocol for relations with civil servants);
- (iii) invitations of a socially unacceptable nature or content;
- (iv) invitations for travel or hotel stays.

The following standards of conduct shall also apply:

1. In the case of gifts or hospitality to a civil servant (or any third party related thereto), the provisions of the "Protocol on Good Practices for Relations with Civil Servants and Government Authorities" shall apply.
2. In their relations with the private sector, Endesa Collaborators may only offer gifts aimed at promoting Endesa's brand image and may only accept gifts made in promotion of the brand image of the company offering said gift. Requests for gifts, whether for oneself or for a third party, from clients or suppliers with which Endesa maintains a business relation are strictly prohibited.
3. Invitations to non-business related events may only be made for events sponsored by Endesa or its Foundations or to other events at which Endesa is typically present, in all cases provided said invitations may not be extended on an individual basis.
4. Invitations to non-business related events extended by persons or businesses in the private sector may only be accepted under the following conditions: the event must be sponsored by the party

¹ To the following address: eticaycumplimiento@enel.com

issuing the invitation; the invitation must not be extended on an individual basis; acceptance of the invitation shall not require any international travel; and the invitation shall not be contrary to any of the general criteria laid out herein.

5. Endesa shall cover all travel and lodging expenses of its Collaborators for any invitations received to business-related events, including conventions, seminars, conferences or other similar events. In the case of special circumstances which would make the above inadvisable, such circumstances shall be assessed by the Oversight Committee.

6. Endesa may cover travel and lodging expenses in relation to invitations extended to business-related events, unless such circumstances exist which could compromise the independence of the invitees or which may generate a real or apparent conflict of interest, or which may otherwise exceed standard courtesy practices. Any doubts arising in this regard shall be submitted to the Oversight Committee for review.

Speakers at events, seminars, presentations or working groups, and who hold positions as civil servants, shall be compensated in accordance with the provisions of the protocol for relations with civil servants and government authorities.

7. Collaborators shall return any gifts received which are deemed inappropriate in accordance with the provisions hereof and shall report such circumstance to their line manager, who will in turn notify the Oversight Committee.

8. As a general rule, the acceptance or offering of gifts or hospitality from or to, respectively, the clients or suppliers with which Endesa maintains business relations and which are accepted or offered in line with standard courtesy practices shall be reported to the line manager, specifying the type of gift received and the identity of the party giving the gift.

9. In general, any gift or hospitality received from persons or companies operating in the private sector and with which Endesa does not maintain any business relations shall be notified to the line manager, specifying the type of gift received, the estimated market value thereof and the identity of the party offering the gift.

10. Personnel are selected following transparency standards in accordance with a rigorous process as laid out in the internal procedures of the Directorate-General of Human Resources and Organization of Endesa, under no circumstances allowing for favorable treatment. All Collaborators receiving job referrals or requests from any employee, collaborator, officer or director of any company, supplier or client of Endesa in relation to family members or friends of the requesting party, shall be required to notify such circumstance to their line manager, who will in turn raise the issue to Human Resources for proper handling in accordance with internal regulations.

11. All Endesa Collaborators shall notify the Oversight Committee of any potential conflict of interest and shall refrain from making any decision in relation to contracting processes on matters affecting or which may affect the clients or suppliers in relation to which the potential conflict of interest is alleged, in all cases complying with the provisions of the protocol for conflicts of interest, exclusive dedication and market competition.

The express, written authorization of the line manager of the interested party and of the Oversight Committee shall be required for any exceptions to the provisions of this Protocol.

6. Notices

All Endesa Collaborators shall be required to notify any violation or suspected violation of the Code of Ethics, Criminal Risk Prevention Model, Zero Tolerance Corruption Plan or this Protocol using Endesa's ethics mailbox (<http://codigoconducta.endesa.es/>) or by letter to Management: Endesa, S.A., Directorate General of Auditing, Ribera del Loira 60, 28042-Madrid. All notices of violations shall be addressed and properly investigated.

Likewise, all Endesa Collaborators are encouraged to contact their line manager or the Oversight Committee² in case of doubt regarding the content or application of Endesa's ethics and crime prevention rules or of this Protocol.

Endesa guarantees the confidentiality of the informant's identity in all cases notwithstanding any applicable legal obligations and the defense of the rights of the company or persons involved in the relevant case. Endesa further guarantees that any informant making a report in good faith as well as any individuals from Endesa who collaborate in the investigation of an alleged violation of this Protocol shall under no circumstances suffer retaliation or other harmful consequences.

7. Responsibilities

Collaborators

Collaborators shall be required to comply with this Protocol and report any violation or suspected violation. Collaborators shall also notify their line manager of any gifts received or to be made for verification of compliance with this Protocol.

Officers

The Officers shall verify that all hospitality and gifts received or provided by collaborators of their respective business units are in strict compliance with the principles laid out herein, in each case either authorizing or denying such hospitality or gift. Officers shall also consult with Endesa's Oversight Committee regarding any gifts or hospitality received or to be provided and which raise concerns regarding its appropriateness.

Oversight Committee

The Oversight Committee shall verify compliance with the provisions hereof and shall respond to any inquiries received, basing its response on the criteria provided for handling doubts regarding the appropriateness of any hospitality or gifts received in accordance with this Protocol.

Directorate-General of Human Resources and Organization

The Directorate-General shall ensure adequate dissemination of this document to the organization as a whole and, as the case may be, shall participate in any investigations into notices submitted on well-founded suspicions of violation.

² To the following address: eticaycumplimiento@enel.com

Any violation of the provisions of this Protocol or of any other standards of conduct established herein shall result in disciplinary sanctions which, as the case may be, may result in termination of the commercial or labor relationship maintained by the offender with Endesa.

8. Entry into Force and Validity

This document shall apply as from the day following the issue date and shall remain in force until otherwise amended or repealed.

9. Communication

All employees are hereby notified of the existence of this Protocol by means of the relevant internal communication channels.

An informational note on the adoption of this Protocol is included in all agreements executed by Endesa.

The Protocol may be accessed by all interested parties through Endesa's website (http://www.endesa.es/Portal/es/gobierno_corporativo) and through the company Intranet (Corporate Governance/Ethics and Compliance section).

10. Related Documents

Endesa's Code of Ethics and Zero Tolerance Corruption Plan form the pillars of its ethical standards. This Protocol implements the contents of said documents as regards the offering and acceptance of gifts and hospitality and, together with the remaining corporate governance protocols (protocol for relations with civil servants and protocol for conflicts of interest), forms part of the control scope of the company's Criminal Risk Prevention Model.