



**PROTOCOL ON GOOD PRACTICES FOR RELATIONS
WITH CIVIL SERVANTS AND
GOVERNMENT AUTHORITIES**

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PROTOCOL ON GOOD PRACTICES FOR RELATIONS WITH CIVIL SERVANTS AND GOVERNMENT AUTHORITIES

The purpose of this document is to establish clear principles of action to guide the employees, officers, directors and third parties engaged by Endesa in their relations with civil servants and government authorities, to ensure excellence in the provision of services by Endesa, and to ensure that principles of transparency and rightfulness are applied in relations with the authorities.

1. Purpose

The purpose of this Protocol is to provide the organization with a document that:

- Establishes clear principles of action intended to prevent unlawful conduct by guiding the actions of the organization as a whole and, in particular, of any individual that interacts with civil servants or government authorities.
- Protects free competition and proper functioning of the markets by preventing and eliminating practices that confer or may be perceived as conferring unlawful competitive advantages.
- Ensures all principles of transparency and rightfulness are applied in relations with civil servants and government authorities.

This Protocol forms part of Endesa's corporate integrity protocols, which constitute a fundamental cornerstone for the conduct of Endesa's business in line with ethics, transparency and excellence principles.

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.

This Protocol shall also apply to all Endesa Collaborators in their relations with the Government (employees, officers, directors and external third parties) and, in particular, to any individuals who are in regular and direct contact with the Government or who have the autonomous ability to decide or resolve upon any action binding on the Government or third parties and which could confer an advantage to Endesa.

3. Definitions

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.

Government:

- Civil Servants and Government Authorities: any individual performing public duties by operation of law, election or appointment by the relevant authority. The following individuals, *inter alia*, shall be considered civil servants: mayors; councilors; municipal technicians; elected members of municipal city councils; regional presidents and counselors; elected members of regional parliaments; local, regional and national government staff; directors, managers and employees of municipal, regional and national public companies; municipal, regional and national advisors, including similar freely appointed positions; judges, magistrates, prosecutors and court clerks; civil servants of European Union institutions and national civil servants from other EU Member States; national civil servants from any non-EU country; etc.
- European Union Officials:
 - Officials and contracted servants as defined in the Staff Regulations of Officials of the European Communities or the Conditions of Employment of Other Servants of the European Union;
 - Individuals seconded to the European Union by the Member States or by any public or private body performing duties equivalent to those performed by European Union officials or other servants;
 - Members of bodies established under the treaties establishing the European Communities; and
 - Individuals appointed to a permanent position in any of the institutions.

Bribery: The criminal offense of bribery, also referred to as corruption, is defined in Articles 419 to 427 bis of the Spanish Criminal Code which prohibits and punishes bribery of civil servants, including:

- Offering or providing gifts, favors and/or services under more favorable conditions to civil servants and/or a third party related thereto (e.g. family members, friends, business partners, etc.).
- This conduct is considered equally unlawful regardless of whether the gift or favor is offered or provided at one's own initiative or at the request of a civil servant.
- This conduct shall also be considered unlawful regardless of whether the gift or favor is offered or provided to achieve or reward any actions taken by a civil servant to the benefit of the person or company providing such gift or favor, as well as if said gift or favor is made solely in consideration of the position and/or duties of the civil servant.

- This conduct is punishable by serious penalties applicable to both natural persons (up to 6 years' imprisonment) and companies on whose behalf the actions were taken (fines, suspension of activity, ban on public procurement, etc.).
- The hospitality, gifts, favors and/or services provided to civil servants in line with standard courtesy practices are the only exceptions to the above-mentioned prohibition.

Influence Peddling: Articles 428 to 430 of the Spanish Criminal Code prohibit and punish the undue influence on civil servants and government authorities, which includes influencing a civil servant or taking advantage of a prior personal relationship therewith or with any other civil servant to obtain a beneficial outcome for the 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 are considered equally unlawful.
- This conduct is punishable by penalties applicable to both natural persons (up to 2 years' imprisonment) and companies on whose behalf the actions were taken (fines, suspension of activity, ban on public bidding, etc.).

4. General Criteria

In all relations with civil servants and government authorities any conduct which could wrongly be perceived as an attempt to obtain undue consideration shall be avoided. In those cases in which the relations with the Government are maintained as part of any procedure sufficiently governed by external regulations, reference to and mandatory compliance with said regulations shall be required. Notwithstanding the above, the standards laid out in this Protocol shall apply to all relations with civil servants and government authorities.

The following principles of action shall be applied on a general basis:

Authorization and Reporting

The Endesa Collaborator interacting with the Government shall be previously authorized for such purpose by his/her line manager. Furthermore, the Endesa Collaborator shall be required to duly report to his/her line manager prior to engaging in contact with the Government.

In the event third parties are engaged to interact with the Government on Endesa's behalf, said third parties shall be required to expressly accept the Code of Ethics, Zero Tolerance Corruption Plan and implementing regulations, and General Principles for the Prevention of Criminal Risks.

Separation of Duties

In all relations with the Government that require Endesa to directly or indirectly assume financial commitments, an adequate separation of duties between the negotiator and the party managing and

authorizing the cash flows resulting from said negotiation shall be ensured such that the involvement of both parties in the process is guaranteed.

Traceability and Transparency

Sufficient traceability of the source and destination of funds as well as transparency regarding the nature of any agreements between the parties shall be required in all economic relations with the Government. Cash payments are expressly prohibited unless no other payment method is available.

Special controls shall be applied in the case of sensitive transactions, including maintaining sufficient documentary records to ensure transparency in relations with the Government and creating and keeping a record of the persons contacted and the documents exchanged. The transaction, applicable economic value and other sensitive information shall be duly identified and recorded therein. The following shall be considered sensitive transactions:

- Participation in national or foreign public tenders.
- Participation in procedures for obtaining government grants and subsidies from national, foreign or EU government bodies.
- Participation in procedures for obtaining licenses and/or government authorizations to be granted by the Government and which are relevant for Endesa.
- Relations with government employees who have autonomous decision powers that could confer direct economic advantages on the Group and in relation to which no external regulations are in place.

Hospitality

Any and all gifts, favors and/or promises to national and/or foreign civil servants that could influence their independent judgment or lead such civil servant to guarantee any type of favor are strictly prohibited. There are no exceptions to this prohibition as specified in Section 3.5 of the Code of Ethics. Compliance with the relevant provisions of the "Protocol on Accepting and Offering Gifts and Hospitality" shall also be required.

Procedures and Dealings

The delivery of money and/or valuable items with the aim of facilitating or accelerating any procedures or dealings of or with any government body or authority is strictly prohibited.

5. Standards of Conduct

The Endesa Collaborators shall comply with the following standards in all relations with civil servants and government authorities:

1. The offering or delivery of any of the following to a civil servant (or third party related thereto) is strictly prohibited:

- gift, compensation, favor or service, regardless of the monetary value thereof, under the explicit or implied condition that the civil servant will make a decision to the benefit of Endesa; or
- gift, compensation, favor or service, regardless of the monetary value thereof, as direct or indirect reward for a decision previously made by the civil servant to the benefit of Endesa; or
- gift, favor or service which, on the basis of its monetary value, exceptional nature, exclusivity or any other circumstance, is beyond the standard courtesy practices applicable to the activity of Endesa.

Further details and specific examples of this kind of cases are provided in the "Protocol on Accepting and Offering Gifts and Hospitality," which establishes clear principles of action for the offering and acceptance of gifts and with which all Endesa Collaborators shall be required to comply.

2. The exercise of undue influence over a civil servant is strictly prohibited:

- taking advantage of any prior personal (familial, friendship, business, etc.) relationship with the civil servant in question or with any other civil servant,
- with the purpose of obtaining a decision of the civil servant which is beneficial to the interests of Endesa.

3. Requests for, in a personal capacity or on behalf of Endesa, compensation, payment or reward of any kind or amount in exchange for the undue influence over a civil servant under the terms laid out in the preceding item are prohibited.

4. The gifts and hospitality provided to civil servants in line with standard courtesy practices shall be made in accordance with the following standards:

- all gifts and/or hospitality shall be previously authorized by the General Manager of the Collaborator intending to provide said gifts or hospitality;

- all such gifts and/or hospitality shall be reported to the Oversight Committee in writing (by e-mail¹), specifying the kind of gift provided and the identity of the recipient; and
- all such gifts and/or hospitality shall be recorded by the Oversight Committee in a register of granted and/or received hospitality.

In order to determine whether a gift or hospitality provided to the civil servant is in line with standard courtesy practices, the definitions provided in the "Protocol on Accepting and Offering Gifts and Hospitality" shall be taken into account.

5. Business lunch/dinner invitations extended to a civil servant in line with standard courtesy practices shall be made in accordance with the following standards:

- after the business lunch/dinner has been held, the relevant General Manager shall be notified in writing (by e-mail) of the identity of the invitee(s) and the amount spent by the Endesa Collaborator;
- Endesa's Oversight Committee shall be notified in writing (by e-mail) of the identity of the invitee(s) and the amount spent by the Endesa Collaborator; and
- the person from Endesa extending the invitation shall fill in the applicable company expense report.

Invitations to business lunches/dinners extended to a civil servant beyond standard courtesy practices are strictly prohibited. The following shall be taken into account when determining whether the invitation is in line with such practices: (i) monetary value of the invitation, considered on an individual basis; (ii) overall monetary value of the invitation, considered as a whole with all other invitations extended to the same civil servant during the calendar year, as the case may be; (iii) characteristics of the location and establishment where the invitation is extended; and (iv) identity of the civil servant receiving the invitation.

Invitations to business lunches/dinners may under no circumstances be extended to family members, friends and/or other persons close to the civil servant.

For the purposes of this rule, business lunch/dinner shall mean any lunch/dinner held with the exclusive purpose of handling professional questions related to the provision of Endesa's services.

¹ To the following address: eticaycumplimiento@enel.com

6. The invitation of civil servants to business meetings, promotional events, seminars, etc. involving travel and/or lodging expenses, in line with standard courtesy practices, shall be made in accordance with the following standards:
- prior notice shall be provided to the General Manager of the Collaborator extending the invitation, specifying the identity of the invitee(s) and the amount of the expenses that would be incurred as a result of the invitation (monetary value of the trip and/or overnight lodging per person);
 - the Oversight Committee shall be notified in writing (by e-mail) of the identity of the invitee(s) and the amount of the expenses that would be incurred as a result of the invitation (monetary value of the trip and/or overnight lodging per person);
 - such invitations shall be recorded by the Oversight Committee in the register of granted and/or received hospitality; and
 - any costs incurred for transportation and/or lodging shall be paid by Endesa directly to the company and/or hotel establishment providing the service or, as the case may be, reimbursed to the (national, regional or local) Government institution to which the invited civil servant pertains, in those cases in which said institution has already paid said costs. The expenses shall in both cases be paid by bank transfer against the relevant invoice. Travel costs may under no circumstances be directly reimbursed to the invited civil servant.

No invitation to a business meeting, promotional event, seminar, etc. may be extended to a civil servant which would, considered on an individual basis, result in travel and/or lodging expenses in excess of standard courtesy practices. The following shall be taken into account when determining whether the invitation is in compliance with such practices: (i) monetary value of the invitation, considered on an individual basis; (ii) overall monetary value of the invitation, considered as a whole with all other invitations extended to the same civil servant during the calendar year, as the case may be; (iii) characteristics of the location and establishment where the invitation is extended; and (iv) identity of the civil servant receiving the invitation.

Invitations to business meetings, promotional events, seminars, etc. may under no circumstances be extended to family members, friends and/or other persons close to the civil servant.

For the purposes of this rule, business meetings, promotional events, seminars, etc. considered in line with standard courtesy practices include but are not limited to the following:

- business meetings held with the exclusive purpose of handling professional questions related to the provision of Endesa's services;

- seminars and events organized by Endesa addressing topics of interest to its business sector; and
 - promotional events and presentations of new products, services or facilities of Endesa, etc.
7. Speakers at the seminars, events, conventions, etc. organized by Endesa and who hold positions as civil servants shall, in line with standard courtesy practices, be compensated in accordance with the following standards:
- prior to payment of said compensation, written notice (by e-mail) shall be provided to the relevant General Manager, specifying the identity of the speaker, the amount of compensation, the name and content of the presentation, and a description of the event, seminar, etc.;
 - Endesa's Oversight Committee shall be provided written notice (by e-mail) of the identity of the speaker, the amount of compensation, the name and content of the presentation, and a description of the event, seminar, etc.; and
 - speakers at the seminars, events, conventions, etc. shall be compensated in all cases by bank transfer to the bank account of the speaker, who may not be paid in cash, in kind, or by means of check, promissory note or other similar means.

Under no circumstances may speakers at seminars, events or conventions organized by Endesa be compensated by payment to family members, friends or other persons close to the civil servant giving the presentation, including travel and lodging expenses.

For the purposes of this rule, seminars, events or conventions in line with standard practices shall mean those aimed exclusively at handling training, professional, legal, financial, business, social, etc. questions related to the corporate purpose, business sector or provision of services of Endesa.

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 Committee 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.

General Managers

General Managers shall ensure to be promptly informed by the Collaborators of their respective business units regarding any engagement with civil servants and government authorities, in accordance with the provisions hereof. The General Managers shall also verify that all hospitality and gifts provided by its collaborators to civil servants are in strict compliance with the principles laid out herein, in each case either authorizing or denying such hospitality and/or gifts. The General Managers shall also consult with Endesa's Oversight Committee regarding any doubts related to compliance with this Protocol.

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 content or application of Endesa's ethics and crime prevention rules or of 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.

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 relations with government authorities and, together with the remaining corporate governance protocols (Protocol on Accepting and Offering Gifts and Hospitality), forms part of the control scope of the company's Criminal Risk Prevention Model.