



**AUDIT AND COMPLIANCE
COMMITTEE REGULATIONS**

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TITLE I. NATURE, PURPOSE AND APPROVAL

Article 1. Purpose

The purpose of the Audit and Compliance Committee Regulations (hereinafter, the "Regulations") is to govern the duties, organization and operations of the Audit and Compliance Committee in accordance with law, the Bylaws and the Board of Directors Regulations.

Article 2. Interpretation

1. These Regulations are in addition and supplementary to those provisions of the Bylaws and of the Board of Directors Regulations that govern the Audit and Compliance Committee.
2. The Board of Directors shall be responsible for resolving any questions of interpretation or application hereof, in accordance with legal provisions, the Bylaws and the Board of Directors Regulations, as well as with the principles and recommendations included in corporate governance codes.

Article 3. Approval and Amendment

1. The Board of Directors may approve and make amendments to these Regulations in accordance with the requirements set forth in this Article.
2. The Audit and Compliance Committee may propose such amendments as it deems necessary or convenient based on the circumstances. For this purpose, the proposal shall be submitted with a justifying report presenting the reasons for and scope of the amendment.
3. Any amendment to the Regulations shall require a resolution adopted by the majority of the members of the Board of Directors.

TITLE II. AUDIT AND COMPLIANCE COMMITTEE COMPOSITION

Article 4. Number and Type of Directors on the Audit and Compliance Committee

The Audit and Compliance Committee shall comprise a minimum of three and a maximum of six Board members. The Committee shall be exclusively comprised of non-executive directors, the majority of which shall be independent directors.

Article 5. Appointment

The members of the Audit and Compliance Committee shall be appointed by the favorable vote of the majority of the Board of Directors.

The proposal and appointment of members to the Audit and Compliance Committee shall be carried out such that the members as a whole have accounting, auditing, financial, internal control and risk management expertise, as well as proper training in the areas of corporate governance and corporate social responsibility.

The members of the Audit and Compliance Committee shall collectively have the technical expertise necessary in relation to the electricity and gas industries in which the Company operates.

The Audit and Compliance Committee shall establish an induction program for its new members to ensure that all of them have a consistent baseline of knowledge about the Company and to promote the active participation of its members from the start.

The Audit and Compliance Committee shall also establish a permanent training plan for its members to ensure that members are updated regarding any developments related to accounting regulations, the electricity and/or gas industry, internal and external audits, risk management, internal controls and/or technological advancements relevant to the Company.

Article 6. Term of Office

The members of the Audit and Compliance Committee shall serve in their positions for a term of four years and may be reappointed for periods of the same duration.

The members of the Audit and Compliance Committee shall be removed from office when the period for which they were appointed has elapsed; if they no longer serve on the Board of Directors; and in all other applicable cases in accordance with law, the Bylaws, the Board of Directors Regulations and these Regulations.

TITLE III. AUDIT AND COMPLIANCE COMMITTEE OFFICERS

Article 7. Audit and Compliance Committee Chairman

The Chairman of the Audit and Compliance Committee shall be appointed from among the independent directors on the Committee by the favorable vote of the majority of the Board of Directors.

The proposal and appointment of the Chairman shall take into account his/her knowledge and experience in accounting, auditing or risk management.

The Chairman shall be replaced every four years but may be reappointed one year after removal thereof has lapsed.

In the Chairman's absence, the independent director with the most seniority on the Audit and Compliance Committee or, in such person's absence, the oldest independent director on the Committee, shall act as Chairman.

The Chairman shall be responsible for the effective operation of the Audit and Compliance Committee and, thus, shall: ensure that its members receive sufficient information duly in advance; organize the debate and promote active participation of the members during the Committee meetings, protecting their freedom to adopt positions and express their opinions.

Furthermore, the Chairman of the Audit and Compliance Committee shall serve as the spokesperson for the Committee at all meetings of the Board of Directors, General Shareholders' Meeting and any other interest groups. In particular, the Chairman of the Audit and Compliance Committee shall notify the Board of Directors of each meeting held, providing enough detail to enable the Board to fulfill its responsibilities.

Article 8. Audit and Compliance Committee Secretary

The Secretary of the Board of Directors shall serve as Secretary of the Audit and Compliance Committee and shall draw up all meeting minutes, reporting adopted resolutions to the Board of Directors. The minutes of the Audit and Compliance Committee shall be made available to all members of the Board of Directors.

Notwithstanding the duties attributed to the Secretary in the Board of Directors Regulations, the Secretary shall also support the Audit and Compliance Committee in all matters affecting said Committee, including but not limited to supporting the Chairman in the implementation of an annual work plan and in drawing up the agenda for each meeting; in drafting the Audit and Compliance Committee Report and the Related-Party Transactions Report; as well as in collecting and distributing documents relevant to the agenda.

TITLE IV. PROCEEDINGS AND MEETINGS

Article 9. Annual Work Plan

The Audit and Compliance Committee shall establish an annual work plan laying out specific objectives for each of the duties of the Committee as well as an annual meeting schedule, taking into account the time required for each of the Committee's duties and the meeting schedule of the Board of Directors.

Article 10. Meetings

The Audit and Compliance Committee shall meet in accordance with the annual meeting schedule, and as often as convened by its Chairman, when so resolved by the majority of its members or at the request of the Board of Directors or of the Coordinating Director, subject to a minimum of four meetings per year and at least one meeting to be held upon publication of annual or interim financial information.

The Secretary shall, following the instructions of the Committee Chairman, channel and provide all required information and documentation to the remaining members of the Committee sufficiently in advance to ensure that all members have enough time to analyze the information and documentation prior to each meeting.

Meeting notices for the Audit and Compliance Committee may be sent by mail, e-mail or any other means of distance communication to each of the Directors, together with a copy of the agenda, sufficiently in advance and, in any case, at least forty-eight hours before the date set for the relevant meeting.

The Chairman may, in urgent circumstances, call a meeting of the Audit and Compliance Committee using any of these means, as well as by telephone, without giving the required minimum prior notice. A majority of those in attendance shall confirm the existence of such urgent circumstances at the beginning of the meeting.

A meeting does not have to be called in advance if all of the members are present and unanimously agree to hold the meeting and to the agenda items.

Article 11. Agenda

The Chairman shall set the agenda for all meetings of the Audit and Compliance Committee, taking into account the agenda of the Board of Directors and the Committee's

annual work plan. Furthermore, the agenda shall, in all cases, include those items requested by the Board Chairman and by the Coordinating Director.

Article 12. Venue of Meetings

The Audit and Compliance Committee meetings will usually be held at the Company's registered office, but may also be held at such other location as may be determined by the Chairman and stated in the meeting notice.

The Audit and Compliance Committee may also meet in one or more locations simultaneously provided there is interactivity and intercommunication, in real time, by means of audiovisual or telephone systems, thereby guaranteeing simultaneity of developments. In such case, the meeting notice shall indicate the connection system and, as the case may be, the locations where the technical means necessary to attend and participate at the meeting are available. Resolutions shall be deemed to have been adopted in the place where the Chairman is located.

Article 13. Assembly, Proxies and Adoption of Resolutions

The Audit and Compliance Committee meetings shall be validly assembled when the majority of its members are in attendance, in person or by proxy.

Each member of the Audit and Compliance Committee may grant a proxy to another member, in writing and specifically for each meeting. No member may hold more than one proxy, with the exception of the Coordinating Director and the Chairman.

Resolutions must be passed by a majority vote of the directors attending the meeting. In the event of a tie, the Chairman or Acting Chairman shall have the casting vote.

Article 14. Attendance

The Chairman of the Audit and Compliance Committee, through the Secretary, may request that any member of the Board of Directors attend the Committee meetings as deemed convenient and in all cases at the meeting to be held upon publication of annual or interim financial information, the Committee meetings may also be attended by the internal auditor and, if a review report is issued, by the statutory auditor, for those agenda items in relation to which they were invited to attend. Any meetings held with the internal auditor or statutory auditor shall be held, at least in part, without the attendance of the Company's management so that any specific issues arising from the reviews performed may be discussed in private.

Notwithstanding the above, the Internal Audit Manager shall have effective direct access to the Audit and Compliance Committee.

The Chairman may also, through the Secretary, invite or require any executive or employee of the Group, as well as any member of a subsidiary company's management body that was appointed at the Company's proposal, to attend or appear at a meeting. These attendees shall provide assistance and access to information held thereby, provided no legal restrictions apply thereto.

TITLE V. RESPONSIBILITIES

The primary duty of the Audit and Compliance Committee is to advise the Board of Directors and to monitor and oversee the independence of the statutory auditor, the effectiveness of internal control and risk management mechanisms, and the processes for drafting and presenting financial and non-financial information, as well as to report to the Board of Directors on related-party transactions.

In any case, the Board of Directors may assign any additional responsibilities to the Audit and Compliance Committee that are not reserved to another body by virtue of law, the Bylaws or the Board of Directors Regulations.

Article 15. Statutory Auditing Responsibilities

1. Reporting to the General Shareholders' Meeting

The Audit and Compliance Committee shall report the audit findings to the General Shareholders' Meeting, explaining how the audit has contributed to the integrity of the financial information and about the involvement of the Committee in this process.

2. Appointment of External Auditor

The Audit and Compliance Committee shall refer proposals to the Board of Directors for the selection, appointment, reappointment and removal of the statutory auditor, taking responsibility for the selection process, in accordance with the provisions of applicable regulations, as well as for their terms of engagement. In this regard, the Audit and Compliance Committee shall:

- a) Submit a recommendation on the appointment of statutory auditors or audit firms to the Board of Directors.

These recommendations shall, except as regards renewal of an audit engagement, be justified and contain at least two proposed auditors. The Audit and Compliance Committee must indicate which auditor is preferred and justify its opinion.

The Audit and Compliance Committee shall state in its recommendation that the auditor is free from third party influences and not subject to any provision that would limit appointment of the auditor by the General Shareholders' Meeting.

Except as regards renewal of an audit engagement, the Audit and Compliance Committee's recommendation shall be prepared following a selection process organized by the Company, and implemented by the Audit and Compliance Committee, in accordance with the criteria established in the regulations in force from time to time.

- b) Encourage the Group's External Auditor to accept responsibility for auditing of all of the companies within the group.
- c) Ensure that compensation of the External Auditor for work completed does not compromise its quality or independence and verify limits on the concentration of the Auditor's business.

- d) Monitor compliance with the audit agreement, regularly receiving information from the External Auditor on the audit plan and on the results of its implementation as well as on any other topics related to the account auditing process.
 - e) Verify that the Company reports any change in External Auditor to the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores - CNMV*), including a statement on any potential conflicts with the outgoing auditor and, if any, the content thereof.
 - f) In the event the External Auditor resigns, the Committee shall examine the circumstances leading thereto.
3. Engagement of the External Auditor to provide non-Audit services:
- a) The Audit and Compliance Committee shall, after assessing both threats to independence and the safeguard measures applied by the auditor, authorize the engagement of the External Auditor to provide non-Audit services not classified as prohibited services under applicable law to the Company, its parent company or its controlled companies.
 - b) The Audit and Compliance Committee shall approve a policy for engaging the External Auditor to provide non-Audit services.

4. Independence of the External Auditor:

The Audit and Compliance Committee shall assess and monitor the independence and objectivity of the External Auditor, building the necessary relationship therewith in order to obtain information on any issues that could pose a threat to the External Auditor's independence.

In this regard, the Audit and Compliance Committee shall:

- a) Receive an annual statement from the External Auditors on their independence in relation to the company or any of its directly or indirectly related entities. This report shall include detailed and itemized information on additional services of any nature that were provided together with the applicable fees received from such entities by either the External Auditor or other persons or entities related thereto, in accordance with the applicable regulations governing statutory auditing.
- b) Issue an annual report, prior to publication of the auditors' report, expressing an opinion on whether the independence of the statutory auditors or audit firms has been compromised. This report shall, in any case, include a justified assessment of each of the additional services referred to in the preceding paragraph, accounted for both on a stand-alone and collective basis, which were provided apart from the legal auditing and in relation to independence requirements or regulations governing statutory audit activities.
- c) Gather from the Administration, Finance and Control Department, the Internal Auditing Department and the statutory auditor any information which may be relevant to the independence of said statutory auditor.

The provisions set forth herein above shall be interpreted notwithstanding any statutory audit regulations.

5. Review of audit work:

Once the audit has been completed, the external auditor shall submit the additional report to the Audit and Compliance Committee detailing the results of the audit carried out (Article 11 of Regulation (EU) No. 537/2014, of April 16), and the Committee shall review, with the external auditor, all significant findings identified during the audit, and the contents of the audit report and the additional report to the Committee.

6. Final assessment of the performance of the External Auditor:

In order to meet all of its oversight duties, the Audit and Compliance Committee shall complete a final assessment of the auditor's performance, addressing its contribution to the quality of the audit and the comprehensiveness of the financial information.

If based on this assessment of the auditor the Audit and Compliance Committee has unresolved concerns regarding the quality of the audit, the Committee shall consider notifying the Board of Directors and, if appropriate, shall notify such circumstance to the relevant oversight bodies.

Article 16. Responsibilities Regarding the Drafting of Economic/Financial and Non-Financial Information

1. To monitor the preparation and presentation of all required financial information on the Company and, as the case may be, the Group, as well as to submit recommendations or proposals to the Board of Directors with a view to safeguarding the integrity thereof.
2. To review, analyze and discuss on an on-going basis the financial statements and other non-financial information related to the management, internal audit, external auditor or, as the case may be, audit firm, as applicable.
3. To assess, taking into account the different available sources of information, whether the Company has properly applied all accounting policies and used its own judgment to reach its own conclusions.
4. To report to the Board of Directors on the accuracy, integrity and reliability of the financial information which the Company, in its condition as a listed company, is legally required to periodically make public, namely:
 - a) an annual financial report including the annual financial statements and management reports both for the Company and its consolidated Group, reviewed by the auditor;
 - b) a semi-annual financial report for the first six months of each fiscal year, including the Summary Annual Financial Statements and the Company and consolidated Group Interim Management Reports; and

- c) interim statements on the first and third quarters of each fiscal year, explaining all significant events and transactions carried out as from the beginning of the fiscal year up to the end of the relevant quarter, and including also a general statement on the financial position and profits of the Company and its Consolidated Group.
5. To monitor the effectiveness of internal controls on financial information of the Company, which should include receiving reports from the internal control and internal audit managers, and determining the trustworthiness and reliability of the system, reporting such conclusions to the Board of Directors, as well as to discuss with the External Auditor any significant weaknesses in the internal control system detected during the audit. For such purpose, as the case may be, the Audit and Compliance Committee may submit recommendations or proposals to the Board of Directors, including the periods established for compliance therewith.
6. To review and ensure that all financial information published on the Company's website remains up to date and matches the information drawn up by the Company's directors and published, as the case may be and as so required, on the website of the CNMV.

Article 17. Corporate Governance Responsibilities

The Audit and Compliance Committee shall have, *inter alia*, the following duties:

1. To notify the General Shareholders' Meeting of any issues arising in relation to matters within the scope of responsibility of the Audit and Compliance Committee.
2. To submit to the Board of Directors the Corporate Governance Policy for the Company and its Group, including any amendments thereto, as well as any other Internal Corporate Governance Policies and Regulations of the Company that are included in Endesa's Corporate Governance System.
3. To monitor compliance with the Company's corporate governance rules and to regularly assess whether the corporate governance system is appropriate with a view to ensuring that its objective of promoting corporate interests is met and taking into account, as applicable, the legitimate interests of the remaining interest groups.
4. To submit a corporate governance report to the Board of Directors for approval and publication, on an annual basis, in accordance with applicable legal provisions and regulations.
5. To report the results of the annual assessment of the Audit and Compliance Committee to the Board of Directors.
6. To submit the Audit and Compliance Committee Report to the Board of Directors for approval and publication, on an annual basis.
7. To assess Endesa's compliance with recommendations from the Corporate Governance Code for Listed Companies.

8. To monitor the communications strategy and relationships with shareholders and investors, including small and medium shareholders, as well as to monitor the processes for engaging with different interest groups.
9. To receive information on structural and corporate transactions of strategic interest which the Company intends to perform in order to analyze such transactions and report to the Board of Directors regarding the financial terms, alignment with corporate interests and accounting impact thereof.

Any other actions which may be necessary to promote proper corporate governance and ensure transparency of all of the Company's actions related to the economic and financial areas, as well as of all external audits, compliance actions, internal audits and prevention of criminal risks.

Article 18. Responsibilities Regarding the Internal Control and Risk Management Systems

The Audit and Compliance Committee shall have, *inter alia*, the following duties:

1. To submit the risk control and management policy, including tax risks, as well as any amendments thereto, to the Board of Directors for approval, ensuring that, at a minimum, the following aspects are addressed:
 - a) The different types of financial and non-financial risks (including but not limited to operating, technological, legal, social, environmental, political and reputational) faced by the Company, including as financial and economic risks any contingent liabilities and other off-balance sheet risks.
 - b) An established risk level deemed acceptable by the Company.
 - c) The measures intended to mitigate the impact of the risks identified, in the event that they materialize.
 - d) The internal control and reporting systems that will be used to control and manage the aforementioned risks, including contingent liabilities and off-balance sheet risks.
2. To monitor the effectiveness of the internal controls and risk management system. For such purpose, Endesa's Risk Committee, an internal body responsible for the Risk Control and Management Policy, shall report directly to the Audit and Compliance Committee. In this regard:
 - a) Throughout the year, the Committee shall monitor all significant risks, including financial and non-financial risks, and shall identify any new emerging risks, including those arising from technological, environmental, social or regulatory changes, as well as any reputational risks or the existing whistle-blowing mechanisms. For this purpose, the Committee shall:

- ✓ Receive quarterly reports from management on the internal control and risk management systems.
 - ✓ Submit to the Board of Directors an annual assessment of the most significant financial and non-financial risks, including the level of tolerance established for each such risk, and shall report on exposure levels and the effectiveness and operation of the risk management and control system in accordance with the provisions of the policy approved by the Board in such regard.
- b) The Committee shall promote a culture where risk is considered as a factor in all decisions and at all levels of the organization.
- c) The Audit and Compliance Committee shall select an external independent expert to regularly assess performance of the internal control and risk management function.

Article 19. Responsibilities Regarding Related-Party Transactions

The Audit and Compliance Committee shall establish demanding and transparent processes that ensure transactions carried out by the Company or its Group with Directors or significant shareholders, or with any parties related thereto, are in the best interests of the Company and strictly comply with applicable law.

In this regard, the Audit and Compliance Committee shall:

1. Propose Regulations governing the Company's related-party transactions and any amendments thereto to the Board of Directors.
2. Report to the Board of Directors on any transactions carried out by the Company and its Group companies with directors and significant shareholders, or with any parties related thereto, under the terms provided under the regulations in force.

The Audit and Compliance Committee may, as it deems necessary, use external advisors to prepare said report.

3. Draft an annual report on related-party transactions performed by the Company during the relevant fiscal year.

Article 20. Internal Audit Responsibilities

1. The Audit and Compliance Committee shall directly oversee the Internal Audit Department, which shall report hierarchically to the Board of Directors and, functionally, to the Committee Chairman and, in accordance with the International Standards for Professional Practice for Internal Audits, shall also have a direct reporting line to the Managing Director. These oversight and functional reporting responsibilities are implemented, *inter alia*, through the following duties:
 - a) To ensure the independence and effectiveness of the internal audit function and, in this regard, to assess, on annual basis, the operation of the Internal Audit function and performance of its manager.

The Committee shall establish the procedure for such annual assessments, which shall focus on those areas referred to in paragraphs c, d, e, f and g, *infra*, and

which shall involve obtaining the opinion of the Executive Directors.

As regards assessment of the Internal Audit function, the Committee shall ensure that the Internal Audit Manager develops and maintains a Quality Assurance and Improvement Program to cover all aspects of its activities, and which shall include an independent assessment to be completed by an external party at least every three years, in accordance with the International Standards for Professional Practice published by the Institute of Internal Auditors and approved by the Audit and Compliance Committee.

As regards assessment of the performance of the Internal Audit Manager, the Audit and Compliance Committee shall monitor the calculation of said Manager's variable compensation, thus preventing the targets for the area from compromising the Manager's objectivity and independence. This assessment shall include a determination of whether the targets and criteria established for the purposes of variable compensation of the Internal Audit Manager have been met, with the involvement of the Audit and Compliance Committee. The conclusions of this assessment shall be reported to the Internal Audit Manager and shall be taken into account by the Board of Directors when calculating the final annual variable compensation of said Manager. The Board of Directors establishes the compensation policies applicable to the Internal Audit Manager, as a manager reporting directly to the Board.

- b) As applicable, to propose to the Board of Directors the selection, appointment, reappointment or removal of the person responsible for internal auditing services, as the case may be, following a report from the Appointments and Compensation Committee; In order to ensure the independence thereof, the internal auditor shall not be dismissed without a prior proposal from the Chairman of the Audit and Compliance Committee.

The Audit and Compliance Committee shall require the Internal Audit Manager to draft a succession plan, which shall be regularly updated;

- c) To approve the budget for such services in order to ensure it meets the real needs of the Company;
- d) To approve its direction, work plans and duties, ensuring that its activity is primarily focused on relevant risks for the Company;
- e) To receive regular information on its activities and, in any case, receive a final report for each fiscal year; and to verify that Senior Management takes the conclusions and recommendations of its reports into account.
- f) To ensure that employees have the appropriate background and are able to objectively and independently perform their work, in relation to which the

requirements set forth in the Standards for Professional Practice of the Institute of Internal Auditors and the recommendations of the Corporate Governance Code for Listed Companies shall serve as a reference.

- g) To monitor the annual internal audit plan, verifying that said plan has taken all key risks into account, including financial and non-financial risks of the business, and that said plan identifies and clearly lays out its responsibilities as relates to proper coordination of other assurance functions, including those of the risk management and control, regulatory compliance and external audit units.
2. To create and monitor a mechanism that allows employees and interest groups to communicate –confidentially and, if deemed appropriate, anonymously– any potentially significant irregularities, in particular financial and accounting concerns, as related to the Company's ethics and crime prevention regulations which are detected within the Company, as well as to regularly receive information on the operation thereof.

Article 21. Responsibilities Regarding Tax Matters

The Company's tax manager shall report to the Audit and Compliance Committee on the most relevant tax issues, at least twice per year, and shall also report on compliance with the Spanish Code of Good Tax Practices, to which both ENDESA and its subsidiaries are signatories.

The Audit and Compliance Committee shall, *inter alia*, submit the following to the Board of Directors for decision or approval:

- a) Tax strategy and any changes thereto.
- b) Transactions posing particular tax risks, unless the General Shareholders' Meeting is responsible for such approval. The General Manager of Administration, Finance and Control shall determine which transactions should be considered as such in accordance with the Company's Tax Control Framework.
- c) The creation or acquisition of shares in special purpose vehicles or companies incorporated in foreign countries or territories which are classified as tax havens.

The Audit and Compliance Committee shall report to the Board of Directors on the most relevant tax issues as well as on compliance with the provisions of the Code of Good Tax Practices.

Article 22. Regulatory Compliance Responsibilities

The Audit and Compliance Committee shall have, *inter alia*, the following duties:

1. As regards criminal risk prevention:
 - a) To propose the approval or amendment of the Criminal Risk Prevention Model to the Board of Directors and to monitor performance of and compliance with said model.

- b) To appoint and remove members of the Oversight Committee for the Criminal Risk Prevention Model, as well as to approve any regulations or amendments thereto.
2. To implement, through the Secretary General, in coordination with other departments of the Group, and notwithstanding the responsibilities of the Internal Audit unit, global systems or models for regulatory compliance management. For such purpose, the Audit and Compliance Committee may appoint a person responsible for regulatory compliance within the Group.
3. To propose the approval or amendment of Endesa's ethics regulations to the Board of Directors and to monitor compliance therewith.

Article 23. Responsibilities Regarding Corporate Social Responsibility and Sustainability

The Audit and Compliance Committee shall have, *inter alia*, the following duties:

1. To coordinate the process for reporting non-financial and diversity information in accordance with the applicable regulations and international benchmarks.
2. To report the Company's Corporate Social Responsibility Plan and Policy and any amendments thereto to the Board of Directors for approval, ensuring that these are aimed at creating value, and annually follow up on the corporate social responsibility strategy and practices, as well as to assess compliance therewith.

TITLE VI. AUDIT AND COMPLIANCE COMMITTEE POWERS AND MEMBER DUTIES

Article 24. Powers and Advising

The Audit and Compliance Committee may, as it deems convenient for the performance of its duties and at the expense of the Company, seek independent external advice, including legal, strategic, accounting or any other type of advice, in relation to which the Committee shall have sufficient economic resources to carry out this duty.

The members of the Audit and Compliance Committee, as required to perform their duties, shall have access to all of the Company's services and shall have a duty to request, and the right to receive, all information from the Company which may be appropriate or necessary in order to perform their duties, all through the Secretary of the Audit and Compliance Committee.

Article 25. Duties of the Audit and Compliance Committee Members

1. The members of the Audit and Compliance Committee shall attend the Committee meetings and actively participate in deliberations thereof with a view to contributing effectively to the decision making process. If a member is unable, for just cause, to attend a meeting to which it has been called, said member shall provide instructions

to the member of the Audit and Compliance Committee representing him/her, as the case may be.

2. The members of the Audit and Compliance Committee shall be subject to the duties of diligence, loyalty and confidentiality provided for in the Board of Directors Regulations.

Article 26. Conflicts of Interest

The members of the Audit and Compliance Committee shall abstain from deliberating and voting on resolutions or decisions regarding which they and/or a related person has a direct or indirect conflict of interest.

Article 27. Assessment

The Audit and Compliance Committee shall, as part of the annual assessment of the Board, assess its own performance in order to strengthen its operations and better plan for the following fiscal year. The opinion of the remaining directors shall be requested for such purpose and, if deemed appropriate, the Committee may also be assisted by an external advisor. Regardless of the procedures selected, the Board shall be notified regarding the areas assessed and the results of the assessment, which shall be taken into account as part of the annual assessment of the Board.