

## **ENDESA, Sociedad Anónima**

### **Extraordinary General Shareholders' Meeting**

The Board of Directors of ENDESA, S.A. ("Endesa" or the "Company"), on October 14, has resolved to call a Extraordinary General Shareholders' Meeting to be held in Madrid, at Endesa's corporate headquarters, located at Calle Ribera del Loira, 60 on November 17, 2022, at 12 pm with a single call and the following

### **AGENDA**

#### *RELATED-PARTY TRANSACTIONS*

1. Examination and approval, at the proposal of the Board of Directors and following a report from the Audit and Compliance Committee, of the following related-party transactions, in accordance with articles 529 duovicies and 529 tervicies of the Corporate Enterprises Act:
  - 1.1. Renewal of the joint management agreement for LNG carriers and of the liquefied natural gas (LNG) supply contracts of US origin between, between Endesa Energía, S.A.U. and Enel Global Trading, S.p.A. by 2023 and extension during 2022.
  - 1.2. Sale of liquefied natural gas (LNG) between Enel Global Trading, S.p.A and Endesa Energía, S.A.U.
  - 1.3. Acquisition of two LNG carriers from Enel Generación Chile, S.A. by Endesa Energía, S.A.U.
  - 1.4. Formalisation of financial transactions, in the form of a line of credit and guarantees, between Enel, S.p.A and companies in its group and Endesa, S.A. and companies in its group.
  - 1.5. Renewal of the provision of the wind turbine vibration analysis service by Enel Green Power España.

#### *DELEGATION OF POWERS*

2. Delegation of powers to the Board of Directors to enforce and develop the resolutions adopted by the Meeting.

This English-language version has been translated from the original issued in Spanish by the entity itself and under its sole responsibility, and is not considered official or regulated financial information. In the event of discrepancy, the Spanish-language version prevails.

## **RECOMMENDATION IN RELATION TO REMOTE PARTICIPATION AT THE GENERAL SHAREHOLDERS' MEETING**

The physical attendance of shareholders (or their representatives) to the General Shareholders' Meeting may be hindered or restricted by the measures in force on the date of the meeting to protect the general interest and health of shareholders, employees and other participants in the preparation and holding of the General Shareholders' Meeting. To this end, and to foster the sustainability of the event, Endesa's Board of Directors recommends remote attendance, voting or delegating representation by remote forms of communication of attending online.

In any case, any shareholders or representatives who, despite the recommendation to attend remotely, would like to attend the General Shareholders' Meeting in person, they should bear in mind that to access the Meeting, to be held at Endesa's company headquarters, they will need to comply with the security protocol published on the website ([www.endesa.com](http://www.endesa.com)); this protocol may be subject to amendment up until the day on which the General Shareholders' Meeting is held, in line with the measures in force on the date of the meeting.

### **Presentation of proposed resolutions**

Pursuant to Article 519.3 of the Capital Companies Law, shareholders representing at least three percent of the share capital may present justified proposed resolutions on topics which are or which may be included on the Agenda for the Meeting. This right must be exercised through attestable notice, which must be received at the registered offices of the Company, located at Calle Ribera del Loira, 60, 28042-Madrid, FAO the Secretary to the Board of Directors, within five days following publication of the official meeting notice.

### **Involvement of the Notary Public at the Meeting and members of the Panel**

The minutes of the Meeting shall be drawn up by a Notary Public of the Official Association of Notaries of Madrid, as requested to this end by the Board of Directors.

The Notary Public, members of the Board of Directors and Secretary of the Meeting may attend the meeting in person or online, via conference call or video conference.

### **Right of attendance and representation**

Shareholders whose shares are registered in the appropriate book-entry ledger five days before the Meeting is held shall be entitled to attend the Meeting remotely, pursuant to the requirements detailed below.

To attend the Meeting in person, shareholders must have at least one hundred shares, and these shares must be registered in the appropriate book-entry ledger five days before the Meeting is held. They must also be in possession of the corresponding attendance card. Attendance cards shall be issued through the institutions that carry the accounting records and shall be used by shareholders as the document for granting their proxy for the General Meeting in question. The foregoing shall be construed notwithstanding the certificates of standing issued in accordance with the entries of the accounting record by the relevant responsible or member entity.

Shareholders who own fewer shares may vote remotely or may delegate their proxy to any shareholder with the right to attend, as well as form groups with other shareholders in identical

circumstances to obtain the required number of shares, with the grouped shareholders conferring their representation to one shareholder within the group. Such group shall be formed specifically for each General Shareholders' Meeting and shall be evidenced in writing.

All shareholders who have the right of attendance may appoint a proxy to attend the General Meeting on their behalf, pursuant to the provisions of the Law, the Corporate Bylaws and the General Shareholders' Meeting Regulations.

For delegations of votes made to the Company or granted in favor of its directors or the Secretary to the Board of Directors, the following rules shall apply, unless otherwise indicated by the represented shareholder:

1. Unless the shareholder delegating their votes indicates otherwise, it shall be understood that they have granted specific instructions to the representative to vote in favor of the proposals made by the Board of Directors in relation to the items on the agenda. When voting on matters not included in the agenda, the representative shall vote in the way that he/she believes best protects the interests of the represented shareholder.

If shareholders who represent at least three percent of the share capital exercise the right to present justified proposed resolutions on topics which are or which may be included on the agenda for the meeting called, the Company shall immediately publish said supplemental agenda items and new proposed resolutions, issuing a new form of attendance, proxy and distance voting card incorporating all required amendments to ensure that said new agenda items and alternative proposed resolutions may be voted on under the same terms as proposals made by the Board of Directors.

2. If no representative is appointed, it shall be understood that the rights are granted to the Chairman of the Board.
3. If the representative appointed is legally considered as being affected by a conflict of interests when voting on any of the proposed resolutions, included on the agenda or not, that are submitted to the General Shareholders' Meeting, and no specific voting instructions have been indicated or when such instructions have been given and said party prefers not to exercise the proxy in relation to the items affected by the conflict, the representation shall be understood as having been granted, unless otherwise indicated by the represented shareholder, to the Chairman of the General Shareholders' Meeting and, should he/she be affected by a conflict of interests, to the Secretary of the General Shareholders' Meeting; if he/she is also affected by a conflict of interests, then to the person designated by the Board of Directors.
4. Furthermore, the proxy shall extend to all matters that may not be included in the agenda but that may be subject to a vote at the General Shareholders' Meeting. In this case, and unless otherwise indicated by the represented shareholder, the representative shall vote in the way that he/she believes best protects the interests of the represented shareholder. Directors may be affected by a conflict of interest if a claim for liability against is filed against them or if their dismissal is proposed.

### **Right of information**

All texts and documentation pertaining to the Extraordinary General Shareholders' Meeting can be consulted and obtained on the company's website [www.endesa.com](http://www.endesa.com), including an accessible format for persons with a visual impairment.

Furthermore, pursuant to the provisions of the Capital Companies Law, shareholders have the right to examine and obtain from the company's headquarters (after showing their attendance card, from the publication date of the meeting notice, from Monday through Thursday from 9 am to 2 pm and 4 pm to 6 pm, and Fridays from 9 am to 2 pm, until the day prior to the

meeting) or ask that the Company provide or send a copy of the documents listed below, immediately and free of charge. However, to protect the health of shareholders and promote sustainability, we recommend that shareholders ask for this documentation via email from [juntaaccionistas@endesa.es](mailto:juntaaccionistas@endesa.es):

1. Proposed resolutions
2. Report by the Audit and Compliance Committee on the proposed related-party transactions for approval by the Board of Directors under items 1.1, 1.2, 1.3, 1.4, and 1.5 of the agenda.
3. Attendance Card, Delegation and Remote Voting Template.
4. Rules in relation to voting, remote delegation and online voting

Pursuant to Articles 197 and 520 of the Capital Companies Law and Article 9 of the General Shareholders' Meeting Regulations, from the publication of the call of the General Shareholders' Meeting until the fifth day prior to it being held at the first call, inclusive, shareholders may ask for information or clarifications in writing that they consider appropriate or formulate questions that they deem appropriate about the matters included in the meeting agenda or clarifications about the information accessible to the public provided by the Company to the Spanish Securities Market Commission since the last General Shareholders' Meeting and about the auditor's report.

Requests for information shall comply with the rules set out in Article 9.3 of the General Shareholders' Meeting Regulations and may be made by delivering the request to the company's headquarters or by sending it to the Company by post to: ENDESA, S.A. (JUNTA GENERAL EXTRAORDINARIA DE ACCIONISTAS - SECRETARÍA DEL CONSEJO DE ADMINISTRACIÓN), CALLE RIBERA DEL LOIRA, Nº 60, 28042-MADRID or electronically via the company's website ([www.endesa.com](http://www.endesa.com)), accessing the "Shareholder's right of information" section in the space dedicated to the Extraordinary General Shareholders' Meeting.

Requests shall be accepted when the electronic document asking for the information features the accredited digital signature of the requester or another type of digital signature that, by means of a resolution adopted to this end, the Board of Directors considers as offering an adequate guarantee of authenticity and identification of the shareholder exercising their right to information. The shareholder shall be responsible for demonstrating that the request was sent to the Company in due time and form.

Furthermore, during the meeting, questions may be raised or clarifications requested about the matters addressed, pursuant to the provisions of the "Remote attendance rules".

## **RULES IN RELATION TO VOTING AND REMOTE DELEGATION**

Endesa shareholders with a right to attend and vote may (i) effect their vote in relation to the items on the agenda of the Extraordinary General Shareholders' Meeting, or (ii) designate a proxy, via remote means of communication and prior to the meeting, under the terms provided for below and as indicated in the Capital Companies Law, in Article 26, 26 bis and 30 of the Corporate Bylaws and in Articles 10bis and 21 of the General Shareholders' Meeting Regulations:

### **(i) Voting or delegating via the Company's website ([www.endesa.com](http://www.endesa.com)):**

To vote remotely or appoint a proxy electronically before the Company, Endesa's shareholders must do so on the company's website ([www.endesa.com](http://www.endesa.com)), accessing the

"Remote voting and delegation" section in the space dedicated to the Extraordinary General Shareholders' Meeting.

Pursuant to the provisions of the Bylaws and the General Shareholders' Meeting Regulations, the mechanism for voting electronically shall have the necessary guarantees of authenticity and identification of the shareholder exercising the right to vote. The guarantees that, pursuant to the provisions of Article 21 of the General Shareholders' Meeting Regulations, the Board of Directors consider appropriate for ensuring the authenticity and identification of the shareholder exercising their right to vote or appoint a proxy, are the accredited digital signature and the advanced digital signature, under the terms provided for in Regulation (EU) No 910/2014 of the European Parliament and of the Council of July 23, 2014, provided that they are based on a recognized electronic certificate that has not been revoked, issued by the Spanish Public Certification Authority (CERES), which forms part of the Spanish Mint or issued by CAMERFIRMA.

Shareholders who have a digital signature that satisfies these requirements and use it for the purposes of identification, as well as shareholders who have an electronic Identity Document (DNIe), may issue their vote or appoint a proxy electronically on the company's website ([www.endesa.com](http://www.endesa.com)), following the procedure established there.

Shareholders appointing a proxy electronically shall be required to inform the proxy in question of their appointment. When the proxy is granted to a Director or to the Secretary to the Board of Directors at Endesa, this communication shall be understood as having been made upon receipt by Endesa of said electronic delegation.

When the proxy is granted to another representative or shareholder who holds at least one hundred shares, said proxy may attend the General Shareholders' Meeting in person, accrediting their identity in the form of their Identity Card (DNI) or passport with a view to allowing the Company to verify this proxy, accompanied by a printed copy of the electronic proxy/ies in question.

**(ii) Voting or delegating by sending the Attendance, Delegation and Remote Voting Card by post or by delivering it to a participating entity of IBERCLEAR:**

To vote remotely or appoint a proxy by post, shareholders must fill in and sign the corresponding section in the Attendance, Delegation and Remote Voting card issued on paper by the IBERCLEAR participating entity with which their shares are deposited.

Once the corresponding section of the Attendance, Delegation and Remote Voting Card has been filled in and signed, the shareholder may:

1. Send it via post to: ENDESA, S.A. (JUNTA GENERAL EXTRAORDINARIA DE ACCIONISTAS), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. Deliver it to the IBERCLEAR participating entity with which his/her shares are deposited.

If the attendance card issued by the IBERCLEAR participating entity does not include a section dedicated to "Remote Voting by Post", the shareholder wanting to vote remotely shall download and print the Remote Voting Card from the Endesa website ([www.endesa.com](http://www.endesa.com)), filling it in and signing it with the attendance card issued by the IBERCLEAR participating entity.

Once both cards are filled in and signed, the shareholder may send them via post or deliver them to the participating entity as indicated above.

**(iii) Formalities in relation to online representation:**

All proxies designated may attend online. To this end, the proxy appointed by the shareholder shall send the information and documentation indicated below via **email** to [juntaaccionistas@endesa.es](mailto:juntaaccionistas@endesa.es), between midnight on October 25, 2022 and noon on November 16, 2022:

- Name and surname, with a scanned copy of the represented shareholder's ID Card.
- Scanned copy of the attendance card, duly filled in and signed.
- Name and surname, with a scanned copy of the proxy's ID Card.

Furthermore, to attend the meeting remotely, the appointed proxies shall follow the instructions set out in the section below on attending remotely.

### **REMOTE ATTENDANCE RULES**

The day prior to the online connection, shareholders intending on attending the General Shareholders' Meeting online will be required to pre-register via the computer app available on the corporate website, accessing the "Remote attendance" section of the space dedicated to the Extraordinary General Shareholders' Meeting, between midnight on October 25, 2022 and noon on November 16, 2022. Proxies who intend on attending remotely will be required to pre-register during the same period, via email, which shall be sent as indicated in section (iii) above. During this period, shareholders and proxies may send any interventions or proposed resolutions that, pursuant to the Capital Companies Law, they intend on making. Pre-registration shall be an essential prerequisite for shareholders and proxies to connect to and participate in the meeting online.

Following pre-registration, on the day of the meeting, November 17, 2022, shareholders and proxies who wish to participate in the meeting, which will begin at noon, must connect or register between 10 am and 11.30 am to be considered attending shareholders and be included in the list of attendees. Shareholders or proxies connecting after the deadline will not be considered as being in attendance. Furthermore, as regards interventions and proposed resolutions that, pursuant to the Capital Companies Law, those attending the meeting online intend on raising, and that have not been submitted as part of the pre-registration period, these must be sent to the Company in writing, in the manner established in the app on the Company's website, between 10 am and 11.30 am on November 17, 2022.

If a shareholder or proxy sends valid interventions and/or proposed resolutions during the pre-registration period and registration, the most recent one received by the Company during registration or connection on the day of the meeting shall prevail.

Shareholders and proxies who attend the meeting online may vote using the app on the Company's website.

For any matters not expressly addressed in this call, shareholders attending the meeting online shall be subject to the same rules as regards voting and adopting resolutions as indicated in the General Shareholders' Meeting Regulations for attending the meeting in person.

## **BASIC RULES AND RULES OF PREFERENCE BETWEEN DELEGATION, REMOTE VOTING AND VOTING IN PERSON OR ONLINE AT THE MEETING**

### **1 Period for submission of delegations and remote votes to the Company before the meeting is held**

To be considered valid and pursuant to the provisions of the General Shareholders' Meeting Regulations, both remote delegations and remote votes (whether electronic or by post) must be received by the Company before noon on November 16, 2022. Otherwise, the delegation shall not be considered as having been granted and the vote as not having been issued, unless its subsequent receipt (before the Extraordinary General Shareholders' Meeting is held) allows for the corresponding checks and calculations to be performed as part of the preparation and holding of the meeting.

### **2 Preferential rules between delegation, remote voting, attending in person and attending the meeting online**

#### **2.1 Priorities in relation to delegation, voting, remote and attending in person or online**

Should a shareholder who had previously delegated or voted remotely attend the Extraordinary General Shareholders' Meeting in person or remotely, said delegation or vote shall be rendered null and void. Attending in person shall render online attendance null and void.

Voting by any means employed for issuing votes shall render any online delegation or delegation via printed attendance card and void; in such cases, the vote shall be considered revoked or shall be considered as not having been issued.

#### **2.2 Priorities between delegations**

If a shareholder performs multiple valid delegations, the most recent delegation received by the Company shall be considered valid.

#### **2.3 Priorities in relation to remote voting prior to the meeting**

If a shareholder issues multiple valid votes remotely, the most recent vote received by the Company shall be considered valid.

#### **2.4 Votes cast remotely prior to or during the meeting**

Any shareholder who wishes to vote remotely (electronically or by post) shall be required to indicate their vote for each of the items included on the agenda. If, in relation to any agenda item, he/she fails to indicate their vote, it shall be considered that the vote is in favor of the proposals made by the Board of Directors in relation to the items included on the agenda.

#### **2.5 Other provisions**

When using electronic means, before the meeting is held, only one electronic activity per type of task (one vote and one delegation) will be permitted.

Both remote proxies and votes issued prior to the meeting shall be considered null and void in case of the disposal of shares that grant the right of attendance which comes to the Company's attention.

### **3 Special rules**

Corporate shareholders and shareholders from abroad must consult the option, as applicable, of adapting, with the necessary guarantees, the remote voting and delegation mechanisms to their specific circumstances by calling the **Shareholder Assistance Line at 900 666 900**.

Furthermore, corporate shareholders must inform the Company of any change or removal of powers held by their representative; to this end, Endesa shall be held harmless of any liability until this notification is made.

Any of the joint holders of a share deposit may vote, delegate or attend meetings online; they shall be subject to the rules of preference established in section 2. For the purposes of Article 126 of the Capital Companies Law, it is presumed that the joint holder that, at any given times, performs an action (delegation, vote or attendance in person or online) is appointed by the other joint owners to exercise the shareholder rights. In these cases, the attendee shall be considered as the holder who is the first to register (whether in person or remotely). In relation to and for the purposes of Article 126 of the Capital Companies Law, it is presumed that the joint holder who registers first (in person or remotely) is appointed by the other joint owners to exercise the shareholder rights.

#### **TECHNICAL INCIDENTS**

Endesa reserves the right to amend, suspend, cancel or restrict remote attendance, vote and electronic proxy mechanisms when technical or security reasons so require, notwithstanding the adoption of the measures required in each, including the temporary or extended adjournment of the meeting, when necessary to guarantee the full exercise of shareholder or proxy rights.

Endesa shall not be held responsible for any damages that may be incurred by the shareholder as a result of malfunctions, surcharges, outages, connection faults, email service malfunctions or any other similar circumstance beyond Endesa's control, that prevent the use of remote voting and proxy mechanisms.

The shareholder is solely responsible for safekeeping their digital signature for participating in the meeting.

#### **ELECTRONIC SHAREHOLDER FORUM**

Pursuant to the regulations in force, an Electronic Shareholders' Forum has been set up on the Company's website ([www.endesa.com](http://www.endesa.com)), the use of which shall comply with the provisions of the Law and the operating rules and guarantees established by the Company. The Forum may be accessed by the duly legitimized shareholders and shareholders' associations.

#### **PERSONAL DATA PROCESSING**

The personal data sent by shareholders to exercise or represent their attendance and voting rights at the meeting, or those submitted by banks and securities companies and agencies with which said shareholders have deposited their shares, through the entity legally enabled to carry the registry of notes (IBERCLEAR) shall be processed by the Company, as the data controller, with a view to managing the call and holding of the Shareholders' Meeting. The foregoing shall be pursuant to the legal obligations.

The General Shareholders' Meeting is due to be recorded and may be made available to the public, in full or in part, on the corporate website and accredited media outlets. In turn, it is expected that, during the General Shareholders' Meeting, the name, surname and number of shares of participating shareholders may be disclosed. The Company's legitimate interest serves as the basis for the recording and broadcast of the image or voice of participants at the General Shareholders' Meeting, as well as the public disclosure of certain personal details pertaining to shareholders who ask questions, as well as compliance with the general rules and principles of transparency in relation to good corporate governance.

If, on the remote voting or proxy card, the shareholder includes personal data corresponding to another natural person, the shareholder shall inform them of the condition of this legal data protection notice and comply with any other requirements that may be applicable for the correct communication of personal data to the Company, without the latter being required to perform any additional activities in terms of information or consent. Shareholders shall be responsible for the accuracy of the data provided, as well as for informing the Company of any amendment thereto.

The personal data of shareholders shall be stored for as long as they maintain this status and do not ask for the data to be erased or canceled, and provided that the data is appropriate, relevant and limited to what is necessary for the purposes for which they are processed. When they are no longer needed for this purpose, the data shall be blocked for as long as necessary to file or defend against administrative or legal claims and they may only be unblocked and processed again for this reason. Once this period has come to an end, the data shall be definitively removed.

The data shall be communicated to the attending Notary Public as provided for by law at the General Shareholders' Meeting. Furthermore, they may be assigned to third parties in the exercise of the right of information provided by law.

You may exercise your right of access, rectification, cancellation, limitation on processing and portability of data in the cases and with the scope established in the regulations applicable at any given time. To exercise these rights, you may write to the Secretary to the Board of the Company, indicating your desire to exercise the corresponding right and enclosing a copy of any document that accredits your identity, at Calle Ribera del Loira, 60, 28042 Madrid, sending an email to [accionistas@endesa.es](mailto:accionistas@endesa.es) or calling the freephone number: 900 666 900

You are also hereby informed of your right to file a claim before the Spanish Data Protection Agency.

Endesa, S.A. has appointed a Data Protection Officer, whose contact details are as follows: [dpo@endesa.es](mailto:dpo@endesa.es). If you have any concerns in relation to the purpose for which your personal data is processed or the legitimacy thereof, you can contact the Data Protection Officer.

Madrid, October 14, 2022

General Secretary and Secretary to the Board of Directors