

PROPOSED RESOLUTIONS

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

**ENDESA, S.A.
17 NOVEMBER 2022
12:00 PM**

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 compliance with the provisions of 529 duovicies and 529 tercivies of the Spanish Corporate Enterprises Act:

1.1. Renewal of the joint management agreement for methane tankers and US-origin liquefied natural gas (LNG) supply contracts between Endesa Energía, S.A.U. and Enel Global Trading, S.p.A. for 2023 extension for 2022.

1.2. Liquefied natural gas (LNG) purchase agreement between Enel Global Trading, S.p.A and Endesa Energía, S.A.U.

1.3. Acquisition by Endesa Energía, S.A.U. of two liquefied natural gas (LNG) methane tankers from Enel Generación Chile, S.A.

1.4. Formalisation of financial transactions, namely credit facilities and guarantees between Enel, S.p.A., the group companies thereof, Endesa, S.A., and the group companies thereof.

1.5. Renewal of the rendering of wind turbine vibration services by Enel Green Power España, S.L. for Enel Green Power, S.p.A.

DELEGATION OF POWERS

2. Delegation to the Board of Directors for the implementation and further development of the resolutions adopted by the General Meeting, and also to replace the powers it receives from the General Meeting.

AGENDA ITEM 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 compliance with the provisions of articles 529 duovicies and 529 tercivies of the Corporate Enterprises Act, which establish that the power to approve related-party transactions whose amount or value is equal to or exceeds 10% of the total asset items according to the latest annual balance sheet approved by the Company shall be vested in the General Shareholders' Meeting and that, for such purposes, related-party transactions entered into with the same counterparty in the last twelve months must be aggregated to determine the total value:

AGENDA ITEM 1.1

Renewal of the joint management agreement for methane tankers and US-origin liquefied natural gas (LNG) supply contracts between Endesa Energía, S.A.U. and Enel Global Trading, S.p.A. for 2023 extension for 2022.

Approve, at the proposal of the Board of Directors, upon passing vote from all independent Directors and a favourable report from the Audit and Compliance Committee, on the fairness and reasonableness deemed by the Company and shareholders, other than the related party (Enel Global Trading, S.p.A., belonging to the group headed by Enel, S.p.A.), the related-party transaction consisting of the renewal of the joint management agreement for methane tankers and contracts for the supply of US-origin liquefied natural gas (LNG) between Endesa Energía, S.A.U. and Enel Global Trading, S.p.A. for 2023 and the extension thereof for 2022, for an estimated total amount of €210 million.

The Audit and Compliance Committee report is available on the Company's corporate website, in the section 2022 Extraordinary General Shareholders' Meeting.

This report contains all the information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and non-related shareholders. It gives an account of the assumptions on which the assessment is based together with the methods used therein.

AGENDA ITEM 1.2

Liquefied natural gas (LNG) purchase agreement between Enel Global Trading, S.p.A and Endesa Energía, S.A.U.

Approve, at the proposal of the Board of Directors, upon passing vote from all independent Directors and a favourable report from the Audit and Compliance Committee, on the fairness and reasonableness deemed by the Company and shareholders, other than the related party (Enel Global Trading, S.p.A., belonging to the group headed by Enel, S.p.A.), the related-party transaction consisting of the purchase agreement of a maximum volume of two TWh of liquefied natural gas (LNG) between Enel Global Trading S.p.A and Endesa Energía, S.A.U. for the year 2023 and an approximate amount of €290 million.

The Audit and Compliance Committee report is available on the Company's corporate website, in the section 2022 Extraordinary General Shareholders' Meeting.

This report contains all the information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and non-related shareholders. It gives an account of the assumptions on which the assessment is based together with the methods used therein.

AGENDA ITEM 1.3

Adquisición de dos buques metaneros de gas natural licuado (GNL) a Enel Generación Chile, S.A. por parte de Endesa Energía, S.A.U.

Approve, at the proposal of the Board of Directors, upon passing vote from all independent Directors and a favourable report from the Audit and Compliance Committee, on the fairness and reasonableness deemed by the Company and shareholders, other than the related party (Enel Generación Chile, S.A., belonging to the group headed by Enel, S.p.A.), the related-party transaction consisting of the acquisition by Endesa Energía, S.A.U. of two liquefied natural gas (LNG) methane tankers, approximately two TWh of gas, from Enel Generación Chile, S.A. for the year 2024, for approximately €121 million.

The Audit and Compliance Committee report is available on the Company's corporate website, in the section 2022 Extraordinary General Shareholders' Meeting.

This report contains all the information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and non-related shareholders. It gives an account of the assumptions on which the assessment is based together with the methods used therein.

AGENDA ITEM 1.4

Formalisation of financial transactions, namely credit facilities and guarantees between Enel, S.p.A., the group companies thereof, Endesa, S.A., and the group companies thereof.

Approve, at the proposal of the Board of Directors, upon passing vote from all independent Directors and a favourable report from the Audit and Compliance Committee, on the fairness and reasonableness deemed by the Company and shareholders, other than the related party (Enel, S.p.A. and Enel International Finance N.V.), the related-party transaction consisting of the formalisation of the following financial transactions, for a total amount of €5 billion:

- a) Formalisation of a twelve-month credit facility granted by Enel Finance International N.V. (a subsidiary of the group headed by Enel, S.p.A.) to Endesa, S.A. for a maximum amount of up to Euro 3 billion.***
- b) Formalisation of a surety guarantee issued by Enel, S.p.A. on Endesa Generación, S.A. obligations (counter-guaranteed by Endesa, S.A.) for an amount of up to €2 billion, with a term until 30 June 2023.***

The purpose of both financial instruments is to meet the Company's third-party obligations arising from the operating rules of the organised national or international gas and electricity markets in which it participates and other directly or indirectly related obligations.

The Audit and Compliance Committee report is available on the Company's corporate website, in the section 2022 Extraordinary General Shareholders' Meeting.

This report contains all the information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and non-related shareholders. It gives an account of the assumptions on which the assessment is based together with the methods used therein.

AGENDA ITEM 1.5

Renewal of the rendering of wind turbine vibration services by Enel Green Power España, S.L. for Enel Green Power, S.p.A.

Approve, at the proposal of the Board of Directors, upon passing vote from all independent Directors and a favourable report from the Audit and Compliance Committee, on the fairness and reasonableness deemed by the Company and shareholders, other than the related party (Enel Green Power, S.p.A., belonging to the group headed by Enel, S.p.A.), the related-party transaction consisting of the five-year renewal of the wind turbine vibration analysis service agreement between Enel Green Power España, S.L. and Enel Green Power, S.p.A. for €5 million.

The Audit and Compliance Committee report is available on the Company's corporate website, in the section 2022 Extraordinary General Shareholders' Meeting.

This report contains all the information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and non-related shareholders. It gives an account of the assumptions on which the assessment is based together with the methods used therein.

AGENDA ITEM 2

Delegation to the Board of Directors for the implementation and further development of the resolutions adopted by the General Meeting, and also to replace the powers it receives from the General Meeting.

- 1. Grant the Board of Directors of the Company the broadest powers to adopt all resolutions that may be necessary or advisable for the execution, development, effectiveness, and proper implementation of the resolutions of the General Meeting, including, yet not limited to, the following:**
 - (i) clarify, specify, and complete the resolutions of this General Meeting and resolve any doubts or aspects that may arise, correcting and completing any defects or omissions that prevent, impair, or hinder the effectiveness thereof;**
 - (ii) negotiate and sign the necessary or appropriate contractual documentation to execute the related-party transactions approved at this General Shareholders' Meeting;**
 - (iii) execute all public and/or private documents, and to take any steps, including legal transactions, contracts, declarations and operations as may be necessary or required for the execution and development of the resolutions adopted at this General Meeting; and**
 - (iv) delegate, in turn, to one or more Directors, who may act jointly and severally, the powers conferred in the preceding points.**
- 2. Authorise the CEO, José Damián Bogas Gálvez, and the Secretary of the Board of Directors, Borja Acha Besga, so that either of them, individually, may appear before the competent authorities and entities in relation to any of the resolutions adopted, in order to carry out the necessary formalities and actions for their implementation and effectiveness.**