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MEETING NOTICE. AGENDA
ENDESA, Sociedad Anónima
(ENDESA)
Annual General Shareholders' Meeting

AGENDA

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ENDESA, S.A.
(ENDESA)
Annual General Shareholders’ Meeting

On 22 March 2021, the Board of Directors of ENDESA, S.A. (the “Company”) resolved to convene the Annual General Shareholders’ Meeting of Endesa, to be held on an exclusively remote basis, on 30 April 2021, at 12:30 p.m. in single call, in accordance with the following

AGENDA


3. Approval of the Non-Financial Information and Sustainability Statement of the Consolidated Group for fiscal year ending 31 December 2020.

4. Approval of the corporate management for fiscal year ending 31 December 2020.

5. Approval of the application of earnings for fiscal year ending 31 December 2020.

6. Amendment of Corporate Bylaws

   6.1 Addition of a new article (Article 26.ter) in the Corporate Bylaws that would provide the option to hold a remote-only General Meeting.

   6.2 Amendment of Articles 26.bis, 27, 30 and 33 of the Corporate Bylaws, allowing the shareholders’ proxyholders to attend General Meetings remotely and introducing other improvements relating to remote attendance.

   6.3 Amendment of Article 40 of the Corporate Bylaws to introduce technical improvements to the provisions governing director compensation.

   6.4 Amendment of Article 43 of the Corporate Bylaws to update the provisions governing remote Board meetings.

7. Amendment of General Shareholders’ Meeting Regulations.

   7.1 Addition of a new article (Article 10.ter) in the General Shareholders’ Meeting Regulations that would provide the option to hold a remote-only General Meeting.
7.2 Amendment of Articles 9, 10, 10 bis, 11, 16 and 21 of the General Shareholders’ Meeting Regulations, allowing the shareholders’ proxyholders to attend General Meetings remotely and introducing other improvements relating to remote attendance.

8. Establishment of the number of members of the Board of Directors at eleven.


11. Approval of the Strategic Incentive 2021-2023.

12. Delegation to the Board of Directors to execute and implement resolutions adopted by the General Meeting, as well as to substitute the powers entrusted thereto by the General Meeting, and granting of powers to the Board of Directors to record such resolutions in a public instrument and register such resolutions.

REMOTE-ONLY GENERAL MEETING

In light of the health situation caused by COVID-19, and in order to protect the health of our shareholders, employees, suppliers, directors and the general public, and following the extraordinary measures on the holding of General Meetings provided for by law, and specifically, in accordance with the provisions of Article 3, section 1.a) of Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and as relates to tax matters, following its amendment by Final Provision Eight of Royal Decree-Law 5/2021, of 12 March, which provides as follows: "On an exceptional basis, during fiscal year 2021, the governing body may agree, in the meeting notice, to hold the meeting on an exclusively remote basis, i.e. without the physical attendance of shareholders or proxyholders, provided reasonable guarantees are in place to ensure the identity of the party exercising his right to vote, and provided each of the following options for participating in the meeting are offered: (i) remote attendance; (ii) proxy granted to the Chairman of the Meeting by means of distance communication; and (iii) early voting by means of distance communication. The directors may attend the meeting by audio or video conference, and said meeting shall be considered to be held at the registered offices, regardless of where the Chairman of the Meeting is located.”, Endesa's Board of Directors has decided to:

Call the 2021 Annual General Shareholders’ Meeting on an exclusively remote basis without physical attendance of the shareholders or their proxyholders. For all relevant purposes, Endesa’s Annual General Shareholders’ Meeting shall be considered as held in Madrid, at the registered offices located at calle Ribera del Loira no. 60. The holding of this meeting as remote-only is accompanied by reasonable guarantees to ensure the identity of the party exercising his/her right to vote, and each of the following options for participating in the meeting is offered: (i) remote attendance; (ii) proxy granted to the Chairman of the Meeting by means of distance communication; and (iii) early voting by means of distance communication.

Finally, the directors may attend the meeting by audio or video conference.
Supplement to Meeting Notice

In accordance with Articles 172 and 519 of the Capital Corporations Law (Ley de Sociedades de Capital), shareholders who represent at least three percent of the share capital may request that a supplement to this meeting notice be published, including one or more items on the Agenda for the General Meeting, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposed resolution. This right may be exercised by attestable notice which must be received at the Company’s registered offices, calle Ribera del Loira, 60, 28042-Madrid (Spain), written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

Submission of Proposals

In accordance with Article 519.3 of the Capital Corporations Law, shareholders who represent at least three percent of the share capital may submit substantiated proposed resolutions regarding topics included or which may be included on the Agenda for the General Meeting. This right may be exercised by attestable notice which must be received at the Company’s registered offices, calle Ribera del Loira, 60, 28042-Madrid (Spain), written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

Notary Public Intervention at the Shareholders’ Meeting

The minutes of the Annual General Shareholders’ Meeting shall be drawn up by a Notary Public who is a member of the Madrid Official Association of Notaries Public, as so requested for this purpose by the Directors, in accordance with the provisions of Article 203 of the Capital Corporations Law in connection with Article 101 of the Mercantile Registry Regulations, Article 34 of the Corporate Bylaws and Article 22 of the General Meeting Regulations.

Public Proxy Solicitation

In accordance with Article 3, section 1.a) of Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and as relates to tax matters, shareholders whose shares are registered in the appropriate book-entry ledger five days before the meeting is held may be represented at the Annual General Shareholders’ Meeting by the Chairman of the Meeting, in accordance with the provisions in this regard set forth in Articles 186 and 526 of the Capital Corporations Law, the Corporate Bylaws and the General Meeting Regulations. The following rules shall apply unless otherwise directed by the appointing shareholder:

1. Unless otherwise indicated by the shareholder appointing a proxy, the proxyholder shall be deemed to have specific instructions to vote in favor of all proposals made by the Board of Directors on the Agenda items for the meeting. In the event the Annual General Shareholders’ Meeting votes on proposals not included on the agenda, the proxyholder shall exercise the vote in the sense he/she deems most convenient to the interests of the appointing shareholder.

If shareholders representing at least three percent of the share capital have exercised their right to add agenda items or submit proposed resolutions, 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. In the event that the person to whom the proxy is delegated is not named, said proxy shall be deemed to be granted to the Chairman of the Meeting.

3. If the Chairman of the Meeting is legally subject to a conflict of interest in voting on any of the proposals submitted to the General Shareholders’ Meeting, whether included on the Agenda or not, and provided no specific voting instructions were issued or, if despite having such instructions, the Chairman of the Meeting wishes not to represent the shareholder with regard to the items with which there is a conflict of interest, the proxy shall be deemed to be delegated to, unless otherwise specified by the appointing shareholder, the Secretary of the General Meeting and, if the Secretary has a conflict of interest, to the person appointed by the Board of Directors.

4. Likewise, the delegation of powers extends to topics that may be submitted to a vote of the General Shareholders' Meeting even though they are not included on the Agenda for the meeting. In this case, and except as indicated otherwise by the appointing shareholder, the proxyholder shall exercise the vote in the sense he/she deems most convenient to the interests of the appointing shareholder.

The following is reported as regards potential conflicts of interest of the directors: the Chairman of the Meeting has a conflict of interest as relates to agenda items 9 and 10 (Binding vote on the Annual Report on Directors Compensation, for binding vote and approval of the Directors Compensation Policy for 2021-2023).

In this same regard, the Chairman of the Meeting may have a conflict of interest if any liability actions or proposals for removal are brought against him.

In accordance with Article 11 of the General Meeting Regulations, financial intermediaries who have standing as shareholders but who also act on behalf of various clients may divide their vote in such a manner that allows them to abide by the instructions received from such clients.

**Right to Information**

All texts and documents relating to the Annual General Shareholders' Meeting may be consulted and obtained on the company’s website [www.endesa.com](http://www.endesa.com), which includes a format accessible to the visually impaired.

Likewise, in accordance with the provisions of the Capital Corporations Law, shareholders have the right to inspect and obtain, at the Company's registered offices, or request that the Company deliver or issue, immediately and at no charge, a copy of the documents specified herein below. Notwithstanding the foregoing, in light of the health situation caused by COVID-19, it is recommended that such documentation be requested by email (juntaaccionistas@endesa.es).

1. **Annual Report. Legal Documentation (Fiscal Year 2020).**

• Non-Financial Information and Sustainability Statement 2020.

• Directors Statement of Responsibility.

2. Annual Corporate Governance Report (Fiscal Year 2020).


5. Annual Report on Directors Compensation (Fiscal Year 2020)

6. Proposed Resolutions and Board of Directors’ Reports
   • Proposed Resolutions.
   • Report on the Proposed Amendments to the Corporate Bylaws.
   • Report on the Proposed Amendments to the General Meeting Regulations.

7. Report supporting the amendments to the Board of Directors Regulations, approved on 28 September 2020.

8. Board Committee Reports for Fiscal Year 2020.

9. Form of Attendance, Proxy, and Distance Voting Card.


In accordance with the provisions of Articles 197 and 520 of the Capital Corporations Law and of Article 9 of the General Meeting Regulations, as from the date notice of the General Meeting is published up until five days, inclusive, before the date on which the meeting is to be held in first call, shareholders may, in writing, request any information or clarification or pose questions as they deem relevant, including as related to the Agenda for the Meeting, to clarification of publicly available information provided by the Company to the Spanish Securities Market Commission since the last General Meeting was held or to the auditors’ report. Shareholders may also pose questions or request clarification on the specified topics during the meeting, in accordance with the “Rules on remote attendance and long-distance voting and proxies.”

Requests for information shall be made in accordance with the rules set forth in Article 9.3 of the General Meeting Regulations and may be made by either delivering or mailing the request to the registered offices of the Company at the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING - BOARD OF DIRECTORS SECRETARIAT), CALLE RIBERA DEL LOIRA, NO. 60, 28042-MADRID or through electronic means through the Company’s website (www.endesa.com), by accessing the link to the Annual General Shareholders’ Meeting and selecting “Shareholders’ Right to Information.”

Those requests where the electronic document through which the information was requested includes either the qualified electronic signature of the requesting party or some other form of electronic signature which, by resolution previously adopted to such effect, the Board of Directors considers satisfies adequate guarantees of authenticity and identification of the shareholder
exercising his right to information, shall be considered admissible. The shareholder shall be responsible for proving that the request was sent to the Company in due time and form.

Delivery of Documents at the Company's Registered Offices

The documentation referred to above shall be delivered, as from the date of publication of this official meeting notice, subject to presentation of the attendance card, at the registered offices of the Company, located at c/ Ribera del Loira, no. 60, Monday through Thursday from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 6:00 p.m., and Friday from 9:00 a.m. to 2:00 p.m., up until the day prior to the General Meeting.

RULES ON: (i) REMOTE ATTENDANCE, (ii) PROXIES GRANTED TO THE CHAIRMAN OF THE MEETING BY MEANS OF DISTANCE COMMUNICATION; AND (iii) EARLY VOTING BY MEANS OF DISTANCE COMMUNICATION.

RULES ON VOTING AND PROXIES GRANTED TO THE CHAIRMAN OF THE MEETING BY MEANS OF DISTANCE COMMUNICATION PRIOR TO THE MEETING

Endesa's Board of Directors has decided, in accordance with the provisions of Article 30 of the Corporate Bylaws and of Article 21 of the General Meeting Regulations, that the following rules on long-distance voting and granting of proxies shall apply to this Annual General Shareholders’ Meeting, as from the date of publication of the relevant meeting notice:

1. VOTING

The shareholders of Endesa may cast their vote on Agenda items of the Annual General Shareholders’ Meeting through long-distance communication prior to the holding of the General Meeting, in the terms set forth herein below and in accordance with the provisions of the Spanish Capital Corporations Law, in Articles 26, 26 bis and 30 of the Corporate Bylaws, and in Articles 10, 10 bis and 21 of the General Meeting Regulations.

1.1 Means for Casting Long-Distance Votes

Valid means of distance communication for casting a distance vote are as follows:

(i) Electronic Means:

a) The long-distance vote by electronic communication with the Company of any shareholder of Endesa must be cast through the Company’s website (www.endesa.com) by accessing the space dedicated to the Annual General Shareholders’ Meeting, under the section on long-distance voting and granting of proxies.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the qualified electronic signature and the advanced electronic signature, in the terms provided under Regulation (EU) 910/2014 of the European Parliament and of the Council of 23 July 2014, provided that they are based on a recognized electronic certificate issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española...
- CERES), a body of the Spanish National Mint (Fábrica Nacional de Moneda y Timbre) or issued by CAMERFIRMA, and of which there is no record of revocation.

Those shareholders in possession of an electronic signature that meet the above-mentioned requirements and who are identified through such signature, as well as those shareholders who possess the electronic National Identity Card (DNIe), may cast their vote in relation to the Agenda items of the Annual General Shareholders’ Meeting through the Company’s website (www.endesa.com) by following the procedure established therein.

b) Long-distance votes may also be cast by sending an email to juntaaccionistas@endesa.es and including the following information:

- Full Name & National Identity Card (DNI) No.
- Digitized copy of the completed and signed attendance card

However, we ask that whenever possible, the original attendance card be mailed to us at the following address prior to the scheduled General Meeting: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS’ MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.

(ii) Postal Service:

In order to cast a distance vote by postal service, shareholders must complete and sign the “Distance Voting by Post” section on the physical Attendance, Proxy or Distance Voting Card issued by the entity participating in IBERCLEAR in which they have their shares deposited. Once the Attendance, Proxy and Distance Voting Card has been filled out and the “Distance Voting by Post” section signed, the shareholder may send the card:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section dedicated to "Distance Voting by Post", a shareholder who wishes to vote long-distance by post must download the Distance Voting Card from Endesa’s website (www.endesa.com), printing a hardcopy and completing and signing said card together with the attendance card issued by the participating entity in IBERCLEAR. Once both cards have been completed and signed, the shareholder shall send them:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

2. PROXY GRANTED TO THE CHAIRMAN OF THE MEETING BY MEANS OF DISTANCE COMMUNICATION

In accordance with Article 3, section 1.a) of Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and as relates to tax matters, the shareholders of Endesa may grant their proxy to the Chairman of the Meeting through long-distance communication before the Annual General Shareholders’ Meeting is held, in the terms set forth in the Spanish Capital Corporations Law, Article 30 of the Corporate Bylaws, Article 21 of the General Meeting Regulations, and as set forth in this official meeting notice.
2.1 Means for Granting Proxy

Valid means of distance communication for the granting of proxies are as follows:

(i) Electronic Means:

a) To grant a proxy to the Chairman of the Meeting by electronic communication with the Company, Endesa shareholders must go to the Company’s website at www.endesa.com, access the link to the Annual General Meeting, and select the “Long-Distance Voting and Proxies” option.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for granting proxy by electronic means must afford due guarantees of authenticity and identification of the shareholder granting proxy. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder granting a proxy are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the qualified electronic signature and the advanced electronic signature, in the terms provided under Regulation (EU) 910/2014 of the European Parliament and of the Council of 23 July 2014, provided that they are based on a recognized electronic certificate issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española - CERES), a body of the Spanish National Mint (Fábrica Nacional de Moneda y Timbre) or issued by CAMERFIRMA, and of which there is no record of revocation.

Those shareholders with an electronic signature meeting the specified requirements and who can be identified through such signature, as well as those shareholders who hold an electronic National Identity Card (DNIe), may delegate their proxy through the Company’s website (www.endesa.com) by following the procedure established therein. Notice that the shareholder has granted a proxy to the Chairman of the Meeting shall be deemed to have been made upon receipt by Endesa of said electronic proxy.

b) Shareholders may also delegate their proxy to the Chairman of the Meeting by sending an email to juntaaccionistas@endesa.es, including the following information:

- Full name and digitized copy of the National Identity Card (DNI) of the appointing shareholder
- Digitized copy of the completed and signed attendance card
(ii) **Postal Service:**

In order to delegate a proxy to the Chairman of the Meeting by postal service, shareholders must complete and sign the proxy section of the physical attendance card issued by the entity participating in IBERCLEAR.

Shareholders may send the duly completed and signed card:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS’ MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

**B- REMOTE ATTENDANCE AND RULES ON VOTING DURING THE MEETING**

In light of the current state of health alert caused by the Coronavirus, and in accordance with Article 3, section 1.a) of Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and as relates to tax matters, the Meeting will be held on an exclusively remote basis, i.e. without physical attendance of the shareholders or their proxyholders.

Shareholders who have their shares recorded in the pertinent book-entry ledger five days in advance of the Meeting being held may attend the General Meeting remotely.

Before connecting on the day of the Meeting, shareholders who will be attending remotely shall pre-register using the software application made available on the company's website, accessing the link to the Annual General Shareholders’ Meeting and selecting the “Remote Attendance” option between 12:00 a.m. on 31 March 2021 and 12:30 p.m. on 29 April 2021. During this time period, the shareholders may also submit any interventions and/or proposed resolutions that, in accordance with the Capital Corporations Law, they intend to submit. This pre-registration is a mandatory requirement for shareholders to be able to connect and remotely participate in the Meeting.

Following pre-registration, on the day of the Meeting (30 April 2021, starting at 12:30 p.m.), shareholders who wish to participate in the meeting must connect or register between 10:30 a.m. and 12:00 p.m. in order to be considered present and to be included on the attendance list. Any shareholder that connects after the established deadline will not be considered present. Likewise, as relates to the interventions and proposed resolutions that, in accordance with the Capital Corporations Law, are intended to be delivered by those who will be attending remotely, and which were not already submitted during the pre-registration process, such interventions and/or proposed resolutions must be submitted to the Company in writing, in the manner established in the software application on the Company's website, between 10:30 a.m. and 12:00 p.m. on 30 April 2021.

In the event that a shareholder validly submits interventions and/or proposed resolutions during both pre-registration and registration, the most recent received by the Company during registration or remote connection on the day of the Meeting shall prevail.

In all other matters not expressly addressed herein, the same rules on voting and passing resolutions as provided for in the General Meeting Regulations for physical attendance at the Meeting shall apply to the shareholders who attend the Meeting remotely.
1. REMOTE VOTING DURING THE MEETING

The shareholders of Endesa remotely attending the Annual General Shareholders’ Meeting may cast their vote on Agenda items during the Meeting, under the terms set forth in the Capital Corporations Law, Article 26 bis of the Corporate Bylaws and in Article 10 bis of the General Meeting Regulations.

The long-distance vote of any shareholder of Endesa during the Meeting must be cast through the Company’s website (www.endesa.com) by accessing the space dedicated to the Annual General Shareholders’ Meeting, under the section on remote Attendance.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her voting right are, in accordance with the provisions of Article 10 bis of the General Meeting Regulations, the qualified electronic signature and the advanced electronic signature, in the terms provided under Regulation (EU) 910/2014 of the European Parliament and of the Council of 23 July 2014, provided that they are based on a recognized electronic certificate issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española - CERES), a body of the Spanish National Mint (Fábrica Nacional de Moneda y Timbre) or issued by CAMERFIRMA, and of which there is no record of revocation.

Those shareholders in possession of an electronic signature that meet the above-mentioned requirements and who are identified through such signature, as well as those shareholders who possess the electronic National Identity Card (DNIe), may cast their vote in relation to the Agenda items of the Annual General Shareholders’ Meeting through the Company’s website (www.endesa.com) by following the procedure established therein.

C- GENERAL RULES ON REMOTE VOTING PRIOR TO AND DURING THE MEETING AND ON DISTANCE PROXIES PRIOR TO THE MEETING

1 Deadline for receipt by the Company of distance proxies and votes before the Meeting is held

In order to be valid and in accordance with the provisions of the General Meeting Regulations, both long-distance proxies and votes (whether submitted electronically or by post) shall be received by the Company before 12:30 p.m. on 29 April 2021. Otherwise the proxy shall be deemed not to have been granted and the vote not cast, excluding as received following said deadline, in all cases prior to the holding of the Annual General Shareholders’ Meeting, such that the proper verification and computation may be completed with a view towards preparing and holding said Meeting.

2 Priority rules between proxy, distance vote and remote attendance at the Meeting

2.1 Priorities between proxy, distance vote and remote attendance

(i) Remote attendance at the Annual General Shareholders’ Meeting for which the shareholder previously granted a proxy or cast a long-distance vote, regardless of the means used for such purpose, shall render such proxy or vote null and void.
Likewise, a vote, regardless of the manner in which it was cast, will render any proxy granted ineffective, whether granted electronically or by means of a printed card. If the proxy was granted before the vote was cast, the proxy will be considered revoked, and if granted subsequently, it shall be considered void.

2.3 Priorities between proxies

In the event that a shareholder validly appoints several proxies, the last proxy received by the Company shall prevail.

2.3 Priorities between distance votes prior to the Meeting

In the event that a shareholder validly casts more than one distance vote, the last vote received by the Company shall prevail.

2.4 Direction of the remote vote during or prior to the Meeting

A shareholder who wishes to cast a long-distance vote (through electronic means or by post) must indicate the specific direction of his/her vote for each Agenda item. If no specific direction is indicated for any of the Agenda items, the vote shall be deemed to be made in favor of the proposals submitted by the Board of Directors on such Agenda items, as drafted thereby.

If shareholders representing at least three percent of the share capital have exercised their right to add agenda items or submit proposed resolutions, 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.

2.5 Other provisions

In the event that electronic means are employed, prior to the holding of the General Meeting, only one electronic action per type of operation (one vote and one proxy) is allowed.

Disposal of the shares conferring the attendance right acknowledged by the Company before the Meeting will result in both distance proxies and votes being considered null and void.

The shareholder is exclusively responsible for the custody of his/her electronic signature for the purposes of voting or granting a proxy electronically.

3 Special rules

All shareholders who are legal persons as well as shareholders not resident in Spain should contact the Shareholder Relations Line (900 666 900) to discuss the possibility of, as the case may be, adapting the long-distance voting and proxy mechanisms to their needs while still providing adequate guarantees.

Any of the joint holders of a share pool may vote, grant a proxy to the Chairman of the Meeting or remotely attend the Meeting, and the rules on priority established in section C.2 herein shall apply as among them. For the purposes of Article 126 of the Capital Corporations Law, it shall be construed that the joint holder who, from time to time, performs an action (voting directly or by proxy, or physical or remote attendance), has been appointed by the rest of the joint owners to exercise their shareholder rights. In these cases, the first of the holders remotely registered at the meeting shall be considered
the attendee. In relation thereto and for the purposes of Article 126 of the Capital Corporations Law, it shall be construed that the joint holder first remotely registered at the meeting shall be the one appointed by the remainder of the joint owners to exercise their shareholder rights.

4. TECHNICAL INCIDENTS

Endesa reserves the right to modify, suspend, cancel or restrict the remote attendance or electronic voting and proxy mechanisms when so required for technical or security reasons, notwithstanding the implementation of such measures as required in each situation, including but not limited to the possible temporary suspension or extension of the Meeting if necessary to ensure the full exercise of the rights of the shareholders or their proxyholders.

Endesa shall not be liable for any damages which may be caused to a shareholder arising out of breakdowns, overloads, dropped lines, failed connections, malfunctioning of postal service or any other circumstances of a like or similar nature which are beyond Endesa’s control and which prevent the use of the long-distance voting and proxy mechanisms.

Electronic Shareholder Forum

The Board of Directors has decided, in accordance with the provisions of Article 539 of the Capital Corporations Law, that at the Annual General Shareholders’ Meeting, the rules of operation of the Electronic Shareholder Forum published on the Company’s website and available to the shareholders at the registered offices shall apply, as from the date of publication of the pertinent official meeting notice.

Processing of Personal Data

The personal data submitted by the shareholders to exercise or grant proxy over their rights of attendance and voting at the General Meeting or which are furnished by banking institutions and stock brokers and dealers with whom said shareholders have their shares deposited, through the entity legally qualified to carry out the book-entry records (IBERCLEAR), shall be processed by the Company, as Data Controller, for the purposes of managing the Meeting notice and holding of the Meeting. The foregoing shall be carried out in accordance with legal obligations.

All or part of the General Meeting may be recorded and made available to the public on the Company’s website and/or through accredited media. As such, during the course of the General Meeting, it is expected that the full name and number of shares of the shareholders who intervene in the meeting may be publicly disclosed. The legal basis for both the recording and disclosure of the image and/or voice of the individuals participating in the General Meeting, as well as for the public disclosure of certain personal data on shareholders who pose questions at the meeting, is the legitimate interest of the Company, as well as compliance with the rules and general principles of transparency and best corporate governance.

In the event the shareholder includes personal data regarding other natural persons in the proxy or remote voting card, the shareholder must notify such persons of the provisions of this legal data protection notice and shall comply with any other requirements as applicable for the proper disclosure of personal data to the Company, without the latter being required to take any additional action in terms of information or consent. The shareholders are responsible for the accuracy of the data provided, as well as for informing the Company of any changes to such data.

The shareholders’ personal data will be held for the duration of their condition as such and provided removal or deletion thereof has not been requested, provided however that such conservation is appropriate, relevant and restricted to the extent necessary for the purposes
for which said data is being processed. As soon as such data is no longer required for such purpose, the data shall be stored and blocked during the period in which they may be required for the exercise or defense of administrative or legal claims and may only be unblocked and reprocessed for such purpose. After this period the data will be permanently deleted.

The data will be provided to the Notary Public attending the General Meeting in accordance with the legal provisions. Likewise, such data may be transferred to third parties in exercise of the right to information established by law.

You can exercise your rights of access, correction, removal, limitation of processing and transferability of data in those cases and to the extent provided by applicable regulations from time to time. You can exercise these rights by sending written notice to the Company’s Board Secretariat, located in Madrid, C/ Ribera del Loira, no. 60, 28042.

You are also hereby informed of your right to file a claim before the Spanish Data Protection Agency (Agencia Española de Protección de Datos).

Endesa, S.A. has appointed a Data Protection Officer who can be contacted by email at dpo@endesa.es. Please contact the Data Protection Officer if you have any questions or concerns regarding the legitimacy or purposes for which your personal data is being processed.

Madrid, 22 March 2021

General and Board Secretary