



Audit Report on Endesa, S.A.

(Together with the annual accounts and directors' report of Endesa, S.A. for the year ended 31 December 2020)

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)



KPMG Auditores, S.L.
Paseo de la Castellana, 259C
28046 Madrid

Report on the Annual Accounts

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To the Shareholders of Endesa, S.A.

REPORT ON THE ANNUAL ACCOUNTS

Opinion

We have audited the annual accounts of Endesa, S.A. (the "Company"), which comprise the balance sheet at 31 December 2020, and the income statement, statement of changes in equity and statement of cash flows for the year then ended, and notes

In our opinion, the accompanying annual accounts give a true and fair view, in all material respects, of the equity and financial position of the Company at 31 December 2020, and of its financial performance and its cash flows for the year then ended in accordance with the applicable financial reporting framework (specified in note 2.2 to the accompanying annual accounts) and, in particular, with the accounting principles and criteria set forth therein.

Basis for Opinion

We conducted our audit in accordance with prevailing legislation regulating the audit of accounts in Spain. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Annual Accounts* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those regarding independence, that are relevant to our audit of the annual accounts pursuant to the legislation regulating the audit of accounts in Spain. We have not provided any non-audit services, nor have any situations or circumstances arisen which, under the aforementioned regulations, have affected the required independence such that this has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Provisions for pensions and similar obligations and provisions for workforce restructuring plans

See notes 4.f, 11.1 and 11.2.2 to the annual accounts

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Company has obligations to personnel in relation to pensions and other similar non-current provisions amounting to Euros 40 million. The variety of agreements requires an individual analysis of the agreed terms and the related accounting implications.</p> <p>Amendments derived from the entry into force of Endesa’s V Framework Collective Bargaining Agreement in 2020 resulted in the modification of certain social benefits, specifically those relative to the electricity tariff of employees and former personnel, with the replacement of the commitment in the prior Framework Collective Bargaining Agreement with a new one. The impact on the income statement has been income of Euros 23 million, and a positive Euros 2 million on the statement of recognised income and expense.</p> <p>At 31 December 2020, provisions for workforce restructuring plans involving contract suspension agreements amount to Euros 185 million.</p> <p>During the year, the Company recognised an expense of Euros 108 million in the income statement for the total cost of the commitments acquired with employees or their trade union representatives, in which the Company will not request they return to the company. These agreements were made within the context of the voluntary redundancy plans associated with the Decarbonisation Plan, Digitalisation of Processes and Endesa’s V Framework Collective Bargaining Agreement.</p> <p>Assessing the impacts of Endesa’s V Framework Collective Bargaining Agreement and their accounting treatment, as well as the voluntary redundancy plans, requires the application of judgements and assumptions, and we have therefore deemed it to be a key audit matter.</p>	<ul style="list-style-type: none"> – Assessment of the design, implementation and operating effectiveness of key controls linked to the process of provisions for pensions and similar obligations and provisions for workforce restructuring plans involving contract suspension agreements. – Reading and understanding of the V Framework Collective Bargaining Agreement and other commitments assumed with personnel. – Evaluation of the completeness and accuracy of the databases used for the beneficiaries of the different commitments. – Involvement of our actuarial specialists to analyse the reasonableness of the calculation method and main actuarial assumptions applied by the Company. – Procurement and understanding of the actuarial reports prepared by independent experts. – Procurement of written confirmation of the competence and objectivity of the independent experts and evaluation of their experience, technical capacity and accreditations. – Assessing whether the disclosures in the annual accounts comply with the requirements of the applicable financial reporting framework.



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Impairment of non-current investments in Group companies and associates
See notes 4.d.3 and 8.1 to the annual accounts

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>At 31 December 2020 the Company has recognised non-current investments in Group companies and associates amounting to Euros 18,878 million. At each year-end, the Company estimates the recoverable amount of investments for which there are indications of impairment.</p> <p>Recoverable amount is the higher of the fair value less costs to sell and the present value of future cash flows from the investment, estimated as its share in the cash flows expected to be generated from both its ordinary activities and its disposal.</p> <p>To estimate the recoverable amount, the Company uses valuation techniques that require management to exercise judgement and make assumptions and estimates. Due to the judgement required and uncertainty associated with these estimates, this has been considered a key audit matter.</p>	<ul style="list-style-type: none"> – Analysis of the design and implementation of the key controls related to the determination of the recoverable amount. – Analysis of indicators of impairment of non-current investments in Group companies and associates identified by the Company. – Analysis of the consistency of the future cash flows included in the valuation model with the business plans approved by the governing bodies. – Evaluation of the reasonableness of the methodology used to calculate the recoverable amount of investments in Group companies and associates, and the main assumptions considered, with the involvement of our financial valuation specialists. – Evaluation of the sensitivity of the recoverable amount to changes in certain assumptions that can be considered reasonable. – Assessing whether the disclosures in the annual accounts comply with the requirements of the applicable financial reporting framework.

Other Matters

On 24 February 2020 other auditors issued their unqualified audit report on the annual accounts for 2019.

Other Information: Directors' Report

Other information solely comprises the 2020 directors' report, the preparation of which is the responsibility of the Company's Directors and which does not form an integral part of the annual accounts.



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Our audit opinion on the annual accounts does not encompass the directors' report. Our responsibility regarding the information contained in the directors' report is defined in the legislation regulating the audit of accounts, as follows:

- a) Determine, solely, whether the non-financial information statement and certain information included in the Annual Corporate Governance Report, as specified in the Spanish Audit Law, have been provided in the manner stipulated in the applicable legislation, and if not, to report on this matter.
- b) Assess and report on the consistency of the rest of the information included in the directors' report with the annual accounts, based on knowledge of the entity obtained during the audit of the aforementioned annual accounts. Also, assess and report on whether the content and presentation of this part of the directors' report are in accordance with applicable legislation. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report them.

Based on the work carried out, as described above, we have observed that the information mentioned in section a) above has been provided in the manner stipulated in the applicable legislation, that the rest of the information contained in the directors' report is consistent with that disclosed in the annual accounts for 2020, and that the content and presentation of the report are in accordance with applicable legislation.

Directors' and Audit and Compliance Committee's Responsibility for the Annual Accounts

The Directors are responsible for the preparation of the accompanying annual accounts in such a way that they give a true and fair view of the equity, financial position and financial performance of the Company in accordance with the financial reporting framework applicable to the entity in Spain, and for such internal control as they determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Audit and Compliance Committee is responsible for overseeing the preparation and presentation of the annual accounts.

Auditor's Responsibilities for the Audit of the Annual Accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with prevailing legislation regulating the audit of accounts in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence economic decisions of users taken on the basis of these annual accounts.



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As part of an audit in accordance with prevailing legislation regulating the audit of accounts in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with Endesa, S.A.'s Audit and Compliance Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's Audit and Compliance Committee with a statement that we have complied with the applicable ethical requirements, including those regarding independence, and we have informed them of all matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated to the entity's Audit and Compliance Committee, we determine those that were of most significance in the audit of the annual accounts of the current period and which are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.



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REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

European Single Electronic Format

We have examined the digital file of Endesa, S.A. for 2020 in European Single Electronic Format (ESEF) comprising an XHTML file with the annual accounts for the aforementioned year, which will form part of the annual financial report.

The Directors of Endesa, S.A. are responsible for the presentation of the 2020 annual financial report in accordance with the format requirements stipulated in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 (hereinafter the "ESEF Regulation").

Our responsibility consists of examining the digital file prepared by the Company's Directors, in accordance with prevailing legislation regulating the audit of accounts in Spain. This legislation requires that we plan and perform our audit procedures to determine whether the content of the annual accounts included in the aforementioned digital file fully corresponds to the annual accounts we have audited, and whether the annual accounts have been formatted, in all material respects, in accordance with the requirements of the ESEF Regulation.

In our opinion, the digital file examined fully corresponds to the audited annual accounts, and these are presented, in all material respects, in accordance with the requirements of the ESEF Regulation.

Additional Report to the Audit Committee

The opinion expressed in this report is consistent with our additional report to the Company's Audit and Compliance Committee dated 22 February 2021.

Contract Period

We were appointed as auditor by the shareholders at the ordinary general meeting on 12 April 2019 for a period of three years, beginning after the year ended 31 December 2020.

KPMG Auditores, S.L.
On the Spanish Official Register of
Auditors ("ROAC") with No. S0702

(Signed on original in Spanish)

Estibaliz Bilbao Belda
On the Spanish Official Register of
Auditors ("ROAC") with No. 16109

23 February 2021