

Information on development of General Shareholders' Meetings

Quorum and voting on resolutions for the year 2021

The evolution of the quorum at the last six Annual General Meetings held is as follows:

Evolution of Quorum						
Year	2021	2020	2019	2018	2017	2016
Quórum	85,590%	85,328%	85,751%	81,731%	85,627%	86,358%

The breakdown of the quorum for the General Shareholders' Meeting of April 30, 2021 was as follows:

Breakdown of Quorum for Annual General Shareholders' Meeting			
Shareholders	Nº of Shareholders	Nº of Shares	%
SHAREHOLDERS CONSIDERED PRESENT BY LAW	537	744.314.565	70,301%
LEGALLY REPRESENTED SHAREHOLDERS	2.247	161.869.838	15,289%
TOTAL	2.784	906.184.403	85,590%

The proposed resolutions and the corresponding details of the voting results are shown below. It is noted that the company holds 82,799 shares of treasury stock, which were included in the share capital for the purposes of calculating the quorum required for holding the General Shareholders' Meeting and passing resolutions thereat.

FIRST. Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Net Equity; Statement of Recognized Income and Expenses & Statement of Total Changes in Net Equity; Cash-Flow Statement and Notes to the Financial Statements), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and its subsidiary companies (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Net Equity, Consolidated Cash-Flow Statement and Notes to the Financial Statements), for fiscal year ending 31 December 2020.

Approve the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Net Equity; Statement of Recognized Income and Expenses & Statement of Total Changes in Net Equity; Cash Flow Statement; and Notes to the Financial Statements), and the Consolidated Annual Financial Statements of ENDESA, S.A. and its subsidiary companies (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Net Equity, Consolidated Cash Flow Statement and Notes to the Financial Statements), as drawn up by the Board of Directors at its meeting held on 23 February 2021 for the fiscal year ending 31 December 2020.

	VOTES	%
VOTES IN FAVOR	906.068.481	99,978
VOTES AGAINST	8.220	0,000
ABSTENTIONS	107.702	0,011
VOTES IN BLANK	0	0,000

SECOND. Approval of the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and its subsidiary companies for fiscal year ending 31 December 2020.

Approve the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and its subsidiary companies for the fiscal year ending 31 December 2020 (excluding the Non-Financial Information and Sustainability Statement of its Consolidated Group, which shall be submitted to a vote in the following agenda item) as drawn up by the Board of Directors at its meeting held on 23 February 2021.

	VOTES	%
VOTES IN FAVOR	906.064.049	99,977
VOTES AGAINST	11.490	0,001
ABSTENTIONS	108.754	0,012
VOTES IN BLANK	110	0,000

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

Approve the Non-Financial Information and Sustainability Statement of its Consolidated Group for the fiscal year ending 31 December 2020, as drawn up by the Board of Directors at its meeting held on 23 February 2021.

	VOTES	%
VOTES IN FAVOR	906.089.941	99,980
VOTES AGAINST	11.412	0,001
ABSTENTIONS	83.050	0,009
VOTES IN BLANK	0	0,000

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

Approve the corporate management for fiscal year ending 31 December 2020.

	VOTES	%
VOTES IN FAVOR	887.199.753	97,896
VOTES AGAINST	18.785.920	2,072
ABSTENTIONS	198.620	0,021
VOTES IN BLANK	110	0,000

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

Approve the application of fiscal year earnings as determined by the Board of Directors at a meeting held on 23 February 2021, such that the total profits of €2,329,719,088.02 for fiscal year 2020 shall be distributed as follows:

To dividend - maximum amount
to be distributed pertaining to 2.0136 euros
per share (gross) for all shares (1,058,752,117 shares)..... 2,131,903,262.79
To Retained Earnings..... 197,815,825.23
TOTAL..... 2,329,719,088.02

On 25 November 2020, the Board of Directors of ENDESA, S.A. approved the distribution of interim dividends against 2020 profits in the amount of €0.70 per share (gross). This interim dividend was paid out on 4 January 2021.

The final dividend (€1.3136 gross per share) will be paid out on 1 July 2021.

	VOTES	%
VOTES IN FAVOR	903.533.685	99,698
VOTES AGAINST	2.641.875	0,291
ABSTENTIONS	8.733	0,000
VOTES IN BLANK	110	0,000

SIXTH. Amendment of the Corporate Bylaws.

AGENDA ITEM 6.1

Addition of Article 26 ter to the Corporate Bylaws to include the possibility of remote-only General Meetings.

I. Add Article 26.ter, which shall read as follows:

"ARTICLE 26.TER REMOTE-ONLY ATTENDANCE

As permitted by applicable law, the Board of Directors may decide to hold a fully remote General Meeting with no shareholders or proxyholders attending in person. Remote-only General Meetings shall in all cases be subject to the identity and standing of the shareholders and their proxyholders being adequately assured, as well as subject to all attendees being able to effectively participate in the meeting using means of distance communication as required by law.

The provisions of Article 26.BIS shall also apply in all matters relating to remote-only Meetings which are not otherwise governed by applicable law."

	VOTES	%
VOTES IN FAVOR	895.750.969	98,839
VOTES AGAINST	10.421.890	1,149
ABSTENTIONS	11.544	0,001
VOTES IN BLANK	0	0,000

AGENDA ITEM 6.2

Amendment of Articles 26 bis, 27, 30 and 33 of the Corporate Bylaws to enable the proxyholder's remote attendance to the General Meetings and to include other improvements related to remote attendance.

I. Amend current Article 26 bis of the Corporate Bylaws, which shall hereafter read as follows:

"ARTICLE 26.BIS REMOTE ATTENDANCE

- 1. Shareholders whose shares are registered in the appropriate book-entry ledger five days before the Meeting may attend remotely using a method that allows their connection in real time with the venue or venues where the Meeting is held, provided the Board of Directors so authorizes for each Meeting.*

For all purposes, the shareholder's or proxyholder's remote attendance shall be equivalent to attending the General Shareholders' Meeting in person.

- 2. The meeting notice for each Meeting shall specify how soon before the start of the meeting a shareholder or proxyholder wishing to attend such meeting should connect or register in order to be considered present at the meeting and to be included in the list of attendees. Any shareholder or proxyholder that connects after the deadline indicated in the meeting notice will not be considered present.*
- 3. Before connecting on the day of the Meeting, the shareholder or proxyholder shall pre-register using the software application made available on the company's website before the date and time specified in the meeting notice and, as the case may be, shall within said period provide the documentation requested in the Meeting notice for reliable verification of the proxy and identity of the proxyholder.*
- 4. The directors may specify in the meeting notice that any interventions or proposed resolutions that are intended to be delivered by those who will be attending remotely shall be sent to the company prior to the time of assembly of the Meeting.*
- 5. The meeting notice for each Meeting shall describe any deadlines, means and methods for exercising shareholder rights related to remote attendance.*
- 6. Remote attendance mechanisms must afford due guarantees of identification of the shareholder or proxyholder(s) exercising the voting right. The guarantees deemed adequate by the Board of Directors include a qualified electronic signature or any other type of guarantee that the Board of Directors deems adequate to ensure the authenticity and identification of the shareholder or their proxyholders, notwithstanding any additional requirements and conditions which may be established.*
- 7. Board members, the Secretary of the General Meeting and the Notary Public may attend the Meeting in person or remotely.*
- 8. The Company shall not be liable for any damages which may be caused to a shareholder arising out of breakdowns, overloads, dropped lines, failed connections or any other circumstances of a like or similar nature which are beyond the Company's control and which prevent the use of the long-distance attendance mechanisms described herein."*

II. Amend current Article 27 the Corporate Bylaws, which shall hereafter read as follows:

"ARTICLE 27. REPRESENTATION BY PROXY.

Shareholders whose shares are registered in the appropriate book-entry ledger five days before the meeting is held may be represented at the General Meeting by proxy, subject to the provisions set forth in Articles 26, 26BIS and 26TER. Proxies shall be granted in writing or using electronic means and shall be granted specifically for each Meeting in accordance with the legal provisions on such matter and with the provisions of the General Shareholders' Meeting Regulations and the Meeting notice.

This proxy right is construed without prejudice to the provisions of the law for cases of family representation and granting of general powers of attorney.

In any case, both for voluntary as well as legal proxies, no more than one proxyholder may be in attendance at the General Meeting, except as otherwise provided by law.

Furthermore, those companies with standing as shareholders by virtue of the book-entry of the shares, but who act on behalf of various individuals, may divide and cast their vote in different directions in accordance with different voting instructions, if received."

III. Amend current Article 30 the Corporate Bylaws, which shall hereafter read as follows:

"ARTICLE 30. VOTING AND PROXY BY LONG-DISTANCE COMMUNICATION METHODS.

- a) *Shareholders whose shares are registered in the appropriate book-entry ledger five days before the Meeting is held (including those who do not hold the minimum number of shares required to attend in person) shall be entitled to cast their votes on proposals concerning the agenda items by post or through electronic communications, in accordance with the provisions of the General Shareholders' Meeting Regulations and with any other rules supplementing or implementing the Regulations, as established by the Board of Directors.*

Using the technical and legal means that make it possible and duly guarantee the identity of the party exercising his right to vote, the Board of Directors is authorized to implement and supplement the rules provided by the General Shareholders' Meeting Regulations. The Board shall determine the time from which the shareholders may cast their vote through remote means of communication, depending on the stage of development and security provided by the technical means available.

The regulations, including any amendments thereto, adopted by the Board of Directors to implement and supplement the General Shareholders' Meeting Regulations in accordance with this bylaw provision, as well as the time determined by the Board of Directors from which the shareholders may cast their vote at the General Meeting by long-distance communication, shall be published on the Company's website.

Those shareholders that cast a distance vote pursuant to the provisions of this section shall be deemed to be present for the purposes of the assembly of the General Meeting in question.

- b) *The provisions of section a), supra, shall also apply to a shareholder granting a proxy for the General Shareholders' Meeting by means of electronic communication or any other means of long-distance communication.*
- c) *Personal or remote attendance by the shareholder at the General Meeting shall have the effect of revoking a vote cast by postal or electronic correspondence. Furthermore, personal or remote attendance by a shareholder otherwise represented by proxy at the General Meeting shall have the effect of revoking the proxy granted by electronic correspondence or any other means of long-distance communication contemplated in the General Meeting Regulations."*

IV. Amend current Article 33 the Corporate Bylaws, which shall hereafter read as follows:

"ARTICLE 33. RIGHT TO INFORMATION.

Immediately following publication of the Notice of General Meeting and up until the fifth day preceding, inclusive, the date set for such meeting, the shareholders may, in writing

or electronically, request any information or clarification or pose questions as they deem relevant to topics included on the agenda for the meeting, publicly available information provided by the Company to the Spanish Securities Market Commission since the last General Meeting was held or as relates to the auditors' report.

During the General Shareholders' Meeting, shareholders may make requests for information or clarifications, whether verbal in the case of in-person attendance or using means of long-distance communication in the case of remote attendance, regarding the items listed in the previous section, as deemed appropriate. If the shareholder's right could not be fulfilled at the time of the request, the directors shall be required to provide the requested information in writing within seven days following the day on which the General Meeting concluded.

The directors shall be required to provide the information requested in accordance with the two preceding paragraphs in the manner and periods provided by law, unless such information is not necessary for the proper exercise of the shareholder's rights, or unless there are objective reasons to believe that such information may be used for purposes outside the company or if the publication of such information could negatively affect the company or any of its affiliated companies.

An information request may not be denied if such request is supported by at least one fourth of total capital."

	VOTES	%
VOTES IN FAVOR	893.932.937	98,639
VOTES AGAINST	10.999.642	1,213
ABSTENTIONS	1.251.824	0,138
VOTES IN BLANK	0	0,000

AGENDA ITEM 6.3

Amendment of Article 40 of the Corporate Bylaws to introduce technical improvements to the provisions of the members' of the Board of Directors compensation.

I. Amend current Article 40 the Corporate Bylaws, which shall hereafter read as follows:

"ARTICLE 40. COMPENSATION.

1. The compensation of Directors for their condition as such shall comprise the following items:
 - a) Fixed monthly compensation.
 - b) Allowances for attending each meeting of the governing bodies of the company and its committees.

Maximum global and annual compensation, for the Board as a whole and including all aforementioned items, shall be established by the General Shareholders' Meeting and shall remain in effect until it resolves upon an amendment thereof.

The Board itself shall be in charge of determining the exact amount to be paid in each fiscal year, subject to the limits set forth by the General Shareholders' Meeting, as well as distributing such amount between the aforementioned items and between the directors in the manner, time and proportion as freely determined, taking into account the functions and responsibilities entrusted to each Director, whether they belong to any of the Board's Committees and all other relevant objective circumstances.

Furthermore, the amount of the allowances shall not exceed monthly fixed salary as determined in accordance with the above paragraphs. The Board of Directors may, within such limit, determine the amount of the allowances.

2. The compensation set forth in the preceding section, applicable to members of the Board of Directors, will be compatible with all other compensation, indemnities, social security contributions or any other professional or labor compensation items to which the Directors may be entitled by way of any other executive, advisory or representation functions they may perform for the Company which are separate from the supervisory and collective decision-making functions inherent in their position as Directors, which shall be subject to all legally applicable requirements.

3. Notwithstanding the aforementioned compensation, Executive Directors' compensation may also include the delivery of shares or share option rights or compensation linked to share value. Application of this type of compensation shall require a resolution of the General Shareholders' Meeting stating, as the case may be, the maximum number of shares that may be allocated to this compensation scheme in each fiscal year, the exercise price or the method for calculating the exercise price of the stock options, the share value that, as the case may be, is used as a benchmark, the term of the plan and any other conditions deemed appropriate.

	VOTES	%
VOTES IN FAVOR	906.009.665	99,971
VOTES AGAINST	27.634	0,003
ABSTENTIONS	146.952	0,016
VOTES IN BLANK	152	0,000

AGENDA ITEM 6.4

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

- I. Amend current Article 43 the Corporate Bylaws, which shall hereafter read as follows:

"ARTICLE 43. NOTICE AND PLACE OF MEETING.

The Board shall meet as often as the Chairman or an acting chairman calls a meeting, either at his discretion or when at least two Board Members or, if any, the Coordinating Director so request. The official meeting notice shall include the agenda, set by the Chairman, which in any case shall include those items as requested by the Coordinating Director.

Meetings will generally take place at the registered offices; however, they may also be held elsewhere as the Chairman determines. The Board may meet remotely with all or some of its members and the Secretary using videoconferencing, conference calls, or any other means of distance communication, provided there is interactivity and intercommunication in real time, thereby guaranteeing simultaneity of developments. In such case, the meeting notice and minutes shall indicate, as the case may be, the connection system. The resolutions shall be considered passed at the registered offices.

Without prejudice to the foregoing, and unless precluded by Law, resolutions may be adopted in writing in lieu of a meeting, subject to the requisites and formalities established by the law."

	VOTES	%
VOTES IN FAVOR	906.049.560	99,975
VOTES AGAINST	122.147	0,013
ABSTENTIONS	12.696	0,001
VOTES IN BLANK	0	0,000

SEVENTH. Amendment of the General Shareholders’ Meeting Regulations.

AGENDA ITEM 7.1

Addition of Article 10 ter to the Regulations to incorporate the option of holding a remote-only General Shareholders’ Meeting.

I. Add Article 10 TER of the General Shareholders’ Meeting Regulations, which shall read as follows:

"ARTICLE 10.TER REMOTE-ONLY MEETING

As permitted by applicable law, the Board of Directors may decide to hold a fully remote General Meeting with no shareholders or proxyholders attending in person. Remote-only General Meetings shall in all cases be subject to the identity and standing of the shareholders and their proxyholders being adequately assured, as well as subject to all attendees being able to effectively participate in the meeting using means of distance communication as required by law.

The provisions of Article 10.BIS shall also apply in all matters relating to remote-only Meetings which are not otherwise governed by applicable law."

	VOTES	%
VOTES IN FAVOR	895.750.941	98,839
VOTES AGAINST	10.422.373	1,150
ABSTENTIONS	11.089	0,001
VOTES IN BLANK	0	0,000

AGENDA ITEM 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.

I. Amend current Article 9 of the General Shareholders’ Meeting Regulations, which shall hereafter read as follows:

"ARTICLE 9. RIGHT TO INFORMATION

- 1. As soon as the meeting notice of the Annual General Shareholders’ Meeting is served, any shareholder may, immediately and at no charge, obtain from the Company at its registered office, the financial statements, the proposed appropriation of income or allocation of loss, the management report and the auditors’ report.*

This documentation will also be made available to the shareholders on the Company’s website as from the date of the meeting notice.

2. *From the date of the call notice for the General Shareholders' Meeting, the shareholders may inspect at the registered offices and on the Company's website the proposed resolutions, the reports and other documentation which is required to be made available in such places pursuant to the Law and the Bylaws. In such cases as may be legally applicable, the shareholders may also request that the full wording of the documents made available to them be delivered or sent to them at no charge.*

In any case, from the time the official meeting notice is published up until the General Meeting is held, the Company must continue to publish on its website, at a minimum, all information as legally required.

3. *Immediately following publication of the General Meeting notice and up until the fifth day preceding, inclusive, the date set for such meeting in first call, the 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, 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.*

These requests for information may be made by delivering said request to the registered offices or by sending it to the Company by post or other means of electronic or automated long-distance communications sent to the address specified in the relevant meeting notice. Requests shall be admitted as such when the electronic document by virtue of which the information is requested includes a qualified electronic signature employed by the petitioner, or other type 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/her right to information. The shareholder shall be responsible for proving that the request was sent to the Company in due time and form.

The directors shall be required to provide the information requested in accordance with the preceding paragraph in the manner and periods provided by law, unless such information is not necessary as regards the protection of the shareholder's rights, or unless there are objective reasons to believe that such information may be used for purposes outside the company or if the release of such information could negatively affect the Company or any of its affiliates. An information request may not be denied if such request is supported by at least one fourth of total capital.

Replies to the shareholders will be issued by the Board of Directors in a resolution or, as the case may be, by any of the Directors, by the Board Secretary, or by any person expressly authorized for such purpose.

All valid requests for information or clarification as well as all questions validly raised in writing together with the answers provided by the directors, in writing, shall be posted on the Company's website.

If requested information is already clearly, explicitly and directly available to all shareholders on the Company's website in a Q&A format before the relevant question was posed, the directors response may be limited to referring the requesting party to the information which has already been provided in said format.

4. *Without prejudice to the right of shareholders to information concerning General Shareholders' Meetings as referred to in Sub-article 3, supra, once the General Shareholders' Meeting has been called, shareholders may, after providing evidence of their identity as such, make comments or suggestions in writing on the items on the agenda through the Shareholder's Office or the Company's website. The General*

Shareholders' Meeting will not be informed of these comments or suggestions, without prejudice to the Board of Directors being able to take them into account and to the right of shareholders to participate in the debates of the General Shareholders' Meeting pursuant to the provisions of law.

5. *In accordance with the legislation in force, when the General Shareholders' Meeting is convened, an Electronic Shareholder Forum will be set up on the Company's website. It may be accessed with due guarantees by both individual shareholders as well as the voluntary associations they may establish, which shall be duly authenticated, in order to facilitate communications prior to holding the General Meetings. Proposals intended to be presented as a supplement to the agenda announced in the meeting notice, requests for adherence to said proposals, initiatives to achieve a sufficient percentage to exercise a minority right provided by law, as well as offers or requests for voluntary representation, may be published in the Forum. In any event, the Electronic Shareholder Forum shall be used in accordance with both its legal purpose as well as any safeguards and operating rules as set forth by the Company."*

II. Amend current Article 10 of the General Shareholders' Meeting Regulations, which shall hereafter read as follows:

"ARTICLE 10. ATTENDANCE RIGHT

1. *Shareholders who own at least 100 shares may attend the General Meeting in person, provided that these shares are registered under their name in the pertinent book-entry ledger five days before the date set for the relevant General Meeting and they have obtained the relevant 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.

2. *Prior to commencing the session, a copy of the proposed resolutions which will be submitted to decision of the General Meeting shall be made available to each attendee, not including any attachments to such proposals.*
3. *The members of the Board of Directors must attend the General Meetings.*
4. *The Chairman may authorize the attendance of any person he or she deems appropriate, although the General Meeting may revoke said authorization."*

III. Amend current Article 10 BIS of the General Shareholders' Meeting Regulations, which shall hereafter read as follows:

"ARTICLE 10.BIS REMOTE ATTENDANCE

1. *Shareholders whose shares are registered in the appropriate book-entry ledger five days before the Meeting may attend remotely using a method that allows their*

connection in real time with the venue or venues where the Meeting is held, provided the Board of Directors so authorizes for each Meeting.

For all purposes, the shareholder's or proxyholder's remote attendance shall be equivalent to attending the General Shareholders' Meeting in person. Attendance in person shall have the effect of revoking remote attendance.

- 2. The meeting notice for each Meeting shall specify how soon before the start of the meeting a shareholder or proxyholder wishing to attend such meeting should connect or register in order to be considered present at the meeting and to be included in the list of attendees. Any shareholder or proxyholder that connects after the deadline indicated in the meeting notice will not be considered present.*
- 3. Before connecting on the day of the Meeting, the shareholder or proxyholder shall pre-register using the software application made available on the company's website before the date and time specified in the meeting notice and, as the case may be, shall within said period provide the documentation requested in the Meeting notice for reliable verification of the proxy and identity of the proxyholder.*
- 4. The directors may specify in the meeting notice that any interventions or proposed resolutions that are intended to be delivered by those who will be attending remotely shall be sent to the company prior to the time of assembly of the Meeting.*
- 5. The meeting notice for each Meeting shall describe any deadlines, means and methods for exercising shareholder rights related to remote attendance.*
- 6. Remote attendance mechanisms must afford due guarantees of identification of the shareholder or proxyholder(s) exercising the voting right. The guarantees deemed adequate by the Board of Directors include a qualified electronic signature or any other type of guarantee that the Board of Directors deems adequate to ensure the authenticity and identification of the shareholder or their proxyholders, notwithstanding any additional requirements and conditions which may be established.*
- 7. Board members, the Secretary of the General Meeting and the Notary Public may attend the Meeting in person or remotely.*
- 8. The Company shall not be liable for any damages which may be caused to a shareholder arising out of breakdowns, overloads, dropped lines, failed connections or any other circumstances of a like or similar nature which are beyond the Company's control and which prevent the use of the long-distance attendance mechanisms described herein."*

IV. Amend current Article 11 of the General Shareholders' Meeting Regulations, which shall hereafter read as follows:

"ARTICLE 11. REPRESENTATION BY PROXY

- 1. Shareholders whose shares are registered in the appropriate book-entry ledger five days before the meeting is held may be represented at the General Meeting by proxy, subject to the provisions set forth in Articles 10, 10 BIS and 10 TER. Proxies shall be granted in writing or using electronic means and shall be granted specifically for each Meeting in accordance with the legal provisions on such matter and with the provisions of the Bylaws and the Meeting notice.*

This power of representation is construed without prejudice to the provisions of the law for cases of family representation and granting of general powers of attorney.

In any case, both for cases of voluntary as well as legal proxies, there may not be more than one proxyholder at the General Meeting, save in the cases provided by law.

2. *A proxy is always revocable. Attendance at the General Meeting shall have the effect of revocation.*
 3. *Those organizations with standing as shareholders by virtue of the book-entry of the shares, but who act on behalf of various individuals, may divide and cast their vote in different directions in accordance with different voting instructions, if received.*
 4. *If the proxy was validly granted in accordance with the law, the Bylaws and these Regulations but did not include the identity of the proxyholder and/or instructions regarding the exercise of voting rights, it shall be understood, unless the Board of Directors establishes different rules applicable to any specific General Shareholders' Meeting, that (i) the shareholder granting the proxy has given the proxyholder specific instructions to vote for all proposals submitted by the Board of Directors, (ii) the proxy has been granted to the Chairman of the Board of Directors, (iii) the proxy has been granted as regards all items on the agenda for the General Meeting, and (iv) it also covers all items which may arise outside the scope of the agenda, in which case the proxyholder may cast a vote which he/she understands to be in the best interests of the represented party.*
 5. *Unless expressly stated otherwise by the shareholder, if the proxy has a conflict of interest and lacks specific voting instructions or if, despite having such instructions, the proxy wishes not to represent the shareholder with regard to the items with which there is a conflict of interest, it shall be understood that the shareholder has designated to represent him/her as regards those items, jointly and in succession, in the event that any of the following also have a conflict of interest, first, the Chairman of the General Meeting, second, the Secretary thereof and, finally, the Vice Secretary of the Board of Directors, if any, and, if not, or if the latter also has a conflict of interest, the individual selected by the Board of Directors. The Board of Directors may resolve upon rules implementing or amending the provisions of this section for application to a specific General Shareholders' Meeting."*
- V. *Amend current Article 16 of the General Shareholders' Meeting Regulations, which shall hereafter read as follows:*

"ARTICLE 16. DRAWING UP OF THE ATTENDEE LIST

1. *Attendance cards and proxies will be accepted up to the time set for the General Shareholders' Meeting to start. Thereafter, shareholders or proxies who wish to attend the Meeting may do so in the same hall where the Meeting is being held or, if deemed appropriate by the Company, in an adjacent hall from which they can follow the Meeting, but they will not be deemed attendees of the Meeting for the purpose of drawing up the attendance list.*

In the case of remote attendance, the meeting notice for each Meeting shall specify how soon before the start of the meeting a shareholder or proxyholder wishing to attend such meeting should connect or register in order to be considered present at the Meeting and to be included in the attendance list.

2. *Before transacting the business on the agenda, an attendance list will be drawn up, stating the nature or representative capacity of each attendee and the number of shares held, directly or indirectly, by the attendees.*

The attendee list may be drawn up on a card filing system or be included on a computer medium. In these cases, the method used will be recorded in the minutes themselves and the appropriate identification stamp, signed by the Secretary of the General Shareholders Meeting and countersigned by the Chairman, will be affixed to the sealed cover or the cover of the medium.

The number of shareholders, present or represented, will be stated at the end of the list, as well as the amount of capital they own, specifying the capital belonging to shareholders with voting rights.

- 3. As deemed necessary by the Chairman, he/she may designate two or more scrutineer shareholders to assist the Presiding Panel in drawing up the attendance list and, as the case may be, counting the votes.*
- 4. During the General Shareholders' Meeting any shareholder with the right to attend may consult the attendance list provided that it does not delay or postpone normal proceedings at the Meeting once the Chairman has declared the Meeting to be legally convened, and the Presiding Panel of the Meeting is not obliged to read or provide a copy of the list during proceedings at the Meeting.*

VI. Amend current Article 21 of the General Shareholders' Meeting Regulations, which shall hereafter read as follows:

"ARTICLE 21. VOTING AND REPRESENTATION BY REMOTE MEANS OF COMMUNICATION.

- a) Shareholders whose shares are registered in the appropriate book-entry ledger five days before the Meeting is held (including those who do not hold the minimum number of shares required to attend in person) shall be entitled to cast their votes on proposals concerning the agenda items by post or through electronic communications, in accordance with the provisions of the Corporate Bylaws and these Regulations and with any other rules supplementing or implementing them as finally established by the Board of Directors.*

Votes by post shall be cast by sending to the Company the attendance card issued by the Company or by entities entrusted with carrying the book-entry records, notwithstanding any additional requirements and conditions which may be established by the Board of Directors in accordance with the provisions of paragraph b) of this article.

A vote by electronic communication shall be cast under qualified electronic signature or any other type of guarantee the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her right to vote, notwithstanding as well any additional requisites or conditions that may be established by the Board of Directors in accordance with the provisions of section b) of this article.

With respect to a vote cast by any of the means contemplated in this section a), in order to allow the adequate processing thereof, receipt by the Company must take place sufficiently in advance of the holding of the General Meeting. Otherwise, the vote shall be deemed not to have been cast.

Shareholders who cast a distance vote in accordance with the provisions of this paragraph a) shall be deemed to be present for purposes of the assembly of the General Meeting in question.

- b) *The Board of Directors is authorized to implement the provisions in the foregoing paragraph a), establishing the rules, means and procedures compatible with the existing level of technology, as well as the forms, conditions, restrictions and requirements that they deem appropriate in order to supplement the rules set forth in these Regulations for exercising the right to vote through distance means of communication. Furthermore, the Board of Directors, on the basis of the stability and security offered by available technical resources, shall establish the time as from which shareholders may cast their vote by long-distance communication.*

The Board of Directors shall publish on the Company’s website the implementing and supplementary regulations to the scheme established in the General Meeting Regulations as well as the time from which shareholders may cast their vote at the General Meeting by long-distance communication.

- c) *In particular, the Board of Directors may regulate the use of guarantees other than electronic signatures for the casting of electronic votes in order to preserve the authenticity and identity of the shareholder exercising the right to vote, and may also reduce the term of notice referred to in section a) above for the company to receive votes cast by electronic or postal correspondence.*

In any case, the Board of Directors shall adopt the necessary measures to avoid potential duplicity and ensure that the person who casts his/her vote by postal or electronic correspondence has due standing to do so as provided by Article 27 of the Corporate Bylaws.

- d) *The provisions of paragraphs a) and b) above shall also apply to a shareholder authorizing a proxy for the General Shareholders Meeting by means of electronic communication or any other means of long-distance communication.*

In accordance with the provisions of the Corporate Bylaws, personal or remote attendance by the shareholder at the General Meeting shall have the effect of revoking a vote cast by postal or electronic correspondence. Furthermore, personal or remote attendance by a shareholder otherwise represented by proxy at the General Meeting shall have the effect of revoking the proxy granted by electronic correspondence or any other means of long-distance communication contemplated in the General Meeting Regulations.”

	VOTES	%
VOTES IN FAVOR	893.932.295	98,638
VOTES AGAINST	11.000.277	1,213
ABSTENTIONS	1.251.831	0,138
VOTES IN BLANK	0	0,000

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

Set the number of members of the Board of Directors at eleven.

	VOTES	%
VOTES IN FAVOR	905.492.342	99,914
VOTES AGAINST	553.932	0,061
ABSTENTIONS	138.009	0,015
VOTES IN BLANK	120	0,000

NINETH. Binding vote on the Annual Report on Directors Compensation.

Approve the Annual Report on Directors' Compensation for fiscal year 2020.

	VOTES	%
VOTES IN FAVOR	874.794.043	96,527
VOTES AGAINST	30.222.292	3,334
ABSTENTIONS	1.168.068	0,128
VOTES IN BLANK	0	0,000

TENTH. Approval of the Directors Compensation Policy for 2021–2023.

In consideration of the reasons stated in the relevant specific report of the Appointments Committee, approve the Directors Compensation Policy for 2021-2023, under the terms set forth in the document made available to the shareholders on the Company's website as from the publication date of the meeting notice.

	VOTES	%
VOTES IN FAVOR	865.512.523	95,503
VOTES AGAINST	39.012.574	4,304
ABSTENTIONS	1.659.306	0,183
VOTES IN BLANK	0	0,000

ELEVENTH. Approval of the Strategic Incentive 2021-2023 (including payment in Company shares).

Approve the long-term variable compensation plan referred to as the "Strategic Incentive 2021–2023" (the "2021-2023 Incentive"), which includes payments in Company shares, insofar as ENDESA, S.A.'s executive Directors are included among its beneficiaries, with the following key characteristics:

- 1. The 2021-2023 Incentive is a long-term compensation scheme primarily aimed at compensating individuals in positions of greater responsibility for their contributions to sustainable fulfillment of the Strategic Plan.*
- 2. The 2021-2023 Incentive applies to the Executive Directors and all other executives of the Endesa Group holding strategic responsibility, as determined by the Board of Directors.*

3. The performance period will be three years from 1 January 2021, for the 2021-2023 Incentive.

4. The 2021-2023 Incentive allocates an incentive to the beneficiaries that includes the right to receive: (i) a select number of ordinary shares of ENDESA, S.A. (the "Shares") and (ii) a monetary payment linked to a target, subject to the conditions and any potential changes resulting from operation of the Plan.

As relates to the accrued incentive, the first 50% of the target under the Plan shall be paid out fully in Shares.

The monetary amount to be paid out is calculated as the difference in the total incentive accrued and the portion paid out in Shares.

If the maximum number of shares is not a whole number, the amount of Shares to be allocated to each recipient shall be calculated by rounding the amount to the nearest whole number (rounding down for values of 0.49 or less and rounding up for values above 0.49).

5. Accrual of the 2021-2023 Incentive is linked to achievement of four targets during the performance period:

a) Performance of average Total Shareholder Return (TSR) of ENDESA, S.A. in relation to the average TSR performance of the selected benchmark, i.e. the Euro-Stoxx Utilities Index. This parameter will be weighted at 50% of the 2021- 2023 incentive.

b) Target for the cumulative Return On Average Capital Employed during the accrual period. Endesa's cumulative ROACE target represents the ratio between ordinary operating income (ordinary EBIT) and Average Net Invested Capital, on a cumulative basis, during the 2021-2023 period.

This parameter will be weighted at 25% of the total incentive for the 2021-2023 Incentive.

c) Net installed capacity for renewable energy sources, calculated as the ratio between ENDESA's net installed capacity for renewable energy sources and total cumulative net installed capacity in 2023. This parameter will be weighted at 15% of the 2021-2023 incentive.

d) Reduction of the Endesa Group's CO₂ emissions. This parameter will be weighted at 10% of the 2021-2023 Incentive.

A threshold level beyond which the target is considered met and two performance levels for targets that have been overachieved is established for each target: performance beyond the first level equals 150% of the target and performance beyond the second level constitutes maximum achievement of 180% of the target. Therefore, variable compensation levels under the 2021-2023 Incentive will range from 0% to 180% of the incentive base (incentive base (target) equals 100% achievement).

6. The target assigned to each beneficiary under the 2021-2023 Incentive will be as provided in their individual contracts, if addressed therein, or otherwise, in the relevant Group policy defining different target percentage levels based on the level of responsibility.

The maximum number of Shares that may be paid out under the 2021-2023 Incentive is 93,673. This maximum number of shares represents 0.00885% of ENDESA, S.A.'s share capital as at the date this resolution is proposed.

The target for the Chief Executive Officer is €518,000, and the maximum number of shares that he may receive is 11,028.

7. Both payments in the form of delivery of shares and cash payments shall be made subject to the payment and deferral rules established in the Compensation Policy and by the Board of Directors and, specifically, shall be made subject to the relevant malus and clawback clauses.

8. It is resolved to delegate to the Board of Directors, with express power of substitution, the authority to implement at the time and in the manner it deems convenient, formalize, amend, construe, clarify and execute the 2021-2023 Incentive, adopting all resolutions and executing as many public or private documents as may be necessary or convenient to ensure the full effectiveness thereof, with the power to change, rectify, amend and supplement and, in general, to adopt any resolutions and perform any actions necessary or merely convenient for the effective implementation and operation of the 2021-2023 Incentive, including but not limited to, the following powers:

a) To set specific conditions for the 2021-2023 Incentive and to grant and exercise rights thereunder, including the approval or amendment of the 2021-2023 Incentive, the determination of the beneficiaries, the conditions for granting or exercising the rights and verifying achievement, the rights that grant the status of beneficiary, the levels of performance for each of the parameters established as a target, the effects of losing status as an employee, executive or executive director of the Company or its Group or of a change of control, determining the causes for early termination, etc.

b) To draft, sign and submit before any public or private bodies, the beneficiaries or any other party, any documents and supplementary communications which may be necessary or convenient for the purposes of implementing and executing the 2021-2023 Incentive, granting rights and delivering incentives, including, as the case may be, the relevant prior notice and informational prospectuses.

c) To perform any actions or processes or file any returns before any person, entity or registry, public or private, in order to obtain authorizations or verifications as required to grant the rights and to pay the incentives.

d) To adapt the contents of the 2021-2023 Incentive to the corporate circumstances or transactions that may arise during the term thereof, in the terms deemed convenient and, to the extent required or recommended by any legal provisions applicable to any of the beneficiaries, or as may be necessary for legal, regulatory, operating or similar reasons, to adapt the general conditions.

e) To draft and publish any announcements which may be necessary or convenient.

f) To draft, sign, execute and, as the case may be, certify any type of document related to the 2021-2023 Incentive.

g) And, in general, to perform as many actions and execute as many documents as required or convenient for the full validity and effectiveness of the incorporation, implementation, operation, execution, settlement and completion of the 2021-2023 Incentive and the previously adopted resolutions.

	VOTES	%
VOTES IN FAVOR	903.479.802	99,692
VOTES AGAINST	2.484.438	0,274
ABSTENTIONS	220.163	0,024
VOTES IN BLANK	0	0,000

TWELFTH. 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.

1. Delegate to the Company's Board of Directors the broadest authorities to adopt such resolutions as may be necessary or appropriate for the execution, implementation, effectiveness and successful conclusion of the General Meeting resolutions and, in particular, for the following acts, without limitation:

(i) to clarify, specify and finalize the resolutions of this General Meeting and to resolve any doubts or issues presented, remedying defects and omissions which may prevent or impair the effectiveness or registration of the pertinent resolutions;

(ii) to draft the restated text of the Corporate Bylaws and the General Shareholders' Meeting Regulations, incorporating the amendments approved at this General Shareholders' Meeting;

(iii) to execute such public and/or private documents and carry out such acts, legal business, contracts, declarations, and transactions as may be necessary or appropriate for the execution and implementation of the resolutions adopted at this General Meeting; and

(iv) to delegate, in turn, to one or more Directors, who may act jointly and severally, the powers conferred in the preceding paragraphs.

2. Empower the Chief Executive Officer, José Damián Bogas Gálvez, and the Secretary of the Board of Directors, Borja Acha Besga, in order that any of them, indistinctly, may: (i) carry out any acts, legal business, contracts and transactions as may be appropriate in order to register the preceding resolutions with the Mercantile Registry, including, in particular, inter alia, the powers to appear before a Notary Public in order to execute the public deeds or notarial records which are necessary or appropriate for such purpose, to publish the pertinent legal notices and formalize any other public or private documents which may be necessary or appropriate for the registration of such resolutions, with the express power to remedy them, without altering their nature, scope or meaning; and (ii) to 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 the most complete implementation and effectiveness thereof.

	VOTES	%
VOTES IN FAVOR	906.168.001	99,989
VOTES AGAINST	8.290	0,000
ABSTENTIONS	8.111	0,000
VOTES IN BLANK	1	0,000