





BOARD COMMITTEE INTEGRATED REPORT FOR FINANCIAL YEAR 2021

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I. AUDIT AND COMPLIANCE COMMITTEE

A) AUDIT AND COMPLIANCE COMMITTEE ACTIVITY REPORT
CORRESPONDING TO FINANCIAL YEAR 2021



**AUDIT AND COMPLIANCE COMMITTEE
ACTIVITY REPORT CORRESPONDING TO
FINANCIAL YEAR 2021**

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1. REGULATORY FRAMEWORK

The Endesa Audit and Compliance Committee was voluntarily constituted by the Board of Directors in 1998, for the purpose of complying with the so-called Olivencia Code.

In 2002, Law 44/2002, on measures to reform the financial system, addendum to Law 24/1988, regulating the Securities Market, the obligation for companies issuing securities whose shares or obligations were admitted to trading on official secondary securities markets to have an Audit Committee.

Since 2010, the legal regime of the Audit Committees has been strengthened through the Corporate Enterprises Act, which has successively incorporated good governance practices.

In June 2017, the Spanish Securities Market Commission (CNMV) approved "Technical Guide 3/2017 on Audit Committees public-interest entities", together with other items, in response to the Law on Audit of the Financial Statements that entrusts the Spanish Securities Market Commission (CNMV) with the supervision of the functions attributed to the Audit Committees.

Finally, it should be noted that the Endesa Audit and Compliance Committee has its own Regulations, which regulate its functions, organisation and operation, in accordance with the Law, the Bylaws, the Board of Directors Regulations and the Technical Guide of the Spanish Securities Market Commission (CNMV).

The Regulations for the Audit and Compliance Committee were amended on 26 July 2021 as a result of the publication of Law 5/2021, of 12 April, which modifies the Corporate Enterprises Act, and other financial regulations, with regard to the promotion of the long-term involvement of shareholders in corporate enterprises. The main objective of Law 5/2021, of 12 April, was to transpose into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council, of 17 May 2017, amending Directive 2007/36/EC, of 11 July, with regard to the promotion of long-term shareholder involvement. Specifically, and for the purposes of amending the Board of Directors Regulations, it should be pointed out that related-party transactions are undoubtedly one of the most important issues in the amendment of the Directive.

2. COMPOSITION

At the General Shareholders' Meeting of 30 April 2021, the term of office as a Director for Mr Roca, who was a member of the Audit and Compliance Committee, came to an end.

In this regard the Company's Board of Directors, at its meeting in May 2021, approved the proposal of the Appointments and Remuneration Committee for the appointment of Ms Alicia Koplowitz and Romero de Juseu as a member of the Audit and Compliance Committee, for a period of four years.

The composition of the Audit and Compliance Committee from 31 December 2021 was as follows:

Position	Members	Date of first appointment	Date of Last Appointment	Category
Chairman	Mr Francisco de Lacerda	07.05.2015	01.09.2020 01.09.2020*	External-Independent
Member	Ms Eugenia Bieto Caubet	01.09.2020	01.09.2020	External-Independent
Member	Ms Pilar González de Frutos	01.09.2020	01.09.2020	External-Independent
Member	Ms Alicia Koplowitz y Romero de Juseu	05.05.2021	05.05.2021	External-Independent
Member	Mr Alberto de Paoli	4.11.2014	01.09.2020	External-Proprietary (1)
Secretary	Mr Borja Acha Besga	01.08.2015		

(1) Representing Enel.

*Date of appointment as Chairman of the Audit and Compliance Committee.

The Audit and Compliance Committee consists of five non-executive members of the Board of Directors, four of whom (80%) are independent. The Committee also includes a Proprietary Director representing the controlling shareholder Enel, which owns 70.10% of Endesa's shareholding.

The aim of the composition of this Committee is the inclusion of different professional and management experiences and skills, including those that are specific to the businesses undertaken by the Company, the economic-financial, accounting and auditing, internal control and management of financial, non-financial and legal risks of the business, as well as promoting gender diversity as far as possible.

- Gender: During the 2021 financial year, the percentage of women on the Committee increased to 60%, compared to 40% in 2020.
- Age: The average age of Committee members is 63.60, with age ranges between 56 and 71.
- Years of service: The average years in service for the members of the Committee was 3.2 years in 2021 compared to 4.8 years in 2020.
- By nationality, non-Spanish members of the Committee represent 40%.
- The training background of the directors on the Committee varies greatly, and mainly features the disciplines of finance and risk, specifically economic-financial, accounting and auditing, internal control and business and legal risk management. The Directors as a whole have sufficient technical knowledge and experience to be able to undertake their work correctly.

Endesa is convinced that diversity in all its facets and at all levels of its professional team, is an essential factor in ensuring the Company's competitiveness and a key element in a corporate governance strategy that favours a critical attitude, as well as members having different points of view, different positions and the ability to analyse positive and negative aspects.

The full profile of the members of the Audit and Compliance Committee can be seen on the Company's website.

DIRECTORS	QUALITIES AND SKILLS								DIVERSITY			
	Finance and Risk	Engineering	Legal	Management	Strategy	ICT	HR	Sustainability and Corporate Governance	Years in the Committee	Nationality	Gender	Age
María Eugenia Bieto Caubet	✓			✓	✓		✓	✓	1,7	SP	W	71
Pilar Gonzalez de Frutos	✓		✓	✓	✓				1,7	SP	W	65
Alicia Koplowitz y Romero de Juseu	✓			✓	✓			✓	1,7	SP	W	67
Francisco de Lacerda	✓			✓	✓		✓	✓	6,8	PORT	M	61
Alberto de Paoli	✓			✓	✓				7,2	ITA	M	56

3. RESPONSIBILITIES OF THE COMMITTEE

The main function of the Audit and Compliance Committee is to advise the Board of Directors and to supervise and control the preparation and presentation of financial and non-financial information, the independence of the auditor and the effectiveness of internal risk management and control systems, in addition to reporting to the Board of Directors and the General Shareholders' Meeting on related-party transactions.

In any case, it will be entrusted with the functions attributed to it by law and any others established by the Board of Directors Regulations or by the Committee.

4. FUNCTIONING AND MEETINGS OF THE COMMITTEE

The Audit and Compliance Committee establishes an annual work programme that includes specific objectives with regard to each of its functions and an annual schedule for meetings, taking into account the time required by each of the different functions and the Board of Directors' meetings schedule.

The Audit and Compliance Committee should meet in accordance with the annual meetings schedule, and whenever convened by its Chairman which should be decided by a majority of its members or at the request of the Board of Directors or, where appropriate, the Coordinating Director, with a minimum of four annual meetings and at least on the occasion of each date of publication of annual or intermediate financial statements.

The Secretary, when instructed to do so by the Chairman of the Committee, should channel and provide the necessary information and documentation to the other members of the Committee with enough time to enable them to analyse it prior to their meetings.

During the 2021 financial year, the Audit and Compliance Committee met thirteen times, with an average attendance of 95%.

The individual attendance of the members of the Audit and Compliance Committee during the 2021 financial year is indicated below, although the individual attendance of the members of this Committee to the meetings of the Board of Directors, and where appropriate, to those of other Committees of which they may be members is detailed in Annex I.

AUDIT AND COMPLIANCE COMMITTEE			
Directors	In-person attendance (1)	Delegations	Total attendance
Francisco de Lacerda	13/13	-	13/13
Eugenia Bieto Caubet	13/13		13/13
Pilar González de Frutos	13/13		13/13
Alicia Koplowitz y Romero de Joseu (2)	8/9	1/1	9/9
Alberto de Paoli	11/13	0/2	11/13
Miquel Roca Junyent (3)	4/4		4/4

(1) When calculating "in-person attendance" at meetings of the Board of Directors and its Committees, in addition to in-person assistance, remote assistance by telematic means that enables the direct interaction of the director is included. For the above purposes, representations, including those made with specific instructions, in accordance with the criteria of Circular 3/2021, of the Spanish Securities Market Commission (CNMV) that establishes the annual corporate governance report models for listed corporations, will not be counted as in-person attendance.

(2) Ms Koplowitz joined the Audit and Compliance Committee in May 2021.

(3) The term of office of Mr Roca as a Director of Endesa ended on 30 April 2021.

The Chairman of the Audit and Compliance Committee, through the Secretary, may ask the Chairman of the Board of Directors, the Chief Executive Officer or any of the other members of the Board of Directors to join the meetings when he feels it is appropriate and, in any case, on the occasion of each date of publication of annual or intermediate financial statements, the Committee may count on the presence of the internal audit, for those items on the agenda in which they are invited to participate, and of the auditor if any type of review report is to be issued. At least part of these meetings with the internal auditor or the auditor will take place without the presence of the management of the entity, so specific issues arising from the reviews undertaken may be discussed exclusively with them.

Without prejudice to the above, the head of internal audit will have effective, direct access to the Audit and Compliance Committee.

The Chairman of the Audit and Compliance Committee, through the Secretary, may also invite or request any director or employee of the Endesa Group, as well as any of the members of the administrative bodies of the investee companies whose appointment has been proposed by the Company, to attend or appear at the meetings of the Committee.

Participation in the Audit and Compliance Committee 2021:

The Chairman of the Audit and Compliance Committee requested the participation of the following in the meetings of the Committee: The General Manager - Administration, Finance and Control (participated thirteen times), the Director General of Audit (participated on thirteen occasions), the CEO (participated on thirteen occasions), the Director of Corporate Legal Advice and Compliance (participated on one occasion), the Head of Competition and Data Protection (participated twice), the Head of Tax Affairs (participated twice), the Director General of Personnel and Organisation (participated on five occasions), the Director General of Sustainability (participated twice), Directors or heads of other corporate areas (participated on thirteen occasions) and finally, the external auditor (KPMG participated on four occasions).

The attendance of the Director or Directors does not necessarily mean that they remained during the entire session of the Committee, but exclusively for those items on the agenda for which they are summoned.

5. WORK COMPLETED IN 2021

The Audit and Compliance Committee, through its Chairman, informed the Board of Directors on what was dealt with in each and every one of the sessions held. Below you will find details of the main issues analysed by the Committee in 2021:

5.1 Financial and non-financial statement and control mechanisms associated with internal control.

a) Report on the financial statements, management report and proposed distribution of the result corresponding to financial year 2020.

In a meeting on 22 February 2021, the Audit and Compliance Committee, with the participation of the General Manager - Administration, Finance and Control, analysed the Financial Statements and individual and consolidated Management Reports, as at 31 December 2020 and a proposed distribution of the result corresponding to the 2020, prior to the formulation of the same by the Board of Directors.

The Committee, in the exercise of its supervisory function with regard to financial statements, took the following into account:

- Confirmation of the independence of the external auditor, both by issuing its own report on the independence of the auditor, and by a statement signed by the auditor and delivered to the Committee.
- The Audit Report on Endesa's individual and consolidated financial statements for the year ended 31 December 2020, which establishes an unqualified opinion in which they state that in all significant aspects the financial statements express a true image of the Company's assets and financial position, as well as the results and cash flows. The auditor also pointed out that the accounting policies were evaluated and no significant discrepancies were found, no "audit differences" were been detected and no fraud or illegal acts were identified.
- The content of the Additional Report for the Audit and Compliance Committee, issued by the external auditor, in accordance with Article 11 of Regulation (EU) 537/2014 and 36 of the Law on the Audit of the Financial Statements (LAC in Spanish), which includes the following issues:
 - ✓ Audit planning (schedule, equipment, consolidated and individual materiality, scope of the audit).
 - ✓ Conclusions of the audit, on the areas of attention in the audit of the Endesa group, consolidation scope, audit methodology and assessment methods, concluding that no inaccuracies that needed to be corrected or significant internal control deficiencies were identified.
 - ✓ Constant communication by the partner responsible for the order and the director for the Endesa Group throughout the audit.
 - ✓ Communications and European Single Electronic Format Regulation, concluding that the digital files examined (xHTML files), correspond entirely to the individual and audited consolidated financial statements; the audited consolidated annual accounts were presented and labelled, in all material aspects, in accordance with the requirements established by the ESEF Regulation (Single European Electronic Format).
- The effectiveness of the Internal Control Over Financial and Non-Financial Reporting System, confirmed by four reports: Both by those presented by the Internal Control Unit (General Administration, Finance and Control Directorate), the General Audit Directorate and an independent expert (Deloitte) and by the declarations of the external auditor himself.
- The verification of the Sustainability and Non-Financial Statement for 2020 undertaken by the Company's auditor, which indicates that, after examination, the significant aspects of the Statement were prepared in accordance with current commercial regulations and following the applicable criteria for GRI (Global Reporting Initiative) standards.
- The accounting and financial explanations and arguments presented to the Committee by the Economic and Financial Director General and by the Director of Sustainability.

Finally, the General Shareholders' Meeting of Endesa, S.A. which was held on 30 April 2021, approved the Individual Financial Statements of Endesa, S.A. (Statement of Financial Position, Income Statement, Statement of Changes in Total Equity: Statement of Recognised Revenue and Expenses and Total Statement of Changes in Total Equity, Statement and Report of Cash Flows), as well as the Consolidated Financial Statements of Endesa, S.A. and Subsidiary Companies (Consolidated Statement of Financial Position, Consolidated Income Statement, Statement of Other Consolidated Global Income, Statement of Changes in Consolidated Total Equity, Consolidated Statement of Cash Flows and Report), corresponding to the financial year ended on 31 December 2020 and the proposed distribution of the result corresponding to the financial year ended on 31 December 2020.

b) Individual and Consolidated Financial Statements for the first half of 2021 and the Quarterly Consolidated Financial Statement.

During the period covered by this activity report and prior to its submission to the Board of Directors the Committee, with the support of the General Manager - Administration, Finance and Control, analysed the interim statements for the first and third quarters of 2021 and the half-yearly financial report for the first half of 2021.

The Audit and Compliance Committee reported favourably on the Consolidated Financial Statements for the interim reports and the half-yearly report referred to above.

From the publication of Law 5/2021, of 12 April, in force since 3 May 2021, Article 120 of the Consolidated Text of the Securities Market Law was deleted to eliminate the obligation of companies with shares listed on regulated markets to publish quarterly financial statements. This brought Spanish regulations in line with those of other countries in the European Union and with significant markets in Europe.

Companies that wish to do so may continue to submit quarterly statements. However, article 234.2 relating to the powers of intervention by the Spanish Securities Market Commission (CNMV) was also modified, to enable the latter to require the publication of quarterly statements in accordance with their function of verifying periodic statements. The fact is, the publication of these quarterly statements may be important for investors in certain cases. Endesa decided to continue publishing the interim statements even if they are no longer mandatory.

In a session on 26 July 2021, the representatives of the external auditor, KPMG Auditores, S.L., informed the Audit and Compliance Committee regarding the results of a limited review of the interim, individual and consolidated summary financial statements of Endesa, S.A. and Subsidiaries as at 30 June 2021. In conclusion, the auditors confirmed that, as a result of the limited review they conducted, no issues came to their attention that would lead them to conclude that the interim individual and consolidated summary financial statements for the six-month period ended 30 June 2021 had not been prepared, in all material respects, in accordance with the requirements established in International Accounting Standard (IAS) 34 on Interim Financial Reporting, adopted by the European Union, in accordance with the provisions of articles 12 and 13 of Royal Decree 1362/2007, of 19 October, for the preparation of summary interim financial statements, and in Circular 3/2018 of the Spanish Securities Market Commission (CNMV).

c) Internal Control Over Financial and Non-Financial Reporting System

The functions of the Audit and Compliance Committee include the supervision of the effectiveness of the internal control of the Company's Financial and Non-Financial Information.

During the 2021 financial year, the Audit and Compliance Committee supervised the correct functioning and effectiveness of the following:

- ✓ The Internal Control Over Financial Reporting System for the 2020 financial year, in a session on 22 February 2021, based on the Reports issued by the Internal Control Unit of the General Administration, Finance and Control Directorate, the General Audit Directorate, and an independent expert, Deloitte & Co, who prepared three reports that show that the level of trust and reliability of the Internal Control Over Financial and Non-Financial Reporting System in Endesa is suitable and that the assessment of the workings of the Internal Control Over Financial and Non-Financial Reporting System as at 31 December 2020 was satisfactory and no deficiency affecting the overall functioning of that system was revealed.
- ✓ The Internal Control Over Financial and Non-Financial Information System for the first half of 2021, in a session on 26 July 2021, based on the Reports issued by the Internal Control Unit of the General Administration, Finance and Control Directorate and by the General Audit Directorate in Endesa, which conclude that the level of confidence and

reliability of the Internal Control Over Financial and Non-Financial Reporting System in Endesa is suitable and that it operated effectively during the first half of 2021.

The Committee also authorised the extension of the services of the independent third party Deloitte for the review of the Internal Control Over Financial Reporting System in 2021 and its extension to Non-Financial Reporting. Endesa's Internal Control Over Financial and Non-Financial Reporting System is designed to comply with the obligations and recommendations established in the Corporate Enterprises Act, the Code of Good Governance for Listed Companies (CNMV) and Technical Guide 3/2017 on audit commissions of public-interest entities (CNMV-27 June 2017). The above-mentioned authorisation by the Committee is consistent with the decision adopted by it in the October 2017 session, in which it established an action plan that included for each year the supervision of the effectiveness of the Internal Control Over Financial Reporting System by means of the Reports issued by the Internal Control Unit (General Administration, Finance and Control Directorate), by the Directorate-General for Audit, and by an independent third party.

d) Sustainability and Non-Financial Statement for 2020

The Committee coordinates the process of reporting non-financial information and the supervision and control of the processes for the preparation and presentation of financial and non-financial information, for its subsequent formulation by the Board of Directors of the Company.

In November 2019, the Spanish Securities Market Commission (CNMV) declared that it would be suitable to incorporate all non-financial information in a single document. And that is why the Sustainability and Non-Financial Statement of the Consolidated Group for 2020 was presented as a single report (unifying the two non-financial information documents that had been published so far, a Non-Financial Statement, as well as a Sustainability Report), verified by the Auditor without no exceptions and in accordance with the modifications established in Law 11/2018, of 28 December.

The Audit and Compliance Committee, in a session on 22 February 2021, with the participation of the General Director of Sustainability, analysed the Sustainability and Non-Financial Statement of the Consolidated Group for the 2020 financial year verified by the Auditor.

In accordance with the applicable regulations, the Sustainability and Non-Financial Statement contains the information necessary to understand the Group's growth, results and situation, and the impact of its activity with regard to environmental, social and personnel issues, respect for human rights and the fight against corruption and bribery. It also includes additional non-financial information on issues that are significant for those stakeholders who meet the information requirements of these stakeholders. It is created in accordance with the most advanced international standards: GRI (Global Reporting Initiative) and the AA1000 Regulation on the management of stakeholders.

e) Other actions with regard to Financial and Non-Financial Statements

As part of its function that involves monitoring financial and non-financial information on an ongoing basis, the Committee reviewed and analysed the financial statements and other non-financial information together with the General Administration, Finance and Control Directorate, the General Audit Directorate and the External Auditor. With regard to this:

- The General Manager - Administration, Finance and Control presented a Financial Management Report 2020, as well as a report for the first half of 2021.
- The Director-General of Audit is present for all financial reporting points addressed by the Committee.

- In the exercise of its supervisory function, the Committee verified that the public financial information presented by the Administrators coincided with that published on Endesa's website and that then published on the website of the Spanish Securities Market Commission (CNMV), as well as complying with Circular 3/2015 on the technical and legal specifications of information that should be included in the websites of listed companies, all with the help of the external consultants Ernst & Young S.L.
- The General Manager of Administration, Finance and Control and the General Manager of Sustainability reported that for the 2020 financial year, Endesa had chosen to apply Endesa's Internal Control Over Financial and Non-Financial Information System to the Non-Financial and Statement, with additional specific controls.

The Committee received information on requests for information from the Spanish Securities Market Commission (CNMV) (these included a request for collaboration for a COESA study on the treatment of the concept of "materiality" in audits of financial statements) and on communications received from shareholders and investors regarding sustainability and climate change issues, and they also supervised the responses made by Endesa.

5.2 Internal Audit

The functions of the Audit and Compliance Committee include direct supervision of the Internal Audit area.

With regard to the Committee's supervisory responsibilities, the General Audit Manager regularly presented a report to the Committee detailing the activities undertaken by the General Audit Division during the 2021 financial year:

- ✓ Approval of the budget and work plan of Internal Audit 2021, as well as modifications arising during the period.
- ✓ Reports on Internal Audit activities for the 2020 financial year and quarterly reports (Q1, Q2, Q3) for 2021, which included a report on complaints against ethical regulations.
- ✓ Report on the monitoring of Internal Audit action plans as at 31 December 2020 and 30 June 2021.
- ✓ Internal Audit Report on related-party transactions for the second half of 2020 and the first half of 2021 and a report on the execution of the technical and support services contracts with the Enel Group for the first half of 2021.

As part of its responsibility for ensuring the independence and effectiveness of the internal audit function, the Committee makes an annual assessment of the performance of the Internal Audit and of the person responsible.

In this regard, Internal Audit undertook a self-evaluation process reviewing the work, methodology and internal management undertaken in 2020. For the 2021 financial year, evaluation of the Internal Audit function will be undertaken externally by the consultant selected by the Audit and Compliance Committee (Deloitte).

With regard to the assessment of the performance of the head of the Internal Audit function, the Committee also supervised the calculation of variable remuneration for 2020 for the person responsible for the Internal Audit function, as well as establishing its objectives for 2021, reported in both cases by the General Manager for Personnel and Organisation, ensuring that the objectives for the area would not compromise its objectivity and independence.

Finally, a Declaration of Independence of the Head of Internal Audit was delivered to the Committee in accordance with the Internal Audit Statute, the International Standards for Professional Internal Auditing and the Code of Ethics of the Institute of Internal Auditors.

5.3 Legal Audit

To undertake its responsibilities relating to the legal audit, the Audit and Compliance Committee:

- ✓ Issued and published a "Report on the Result of the Legal Audit for the 2020 financial year" on the Company's website, in order to comply with its responsibility to report to the General Shareholders' Meeting on the result of the audit and its contribution to the integrity of the financial information.
- ✓ In order to ensure the independence of the external auditor and in accordance with the policy for the provision of services other than audit and relationship with the auditor:
 - The Committee issued a report on the independence of the external auditor, in a session on 22 February 2021, in which the Audit and Compliance Committee of Endesa, S.A. stated that the additional services provided by KPMG Auditores, S.L. to the Network with which it operates for Endesa, S.A. and the Companies of its Group, to their best knowledge and understanding, do not compromise the independence of the auditing company.

In accordance with the Action Protocol between Endesa, S.A. and Enel S.p.A., the Committee also requested information from the Auditor on the non-audit services that its statutory auditor or the members of its network provided to the parent company Enel, concluding that, while respecting the autonomy of Enel's Collegio Sindacale to analyse and authorise the non-audit services provided by the auditor to Enel, and taking into account the information provided by the auditor, in their opinion the above-mentioned services did not affect the auditor's independence to analyse Endesa's accounts.

- Furthermore, the external auditor confirmed that it had complied with the applicable independence requirements in accordance with the provisions of the Law on the Audit of the Financial Statements and Regulation (EU) 537/2014, of 16 April.
- The Committee approved and reported to the Board of Directors on the provision of additional services, with their respective budgets, by the auditing company KPMG, at meetings of 22 January 2021, 4 May 2021, 17 June 2021, 26 July 2021, 27 September 2021, and 20 December 2021 (KPMG).

In all additional services provided by the audit company, the external auditor is required to provide a certificate of independence for each of the additional services to be provided, prior to approval by the Audit and Compliance Committee, in which the auditor confirms that to his best knowledge and understanding, the services comply with the corresponding standards of independence.

In accordance with the Policy for the provision of additional services, the approval of the General Administration, Finance and Control Directorate of Audit and the General Secretariat is required.

- The Committee reported favourably to the Board of Directors on the increase in KPMG's fees, corresponding to services including the annual individual and consolidated Audit of the Financial Statements for Endesa, S.A., as a result of changes in the circumstances of certain subsidiaries in Endesa's corporate perimeter, changes in the computer systems for commercial systems, as well as for the provision of the services involving the review of the financial

statements included in the annual financial reports in electronic format drafted in accordance with the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Reporting Format (ESERF).

- ✓ The Committee was informed by the Auditor in May 2021 of the 2021 business plan, the scope of the audit work and the reports to be delivered as well as the key and significant audit issues in Endesa, S.A. and in the Group as a whole. In November 2021, the auditor reported on the audit plan and strategy for the year ended 31 December 2021; the concept and scope of the materiality criterion; the schedule and the main activities that were undertaken during the current financial year; meetings with the management team and management bodies; and the audit team, the main auditors responsible and the Quality Review Partner.
- ✓ Finally, to complete its supervision with regard to the auditor's performance and contribution to the quality of the audit and the integrity of the financial information, at a session in May 2021 the Committee issued a Final Evaluation Report on the performance of the auditor, based on the work and opinion of the General Administration, Finance and Control Directorate and the General Audit Directorate. In the creation of the evaluation report, the Committee focussed the assessment by taking into account the analysis of the following parameters: Frequency and quality of communications, independence of the auditor, Management's opinion on the auditor, a report on the transparency of the auditor and public results of the quality controls conducted by the supervisors and other available information. The Committee concluded that the audit services of the annual accounts of the Endesa, S.A. individual and consolidated financial statements provided by KPMG Auditores, S.L. during the 2020 financial year were satisfactory, having shown the expected professionalism when complying with the obligations resulting from the law and the service contracts agreed between the parties during that period.

5.4 Risk Control and Management Systems

The functions of the Audit and Compliance Committee include supervision of the effectiveness of the risk control and management system.

In this regard, the Audit and Compliance Committee undertakes the following with regard to the exercise of its supervisory function:

- In accordance with the regulations of Endesa's Audit and Compliance Committee, which state that an assessment of the performance of the internal control and risk management function will be undertaken periodically by an independent external entity that will be selected by the Audit and Compliance Committee, the Committee requested PwC to issue a Report showing the conclusions of the integrated assessment of Endesa's risk control and management system (specifically Risk System, Criminal Risk Prevention and Anti-Bribery System and Tax Risk System) and they were informed of the conclusions reached with regard to the supervision of the risk control function in Endesa: Endesa is one of the listed companies in the electricity sector most aligned with the best applicable practices.
- Proposals to the Board of Directors included the annual assessment of financial and non-financial risks and a risk map for 2021 and the tolerance level established for the most significant risks.
- They monitored the effectiveness of the risk management system, including fiscal risk, on a quarterly basis based on information received by the General Manager - Administration, Finance and Control, at sessions on 22 March 2021, 21 June 2021, 27 September 2021 and 20 December 2021.

- Prior to approval by the Board of Directors, they reported on the Risk Appetite Framework for the 2022 financial year.

In compliance with the requirements of Technical Guide 3/2017 of the Spanish Securities Market Commission (CNMV) to receive scheduled reports on the operation of the established systems and the conclusions reached with regard to the risk management system, the Committee was informed throughout the year with regard to different risks.

5.5 Tax Issues

The main actions relating to responsibilities for tax issues undertaken by the Audit and Compliance Committee in 2021 were as follows:

- ✓ Prior to the formulation of the 2020 financial statements, to receive information from the person responsible for tax issues for this to be presented to the Board of Directors with regard to the Tax Policies adopted by Endesa in 2020, thus complying with regulations for undertaking Corporate Governance with regard to tax issues and the provisions of the Code of Good Tax Practices (CBPT in Spanish), with which both Endesa and its controlled subsidiaries comply.
- ✓ To receive information on the closure of the general tax inspection process for the 2015-2018 financial years.
- ✓ To receive information on the review by Endesa's General Audit Directorate of the Tax Compliance Management System, in accordance with the UNE regulation 19602 on Tax Compliance Management Systems in order to maintain AENOR's certification in 2021. On 27 May 2021, Endesa renewed the AENOR Certification of UNE Regulation 19602 for Tax Compliance Management Systems.
- ✓ To receive information on the issuance of a Tax Transparency Report with all relevant information for third parties.

5.6 Regulatory compliance

The main actions with regard to responsibilities relating to criminal risk prevention undertaken by the Audit and Compliance Committee in 2021 were as follows:

- ✓ Supervising compliance with the Criminal Risk Prevention and Anti-Bribery Model:
 - Report on the activities of the Criminal Risks Supervision Committee made in 2020 and the annual review of the Criminal Risk Prevention and Anti-Bribery Model (MPRP in Spanish).
 - Approval of the programme of Activities of the Criminal Risks Supervision Committee corresponding to the 2021 financial year.
 - Receiving information on the maintenance of AENOR certifications of Endesa's Criminal Risk Prevention and Anti-Bribery Model for the 2021 financial year.
- ✓ Supervising compliance with the applicable regulations on data protection and receiving information on the requirements of the competent bodies, by means of an information report, in sessions in May and December 2021, from the Data Protection Delegate.

The Committee also unanimously agreed to appoint Mr Rafael Fauque Bernal as "Data Protection Delegate" for Endesa, S.A. and all the companies it controls in Spain, replacing Ms Marta Mara n Heramoso, and re-electing Ms Sara Gonalves as "Data Protection Delegate" for all the companies controlled in Portugal". In both cases this is for a period of four years.

- ✓ With regard to its relative responsibility for the implementation of global systems or models for the management of regulatory compliance and in matters of Competition, the Committee also:
 - Approved the Defence of Competition Compliance Programme, with the aim of introducing a structured procedural system and supervisory activities to enable the prevention of anti-competitive practices in Endesa, and set up a Competition Committee to monitor the effectiveness and keep this Programme up to date.
 - It informed the Board of Directors with regard to Endesa's Competition Policy and approved the Endesa Competition Committee's Action Programme for the 2021 financial year.
- ✓ With the internal support of the Supervision Committee, the Committee presented a favourable report to the Board of Directors on the proposal to amend Endesa's Code of Ethics, which should be continuously monitored to ensure that the design, wording and operation are appropriate for the requirements of the applicable regulations.

5.7 Related-party transactions

All information regarding related-party transactions reported by the Committee in 2021 is available in the "Report on related-party transactions with significant shareholders and directors, reported by the Audit and Compliance Committee to the Board of Directors in 2021".

It should be noted that during the 2020 and 2021 financial years, the Committee paid special attention to the transposition of Directive 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC of 11 July with regard to the promotion of long-term shareholder engagement, since related-party transactions were undoubtedly one of the most important issues in the amendment.

On 13 April 2021, the transposition was completed by means of Law 5/2021, of 12 April, which modifies the Corporate Enterprises Act. On 15 November 2021, the Spanish Securities Market Commission (CNMV) published guidelines denominated "Questions and Answers with regard to the regime of communication for related-party transactions regulated in Chapter VII bis of Title XIV of the Corporate Enterprises Act".

In view of all the above, in December 2021 the Committee proposed to the Board of Directors a new Regulation on related-party transactions and the repeal of the regulation in force to date, as well as the modification of the Action Protocol between Endesa and Enel.

The Audit and Compliance Committee also unanimously approved an operational procedure for related-party transactions.

Finally, the Committee authorised the contracting of the independent third parties PwC and E&Y, to issue reports addressed to the Audit and Compliance Committee of Endesa S.A. for the purpose of supporting the Committee in the assessment of the fairness and reasonableness of the related-party transactions undertaken by Endesa S.A.

5.8 Other Responsibilities

The Audit and Compliance Committee undertook the following actions in 2021 with regard to other responsibilities within its jurisdiction in 2021:

- ✓ To report favourably on the following prior to their approval by the Board of Directors:
 - The proposed amendment to the "Audit and Compliance Committee Regulations" in July 2021.
 - The proposed amendment to the Board of Directors Regulations in July 2021, with regard to its responsibilities.
- ✓ Propose the following reports to the Board of Directors for approval and publication:
 - Report on the Activities of the Audit and Compliance Committee and a Report of related-party transactions undertaken with significant shareholders and directors in 2020, all in the session on 22 January 2021.
 - Annual Corporate Governance Report for 2020, in the session on 22 February 2021.
- ✓ To propose an amendment to the Code of conduct in Stock Markets and emission rights markets (RIC) to the Board of Directors for approval, as well as implementing regulations on transactions with Endesa's securities and emission rights and with regard to inside information.
- ✓ To report favourably to the Board of Directors, in collaboration with the Appointments and Remuneration Committee, on the terms of the Temporary Share Repurchase Programme associated with Endesa's Strategic incentive plan for 2021-2023.
- ✓ Contracting Deloitte for the preparation of a report verifying that Endesa's remuneration audit fully complies with the provisions of Royal Decree 902/2020, of 13 October, on equal pay between women and men.
- ✓ Meeting with Enel's Collegio Sindacale, to share the main activities undertaken by the Committee itself during the 2020 financial year, as well as other significant aspects of Endesa's activity and, finally, to exchange experiences and best practices in auditing, financial reporting and corporate governance, as well as to enable the Collegio Sindacale to comply with its own obligations under Italian law.
- ✓ At its meeting on 20 December 2021, the Audit and Compliance Committee approved a schedule for sessions and an annual work plan for 2022, its objectives for the 2022 financial year and verification that the objectives established for 2021 were met.

6. ASSESSMENT OF THE AUDIT AND COMPLIANCE COMMITTEE

In accordance with the provisions of article 529 nonies of the Corporate Enterprises Act (LSC) and recommendation 36 of the Code of Good Governance for Listed Companies by the Spanish Securities Market Commission (CNMV), the Committee annually assesses performance with regard to the effectiveness of the operation of the Audit and Compliance Committee.

In January 2021, the Audit and Compliance Committee took note and showed its agreement and satisfaction with the results achieved in its assessment for the 2020 financial year and gave a positive report on the result of the same, which was included in the general assessment of the Company's Board of Directors.

In October 2021, the Board of Directors also approved the initiation of the process and methodology for evaluating the functioning of the Audit and Compliance Committee for the 2021 financial year, which had been undertaken with the help of the external consultants Gómez Acebo & Pombo and whose results were presented to this Committee at the session on 25 January 2022. The assessment concluded that the functioning of the Committee was satisfactory and that it correctly performed the functions entrusted to it.

7. INFORMATION ON THE COMMITTEE'S OPINION WITH REGARD TO THE AUDITOR'S INDEPENDENCE

The report prepared by Endesa's Audit and Compliance Committee on the independence of the auditor was approved in the session on 22 February 2021 and declared that the additional services provided by KPMG Auditores, S.L. to the Network with which it operates for Endesa, S.A. and the Companies of its Group, to their best knowledge and understanding, do not compromise the independence of the auditing company.

8. MONITORING OF PRACTICAL GUIDES

Endesa's Audit and Compliance Committee bases its action on the applicable legislation in force, on the Bylaws and Articles of Association, the Board of Directors Regulations, the Regulations of the Audit and Compliance Committee itself, on the Code of Good Governance for Listed Companies and on Technical Guide 3/2017 of the Spanish Securities Market Commission (CNMV) on audit commissions for public-interest entities.

With the publication on 27 June 2017 of the Technical Guide on audit commissions for public-interest entities created by the Spanish Securities Market Commission (CNMV), Endesa's Audit and Compliance Committee was also informed on 24 July 2017 of the importance of the Guide approved by the Spanish Securities Market Commission (CNMV) and of Endesa's monitoring of most of its postulates. The Committee considered that the Guide should be understood as a possibility for improvement and a specific proposal was made on the measures to be taken to follow the recommendations in the Guide. At the date of this report, Endesa had implemented all the necessary actions to monitor the criteria and recommendations established in the Guide.

9. CONCLUSIONS

The aim of the Activity Report of the Audit and Compliance Committee for the 2021 financial year is to enable shareholders and other interested parties to understand the functions and work undertaken, and it aims to comply with the criteria in Technical Guide 3/2017 on audit commissions for public-interest entities of the Spanish Securities Market Commission (CNMV).

10. DATE OF THE REPORT PREPARED BY THE AUDIT COMMITTEE AND DATE OF APPROVAL BY THE BOARD OF DIRECTORS.

This report was prepared by the Audit and Compliance Committee for approval by Endesa's Board of Directors on 26 January 2022 and will be published on the Company's website on the occasion of the General Shareholders' Meeting.

B) ENDESA, S.A. AUDIT AND COMPLIANCE COMMITTEE REPORT ON
THE INDEPENDENCE OF THE AUDITORS



**REPORT OF THE ENDESA, S.A. AUDIT AND
COMPLIANCE COMMITTEE ON THE
INDEPENDENCE OF THE AUDITOR**

21 February 2022

REPORT OF THE ENDESA, S.A. AUDIT AND COMPLIANCE COMMITTEE ON THE INDEPENDENCE OF THE AUDITOR

Justification

In accordance with article 529 quaterdecies, section 4.f), of the consolidated text of the Spanish Corporate Enterprises Act, with Technical Guide 3/2017 of the Spanish Securities Market Commission (CNMV) on Audit Committees in Public-Interest Entities; with article 16.3 of Endesa, S.A. Audit and Compliance Committee Regulations, and with the Policy for the Provision of Services Other Than Audit and Relationship with the Endesa, S.A. Auditor of Accounts, approved on 23 July 2018, prior to issuing the Report on the Audit of the Financial Statements, the Committee issued this Report expressing its opinion on whether the independence of the Auditor for the Company and its Consolidated Group had been compromised in 2021.

This Report includes a reasoned assessment of the provision of each of the additional services, considered both individually and as a whole, other than those for the Legal Audit, with regard to the independence regime and to the regulations governing the audit of the financial statements activity.

In accordance with the Code of Good Governance for listed companies, this Report should be published on the Company's website on the occasion of the General Shareholders' Meeting.

In order to express its opinion on the independence of the Auditor in 2021, the Endesa, S.A. Audit and Compliance Committee took the following into account:

1. Relations with the Auditor of the Financial Statements.

The Endesa, S.A. Audit and Compliance Committee has established the appropriate relations with the Auditor to receive information for examination on any issues that may jeopardise their independence and on any other audit-related issues, as well as other communications envisaged in legislation governing the Audit of the Financial Statements and in auditing standards and practices.

In accordance with recommendation 42.2 d) of the Code of Good Governance for listed companies, with article 33 of the Board of Directors Regulations and article 3.1 of the Policy for the Provision of Services Other than Audit and Relationship with the Endesa, S.A. Auditor, the Audit and Compliance Committee of Endesa, S.A. maintains an objective, professional and ongoing relationship with the Company's Auditor, respecting his/her independence and ensuring that he/she has all the information necessary for the job to be done.

In accordance with the above-mentioned Policy, the Endesa, S.A. Audit and Compliance Committee should evaluate and supervise the independence and objectivity of the Auditor, KPMG Auditores, S.L., establish the appropriate relations with them to receive information on those issues that may pose a threat to their independence and not undermine the effectiveness with which the audit is undertaken, all in accordance with Endesa, S.A. Audit and Compliance Committee Regulations and Corporate Governance best practices.

For this purpose, KPMG Auditores, S.L. appears at different sessions of the Endesa, S.A. Audit and Compliance Committee in order to report on the following:

- Audit of the Consolidated Financial Statements of Endesa, S.A. and Subsidiaries, prepared in accordance with the International Financial Reporting Standards, adopted by the European Union.
- Audit of the Individual Annual Financial Statements of Endesa, S.A., prepared in accordance with the General Accounting Plan approved in Spain.
- Agreed Procedures on information relating to the Internal Control System on Financial Reporting (ICFR).
- Limited Review of the Individual Financial Information for Endesa, S.A., prepared in accordance with the General Accounting Plan approved in Spain, and Limited Review of the Intermediate Consolidated Summary Financial Statements for Endesa, S.A. and its Subsidiaries as at 30 June, prepared in accordance with the International Financial Reporting Standards, adopted by the European Union.
- Additional report for the Endesa, S.A. Audit and Compliance Committee that explains the results of the audit undertaken.
- Independent Verification Report on the Sustainability and Non-Financial Statement Report for Endesa, S.A. and its Subsidiaries.

It is noted that at these meetings the Auditor did not report any circumstances that may have put his/her independence at risk.

The Partner responsible for KPMG Auditores also confirmed to the Endesa, S.A. Audit and Compliance Committee that the Company's employees had collaborated and provided the team of auditors with all the information required to complete their work.

In accordance with best Corporate Governance practices and under Endesa's Board of Directors Regulations, the Board of Directors should meet at least once a year with the Auditor to receive information on the work completed and on developments with regard to the accounting and risk situation within the Group.

In this regard, in 2021 KPMG Auditores, S.L. appeared at a meeting of the Board of Directors of the Company to report on the following:

- (i) Planning of the audit; audit schedule, equipment, consolidated and individual materiality, scope of the Group audit;
- (ii) Areas on which the Group's audit focussed: Possible key auditing issues (energy supplied pending invoicing and impairment of non-financial assets with regard to generation) and other significant audit issues (assets put into service in the distribution business, regulated remuneration for Non-Mainland Territories (TNP), provisions for pensions and staff restructuring plans, provisions for law suits, indemnities and other legal or contractual obligations, provisions for dismantling and closing facilities, transactions with related parties, derivatives, and circumvention of controls by Management);
- (iii) Areas of focus for the individual audit: Possible key auditing issues (loss of value of shares in Group companies) and other significant auditing issues (provisions for pensions and staff restructuring plans, provisions for law suits and other legal issues, related party transactions,

derivatives, evaluation of the company in operation, and circumvention of controls by Management);

- (iv) Other significant issues in the 2021 audit.

2. Declaration of the independence of the Auditor.

In accordance with article 529 quaterdecies, paragraph 4.e), of the Corporate Enterprises Act, the Endesa, S.A. Audit and Compliance Committee received from the Auditor for the Company, KPMG Auditores, S.L., prior to issuing this Report, a written communication in declaring that it had complied with the applicable requirements of independence, thus confirming its independence with regard to Endesa, S.A. and any directly or indirectly related entities. They also provided detailed, individualised information on additional services of any kind provided and the corresponding fees received, thus confirming its independence from Endesa, S.A. and directly or indirectly related entities and which included the following declaration.

- The team responsible for the Audit Assignment and the Audit Company, together with the applicable extensions, complied with the independence requirements established in the applicable regulations governing the Audit activity in Spain.
- KPMG Auditores, S.L. has internal policies and procedures in place designed to provide reasonable assurance that the Audit Company and its staff, and, where applicable, other persons subject to independence requirements (including the staff of the Network firms) maintain independence where this is required by the applicable regulations. These procedures include those aimed at identifying and assessing threats that may arise from circumstances relating to audited entities, including those that may involve incompatibility and/or those that may require the application of the necessary safeguard measures to reduce threats to an acceptably low level.

In this regard, KPMG Auditores, S.L., in its professional judgment and with regard to the audit indicated, declared that no circumstances had been identified, which individually or as a whole, posed a significant threat to its independence and would therefore require the application of safeguard measures or that could be a reason for incompatibility.

In accordance with current regulations, KPMG Auditores, S.L. also detailed the fees invoiced for services provided to Endesa, S.A. and its Group companies in 2021

In accordance with the Action Protocol between ENDESA S.A. and ENEL S.p.A., for the purpose of ENDESA's Audit and Compliance Committee having information with regard to the services not included in the audit that the legal auditor and the members of its network provided to the parent company ENEL so as to be able to confirm the independence of the legal auditor, with regard to the services provided to ENEL by ENDESA's auditor and by companies in the same network, ENDESA's Audit and Compliance Committee received the following from the auditor, prior to the formulation of the Financial Statements:

- A declaration stating that neither the statutory auditor nor any members of its network have provided services that are prohibited by the regulations applicable to ENEL during the audited year.

- A declaration providing individualised details of external services of any kind provided to ENEL during the audited year and the corresponding fees received from said entity by the External Auditor or by the persons or entities linked to it in accordance with the provisions of the regulations governing the audit of the financial statements, expressly confirming the percentage of fees for services other than audit services with regard to audit fees.
- Confirmation that the auditor has issued an individual certificate of independence for each of the services other than audit services provided to ENEL by the auditor or entities belonging to its network in favour of ENEL.
- A declaration informing on the application of internal Policies and Procedures to provide assurance that the Audit Company and its staff (including staff employed by its Network) maintain independence when required by applicable regulations and that the procedures include measures aimed at identifying and assessing threats to independence, as well as the results of the application of these Policies and Procedures during the audited year.
- A declaration confirming that Enel's Collegio Sindacale has authorised, either directly or after pre-approval, each of the audit services undertaken on behalf of ENEL.

ENDESA's Audit and Compliance Committee, while respecting the autonomy of ENEL's Collegio Sindacale to analyse and authorise the non-audit services provided to ENEL by the auditor, and taking into account the information provided by the auditor, declares that in its opinion the above-mentioned services do not affect the independence of the auditor to analyse ENDESA's accounts.

3. Fees paid to the Auditor and for services rendered.

- In accordance with current legislation, and with the authorisation procedure established by the Policy for the Provision of Services Other Than Audit and Relationship with the Auditor of Endesa's Accounts, the Endesa, S.A. Audit and Compliance Committee, prior to their formalisation, authorised contracts for the provision of services other than Audit services between Endesa, S.A. and the companies in its Group and KPMG Auditores, S.L. or any member of their Network, following an individual and global analysis of any threats to independence that may arise from such contracts, including the limit to fees established by this Policy.

The Policy for the Provision of Services Other Than Audit and Relationship with the Auditor of Accounts of Endesa, S.A. establishes that the total fees received by the Company's Auditor for services other than the Audit services should not exceed 70% of the total annual fees paid for the Audit of the Financial Statements of the Company and its Subsidiaries and, where applicable, for the Company's Individual and Consolidated Six-Monthly Financial Statements.

Services other than the mandatory Audit of the Financial Statements and the Individual and Consolidated Six-Monthly Financial Statements that European Union law or Spanish legislation require to be undertaken by the Auditor were not taken into account in the limit to fees.

- The Auditor is also required to issue an Independence Certificate for all additional services to be provided, prior to approval by the Endesa, S.A. Audit and Compliance Committee, in which the Auditor confirms that to his/her best knowledge and understanding, the services comply with the corresponding standards for independence.
- The Audit and Compliance Committee should also ensure that the auditor's remuneration for work undertaken does not compromise his/her quality or independence, and the limits to the Auditor's business concentration should be verified.

In this regard, it should be pointed out that the services provided by KPMG Auditores, S.L. and its Network to Endesa, S.A. and its Group Companies in 2021 amounted to less than 15% of the net turnover in the Financial Statements of KPMG Auditores, S.L. corresponding to the financial year ended on 30 September 2021.

- Finally, the Endesa, S.A. Audit and Compliance Committee analysed the variations in the Auditor's total remuneration.

In 2021, the Auditor, KPMG Auditores, S.L. and its Network, provided the following services for Endesa, S.A. and the Companies in its Group:

(Thousands of Euros) Services Provided	Fees 2021		
	Company	Related companies	Total
Financial Statement Audit Services	981	712	1.693
Other Audit-Related Services			
- Agreed Procedure Reports	173	116	289
- Agreed Procedures Report on information relating to the Internal Control Over Financial Reporting System (ICFR)	150	-	150
- Other Related Services	49	-	49
Limited Review Reports on Interim Financial Statements	244	-	244
• Total Audit, Related and Limited Review Services	1.597	828	2.425
Tax Services	-	-	-
Other Services	-	-	-
• Total Fees	1.597	828	2.425

The total fees received by the Auditor of the accounts for the Company and its Network in 2021 amounted to 2,425 thousand euros, which can be broken down as follows:

- 1,693 thousand euros for Legal Audit services;
 - €244 thousand for Limited Reviews of Interim Financial Statements;
- 456 thousand euros for services other than the audit of the financial statements and limited review reports and represent 23.54% of the total

annual fees paid for audit services provided to the Company and its subsidiaries and therefore, do not exceed the annual limit of 70% established by the Company's internal regulations;

- and 32 thousand euros for services, other than the Audit of the Financial Statements and the individual and consolidated Interim Financial Statements, which under European Union law or Spanish legislation are require to be undertaken by the auditor and therefore, these services are not included in the annual fee limit of 70%.

Details of these fees are explained below:

I. Financial Statement Audit Services:

The fees for audit services in 2020 amounted to 1,693 thousand euros in 2021 and include the Audit of the Individual and Consolidated Financial Statements for Endesa, S.A. and its Subsidiaries corresponding to the year ended 31 December 2021.

II. Limited reviews:

The fees for these services amounted to 244 thousand euros in 2021 and include the Limited Review of the Individual Financial Statements of Endesa, S.A. and the Limited Review of the Intermediate Summary Consolidated Financial Statements of Endesa, S.A. and its Subsidiaries corresponding to the six-month period ended 30 June 2021.

III. Other Audit-Related Services:

The fees corresponding to the provision of Other Audit-Related Services amounted to 488 thousand euros in 2021 and may be broken down as follows:

- Agreed procedures reports on regulatory, contractual, statutory and other requirements.
- Agreed procedures report on information relating to the Internal Control Over Financial Reporting System (ICFR).
- Other related services.

In many cases, these contracts correspond to services very similar to audit services that sometimes complement or partially correspond to audit activity and that, for the purposes of business knowledge and to avoid duplication of work and costs, are entrusted to the Auditor providing they do not represent any conflict of interest.

In the 2021 financial year, the Audit and Compliance Committee approved and reported to the Board of Directors, the provision of additional services by the Audit Firm, with their respective budgets, at the meetings on 22 March 2021, 4 May 2021, 17 June 2021, 26 July 2021, 27 September 2021 and 20 December 2021.

IV. Other services not related to auditing:

In 2021, the auditor did not provide any services other than the above. In the 2021 financial year the auditor did not provide tax services, nor other services other than the above.

4. Permanence and rotation of the Auditor.

I. Permanence of the Auditor.

Law 22/2015, of 20 July, on the Audit of Financial Statements states that listed companies should appoint a Legal Auditor or Audit Company for an initial assignment whose minimum duration may not be less than three years and which may be renewed for maximum periods of three years and with a maximum total duration of ten years. That period may only be extended up to a maximum of four more years, provided that it is contracted simultaneously with other auditors or audit firms.

The Endesa, S.A. General Shareholders' Meeting held on 12 April 2019 appointed KPMG Auditores, S.L. as Auditor of the individual and consolidated Financial Statements of Endesa, S.A. for the period 2020-2022. As a result of this, in 2020 Endesa, S.A. awarded a three-year contract for the Legal Audit services corresponding to the Financial Statements of Endesa, S.A. and the Consolidated Financial Statements of Endesa, S.A. and its Subsidiaries, to KPMG Auditores, S.L.

This contract for a period of three years does not exceed the maximum limit of ten years provided for in the applicable regulations.

II. Rotation of the main auditors responsible for the Audit of the Financial Statements.

With regard to the rotation of the main auditors responsible for the Audit of the Financial Statements, the current regulations establish that, after five years have elapsed since the initial contract, it will be mandatory to rotate the main auditor, and in any case a period of three years must elapse so that this person may participate again in the audit for the corresponding entity.

For the Partner of KPMG Auditores, S.L. responsible for the Audit of the individual and consolidated financial statements of Endesa, S.A., 2021 was the second year as a signatory partner of the individual and consolidated Financial Statements of Endesa, S.A.

Conclusion.

In accordance with an analysis made on this Report, the Audit and Compliance Committee of Endesa, S.A. stated that the additional services provided by KPMG Auditores, S.L. and the Network with which Endesa, S.A. and its Group Companies operate do not, to its best knowledge, compromise the independence of the auditing company.

C) REPORT ON RELATED-PARTY TRANSACTIONS WITH SIGNIFICANT SHAREHOLDERS AND DIRECTORS, REPORTED BY THE AUDIT AND COMPLIANCE COMMITTEE TO THE BOARD OF DIRECTORS, DURING THE 2021 FINANCIAL YEAR



REPORT ON RELATED-PARTY TRANSACTIONS WITH SIGNIFICANT
SHAREHOLDERS AND DIRECTORS, REPORTED BY THE AUDIT AND
COMPLIANCE COMMITTEE TO THE BOARD OF DIRECTORS, DURING
THE 2021 FINANCIAL YEAR

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 - A. Transactions relating to the Endesa Group's business
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I. Introduction:

In accordance with recommendation 6 of the Code of Good Governance for Listed Companies, Endesa's Audit and Compliance Committee prepared this Report on related-party transactions reported to Endesa's Board of Directors in 2021, for the purposes of its publication on the Company's website on the occasion of the 2022 General Shareholders' Meeting.

First of all, it should be noted in this report due to its importance, that the Corporate Enterprises Act, with effect from 3 July 2021, modified the legal regime for related-party transactions.

On 13 April 2021, Law 5/2021, of 12 April, amending the Corporate Enterprises Act, was published in the BOE, through Law 5/2021 that transposes into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council, of 17 May 2017, amending Directive 2007/36/EC with regard to the promotion of long-term shareholder engagement ("Directive 2017/828" and "Directive 2007/36", respectively). The main object of the modification was undoubtedly the new regulation for related-party transactions, which came into force on 3 July 2021, in accordance with the 1st transitional provision, paragraph 3, of Law 5/2021.

Due to doubts with regard to interpretation generated by the new regulation on related-party transactions and following a criterion of prudence, Endesa suspended the undertaking of related-party transactions from 3 July 2021, until being informed of the interpretation criterion of the National Securities Market Commission, which was published on 15 November 2021 in the document entitled "Questions and Answers on the communication regime for related-party transactions regulated in Chapter VII bis of Title XIV of the Corporate Enterprises Act" and then until approval by Endesa's governing bodies of its own internal regulations on related-party transactions, a circumstance that occurred on 21 December 2021. For this reason, during the 2021 financial year, Endesa's Audit and Compliance Committee only reported related-party transactions the Board of Directors in the period 1 January 2021 to 2 July 2021, and therefore the new legal regime was not applied during the 2021 financial year which is the subject of this Report.

II. Regulatory framework applicable until 2 July 2021

A. Corporate Enterprises Act

Articles 228 and 229 of the Corporate Enterprises Act (LSC) regulate situations of conflict of interest for Directors, obliging the affected Director to refrain from participating in the deliberation and voting of agreements or decisions in which he/she or a related person has a direct or indirect conflict of interests. Agreements or decisions that affect him/hers in his/her capacity as administrator, such as appointment or revocation for positions in the administrative body or others of a similar nature, will be excluded from the above obligation to abstain; the Director should also take the necessary steps to avoid incurring in situations in which his/her interests, whether self-employed or employed, may conflict with the social interest and with his/her duties towards the company.

Specifically, article 529 ter of the Corporate Enterprises Act (LSC) established that, after a report by the Audit Committee, the Board of Directors of a listed company should approve ant transactions that the company or companies of its group undertake with directors or with significant shareholders, individually or in concert with others, including shareholders represented on the Board of Directors of the company or of other companies that are part of the same group or with persons related to them. Directors affected or those representing or related to the shareholders concerned should refrain from participating in the deliberation and voting on

the agreement in question. Only operations which simultaneously have the following three characteristics are exempted from this approval:

1. Those that were concluded under contracts whose conditions were standardised and applied en masse to a large number of customers;
2. Those that were completed at market rates, generally set by the person supplying the goods or services involved, and
3. Those for which the amount does not exceed one percent of the annual revenue of the company.

B. Current Regulations governing Related-Party Transactions in Endesa

The aim of the Regulations governing Related-Party Transactions applicable until 2 July 2021 and, therefore, applicable to the transactions detailed in this report, is to regulate the approval procedure by the Board of Directors, applicable to those transactions that Endesa or any of the companies of the Endesa Group undertake with the Directors of Endesa, with the significant shareholders of Endesa or with the persons related to any of them, all within the scope of the Corporate Enterprises Act (LSC).

The transactions subject to the Regulations applicable until 2 July 2021 are those that involved the transfer of resources, services or obligations, undertaken by the Directors, significant shareholders of Endesa or persons related to any of them, with Endesa or with any of the companies of the Endesa Group, regardless of whether or not there is compensation of any kind, all this within the scope of the Corporate Enterprises Act (LSC).

Procedure to be followed for related-party transactions with Directors until July 2, 2021:

- Prior request for approval of the transaction: Before they are formalised, Endesa's Directors should request the Board of Directors, through the Secretary General and the Board of Directors, to approve any transactions that they or a related-party intend to undertake with Endesa or with any of the companies of the Endesa Group.
- Approval of the transaction by the Board of Directors: The Audit and Compliance Committee should analyse the transaction and issue a report, and for this purpose, through the Secretary General and the Board of Directors, they may request any additional information and external advice they consider appropriate.
- The Audit and Compliance Committee's report should be submitted to the Board of Directors to resolve any appropriate issues with regard to the authorisation of the transaction.
- Obligation to refrain from participating in decision-making: Directors who are going to undertake the transaction or are related to the person who is going to undertake it or who, for any other reason, are affected by a conflict of interest, should refrain from participating in the deliberations and voting for the agreement in question, in order to guarantee the independence of the Directors who approve the related-party transaction with regard to the Directors affected by it.

Procedure to be followed for related-party transactions with significant shareholders until 2 July 2021:

- Prior request for approval of the transaction: The Senior Managers of the Endesa Group should request from the Board of Directors, through the Secretary General and the Board of Directors, the approval of transactions that Endesa or any company of the Endesa Group intends to undertake with significant shareholders or persons related to them. Senior Managers should also inform Endesa's General Manager - Administration, Finance and Control of this request.
- Approval of the transaction by the Board of Directors: The Audit and Compliance Committee should analyse the transaction and issue a report, and for this purpose, through the Secretary General and the Board of Directors, they may request any additional information and external advice they consider appropriate.
- The Audit and Compliance Committee's report should be submitted to the Board of Directors to resolve any appropriate issues with regard to the authorisation of the transaction.
- Obligation to refrain from participating in decision-making: A Director who is also a significant affected shareholder or is related to one, as well as any Director who has been appointed at the request of the previously mentioned significant shareholder or who, for any other reason, is affected by a conflict of interest, should refrain from participating in the deliberations and voting for the agreement in question.

Both the Corporate Enterprises Act (LSC) and Endesa's Regulations governing Related-Party Transactions, which are of a substantive nature with regard to the procedure for approving related-party transactions and to the issuance of this Report, should be understood without prejudice to the obligations for transparency and detailing established in accounting regulations and Order EHA/3050/2004, of 15 September, on the information on related-party transactions to be provided by companies issuing securities admitted to trading on official secondary markets, as well as on the regulations governing the Annual Corporate Governance Report and the regulations governing market abuse, which could lead to non-equivalent situations.

C. Other regulatory documents

Endesa has a comprehensive regulatory framework which defines the system governing authorisation and transparency for related-party transactions:

- Action protocol between Endesa S.A. and Enel S.p.A. version in force until 21 December 2021.

In accordance with Recommendation 2 of the Code of Good Governance for Listed Companies, Endesa prepared and published an "Action protocol between Endesa and Enel" for the purpose of raising awareness of the procedures and practices to be followed to safeguard Endesa's social interest and resolve conflicts of interest that may arise from the relationship between Endesa and the companies that are directly or indirectly controlled by Endesa and Enel, and the companies directly or indirectly controlled by Enel, excluding the Endesa Group.

The Code of Good Governance for Listed Companies states that it is appropriate that, where a listed company is publicly controlled by another entity, listed or not, and is clearly informed about the respective areas of activity of the different companies, a protocol is defined for the approval of their mutual business and a framework of rules is generally created to address potential conflicts.

Endesa also has other regulatory documents, including:

- Practical guide for related-party transactions: Practical guide for the application of Endesa's Regulations governing Related-Party Transactions, in the internal process that the Company should follow for the approval of related-party transactions by Endesa's Board of Directors, applicable until 2 July 2021.
- Operating Instructions: Regulates the procedure for the internal approval and control of contracts for Technical Service and Management Support provided by the majority shareholder and that enable the assessment of the services received and control of the support documents.
- Procedures for Related-Party Transactions: Procedure that regulates the procedure for the internal approval and control of contracts for related-party transactions provided by the Enel Group and that enable the assessment of the services received and control of the support documents.
- Model for Access to Commodity Markets and European Electricity and Gas Markets: The model regulates global commodity transactions outside Spain through Enel Global Trading, as a means of optimising transactions. Being a related company, the model establishes a series of characteristics that guarantee respect for the law and the adaptation of prices to the market.
- Global Corporate Governance Directives: In accordance with international corporate governance best practices, the Enel Group, with the participation of Endesa, created a working party consisting of international experts, to establish homogeneous rules and regulations with regard to conflicts of interest and related-party transactions and which concluded with the publishing of a document entitled "Corporate Governance Directives for the Enel Group".

The Directives are based on the following general principles:

- ✓ Suitable protection of the Social Interest of each Subsidiary fair treatment vis-à-vis the Group's public and private partners and the equitable distribution of the benefits and costs derived from belonging to the Enel Group.
- ✓ A commitment to identifying, avoiding and suitably resolving Conflicts of Interest that may arise between companies of the Enel Group, and between companies of the Enel Group and their respective Directors and other related persons.
- ✓ A commitment to establishing an Information Flow system in the Enel Group in accordance with the restrictions of the applicable regulations.
- ✓ Design of mechanisms to enable governing bodies to monitor their risks, specifically those arising from conflicts of interest.

The Good Governance Manual is based on the recognition of the advantages resulting from Enel's coordination of the Enel Group's strategies and plans. It guarantees mandatory respect for the legal independence of Enel's Subsidiaries, within a framework designed to suitably protect the Social Interest of each of the Subsidiaries. All this, while paying special attention to Related-Party Transactions and Conflicts of Interest.

III. Information on related-party transactions with Directors, reported by the Audit Committee to the Board of Directors, during the 2021 financial year

During the 2021 financial year, Endesa's Audit and Compliance Committee did not report any significant transactions between the Endesa Group and the Company's Directors.

IV. Information on transactions relating to significant Shareholders, reported by the Audit Committee to the Board of Directors in 2021, during the period from 1 January to 2 July 2021.

The following are the Endesa Group's main significant transactions authorised in 2021, during the period from 1 January to 2 July 2021, with companies of the Enel Group.

Transactions between companies of the Endesa Group¹ and companies that are part of the Enel Group are considered to be related-party transactions, since Enel S.p.A. indirectly owns 70.10% of the share capital of Endesa S.A. and, therefore, is a significant shareholder.

The fact that the Endesa Group is a member of the Enel Group has advantages, including the following: The generation of synergies, the coordination of best practices and the application of economies of scale that especially affect:

- The procurement of goods and services area.
- The corporate services area.
- Information and Telecommunications Systems technologies,
- and the activities involving electricity generation, distribution and retailing, mainly: Research, development, engineering, execution, commissioning, operation and maintenance of installations as well as the acquisition and sale of raw materials on global markets.

For information purposes, all companies belonging to the Enel Group but not included in Endesa's Consolidated Financial Statements were considered to be significant shareholders.

Endesa's most significant transactions with Enel consist essentially of the following:

- Transactions relating to the Endesa Group's business: Purchase of goods, raw materials and services;
- transactions relating to management and business support activities (provision of a number of intra-group services) and
- intra-group financial transactions.

A. Transactions relating to the Endesa Group's business:

Global Trading

Endesa undertakes integrated management of the marketing and generation businesses, covering long or short positions in electricity and required commodity sales through the Directorate-General for Energy Management, which has the dual objective of maximising margin and managing risk through appropriate hedging. In the development of the former, Endesa participates in physical and financial wholesale markets to achieve a competitive cost for fuel and CO₂ for generation plants to operate in wholesale markets. With regard to the latter, Endesa contracts mediation operations and hedging instruments in order to reduce the risk arising from fluctuations in the price of certain products that are critical for the company's business, such as electricity, gas, coal, Brent and carbon dioxide emission rights.

Endesa manages a portfolio of framework agreements with different counterparties to formalise commodity supply agreements and financially cover their price.

¹ The term "Endesa Group" refers to Endesa, S.A. and its subsidiaries, within the meaning of Article 42 of the Code of Commerce. However, the Endesa Group is part of the Enel Group's corporate perimeter.

Until 2 July 2021, part of this operation was undertaken through Enel Global Trading and Enel Produzione (companies belonging to the Enel Group, hereinafter "Enel Global Trading"). The use of Enel Global Trading as a single counterparty to operate in international markets meant an operational simplification and a reduction in the volume of guarantees required, contributing both to a reduction in operational and credit risk and to a reduction in management costs.

These types of operations are homogeneous and responded to a unique way of operating where, instead of contracting with multiple counterparties in the market, Endesa only did so with Enel Global Trading, which meant significant cost savings and the absence of guarantees. Furthermore, these operations were intrinsically undertaken at market value, since at the time of the proceedings Endesa verified that the value corresponded to that publicly reflected in a liquid index. In the case of physical purchases of coal and gas, offers were requested from third parties.

In any case, there was a model approved by the Board of Directors, following a favourable report from the Audit and Compliance Committee, which was updated periodically and established the criteria, procedures and guarantees applicable to these operations.

The notional value of the transactions reported by the Audit and Compliance Committee, and authorised by the Board of Directors, between Enel Global Trading and Endesa, from 1 January 2021 to 2 July 2021, amounts to a maximum of 18,334 million euros, of which transactions for a value of 5,018.2 million euros (27.37%) have already been completed.

It has been verified with external consultants that for Enel Global Trading operations authorised in 2021, the agreed prices were market prices, as well as their terms and conditions. With this in mind, a free price method comparable with offers from unrelated third parties on the same type of transaction was used.

The Audit and Compliance Committee unanimously reported favourably on these transactions.

The Audit and Compliance Committee also reported favourably to the Board of Directors on the inclusion of the operation with Brent and EUA "options" in the "model for access to the global commodity markets and European electricity and gas markets" and the establishment of a control methodology.

Finally, on 2 July 2021, the Board of Directors approved the modification of Endesa's trading operations performance model by extending the Trading Business' Agreement for the Provision of Technical Services for 2021 between Enel Global Trading S.p.A and Endesa, S.A to include the following in the services to be provided by Enel in favour of Endesa:

- To act for and on behalf of Endesa and its subsidiaries in physical and financial purchase and trading operations in the markets for electricity, gas, CO2 and any other raw materials.
- To provide services to Endesa and its subsidiaries in financial and energy trading operations.

The price of the service was 0.38 million euros for the second half of 2021. It has been verified with independent third parties that market prices and terms and conditions were applied to the contracts for each of the operations in this section.

B. Transactions relating to technical and management support services: Provision of different intra-group services

Corporate Services

Enel and Endesa provide technical and corporate services. With the provision of these services, the Group aims to optimise resources through the centralisation of functions, thus achieving a more operational and cost-efficient structure.

Corporate services include all those activities that provide centralised support to the management of the different business units and entities of the Endesa Group. In this regard, the Audit and Compliance Committee informed the Board of Directors of the following related-party operations:

- Contracting IT products and services by the Endesa Group, through Enel Global Services, for the period from 1 January 2021 to 31 December 2023, for a value of 11.7 million euros.
- Authorisation for the extension of contracts for the provision of services by companies of the Endesa Group in favour of Enel Iberia S.L. for a period of three years from 2021 to 2023, for an amount totalling €6.3 Million.
- Authorisation for the extension of the insurance mandate with Enel until 30 November 2022, for the latter to negotiate and contract, in its own name and on behalf of Endesa, the global insurance policies of Endesa and all its subsidiaries 2022 for own damages and loss of profits, civil liability and environmental liability, freight and freight transport, medical plan for expatriates, Cyber, medical expenses for travel abroad, COVID insurance policy, comprehensive construction risk and insurance for Directors & Officers. The contracting of global policies by Enel S.p.A., in which Endesa is an insured party included in the same, enables synergies to be obtained in the insurance market.

It has been verified with independent third parties that market prices and terms and conditions have been applied to the contracts for each of the operations in this section.

It should also be pointed out that the Directorate-General for Auditing and Deloitte, in its capacity as an independent expert, analysed the support documentation for the technical and management support services provided by the Enel Group in 2020 and Deloitte also assessed the establishment of the price for these contracts from the perspective of transfer pricing tax regulations, before authorising the payment of invoices relating to the above-mentioned services.

C. Intra-group financing operations

Financial transactions with Enel are always undertaken taking into account Endesa's social interest, in accordance with a competitive analysis of the market, and to this end both the Regulation governing Related-Party Transactions and the additional control procedures approved by the Audit and Compliance Committee on 22 October 2018 apply.

The different intra-group financial operations and services, all those activities whose objective is the financing and availability of liquidity for the different business units and entities of the Endesa Group are included.

On 5 May 2021, the extension of the term for the current credit lines between Endesa S.A. and Enel Finance International N.V. was approved, unifying them in a single operation for a total amount of €1,700 Million.

It has been verified with independent third parties that market prices and terms and conditions were applied to the contract.

D. Other Transactions

Technical and Engineering Services

- Ratification of the sale of a medium voltage cable by EDistribución Redes Digitales S.L.U. to Enel Distribución Perú S.A.A., for an amount totalling 0.02 million euros.
- Contracting of Enel Global Thermal Generation S.r.l. for the provision of engineering services in the following Endesa Generación projects:
 - ✓ Demolition, environmental adaptation of the land and closure of the landfill at the Teruel Thermal Power Plant for an amount totalling 0.4 million euros.
 - ✓ Demolition of units 3, 4 and 5 of the Compostilla Thermal Power Plant for an amount totalling 0.3 million euros.
- Extension of the contracting of Enel Global Thermal Generation S.r.l. for the provision of engineering and construction services in the following Gesa and Unelco projects:
 - ✓ Environmental adaptation of the Mahón Thermal Power Plant to comply with DEI/BREF emission limit values, increasing its initial amount by 0.1 Million euros and reaching a total Contract value of 0.4 Million euros.
 - ✓ Environmental adaptation of the Granadilla Thermal Power Plant to comply with DEI/BREF emission limit values, increasing its initial amount by 0.3 Million euros and reaching a total Contract value of 1.4 Million euros.
 - ✓ Environmental adaptation of the Barranco de Tirajana Thermal Power Plant to comply with DEI/BREF emission limit values, increasing its initial amount by 0.4 Million euros and reaching a total Contract value of 1.5 Million euros.
- Formalisation of a contract between Endesa Ingeniería and E-Distribuzione for the provision of dielectric fluid analysis services in power transformers for a maximum amount of 0.6 million euros for the period between 1 June 2021 and 31 May 2023.

It has been verified with independent third parties that market prices and terms and conditions have been applied to the contracts for each of the operations in this section.

V. Conclusions:

All the transactions referred to in this Report were approved by the Board of Directors of the Company following a favourable report from the Audit and Compliance Committee.

The Directors of Endesa affected by the conflict or appointed at the request of, or linked to Enel, did not participate in the deliberation and voting for each of the agreements in question, neither in the Audit and Compliance Committee, nor at the meeting of the Board of Directors.

For each of the transactions, the Directors of Endesa took their compatibility with the social interest of Endesa into account, both with regard to their timing and their terms and conditions, without prejudice to taking into account the special circumstances arising from Endesa's membership of the Enel Group, from which benefits are obtained by the generation of synergies, coordination of best practices and obtaining economies of scale in certain areas.

All requests for Related-Party Transactions were accompanied by at least one report from an independent third party on the adaptation to market prices for the services and, where applicable, the legal suitability of the main contractual terms and conditions.



Under instructions from the Audit and Compliance Committee, Endesa's General Audit Department verified that all related-party transactions were examined, and where appropriate approved, by the Board of Directors, and that they were executed in the terms under which they were approved.

D) AUDIT AND COMPLIANCE COMMITTEE REPORT ON THE STATUTORY
AUDIT FOR FINANCIAL YEAR 2021



AUDIT AND COMPLIANCE COMMITTEE REPORT ON
THE RESULTS OF THE STATUTORY AUDIT
CORRESPONDING TO THE 2021 FINANCIAL YEAR

AUDIT AND COMPLIANCE COMMITTEE REPORT ON THE RESULTS OF THE STATUTORY AUDIT CORRESPONDING TO THE 2021 FINANCIAL YEAR

Article 529 quaterdecies, of the Corporate Enterprises Act (LSC) establishes that the functions of the Audit and Compliance Committee include reporting to the General Shareholders' Meeting on the result of the audit, with an explanation as to how it contributed to the integrity of the financial information and the part played by the Audit and Compliance Committee in this process. Endesa, S.A. includes this responsibility in the Audit and Compliance Committee Regulations.

In this regard, Endesa's Audit and Compliance Committee hereby issues this Report with a view to compliance with its responsibility to report to the General Shareholders' Meeting on the results of the audit and on contributions of the audit to the integrity of the financial information to be published on the Company's website for the purposes of the General Shareholders' Meeting to be held on 29 April 2022, under the following terms:

RESULTS OF THE STATUTORY AUDIT FOR THE 2021 FINANCIAL YEAR

- A.** In the opinion of the Statutory Auditor, KPMG Auditores, S.L., the individual and consolidated Annual Financial Statements of Endesa, S.A. reflect in all material respects the true and fair view of the equity and financial position of Endesa, S.A. as at 31 December 2021, as well as of its profits and cash flows pertaining to the financial year ending on this date, in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS-EU), and with any other provisions of the standard financial reporting framework applicable in Spain.

In this regard, at the meeting of the Audit and Compliance Committee held on 21 February 2022, the General Manager - Administration, Finance and Control presented the individual and consolidated Annual Financial Statements and the proposed distribution of earnings for the 2021 financial year to the Audit and Compliance Committee and explained the key points for the year, the main financial indicators, the market context and Endesa's performance, the financial results and an analysis of the net financial debt and Endesa's business. He also explained in detail the key items in the Annual Financial Statements, the management report and the proposed distribution of profit.

The Partner of the Auditor, KPMG Auditores, S.L., also presented their report on the Audit of the individual and consolidated financial statements of Endesa, S.A. corresponding to the year ending 31 December, and commented on the key aspects of the audit. The representatives of KPMG Auditores, S.L. who audited the annual consolidated financial statements of Endesa, S.A. (the Parent) and its subsidiaries (the Group), which include the consolidated financial position as at 31 December 2021, the income statement, the global status of the result, the consolidated status of changes in net income, consolidated cash-flow statement and a report corresponding to the year ending 31 December 2021, noting that, in their opinion, the consolidated financial statements present, in all material respects, presented a true and fair view of the equity and financial position of the Group as at 31 December 2021, as well as of its consolidated profits and cash flows for the year ending 31 December 2021, in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS-EU), and with any other provisions of the standard financial reporting framework applicable in

Spain. They also declared that they audited the annual financial statements of Endesa, S.A. (the Company) –which include the statement of financial position as at 31 December 2021, income statement, statement of changes in net equity, cash-flow statement and the notes to the financial statements for financial year ending 31 December 2021, and noted that, in their opinion, the annual financial statements present, in all material respects, a true and fair view of the equity and financial position of the Company as at 31 December 2021, as well as of its consolidated profits and cash flows for financial year ended 31 December 2021, in accordance with the applicable standard financial reporting framework and, in particular, with the accounting principles and criteria contained therein.

In accordance with Article 11 of Regulation (EU) 537/2014, KPMG Auditores S.L. issued an Additional Report to the Audit and Compliance Committee detailing the results of the audit carried out and addressing, inter alia, the following:

- Audit Planning:
 - ✓ 2021/2022 schedule, specifying the documentation presented and the communications with the Board of Directors and Audit and Compliance Committee.
 - ✓ Work team.
 - ✓ Materiality and Scope of the Group audit.
- Audit Conclusions:
 - ✓ Audit Focus Areas: Key issues and other significant matters.
 - ✓ Consolidation scope.
 - ✓ Audit methodology and valuation methods.
- Two-way communication with Management, the Audit and Compliance Committee and the Board of Directors; general mandatory reporting; and issuance on 21 February 2022 of the confirmation of independence.
- European Single Electronic Format (ESEF) Regulation Conclusions: The digital files reviewed (xHTML) match the audited annual financial statements and were prepared, in all material respects, in accordance with the requirements of ESEF (European Single Electronic Format) Regulations.

Thus, the auditors presented their draft individual and consolidated audit reports to the Audit and Compliance Committee on 21 February 2022. These reports noted that no qualifications or reservations were made, such that the individual and consolidated annual financial statements present, in all material respects, a true and fair view of the Company. On 21 February 2022, following issuance of the financial statements by Endesa, S.A.'s Board of Directors, the drafts were signed by the auditor. Furthermore, as explained below, KPMG Auditores, S.L. verified and reported favourably on Endesa's Internal Control over Financial Reporting (ICFR) System.

- B.** Additionally, in accordance with Article 49 of the Code of Commerce, KPMG Asesores, S.L. verified, with limited assurance, that the 2021 Non-Financial Information and Sustainability Statement for Endesa, S.A. and its subsidiaries for the year ended 31 December 2021, prepared in accordance with the essential option of the Sustainability Reporting Standards and with the Global Reporting Electric Utilities Sector Supplement, included in a Consolidated Management Report, and in accordance with the provisions of current commercial regulations in force, concluding that no aspects were revealed that would cause the auditor to believe that:
- (a) The 2021 Non-Financial Information and Sustainability Statement for Endesa, S.A. and its subsidiaries for the year ended 31 December 2021 was not prepared, in all material respects, in accordance with the essential option of the GRI standards and with the Electric Utilities Sector Supplement, as detailed in point 102-54 of the GRI Content Index of the Report; b) the 2021 Non-Financial Information and Sustainability Statement for Endesa S.A. and its subsidiaries for the year ended 31 December 2021 was not prepared, in all material respects, in accordance with the provisions of current commercial regulations in force and following the selected GRI standards, in accordance with the contents of the Report for each topic as established in the "GRI Content Index required by Law 11/2018, of 28 December, on non-financial information and diversity".
- C.** With regard to the supervision of financial and non-financial information control systems:
- i. KPMG Auditores, S.L. undertook certain procedures relating to Endesa, S.A.'s Internal Control over Financial Reporting System, included in the 2021 Annual Corporate Governance Report, and concluded based on the procedures for information relating to Endesa's Internal Control over Financial Reporting System that no inconsistencies or incidents were revealed that might affect this system.
 - ii. The General Administration, Finance and Control Department issued a Report based on the internal certification process followed by the process owners of the procedures and controls under the Internal Control over Financial Reporting System (ICFR), concluding that the Internal Control over Financial Reporting System for 2021 is sufficiently trustworthy and reliable, is suitable and operated effectively in 2021 so as to comply with the entity's objectives for control.
 - iii. The Internal Audit Department issued a Report on the level of trust and reliability of the Internal Control over Financial Reporting System (ICFR) based on the review of the Audit Plan framework: On the audited processes with an impact on the financial statements or that contain non-financial information, both the design and operation of the defined controls is reviewed as well as the reliability of the data reported; and on the supervision of the work undertaken by the independent expert: Deloitte, S.L. reviewed the trustworthiness and reliability of the system and at the end of the reporting period issued a report for the Audit and Compliance Committee. The General Audit Department participated in the coordination and supervision of the work undertaken by the independent expert, Deloitte, S.L., with regard to the definition of the scope and perimeter of the review, as well as the analysis of the results from testing and the evaluation of the incidents observed. In 2021 810 controls were tested (33% of the total).

So on the basis of the analyses made, and not having found any significant weaknesses, the report concluded that the level of trustworthiness and reliability of Endesa's Internal Control over Financial Reporting System (ICFR) at the end of the 2021 reporting period was suitable and had operated effectively.

- iv. The independent expert Deloitte, S.L. issued a report addressing both the testing carried out within the existing framework agreement for the entire Group as well as the specific review requested by the Audit and Compliance Committee on the trustworthiness and reliability of Endesa's Internal Control over Financial Reporting System (ICFR), in terms of both financial and non-financial information, for 2021. Based on the work completed, Deloitte concluded that the assessment of the performance of the Endesa Group's Internal Control over Financial Reporting System (ICFR), in terms of both financial and non-financial information, as at 31 December 2021 was satisfactory, having not discovered any deficiencies which would affect the overall performance of this system.

D. The actions taken by the Audit and Compliance Committee to develop the process in the 2021 financial year included the following:

- i. Supervised the process for creating the Financial Information. In this regard, the Chief Executive Officer and the General Manager - Administration, Finance and Control certified the Company's individual and consolidated Annual Financial Statements as at 31 December 2021 prior to their formulation by the Board of Directors. The General Manager - Administration, Finance and Control also presented this Financial Information together with the individual and consolidated Interim Six-Monthly Summarised Financial Statements and the consolidated quarterly Financial Information and, finally, the Auditor, KPMG Auditores, S.L., reported on the individual and consolidated six-monthly and annual profits for the financial year.
- ii. Supervised the effectiveness of the Internal Control over Financial Reporting System (ICFR), with regard to both financial and non-financial information, based on the reports in the above-mentioned section.
- iii. In performing its statutory audit duties, in order to ensure the independence of the External Auditor, and in accordance with the policy for the provision of non-audit services and relationships with the Auditor:
 - At a meeting held on 21 February 2022, prior to issuing the report on the audit of the financial statements, and in accordance with Article 529 quaterdecies 4.f) of the consolidated text of the Spanish Corporate Enterprises Act (LSC), with Spanish Securities Market Commission (CNMV) Technical Guidelines 3/2017, with Article 16.3 of Endesa, S.A.'s Audit and Compliance Committee Regulations, and with Endesa's Policy for the Provision of Non-Audit Services and Relations with the Auditor, the Committee approved a report expressing its opinion on whether the independence of the Auditor for the Company and its Consolidated Group was compromised in any way in the 2021 financial year.

This report concluded that the additional services provided by KPMG Auditores, S.L. and the Network through which it operates with Endesa, S.A. and its Group companies do not compromise, to the best of its knowledge, the independence of the auditing company. The External Auditor also presented a letter expressing its independent status.

- Approved and reported to the Board of Directors on the additional services, including the applicable budgets for these services, provided by the audit firm KPMG Auditores, S.L. and its Network, at its meetings on 22 January 2021, 22 March 2021, 4 May 2021, 17 June 2021, 26 July 2021, 27 September 2021, and 20 December 2021.

The External Auditor is required to provide a certificate of independence for each additional service to be provided prior to their approval by the Audit and Compliance Committee, in which the auditor confirms that, to the best of its knowledge, the services comply with the corresponding regulations governing independence.

In accordance with the Policy for the Provision of Non-Audit Services and Relations with the Statutory Auditor, approval by the General Administration, Finance and Control Department, the Audit Department and the Secretary General was also required.

- Furthermore, the external auditor confirmed that it had complied with the applicable independence requirements in accordance with the provisions of the Law on the Audit of the Financial Statements
 - and
 - Regulation (EU) 537/2014, of 16 April.
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Additionally, and in accordance with the Action Protocol for Relations between Endesa, S.A. and Enel S.p.A., for the purpose of ensuring that Endesa's Audit and Compliance Committee is aware of any non-audit services provided by the statutory auditor or by members of its network to the parent company Enel, S.p.A. in order to be able to confirm the independence of the statutory auditor, Endesa's Audit and Compliance Committee, with regard to the services provided by Endesa's Statutory Auditor or by any company within its Network to Enel, requested the following from the auditor, prior to the preparation of the Financial Statements:

- A declaration stating that neither the statutory auditor nor any members of its network had provided services that are prohibited by the regulations applicable to Enel, S.p.A. during the audited year.
- A declaration providing individualised details of external services of any kind provided to Enel, S.p.A. during the audited year and the corresponding fees received from this entity by the External Auditor or by any persons or entities linked to it in accordance with the provisions of the regulations governing the activity of auditing financial statements, expressly confirming the percentage of the fees for services other than audit services as compared to audit fees.
- Confirmation that the auditor issued an individual certificate of independence for each of the services other than audit services provided to Enel, S.p.A. by the auditor or entities belonging to its network.

- A statement verifying that it has internal Policies and Procedures in place to ensure that the Audit Firm and its staff (including staff within its Network) maintain independence as required by the applicable regulations and to ensure that the procedures include measures aimed at identifying and assessing any threats to independence, as well as the results from the application of these Policies and Procedures during the audited year.
- A statement confirming that each of the non-audit services provided for Enel have been authorised by Enel's Collegio Sindacale, either directly or through a pre-approval process.

In its independence statement, the Statutory Auditor, KPMG Auditores, S.L., confirms this information and specifies the percentage of non-audit services as compared to audit services provided to Enel S.p.A.

Endesa's Audit and Compliance Committee, respecting the autonomy of Enel's Collegio Sindacale to analyse and authorise non-audit services provided by the Auditor to Enel, and taking into account the information provided by the auditor, declares that, in its opinion, the above-mentioned services do not affect the auditor's independence when it comes to analysing Endesa's accounts.

- Information was received on a proposal to extend the scope of certain audit procedures undertaken by the external auditor in 2021. These are required for the audits of the individual and consolidated Financial Statements of ENDESA, S.A. as a result of the modification made by Endesa to the Consolidated Annual Financial Report and also for the adaptation of the presentation of the Consolidated Financial Reports. And as a result of the migration of certain information systems undertaken by the Company in 2021. This circumstance involved an increase in the number of hours invoiced compared to the number originally estimated. This increase resulted in the fees amounting to an estimated 63,647 euros plus taxes.
- iv. The Committee was informed by the Auditor in May 2021 of the 2021 activity plan, the scope of the audit work and the reports to be delivered as well as the key and significant audit issues in Endesa, S.A. and in the Group as a whole. In November 2021, the Auditor reported on the audit plan and strategy for the year ended 31 December 2021; the concept and scope of the materiality criterion; the schedule and the main activities that were undertaken during the current financial year; meetings with the management team and management bodies; and the audit team, the main auditors responsible and the Quality Review Partner.
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- v. Finally, to complete its supervision with regard to the auditor's performance and contribution to the quality of the audit and the integrity of the financial information, at a meeting in May 2021 the Committee issued a Final Evaluation Report on the performance of the Auditor, based on the work and opinion of the General Administration, Finance and Control Department and the General Audit Department. In the creation of the evaluation report, the Committee focussed the assessment by taking

into account an analysis of the following parameters: Frequency and quality of communications, independence of the Auditor, Management's opinion on the Auditor, a report on the transparency of the Auditor and public results on the quality controls conducted by the supervisors and other available information. The Committee concluded that the audit services for the individual and consolidated Financial Statements of Endesa, S.A. provided by KPMG Auditores, S.L. during the 2020 financial year were satisfactory, having shown the expected professionalism when complying with the obligations resulting from the law and the service contracts agreed between the parties during that period.

II. APPOINTMENTS AND COMPENSATION COMMITTEE

A) REPORT ON THE ACTIVITIES OF THE APPOINTMENTS AND
REMUNERATION COMMITTEE FOR THE 2021 FINANCIAL YEAR



**REPORT ON THE ACTIVITIES OF THE
APPOINTMENTS AND REMUNERATION
COMMITTEE FOR THE 2021 FINANCIAL YEAR**

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1. REGULATORY FRAMEWORK AND FUNCTIONS OF THE COMMITTEE

Endesa's Appointments and Remuneration Committee was voluntarily constituted by the Board of Directors in 1998.

Law 31/2014, which modifies the Corporate Enterprises Act for the improvement of corporate governance, introduces for the first time the obligation to set up a committee, or two separate committees, for appointments and remuneration. Endesa, decided not to separate the current Appointments and Remuneration Committee into two separate committees denominated "appointments committee" and "remuneration committee". The existence of a single Committee guarantees coordination (required and necessary when there are two separate Committees) with regard to assessment and remuneration, attraction and retention of talent and orientation towards achieving results.

The Appointments and Remuneration Committee is regulated by articles 529 terdecies and 529 quidecies of the Corporate Enterprises Act ("LSC"), and the Company has accordingly regulated the operation and responsibilities of its Committee in its Articles of Association and Bylaws (Article 52) and Board of Directors' Regulations (Article 24)

In accordance with Technical Guide 1/2019 on Appointments and Remuneration Committees published by the Spanish Securities Market Commission (CNMV) and at the proposal of the Appointments and Remuneration Committee, in a meeting on 28 September 2020, Endesa's Board of Directors provided the Appointments and Remuneration Committee with its own Regulations.

2. COMPOSITION

At the General Shareholders' Meeting of 30 April 2021, the term of office as a Director for Mr Echevarría, who was a member of the Appointments and Remuneration Committee, came to an end.

In this regard the Board of Directors of the Company, at a meeting in May 2021, approved, the appointment of Mr Francisco Lacerda as a member of the Appointments and Remuneration Committee, for a period of four years.

The composition of the Appointments and Remuneration Committee as at 31 December 2021 is as follows:

Position	Members	Date of first Appointment	Date of last appointment	Category
Chairman	Mr Ignacio Garralda Ruíz de Velasco	07.05.2015	01.09.2020 01.09.2020*	External-Independent
Member	Ms Eugenia Bieto Caubet	01.09.2020	01.09.2020	External-Independent
Member	Mr Antonio Cammisecra	01.09.2020	01.09.2020	External-Proprietary ⁽¹⁾
Member	Ms Pilar González de Frutos	01.09.2020	01.09.2020	External-Independent
Member	Mr Francisco de Lacerda	05.05.2021	05.05.2021	External-Independent
Secretary	Mr Borja Acha Besga	01.08.2015		

⁽¹⁾ Representing Enel

*Date of appointment as Chairman of the Appointments and Remuneration Committee

The Appointments and Remuneration Committee consists of five non-executive members of the Board of Directors, four of whom (80%) are independent. The Committee also includes a Proprietary Director representing the controlling shareholder Enel, which owns 70.10% of Endesa's shareholding.

The composition of this Committee aims to integrate different professional and managerial experiences and responsibilities, including those that are specific to the business undertaken by the Company, experience in the field of appointments, and also to promote gender diversity as far as possible.

- ✓ Gender: In 2021, the percentage of women in the Committee stood at 40%.
- ✓ Age: The average age of Committee members is 63.6, with age ranges between 51 and 71.
- ✓ Years of service: The average time members had been on the Committee in 2021 was 3.8 years.
- ✓ The training background of the directors on the Committee varies greatly, and mainly features the disciplines of finance and risk, specifically economic-financial, accounting and auditing, internal control and business and legal risk management. The Directors as a whole have sufficient technical knowledge and experience to be able to undertake their work correctly.
- ✓ By nationality, non-Spanish members of the Committee represent 40%.

Endesa is convinced that diversity in all its facets and at all levels of its professional team, is an essential factor in ensuring the Company's competitiveness and a key element in a corporate governance strategy that favours a critical attitude, as well as members having different points of view, different positions and the ability to analyse positive and negative aspects.

The full profile of the members of the Appointments and Remuneration Committee can be consulted on the Company's website.

DIRECTORS	QUALITIES AND SKILLS								DIVERSITY			
	Finance and Risk	Engineering	Legal	Management	Strategy	ICT	HR	Sustainability and Corporate	Years in the position	Nationality	Gender	Age
Ignacio Garralda Ruiz de Velasco	✓		✓	✓	✓		✓		6,8	SP	M	70
Maria Eugenia Bieto Caubet	✓			✓	✓		✓	✓	1,7	SP	W	71
Antonio Cammisecra	✓	✓		✓	✓				2,3	ITA	M	51
Francisco de Lacerda	✓			✓	✓		✓	✓	6,8 ⁽¹⁾	PORT	M	61
Pilar Gonzalez de Frutos	✓		✓	✓	✓				1,7	SP	W	65

⁽¹⁾ Mr de Lacerda was a member of the Committee from 7 May 2015 to July 2020, and was again appointed to the Committee in May 2021.

3. RESPONSIBILITIES OF THE COMMITTEE

The main function of the Appointments and Remuneration Committee is to advise the Board of Directors and to supervise, inter alia, the selection, appointment and establishment of the remuneration system for directors and senior managers.

In any case, the Board of Directors may attribute to the Appointments and Remuneration Committee any other responsibilities not reserved for other bodies by Law, the Bylaws or the Board of Directors Regulations.

4. FUNCTIONING AND MEETINGS OF THE COMMITTEE

The Appointments and Remuneration Committee establishes an annual work programme that includes specific objectives with regard to each of its functions and an annual schedule for meetings, taking into account the time required for each of the different functions, and the Board of Directors' meetings schedule.

The Appointments and Remuneration Committee should meet in accordance with the annual schedule for meetings, as well as whenever called by its Chairman, when so decided by a majority of its members or at the request of the Board of Directors, with a minimum of four meetings per year.

The Secretary, when instructed to do so by the Chairman of the Committee, should channel and provide the necessary information and documentation to the other members of the Committee with enough time to enable them to analyse it prior to their meetings.

During the 2021 financial year, the Appointments and Remuneration Committee met six times, with an average attendance of 93%.

The individual attendance of the members of the Appointments and Remuneration Committee during the 2021 financial year is indicated below, although the individual attendance of the members of this Committee to the meetings of the Board of Directors, and where appropriate, to those of other Committees of which they may be members is detailed in Annex I.

APPOINTMENTS AND REMUNERATION COMMITTEE:			
Directors	In-person attendance ⁽¹⁾	Delegations	Total attendance
Ignacio Garralda Ruíz de Velasco	6/6	-	6/6
Eugenia Bieto	6/6	-	6/6
Antonio Cammisecra	5/6	0/1	5/6
Alejandro Echevarría Busquet ⁽²⁾	2/3	1/1	3/3
Pilar González de Frutos	6/6	-	6/6
Francisco de Lacerda ⁽³⁾	2/2	-	2/2

⁽¹⁾ When calculating "in-person attendance" at meetings of the Board of Directors and its Committees, in addition to in-person assistance, remote assistance by telematic means that enables the direct interaction of the director is included. For the above purposes, representations, including those made with specific instructions, in accordance with the criteria of Circular 3/2021, of the Spanish Securities Market Commission that establishes the annual corporate governance report models for listed corporations, will not be counted as in-person attendance.

⁽²⁾ The term of office of Mr Echevarría as a Director of Endesa ended on 30 April 2021.

⁽³⁾ Mr de Lacerda joined the NRC in May 2021.

The Chairman of the Appointments and Remuneration Committee, through the Secretary, may ask the Chairman of the Board of Directors, the Chief Executive Officer or any of the other members of the Board of Directors to join the meetings when he deems it appropriate.

The Chairman of the Appointments and Remuneration Committee, through the Secretary, may also invite or request any director or employee of the Endesa Group, as well as any of the members of the administrative bodies of the investee companies whose appointment has been proposed by the Company, to attend or appear at the meetings of the Committee.

Participation in the Appointments and Remuneration Committee 2021:

The Chairman of the Appointments and Remuneration Committee requested the participation of the following in the meetings of the Committee: The Chief Executive Officer (participated twice), and the General Manager for Personnel and Organisation (participated on five occasions).

The attendance of a Director or Directors does not necessarily mean that they remained for the duration of the Committee meeting, but exclusively for those items on the agenda for which they are summoned.

5. WORK UNDERTAKEN DURING THE 2021 FINANCIAL YEAR

The Appointments and Remuneration Committee, through its Chairman, informed the Board of Directors on what was dealt with in each and every one of the sessions held.

Below you will find details of the main issues addressed by the Committee in 2021.

5.1. PROPOSALS FOR APPOINTMENT, RE-ELECTION AND DISMISSAL

Senior management

During the 2021 financial year the Appointments and Remuneration Committee reported favourably on the following appointments and dismissals in Endesa's Senior Management:

- ✓ Dismissal of Mr Gianluca Caccialupi as General Manager for Infrastructure and Networks in Endesa, due to his appointment to undertake new functions in the Enel Group.
- ✓ Appointment of Mr José Manuel Revuelta Mediavilla as General Manager for Infrastructure and Networks in Endesa.
- ✓ Dismissal of Mr Josep Trabado Farré as General Manager of Endesa X due to inclusion in Endesa's Voluntary Suspension Agreement.
- ✓ Appointment of Mr Davide Ciciliato as General Manager of Endesa X.

Board of Directors

In 2021, on the occasion of the end of the terms of office as independent directors of Mr Echevarría and Mr Roca, the Appointments and Remuneration Committee informed the Board of Directors of the proposal to establish the number of members of the Board of Directors as eleven (previously thirteen), which was approved by the General Shareholders' Meeting held on 30 April 2021.

Since Mr Roca was a member of both the Audit and Compliance Committee and the Sustainability and Corporate Governance Committee, and Mr Echevarría was a member of the Appointments and Remuneration Committee, there was now a vacancy in each of the Committees. Mr Roca also held the position of Coordinating Director.

For all these reasons, the Committee proposed the following appointments to the Board of Directors:

- ✓ Appointment of Ms Alicia Koplowitz y Romero de Juseu as a member of the Audit and Compliance Committee.
- ✓ Appointment of Mr Ignacio Garralda Ruiz de Velasco as a member of the Sustainability and Corporate Governance Committee.
- ✓ Appointment of Mr Francisco de Lacerda as a member of the Appointments and Remuneration Committee.
- ✓ Non-renewal of the position of Coordinating Director in accordance with the independent status of the Chairman of the Board of Directors.

5.2. ONGOING PROGRAMME FOR TRAINING AND UPDATING OF KNOWLEDGE

In October 2021, the Committee approved a Programme for ongoing training and updating of knowledge for Directors 2021-2022. The objective was to ensure the personnel including members of the Board of Directors had good knowledge of the Company, the energy sector and the regulatory context, in order to facilitate their active participation in the Board of Directors, as well as providing updated documentation on internal regulations and other documents of interest to the Company.

Throughout 2021 there was also ongoing training with regard to the business, on strategic matters and on issues of general interest.

5.3. PROPOSALS, REPORTS AND POLICIES ON REMUNERATION

During the period covered by this report, the main actions taken by the Committee with regard to were as follows:

Remuneration of Senior Management.

- ✓ With regard to Senior Management, the Committee reported favourably on proposals for remuneration in 2021 for certain members of the Executive Management Committee.

Remuneration of Executive Directors.

- ✓ Short-term variable remuneration

The Appointments and Remuneration Committee reported favourably to the Board of Directors on a proposal for short-term variable remuneration corresponding to the CEO with an assessment of his objectives for 2020 and an agreement for the same for 2021.

- ✓ Long-term remuneration.

With regard to long-term remuneration, the Committee reported favourably on the description of the parameters and performance levels for objectives corresponding to Endesa 2021-2023's Strategic Incentive Programme (LTI), prior to the proposal of the Board of Directors approved by the General Shareholders' Meeting on 30 April 2021. It also reported favourably on the beneficiaries, Regulations, conditions and structure of this Programme.

The Committee also informed the Board of Directors of the outcome of the 2018-2020 Loyalty Programme.

Annual Report on the Remuneration of Endesa Directors for the 2020 financial year

The Appointments and Remuneration Committee reported favourably to the Board of Directors on the 2020 Annual Remuneration Report for Endesa's Directors, so that a binding proposal could be submitted to the General Shareholders' Meeting, which approved the Report with 96.5% of the shareholders voting in favour.

Remuneration Policy for Directors 2021-2023

With regard to the Remuneration Policy, the Appointments and Remuneration Committee agreed to propose to the Board of Directors of the Company a Remuneration Policy for the Directors of Endesa, S.A. for 2021-2023, as a continuation of the Remuneration Policy for 2020-2022. The Committee also approved a justificatory report which aims to explain the criteria on which the Committee based its proposal to the Board for the Remuneration Policy for Endesa's Directors.

Verification of Remuneration

In February 2021, the Appointments and Remuneration Committee, with the collaboration of the General Audit Directorate, and in accordance with the Procedure approved in December 2020, verified the malus and claw-back clauses for executive directors, and concluded the inadmissibility of their application for both short-term and long-term variable remuneration.

The Appointments and Remuneration Committee, with the collaboration of the Internal Audit Directorate and with the participation of the General Manager for Personnel and Organisation, verified that the data contained in the Annual Remuneration Report for Directors corresponding to the 2020 financial year, were consistent with the policies and criteria approved by the Board of Directors and that reflect reality.

With regard to the short-term Objectives of Executive Directors for 2020, the Committee verified the proposal for the compliance of the same, also with the collaboration of the General Audit Directorate, who examined the proposal and concluded that it was supported by the Company's financial and management information corresponding to the 2020, was duly approved, and that the degree of achievement had been calculated correctly.

With regard to the proposed Results of the 2018-2020 loyalty programme, at the end of its accrual period and pending settlement, the Committee verified the proposal for compliance with the same, also with the collaboration of the General Audit Directorate, which examined the proposal and concluded that the result is supported by the Company's accounting and management information, and that the degree of achievement was calculated correctly.

5.4. POLICY FOR THE SELECTION OF CANDIDATES TO BECOME DIRECTORS OF ENDESA AND THE PROMOTION OF DIVERSITY

Verification of compliance with Endesa's Policy for the Selection of Candidates to become Directors

The Committee verified compliance with the Policy for the Selection of Candidates to become Directors and the diversity of its members in 2021. It should be noted that:

- ✓ In 2021, no procedure was developed for the selection of new candidates to become Directors.
- ✓ At the 2021 General Meeting and in accordance with current regulations, it was approved not to renew the mandates of Mr Roca and Mr Echevarría due to the impossibility of renewal with the qualification of independent Directors.
- ✓ The appointments made to the Board Committees were based on a prior analysis of the responsibilities required by those Committees, and favoured diversity of knowledge, experience, age and gender.
- ✓ To address the agenda for the re-election of Directors, the Committee contracted the external consultant Egon Zehnder, a specialist in the search for and selection of candidates, to assist this Committee in the functions of proposing the appointment of independent Directors, as well as in the function of reporting on the proposals for the appointment of the remaining Directors.

The current composition of Endesa's Board of Directors and the classification of its Directors are as follows:

POSITION:	MEMBERS	DATE OF FIRST APPOINTMENT	DATE OF LAST APPOINTMENT	CATEGORY	MEMBERSHIP OF COMMITTEES
Chairman	Mr Juan Sánchez-Calero Guilarte	13 Apr 19		Independent	CSGC
Vice Chairman	Mr Francesco Starace	16 Jun 14	23 Apr 18	External-Proprietary (1)	
Chief Executive Officer	Mr José D. Bogas Gálvez	07 Oct 14	23 Apr 18	Executive	
Member	Ms Maria Eugenia Bieto Caubet	05 May 20		Independent	CAC / ARC
Member	Mr Antonio Cammисecra	27 Sep 19	05 May 20	External-Proprietary (1)	ARC
Member	Mr Ignacio Garralda Ruíz de Velasco	27 Apr 15	12 Apr 19	Independent	ARC/CSGC
Member	Ms Pilar Gonzalez de Frutos	05 May 20		Independent	CAC / ARC
Member	Ms M ^a Patrizia Grieco	26 Apr 17	23 Apr 18	External-Proprietary (1)	CSGC
Member	Ms Alicia Koplowitz y Romero de Juseu	05 May 20		Independent	CSGC/CAC
Member	Mr Francisco de Lacerda	27 Apr 15	12 Apr 19	Independent	CAC/ARC
Member	Mr Alberto de Paoli	04 Nov 14	12 Apr 19	External-Proprietary (1)	CAC
Secretary	Mr Borja Acha Besga	01 Aug 15			

Consejeros	Número	Porcentaje
Ejecutivo	1	9,09%
Externo Dominical	4	36,36%
Externo-independiente	6	54,55%

Mujeres	4	36,36%
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The composition of the Board of Directors, in terms of number of members, structure, and the experience and professional skills of its members, is currently considered appropriate to the needs of the Company and in accordance with the best practices for corporate governance. With regard to this, the following is detailed:

DIRECTORS	QUALITIES AND SKILLS								DIVERSITY			
	Finance and Risk	Engineering	Legal	Management	Strategy	ICT	HR	Sustainability and Corporate Governance	Years in the position	Nationality	Gender	Age
Juan Sanchez-Calero Guilarte	✓		✓	✓	✓			✓	2,8	SP	M	65
Francesco Starace	✓	✓		✓	✓				7,6	ITA	M	66
José Bogas Gálvez	✓	✓		✓	✓				8,3	SP	M	66
Maria Eugenia Bieto Caubet	✓			✓	✓		✓	✓	1,7	SP	W	71
Antonio Cammisecra	✓	✓		✓	✓				2,3	ITA	M	51
Ignacio Garralda Ruiz de Velasco	✓		✓	✓	✓		✓	✓	6,8	SP	M	70
Pilar Gonzalez de Frutos	✓		✓	✓	✓				1,7	SP	W	65
M ^a Patrizia Grieco	✓		✓	✓	✓	✓		✓	4,8	ITA	W	69
Alicia Koplowitz y Romero de Juseu	✓			✓	✓			✓	1,7	SP	W	67
Francisco de Lacerda	✓			✓	✓		✓	✓	6,8	PORT	M	61
Alberto de Paoli	✓			✓	✓				7,2	ITA	M	56

5.5. REPORT ON THE ACTIVITIES OF THE APPOINTMENTS AND REMUNERATION COMMITTEE

The Appointments and Remuneration Committee unanimously approved its 2020 Activity Report, for the purposes of its publication on the Company's website on the occasion of the General Shareholders' Meeting.

5.6. OTHER ACTIONS WITHIN ITS RESPONSIBILITIES

In January 2021, within the scope of its responsibilities and prior to its approval by the Company's Board of Directors, the Committee unanimously reported favourably on the proposal to amend Endesa's Corporate Governance Policy.

6. ASSESSMENT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE AND THE BOARD OF DIRECTORS

At a meeting in January 2021, the Committee took note of the result of the assessment of the Board of Directors and its Committees in the 2020 financial year, and expressed its agreement and satisfaction with the results obtained.

In a meeting in October 2021, the Committee approved the scope and methodology of the assessment for the 2021 financial year and reported favourably on the contracting of Gómez-Acebo & Pombo as external consultants to provide support in the assessment of the Board of Directors and its Committees, as well as verifying the independence of the external consultants. The results of this evaluation were presented to this Committee at a meeting in January 2022. The assessment concluded that the Committee functioned satisfactorily and correctly undertook the functions entrusted to it.

7. 2022 AGENDA AND SCHEDULE

In accordance with Technical Guide 1/2019 on the appointment and remuneration committees approved by the Spanish Securities Market Commission, the Committee approved its Annual Work Plan for 2022.

The Annual Plan for the 2022 financial year was prepared taking into account that of the Board of Directors and the calling of the 2022 General Shareholders' Meeting, for the purpose of preparing, where applicable, the reports to be delivered on the issues to be dealt with.

8. MONITORING OF PRACTICAL GUIDES

Endesa's Appointments and Remuneration Committee bases its action on current applicable legislation, on the Articles of Association and Bylaws, the Board of Directors Regulations, the Regulations of the Appointments and Remuneration Committee itself, on the Code of Good Governance for Listed Companies and on technical Guide 1/2019 of the Spanish Securities Market Commission on Appointments and Remuneration Committees.

9. CONCLUSIONS

The aim of the Activity Report on the Appointments and Remuneration Committee for the 2021 financial year is to enable shareholders and other interested parties to understand the functions and work undertaken by the Committee, and to comply with recommendation 6 of the Code of Good Governance for listed companies, which establishes that the reports prepared by listed companies should include a report on the functioning of the Appointments and Remuneration Committee to be published on its website well in advance of the ordinary general meeting, even if dissemination is not mandatory. The Report will be included in the "Integrated Report on the Audit and Compliance and Appointments and Remuneration Committees".

10. DATE OF PREPARATION OF THE REPORT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE AND DATE OF APPROVAL BY THE BOARD OF DIRECTORS.

This report was prepared by the Appointments and Remuneration Committee for approval by Endesa's Board of Directors on 24 January 2022 and will be published on the Company's website on the occasion of the 2022 General Shareholders' Meeting.

ANNEX
INDIVIDUALISED ATTENDANCE

BOARD OF DIRECTORS			
Directors	In-Person Attendance	Delegations	Total attendance
Juan Sánchez-Calero Guilarte	14/14	-	14/14
Francesco Starace	14/14	-	14/14
José D. Bogas Gálvez	14/14	-	14/14
Eugenia Bieto Caubet	14/14	-	14/14
Antonio Cammisecra	14/14	-	14/14
Alejandro Echevarría Busquet*	3/4	1/1	4/4
Ignacio Garralda Ruíz de Velasco	14/14	-	14/14
Pilar González de Frutos	14/14	-	14/14
Maria Patrizia Grieco	14/14	-	14/14
Alicia Koplowitz y Romero de Joseu	12/14	2/2	14/14
Francisco de Lacerda	14/14	-	14/14
Alberto de Paoli	13/14	1/1	14/14
Miquel Roca Junyent*	4/4	-	4/4
AUDIT AND COMPLIANCE COMMITTEE			
Directors	In-Person Attendance	Delegations	Total attendance
Francisco de Lacerda	13/13	-	13/13
Eugenia Bieto Caubet	13/13	-	13/13
Pilar González de Frutos	13/13	-	13/13
Alicia Koplowitz y Romero de Joseu	8/9	1/1	9/9
Alberto de Paoli	11/13	0/2	11/13
Miquel Roca Junyent*	4/4	-	4/4

APPOINTMENTS AND REMUNERATION COMMITTEE:			
Directors	In-Person Attendance	Delegations	Total attendance
Ignacio Garralda Ruíz de Velasco	6/6	-	6/6
Eugenia Bieto	6/6	-	6/6
Antonio Cammisecra	5/6	0/1	5/6
Alejandro Echevarría Busquet*	2/3	1/1	3/3
Pilar González de Frutos	6/6	-	6/6
Francisco de Lacerda	2/2	-	2/2

SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE			
Directors	In-Person Attendance	Delegations	Total attendance
Juan Sánchez-Calero Guilarte	5/5	-	5/5
Ignacio Garralda Ruíz de Velascoiv	2/2	-	2/2
M ^a Patrizia Grieco	4/5	0/1	4/5
Alicia Koplowitz y Romero de Juseu	4/5	1/1	5/5
Miquel Roca Junyentv	3/3	-	3/3

i By "**attendance in person**" does not only mean attending physically, it also includes remote attendance by telematic means that enables the director to interact directly. For the above purposes, **representations, even those where specific instructions are given, will not be counted as attendance in person.**

ii Modification of the composition of the Council Committees in May 2021: Ms Koplowitz became a member of the CAC

iii Modification of the composition of the Council Committees in May 2021: Ms Lacerda became a member of the CNR

iv Modification of the composition of the Council Committees in May 2021: Mr Garralda became a member of the CSyGC

v End of the term as Director of Endesa on 30/04/2021

III.SUSTAINABILITY AND GOVERNANCE COMMITTEE

A) REPORT OF ACTIVITIES OF THE SUSTAINABILITY AND CORPORATE
GOVERNANCE COMMITTEE CORRESPONDING TO 2021



**REPORT OF ACTIVITIES OF THE
SUSTAINABILITY AND CORPORATE
GOVERNANCE COMMITTEE CORRESPONDING
TO 2021**

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1. REGULATORY FRAMEWORK

Endesa's Sustainability and Corporate Governance Committee was voluntarily constituted by the Board of Directors of Endesa, on 1 September 2020.

In accordance with Endesa's Bylaws and the Code of Good Governance for Listed Companies of the CNMV, the Board of Directors constituted a Sustainability and Corporate Governance Committee for the improved undertaking of its functions and as a reflection of the commitment to continue with the integration of sustainability and good governance in the management of all the Endesa group's activities.

The Sustainability and Corporate Governance Committee has its own Regulations that regulate that include its operation, powers and responsibilities in accordance with the applicable regulations, the Bylaws and the Board of Directors Regulations.

2. COMPOSITION

At the General Shareholders' Meeting of 30 April 2021, the term of office as a Director for Mr Roca, who was a member of the Sustainability and Corporate Governance Committee.

In this regard, in a meeting in May 2021 and at the proposal of the Appointments and Remuneration Committee, the Board of Directors of the Company approved the appointment of Mr Ignacio Garralda Ruiz de Velasco as a new member of the Sustainability and Corporate Governance Committee, for a period of four years.

The composition of the Sustainability and Corporate Governance Committee as at 31 December 2021 is as follows:

Position	Members	Date of first appointment	Category
Chairman	Mr Juan Sánchez-Calero Guilarte	01.09.2020	External-Independent
Member	Mr Ignacio Garralda Ruíz de Velasco	05.05.2021	External-Independent
Member	Ms Maria Patrizia Grieco	01.09.2020	External Proprietary ⁽¹⁾
Member	Ms Alicia Koplowitz y Romero de Juseu	01.09.2020	External-Independent
Secretary	Mr Borja Acha Besga		-

⁽¹⁾ *Representing Enel*

The Sustainability and Governance Committee is composed of four non-executive members of the Board of Directors, three of whom (75%) are independent. The Committee also includes a Proprietary Director representing the controlling shareholder Enel, which owns 70.10% of Endesa's shareholding.

The composition of this Committee aims to integrate different professional and managerial experiences, responsibilities and skills, including sustainability and good corporate governance, as well as promoting gender and age diversity as far as this is possible.

- Gender: The percentage of women in the Committee has increased to 50%.
- Age: The average age of Committee members is 67.75, with age ranges between 65 and 70.
- Years of service: The average time members have been on the Committee which was constituted in September 2020 is 1.16 years.
- The training background of the directors on the Committee varies greatly, and mainly features the disciplines of finance and risk, specifically economic-financial, internal

control and business and legal risk management and matters of Sustainability and Corporate Governance. The directors as a whole have sufficient technical knowledge and experience to be able to undertake their work correctly.

- By nationality, non-Spanish members of the Committee represent 25%.

Endesa is convinced that diversity in all its facets and at all levels of its professional team, is an essential factor in ensuring the Company's competitiveness and a key element in a corporate governance strategy that favours a critical attitude, as well as members having different points of view, different positions and the ability to analyse positive and negative aspects.

The full profile of the members of the Sustainability and Corporate Governance Committee is displayed on the Company's website.

DIRECTORS	QUALITIES AND SKILLS							DIVERSITY				
	Finance and	Engineering	Legal	Management	Strategy	ICT	HR	Sustainability and Corporate	Years in the	Nationality	Gender	Age
Juan Sánchez-Calero Guilarte	✓		✓	✓	✓			✓	1,3	SP	M	65
Ignacio Garralda Ruiz de Velasco	✓		✓	✓	✓		✓	✓	0,7	SP	M	70
M ^a Patrizia Grieco	✓		✓	✓	✓	✓		✓	1,3	ITA	W	69
Alicia Koplowitz y Romero de Juseu	✓ ☐			✓	✓			✓	1,3	SP	W	67

3. RESPONSIBILITIES OF THE COMMITTEE

The main function of the Sustainability and Corporate Governance Committee to provide assessment for the Board of Directors and supervision on environment and sustainability, human rights and diversity, with regard to the strategy for social action and the Company's corporate governance strategy.

In any case, the Board of Directors may attribute to the Sustainability and Corporate Governance Committee any other responsibilities not reserved for other bodies by Law, the Bylaws or the Board of Directors Regulations.

4. FUNCTIONING AND MEETINGS OF THE COMMITTEE

The Sustainability and Corporate Governance Committee establishes an annual work programme that includes specific objectives with regard to each of its functions and an annual schedule for meetings, taking into account the time required for each of the different functions, and the Board of Directors' meetings schedule.

The Sustainability and Corporate Governance Committee should meet in accordance with the annual schedule for meetings, as well as whenever called by its Chairman, when so decided by a

majority of its members or at the request of the Board of Directors, with a minimum of four meetings per year.

The Secretary, when instructed to do so by the Chairman of the Committee, should channel and provide the necessary information and documentation to the other members of the Committee with enough time to enable them to analyse it prior to their meetings.

In 2021 the Sustainability and Corporate Governance Committee met five times, with an average in-person attendance of 90%.

The individual attendance of the members of the Sustainability and Corporate Governance Committee during the 2021 financial year is indicated below:

INDIVIDUAL ATTENDANCE AT MEETINGS OF THE SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE			
Directors	In-person attendance⁽¹⁾	Delegations	Total attendance
Juan Sánchez-Calero Guilarte	5/5	-	5/5
Ignacio Garralda Ruiz de Velasco ⁽²⁾	2/2	-	2/2
M ^a Patrizia Grieco	4/5	0/1	4/5
Alicia Koplowitz y Romero de Juseu	4/5	1/5	5/5
Miquel Roca Junyent ⁽³⁾	3/3	-	3/3

⁽¹⁾ When calculating "in-person attendance" at meetings of the Board of Directors and its Committees, in addition to in-person assistance, remote assistance by telematic means that enables the direct interaction of the director is included. For the above purposes, representations, including those made with specific instructions, in accordance with the criteria of Circular 3/2021, of the Spanish Securities Market Commission that establishes the annual corporate governance report models for listed corporations, will not be counted as in-person attendance.

⁽²⁾ Mr Garralda became a member of the S&CGC in May 2021.

⁽³⁾ The term of office of Mr Roca as a Director of Endesa ended on 30 April 2021

The Chairman of the Sustainability and Corporate Governance Committee, through the Secretary, may ask the Chairman of the Board of Directors, the Chief Executive Officer or any of the other members of the Board of Directors to join the meetings when he deems it appropriate.

The Chairman of the Sustainability and Corporate Governance Committee, through the Secretary, may also invite or request any director or employee of the Endesa Group, as well as any of the members of the administrative bodies of the investee companies whose appointment has been proposed by the Company, to attend or appear at the meetings of the Committee.

Participation in the Sustainability and Corporate Governance Committee 2021:

The Chairman of the Sustainability and Corporate Governance Committee requested the participation of the following in the meetings of the Committee: The Chief Executive Office (participated on five occasions), the General Manager for Personnel and Organisation (participated on one occasion), the General Manager - Administration, Finance and Control (participated on four occasions), the General Manager for Sustainability (participated on four occasions), the General Manager for Communications (participated on one occasion) and the Head of Sustainability Planning and Stakeholders (participated on three occasions).

5. WORK COMPLETED IN 2021

The Sustainability and Corporate Governance Committee, through its Chairman, informed the Board of Directors of the issues discussed in each and every one of the sessions held. Below you will find details of the main issues analysed by the Committee in the 2021 financial year:

5.1 Corporate Governance

- ✓ To report favourably on the following prior to their approval by the Board of Directors:
 - The proposal to modify the "Corporate Governance Policy", in order to incorporate an update of the Code of Good Governance for Listed Companies approved by the CNMV and updates of *the Policy for the Selection of Candidates to become Directors of Endesa and the Diversity of its Members, the Communication and Contact Policy with Shareholders and Investors, the General Risk Control and Management Policy, updates to the Regulations for the General Shareholders' Meeting, the Board of Directors and its Committees*, as well as a proposal to modify the Articles of Association and Bylaws, to incorporate exclusively telematic attendance to General Meetings and to include other technical improvements with regard to the Committee's responsibilities.
- ✓ To supervise compliance with the Company's corporate governance regulations:
 - To contract services for holding and reviewing General Shareholders' Meetings.
 - Prior to the approval of the Annual Corporate Governance Report for 2021, to assess compliance with the recommendations of the Code or, where applicable, to explain the reason for the lack of monitoring, taking into account the specific perspective and circumstances with regard to Endesa's corporate governance.
 - To supervise the monitoring of the Strategy for Communication and Relationships with Shareholders and Investors, in order to ensure that the Company informs shareholders and institutional investors transparently, comprehensively and truthfully. The Sustainability and Corporate Governance Committee concluded that Endesa's information dissemination channels function correctly and operate in accordance with the general principles of Endesa's Policy and in accordance with the best corporate governance practices.
 - To report to the Sustainability and Corporate Governance Committee on the contact of the Secretary of the Board of Directors with proxy advisors, on the occasion of Endesa's 2022 General Shareholders' Meeting.
- ✓ Propose the following reports to the Board of Directors for approval and publication:
 - Report on the Activities of the Sustainability and Corporate Governance Committee in 2020, in a meeting on 21 January 2021.
 - 2020 Annual Corporate Governance Report 2020, within the scope of its responsibilities in a meeting on 22 February 2021.
- ✓ At a meeting on 20 December 2021, the Sustainability and Corporate Governance Committee approved a schedule for sessions and an annual work plan for 2022, its objectives for the 2022 financial year and verification that the objectives established for 2021 were met.

5.2 Sustainability

The main actions in terms of sustainability taken by the Sustainability and Corporate Governance Committee in 2021 were as follows:

- ✓ To report favourably on the following prior to their approval by the Board of Directors:
 - Endesa Sustainability Plan for 2021-2023.
 - Modification of Endesa's Environmental Policy, in order to include greater detail in the principles for action and coverage of the issue.
 - Modification of Endesa's Human Rights Policy, in order to update and ensure that it reflects developments in the Company's internal and external context.
- ✓ To review and report the non-financial statement corresponding to the 2020 financial year, in order to verify that its content conforms to the Endesa Group Sustainability Plan, prior to the review and report to be made by the Audit and Compliance Committee and its subsequent presentation by the Board of Directors.
- ✓ Receive information on:
 - The Endesa Group's position in the most acknowledged international sustainability indices, specifically with regard to the updating of the DJSI, VIGEO, FTSE4Good, Sustainalytics and MSCI ratings, with reference to the areas of action with regard to ESG (Environmental, Social and Corporate Governance).
 - Endesa's degree of compliance with its Human Rights Policy, as well as the presentation of an action plan in this area for 2021.
 - The degree of compliance with the Endesa Sustainability Plan (PES) for 2020-2022.
 - The actions and projects of the Endesa Foundation in 2020.
 - The Company's communication strategy with different stakeholders (employees, customers, suppliers and society in general).
 - The European Union's action plan on sustainable finance and its implications for Endesa.

6. ASSESSMENT OF THE SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE

In accordance with the provisions of article 529 nonies of the Corporate Enterprises Act (LSC) and recommendation number 36 of the Code of Good Governance for Listed Companies of the Spanish Securities Market Commission (CNMV), an assessment was made of annual performance with regard to the effectiveness of the operations undertaken by the Sustainability and Corporate Governance Committee in 2021.

Recommendation 36 states that at least every three years the Board of Directors should be assisted by an external consultant to make an assessment. In this regard, the assessment for 2021 was undertaken with the help of the external consultants Gómez-Acebo & Pombo. The results of this assessment were presented to this Committee at a meeting in January 2022. The assessment concluded that the Committee functioned satisfactorily and correctly undertook the functions entrusted to it.

7. MONITORING OF PRACTICAL GUIDES

Endesa's Sustainability and Corporate Governance Committee bases its actions on current applicable legislation, on the Articles of Association and Bylaws, the Board of Directors Regulations, the Regulations for the Sustainability and Corporate Governance Committee itself and on the Code of Good Governance for Listed Companies.

8. CONCLUSIONS

The purpose of the 2021 Report on the Activities of the Sustainability and Corporate Governance Committee is to enable shareholders and other stakeholders to understand the functions and the work undertaken.

9. DATE OF PREPARATION OF THE REPORT BY THE SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE AND DATE OF APPROVAL BY THE BOARD OF DIRECTORS.

This report was prepared by the Sustainability and Corporate Governance Committee for approval by Endesa's Board of Directors on 26 January 2022 and will be published on the Company's website on the occasion of the General Shareholders' Meeting.

ANNEX I

PERSONALIZED ATTENDANCE PERCENTAGES AT BOARD AND
COMMITTEE MEETINGS IN 2021

ANNEX
INDIVIDUALISED ATTENDANCE

BOARD OF DIRECTORS			
Directors	In-Person Attendance	Delegations	Total attendance
Juan Sánchez-Calero Guilarte	14/14	-	14/14
Francesco Starace	14/14	-	14/14
José D. Bogas Gálvez	14/14	-	14/14
Eugenia Bieto Caubet	14/14	-	14/14
Antonio Cammisecra	14/14	-	14/14
Alejandro Echevarría Busquet*	3/4	1/1	4/4
Ignacio Garralda Ruíz de Velasco	14/14	-	14/14
Pilar González de Frutos	14/14	-	14/14
Maria Patrizia Grieco	14/14	-	14/14
Alicia Koplowitz y Romero de Joseu	12/14	2/2	14/14
Francisco de Lacerda	14/14	-	14/14
Alberto de Paoli	13/14	1/1	14/14
Miquel Roca Junyent*	4/4	-	4/4
AUDIT AND COMPLIANCE COMMITTEE			
Directors	In-Person Attendance	Delegations	Total attendance
Francisco de Lacerda	13/13	-	13/13
Eugenia Bieto Caubet	13/13	-	13/13
Pilar González de Frutos	13/13	-	13/13
Alicia Koplowitz y Romero de Joseu	8/9	1/1	9/9
Alberto de Paoli	11/13	0/2	11/13
Miquel Roca Junyent*	4/4	-	4/4

APPOINTMENTS AND REMUNERATION COMMITTEE:			
Directors	In-Person Attendance	Delegations	Total attendance
Ignacio Garralda Ruíz de Velasco	6/6	-	6/6
Eugenia Bieto	6/6	-	6/6
Antonio Cammisecra	5/6	0/1	5/6
Alejandro Echevarría Busquet*	2/3	1/1	3/3
Pilar González de Frutos	6/6	-	6/6
Francisco de Lacerda	2/2	-	2/2

SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE			
Directors	In-Person Attendance	Delegations	Total attendance
Juan Sánchez-Calero Guilarte	5/5	-	5/5
Ignacio Garralda Ruíz de Velascoiv	2/2	-	2/2
M ^a Patrizia Grieco	4/5	0/1	4/5
Alicia Koplowitz y Romero de Juseu	4/5	1/1	5/5
Miquel Roca Junyentv	3/3	-	3/3

i By "**attendance in person**" does not only mean attending physically, it also includes remote attendance by telematic means that enables the director to interact directly. For the above purposes, **representations, even those where specific instructions are given, will not be counted as attendance in person.**

ii Modification of the composition of the Council Committees in May 2021: Ms Koplowitz became a member of the CAC

iii Modification of the composition of the Council Committees in May 2021: Ms Lacerda became a member of the CNR

iv Modification of the composition of the Council Committees in May 2021: Mr Garralda became a member of the CSyGC

v End of the term as Director of Endesa on 30/04/2021