



Seeding Energies

Proposed Resolutions



PROPOSED RESOLUTIONS
ANNUAL GENERAL SHAREHOLDERS' MEETING
ENDESA, S.A.
12 APRIL 2019
11:00 A.M.

AGENDA

1. Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet, Income Statement, Statement of Changes in Equity: Statement of Recognised Income and Expense and Statement of Total Changes in Equity, Statement of Cash Flows and the notes thereto), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and subsidiaries (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the notes thereto), for the year ended 31 December 2018.
2. Approval of the Individual Management Report of ENDESA, S.A. and of the Consolidated Management Report of ENDESA, S.A. and Subsidiaries for the year ended 31 December 2018.
3. Approval of the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of the Consolidated Group for the year ended 31 December 2018.
4. Approval of corporate management for fiscal year ending 31 December 2018.
5. Approval of the proposed distribution of profit for the year ended 31 December 2018.
6. Appointment of KPMG Auditores, S.L. as the new statutory auditor for the individual and consolidated financial statements of ENDESA, S.A. for 2020, 2021 and 2022.
7. Appointment of Juan Sánchez-Calero Guilarte as Independent Director of the Company.
8. Reappointment of Helena Revoredo Delvecchio as Independent Director of the Company.
9. Reappointment of Ignacio Garralda Ruiz de Velasco as Independent Director of the Company.
10. Reappointment of Francisco de Lacerda as Independent Director of the Company.
11. Reappointment of Alberto de Paoli as Proprietary Director of the Company.
12. Binding vote on the Annual Report on Director Remuneration.
13. Approval of the Director Remuneration Policy for 2019-2021.
14. Approval of the Loyalty Plan for 2019-2021 (including amounts linked to the Company's share price), insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries.

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

AGENDA ITEM 1

Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet, Income Statement, Statement of Changes in Equity: Statement of Recognised Income and Expense and Statement of Total Changes in Equity, Statement of Cash Flows and the notes thereto), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and Subsidiaries (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the notes thereto), for the year ended 31 December 2018.

Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet, Income Statement, Statement of Changes in Equity: Statement of Recognised Income and Expense and Statement of Total Changes in Equity, Statement of Cash Flows and the notes thereto), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and subsidiaries (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the notes thereto), for the year ended 31 December 2018, which were authorised for issue by the Board of Directors at its meeting held on 25 February 2019.

AGENDA ITEM 2

Approval of the Individual Management Report of ENDESA, S.A. and of the Consolidated Management Report of ENDESA, S.A. and Subsidiaries for the year ended 31 December 2018.

Approve the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and subsidiaries for the year ended 31 December 2018 (except for the Non-financial Statements included in the Management Reports, which will be submitted for a vote under agenda item 3), which were authorised for issue by the Board of Directors at its meeting held on 25 February 2019.

AGENDA ITEM 3

Approval of the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of its Consolidated Group for the year ended 31 December 2018.

Approve the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of the Consolidated Group for the year ended 31 December 2018, which were authorised for issue by the Board of Directors at its meeting held on 25 February 2019.

AGENDA ITEM 4

Approval of corporate management for fiscal year ending 31 December 2018.

Approve the Board of Directors' management and actions during the fiscal year ending 31 December 2018.

AGENDA ITEM 5

Approval of the proposed distribution of profit for the year ended 31 December 2018.

Approve the distribution of profit for 2018, as determined by the Board of Directors at its meeting held on 25 February 2019, of Euros 1,510,858,443.24, as follows:

<i>To Dividends - Maximum distributable amount of Euros 1.427 (gross) per share for all of the shares (1,058,752,117 shares)</i>	<i>1.510.839.270,96</i>
<i>To Retained Earnings.....</i>	<i>19,172.28</i>
<i>TOTAL.....</i>	<i>1.510.858.443,24</i>

On 20 November 2018, the Board of Directors of ENDESA, S.A. approved the distribution of interim dividends against 2917 profit in the amount of Euros 0.70 (gross) per share. This interim dividend was paid out on 2 January 2019.

The final dividend (Euros 0.727 (gross) per share) will be paid on 2 July 2019.

AGENDA ITEM 6

Appointment of KPMG Auditores, S.L. as the new statutory auditor for the individual and consolidated financial statements of ENDESA, S.A. for 2020, 2021 and 2022.

Appoint “KPMG Auditores, S.L.” as the statutory auditor of the individual and consolidated financial statements of ENDESA, S.A. for the 2020-2022 period, conferring to the Board of Directors, in the broadest terms, the powers to determine the rest of the terms and conditions of the engagement.

This resolution is submitted for approval at the General Shareholders' Meeting on a proposal by the Board of Directors, in line with the recommendation issued by Endesa's Audit and Compliance Committee as a result of the selection process carried out in accordance with the law.

KPMG Auditores, S.L. has its registered office at Paseo de la Castellana, 259 c, Madrid. Its tax identification number (NIF) is B-78510153. It is only file with S0702 in the Official Register of Accountants of Instituto de Contabilidad y Auditoría de Cuentas (Institute of Accounting and Accounts Auditing) and the Madrid Mercantile Registry, under tome 11.961, sheet M-188.007.

AGENDA ITEM 7

Appointment of Juan Sánchez-Calero Guilarte as Independent Director of the Company.

To appoint Juan Sánchez-Calero Guilarte as Director, on a proposal by the Appointments and Remuneration Committee, for the four-year term of offices provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered Independent Director.

The report on this proposal together with a biographical sketch on Mr. Sánchez-Calero is available to shareholders on the Company's website.

AGENDA ITEM 8

Reappointment of Helena Revoredo Delvecchio as Independent Director of the Company, on a proposal by the Appointments and Remuneration Committee.

Reappoint Helena Revoredo Delvecchio as Director of the Company, on a proposal by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered an Independent Director

The report on this proposal together with a biographical sketch on Ms. Revoredo is available to shareholders on the Company's website.

AGENDA ITEM 9

Reappointment of Ignacio Garralda Ruiz de Velasco as Independent Director of the Company, on a proposal by the Appointments and Remuneration Committee.

Reappoint Ignacio Garralda Ruiz de Velasco ***Director of the Company, on a proposal by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.***

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered an Independent Director.

The report on this proposal together with a biographical sketch on Mr. Garralda is available to shareholders on the Company's website.

AGENDA ITEM 10

Reappointment of Francisco de Lacerda as Independent Director of the Company, on a proposal by the Appointments and Remuneration Committee.

Reappoint Francisco de Lacerda as Director of the Company, on a proposal by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered an Independent Director.

The report on this proposal together with a biographical sketch on Mr. de Lacerda is available to shareholders on the Company's website.

AGENDA ITEM 11

Reappointment of Alberto de Paoli as Proprietary Director of the Company.

Reappoint Alberto de Paoli as Director of the Company, on a report by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered a Proprietary Director.

The report on this proposal together with a biographical sketch on Mr. De Paoli is available to shareholders on the Company's website.

AGENDA ITEM 12

Binding vote on the Annual Report on Director Remuneration.

Approve the Annual Report on Director Remuneration for 2018.

AGENDA ITEM 13

Approval of the Director Remuneration Policy for 2019-2021.

Approve, in due consideration of the reasons stated in the specific individual report by the Appointments and Remuneration Committee, the Directors Remuneration Policy for 2019–2021, under the terms set forth in the document made available to the shareholders on the Company's website as from the publication date of the meeting notice.

AGENDA ITEM 14

Approval of the Loyalty Plan for 2019-2021 (including amounts linked to the Company's share price), insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries.

Approve the long-term variable remuneration plan referred to as the "Loyalty Plan, 2019–2021 Programme" (the "2019-2021 Programme"), which includes the amounts linked to the Company's share price, insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries, with the following key characteristics:

1.- The 2019-2021 Programme is a long-term compensation scheme aimed at strengthening the commitment of high-responsibility executives to achieving the Company's strategic objectives.

2.- The 2019-2021 Programme targets Executive Directors and other Endesa Group directors holding strategic responsibility, as determined by the Board of Directors.

3.- The period for performance will be three years from 1 January 2019, for the 2019-2021 Programme.

4.- Accrual of the variable remuneration under the 2018–2020 Programme is subject to compliance with three targets during the accrual period:

a) Performance of the average Total Shareholder Return (TSR) of ENDESA, S.A. in relation to the performance of the average TSR of the Euro-Stoxx Utilities index, selected as the benchmark for the peer group. This parameter will be weighted at 50% of the total incentive for the 2019-2021 Programme.

b) Target for the cumulative Return on Average Capital Employed during the accrual period. Endesa's cumulative ROACE target represents the relationship between cumulative Ordinary Profit from Operations (ordinary EBIT) and average Net Capital Invested (NCI) during the 2019-2021 period.

This parameter will be weighted at 40% of the total incentive for the 2019-2021 Programme.

c) Reduction of the Endesa Group's CO₂ emissions. This parameter will be weighted at 10% of the total incentive for the 2019-2021 Programme.

A threshold level beyond which the target is considered met up to 50% and two performance levels for targets that have been overachieved is established for each target: performance beyond above the first level equals 150%, and performance beyond the second constitutes maximum achievement of 180%. Therefore, variable remuneration levels under the 2019-2021 Programme will range from 0% to 180% of incentive base (target equals 100% achievement).

If ENDESA, S.A.'s TSR is negative during the relevant three-year reference period, the amount receivable by the beneficiaries of the 2019-2021 Programme will be reduced (based a regressive curve) by an amount equal to ENDESA S.A.'s negative TSR percentage multiplied by a constant value of 1.5.

5.- The base incentive (target) assigned to each beneficiary under the 2019-2021 Programme will be as provided in their individual contracts, if addressed therein, or otherwise, in the relevant Group policy defining different target percentage levels based on the level of responsibility.

The target for the Chief Executive Officer is Euros 518,000.

6.- Payment of variable remuneration accrued under the 2019-2021 Programme will be made in cash and subject to the payment and deferral rules established by the Board of Directors, as well as to the relevant malus and clawback clauses.

It is resolved to delegate to the Board of Directors, with express power of substitution, the authority to implement at the time and in the manner it deems convenient, formalise, amend and execute the 2019–2021 Programme, adopting all resolutions and executing as many public or private documents as may be necessary or convenient to ensure the full effectiveness thereof, with the power to change, rectify, amend and supplement and, in general, to adopt any resolutions and perform any actions necessary or merely convenient for the effective implementation and operation of the 2019–2021 Programme, including but not limited to, the following powers:

a) To set specific conditions for the 2019-2021 Programme and to grant and exercise rights thereunder, including the approval or amendment of the 2019-2021 Programme, the determination of the beneficiaries, the conditions for granting or exercising the rights and verifying achievement, the rights that grant the status of beneficiary, the levels of performance for each of the parameters established as a target, the effects of losing status as an employee, executive or executive director of the Company or its Group or of a change of control, determining the causes for early termination, etc.

b) To draft, sign and submit before any public or private bodies, the beneficiaries or any other party, any documents and supplementary communications which may be necessary or convenient for the purposes of implementing and executing the 2019-2021 Programme, granting rights and delivering incentives, including, as the case may be, the relevant prior notice and informational prospectuses.

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

d) To adapt the contents of the 2019-2021 Programme to the corporate circumstances or transactions that may arise during the term thereof, in the terms deemed convenient and, to the extent required or recommended by any legal provisions applicable to any of the beneficiaries, or as may be necessary for legal, regulatory, operating or similar reasons, to adapt the general conditions.

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

f) To draft, sign, execute and, as the case may be, certify any type of document related to the 2019-2021 Programme.

g) And, in general, to perform as many actions and execute as many documents as required or convenient for the full validity and effectiveness of the incorporation, implementation, operation, execution, settlement and completion of the 2018–2020 Program and the previously adopted resolutions.

AGENDA ITEM 15

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

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

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

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

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

2. Empower the Chief Executive Officer, José Damián Bogas Gálvez, and the Secretary of the Board of Directors, Borja Acha Besga, so that either of them, indistinctly, may:

(i) carry out such acts, legal business, contracts and transactions as may be appropriate in order to register the preceding resolutions with the Mercantile Registry, including, in particular, inter alia, the powers to appear before a Notary Public in order to execute the public deeds or notarial records which are necessary or appropriate for such purpose, to publish the pertinent legal notices and formalize any other public or private documents which may be necessary or appropriate for the registration of such resolutions, with the express power to remedy them, without altering their nature, scope or meaning, and

(ii) to appear before the competent administrative authorities, in particular, the Ministries of Economy, Industry, Trade and Tourism, Ecological Transitions, Development and Tax, as well as before other authorities, administrations and institutions, and in particular, the Spanish Securities Market Commission, the Securities Exchange Governing Companies and any other entity which may be competent in relation to any of the resolutions adopted, in order to carry out the necessary formalities and actions for the most complete implementation and effectiveness thereof.