



Seeding Energies

Electronic Forum Operation Rules



endesa

RULES OF OPERATION OF THE ELECTRONIC SHAREHOLDER FORUM

I. Introduction

In accordance with the provisions of Article 539.2 of the Corporate Enterprises Act (Ley de Sociedades de Capital), ENDESA, S.A. (hereinafter, “ENDESA,” the “Company,” or the “Administrator”) hereby approves the Rules of Operation of the Forum (hereinafter, the “Rules”), forming part of the Company’s Corporate Governance System, relating to ENDESA’s Electronic Shareholder Forum (hereinafter, the “Forum”) to be set up on the Company’s website (www.endesa.com) on the occasion of the calling and through the holding of each General Shareholders’ Meeting.

II. Forum Rules

These Rules regulate the setting-up and implementation of the Forum by ENDESA and the guarantees, terms and conditions of access and use thereof by the shareholders of ENDESA and by the voluntary associations which may be established in accordance with current regulations in force.

These Rules supplement, with respect to the Forum, the “Legal Conditions of Access and Use” of ENDESA’s website, www.endesa.com, which shall be fully applicable to the access and use of the Forum, with regard to everything not amended or incompatible with the provisions of these Rules.

ENDESA reserves the right to amend, at any time and without prior notice, the presentation, configuration, operation and contents of the Forum, the Conditions of Use and these Rules, without prejudice to legal provisions.

III. Acceptance of Forum Rules

Registration as a user of the Forum (“Registered User”) and access to and/or use thereof implies full, unreserved acceptance of the terms and conditions of the Rules and Legal Conditions of Access and Use of ENDESA’s website www.endesa.com.

ENDESA, S.A. shall be considered to be the Forum administrator (hereinafter, the “Administrator”) in the conditions and having the authorities contemplated in these Rules, reserving the power of interpretation in case of doubt or discrepancy in the use thereof.

IV. Object and Purpose of Forum

The Forum is set-up for the exclusive purpose of facilitating communication between ENDESA shareholders on the occasion of calling and through the holding of each General Shareholders’ Meeting, as the case may be.

By virtue of the foregoing, the Registered Users may send, for publication in the Forum, any communications whose exclusive purpose is as follows:

- Proposals intended to be presented as a supplement to the calling of the General Meeting, including one or more agenda items.
- Requests for adherence to said proposals.
- Initiatives for achieving a sufficient percentage to exercise the minority right provided by Law.
- Offers or requests for voluntary representation.

It is stated for the record that, as provided by Articles 172 and 519 of the Corporate Enterprises Act, shareholders who request publication of a proposal intended to be presented as a supplement to the calling of the General Meeting, including one or more agenda items, must represent at least three percent of the share capital. This right must be exercised within five days following publication of the official meeting notice by giving attestable notice at the following address:

Endesa, S.A.
Board of Directors Secretariat
Calle Ribera del Loira, 60
28042 Madrid

Likewise, those shareholders representing the aforesaid percentage may, within the period and manner indicated, present justified proposed resolutions on topics included or to be included on the agenda.

V. Registered Users

Access to and use of the Forum are reserved exclusively to individual shareholders of ENDESA, as well as to voluntary shareholder associations validly established and registered in the special registry set up at the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) in accordance with Article 539.4 of the Corporate Enterprises Act.

In order to be able to access and use the Forum, shareholders and voluntary shareholder associations must be registered as a "Registered User" by completing the pertinent enrolment form to become a Registered User of the Forum, accrediting their status as an ENDESA shareholder or a voluntary shareholder association duly established and registered with the Spanish Securities Market Commission, in the manner indicated on the aforesaid form.

In the case of shareholders that are legal entities and of voluntary shareholder associations, the representation of the person who intends to access the Forum must be justified on the enrolment form, in the manner established therein.

A special usage form may be required for subsequent access or communications in the Forum.

Access to and use of the Forum by Registered Users is contingent on maintaining at all times status as an ENDESA shareholder in accordance with applicable regulations or as a voluntary shareholder association duly established and registered.

If ENDESA, in its capacity as Administrator of the Forum, at any time has reasonable doubts regarding the fulfilment of these conditions by a Registered User, it may demand that he or she accredit the maintenance of such conditions, by requesting the submission of such information

or documents as may be deemed appropriate for verification of the aspects contemplated herein.

The Administrator may request additional information and may suspend or remove Registered Users who do not demonstrate satisfaction of the aforesaid conditions.

All communications made by shareholders, as well as all communications related or linked thereto, who lose such status before the relevant General Meeting has been held, shall be removed automatically.

VI. Access to the Forum and Publication of Communications

1. Access to the Forum

All Registered Users shall have access to the Forum and may consult the communications made by other Registered Users.

The Forum only intends to publish the communications made by Registered Users in relation to the matters indicated in Section IV without entailing a mechanism for electronic conversation among Registered Users or a place for virtual debate. Therefore, the Administrator will only include in the Forum those communications which are appropriate in accordance with the law and with ENDESA's Corporate Governance System, without other comments on such communications being published in the Forum.

2. Publication of Communications in the Forum

All Registered Users may submit communications on any of the subjects indicated under Section IV, *supra*.

Communications shall be submitted exclusively in text format and, once published, shall be accessible by any other Registered User.

Communications formulated by Registered Users are formulated on a personal basis and, except for the case of shareholder associations duly enabled as provided by law and these Rules, communications received from shareholder representatives, shareholder pools and agreements, custodian entities, financial intermediaries and other persons acting on behalf or in the interest of the shareholders.

A request for publication of communications shall be made on the forms available in the Forum for this purpose, which request shall include:

- Identification of the Registered User making the communication.
- Summary of the notice, indicating precisely the contents of the initiative.
- Brief justification of the communication.

All communications published in the Forum shall include the identification (name and surnames, in the case of natural persons, corporate name, in the case of legal entities, and name and registration number in the Spanish Securities Market Commission registry, in case of shareholder associations, as well as, in the latter two cases, the identification of their respective representatives) of the Registered User formulating the communication and an indication of the date and time of insertion.

By formulating a communication, the Registered User responsible therefor represents and

warrants that the content of such communication is in accordance with the law, the Rules and good faith requirements, and that he/she holds the authorizations and permissions necessary to formulate the communication in question, and that it does not violate any third party right.

The Administrator may verify the conformity of communications intended to be made with the law, these Rules and good faith requirements, and may deny the inclusion in the Forum or remove from the Forum any communication deemed not in conformity therewith. Furthermore, the Administrator may respond to any communication formulated by the Registered Users through the e-mail address provided by the Registered User or any other means of communication deemed appropriate.

3. Content of Communications

Any use of the Forum by the Registered Users must be carried out in full observance of laws in force, these Rules and good faith requirements. Consequently, the following remains expressly prohibited:

- Violating the rights, property and legitimate interests of ENDESA, other Registered Users and third parties, such as their intellectual and industrial property rights, religious freedom, honour, fame and privacy, personal data protection and any other legal assets, rights, or interests protected by law.
- Introducing information or personal data of third parties without the informed consent of the holder thereof or a supplanting of identity.
- Including discriminatory, racist, sexist, violent, xenophobic or otherwise insulting or offensive content or expressions.
- Including any type of material that is inadequate or contrary to good faith requirements.
- Furnishing information of any type aimed at the commission of criminal, civil or administrative offenses or violations.
- Carrying out any acts (or furnishing information to third parties) which allow one to avoid the technical restrictions associated with the different media or programmes of the Forum in order to avoid unauthorised use.
- Including content or material without due authorisation from the holders of the intellectual or industrial property rights.
- Damaging, making unusable, overloading or deteriorating operation of the Forum or the computer equipment of ENDESA, other Registered Users or third parties, as well as the documents, files and all contents stored in such computer equipment (hacking) and preventing the normal use and enjoyment of the Forum by other Registered Users.

The insertion of any type of advertising or announcement by the Registered Users is absolutely prohibited.

Any Registered User who notices any content on the Forum or provided through the Forum which is contrary to the law, established Rules or good faith requirements, may inform the Administrator through the contact mailbox referred to under the section “contact mailbox”, without this entailing any type of liability for ENDESA, including in the event it does not adopt any measure in respect thereof.

Registered Users agree to use the Forum diligently, correctly and adequately in line with the law, these Rules and good faith requirements, in accordance with its purpose in accordance with Section IV, *supra*.

4. Deletion of Communications following the General Meeting

Once the General Shareholders' Meeting has ended, the Administrator reserves the right to delete, erase or save all communications referring thereto.

VII. Scope of the Forum

The Forum does not constitute a communication channel between ENDESA and the Registered Users.

By virtue of the foregoing, no communication made or published in the Forum may in any case be construed as a notice to ENDESA for any purpose and, in particular, for the purpose of exercising any right held by the Registered Users, whether individually or collectively, nor may it supplant the legal requisites and Corporate Governance rules of ENDESA for the exercise of any rights or the development of shareholder initiatives and actions.

All rights and authorities the shareholders wish to exercise must be exercised through the instrument legally established by law and the Corporate Governance system of ENDESA. In no case will the Forum be a valid instrument for this purpose.

VIII. Liability of the Administrator

1. ENDESA's Scope of Liability

ENDESA is not liable for the accuracy, truth, effectiveness, legality or relevance of the communications submitted by the Registered Users, or for the opinions expressed thereby.

ENDESA shall only be liable for their own services and for content provided directly thereby and identified with their copyright as a trademark or intellectual or industrial property of ENDESA.

By accessing and/or using the Forum, every Registered User declares that they are aware and accept that use of the Forum takes place, in any case, under his sole, exclusive, responsibility.

2. Contents

All Registered Users may submit communications on any of the subjects indicated under Section IV, *supra*.

The Administrator expressly reserves the right to deny access and/or use of the Forum and not publish or remove communications formulated by those Registered Users that breach regulations in force, these Rules, or good faith requirements.

The Administrator has the authority, but not the obligation, to control the use of the Forum and its contents, which are the exclusive responsibility of the Registered Users who formulate them. In any case, the Administrator may establish tools to filter and moderate the contents of communications as well as remove content when they may be deemed illicit or contrary to the rules established in this Regulation or to good faith requirements.

Registered Users will be liable for damages suffered by ENDESA, another Registered User or any other third party as a consequence of access to and/or use of the Forum (including in particular, the formulation of communications) in breach of any provision of regulations in force, these Rules, or good faith requirements.

IX. Absence of License

ENDESA authorizes Registered Users the use of the intellectual and industrial property relating to the software program installed on the server belonging to ENDESA or a third party which executes the features forming the Forum only in order to use them for the purpose provided by Section IV, supra, and in accordance with the terms and conditions established in these Rules. The Registered User shall abstain from obtaining, or attempting to obtain, access to and use of the Forum and its contents by means or procedures not those which have been made available or indicated thereto in each case.

ENDESA does not grant any type of license or authorization of use of any type on its intellectual and industrial property rights or on any other property right related to the Forum other than as provided by the above paragraph.

X. Cost of Use

Access to and use of the Forum by the Registered Users is free of charge, except as regards the cost of the connection through the telecommunications network supplied by the access provider contracted by each Registered User.

XI. Security and Protection of Personal Data

The relative aspects of security and protection of personal data contained in the Conditions of Access and Use of the website of ENDESA, S.A. www.endesa.com will apply to the forum. In particular, the personal data furnished by Registered Users or which are generated as a result of the use of the Forum will be processed by the Company in order to establish, manage and supervise the operation of the Forum in accordance with these Rules and applicable regulations. The legitimacy of the processing of personal data is predicated on users' consent by accepting these Rules of Operation of the Forum. The Registered Users expressly accept and authorise that their personal data may be published in the Forum.

Personal data provided by Registered Users or generated by using the Forum shall be kept as long as the Forum remains activated, from the call of the General Shareholders' Meeting until it is held, and provided that the data are adequate, pertinent and limited strictly to the purposes for which it is processed. Once it is no longer needed for this purpose, the data shall be blocked for the period for as long as required for the exercise or defence against administrative or legal proceedings, and may only be unblocked and processed again for this reason. After this period, the data shall be forgotten definitively,

Your personal data may be disclosed to governments, authorities and public bodies, including courts and tribunals, as required by applicable law. Suppliers of services that Endesa has engaged or may engage may as processor, may also have access to your personal data.

You may exercise your right of access, rectification, erasure, restriction of processing and data portability in the situations and with the scope established in applicable legislation at any given time. To exercise these rights, please notify the Board of Directors' Secretariat in writing, at Madrid, C/ Ribera del Loira, 60, 28042. You are also informed that you have the right to file a claim with the Spanish Data Protection Agency.

Endesa, S.A. has appointed a Data Protection Officer, with the following contact details: dpo@endesa.es. If you have any questions regarding the purposes of the processing of your personal data or the legitimacy thereof, you may contact the Data Protection Officer.

XII. Contact Mailbox

Registered Users who have suggestions or proposals on improving the Forum, who require technical assistance, who wish to report on contents that are not in line with these Rules or who wish to exercise their rights recognised in personal data protection regulations may write to the Company's e-mail address to be stated for such purpose in the Forum. The purpose of this mailbox is to provide service to the Registered User and improve the quality of the Forum, without implying any type of control or responsibility of the Administrator.