



Seeding Energies

Rules on distance voting and proxy



endesa

RULES ON DISTANCE VOTING AND PROXIES

Endesa's Board of Directors has decided, in accordance with the provisions of Article 31 of the Corporate Bylaws and of Article 21 of the General Meeting Regulations, that the following rules on long-distance voting and granting of proxies shall apply to this Annual General Shareholders' Meeting, as from the date of publication of the relevant meeting notice:

1. VOTING THROUGH MEANS OF DISTANCE COMMUNICATION

The shareholders of Endesa holding the right to attend and vote may cast their vote on Agenda items of the Annual General Shareholders' Meeting through long-distance communication prior to the holding of the General Meeting, in the terms set forth in the Spanish Capital Corporations Law, in Article 31 of the Corporate Bylaws, and in Articles 10 and 21 of the General Meeting Regulations.

1.1 Means for casting long-distance votes

Valid means of distance communication for casting a distance vote are as follows:

(i) Electronic means:

The long-distance vote by electronic communication with the Company of any shareholder of Endesa must be cast through the Company's website (www.endesa.com) by accessing the space dedicated to the Annual General Shareholders' Meeting, under the section on long-distance voting and granting of proxies.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the recognised electronic signature and the advanced electronic signature, in the terms provided under Law 59/2003, of 19 December, on electronic signatures, provided that they are based on a recognised electronic certificate issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española - CERES), a body of the Spanish National Mint (Fábrica Nacional de Moneda y Timbre), and of which there is no record of revocation.

Those shareholders in possession of an electronic signature that meet the above-mentioned requirements and who are identified through such signature, as well as those shareholders who possess the electronic National Identity Card (DNIe), may cast their vote in relation to the Agenda items of the Annual General Shareholders' Meeting through the Company's website (www.endesa.com), by following the procedure established therein.

(ii) Postal service:

In order to cast a distance vote by postal service, shareholders must complete and sign the “Distance Voting by Post” section on the physical Attendance, Proxy or Distance Voting Card issued by the entity participating in IBERCLEAR in which they have their shares deposited. Once the Attendance, Proxy and Distance Voting Card has been filled out and the “Distance Voting by Post” section signed, the shareholder may send the card:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS’ MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section dedicated to “Distance Voting by Post”, a shareholder who wishes to vote long-distance by post must download the Distance Voting Card from Endesa’s website (www.endesa.com), printing a hardcopy and completing and signing the card together with the attendance card issued by the participating entity in IBERCLEAR. Once both cards have been completed and signed, shareholders shall send them:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS’ MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

2. GRANTING OF PROXY BY MEANS OF DISTANCE COMMUNICATION

The shareholders of Endesa may grant their proxy through long-distance communication before the Annual General Shareholders’ Meeting is held, in the terms set forth in the Corporate Enterprises Act, Article 31 of the Corporate Bylaws, Article 21 of the General Meeting Regulations, and as set forth in this official meeting notice.

2.1 Means for Granting Proxy

Valid means of distance communication for the granting of proxies are as follows:

(i) Electronic means:

To grant a proxy by electronic communication with the Company, Endesa shareholders must go to the Company’s website (www.endesa.com), access the link to the Annual General Meeting, and click on “Rules on distance voting and proxies”.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the recognised electronic signature and the advanced electronic signature, in the terms provided under Law 59/2003, of 19 December, on electronic signatures, provided that they are based on a recognised electronic certificate issued by the Spanish Public

Certification Authority (CERES), a body of the Spanish National Mint, and of which there is no record of revocation.

Those shareholders with an electronic signature meeting the specified requirements and who can be identified through such signature, as well as those shareholders who hold an electronic National Identity Card (DNle), may delegate their proxy through the Company's website (www.endesa.com), by following the procedure established therein. A shareholder who grants his/her proxy electronically must notify the appointed proxyholder that said proxy has been granted. If the proxy is granted to a Director or to the Secretary of Endesa's Board of Directors, the notice shall be deemed to be given by means of the receipt of the electronic proxy by Endesa.

Designated proxyholders will be required to identify themselves via their National Identity Card (DNI) or Passport on the date and place of the Meeting and, as the case may be, shall be required to provide a copy of the electronic proxy, such that the Company may verify the proxy granted.

The proxyholder can only cast the shareholder's vote by attending the Meeting in person.

(ii) Postal service:

In order to delegate a proxy by postal service, shareholders complete and sign the proxy section of the physical attendance card issued by the entity participating in IBERCLEAR.

The proxyholder can only exercise the proxy by attending the Shareholders' Meeting in person.

Shareholders may send the duly completed and signed card:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

Designated proxyholders will be required to identify themselves via their National Identity Card (DNI) or Passport on the date and place of the Annual General Shareholders' Meeting and, as the case may be, shall be required to provide a copy of said proxy, such that the Company may verify the proxy granted.

3. BASIC RULES FOR DISTANCE VOTING AND PROXIES

3.1 Deadline for receipt by the Company of distance proxies and votes

In order to be valid and in accordance with the provisions of the General Meeting Regulations, both long-distance proxies and votes (whether submitted electronically or by post) shall be received by the Company before 11:00 a.m. on 11 April 2019. Otherwise the proxy shall be deemed not to have been granted and the vote not cast, excluding as received following said deadline, in all cases prior to the holding of the Annual General Shareholders' Meeting, such that the proper verification and computation may be completed with a view towards preparing and holding said Meeting.

3.2 Priority rules between proxy, distance vote and physical attendance at the Meeting

3.2.1 Priorities between proxy, distance vote and physical attendance

(i) Personal attendance at the Annual General Shareholders' Meeting for which the shareholder previously granted a proxy or cast a long-distance vote, regardless of the means used for such purpose, shall render such proxy or vote null and void.

(ii) Likewise, a vote, regardless of the manner in which it was cast, will render any proxy granted ineffective, whether granted electronically or by means of a printed card. If the proxy was granted before the vote was cast, the proxy will be considered revoked, and if granted subsequently, it shall be considered void.

3.2.2 Priorities between proxies

In the event that a shareholder validly appoints several proxies, the last proxy received by the Company shall prevail.

3.2.3 Priorities between distance votes

In the event that a shareholder validly casts more than one distance vote, the last vote received by the Company shall prevail.

3.2.4 Specific direction of distance vote

A shareholder who wishes to cast a long-distance vote (through electronic means or by post) must indicate the specific direction of his/her vote for each Agenda item. If no specific direction is indicated for any of the Agenda items, the vote shall be deemed to be made in favour of the proposals submitted by the Board of Directors on such Agenda items, as drafted thereby.

If shareholders representing at least three percent of the share capital have exercised their right to add agenda items or submit proposed resolutions, the Company shall immediately publish said supplemental agenda items and new proposed resolutions, issuing a new form of attendance, proxy and distance voting card incorporating all required amendments to ensure that said new agenda items and alternative proposed resolutions may be voted on under the same terms as proposals made by the Board of Directors.

3.2.5 Other Provisions

In the event that electronic means are employed, only one electronic action per type of operation (one vote and one proxy) is allowed.

Disposal of the shares conferring the attendance right acknowledged by the Company will result in both distance proxies and votes being considered null and void.

The shareholder is exclusively responsible for the custody of his/her electronic signature for the purposes of voting or granting a proxy electronically.

3.3 Special Rules

All shareholders who are legal persons as well as shareholders not resident in Spain should contact the **Shareholder Relations Line (900 666 900)** to discuss the possibility of, as the case may be, adapting the long-distance voting and proxy mechanisms to their needs while still providing adequate guarantees.

Furthermore, shareholders who are legal persons shall be required to notify the Company of any change or revocation in the powers held by its representative, and Endesa shall therefore not accept any liability whatsoever until such notification has been issued.

Any of the joint holders of a share pool may attend and vote directly or by proxy, and the rules on priority established in section 3 herein shall apply as among them. For the purposes of Article 126 of the Corporate Enterprises Act, it shall be construed that the joint holder who, from time to time, performs an action (voting directly or by proxy, or physical or remote attendance), has been appointed by the rest of the joint owners to exercise their shareholder rights. In these cases, the first of the holders registered (physical or remote) at the meeting shall be considered the attendee. In relation thereto and for the purposes of Article 126 of the Corporate Enterprises Act, it shall be construed that the joint holder first registered (physically or remotely) at the meeting shall be the one appointed by the remainder of the joint owners to exercise their shareholder rights.

4. TECHNICAL INCIDENTS

Endesa reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms when so required for technical or security reasons.

Endesa shall not be liable for any damages which may be caused to a shareholder arising out of breakdowns, overloads, dropped lines, failed connections, malfunctioning of postal service or any other circumstances of a like or similar nature which are beyond Endesa's control and which prevent the use of the long-distance voting and proxy mechanisms.

Electronic Shareholder Forum

The Board of Directors has decided, in accordance with the provisions of Article 539 of the Corporate Enterprises Act, that at the Annual General Shareholders' Meeting, the rules of operation of the Electronic Shareholder Forum published on the Company's website and available to the shareholders at the registered offices shall apply, as from the date of publication of the pertinent official meeting notice.

Processing of Personal Data

The personal data submitted by the shareholders to exercise or delegate their attendance and voting rights at the General Meeting, or which are furnished by banking institutions, brokers, and dealers with whom shareholders have their shares deposited, through the entity legally qualified to carry out the book-entry records (IBERCLEAR), shall be processed by the Company, as the controller, for handling the call and conduct of the General Meeting, and ensuring compliance with legal obligations.

The General Meeting will be recorded and broadcast, and may be available to the public, in all or in parte, via the corporate web page and on accredited media. Attendance to the General

Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to the recording, processing, reproduction, distribution, public communication, viewing and dissemination on the Company's corporate channels and by Endesa, Sociedad Anónima or third-party media of their voice, likeness and any other personal data that may be captured or expressed in the course of the General Meeting. The legal basis for the processing of data entailing images of voice is both the existence of a legitimate interest on the part of the Company to record and broadcast the General Meeting, which is recognised in applicable transparency and good corporate governance rules and principles, and the consent of the attendee at the General Meeting, as there are alternative means available for exercising his/her rights.

Where in the attendance or distance voting card includes personal data referring to other natural persons, the shareholder must inform them of the restrictions contained in this data protection disclaimer and comply with any other requirements applicable for the proper disclosure of personal data to the Company, without the latter having to perform any additional actions in terms of information or consent. Shareholders are responsible for the accuracy of the data provided and for notifying the Company of any modifications thereto.

Personal data shall be kept as long as the shareholder remains a shareholder and does not request its erasure or cancellation, and 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.

The data will be provided to the notary, who will attend the General Meeting as provided for by law. It may also be provided to third parties in exercise of the right to information established by law.

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.