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I- Announcement and convening of the meeting, quorum, place and time.

1. When will the Extraordinary General Shareholders' Meeting be held?

Endesa S.A.'s Extraordinary General Shareholders' Meeting is to be held on October 21, 2014, at 12.30 p.m. in single call.

2. Where will the Extraordinary General Shareholders' Meeting be held?

The Extraordinary Shareholders' Meeting will be held at the registered offices of the Company, located at calle Ribera del Loira Nº 60, 28042 Madrid

3. Do these premises have access for disabled people?

Yes. The venue is fully adapted for disabled people.

4. Getting there

Underground (metro)

- Line 8, Nuevos Ministerios – Airport T-4
  Stations: Campo de las Naciones (Exit: Recintos Feriales)

Bus

- Line 73, Diego de León – Canillas
- Line 104, Pza. Cdad. Lineal – Mar de Cristal
- Line 112, Mar de Cristal – Bº Aeropuerto
- Line 120, Pza. Lima – Hortaleza
- Line 122, Avenida de América – Campo Naciones
- Line 322, Avenida de América – Campo Naciones – PT. Norte
- Line 153, Las Rosas – Mar de Cristal

Car

- A-II, exit number 8
- M-40, exit number 5, 6 and 7
- M-11, exit number 5 and 6

5. What time do the doors open?

The meeting venue will be open to shareholders from 11:30 a.m.

6. How has the Extraordinary Shareholders' Meeting been announced?

The call notice for the meeting was published in the Official Mercantile Gazette (BORME) on September, 19th 2014, on Comisión Nacional del Mercado de Valores's webpage, and on Endesa, S.A's webpage (www.endesa.com) and in several general and financial national newspapers.

7. Will the Extraordinary Shareholders' Meeting be broadcast?

The Extraordinary General Shareholders' Meeting will be broadcast live with access via a Extraordinary link on Endesa, S.A.'s website.

8. What quorum is necessary for the Extraordinary Shareholders' Meeting to be deemed validly convened?

For the meeting to be deemed validly convened the quorum established in article 25 of the Corporate Bylaws must be achieved, i.e. 25 per cent of the subscribed voting capital stock.

II- Right to information

9. What information is available to the shareholder?

From the day the call notice for the Extraordinary General Shareholders' Meeting was published until the date the meeting is held, shareholders will have access to the following information for a period of 33 days:

1. Announcement of Call to Meeting
2. The total number of shares and voting rights on the date of the meeting.
3. Full text of proposed resolutions raised by the Board of Directors and presented to the Extraordinary General Shareholders' Meeting in relation to the various Agenda items.
4. Directors' Report justifying the proposals developed under items one and three of the Agenda of the Extraordinary General Shareholders' Meeting.
5. The fairness opinions issued by Merrill Lynch Capital Markets España, S.A., S.V. and Deutsche Bank, S.A.E related to the proposal received from Energy Europe, S.L.U. to acquire (i) 20.3% of the shares of Enersis, S.A. and (ii) 100% of the shares of Endesa Latinoamérica, S.A. (holds 40.32% of the capital stock of Enersis, S.A.).
6. The professional profile and biographies of the directors whose ratification, reappointment, and appointment is proposed during the Extraordinary General Shareholders' Meeting.

7. Model attendance, proxy, and distance voting cards.
8. Rules on distance voting and proxies.

10. How can I ask for information or clarification, make suggestions or ask any questions I may have concerning the Extraordinary General Shareholders' Meeting?

Via the company's website: www.endesa.com accessing the space dedicated to the Extraordinary General Shareholders' Meeting – Shareholders' Rights to Information.

Shareholders may also go in person to the Shareholders' Office or send in their request by postal or electronic mail:

Calle Ribera del Loira Nº 60
28042 Madrid

Telephone: 900 666 900

e-mail: eoaccionista@endesa.es

11. Where can I find information concerning the last Shareholders' Meeting?

All information concerning the last Ordinary Shareholders' Meeting is available on the company's website: www.endesa.es, in the space dedicated to Shareholder and Investor Information.

Shareholders may also go in person to the Shareholders' Office or send in their request by postal or electronic mail:

Calle Ribera del Loira Nº 60
28042 Madrid

Telephone: 900666900

e-mail: eoaccionista@endesa.es

12. Where do I have to go to collect the documentation I need for the Extraordinary General Shareholders' Meeting?

Shareholders may deliver their proxy cards and collect the pertinent documentation for the Extraordinary General Shareholders' Meeting, at the registered offices of the Company, from September 19th 2014, Monday through Thursday from 9:00 a.m. through 2:00 p.m. and from 4:00 p.m. through 6:00 p.m., and Friday from 9:00 through 2:00 p.m.

Calle Ribera del Loira Nº 60
28042 Madrid

III- Methods of participating in the Extraordinary Shareholders' Meeting

Any shareholders wishing to participate by any of the stipulated methods in the Shareholders' Meeting must present an attendance card.

13. What must I do if I do not receive the attendance card for the Extraordinary Shareholders' Meeting, or if I lose it?

You must ask the financial institution where your shares are deposited for a copy of the attendance card or a certificate which proves that you are indeed a shareholder.

14. What must I do if I have to modify any of the personal data featured on the attendance/proxy card?

To make changes in the personal data of the card for this or future Extraordinary Shareholders' Meetings, please notify the financial institution where your shares are deposited.

However, with the attendance card you have received, you will be able to attend the Shareholders' Meeting and vote provided that your name and surnames, tax ID and the number of your shares are correct.

a- REPRESENTATION

1- Through long-distance communication

15. How can I be represented at the Extraordinary General Shareholders' Meeting?

All shareholders may be represented at the Extraordinary Shareholders' Meeting by another person. Proxies must be granted in writing and specifically for each Shareholders' Meeting.

Since the attendance cards must be used by the shareholders as a document granting proxy at the Meeting, if shareholders wish to grant said proxy they must sign and duly fill out the card and indicate thereon the name of the person representing them.

Nevertheless, proxy is always revocable, so that if a shareholder does personally attend a Extraordinary Shareholders' Meeting the power of proxy shall automatically be annulled.

Proxies may also be granted through long-distance communication, namely via postal or electronic correspondence.

16. How can I grant a proxy through long-distance communication?

There are two ways:

1. By electronic means:

To grant a proxy by electronic communication with the Company, Endesa shareholders must go to the Company's website at www.endesa.com, access the link to the Extraordinary General Meeting, and select the "Long-Distance Voting and Proxies" option.

Adequate guarantees to ensure the authenticity and identity of the shareholder granting the proxy are a qualified electronic signature and an advanced electronic signature, where they are based on a qualified electronic certificate for which there is no record of its revocation and which has been issued by the Spanish Public Certification Authority (CERES), which reports to the Spanish Mint.

All shareholders who have an electronic signature that meets the requirements indicated and who identify themselves by that signature, and all shareholders holding an electronic identity card (e-ID) may grant a proxy by going to the Company's website at **www.endesa.com** and following the procedure established there.

Shareholders granting proxy using electronic means must notify the designated representative in this connection, unless said representative is a member of the Board of Directors or the Secretary to the Board of Directors of Endesa (such notice is deemed to have been served upon receipt by Endesa of the electronic proxy).

On the date and at the venue of the Meeting, the designated proxyholders must identity themselves with their national identity card or passport, if appropriate together with a copy of the electronic proxy, so that the Company can check the proxy granted to them.

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

2. By postal mail:

To grant postal proxies, shareholders must fill out and sign the "Proxies" section on the attendance card, issued on paper by the financial institution where the shares are deposited.

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

Shareholders may send the duly completed and signed card:

- By postal mail to the following address: ENDESA, S.A. (EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
- Using the "prepaid" envelope, if any, accompanying the card.
- By a courier service equivalent to the postal service to the above address.
- By handing in the completed and signed card to the entity IBERCLEAR where the shares are held, ensuring that the entity forwards the card to ENDESA, in due time and form.

On the date and at the venue of the Meeting, the designated proxyholders must identify themselves with their national identity card or passport, if appropriate together with a copy of the proxy, so that the Company can check the proxy granted to them.

17. What is the deadline for receipt of proxies granted via long-distance means?

Proxies granted via long-distance means (whether electronically or by postal mail) must be received by the Company must take place sufficiently in advance of the holding of the General Meeting.

18. What are the priorities established between proxy, long-distance voting and personal attendance at the General Shareholders' Meeting?

- Personal attendance at the Shareholders' Meeting by shareholders who have granted a proxy or already cast their vote via long-distance means, by whichever means, will render the proxy or vote cast via long-distance means ineffective.

- Likewise, whichever means was used to cast it, a vote will render any proxy granted electronically or by means of a printed card ineffective, and the proxy will be deemed to have been revoked if granted previously, or not to have been granted at all if granted subsequently.

19. What are the priorities between various proxies?

Should a shareholder validly grant several proxies, the last one received by the Company will prevail.

- **Attendance of the proxyholder at the General Shareholders' Meeting**

Shareholders may participate in the meeting via a proxy, who shall attend the Meeting in person, in order to execute their instructions.

- **Delivery of the proxy card at the Company Headquarters**

  Shareholders may hand in their cards at the Company headquarters, having duly completed the proxy or voting sections.

b- LONG-DISTANCE VOTING

20. How can I vote by long-distance communication?

There are two ways:

1. By electronic means:

To vote via long-distance electronic communication with the Company, Endesa shareholders must go to the Company's website at **www.endesa.com**, access the Extraordinary General Shareholders' Meeting link, and select the "Long-distance Voting and Proxies" options.

Adequate guarantees to ensure the authenticity and identity of the shareholder granting the proxy are a qualified electronic signature and an advanced electronic signature, where they are based on a qualified electronic certificate for which there is no record of its revocation and which has been issued by the Spanish Public Certification Authority (CERES), which reports to the Spanish Mint.

All shareholders who have an electronic signature that meets the requirements indicated and who identify themselves by that signature, or an Electronic Identity Card (e-ID) may vote on the business on the agenda for the Shareholders' Meeting by going to the Company's website at **www.endesa.com** and following the procedure established therein.

2. By postal mail:

For long-distance postal voting, shareholders must fill out and sign the "Long-Distance Postal Voting" section of the card for attendance, proxies and long-distance voting issued on paper by the entity where they have deposited their shares.

Having filled out and signed by hand the card for attendance, proxies and long-distance voting in the "Long-Distance Postal Voting" section, shareholders can send the card:

- By postal mail to the following address: ENDESA, S.A. (EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
- Using the "prepaid" envelope, if any, accompanying the card.
- By a courier service equivalent to the postal service to the address indicated above.
- By handing in the filled-out and signed card to the entity participating in IBERCLEAR at which they have deposited their shares, ensuring that the entity forwards the card to ENDESA, in due time and form.

If the attendance card issued by the entity at which the shares are deposited does not have a "Long-Distance Postal Voting" section, shareholders wishing to cast their votes by postal mail must download a Long-distance Voting Card from the ENDESA website at **www.endesa.com**, print it on paper, and fill it out and sign it, together with the attendance card issued by the entity IBERCLEAR.

Having filled out both cards and signed them by hand, shareholders can send them:

- By postal mail to the following address: ENDESA, S.A. (EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
- By a courier service equivalent to the postal service to the address indicated above.
- By handing over the filled-out and signed card to the entity participating in IBERCLEAR at which they have deposited their shares, although they must make sure that the entity forwards the card to ENDESA, in due time and form.

21. What is the deadline for receipt of long-distance votes?

Votes cast via long-distance means (whether electronically or by post) must be received by the Company must take place sufficiently in advance of the holding of the General Meeting.

Personal attendance at the Shareholders' Meeting by shareholders who have cast their vote via long-distance means, whichever means was used to do so, will render the vote cast via long-distance means ineffective.

22. What is the consideration given to long-distance voting?

Shareholders with the right to attend and who cast their votes via long-distance means as provided will be deemed to be present for the purpose of convening the Shareholders' Meeting.

23. How can I obtain an electronic certificate issued by the Spanish Public Certification Authority (CERES) which reports to the Spanish Mint, to exercise my rights using long-distance means?

There is detailed information about how to obtain a User's Certificate on the website of the Spanish Mint (www.fnmt.es).

c- DELIVERY OF THE CARD AT THE COMPANY HEADQUARTERS OR AT THE PREMISES DESIGNATED FOR THIS PURPOSE

Shareholders may deliver their signed card, in exercise of their right to vote or proxy, at Endesa's Registered Offices or at the premises designated for this purpose.

d- ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING

24. Who is entitled to attend the Extraordinary General Shareholders' Meeting and what must they do to attend?

Shareholders who have their shares recorded in the pertinent book-entry ledger five days in advance of the meeting being held and who hold the relevant attendance card may attend the General Meeting. Attendance cards shall be issued through the institutions that carry the accounting records and shall be used by shareholders as the document for granting their proxy for the General Meeting in question.

As indicated, to attend the Shareholders' Meeting shareholders will need the attendance card issued by the financial institution at which their shares are deposited, as from the date on which the Meeting is announced in the Official Mercantile Gazette (BORME) and the journal of call notices, and which the same financial institution shall send directly to shareholders.

The attendance card is the document which shareholders' financial institutions send shareholders featuring their personal data, data relating to the securities account in which their shares are deposited and also the information pertaining to the Extraordinary General Shareholders' Meeting: agenda, amount of the attendance premium, instructions for voting or granting proxies, etc.

25. How can I intervene during the course of the General Shareholders' Meeting?

In accordance with the Regulations of the General Shareholders' Meeting, the Chairman will invite shareholders who wish to participate in the meeting to have their request duly noted in the presence of the Notary, indicating their personal data and the number of shares which they hold or represent. The Chairman will invite shareholders who have so requested to take the floor.

During the time allotted for speaking on the floor, shareholders may request such reports or clarifications as they deem necessary regarding the items on the agenda, or any other matter which they consider appropriate.

Article 18 of the Regulation of the General Shareholders' Meeting states that each shareholder shall initially have five minutes on the floor.

Shareholders who wish to have the entirety of what they say on the floor noted in the Minutes must expressly make a request to this effect and deliver to the Notary, before taking the floor, the written transcript of their speech so that it can be verified and subsequently attached to the original Minutes.

26. What is the deadline for me to acquire shares and thereby become entitled to attend the General Shareholders' Meeting?

To attend, grant a proxy or vote at a General Shareholders' Meeting you may acquire shares up to five days prior to the date of the Meeting, requesting the due certification of your position as shareholder from the financial institution where you deposit your shares.

27. Can I attend the Meeting accompanied?

Only if the other person is a shareholder or holds a proxy from a shareholder.

IV- Voting and adoption of resolutions at the Shareholders' Meeting

28. How many votes does a shareholder have at the Meeting?

Shareholders are granted one vote per share held or represented.

29. How can I exercise my right to vote if I attend the General Shareholders' Meeting in person?

In the event that you attend the Meeting in person, you must take into account that, in accordance with the Regulations of the General Shareholders' Meeting, all votes attending the meeting are considered to be favourable to the proposals listed on the agenda, unless the Notary is notified, in writing or in person, of your vote against the proposal, blank vote or abstention.

Nevertheless, in the case of resolutions concerning items not included on the agenda, the votes corresponding to all the shares attending the Meeting, unless the Notary is notified in writing or in person of their vote for, blank vote or abstention, will be deemed to be votes against the proposal put to a vote.

Notwithstanding the above, and having regard to the circumstances prevailing in each case, the Chairman of the Meeting, in the use of his capacities, may resolve that any other system for determining votes be used.

Furthermore, shares which appear on the list of attendees less those of holders or proxyholders who have absented themselves from the Meeting before the voting and have placed this circumstance on record in the presence of the Notary, will be deemed to be shares attending the Meeting.

However, shareholders may also be cast their votes by long-distance communication, namely via postal or electronic correspondence.

30. How can I find out about the resolutions approved at the Meeting if I am unable to attend?

Shareholders may apprise themselves of the resolutions adopted by the Shareholders' Meeting on the Company's website.

They may also visit the Shareholders' Office in person or address a request thereto by post or e-mail to receive all information pertaining to the Extraordinary Meeting.

Calle Ribera del Loira Nº 60
28042 Madrid

Telephone No.: 900666900
e-mail: eoaccionista@endesa.es

NOTE: The answers provided here are intended as guidance, without prejudice to the strict application of legislation in force.