



Meeting Notice. Agenda

endesa

**ENDESA, Sociedad Anónima
(ENDESA)
Annual General Shareholders' Meeting**

The Company's Board of Directors resolved on 19 March 2018 to convene the Annual General Shareholders' Meeting, to be held on 23 April 2018, at 12:30 p.m., at its registered offices, calle Ribera del Loira no. 60, in Madrid, in single call, in accordance with the following

Agenda

1. Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Net Equity; Statement of Recognized Income and Expenses & Statement of Total Changes in Net Equity; Cash Flow Statement and Notes to the Financial Statements), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and its subsidiary companies (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Net Equity, Consolidated Cash Flow Statement and Notes to the Financial Statements), for fiscal year ending 31 December 2017.
2. Approval of the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and its subsidiary companies for fiscal year ending 31 December 2017.
3. Approval of corporate management for fiscal year ending 31 December 2017.
4. Approval of the proposed application of earnings for fiscal year ending 31 December 2017.
5. Reappointment of José Damián Bogas Gálvez as Executive Director of the Company.
6. Ratification of the appointment by co-optation and reappointment of Maria Patrizia Grieco as Shareholder-Appointed Director of the Company.
7. Reappointment of Francesco Starace as Shareholder-Appointed Director of the Company.
8. Reappointment of Enrico Viale as Shareholder-Appointed Director of the Company.
9. Binding vote on the Annual Report on Directors Compensation.
10. Approval of the Directors Compensation Policy for 2018–2020.
11. Approval of the Loyalty Plan for 2018-2020 (including amounts linked to the Company's share value), insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries.
12. 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.

Supplement to Meeting Notice

In accordance with Articles 172 and 519 of the Capital Corporations Law (*Ley de Sociedades de Capital*), shareholders who represent at least three percent of the share capital may request that a supplement to this meeting notice be published, including one or more items on the Agenda for the General Meeting, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposed resolution. This right may be exercised by attestable notice which must be received at the Company's registered offices, calle Ribera del Loira, 60, 28042-Madrid (Spain), written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

Submission of Proposals

In accordance with Article 519.3 of the Capital Corporations Law, shareholders who represent at least three percent of the share capital may submit substantiated proposed resolutions regarding topics included or which may be included on the Agenda for the General Meeting. This right may be exercised by attestable notice which must be received at the Company's registered offices, calle Ribera del Loira, 60, 28042-Madrid (Spain), written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

Notary Public Intervention at the Shareholders' Meeting

The minutes of the Annual General Shareholders' Meeting shall be drawn up by a Notary Public who is a member of the Madrid Official Association of Notaries Public, as so requested for this purpose by the Directors, in accordance with the provisions of Article 203 of the Capital Corporations Law in connection with Article 101 of the Mercantile Registry Regulations, Article 35 of the Corporate Bylaws and Article 22 of the General Meeting Regulations.

Right to Attend and Public Request for Proxy

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 Annual General Shareholders' Meeting. The shares of Endesa are represented through the book-entry system, as a consequence of which attendance, voting and proxy cards shall be issued and provided by the financial institutions participating in IBERCLEAR at which the shareholders have their shares deposited, without prejudice to the certificates of standing issued in accordance with the entries of the accounting ledger of the pertinent responsible or member institution.

Each shareholder entitled to attend may grant a proxy for the Annual General Shareholders' Meeting by means of another person, in accordance with the provisions in this regard as set forth in Articles 184 and 185 of the Capital Corporations Law, the Corporate Bylaws and the General Meeting Regulations.

In the case of proxies sent to the Company or granted in favor of its Directors or of the Secretary of the Board of Directors, whether directly or through the entities acting as custodian of the shares or entrusted with recording the book-entries in relation thereto, the following rules shall apply, unless otherwise directed by the appointing shareholder:

1. Unless otherwise indicated by the shareholder appointing a proxy, the proxyholder shall be deemed to have specific instructions to vote in favor of all proposals made by the Board of Directors on the Agenda items for the meeting. In the event the Annual General Shareholders' Meeting votes on

proposals not included on the agenda, the proxyholder shall exercise the vote in the sense he/she deems most convenient to the interests of the appointing shareholder.

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.

2. In the event that the person to whom the proxy is delegated is not named, said proxy shall be deemed to be granted to the Chairman of the Board of Directors.
3. If the proxyholder so appointed is legally subject to a conflict of interest in voting on any of the proposals submitted to the General Shareholders' Meeting, whether included on the Agenda or not, and provided no specific voting instructions were issued or, if despite having such instructions, the proxyholder wishes not to represent the shareholder with regard to the items with which there is a conflict of interest, the proxy shall be deemed to be delegated to, unless otherwise specified by the appointing shareholder, the Chairman of the General Meeting and, if the Chairman also has a conflict of interest, to the Secretary of the General Meeting and, if the Secretary has a conflict of interest, to the person appointed by the Board of Directors.
4. Likewise, the delegation of powers extends to topics that may be submitted to a vote of the General Shareholders' Meeting even though they are not included on the Agenda for the meeting. In this case, and except as indicated otherwise by the appointing shareholder, the proxyholder shall exercise the vote in the sense he/she deems most convenient to the interests of the appointing shareholder.

The following is reported as regards potential conflicts of interest:

- The Directors José Damián Bogas Gálvez, Patrizia Grieco, Francesco Starace and Enrico Viale have a conflict of interest as relates to their own ratification and/or reappointment (items 5, 6, 7 and 8).
- The Directors have a conflict of interest as relates to items 9 and 10 (Binding vote on the Annual Report on Directors Compensation, and approval of the Directors Compensation Policy for 2018–2020).
- The Directors Borja Prado Eulate and José Damián Bogas Gálvez have a conflict of interest as relates to item 11 (Approval of the Loyalty Plan for 2018–2020, including amounts linked to the Company's share value).

In this same regard, the Directors may have a conflict of interest if any liability actions or proposals for removal are brought against them.

In accordance with Article 11 of the General Meeting Regulations, financial intermediaries who have standing as shareholders but who also act on behalf of various clients may divide their vote in such a manner that allows them to abide by the instructions received from such clients.

Right to Information

In accordance with the provisions of the Capital Corporations Law, shareholders have the right to inspect and obtain, at the Company's registered offices, or request that the Company deliver or issue, immediately and at no charge, a copy of the following documents:

1. Annual Report. Legal Documentation (Fiscal Year 2017).
 - Individual Annual Financial Statements and Individual Management Report of ENDESA, S.A., together with the Auditor's Report prepared by Ernst & Young, S.L. (Fiscal Year 2017) on the Individual Annual Financial Statements, including the Non-Financial Information Statement.
 - Consolidated Annual Financial Statements and Management Report of ENDESA, S.A. and its Subsidiary Companies, together with the Auditor's Report prepared by Ernst & Young, S.L. (Fiscal Year 2017) on the Consolidated Annual Financial Statements, including the Non-Financial Information Statement.
 - Directors Statement of Responsibility.
2. Annual Corporate Governance Report (Fiscal Year 2017).
3. Directors Compensation Policy for 2018–2020.
4. Appointments and Compensation Committee justifying report on the proposed Directors Compensation Policy for 2018–2020.
5. Annual Report on Directors Compensation (Fiscal Year 2017).
6. Resolutions proposed by the Board of Directors to the General Shareholders' Meeting in relation to the agenda items for such meeting.
7. Reports on the proposal for ratification and/or reappointment of Directors.
8. Board Committee Reports for Fiscal Year 2017.
9. Sustainability Report (Fiscal Year 2017).
10. Form of Attendance, Proxy, and Distance Voting Card.
11. Rules on distance voting and proxies.
12. Reports supporting the amendment of the Board of Directors Regulations, approved on 18 December 2017 and 26 February 2018.

All texts and documents relating to the Annual General Shareholders' Meeting may be consulted and obtained on the company's website www.endesa.com. The shareholders are also informed that they may follow the General Shareholders' Meeting through said website.

In accordance with the provisions of Articles 197 and 520 of the Capital Corporations Law and of Article 9 of the General Meeting Regulations, as from the date notice of the General Meeting is published up until five days, inclusive, before the date on which the meeting is to be held in first call, shareholders may make written requests -or verbally during the meeting- for information or clarification as deemed necessary, or

raise questions they deem relevant to the topics included on the Meeting Agenda. In addition, within the same period, in writing or verbally during the General Meeting, shareholders may request clarification regarding any publicly accessible information provided to the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) by the Company since the last General Meeting was held, as well as regarding the auditor's report.

Requests for information shall be made in accordance with the rules set forth in Article 9.3 of the General Meeting Regulations and may be made by either delivering or mailing the request to the registered offices of the Company at the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING - BOARD OF DIRECTORS SECRETARIAT), CALLE RIBERA DEL LOIRA, NO. 60, 28042-MADRID or through electronic means through the Company's website (www.endesa.com), by accessing the link to the Annual General Shareholders' Meeting and selecting "Shareholders' Right to Information."

Those requests where the electronic document through which the information was requested includes either the recognized electronic signature of the requesting party or some other form of electronic signature which, by resolution previously adopted to such effect, the Board of Directors considers satisfies adequate guarantees of authenticity and identification of the shareholder exercising his right to information, shall be considered admissible. The shareholder shall be responsible for proving that the request was sent to the Company in due time and form.

Delivery of Documentation

The documentation referred to above shall be delivered, as from the date of publication of this official meeting notice, subject to presentation of the attendance card, at the registered offices of the Company, located at c/ Ribera del Loira, no. 60, Monday through Thursday from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 6:00 p.m., and Friday from 9:00 a.m. to 2:00 p.m., up until the day prior to the General Meeting.

Furthermore, shareholders may request that such documentation be sent to them, including by e-mail.

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 recognized 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 recognized 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 said card together with the attendance card issued by the participating entity in IBERCLEAR. Once both cards have been completed and signed, the shareholder 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 Spanish Capital Corporations Law, 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 at www.endesa.com, access the link to the Annual General Meeting, and select the "Long-Distance Voting and Proxies" option.

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 recognized 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 recognized 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, said notice shall be deemed to be given by means of the receipt of such 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 must 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 12:30 P.M. on 20 April 2018. 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 favor 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 Capital Corporations Law, 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 Capital Corporations Law, 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 Capital Corporations Law, 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 for the purposes of communicating with the shareholder with regard to corporate relations, carrying out personalized campaigns, and ensuring compliance with legal obligations. The rights to access, correction, removal and opposition may be exercised, as legally applicable, by written communication addressed to the Secretariat of the Board of the Company, located in Madrid at calle Ribera del Loira, no. 60, 28042.

Additional Information

For any clarification concerning the delivery of documentation and any other aspect regarding this meeting notice, shareholders may address the Information Office, located at the registered offices at calle Ribera del Loira, no. 60, Madrid, either in person or by calling 900 666 900 from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 6:00 p.m., Monday through Thursday, and from 9:00 am to 2:00 pm on Fridays.

Madrid, 19 March 2018

General and Board Secretary