

Information on development of General Shareholders' Meetings

Quorum and voting on resolutions for the year 2018

The evolution of the quorum at the last six Annual General Meetings held is as follows:

Evolution of Quorum						
Year	2018	2017	2016	2015	2014	2013
Quorum	81,731%	85,627%	86,358%	84,7938	94,461%	93,393%

The breakdown of the quorum for the General Shareholders' Meeting of April 23, 2018 was as follows:

Breakdown of Quorum for Annual General Shareholders' Meeting			
Shareholders	Nº of Shareholders	Nº of Shares	%
Electrónica Voting	25	10.881	0,001
Postal Voting	512	986.175	0,093
Present in the meeting hall	184	742.400.269	70,120
SUM PRESENT	721	743.397.325	70,214
Electronic Proxy	33	19.922	0,002
Proxy	5.227	121.906.265	11,514
SUM PROXIES	5.260	121.926.187	11,516
TOTAL	5.981	865.323.512	81,731

FIRST. 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.

Approve 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), and 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), as drawn up by the Board of Directors at its meeting held on 26 February 2018 for the fiscal year ending 31 December 2017 .

	VOTES	%
VOTES IN FAVOR	864.604.446	99,916
VOTES AGAINST	12.219	0,001
ABSTENTIONS	706.822	0,081
VOTES IN BLANK	25	0,000

SECOND. 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.

Approve the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and its subsidiary companies, as drawn up by the Board of Directors at its meeting held on 26 February 2018 for the fiscal year ending 31 December 2017.

	VOTES	%
VOTES IN FAVOR	865.286.994	99,995
VOTES AGAINST	13.740	0,001
ABSTENTIONS	22.753	0,002
VOTES IN BLANK	25	0,000

THIRD. Approval of corporate management for fiscal year ending December 31, 2017.

Approval of the Board of Directors' management and actions during the fiscal year ending December 31, 2017.

	VOTES	%
VOTES IN FAVOR	864.892.795	99,950
VOTES AGAINST	255.839	0,029
ABSTENTIONS	174.852	0,020
VOTES IN BLANK	26	0,000

FOURTH. Approval of the proposed application of earnings for fiscal year ending 31 December 2017.

Approve the application of fiscal year earnings as determined by the Board of Directors at its meeting held on 26 February 2018, such that ENDESA, S.A.'s total profits of €1,491,524,172.41 for fiscal year 2017 shall be distributed as follows:

To Dividends - Maximum amount to distribute is €1.382 (gross) per share for all of the shares (1,058,752,117 shares)	1,463,195,425.69
To Retained Earnings	28,328,746.72
TOTAL.....	1,491,524,172.41

On 21 November 2017, the Board of Directors of ENDESA, S.A. approved the distribution of interim dividends against 2017 profits in the amount of €0.70 per share (gross). This interim dividend was paid out on 2 January 2018.

The final dividend (€0.682 gross per share) will be paid out on 2 July 2018.

	VOTES	%
VOTES IN FAVOR	863.670.328	99,808
VOTES AGAINST	1.631.369	0,188
ABSTENTIONS	21.789	0,002
VOTES IN BLANK	26	0,000

FIFTH. Reappointment of José Damián Bogas Gálvez as Executive Director of the Company.

Reappoint José Damián Bogas Gálvez as Director of the Company, following a report from the Appointments and Compensation Committee, for the statutory term of four years.

In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered an Executive Director.

	VOTES	%
VOTES IN FAVOR	858.729.472	99,237
VOTES AGAINST	5.998.514	0,693
ABSTENTIONS	594.881	0,068
VOTES IN BLANK	645	0,000

SIXTH. Ratification of the appointment by co-optation and reappointment of Maria Patrizia Grieco as Shareholder-Appointed Director of the Company.

Ratify the appointment of Maria Patrizia Grieco as Director appointed by co-optation by resolution of the Board of Directors held on 26 April 2017, and reappoint for the statutory period of four years, following a report from the Appointments and Compensation Committee.

In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.

	VOTES	%
VOTES IN FAVOR	840.470.069	97,127
VOTES AGAINST	24.690.432	2,853
ABSTENTIONS	162.366	0,018
VOTES IN BLANK	645	0,000

SEVENTH. Reappointment of Francesco Starace as Shareholder-Appointed Director of the Company.

Reappoint Francesco Starace as Director of the Company, following a report from the Appointments and Compensation Committee, for the statutory term of four years.

In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.

	VOTES	%
VOTES IN FAVOR	847.949.374	97,992
VOTES AGAINST	17.210.945	1,988
ABSTENTIONS	162.548	0,018
VOTES IN BLANK	645	0,000

EIGHTH. Reappointment of Enrico Viale as Shareholder-Appointed Director of the Company.

Reappoint Enrico Viale as Director of the Company, following a report from the Appointments and Compensation Committee, for the statutory term of four years.

In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.

	VOTES	%
VOTES IN FAVOR	848.191.533	98,020
VOTES AGAINST	16.968.002	1,960
ABSTENTIONS	163.332	0,018
VOTES IN BLANK	645	0,000

NINTH. Binding vote on the Annual Report on Directors Compensation for 2017.

Approve the Annual Report on Directors Compensation (Fiscal Year 2017).

	VOTES	%
VOTES IN FAVOR	832.296.354	96,183
VOTES AGAINST	31.807.380	3,675
ABSTENTIONS	1.219.045	0,140
VOTES IN BLANK	733	0,000

TENTH. Approval of the Directors Compensation Policy for 2018–2020.

In consideration of the reasons stated in the relevant specific report of the Appointments and Compensation Committee and, in particular, with a view to building transparency as relates to compensation, approve the Directors Compensation Policy for 2018–2020, 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.

	VOTES	%
VOTES IN FAVOR	850.128.029	98,243
VOTES AGAINST	13.976.569	1,615
ABSTENTIONS	1.218.181	0,140
VOTES IN BLANK	733	0,000

ELEVENTH. 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.

Approve the long-term variable compensation plan referred to as the "Loyalty Plan, 2018–2020 Program" (the "2018–2020 Program"), which includes amounts linked to the Company's share value, insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries, with the following key characteristics:

1. The Loyalty Plan sets forth a long-term compensation scheme aimed at strengthening the alignment of high-responsibility executives with the Company's strategic objectives.
2. The Loyalty Plan applies to the Chairman, Chief Executive Officer and all other executives of the Endesa Group holding strategic responsibility, as determined by the Board of Directors.
3. The period for performance will be three years from 1 January 2018, for the 2018–2020 Program.
4. Accrual of the variable compensation under the 2018–2020 Program is subject to compliance with three targets during the accrual period:
 - a) Performance of Total Shareholder Return (TSR) of ENDESA, S.A. in relation to the TSR performance of the selected benchmark, i.e. the Euro-Stoxx Utilities Index. This parameter will be weighted at 50% of the total incentive for the 2018–2020 Program.

b) Target for the cumulative Return on Average Capital Employed during the accrual period. This parameter, which measures performance of capital employed without taking into account the financial structure of the Consolidated Group, is weighted at 40% of the total incentive for the 2018–2020 Program.

c) Reduction of Endesa's CO2 Emissions. This parameter will be weighted at 10% of the total incentive for the 2018–2020 Program.

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 the first level equals 150% and performance beyond the second level constitutes maximum achievement of 180%. Therefore, variable compensation levels under the 2018–2020 Program will range from 0%–180% of the incentive base (target equals 100% achievement).

If ENDESA, S.A.'s TSR is negative during the relevant three-year reference period, the reward earned by the managers will be reduced (following 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 target assigned to each beneficiary under the 2018–2020 Program 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 Chairman is €568,400 and the target for the Chief Executive Officer is €518,000.

6. Payment of variable compensation accrued under the 2018–2020 Program 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, formalize, amend and execute the 2018–2020 Program, 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 2018–2020 Program, including but not limited to, the following powers:

a) To set specific conditions for the 2018–2020 Program and to grant and exercise rights thereunder, including the approval or amendment of the 2018–2020 Program, 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 2018–2020 Program, 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 authorizations or verifications as required to grant the rights and to pay the incentives.

d) To adapt the contents of the 2018–2020 Program 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 2018–2020 Program.

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.

	VOTES	%
VOTES IN FAVOR	839.249.062	96,986
VOTES AGAINST	25.974.765	3,001
ABSTENTIONS	99.660	0,011
VOTES IN BLANK	25	0,000

TWELFTH. 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 finalize 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 the Executive Committee or to one or more Directors, who may act jointly and severally, the powers conferred in the preceding paragraphs.

2. Empower the Chairman of the Board of Directors, Borja Prado Eulate, the Chief Executive Officer, José Damián Bogas Gálvez, and the Secretary of the Board of Directors, Borja Acha Besga, in order that any 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 and Competitiveness; Finance and Public Administrations; and Energy, Tourism and Digital Agenda, 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.

	VOTES	%
VOTES IN FAVOR	865.302.342	99,997
VOTES AGAINST	16.895	0,001
ABSTENTIONS	4.092	0,000
VOTES IN BLANK	183	0,000