

RULES ON LONG-DISTANCE VOTING AND GRANTING OF PROXY

The Board of Directors of Endesa has decided, in accordance with the provisions of article 31 of the Corporate Bylaws and article 21 of the General Meeting Regulations, that at this Annual General Shareholders' Meeting, the following rules on the subject of long-distance voting and granting of proxy shall apply as from the date of publication of the pertinent meeting notice:

1. VOTING THROUGH LONG-DISTANCE COMMUNICATION

Endesa shareholders entitled to attend and vote may cast their vote in relation to the Agenda items of the Annual General Shareholders' Meeting through long-distance communication and prior to the General Meeting being held, in the terms contemplated by the Spanish Capital Corporations Law, article 31 of the Corporate Bylaws, and articles 10 and 21 of the General Meeting Regulations.

1.1 Means for casting long-distance vote

The long-distance means of communication valid for casting a long-distance vote are as follows:

(i) Electronic means:

In order to cast a long-distance vote by electronic communication with the Company, Endesa shareholders must do so through the Company's webpage **www.endesa.com**, accessing the space dedicated to the Annual General Shareholders' Meeting, under the section of long-distance voting and granting of proxy.

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 said voting right. The guarantees which, in accordance with the provisions of article 21 of the General Meeting Regulations, the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his or her voting right are the recognized electronic signature and the advanced electronic signature, in the terms provided by Law 59/2003, of December 19, on electronic signature, provided that they are based on a recognized electronic certificate of which there is no record of revocation and issued by the Spanish Certification Public Authority (CERES) dependent upon the Spanish National Mint.

Those shareholders in possession of an electronic signature that meet the requisites indicated above and 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 mail:

In order to cast a long-distance vote by postal mail, shareholders must complete and sign the section "Long-Distance Voting by Post" of the attendance, proxy and long-distance voting card issued as hardcopy by the entity participating in IBERCLEAR at which they have their shares deposited. Once the attendance, proxy and long-distance voting card has been completed and signed in the section assigned to "Long-Distance Voting by Post"), the shareholder may send it:

1. By postal mail to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. Using the "postage-paid" envelope, if any, accompanying the card.
3. By courier service, equivalent to the postal service, to the address indicated above.

4. By delivery of the completed and signed card to the entity participating in IBERCLEAR at which his or 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 “Long-Distance Voting by Post”, a shareholder who wishes to vote long-distance by post must download from Endesa’s website **www.endesa.com** and print out a hardcopy of the Long-Distance Voting Card, complete and sign it 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 mail to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS’ MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By courier service, equivalent to the postal service, to the address indicated above.
3. By delivery of the completed and signed card to the entity participating in IBERCLEAR at which his or her shares are deposited

2. DELEGATION OF PROXY BY MEANS OF LONG-DISTANCE COMMUNICATION

Endesa shareholders may delegate their proxy through long-distance communication prior to the Annual General Shareholders’ Meeting being held, in the terms contemplated by the Spanish Capital Corporations Law, article 31 of the Corporate Bylaws and article 21 of the General Meeting Regulations and in those set forth above in this official meeting notice.

2.1 Means for delegating proxy

The long-distance means of communication valid for delegation of proxy 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 said voting right. The guarantees which, in accordance with the provisions of article 21 of the General Meeting Regulations, the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder granting the proxy are the recognized electronic signature and the advanced electronic signature, in the terms provided by Law 59/2003, of December 19, on electronic signature, provided that they are based on a recognized electronic certificate of which there is no record of revocation and issued by the Spanish Certification Public Authority (CERES) dependent upon the Spanish National Mint.

Those shareholders in possession of an electronic signature that meet the aforementioned requirements and are identified through such signature, as well as those shareholders who possess the electronic National Identity Card (DNIE), may delegate their proxy through the Company’s website **www.endesa.com**, by following the procedure established therein. A shareholder who delegates his or her proxy electronically is required to notify the appointed proxyholder of the proxy so delegated. When the proxy is delegated to a Director or to the Secretary of the Board of Directors of Endesa this notice shall be deemed to be given by means of the receipt of such electronic proxy by Endesa.

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 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.

(ii) Postal mail:

In order to delegate a proxy by postal mail, shareholders must complete and sign the proxy section of the attendance card issued as a hardcopy by the entity participating in IBERCLEAR. The proxyholder can only exercise the vote by attending the Shareholders' Meeting in person.

Shareholders may send the duly completed and signed card:

1. By postal mail to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. Using the "postage-paid" envelope, if any, accompanying the card.
3. By courier service, equivalent to the postal service, to the address indicated above.
4. By delivery of the completed and signed card to the entity participating in IBERCLEAR at which his or her shares are deposited

On the day and in the place where the Annual General Shareholders' Meeting is to be held, the appointed proxyholders shall identify themselves through their National Identity Card or Passport in order that the Company may check the proxy granted, accompanied, as the case may be, by a copy of the said proxy.

3. BASIC RULES FOR LONG-DISTANCE VOTING AND DELEGATION OF PROXY

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

In order to be valid and in accordance with the provisions of the General Meeting Regulations, both long-distance proxies as well as votes (whether electronic or postal) shall be received by the Company sufficiently in advance of the holding of the Annual General Shareholders' Meeting. If not, the proxy shall be deemed not to have been granted and the vote not cast, unless the subsequent receipt, albeit prior to the holding of the Annual General Shareholders' Meeting allows performing the proper verification and computation with a view towards the preparation and holding thereof.

3.2 Rules of preference between proxy, long-distance vote and attendance to the General Meeting.

3.2.1 Priorities between proxy, long-distance vote and physical attendance

- (i) Personal attendance at a Annual General Shareholders' Meeting by a shareholder who had previously delegated or voted long distance, no matter the means used to cast the vote, shall render the said proxy or vote null and void.
- (ii) 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.

3.2.2 Priorities between proxies

In the event that a shareholder validly makes several proxy delegations, the last one received by the Company shall prevail.

3.2.3 Priorities between long-distance votes

A shareholder may validly vote long distance only once in relation to each position of securities. In the event that a shareholder makes several long-distance votes with respect to the same shares, whether electronically or by postal mail, the first vote received by the Company shall prevail, and any votes received on a subsequent date shall be invalid. A revocation or modification of that long-distance vote shall require the personal attendance of the shareholder at the Annual General Shareholders' Meeting.

3.3 Specificity of long-distance vote

A shareholder who wishes to cast a long-distance vote (through electronic means or postal mail) must indicate the specific direction of his or her vote for each one of the items on the Agenda. If, in relation to any of the Agenda items, s/he does not specify the direction of his or her vote, s/he shall be deemed to have voted in favor of the proposals of the Board of Directors on the business included on the Agenda as formulated by the latter, and against the further proposed resolutions included in the supplement to the Agenda formulated, as the case may be, in accordance with article 172.1/2 of the Spanish Capital Corporations Law ("*Ley de Sociedades de Capital*").

3.4 Other Provisions

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

Both a long-distance proxy as well as a vote shall remain null and void as a consequence of the disposal of the shares which grant the attendance right of which the Company is aware.

The shareholder is exclusively responsible for the custody of his or her electronic signature in order to electronically vote or delegate a proxy.

3.5 Special Rules

Shareholders that are legal entities and those not resident in Spain must make an inquiry with the **Shareholder Relations Line 900 666 900** regarding the possibility, as the case may be, of adapting, with proper guarantees, the long-distance voting and proxy mechanisms to their needs.

Furthermore, in the event that the shareholder is a legal entity, the latter must notify the Company of any change or revocation in the powers held by its representative and, therefore, Endesa is under no liability until such notification has taken place.

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 eventuality of a like or similar nature, removed from the will of Endesa, which prevent the use of the long-distance voting and proxy mechanisms.