



**RESOLUTIONS ADOPTED BY THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING  
MAY 19, 2014**

1. **Examination and approval, as the case may be, 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, Total Statement of Changes in Net Equity, Cash-Flow Statement and Annual Report), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and Dependent Companies (Consolidated Statement of Financial Position, Consolidated Statement of Earnings, Consolidated Statement of Global Earnings, Consolidated Statement of Changes in Net Equity, Consolidated Cash-Flow Statement and Annual Report), for the fiscal year ending December 31, 2013.**

To 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, Total Statement of Changes in Net Equity, Cash-Flow Statement and Annual Report), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and Dependent Companies (Consolidated Statement of Financial Position, Consolidated Statement of Earnings, Consolidated Statement of Global Earnings, Consolidated Statement of Changes in Net Equity, Consolidated Cash-Flow Statement and Annual Report), for the fiscal year ending December 31, 2012, as drawn up by the Company's Board of Directors at its meeting held on February 24, 2014.

2. **Examination and approval, as the case may be, of the Individual Management Report of ENDESA S.A. and the Consolidated Management Report of ENDESA, S.A. and Dependent Companies for the fiscal year ending December 31, 2013.**

To approve the Individual Management Report of ENDESA S.A. and the Consolidated Management Report of ENDESA, S.A. and Dependent Companies for the fiscal year ending December 31, 2013, as drawn up by the Company's Board of Directors at its meeting held on February 24, 2014. 3.

3. **Examination and approval, as the case may be, of the corporate management for the fiscal year ending December 31, 2013.**

To approve the Board of Directors' management and actions during the fiscal year ending December 31, 2013.

4. **Examination and approval, as the case may be, of the application of earnings for the fiscal year ending December 31, 2013.**

To approve the application of the fiscal year earnings as drawn up by the Company's Board of Directors at its meeting held on February 24, 2014, in such a manner that the profit for fiscal year 2013, amounting to 1.935.401.324,71 Euros, together with the retained earnings from fiscal year 2012, amounting to 2.807.082.213,31 Euros, and which add up to a total of 4.742.483.538,02 Euros, is distributed as follows:

	Euros
To dividend (Maximum amount to be distributed pertaining to 1.5 euros/share for all 1,058,752,117 shares) .....	1.588.128.175,50
To retained earnings .....	3.154.355.362,52
<b>TOTAL .....</b>	<b>4.742.483.538,02</b>

The Board of Directors agreed on December 17, 2013, to pay on January 2, 2014 the interim dividend of 1,5 euros gross per share corresponding to fiscal year 2013.

5. **Re-election of Ernst & Young, S.L. as auditors for fiscal years 2014, 2015 and 2016, for both ENDESA, S.A. as well as for its Consolidated Group.**

Re-election of Ernst & Young, S.L. as auditors for fiscal years 2014, 2015 and 2016, for both ENDESA, S.A. as well as for its Consolidated Group, delegating to the Board of Directors, in the broadest terms, the determination of the further conditions of this contracting. In accordance with article 58 of the Corporate Bylaws, the Audit and Supervisory Committee proposes the re-election of Ernst & Young, S.L. as external auditors to the Board of Directors who refers this issue to the General Shareholders' Meeting.

**6. Annual report on Directors' Compensation, for voting on a consultative basis.**

In accordance with the best Corporate Governance practices, to submit to voting, on a consultative basis, the approval of the Annual Report on Directors' Compensation, the text of which has been made available to the shareholders together with the rest of the documentation relating to the General Meeting as from the date of the official meeting notice in respect thereof.

**7. Delegation to the Board of Directors for the execution and implementation of the resolutions adopted by the General Meeting, as well as to substitute the authorities it receives from the General Meeting, and granting of authorities for processing the said resolutions as a public instrument, registration thereof and, as the case may be, correction thereof.**

1. To 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) clarify, specify and complete the resolutions of this General Meeting and resolve such doubts or aspects as are presented, curing and completing such defects or omissions as may prevent or impair the effectiveness or registration of the pertinent resolutions;
  - (ii) execute such public and/or private documents and carry out such acts, legal businesses, contracts, declarations and transactions as may be necessary or appropriate for the execution and implementation of the resolutions adopted at this General Meeting; and delegate, in turn, to the Executive Committee or to one or more directors, who may act jointly and severally and indistinctly, the powers conferred in the preceding paragraphs.
2. To empower the Chairman of the Board of Directors, Mr. Borja Prado Eulate, the Chief Executive Officer (CEO), Mr. Andrea Brentan, and the Secretary of the Board of Directors, Mr. Salvador Montejo Velilla, in order that, any of them, indistinctly, may:
  - (i) carry out such acts, legal businesses, 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) appear before the competent administrative authorities, in particular, the Ministries of Economy and Competitiveness, Finance and Public Administrations, and Industry, Energy and Tourism, as well as before other authorities, administrations and institutions, especially the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores), the Securities Exchange Governing Companies and any other 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.