



Communication regarding the information that the CNMV (Spanish Securities Market Regulator) requires of all listed companies or issuers in respect of certain provisions of the Spanish Capital Enterprises Act (LSC to use its Spanish acronym) pertaining to rules on proper structuring and discipline within the securities market.

The CNMV, in a letter dated 12 November 2015, requested information from this company, as it has done with all other listed and issuer companies, such information relating to certain provisions of the Capital Enterprises Act and pertaining to rules on proper structuring and discipline of the securities market. In our reply, we furnished the CNMV with the information requested, including the following in particular:

1. The Internal Regulations of the General Meeting were modified at the annual General Meeting of Shareholders held on 27 April 2015 so as to bring them in line with Act 31 of 3 December 2014, which modified the Capital Enterprises Act to improve the subject of corporate governance and introduce other substantive and technical improvements. The approved modification was filed with the Companies Registry of Madrid and disclosed to the CNMV.
2. Among the general principles guiding the Company's corporate governance strategy, its Corporate Governance Policy, as published on the website www.endesa.com, states that "the Company's internal corporate rules are set up accordingly to ensure transparency and equal treatment among all shareholders of the same kind and in the same situation". The Company's internal rules, particularly article 7 of its Articles of Association and article 5 of the Regulations of the Board of Directors, as well as Endesa's corporate governance policy as a whole, have been set up to reconcile the interests of all shareholders and ensure equal treatment among all shareholders of the same kind and in the same situation.
3. The announcement of the General Meeting, which was published in the Official Gazette of the Companies Registries (BORME) and posted on the Company's own website and on the CNMV's website, contains information on how to exercise the right to obtain information, proxy voting and absentee voting by shareholders.
4. The Company posted the resolutions carried at the meeting and the results of the voting on its website within five days of the General Meeting held on 27 April 2015.
5. At the annual General Meeting held on 27 April 2015, shareholders accounting for 47,507,536 shares granted their proxy to members of the Board of Directors. These proxies were executed in accordance with the rules of the meeting. When casting their vote, Board members respected

the instructions received and, when no such instructions were sent, voted as indicated on the proxy and voting card.

6. The Regulations of the Board of Directors were modified by the Board at a meeting held on 18 September 2015. In view of recent legislative developments, the main ones introduced by Act 3 of 3 December 2014, which modified the Capital Enterprises Act to improve corporate governance, and also in light of the CNMV's approval in February of a new code of good governance for listed companies, coupled with the latest reform of the Company's Articles of Association approved by Endesa's General Meeting of Shareholders on 27 April 2015, the decision was reached to reform and adapt the Regulations of the Board of Directors to bring them in line with the new Articles of Association.
7. The modification and the revised text approved by ENDESA's Board of Directors on 18 September 2015 have been filed with the Companies Registry of Madrid and disclosed to the CNMV. This modification will be reported at the next annual General Shareholders Meeting to take place in 2016.
8. The Company has published on its website the average payment term for suppliers in 2014, as required by article 539.2 of the LSC.
9. The Company is unaware of any agreement among shareholders affecting the Company of the type envisaged under articles 530 *et seq.* of the LSC.
10. Before holding its General Meeting on 27 April 2015, the Company set up an electronic shareholder forum on its website for the purposes explained in art. 539.2. of the LSC, with information on this forum contained in the announcement of the same meeting.

Madrid, 3 December 2015

Borja Acha Besga
General Secretary and Secretary to the Board of Directors