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ISSUER'S PARTICULARS

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End of financial year:

[ 31/12/2018 ]

Tax  
ID

[ A-28023430 ]

Corporate Name:

[ **ENDESA, S.A.** ]

Registered office:

[ RIBERA DEL LOIRA, 60, MADRID ]

## **A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR**

**A.1.** Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

The specific determinations for the year in progress should be described, both the remuneration of directors in their status as such and as a result of their executive functions carried out for the Board pursuant to the contracts signed with executive directors and to the remuneration policy approved by the General Shareholders' Meeting.

At any event, the following aspects should be reported:

- Description of the procedures and company bodies involved in determining and approving the remuneration policy and its terms and conditions.
- Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- Information on whether any external advisors took part in this process and, if so, their identity.

The Remuneration Policy for Endesa Directors, applicable to 2019, was approved at the General Shareholders' Meeting of 23 April 2018 for the years 2018, 2019 and 2020, with no specific particulars for each of the individual years.

Procedure to determine the 2019 Remuneration Policy:

The Appointments and Remuneration Committee, supported internally by senior members of the Human Resources, Strategy, Economic and Finance and Sustainability Divisions, as well as the Secretary of the Committee, will review whenever deemed appropriate whether the 2018-2020 Remuneration Policy for Endesa Directors, as approved at the General Shareholders' Meeting, should be subject to change.

Additionally, within the framework established by section 3.3 of the 2018-2020 Remuneration Policy for Endesa Directors, approved at the General Shareholders' Meeting, the following may be reviewed (based on information regarding salary market trends, growth forecasts for each year and/or corresponding market studies and analysis) and amended during 2019, if so approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee:

- Fixed annual remuneration and the variable remuneration target for executive directors, when the circumstances established in section 3.3 of the 2018-2020 Remuneration Policy for Endesa Directors are in place. These modifications will be published in the annual report on directors' remuneration and will subsequently be subject to approval at the General Shareholders' Meeting. It should be noted that this report does not include any changes to fixed annual remuneration and target variable remuneration for executive directors in 2017.
- The compensation items perceived by directors, in their status as such, within a maximum amount established at the General Shareholders' Meeting, and pursuant to section 4 of the 2018-2020 Remuneration Policy for Endesa Directors. Although at the date of this report no amendment is foreseeable, it should be pointed out that the Board of Directors may make changes in 2019 taking into account the functions and responsibilities entrusted to each director, whether they belong to any of the Board's Committees and all other relevant objective circumstances, all at the proposal of the Appointments and Remuneration Committee.

Finally, it should be indicated that the Board of Directors, with internal consultancy support from within the company, annually prepares and publishes this Report on Directors' Remuneration, which includes the compensation perceived or that should be perceived in their status as such, and if applicable in respect of their executive functions. The Appointments and Remuneration Committee verifies the information on remuneration for directors and senior managers included in said Remuneration Report, among others, in partnership with the Endesa Internal Audit Department.

- Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to guarantee a suitable balance between the fixed and variable components of the remuneration. In particular, state the actions adopted by the company in relation to the remuneration system to reduce exposure to excessive risks

and adapt this to the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures to guarantee that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of staff whose professional activities have a material impact on the risk profile of the company and measures to avoid conflict of interest, as the case may be.

Furthermore, state whether the company has established any period for the accrual or consolidation of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or the handover of accrued and consolidated financial instruments, or if any clause exists reducing the deferred remuneration or that obliges the director to return remuneration received, when such remuneration has been based on certain figures that have clearly been shown to be inaccurate has been agreed.

- The remuneration of non-executive directors is comprised of a monthly fixed salary and per diem allowances for attending meetings, with no variable remuneration items. Therefore, the concept of "remuneration mix" applies only to executive directors.

The remuneration structure for executive directors established for 2019 guarantees an adequate mix between fixed remuneration, short-term variable remuneration and long-term variable remuneration.

The total remuneration perceived by executive directors in 2019 may stand between a minimum amount, represented by the fixed remuneration, and a maximum possible amount based on over fulfilment of targets.

Chairman remuneration mix (see section D):

In the event of 100% target fulfilment, the fixed remuneration will have a weighting of 47%, short-term variable remuneration 29% and long-term variable remuneration 24%, all as a percentage of full remuneration (fixed, ordinary variable and long-term variable). In the event of maximum target fulfilment (up to 120% for short-term variable and up to 180% in long-term variable), the fixed remuneration will have a weighting of 38%, short-term variable remuneration 28% and long-term variable remuneration 34%, all as a percentage of full remuneration (fixed, ordinary variable and long-term variable).

Chief Executive Officer remuneration mix:

In the event of 100% target fulfilment, the fixed remuneration will have a weighting of 43%, short-term variable remuneration 26% and long-term variable remuneration 30%, all as a percentage of full remuneration (fixed, ordinary variable and long-term variable). In the event of maximum target fulfilment (up to 120% for short-term variable and up to 180% in long-term variable), the fixed remuneration will have a weighting of 33%, short-term variable remuneration 24% and long-term variable remuneration 42%, all as a percentage of full remuneration (fixed, ordinary variable and long-term variable).

- The ordinary or short-term variable remuneration for 2019 is based on five measurement parameters using quantitative indicators: financial, results, efficiency, business and labour health & safety. The specific targets determined for each of these parameters are established taking into account the Endesa 2019-2021 Strategic Plan, ensuring that the company's long-term results and targets are factored in.

The long-term variable remuneration for 2019 is based on three measurement parameters using quantitative indicators: results, shareholder returns and environmental. The specific targets determined for each of these parameters are established taking into account the Endesa 2019-2021 Strategic Plan, and in particular factor in long-term sustainability, from the point of view of environmental and shareholder remuneration targets, as well as the objectives of the company itself.

- It is the duty of the Board of Directors, at the proposal of the Appointments and Remuneration Committee, to determine each target, the weighting and metrics of the same at the start of each year, as well as to evaluate the degree of compliance of the same at the end of the year. When assessing compliance with short-term and long-term targets, the Appointments and Remuneration Committee will verify information on directors' remuneration with the support of the Internal Audit Department, which will conduct analysis and reach conclusions on fulfilment of short- and long-term objectives by executive directors, as well as ensure the absence of any conflicts of interest when determining said objectives.

Additionally, it should be stated that the Appointments and Remuneration Committee is comprised of six members, five of whom are independent directors, one of whom is the Chairman of the Committee, while all are members of the Audit and Compliance Committee. This mixed presence across the two committees helps to ensure that the risks associated with remuneration are factored into the deliberations of said committees, as well as their proposals to the Board, both when determining and evaluating annual and multi-annual incentives.

- For short- and long-term variable remuneration, a malus clause is envisaged, under which the company will be permitted to not pay variable remuneration accrued and not yet received, in addition to a clawback clause, which obliges directors to repay any variable remuneration perceived when the information used to calculate or pay out the same is proved manifestly erroneous after the settlement date.

Variable remuneration associated with corporate results will be paid once the financial statements have been approved at the General Shareholders' Meeting, while any qualifications identified in the external auditor report will be deducted from said results.

The Appointments and Remuneration Committee may submit a motion to the Board of Directors to claim the reimbursement of variable components of remuneration when payment was based on information that is later proved to be incorrect. In terms of long-term remuneration, since 2014 the plans have included deferment of payment and the need for management staff to be currently in service at the time of the same. These payments are made at two different times: 30% of the incentive will be paid, if applicable, the year following finalisation of the plan, and the remaining 70% two years following finalisation of the plan.

- Amount and nature of fixed components that are due to be accrued during the year by directors in their status as such.

The remuneration of directors in their status as such is comprised of the following items: a fixed monthly salary and per diem allowances for attending each meeting of the company's management bodies and their committees.

The following payments are envisaged in 2019:

- The "fixed monthly salary", as per the release date of this report, matches the amount allocated for this item since January 2013, which stands at Euros 15.6 thousand gross. Additionally, this item includes Euros 1 thousand gross on a monthly basis for the offices of Chairman of the Audit and Compliance Committee and Appointments and Remuneration Committee, and Euros 2.1 thousand gross on a monthly basis for the Coordinating Director (approved at the Board session of 25 January 2016, based on the greater dedication and responsibilities inherent in these offices, with the functions introduced by Law 31/2014, of 3 December 2014, amending the Corporate Enterprises Act in order to improve corporate governance and the code of good governance at listed companies).

- The "attendance per diem allowances", as per the release date of this report, match the amount approved at the Board Meeting of 21 January 2013, which stands at Euros 1.5 thousand gross.

The estimated remuneration paid to directors in their status as such in 2019 is between Euros 187 and 225 thousand gross per director as fixed salary and approximately Euros 57 thousand gross per director as per diem allowances.

Mr Bogas, Mr Starace, Mr De Paoli and Mr Viale have waived any remuneration as directors in their status as such.

The General Shareholders' Meeting held on 27 April 2015 agreed to an annual maximum payable to the directors in their status as such of Euros 3.000 thousand. This amount will remain in force until a resolution to amend the same is passed.

The remuneration stated in the preceding paragraphs, deriving from membership of the Board of Directors, shall be compatible with other professional or labour earnings pertaining to the directors for any other executive or advisory duties which, as the case may be, they perform for the company, other than those of a collegiate supervisory and decision-making nature, as inherent to their status as directors, which shall be subject to the appropriate applicable legal scheme.

- Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions of executive directors.

In 2019 the fixed salary amount for performing the senior management functions of executive directors is envisaged as follows:

The fixed annual salary of the Chairman, Mr Borja Prado Eulate, will be unchanged in 2019 at the same levels as ratified under the Remuneration Policy approved on 26 April 2016 for 2016, 2017 and 2018, amounting to Euros 1.132 thousand. See section D.

The fixed annual salary of the Chief Executive Officer, Mr José Damián Bogas Gálvez, will be unchanged in 2019 at the same levels as ratified under the Remuneration Policy approved on 23 April 2018 for 2018, 2019 and 2020, amounting to Euros 740 thousand.

- Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

The remuneration in kind items payable to the Chairman (see section D) and Chief Executive Officer in 2019 are identical to those of 2018, described in section B.14, and for the same amounts as in 2018, which must be considered merely an estimate for those accrued in 2019: Life insurance policy amounting to Euros 217 and 50 thousand respectively; collective healthcare policy subsidising 100% of the costs payable by the holder and dependent family members, amounting to Euros 9.7 and 12.9 thousand respectively; as well as other remuneration in kind, including the benefit of electricity supplied at a special rate for employees and assignment of a company vehicle under a renting system, amounting to Euros 24.9 and 31.1 thousand, respectively. Additionally, the Chief Executive Officer accrues an amount of Euros 4.9 thousand for granting loans and guarantees.

- Amount and nature of variable components, differentiating between those established in the short and long term. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration in the year in progress, explaining the extent to which these parameters are related to performance, both of the director and of the company, together with their risk profile, and the methodology,

deadline necessary and techniques established to determine the degree of compliance with the parameters used in the design of the variable remuneration at the end of the year.

State the range, in monetary terms, of the different variable components according to the degree of compliance with the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

In 2019, as in previous years, executive directors were allocated short- and long-term variable remuneration to incentivise greater commitment to securing short- and long-term company targets.

The targets were linked to variables associated with their performance and financial and non-financial aspects. Generally speaking, they are predetermined and quantifiable targets that are aligned with the company strategy, while they also measurable and intended to foster the sustainability and the long-term profitability of the company.

Short-term variable remuneration:

Short-term variable remuneration is managed at Endesa based on recognition of the contribution made by each individual to the results of the company, based on the allocation of targets.

The methodology used to establish targets is associated with performance, both of executive directors and the company itself, as well as its risk profile, with said targets being linked to annual budgets and the company strategy. The targets established to determine the variable remuneration for executive directors are directly related with the annual targets set out in the strategic plan and value creation for the company, while also seeking to ensure the safety of individuals working for the company. Executive directors are involved in continued monitoring of indicators and may propose corrective action to ensure target fulfilment, while ensuring that the risk profile remains under control and appropriate for the scenario.

A weighting has been determined for each target based on its relative importance. Each of the targets is associated with a scale of fulfilment, established based on budgetary demand standards, with a minimum compliance threshold below which no right to any incentive is generated, a target level corresponding to 100% and an exceeding target level of up to 120%.

Targets approved by the Board of Directors for executive directors in 2019:

- Financial Target: Net ordinary income Iberia (Profit/loss attributable to the parent) - weighting 25
- Financial Target: Fixed Costs Iberia - weighting 20
- Financial Target: Iberia FFO: Cash flow before dividends, extraordinary operations and net investments - weighting 15
- Business Target: linked to energy transition and decarbonisation of the economy - weighting 20
- Safety Target: linked to the number of accidents in the workplace and the combined frequency index - weighting 20

In 2019, as in the previous year, the target values for short-term remuneration for the Chairman and Chief Executive Officer, respectively, stand at Euros 708 and 450 thousand; in both cases the maximum value is 120%, representing Euros 850 and 540 thousand respectively. With respect to the Chairman, see section D.

Variable remuneration associated with corporate results will be paid once the financial statements have been approved at the 2020 General Shareholders' Meeting, while any qualifications identified in the external auditor report will be deducted from said results.

The variable remuneration agreements for executive directors include clauses that allow payment of said variable items to be deferred sufficiently to verify that targets have effectively been fulfilled, while they are also subject to clawback clauses.

Long-term variable remuneration:

Long-term variable remuneration at Endesa is based on what is known as the Loyalty Scheme, aimed primarily at strengthening the commitment of senior staff to securing the Endesa Group's strategic targets.

This scheme comprises successive three-year programmes commencing each year. The plans include deferment of payment and the need for management staff to be currently in service at the time of the same. These payments are made at two different times: 30% of the incentive will be paid, if applicable, the year following finalisation of the plan, and the remaining 70% two years following finalisation of the plan.

The Board of Directors, at the proposal of the Appointments and Remuneration Committee, is entrusted with defining the targets and certifying that said targets have been fulfilled:

For each of the targets an entry level is established, as of which 50% of the target will be considered fulfilled, while

there are two levels of overfulfilment: fulfilment above the first level is equivalent to 150%; and fulfilment over the second level is equivalent to maximum fulfilment of 180%. Therefore, the level of variable remuneration under each of the programmes will stand between 0% and 180% of the base incentive (target – corresponding to 100% fulfilment).

The long-term variable remuneration targets are designed to be coherent with creating value for shareholders, and use as benchmarks the Endesa share price, TSR (Total Shareholder Return for Endesa), ROACE (Return On Average Capital Employed), as well as other indicators, particularly those associated with environmental aspects.

At the end of the 2019 reporting period amounts may be due from the 2017-2019 programme for executive directors, although pursuant to the 2018-2020 Remuneration Policy for Endesa Directors, these plans include payment deferrals and require that directors are active at the time of the same, at which point the remuneration will be deemed consolidated for the effects of determining unconditional rights to the same. We also provide details of the 2018-2020 programme, which likewise remains in force; and finally the 2019-2021 plan, which will be put forward for ratification at the forthcoming 2019 General Shareholders' Meeting.

Under the 2017-2019 programme, the target system is the same as that of the preceding programme, but applicable to the 2017-2019 three-year period and using 2017-2020 BIP as a benchmark.

#### Targets:

- 60% Total Shareholders Return (TSR): Average TSR of Endesa as compared with the average TSR of the Euro-Stoxx Utilities Index, selected as the peer group for the accrual period.  
The TSR target will be measured according to a scale of fulfilment with lineal interpolation between the thresholds. No payment will be accrued should compliance stand below the minimum threshold. The fulfilment thresholds and scales are attached as an annex in Table 2 - 2017-2019 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.  
Should the value of the Endesa TSR in the three-year period be negative, the amount receivable will be reduced (based on a regressive curve) by the same negative percentage as registered in the Endesa TSR value, multiplied by the constant value of 1.5. This is included as an annex in Table 3 - SIMULATED APPLICATION OF THE TSR REGRESSIVE CURVE FOR THE 2017-2019 PROGRAMME.

In order to evaluate the degree of target fulfilment, the average Endesa TSR and the Euro-Stoxx Utilities Index values will be calculated in the period prior to the start of the plan and at the end of the three-year period.

-40% Return On Average Capital Employed (ROACE) for Endesa accumulated in the accrual period.  
The accumulated Endesa ROACE target, represented by the relationship between ordinary profit from operations (ordinary EBIT) and average net capital invested accumulated during the period, will be valued using a scale of fulfilment based on lineal interpolation between the thresholds. The fulfilment thresholds and scales are attached as an annex in Table 2 - 2017-2019 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

For the 2017-2019 programme the target value is Euros 568 thousand for the Chairman and Euros 518 thousand for the Chief Executive Officer, respectively, as ratified by the Board of Directors in 2017. In both cases the maximum value is 180%, representing Euros 1.023 and 932 thousand respectively. With respect to the Chairman, see section D.

For the 2018-2020 programme, the two targets of the previous programme are unchanged, while a target for CO2 emissions reduction is also included. This is applicable to the 2018-2020 three-year period, using 2018-2022 BIP as the benchmark.

- 50% Total Shareholders Return (TSR): Average TSR of Endesa as compared with the average TSR of the Euro-Stoxx Utilities Index, selected as the peer group for the accrual period.  
The TSR target will be measured according to the scale of fulfilment indicated below, with lineal interpolation between the thresholds. No payment will be accrued should compliance stand below the minimum threshold. The fulfilment thresholds and scales are attached as an annex in Table 4 - 2018-2020 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

In order to evaluate the degree of target fulfilment, the average Endesa TSR and the index values will be calculated as the average TSR in the one-month period prior to the start of the plan (01/12/2017 - 31/12/2017) and at the end of the accrual period (01/12/2020 - 31/12/2020).

Should the value of the Endesa TSR in the three-year period be negative, the amount receivable will be reduced (based on a regressive curve) by the same negative percentage as registered in the Endesa TSR value, multiplied by the constant value of 1.5. This is included as an annex in Table 5 - SIMULATED APPLICATION OF THE TSR REGRESSIVE CURVE FOR THE 2018-2020 PROGRAMME.

- 40% Return On Average Capital Employed (ROACE) for Endesa accumulated in the accrual period. The accumulated Endesa ROACE target, represented by the relationship between ordinary profit from operations (ordinary EBIT) and average net capital invested accumulated during the period. The fulfilment thresholds and scales are attached as an annex in Table 4 - 2018-2020 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

- 10% CO2 emissions reduction (CO2): Endesa-specific CO2 emissions (gCO2/kWh) reduction in 2020. This indicator measures specific Endesa CO2 emissions in Spain and Portugal in 2020, understood as the existing ratio between absolute CO2 emissions due to Endesa electricity generation and Endesa net total production for that year. The scale of fulfilment based on lineal interpolation between the thresholds is attached as an annex in Table 4 - 2018-2020 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.



Endesa's ability to reduce its CO2 emissions is directly dependent on the thermal gap in the Spanish mainland electricity system, due to legal obligations to guarantee electricity supply. In this regard, the target has been established for a specific thermal gap in 2020, as envisaged in the 2018-2020 Strategic Plan. Should the thermal gap vary, the CO2 emissions reduction target will be adjusted according to a formula that takes as a benchmark potential scenarios in which said thermal gap may change, allowing a more precise evaluation of the specific performance of the company in terms of reducing CO2 emissions, as part of the decarbonisation process to which it is committed.

For each of the targets an entry level is established, as of which 50% of the target will be considered fulfilled, while there are two levels of overfulfilment: fulfilment above the first level is equivalent to 150%; and fulfilment over the second level is equivalent to maximum fulfilment of 180%.

In the 2019-2021 programme the target value is Euros 568 thousand for the Chairman and Euros 518 thousand for the Chief Executive Officer, respectively. In both cases the maximum value is 180%, representing Euros 1.023 and 932 thousand respectively. With respect to the Chairman, see section D

Under the 2019-2021 programme, the target system is the same as the preceding programme, but applicable to the 2019-2021 three-year period and using 2019-2021 BIP as a benchmark.

#### Targets:

- 50 % Total Shareholders Return: average TSR for Endesa as compared with the average TSR of the Euro-Stoxx Utilities Index (peer group). This indicator measures the total return on shares as the sum of its parts:
  - (i) Capital gains: change to the share price between the start at the end of the reference period and
  - (ii) Reinvested dividends: impact had by all dividends paid in the period and reinvested in shares at the discount date of each.

The TSR target will be measured according to the scale of fulfilment indicated below, with lineal interpolation between the thresholds. No payment will be accrued should compliance stand below the minimum threshold. The fulfilment thresholds and scales are attached as an annex in Table 6 - 2019-2021 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS. In order to evaluate the degree of target fulfilment, the average Endesa TSR and the index values will be calculated as the average TSR in the one-month period prior to the start of the plan (01/12/2018 - 31/12/2018) and at the end of the accrual period (01/12/2021 - 31/12/2021).

Should the value of the Endesa TSR in the three-year period be negative, the amount receivable will be reduced (based on a regressive curve) by the same negative percentage as registered in the Endesa TSR value, multiplied by the constant value of 1.5. This is included as an annex in Table 7 - SIMULATED APPLICATION OF THE TSR REGRESSIVE CURVE FOR THE 2019-2021 PROGRAMME.

-40% Accumulated Return On Average Capital Employed (ROACE) of Endesa in the 2019-2021 period. The accumulated Endesa ROACE target, represented by the relationship between ordinary profit from operations (ordinary EBIT) and average net capital invested accumulated during the 2019-2021 period. The fulfilment thresholds and scales are attached as an annex in Table 6 - 2019-2021 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

- 10% CO2 emissions reduction (CO2): Endesa-specific CO2 emissions (gCO2/kWh) reduction in 2021. This indicator measures specific Endesa CO2 emissions in Spain and Portugal in 2021, understood as the existing ratio between absolute CO2 emissions due to Endesa electricity generation and Endesa net total production for that year. The scale of fulfilment based on lineal interpolation between the thresholds is attached as an annex in Table 6 - 2019-2021 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

Endesa's ability to reduce its CO2 emissions is directly dependent on the thermal gap in the Spanish mainland electricity system, due to legal obligations to guarantee electricity supply. In this regard, the target has been established for a specific thermal gap in 2021 of 40 TWh, as envisaged in the 2019-2021 BIP.

Should the thermal gap vary, the CO2 emissions reduction target will be adjusted according to a formula that takes as a benchmark potential scenarios in which said thermal gap may change, allowing a more precise evaluation of the specific performance of the company in terms of reducing CO2 emissions, as part of the decarbonisation process to which it is committed. For each of the targets an entry level is established, as of which 50% of the target will be considered fulfilled, while there are two levels of overfulfilment: fulfilment above the first level is equivalent to 150%; and fulfilment over the second level is equivalent to maximum fulfilment of 180%.

In the 2019-2021 programme the target value is Euros 568 thousand for the Chairman and Euros 518 thousand for the Chief Executive Officer, respectively. In both cases the maximum value is 180%, representing Euros 1.023 and 932 thousand respectively. With respect to the Chairman, see section D.

-Ex-post control over variable remuneration: for short- and long-term variable remuneration, a malus clause is envisaged, under which the company will be permitted to not pay variable remuneration accrued and not yet received, in addition to a clawback clause, which obliges directors to repay any variable remuneration perceived when the information used to calculate or pay out the same is proved manifestly erroneous after the settlement date.

- The Appointments and Remuneration Committee may submit a motion to the Board of Directors to not pay or claim back variable components of remuneration when payment was based on data which later proved to be incorrect.

- Main characteristics of long-term savings systems. Among other information, state the contingencies covered by the system, whether through defined contributions or benefits,

the annual contribution that needs to be made to the defined contribution system, the benefits directors are entitled to in the event of defined benefit systems, the conditions under which economic rights are consolidated for directors and their compatibility with any other type of payment or severance pay as a result of the early termination or dismissal of the director, or deriving from the termination of the contractual relation, in the terms provided, between the company and the director.

State if the accrual or consolidation of any of the long-term savings plans is linked to achieving certain objectives or parameters related to the short- or long-term performance of the director.

Non-executive directors are not adhered to any kind of long-term saving system.

Executive directors and senior managers benefit from a programme of complimentary benefits to cover retirement, disability and death contingencies.

- Retirement:

Said system is articulated via contributions to the "Endesa Group Employee Pensions Plan", in which each director is a participant based on their date of incorporation and company of origin, as well as complimentary contributions made to an insurance policy or similar instrument to this end.

.The estimated contribution to the saving system in 2019 for the Chairman is Euros 282 thousand. See section D.

.Based on his years of service and origin within Endesa Group, there is a specific saving system contribution in place for the Chief Executive Officer. The estimated contribution to said system in 2019 is Euros 345 thousand.

For the Chief Executive Officer, based on agreements entered into prior to his executive director role, the company remains committed to providing specific benefits, comprised of a perpetual life annuity, upon effective retirement, amounting to Euros 817.744.41 annually, discounting the applicable Social Security public pension, which will be transferred to the surviving spouse in the event of post-retirement death to the amount equivalent to 45% of the income perceived, discounting the Social Security widowhood pension. This amount represents 85% of his pensionable salary, with the same understood as the fixed salary in 2012 plus annual target variable salary in 2012, divided by 1.35% and projected to retirement at 2% annually.

The annual commitment amount, established in the above paragraph, will be effective provided that retirement occurs as of 65 years of age. Retirement prior to this age will mean reducing said amount pursuant to the corresponding actuarial calculations.

The beneficiary's rights are consolidated in favour of the same at the time of contribution.

This system is distinct from the compensation terms and conditions mentioned in the following section and is compatible with the same.

-Disability and death:

As for coverage for disability and death, Endesa has signed a life and accident insurance policy that guarantees certain capital and/or income according to the contingency in question.

Coverage for disability or death and that for retirement are exclusionary benefits. Thus, in the event of disability or death prior to effective retirement, the director, in the event of disability, or his/her beneficiaries, in the case of death, will perceive the benefits defined for said contingencies, and will lose any right to the retirement benefit.

- Long-term savings plans are not linked to fulfilling certain objectives or parameters related to the short- or long-term performance of the director.
- Any type of payment or severance pay for early termination or dismissal of the director, or deriving from the termination of the contractual relation, in the terms provided, between the company and the director, whether voluntary resignation by the director or dismissal of the director by the company, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, permanence or loyalty, which entitle the director to any type of remuneration.

- Terms and conditions for the Chairman:

The termination contingencies envisaged in the Chairman's contract, which are similar to those of other senior management staff at the company, are regulated as follows:

- a) By mutual agreement. As expressly agreed between the parties, with the compensation envisaged in case C applicable at least.
- b) At the unilateral decision of the Chairman. Termination of the contract requires a minimum of three month's prior notice and will generate no compensation in the Chairman's favour.
- c) Due to dismissal by the company. ENDESA will provide notification of the dismissal decision in writing with three month's notice, paying, if applicable, any amount due for the notification period not adhered to. In this case, the Chairman will be entitled to compensation equal to 2,8691 times his annual fixed remuneration payment. All without prejudice to settlement of the salaries corresponding to him as well as any rights applicable to him as social benefits.
- d) Due to serious wilful misconduct or negligence in discharging his duties. In the case of dismissal due to wilful misconduct or negligence in discharging his duties, which is damaging to the interests of ENDESA, and has been so declared by an independent arbiter chosen by mutual agreement or, failing this, the competent jurisdiction, the director will have no right to any financial compensation whatsoever, except the settlement of pending amounts owed to him.
- e) Company succession. In the event of company succession, regardless of the form this may take (merger, absorption, spin-off or dissolution, among others), or any change to the current shareholder ownership of ENDESA that entails a change of control over the same, the Chairman will have the option to rescind his contract and step down from his post within 6 months, in accordance with the provisions and to the same effect as a dismissal at the instigation of the company. If no action is taken within the established timeframe, the contract will remain valid under the new scenario, unless the parties agree otherwise. Likewise, the contract includes a post-contractual non-competition clause similar to those included in senior management contracts, under which following termination the Chairman is required not to engage in any business activity in competition with ENDESA for a period of two years; as consideration, the Chairman is entitled to an amount equal to 0,9564 times his annual remuneration. Other termination contingencies, such as death, early retirement, retirement disability etc., will be implemented pursuant to applicable regulations or pursuant to applicable corporate agreements.

- Terms and Conditions for the CEO:

In the event of dismissal at the company's decision as a result of serious wilful misconduct, the CEO will not be entitled to any compensation whatsoever.

Based on agreements prior to his role as executive director, the Chief Executive Officer holds as per 31 December 2019 certain rights in terms of compensation, constituted via a guarantee, amounting to Euros 6.555 thousand net, although said compensation will decrease annually based on the term he remains active (as per 31 December 2018 the amount stands at Euros 6.722 thousand). This compensation is incompatible with any other compensation derived from termination of labour relations, as indicated in the agreement governing termination of senior management relations. This amount includes the post contractual non-competition clause. This compensation is compatible with the specific saving system contribution for the Chief Executive Officer described in the previous section.

Termination in the event of death, disability or retirement gives the Chief Executive Officer or his assignees the right to perceive the benefits deriving from insurance policies taken out by the company and, in the case of death, compensation for early retirement referred to in the above point.

- State the conditions that contracts should respect for those exercising senior management functions as executive directors. Among others, information should be provided on the duration, limits on amounts of severance pay, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to hiring bonuses, compensation and golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreement on non-competition, exclusivity, permanence and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

Executive director contracts are for an indefinite period. They generally include clauses on confidentiality, returning documents, termination and post-contractual non-competition, under the following terms:

- 1.- Confidentiality: Obliges and commits the party to safeguard the confidentiality of any data and information specific to Endesa that they have access to in the course of discharging their duties at the company, and not to use that information for their own benefit or for that of a third party.
- 2.- Return of documents: Upon termination of the director's professional relationship, they are required to deliver to the company all books, documents, materials and other items corresponding to the activity of the same, which may be in their possession or under their control at that time.
- 3.- Termination of the employment relationship: For the Chairman, in certain contingencies for the termination of his professional relationship, a minimum three-month prior notice period is established, which if not adhered to will require payments made corresponding to the unfulfilled prior notice period. In contrast, the stated contracts do not include hiring bonuses.

In the case of the Chief Executive Officer, contract termination requires a minimum of one month's prior notice.

Executive directors have a right to perceive compensation when their professional relationship with the company is terminated, provided that said termination is not due to reasons attributable to said individual. For the Chairman, the compensation will amount to 2,8691 times his annual remuneration, while the Chief Executive Officer, based on prior agreements deriving from his labour relationship with the company, has rights as per 31 December 2019, constituted via guarantees, amounting to Euros 6.555 thousand net (compatible with the retirement benefit described in the previous section related to long-term saving systems), although said compensation will decrease annually based on the term he remains active. This compensation is incompatible with any other compensation derived from termination of labour relations with the director, as indicated in the agreement governing termination of senior management relations. This amount includes the post contractual non-competition clause.

4.- Post-contractual non-competition agreement. This establishes that once the contract is rendered null, for a period of two years the director may not provide services directly or indirectly, on their own behalf or that of another party, whether independently or via third parties, to Spanish or foreign companies with identical or similar activities to that of Endesa. This non-competition agreement is associated with a non-competition compensation, which will not exceed one year's remuneration.

The Chairman's contract includes a post-contractual non-competition clause similar to those included in senior management contracts, under which following termination the Chairman is required not to engage in a business activity in competition with Endesa for a period of two years; as consideration, the Chairman is entitled to an amount equal to 0,9564 times his annual remuneration.

In the event of termination of the Chief Executive Officer's labour relationship in the circumstances described in the above section, the early retirement terms and conditions enshrined in his contract prior to his appointment as Chief Executive Officer include a post-contractual non-competition clause for a period of two years.

- The nature and estimated amount of any other supplementary remuneration accrued by directors in the year in progress in consideration for services rendered other than those inherent in the post.

Not applicable.

- Other remunerative items or by-products, as the case may be, of the company granting the director advance payments, loans, guarantees or any other remuneration.

For senior management staff, Endesa has established a system of loans to support the purchase of primary homes or other requirements. Executive directors, and senior managers generally, may also benefit from both types of loan, with maximum capital amounting to estimated annual gross remuneration for one year or half a year respectively.

A At the date of issue of this report, the Chief Executive Officer has an interest free loan, included in section A.1 point 6 as remuneration in kind. The terms and conditions of the loan are described in section B.13.

Additionally, the Chief Executive Officer, based on agreements prior to his role as executive director, has rights to compensation, constituted by guarantee, described in section A.1 point 8.

- The nature and estimated amount of any other planned supplementary remuneration accrued by directors in the year in progress that are not included in the previous sections, whether payment is satisfied by the company or another group company.

Not applicable.

**A.2.** Explain any significant change in the remuneration policy applicable in the current year resulting from:

- A new policy or a modification of the policy already approved by the General Meeting.
- Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- Proposals that the board of directors has agreed to submit to the General Shareholders' Meeting to which this annual report will be submitted and which are proposed to be applicable to the current year.

At the date of issue of this report, there have been no changes to the Remuneration Policy applicable in 2019.

**A.3.** Identify the direct link to the document where the current company remuneration policy is posted, which must be available on the web page of the company.

<https://www.endesa.com/content/dam/enel-es/home/inversores/gobiernocorporativo/juntagenerales/documentos/junta-general-ordinaria-deaccionistas-2018/politica-remuneraciones-consejeros.pdf>.

**A.4.** Explain, taking into account the data provided in Section B.4, the outcome of voting, of a consultative nature, by shareholders at the General Shareholders' Meeting on the annual report on remuneration for the previous year.

Since 2017 Endesa has conducted a binding vote at its General Shareholders' Meeting on the annual report on directors' remuneration. At the 2018 meeting 96.18% of votes counted were in favour, and consequently the votes of shareholders were taken into account, leaving the 2018-2020 policy unchanged.

## **B. OVERALL SUMMARY OF HOW REMUNERATION POLICY HAS BEEN APPLIED DURING THE YEAR ENDED**

**B.1.** Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and, as the case may be, the identity and the role of the external advisors whose services have been used in the process to apply the remuneration policy in the year ended.

Directors' Remuneration during 2018 was governed in strict adherence to the "2018-2020 Remuneration Policy for Endesa Directors". Both for executive directors and directors in their status as such, the following were applied:

- the fixed annual remuneration amounts and target variable remuneration amounts defined for each of the executive directors under the policy.
- the amounts established under the fixed monthly salary policy for committees chairs and the coordinating director, as well as attendance per diem allowances for directors in their status as such.

The Appointments and Remuneration Committee and the Board of Directors did not considered reviewing these items, amounts and values in 2018, within the framework for amending the same envisaged in the policy.

With regard to short- and long-term variable remuneration for executive directors, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, approved the following: at the start of 2018 financial and non-financial targets for variable remuneration, the weighting for each of the targets, as well as the fulfilment parameters, measurements or thresholds; at the end of the reporting period verification of the degree of target fulfilment, for the purposes of determining short- and long-term variable remuneration amounts. To this end, the Appointments and Remuneration Committee, in its supervisory function, works in partnership with the Endesa Internal Audit Department.

Additionally, the Board of Directors, with internal consultancy support from the company, has prepared this report on directors' remuneration, which includes the remuneration that they perceive or should perceive in their status as such and, if applicable, for performing executive functions. The Appointments and Remuneration Committee has verified the information included in this report, in partnership with the Endesa Internal Audit Department.

**B.2.** Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and adapting them to the long-term objectives, values and interests of the company, including a reference to the measures that have been adopted to guarantee that the long-term results of the company have been taken into consideration in the remuneration accrued and that a suitable balance has been attained between the fixed and variable components of the remuneration, the measures that have been adopted in relation to those categories of staff whose professional activities have a material repercussion on the company's risk profile and the measures that have been adopted to avoid conflicts of interest, if appropriate.

The Board of Directors remuneration policy is based on the principles of equilibrium, factors in effective commitment and is coherent with the long-term strategies and interests of Endesa and its shareholders.

- The remuneration of non-executive directors is comprised of a monthly fixed salary and per diem allowances for attending meetings, with no variable remuneration items. Therefore, the concept of "remuneration mix" applies only to executive directors.

The remuneration for directors in their status as such is intended to adequately compensate said directors based on the principles of equity, commitment and responsibility, without compromising their independent judgement, while being appropriate for the company's financial situation and market standards at peer companies.

The maximum annual amount receivable by directors as attendance per diem allowances, fixed monthly salary for membership of the Board of Directors, for presiding over its committees and for discharging the role of Coordinating Director, will amount to three million euros (which corresponds to the amount approved at the General Shareholders' Meeting on 27 April 2015).

- The remuneration structure for executive directors in 2018 guaranteed an adequate mix between fixed remuneration, short-term variable remuneration and long-term variable remuneration. Specifically:

Chairman remuneration mix: The weighting of fixed remuneration amounted to 39.43%, short-term variable remuneration 29.08%, and long-term variable remuneration 31.45%.

Chief Executive Officer remuneration mix: The weighting of fixed remuneration amounted to 36.67%, short-term variable remuneration 26.26%, and long-term variable remuneration 37.07%.

The variable remuneration for executive directors in 2018 represented approximately 60% of their total cash remuneration.

- The ordinary or short-term variable remuneration for 2018 was based on five measurement parameters using quantitative indicators: financial, results, efficiency, business volume and safety. The specific targets determined for each of these parameters were established taking into account the Endesa 2018-2020 Strategic Plan, ensuring that the company's long-term results and targets are factored in.

-The long-term variable remuneration for 2018 was based on three measurement parameters using quantitative indicators for results, shareholder returns and environmental aspects. The specific targets determined for each of these parameters were established taking into account the Endesa 2018-2020 Strategic Plan, and in particular factored in long-term sustainability from the point of view of environmental and shareholder remuneration targets, as well as the objectives of the company itself.

- It is the duty of the Board of Directors, at the proposal of the Appointments and Remuneration Committee, to determine each target, the weighting and metrics of the same at the start of each year, as well as to evaluate the degree of compliance of the same at the end of the year. When assessing compliance with short-term and long-term targets, the Appointments and Remuneration Committee will verify information on directors' remuneration with the support of the Internal Audit Department, which will conduct analysis and reach conclusions on fulfilment of short- and long-term objectives by executive directors, as well as ensure the absence of any conflicts of interest when determining said objectives.

Additionally, it should be stated that the Appointments and Remuneration Committee is comprised of six members, five of whom are independent directors, one of whom is the Chairman of the Committee, while all are members of the Audit and Compliance Committee. This mixed presence across the two committees helps to ensure that the risks associated with remuneration are factored into the deliberations of said committees, as well as their proposals to the Board, both when determining and evaluating annual and multi-annual incentives.

- For short- and long-term variable remuneration, a malus clause is envisaged, under which the company will be permitted to not pay variable remuneration accrued and not yet received, in addition to a clawback clause, which obliges directors to repay any variable remuneration perceived when the information used to calculate or pay out the same is proved manifestly erroneous after the settlement date.

Variable remuneration from 2018, bearing in mind that the same is linked to company results, will be paid, if applicable, once the 2018 financial statements have been approved at the General Shareholders' Meeting on 12 April 2019.

The Appointments and Remuneration Committee may submit a motion to the Board of Directors to claim the reimbursement of variable components of remuneration when payment was based on information that is later proved to be incorrect.

Deferred payment is envisaged for 2018 long-term remuneration. Specifically, 30% of the incentive will be paid in the second half of 2019 and the remaining 70% in the second half of 2020. Executive directors will have to be currently in service for the payment to be made.

**B.3.** Explain how the remuneration accrued over the year meets the provisions contained in the current remuneration policy.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as the case may be, how the variations in the performance of the company have influenced changes in the remuneration of directors and how the latter contribute to the short- and long-term results of the company.

Remuneration accrued in 2018 complies with the provisions of the 2018-2020 Remuneration Policy for Endesa Directors, as attested to in section B, specifically sections B.1, B.5, B.6 and B.7.

**B.4.** Report on result of consultative vote at General Shareholders' Meeting on annual report on remuneration from previous year, indicating number of votes against, as the case may be

	Number	% of total
Votes cast	865,323,512	81.73
	Number	% cast
Votes against	31,807,380	3.67
Votes in favour	832,296,354	96.18
Abstentions	1,219,778	0.14

Remarks

**B.5.** Explain how the fixed components accrued during the year by the directors in their capacity as such have been determined and how they have changed with respect to the previous year.

- The remuneration of directors in their status as such is comprised of the following items: a fixed monthly salary and per diem allowances for attending each meeting of the company's management bodies and their committees.

. The "fixed monthly salary" item and amount in 2018 matched those of 2017, unchanged. The monthly amount for each director in their capacity as such amounts to Euros 15.6 thousand gross. Likewise, this item also includes Euros 1 thousand gross per month for the chairs of the Audit and Compliance Committee and of the Appointments and Remuneration Committee and Euros 2.1 thousand gross per month for the position of Coordinating Director. Overall, directors in their status as such perceived Euros 15.6 thousand x 12 monthly payments = Euros 187.7 thousand annually; additionally the Committee Chairs perceived Euros 1 thousand x 12 monthly payments = Euros 12 thousand annually, and the Coordinating Director perceived Euros 2.1 thousand x 12 monthly payments = Euros 25 thousand annually.

. The "attendance per diem allowances" item and amount in 2018 matched those of 2017, with the only variations being the number of sessions and level of attendance of each director. A total of 179 per diem allowances were accrued in 2018. The amount for attending each session of the Board of Directors, the Audit and Compliance Committee and the Appointments and Remuneration Committee stands at to Euros 1.5 thousand gross.

-Mr Bogas, Mr Starace, Mr De Paoli and Mr Viale have waived any remuneration as directors in their status as such.

-The Appointments and Remuneration Committee has verified this information, in partnership with the Endesa Internal Audit Department.

**B.6.** Explain how the salaries accrued by each one of the executive directors over the past financial year for the performance of management duties were determined, and how they have changed with respect to the previous year.



The fixed annual remuneration for the Chairman, Mr Borja Prado Eulate, was unchanged in 2018, matching the same terms as in 2017, amounting to Euros 1.132 thousand.

As for the fixed annual remuneration of the Chief Executive Officer, Mr José Damián Bogas Gálvez, the 2018 amount was unchanged relative to that approved at the Board of Directors meeting of February 2017, when an increase of Euros 40 thousand annually was agreed, putting remuneration at Euros 740 thousand.

**B.7. Explain the nature and the main characteristics of the variable components of the remuneration systems accrued in the year ended.**

In particular:

- Identify each one of the remuneration plans that have determined the different types of variable remuneration accrued by each of the directors in the year ended, including information on their scope, their date of approval, their date of incorporation, the periods of accrual and validity, the criteria used to evaluate performance and how this has affected the establishment of the variable amount accrued, as well as the measurement criteria used and the period necessary to be in a position to suitably measure all the conditions and criteria stipulated.

In the case of share options and other financial instruments, the general characteristics of each plan will include information on both the conditions to acquire unconditional ownership (consolidation) and to exercise these options or financial instruments, including the price and term to exercise them.

- Each one of the directors, together with their category (executive directors, proprietary external directors, independent external directors and other external directors), that are beneficiaries of remuneration systems or plans that include variable remuneration.
- As the case may be, information is to be provided on periods for the accrual or deferment of payment applied and/or the periods for withholding/unavailability of shares or other financial instruments, if they should exist.

Explain the short-term variable components of the remuneration systems:

Short-term variable remuneration is managed at Endesa based on recognition of the contribution made by each individual to the results of the company, according to the target allocation and subsequent measurement of results secured pursuant to company directives.

In February 2018 the Board of Directors, following a report from the Appointments and Remuneration Committee, approved the targets for the Chairman and Chief Executive Officer in 2018, which were linked to corporate results and short-term business performance.

The assessment of said targets was approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee, at the meeting held on 25 February 2019. The 2018 targets were assessed as follows:

- Financial Target: Net income (weighting 20%). The final result for the year exceeded the target value by 5.2%, meaning target fulfilment was assessed to stand at the maximum of 120%.
- Financial Target: Opex (weighting 20%). The final result for the year stood below the target value by 3.0%, meaning target fulfilment was assessed to stand at the maximum of 120%.

- Financial Target: FFO (cash-flow before dividends, net investments and extraordinary operations) (weighting 20%). The final result for the year exceeded the target value by 9.6%, and therefore target fulfilment was assessed to stand at the maximum of 120%.
- Business target: Strategic Business Projects (weighting 20%). The final result for the year exceeded the target value by 56.8%, meaning target fulfilment was assessed to stand at the maximum of 109.5%.
- Safety Target: associated with control over accident prevention at facilities and in operations, as well as reducing accident rates (weighting 20%). The action plan envisaged as part of the target has been implemented, the combined frequency index (overall accident rates for company personnel and contractors) was lower than the target level for the year, while the number of fatal accidents in Spain stood at 0, below the maximum level established by the Group. As a result, the fulfilment percentage stood at 120%.

With the 2018 targets evaluated as set out above, together with the weighting of each, overall weighted fulfilment stood at 117.9% out of a potential maximum of 120%.

Pursuant to the criteria established in the instructions included in this report, in 2018, at the end date of the accrual period for short-term variable remuneration, the Chairman and Chief Executive Officer had accrued the amounts indicated in the "short-term variable remuneration" column of the table in section C.1.a), i).

This remuneration was approved by the Board at the proposal of the Appointments and Remuneration Committee, although payment of the same will be implemented once the financial statements have been approved at the next General Shareholders' Meeting.

#### Explain the long-term variable components of the remuneration systems:

Long-term variable remuneration at Endesa is based on what is known as the Loyalty Scheme, aimed primarily at strengthening the commitment of senior staff to securing the Endesa Group's strategic targets.

For each of the targets an entry level is established, as of which 50% of the target will be considered fulfilled, while there are two levels of over fulfilment: fulfilment above the first level is equivalent to 150%; and fulfilment over the second level is equivalent to maximum fulfilment of 180%. Therefore, the level of variable remuneration under each of the programmes will stand between 0% and 180% of the base incentive (target – corresponding to 100% fulfilment).

The 2016-2018 loyalty plan was approved at the General Shareholders' Meeting of 26 April 2016. At the end of the 2018 reporting period the 2016-2018 loyalty plan accrued a total of Euros 1,023 and 882 thousand for the Chairman and Chief Executive Officer respectively. However, pursuant to the 2018-2020 Remuneration Policy for Endesa Directors, the plans include deferment of payment and the need for management staff to be currently in service at the time of the same. These payments are made at two different times: 30% of the incentive will be paid, if applicable, the year following finalisation of the plan (year 2019), and the remaining 70% two years following finalisation of the plan (year 2020). In this regard, the remuneration may not be deemed consolidated for the purposes of determining an unconditional right to the same, pursuant to the instructions set out in Circular 2/2018 CNMV. Therefore, with regard to long-term variable remuneration, the cash remuneration table C.1.a) i) includes the effective consolidated amount for executive directors in 2018, which represents 30% of the 2015-2017 loyalty plan and 70% of the 2014-2016 loyalty plan, amounting to Euros 904 and 748 thousand for the Chairman and Chief Executive Officer, the fulfilment of which was detailed in the annual reports on directors' remuneration in 2016 and 2017 respectively. See annex Table 8 – LOYALTY PLAN CALENDAR.

For the 2016-2018 programme the target value for the Chairman is Euros 568 thousand and that for the Chief Executive Officer is Euros 490 thousand. In both cases the maximum potential value is 180%. See section D.

The 2016-2018 loyalty plan sets out the following targets for the Chairman and Chief Executive Officer:

-60% Total Shareholders Return (TSR): average TSR of Endesa as compared with the average TSR of the Euro-Stoxx Utilities Index, selected as the peer group for the accrual period.

The TSR target was measured based on the scale of fulfilment with lineal interpolation between the thresholds approved in 2016, and is attached as annex – TABLE 1 – 2016-2018 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

If the Endesa TSR exceeds that of the peer group, but is negative in absolute terms, the bonus associated with the TSR will be recognised for an amount of no more than 100% of the base value allocated.

In order to evaluate the degree of target fulfilment, the average Endesa TSR and the Euro-Stoxx Utilities Index values were calculated in the period prior to the start of the plan and at the end of the three-year period.

Pursuant to the established measurement criteria, the value secured relative to the peer group stands at over 120%, meaning the target multiplier is 180%.

-40% Return On Average Capital Employed (ROACE) for Endesa accumulated in the accrual period.

The accumulated Endesa ROACE target, represented by the relationship between ordinary profit from operations (ordinary EBIT) and average net capital invested accumulated during the accrual period, has been valued using a scale of fulfilment based on lineal interpolation between the thresholds, approved in 2016 and attached as annex - TABLE 1 - 2016-2018 TARGETS PROGRAMME MEASUREMENTS AND THRESHOLDS.

Pursuant to the established measurement criteria, the value stands higher than the 6.8% target, meaning the target multiplier is 180%.

Therefore, the indicated amounts for the Chairman and Chief Executive Officer in the "long-term variable remuneration" column of table C.1.a).i) show a fulfilment level of 180%.

**B.8.** Indicate whether certain variable components have been reduced or clawed back when, in the case of the former, payment has been consolidated and deferred or, in the case of the latter, consolidated and paid, on the basis of data that have subsequently proved to be inaccurate. Describe the amounts reduced or clawed back through the application of the reduction or clawback clauses, why they were implemented and the years to which they refer.

No such circumstances as described in this section were in place.

**B.9.** Explain the main characteristics of the long-term savings systems where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit that are financed, totally or partially, by the company, whether through internal or external contributions, indicating the type of plan, whether it is a defined contribution or benefit, the contingencies covered, the conditions to consolidate economic rights for directors and their compatibility with any type of severance pay for early termination or termination of the contractual relationship between the company and the director.

Non-executive directors are not adhered to any kind of long-term saving system.

Executive directors and senior managers benefit from a programme of complimentary benefits to cover retirement, disability and death contingencies.

- Retirement:

Said system is articulated via contributions to the "Endesa Group Employee Pensions Plan", in which each director is a participant based on their date of incorporation and company of origin, as well as complimentary contributions made to an insurance policy or similar instrument to this end.

.The contribution to the saving system in 2018 for the Chairman stands at Euros 282 thousand.

.Based on his years of service and origin within Endesa Group, there is a specific saving system contribution in place for the Chief Executive Officer. In 2018 the contribution amounted to Euros 345 thousand.

For the Chief Executive Officer, based on agreements entered into prior to his executive director role, the company remains committed to providing specific benefits, comprised of a perpetual life annuity, upon effective retirement, amounting to Euros 817.744.41 annually, discounting the applicable Social Security public pension, which will be transferred to the surviving spouse in the event of post-retirement death to the amount equivalent to 45% of the income perceived, discounting the Social Security widowhood pension. This amount represents 85% of his pensionable salary, with the same understood as the fixed salary in 2012 plus annual target variable salary in 2012, divided by 1.35% and projected to retirement at 2% annually.

The annual commitment amount, established in the above paragraph, will be effective provided that retirement occurs as of 65 years of age. Retirement prior to this age will mean reducing said amount pursuant to the corresponding actuarial calculations.

The beneficiary's rights are consolidated in favour of the same at the time of contribution.

This system is distinct from the compensation terms and conditions mentioned in section A.1 point 8.

-Disability and death:

As for coverage for disability and death, Endesa has signed a life and accident insurance policy that guarantees certain capital and/or income according to the contingency in question.

Coverage for disability or death and that for retirement are exclusionary benefits. Thus, in the event of disability or death prior to effective retirement, the director, in the event of disability, or his/her beneficiaries, in the case of death, will perceive the benefits defined for said contingencies, and will lose any right to the retirement benefit.

The long-term savings and systems are fully financed by the company and provided via the company pension plan and/or insurance policies, likewise taken out by the company.

- As for the rights accumulated in these saving systems, as per 31/12/2018 the Chairman had accumulated an amount of Euros 2.671 thousand and the Chief Executive officer Euros 11.371 thousand, as detailed in table C.1 a)iii. - Disability and death. As for coverage for disability and death, Endesa has signed a life and accident insurance policy that guarantees certain capital and/or income according to the contingency in question.

Coverage for disability or death and that for retirement are exclusionary benefits. Thus, in the event of disability or death prior to effective retirement, the director, in the event of disability, or his/her beneficiaries, in the case of death, will perceive the benefits defined for said contingencies, and will lose any right to the retirement benefit.

**B.10.** Explain, where appropriate, the severance pay or any other type of payment deriving from early dismissal or early resignation, or from the termination of the contract in the terms provided for therein, accrued and/or received by directors during the year ended.

No such circumstances as described in this section were in place in 2018.

**B.11.** Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, where appropriate, explain such changes. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

No such circumstances as described in this section were in place in 2018.

**B.12.** Explain any supplementary remuneration accrued by directors as consideration for services rendered outside of their post.

No such circumstances as described in this section were in place in 2018.

**B.13.** Explain any remuneration deriving from advance payments, loans or guarantees granted, indicating the interest rate, their key characteristics and the amounts eventually returned, as well as the obligations taken on by way of guarantee or collateral.

For senior management staff, Endesa has established a system of loans to support the purchase of primary homes or other requirements. Executive directors, and senior managers generally, may also benefit from both types of loan, with maximum capital amounting to estimated annual gross remuneration for one year or half a year respectively.

At the date of issue of this report, the Chief Executive Officer holds a loan amounting to Euros 230 thousand, with an average interest rate anticipated for 2018 of 0,402% and an interest-free loan (interest subsidisation is considered remuneration in kind) for the amount of Euros 166 thousand. As per the date of this report no loan amount has been repaid.

**B.14.** Itemise the remuneration in kind accrued by the directors over the year, briefly explaining the nature of the different salary components.

In 2018 the remuneration in kind items for the Chairman and Chief Executive Officer were unchanged relative to 2017: Life insurance policy amounting to Euros 217 and 50 thousand respectively; collective healthcare policy subsidising 100% of the costs payable by the holder and dependent family members, amounting to Euros 9.7 and 12.9 thousand respectively; as well as other remuneration in kind, including the benefit of electricity supplied at a special rate for employees and assignment of a company vehicle under a renting system, amounting to Euros 24.9 and 31.1 thousand, respectively. Additionally, the Chief Executive Officer accrues an amount of Euros 4.9 thousand for granting loans and guarantees.

The total remuneration amounts for these items for the Chairman and Chief Executive Officer stand at Euros 252 and 99 thousand respectively and are included in section C.1.iv.

**B.15.** Explain the remuneration accrued by directors by virtue of payments settled by the listed company to a third company at which the director renders services when these payments seek to remunerate the director's services to the company.

pending

**B.16.** Explain any other items of remuneration other than those mentioned in the previous sections, whatever their nature or the group company that settles the payment, particularly when this is a related operation or its settlement distorts the true image of the total remuneration accrued by the director.

Not applicable

C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual 2018
Mr BORJA PRADO EULATE	Executive Chairman	From 01/01/2018 to 31/12/2018
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	Chief Executive Officer	From 01/01/2018 to 31/12/2018
Mr FRANCESCO STARACE	Proprietary Vice-President	From 01/01/2018 to 31/12/2018
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Independent Director	From 01/01/2018 to 31/12/2018
Mr IGNACIO GARRALDA RUIZ DE VELASCO	Independent Director	From 01/01/2018 to 31/12/2018
Mrs MARIA PATRIZIA GRIECO	Proprietary Director	From 01/01/2018 to 31/12/2018
Mrs HELENA REVOREDO DELVECCHIO	Independent Director	From 01/01/2018 to 31/12/2018
Mr ALBERTO DE PAOLI	Proprietary Director	From 01/01/2018 to 31/12/2018
Mr ENRICO VIALE	Proprietary Director	From 01/01/2018 to 31/12/2018
Mr FRANCISCO DE LACERDA	Independent Director	From 01/01/2018 to 31/12/2018
Mr MIQUEL ROCA JUNYENT	Coordinating Director	From 01/01/2018 to 31/12/2018

C.1. Complete the following tables regarding the individual remuneration of each director (including the salary received for performing executive duties) accrued during the year.

a) Remuneration from the reporting company:

i) Remuneration in cash (thousand euros)

## ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Fixed remuneration	Per diem allowances	Remuneration for membership of Board's committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other grounds	Total in year 2018	Total in year 2017
Mr BORJA PRADO EULATE	188	19		1,132	835	904			3,078	3,184
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ				740	530	748			2,018	2,126
Mr FRANCESCO STARACE										
Mr ALEJANDRO ECHEVARRÍA BUSQUET	188	48							236	225
Mr IGNACIO GARRALDA RUIZ DE VELASCO	200	50							250	246
Mrs MARIA PATRIZIA GRIECO	188	19							207	141
Mrs HELENA REVOREDO DELVECCHIO	188	34							222	225
Mr ALBERTO DE PAOLI										
Mr ENRICO VIALE										
Mr FRANCISCO DE LACERDA	188	50							238	234
Mr MIQUEL ROCA JUNYENT	225	48							273	270
Remarks										

With regards to long-term variable remuneration, at the end of the 2018 reporting period the 2016-2018 loyalty plan accrued a total of Euros 1.023 and 882 thousand for the Chairman and Chief Executive Officer respectively. However, pursuant to the 2018-2020 Remuneration Policy for Endesa Directors, the plans include deferment of payment and the need for management staff to be currently in service at the time of the same. These payments are made at two different times: 30% of the incentive will be paid, if applicable, the year following finalisation of the plan (year 2019), and the remaining 70% two years following finalisation of the plan (year 2020). In this regard, the remuneration may not be deemed consolidated for the purposes of determining an unconditional right to the same, pursuant to the new instructions set out in Circular 2/2018 CNMV (see note 1).

Therefore, with regard to long-term variable remuneration, the cash remuneration table C.1.a) i) includes the effective consolidated amount for executive directors in 2018, which represents 30% of the 2015-2017 loyalty plan and 70% of the 2014-2016 loyalty plan, amounting to Euros 904 and 748 thousand for the Chairman and Chief Executive Officer.

Note 1: For the purposes of this Circular, it is understood that the director has accrued long-term variable remuneration at the end date of the accrual period when the targets to which variable remuneration is linked have been fulfilled, and therefore the remuneration has been consolidated. The accrual period is the period of time during which the director's performance and the fulfilment of the qualitative and quantitative targets for the director are assessed to determine his/her unconditional right to perceive long-term variable remuneration, regardless of the means or period stipulated for the payment of such remuneration of whether the payment is subject to deferral, withholdings, or clawback clauses.

ii) Table of changes in share-based remuneration schemes and gross profit from consolidated shares or financial instruments.

Name	Name of Plan	Financial instruments at start of 2018		Financial instruments granted at start of 2018		Financial instruments consolidated during the year				Instruments matured but not exercised	Financial instruments at end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares/handed over	Price of the consolidated shares	Gross profit from shares or consolidated financial instruments (thousand €)	No. of instruments	No. of instruments	No. of equivalent shares
No data												
Remarks												

iii) Long-term saving systems.

Name	Remuneration from consolidation of rights to savings system
Mr BORJA PRADO EULATE	281
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	345
Contribution over the year from the company (thousand €)	
Amount of accumulated funds (thousand €)	



## ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2018	2017	2018	2017	2018	2017	2018	2017
Mr BORJA PRADO EULATE	281	281			2,671	2,295		
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	345	319			11,371	10,520		
Remarks								

[

]

### iv) Details of other items

Name	Item	Amount remunerated
Mr BORJA PRADO EULATE	Remuneration in kind	252
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	Remuneration in kind	99
Remarks		

[

]

### b) Remuneration of the company directors for seats on the boards of other group companies:

#### i) Remuneration in cash (thousand euros)

Name	Fixed remuneration	Per diem allowances	Remuneration for membership of Board's committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other grounds	Total in year 2018	Total in year 2017
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# ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Mr JOSÉ DAMIÁN BOGAS GÁLVEZ											
Remarks											

No Endesa S.A. directors perceive remuneration for seats on the boards of other Endesa Group companies.

## ii) Table of changes in share-based remuneration schemes and gross profit from consolidated shares or financial instruments.

Name	Name of Plan	Financial instruments at start of 2018		Financial instruments granted at start of 2018		Financial instruments consolidated during the year				Instruments matured but not exercised	Financial instruments at end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares/handed over	Price of the consolidated shares	Gross profit from shares or consolidated financial instruments (thousand €)	No. of instruments	No. of instruments	No. of equivalent shares
No data												
Remarks												

## iii) Long-term saving systems.

Name	Remuneration from consolidation of rights to savings system
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# ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

No data								
Name	Contribution over the year from the company (thousand €)				Amount of accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2018	2017	2018	2017	2018	2017	2018	2017
No data								
Remarks								

## iv) Details of other items

Name	Item	Amount remunerated
No data		
Remarks		

## c) Summary of remunerations (thousand €):

This should include a summary of the amounts corresponding to all the remuneration items included in this report that have accrued to each director (thousand €).

	Remuneration accrued in the company	Remuneration accrued in group companies
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# ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Total Cash remuneration	Gross profit of consolidated shares or financial instruments	Remuneration from saving systems	Remuneration for other items	Total in year 2018 group	Total Cash remuneration	Gross profit of consolidated shares or financial instruments	Remuneration from saving systems	Remuneration for other items	Total in year 2018 group
Mr BORJA PRADO EULATE	3,078		281	252	3,611					
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	2,018		345	99	2,462					
Mr FRANCESCO STARACE										
Mr ALEJANDRO ECHEVARRÍA BUSQUET	236				236					
Mr IGNACIO GARRALDA RUIZ DE VELASCO	250				250					
Mrs MARIA PATRIZIA GRIECO	207				207					
Mrs HELENA REVOREDO DELVECCHIO	222				222					
Mr ALBERTO DE PAOLI										
Mr ENRICO VIALE										
Mr FRANCISCO DE LACERDA	238				238					
Remuneration accrued in the company						Remuneration accrued in group companies				
Name	Total Cash remuneration	Gross profit of consolidated shares or financial instruments	Remuneration from saving systems	Remuneration for other items	Total in year 2018 group	Total Cash remuneration	Gross profit of consolidated shares or financial instruments	Remuneration from saving systems	Remuneration for other items	Total in year 2018 group

Mr MIQUEL ROCA JUNYENT	273				273					
TOTAL	6,522		626	351	7,499					

Remarks

#### D. OTHER INFORMATION OF INTEREST

If there are any relevant issues relating to directors' remuneration that you have not been able to address in the previous sections of this report, but which are necessary to provide more comprehensive and fully reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

On 19 February 2019, via a regulatory filing, Endesa notified the CNMV that the majority shareholder of Endesa, Enel Spa, had announced its intention to propose to the Board of Directors an amendment to internal regulations, for reasons of good corporate governance, regarding limitations on the maximum term a director may hold the office of Chairperson. This amendment would mean the current holder of the post would not be re-elected, with the Chair succession plan going into effect, pursuant to the Corporate Governance Policy

With regard to section A of this "Remuneration Policy of the Company for 2019", the following should be pointed out:

- as of the issuance date of this report, Mr Borja Prado Eulate has not received any severance pay, and would that be the case in the future, it will be published in the next annual remuneration report referring to 2019.

- on 11 March 2019 the Board of Directors will in all likelihood amend the Endesa Directors' Remuneration Policy, in order to determine remuneration for the new company Chairman.

- should that be the case, the Board of Directors would appoint the new Chairman on 12 April 2019, following the General Shareholders' Meeting.

Therefore, any references made in said section A to 2019 remuneration for the current Chairman, Mr Borja Prado Eulate, will only be applicable up to the date of his effective termination.

This annual remuneration report was adopted by the company's Board of Directors at its meeting held on:

25/02/2019

State whether any directors voted against or abstained from voting on the approval of this report.

[ ] Yes

[ ☒ ] No



ANNUAL REPORT ON REMUNERATION OF  
DIRECTORS OF LISTED COMPANIES



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## ANEXO I - OTRAS INFORMACIONES

**TABLA 1- MEDIDAS Y UMBRALES OBJETIVOS PROGRAMA 2016-2018 (Apartado B.7)**

**Total Shareholders Return" (TSR):**

TSR Endesa vs TSR Peer Group	TSR Endesa superior al 120% del TSR Peer Group	TSR Endesa entre el 110% y el 120% del TSR Peer Group	TSR Endesa entre el 100% y el 110% del TSR Peer Group	TSR Endesa entre el 80% y el 100% del TSR Peer Group	TSR Endesa inferior al 80% del TSR Peer Group
Multiplicador*	180%	150%	100%	50%	0%

\*Interpolación lineal entre los umbrales

Se entiende que, si el TSR de Endesa supera al del grupo de pares, pero es negativo en términos absolutos, se reconocerá el Premio relacionado con el TSR en un importe no superior a 100% de la base de valor asignado. Por lo tanto, en tal caso no se podría aplicar el multiplicador del 180% ni del 150%.

**Return On Average Capital Employed" (ROACE)**

ROACE acumulado	+6,8%	+4,2%	BIP 2016-2020	-2,6%	Inferior al -2,6%
Multiplicador*	180%	150%	100%	50%	0%

\*Interpolación lineal entre los umbrales

**TABLA 2 - MEDIDAS Y UMBRALES OBJETIVOS PROGRAMA 2017-2019 (Apartado A.1 – punto 6)**

**Total Shareholders Return" (TSR):**

TSR Endesa vs TSR Peer Group	TSR Endesa superior al 115% del TSR Peer Group	TSR Endesa entre el 110% y el 115% del TSR Peer Group	TSR Endesa entre el 100% y el 110% del TSR Peer Group	TSR Endesa entre el 90% y el 100% del TSR Peer Group	TSR Endesa inferior al 90% del TSR Peer Group
Multiplicador*	180%	150%	100%	50%	0%

\*Interpolación lineal entre los umbrales

**Return On Average Capital Employed" (ROACE)**

ROACE acumulado	+5,5%	+3,5%	BIP 2017-2021	-2,9%	Inferior al -2,9%
Multiplicador*	180%	150%	100%	50%	0%

\*Interpolación lineal entre los umbrales



**TABLA 3- TABLA SIMULACIÓN APLICACIÓN CURVA REGRESIVA TSR DEL PROGRAMA 2017-2019 (Apartado A.1 – punto 6)**

En caso de que el valor del TSR de Endesa en el trienio de referencia sea negativo, el premio a percibir por los managers se reducirá (basado en una curva regresiva) en el mismo porcentaje negativo registrado por el valor del TSR de Endesa, multiplicado por el valor constante 1,5. Se incluye a continuación una tabla que muestra una simulación sobre la aplicación de la curva regresiva:

Objetivo alcanzado y nivel de premio correspondiente	Premio en caso de TSR absoluto alcanzado del valor Endesa > 0%	Multiplicador curva regresiva	Premio en caso de TSR absoluto alcanzado del valor Endesa < 0%			
			-5%	-10%	-15%	-20%
TSR Endesa > 115% TSR índice	180%	1,5	167%	153%	140%	126%
TSR Endesa entre 110% y 115%	150%	1,5	139%	128%	116%	105%
TSR Endesa entre 100% y 110%	100%	1,5	93%	85%	78%	70%
TSR Endesa entre 90% y 100%	50%	1,5	46%	43%	39%	35%
TSR Endesa < 90% TRS índice	0%	1,5	0%	0%	0%	0%

**TABLA 4- MEDIDAS Y UMBRALES OBJETIVOS PROGRAMA 2018-2020 (Apartado A.1 – punto 6)**

**Total Shareholders Return" (TSR):**

TSR Endesa vs TSR Índice	TSR Endesa superior al 115% del TSR índice	TSR Endesa entre el 110% y el 115% del TSR índice	TSR Endesa entre el 100% y el 110% del TSR índice	TSR Endesa entre el 90% y el 100% del TSR índice	TSR Endesa inferior al 90% del TSR índice
Multiplicador*	180%	150%	100%	50%	0%

*\* Interpolación lineal entre los umbrales*

**Return On Average Capital Employed" (ROACE)**

ROACE acumulado 2018-2020	Mayor o igual +3,1% Target	+1,3% Target	Target	-2,8% Target	Inferior al -2,8% Target
Multiplicador*	180%	150%	100%	50%	0%

*\* Interpolación lineal entre los umbrales*

**"Reducción de emisiones CO2" (CO2)**

Reducción de emisiones CO <sub>2</sub> (gCO <sub>2</sub> /kWh)	Menor o igual que -5% Target	-3% Target	Target	+3% Target	Mayor que +3% Target
Multiplicador*	180%	150%	100%	50%	0%

*\* Interpolación lineal entre los umbrales*

**TABLA 5- SIMULACIÓN APLICACIÓN CURVA REGRESIVA TSR DEL PROGRAMA 2018-2020 (Apartado A.1 – punto 6)**

Objetivo alcanzado y nivel de premio correspondiente	Premio en caso de TSR absoluto alcanzado del valor Endesa > 0%	Multiplicador curva regresiva	Premio en caso de TSR absoluto alcanzado del valor Endesa < 0%			
			-5%	-10%	-15%	-20%
TSR Endesa > 115% TSR índice	180%	1,5	167%	153%	140%	126%
TSR Endesa entre 110% y 115%	150%	1,5	139%	128%	116%	105%
TSR Endesa entre 100% y 110%	100%	1,5	93%	85%	78%	70%
TSR Endesa entre 90% y 100%	50%	1,5	46%	43%	39%	35%
TSR Endesa < 90% TRS índice	0%	1,5	0%	0%	0%	0%

**TABLA 6- MEDIDAS Y UMBRALES OBJETIVOS PROGRAMA 2019-2021 (Apartado A.1 – punto 6)**

**Total Shareholders Return" (TSR):**

TSR Endesa vs TSR Índice	TSR Endesa superior al 115% del TSR índice	TSR Endesa entre el 110% y el 115% del TSR índice	TSR Endesa entre el 100% y el 110% del TSR índice	TSR Endesa entre el 90% y el 100% del TSR índice	TSR Endesa inferior al 90% del TSR índice
Multiplicador*	180%	150%	100%	50%	0%

*\* Interpolación lineal entre los umbrales*

**Return On Average Capital Employed" (ROACE)**

ROACE acumulado 2019-2021	Mayor o igual a +3,0%	+1.5%	Target	-3.0%	Menor que -3,0%
Multiplicador*	180%	150%	100%	50%	0%

*\* Interpolación lineal entre los umbrales*

**"Reducción de emisiones CO2" (CO2)**

Reducción de emisiones CO2 (gCO2/kWh)	Menor o igual que -5% Target	-3% Target	Target	+3% Target	Mayor que +3% Target
Multiplicador*	180%	150%	100%	50%	0%

*\* Interpolación lineal entre los umbrales*

**Tabla 7- SIMULACIÓN APLICACIÓN CURVA REGRESIVA TSR DEL PROGRAMA 2019-2021 (Apartado A.1 – punto 6)**

Objetivo alcanzado y nivel de premio correspondiente	Premio en caso de TSR absoluto alcanzado del valor Endesa > 0%	Multiplicador curva regresiva	Premio en caso de TSR absoluto alcanzado del valor Endesa < 0%			
			-5%	-10%	-15%	-20%
TSR Endesa > 115% TSR índice	180%	1,5	167%	153%	140%	126%
TSR Endesa entre 110% y 115%	150%	1,5	139%	128%	116%	105%
TSR Endesa entre 100% y 110%	100%	1,5	93%	85%	78%	70%
TSR Endesa entre 90% y 100%	50%	1,5	46%	43%	39%	35%
TSR Endesa < 90% TRS índice	0%	1,5	0%	0%	0%	0%

**Tabla 8- CALENDARIO PLANES DE FIDELIZACIÓN (Apartado B.7 Y C.1.a)i )**

