

ANNEX I

**ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED PUBLIC LIMITED COMPANIES**

ISSUER IDENTIFICATION DETAILS

YEAR END-DATE

31/12/2021

TAX ID (CIF) A-28023430

Company name:
ENDESA, S.A.

Registered office:

RIBERA DEL LOIRA, 60 MADRID

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**ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED PUBLIC LIMITED COMPANIES**

A OWNERSHIP STRUCTURE

A1 Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

No
Yes

Date of the last modification of the share capital	Share capital	Number of shares	Number of voting rights (not including additional loyalty-attributed votes)
01/10/1999	1,270,502,540.40	1,058,752,117	1,058,752,117

Indicate whether there are different classes of shares with different associated rights:

Yes No

A2 List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% of voting rights attached to the shares (including votes for loyalty)		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
ENEL, S.P.A.	0.00	70.10	0.00	0.00	70.10

Breakdown of the indirect holding:

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attached to the shares (including votes for loyalty)	% of voting rights through financial instruments	% of total voting rights
ENEL, S.P.A	ENEL IBERIA SRL	70.10	0.00	70.10

Indicate the most significant changes in the shareholder structure during the year:

A3 Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name or company name of director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Mr JUAN SÁNCHEZ-CALERO GUILARTE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mr FRANCESCO STARACE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mr JOSE DAMIAN BOGAS GALVEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ms MARÍA EUGENIA BIETO CAUBET	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mr IGNACIO GARRALDA RUIZ DE VELASCO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	0.00	0.02	0.00	0.00	0.02	0.00	0.00
Mr ALBERTO DE PAOLI	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors	
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Observations
<p>Mr Juan Sánchez-Calero Guilarte: 372 shares. Mr Francesco Starace: 10 shares. Mr José D. Bogas Gálvez: 2,374 direct shares and 6,000 indirect shares through a natural person related to the Director Mr Maria Eugenia Bieto Caubet: 19 shares Mr Alberto de Paoli: 10 Mr Ignacio Garralda Ruíz de Velasco: 30,471 indirect shares through MANILA INVERSIONES GLOBALES SICAV, S.A. (Manila investments) Mrs Alicia Koplowitz y Romero de Juseu: 220,000 indirect shares through MORINVEST, SICAV, S.A.</p>

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Breakdown of the indirect holding:

Name or company name of director	Name or company name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights	<u>From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote</u>
Mr IGNACIO GARRALDA RUIZ DE VELASCO	MANILA INVERSIONES GLOBALES SICAV, S.A.	0.00	0.00	0.00	0.00
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	MORINVEST SICAV, S.A.	0.02	0.00	0.02	0.00

List the total percentage of voting rights represented on the board:

% of total voting rights represented on the Board of Directors	0.02
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A.4 If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:

Name or company name of related party	Nature of relationship	Brief description
ENEL IBERIA SRL, ENDESA, S.A.	Corporate	Enel, S.p.A owns 100% of the shares of Enel Iberia, SRL.

A5 If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Nature of relationship	Brief description
ENDESA X SERVICIOS, S.L.U.	Corporate	ENDESA X SERVICIOS, S.L.U. (95%) and Enel Sole, S.r.L. (5%) (Subsidiary of the Enel Group) are partners in the Abarán JV.

- A.6 Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
Mr FRANCESCO STARACE	ENEL, S.P.A.	ENEL, S.P.A.	Mr Starace is one of the four proprietary directors representing Enel; Vice-Chairman of Endesa S.A., he is also Chief Executive Officer and Managing Director of ENEL, S.p.A. . Chairman of the Board of Directors of ENEL IBERIA, S.R.L.
Mr JOSE DAMIAN BOGAS GALVEZ	ENEL, S.P.A.	ENEL IBERIA SRL	Mr Bogas, Chief Executive Officer of Endesa, S.A. was appointed to his current position with The Enel Company as he was the controlling shareholder; he is also IBERIA COUNTRY MANAGER FOR THE ENEL GROUP, director of ENEL IBERIA, S.R.L., sole administrator of ENDESA RED, S.A., Chairman of ENEL GREEN POWER ESPAÑA, S.L. and joint administrator of ENDESA GENERACIÓN II.
Mr ANTONIO CAMMISECRA	ENEL, S.P.A.	ENEL, S.P.A.	Mr Cammiscecra is one of Enel's four representative proprietary directors; he is also Sole Administrator of Global Infrastructure and Networks S.r.l. and Manager of the Global Infrastructure and Networks Division in the Enel Group.
Ms MARIA PATRIZIA GRIECO	ENEL, S.P.A.	ENEL, S.P.A.	Ms Grieco is one of the four proprietary directors, representing Enel.
Mr ALBERTO DE PAOLI	ENEL, S.P.A.	ENEL, S.P.A.	Mr De Paoli is one of the four proprietary directors, representing Enel; he is also General Manager - Administration, Finance and Control in ENEL. S.p.A.

- A.7. Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Corporate Enterprises Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes No

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes No

Parties to the concerted action	% of share capital concerned	Brief description of the concerted action	Expiry date of the concert, if any

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

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A.8 Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:

Yes No

Name or company name
ENEL IBERIA SRL

Enel S.p.A. participates entirely in Enel Iberia, S.R.L.

A.9 Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
162,458		0.02

Observations
<p>The Board of Directors of ENDESA, S.A. has agreed on two occasions (28 September 2020 and 19 October 2021) to undertake two temporary share repurchase programmes, with the aim of covering the long-term Variable Remuneration Plan entitled "Strategic Incentive Plan for 2020-2022" and "Strategic Incentive Plan for 2021-2023", which include the award of shares as part of the payment.</p> <p>Both programmes are managed and were implemented by Exane, S.A. ("Exane BNP Paribas"), this was in accordance with Delegated Regulation (EU) 2016/1052 of the Commission, supplementing Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April.</p> <p>On 31 December, the shares that are included as part payment for the Strategic Incentive for 2020-2022 and 2021-2023 have not yet been delivered, so the accumulated number of own shares and the percentage of share capital represented are detailed below:</p> <p>Cumulative number of shares: 162,458</p> <p>Cumulative percentage of share capital: 0,015%</p>

(*) Through:

Name or company name of direct shareholder	Number of direct shares
No data	

A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

At the General Shareholders' Meeting held on 5 May 2020, an Authorisation was agreed for the Company to acquire its own shares, directly or through its subsidiaries:

I. To revoke and render void the authority for the derivative acquisition of shares of the Company granted by the General Shareholders' Meeting held on 27 April 2015.

II. To again authorise the Board of Directors, with express power of substitution, for the derivative acquisition of own shares, as well as the preferential subscription rights thereof, in accordance with article 146 of the Corporate Enterprises Act, under the following conditions:

a) Acquisitions may be made through sales/purchase transactions, permutation or any means legally accepted, either directly by the Company itself, by the companies in its group, or by an intermediary person, up to the maximum figure permitted by Law.

b) Acquisitions shall be made at a minimum price per share of its par value and a maximum price equivalent to its market price at the time it is acquired.

c) The term of this authorisation shall be five years.

d) As a result of the acquisition of shares, including those that the Company or the person acting in his/her own name but on behalf of the Company had previously acquired and had in its portfolio, the resulting value of the equity may not fall below the amount for the share capital plus the legally or statutorily unavailable reserves, all in accordance with the provisions of letter b) of article 146.1 of the Corporate Enterprises Act.

The authorisation also includes the acquisition of shares which, where applicable, are to be delivered directly to the employees and the directors of the Company or its subsidiaries, as a result of exercising any stock option rights they may hold.

A.11 Estimated float:

	%
Estimated float	29.90

A.12 Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

Yes

No

A.13 Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

Yes

No

If so, explain the measures approved and the terms under which such limitations would cease to apply:

Explain the measures approved and the terms under which such limitations would cease to apply

A.14 Indicate whether the company has issued shares that are not traded on a regulated EU market.

Yes

No

If so, indicate each share class and the rights and obligations conferred.

B GENERAL SHAREHOLDERS' MEETING

B.1 Indicate whether there are any differences between the minimum quorum regime established by the Spanish Corporate Enterprises Act for General Shareholders' Meetings and the quorum set by the company, and if so give details.

Yes No

B.2 Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Corporate Enterprises Act and, if so, give details:

Yes No

B.3 Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

Pursuant to Article 25 of the Bylaws, in order for an Annual or Special Shareholders' Meeting to validly resolve the amendment to the Corporate Bylaws, at the first call, shareholders representing at least 50% of the subscribed voting capital should be present. At the second call, 25% of the capital should be represented.

B.4 Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

Date of general meeting	Attendance data				Total
	% physical presence	% present by proxy	% distance voting		
			Electronic voting	Other	
12/04/2019	70.11	15.50	0.00	0.14	85.75
Of which float:	0.01	15.50	0.00	0.14	15.65
05/05/2020	70.12	15.05	0.00	0.16	85.33
Of which float:	0.02	15.05	0.00	0.16	15.23
30/04/2021	70.10	15.29	0.00	0.20	85.59
Of which float:	0.00	15.29	0.00	0.20	15.49

Observations

The 2020 and 2021 General Shareholders' Meetings were held exclusively electronically as a result of the health crisis caused by COVID-19. Telematic attendance data are included as a % of physical presence, since the table does not differentiate between physical and telematic attendance, and for the purposes of participation, telematic attendance should be considered the same as physical attendance.

B.5 Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason.

Yes No **X**

B.6 Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

Yes **X** No

Number of shares required to attend General Meetings	100
Number of shares required for voting remotely	

Observations
<p>Since the amendment of the Bylaws and the Meeting Regulations, at the General Shareholders' Meeting of 5 May 2020, Endesa required those physically attending the General Shareholders' Meeting to hold at least one hundred shares. However, this limitation will not apply to telematic attendance (which for participation purposes is equivalent to physical attendance). Furthermore, shareholders holding fewer than one hundred shares may vote remotely or delegate their representation to a shareholder with the right to attend, or they may group together with other shareholders who are in the same situation until they accumulate the necessary shares, and the grouped shareholders need to confer representation on one of them.</p> <p>This special feature was introduced into the General Shareholders' Meeting Regulations in 2020, in order to facilitate and simplify the organisation of General Meetings from a logistical point of view and to promote their sustainability, favouring telematic attendance, remote participation and promoting a reduction in the number of shareholders who physically attend General Meetings.</p> <p>This modification is in line with the conclusions of the report of the Committee of Experts with regard to Corporate Governance created by Agreement of the Council of Ministers on 10 May 2013 that, with regard to the right to attend the General Meetings and as established in the Corporate Enterprises Act, it was proposed to limit to 1,000 shares the maximum number that could be required to attend the general meetings of listed companies in person. The Group of Experts pointed out that in practice and considering that the shares owned by the shareholder can be added to the representations he/she obtains, this limit does not constitute a barrier to the exercise of the right of attendance.</p>

B.7 Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting.

Yes No **X**

B.8 Indicate the address and manner of access on the company's website to information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

<p>The address of the Company's website is www.endesa.com - From the main page of the website you can access the content for "Corporate Governance" in the "Shareholders and Investors" section</p>
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- On the main page of the website, from the time the Meeting is called and until it is held, there is a banner with direct access to the contents of the Shareholders' Meeting.

Outside the Meeting period, information on General Meetings can be accessed through two channels:

- Shareholders and Investors- Corporate Governance- General Meetings
- Shareholders and Investors- For Investors- Upcoming Events for Investors- Event History- More information about General Meetings

C STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors established in the articles of incorporation and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	9
Number of directors set by the general meeting	11

C.1.2 Complete the following table on Board members:

Name or company name of director	Representative	Category of director	Position on the board	Date first appointed	Date of last appointment	Election procedure
Mr JUAN SÁNCHEZ-CALERO GUILARTE		Independent	CHAIRMAN	12/04/2019	12/04/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Mr FRANCESCO STARACE		Proprietary Director	VICE CHAIRMAN	16/06/2014	23/04/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Mr JOSE DAMIAN BOGAS GALVEZ		Executive	DIRECTOR DELEGATE	07/10/2014	23/04/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Ms MARÍA EUGENIA BIETO CAUBET		Independent	DIRECTOR	05/05/2020	05/05/2020	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Mr ANTONIO CAMMISECRA		Proprietary Director	DIRECTOR	27/09/2019	05/05/2020	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Mr IGNACIO GARRALDA RUIZ DE VELASCO		Independent	DIRECTOR	27/04/2015	12/04/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Ms PILAR GONZALEZ DE FRUTOS		Independent	DIRECTOR	05/05/2020	05/05/2020	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Ms MARÍA PATRIZIA GRIECO		Proprietary Director	DIRECTOR	26/04/2017	23/04/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU		Independent	DIRECTOR	05/05/2020	05/05/2020	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Mr FRANCISCO DE LACERDA		Independent	DIRECTOR	27/04/2015	12/04/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT
Mr ALBERTO DE PAOLI		Proprietary Director	DIRECTOR	04/11/2014	12/04/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT

Total number of directors	<u>11</u>
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Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

Name or company name of director	Category of the director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office
Mr MIQUEL ROCAJUNYENT	Independent	26/04/2017	30/04/2021	AUDIT AND COMPLIANCE COMMITTEE	NO
Mr ALEJANDRO ECHEVARRIA BUSQUET	Independent	26/04/2017	30/04/2021	APPOINTMENTS AND REMUNERATION COMMITTEE	NO

Reason for cessation when this occurs before the end of the term of office and other observations; information on whether the director has sent a letter to the remaining members of the board and, in the case of cessation of non-executive directors, explanation or opinion of the director dismissed by the general meeting
Mr Roca and Mr Echevarría were appointed to the Board of Directors on 25 June 2009, both as independent directors. At the General Shareholders' Meeting of 30 April 2021, their terms as members of Endesa's Board of Directors ended and, in accordance with art. 529 duodecies of the Corporate Enterprises Act, as twelve years had transpired since their first appointment, their renewal as independent directors was impossible. This is why the Board of Directors of the Company at the General Shareholders' Meeting that was held on 30 April 2021 did not propose the renewal of Mr Roca and Mr Echevarría.

C.1.3 Complete the following tables on the members of the Board and their categories:

EXECUTIVE DIRECTORS

Name or company name of director	Post in organisation chart of the company	Profile
Mr JOSE DAMIAN BOGAS GALVEZ	CHIEF EXECUTIVE OFFICER	Born in Madrid in 1955. Industrial Engineer at ICAI (1978). Iberia Country Manager for the Enel Group. Chairman of Enel Green Power España, S.L., Joint Administrator of Endesa Generación II, Director of Enel Iberia S.R.L., Director of the Operator for the Iberian Energy Market - Polo Español, S.A. Member of the Board of Directors of AELEC, Honorary Vice-Chairman and member of the Board of Directors of the Spanish Energy Club, Member of the Board of Trustees and Vice-Chairman of the Endesa Foundation, Member of the Governing Board of APD, Member of the Board of Trustees of the Seres Foundation, Member of the Board of Trustees of the Integra Foundation, Member of the Board of Trustees of the Teatro Real Foundation, Member of the Board of Trustees of the ProCnic Foundation, Member of the Board of Trustees of AGFITEL, Member of the Spanish Council of INSEAD, Member of the International Advisory Board of Business Policy at the San Telmo International Institute.

Total number of executive directors	1
Percentage of Board	9.09

EXTERNAL PROPRIETARY DIRECTORS

Name or company name of director	Name or company name of the significant shareholder represented by the director or that nominated the director	Profile
Mr FRANCESCO STARACE	ENEL, S.P.A.	Born in Rome in 1955. Nuclear Engineer at the Polytechnic University of Milan. Chief Executive Officer and Managing Director of Enel, S.p.A., Vice-Chairman of Endesa, S.A., Chairman of Enel Iberia, Board Confindustria and member of the General Council. Member of the WEF International Business Council, member of the Global Commission to End Energy Poverty, at the invitation of the Rockefeller Foundation, Member of "GLOBAL INVESTORS FOR SUSTAINABLE DEVELOPMENT" ALLIANCE - GISD, Chairman of SEforALL, "Sustainable Energy 4 All", member of the "Multi-stakeholder Platform on the Implementation of the Sustainable Development Goals in the EU", Co-Chairman of the WEF "Net Zero Carbon Cities - Systemic Efficiency Initiative", Co-Chairman of the European Clean Hydrogen Alliance Round Table on "Renewable and low-carbon hydrogen production, member of the WEF Alliance of CEO climate leader
Mr ALBERTO DE PAOLI	ENEL, S.P.A.	Born in Pavia in 1965. Degree in Economics from La Sapienza University in Rome. General Manager - Administration, Finance and Control at ENEL S.p.A.
Ms MARIA PATRIZIA GRIECO	ENEL, S.P.A.	Born in Milan in 1952. Degree in Law from the University of Milan. Chairperson of the Board of Directors of Banca Monte dei Paschi di Siena, Independent Director of Ferrari N.V., Independent Director of Amplifon S.p.A., Vice-Chairperson and member of the Board of Directors of Assonime, Director of Bocconi University, Chairperson of the Italian Governance Committee.
Mr ANTONIO CAMMISECRA	ENEL, S.P.A.	Born in Naples in 1970. Degree in Mechanical Engineering Federico II University of Naples (1996) and MBA Business Economics and Economics SDA Bocconi, Milan (2004). Sole Administrator of Global Infrastructure and Networks S.r.l. and Manager of the Global Infrastructure and Networks Division at the Enel Group.

Total number of proprietary directors	4
Percentage of Board	36.36

Observations

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of director	Profile
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	Born in Madrid in 1954. She studied at the French Lyceum in Madrid completing her training with a number of Courses in Economics and Fine Arts in Spain and Europe. Sole Administrator of the Omega Capital Group, Chairperson of Morinvest SICAV, Chairperson of the Alicia Koplowitz Foundation, Director of Grupo Omega companies (Omega Capital, S.L, Tikhap Kwarp. S.L.O, Fonsagrada, S.L., Landis Inversiones, S.L. Vesdor, Bell Capital S.L., Alphavile 2002 Inversiones, S.L., Feynman Capital, S.L., Sikeir. S.L., Alpalharo, S.A.O, Leyton Investments, S.L., Loyalty Square. S.L., Darrow Capital, S.A., Lacillo, S.L., Fongadea Recoletos 7-9,S.L., Hospes Hoteles, S.L., Castellana Veintiocho, S L.U., Rustica La Aljabara, S.L.O, Omega Gestion De Inversiones, S.G.I.I.C.,S A., Equitybox, S R.S.A.O, Komar Investmente. Inc., - Gemoa, Inc., Proherre Internacional., Lda., Nepa, S.R.L., Hospes Hoteles, S.L., Morinvest Sicav, S.A., Fermat 2006, Sicav, S.A., Arca Select Sicav, S.A. Life Chairperson of the Alicia Koplowitz Foundation, Protective Partner of the Association of Scientists in Mental Health of Children and Adolescents "Alicia Koplowitz Foundation", Honorary Academician at the Royal Academy of Fine Arts of San Fernando, Patron of the Princess of Asturias Foundation, Member of the Royal Board of Trustees of the Prado National Museum, Patron of the Culture Advisory Council of the La Caixa Banking Foundation, member of the Council of the Central Union of Arts Décoratifs "UCAD", Honorary Member of the Guggenheim Museum in Bilbao, member of the European Advisory Board of Christie's, member of the Council of the Peres Centre for Peace in the Middle East, patron of the SHE Foundation, created by Dr Valentín Fuster, Patron of the Friends of the Prado Museum Foundation, Honorary Member of the Spanish Society of Psychiatry and International Ambassador for The Feuerle Collection.
Ms PILAR GONZÁLEZ DE FRUTOS	Born in Segovia in 1956. Degree in Law from the Autonomous University of Madrid (UAM). State Insurance Inspector specialising in financial regulation and supervision. Chairperson of Unespa, member of the Board of Directors of MARKTEL, S.A., member of the Advisory Committee of the National Securities Market Commission (CNMV), member of the Insurance Advisory Board of the Ministry of Economy of Spain, Member of the Executive Committee and the Board of Directors of the Spanish Confederation of Business Organisations (CEOE). Vice-Chairperson of CEOE, Chairperson of the Fiscal Commission and the Internal Regime Commission, member of the Committee on Economics and Financial Policy, member of the Strategic Board of Insurance Europe, member of the Board of Directors of the Institute of Economic Studies (IEE), member of the Board of Directors of the Spanish Institute of Financial Analysts - Fundación de Estudios Financieros.
Mr IGNACIO GARRALDA RUIZ DE VELASCO	Born in Madrid in 1951. Degree in Law from the Universidad Complutense de Madrid (1974), Collegiate Broker of Commerce and Exchange and Stock Exchange Agent and Notary (On leave). Chairman and Chief Executive Officer of Mutua Madrileña Automovilista, Chairman of the Mutua Madrileña Foundation, Patron of the ProReal Academia Española Foundation, Patron of the Reina Sofía Museum, Patron of the Princess of Asturias Foundation, Patron of the Ayuda contra la Drogadicción Foundation

Mr JUAN SÁNCHEZ-CALERO GUILARTE	Born in 1956 (Rome). Degree in Law, Doctor of Law and University Professor. Chairman of Endesa and the Endesa Foundation, Partner of the Sánchez-Calero Law Firm, and Professor of the University of Commercial Law at the Faculty of Law of the Universidad Complutense in Madrid, Director Inversiones Buen Suceso, S.A. Member of the Board of the Faculty of Law UCM. Other positions on the Board of Trustees, as the representative of Endesa, S.A. and Endesa Foundation: Pro CNIC Foundation, Pro RAE Foundation, Ayuda contra la Drogadicción Foundation, Princesa de Asturias Foundation, Aspen Institute Spain Foundation, Princesa de Girona Foundation and Mujeres por África Foundation.
Ms MARÍA EUGENIA BIETO CAUBET	Born in Barcelona in 1950. Degree in Business Studies and Master in Business Management, ESADE, Diploma in Advanced Studies, ESADE-Ramón Llull University, PhD from Ramon Llull University. Professor of the Department of General Management and Strategy at ESADE since 1997 and Manager of ESADE Women Initiative, Vice-Chairperson of the Catalan Coordinator of Foundations, Mentor for the Promociona Programme, promoted by CEOE, designed for Business Directives, Chairperson of the ESADE Alumni WE (Women Empowerment) Club, Vice-Chairperson of the ESADE Senior Alumni Club. Administrator for the Círculo del Liceo de Barcelona, Vice-Chairperson of the Catalan Coordinator of Foundations, Member of the Board of Trustees of the Loyola University of Andalusia, Member of the Board of Trustees of the SM Foundation, Member of the Board of Trustees of Acció Solidaria contra l'Atur, Member of the Board of Trustees of the Climent Guitart Foundation, Member of the Control and Monitoring Committee and Asepeyo, Member of the International Advisory Boards of the University of St. Gallen, Switzerland, Fundagao Getulio Vargas EBAPE, Brazil, SKEMA Business School, France and School of Economics and Management of the University of Lisbon, Portugal, Member of the International Cooperation Jury of the Princess of Asturias Awards, Collaborates as an accreditor with AACSB and EFMD, the two benchmark international quality accreditation agencies in the business school sector, EFMD (European Foundation for Management Development)
Mr FRANCISCO DE LACERDA	Born in Lisbon (Portugal) in 1960. Degree in Business Administration and Management, Portuguese Catholic University (1982). International Directors Programme - Certified, INSEAD. Member of the Portuguese Group of the Trilateral Commission, Member of the Maturity Committee of Pharol SGPS, member of the Board of Directors of Imagegate Lda and member of the Board of Directors of Ventos Cuidadosos Lda.

Total number of independent directors	6
Percentage of Board	54.55

Observations

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name or company name of director	Description of the relationship	Reasoned statement
Mr IGNACIO GARRALDA RUIZ DE VELASCO	Contracting with Mutua Madrileña of the 2022 policy for Endesa's leasing fleet, with a premium of up to 2.3 million euros. The Director of Endesa, Mr Ignacio Garralda is Executive Chairman of Mutua Madrileña. Contracting this policy with Mutua Madrileña cannot be technically considered to be a related-party transaction between Endesa and the Director Mr Garralda for commercial purposes, since in accordance with paragraph 1 of Article 529 vicies, of the LSC and with paragraphs 9 and 11 of International Accounting Standard number 24, the Mutual society is not a party linked to Endesa, since Mr Garralda does not have control of Mutua or Endesa, therefore, operations that Endesa undertake with Mutua do not constitute a related-party transaction under the terms of the Corporate Enterprises Act	The contracting operation with Mutua Madrileña for the 2022 policy for Endesa's leasing fleet is ordinary; the provision of the service takes place under market conditions, as seen in the report issued by an independent expert; furthermore, in accordance with international criteria for good corporate governance practices, the amount is not significant or material, since these amounts are much less than 1% of the revenues or turnover for both companies.

OTHER EXTERNAL DIRECTORS

Identify the other external directors, indicate the reasons why they cannot be considered either proprietary or independent, and detail their ties with the company or its management or shareholders:

Name or company name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile
No data			

Total number of other external directors	N/A
Percentage of Board	N/A

Observations

Indicate any changes that have occurred during the period in each director's category:

Name or company name of director	Date of change	Previous category	Current category
No data			

Observations

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	Year n	Year n-1	Year n-2	Year n-3	Year n	Year n-1	Year n-2	Year n-3
Executive					0.00	0.00	0.00	0.00
Proprietary	1	1	1	1	25.00	25.00	25.00	25.00
Independent	3	3	1	1	50.00	37.50	16.66	20.00
Other External					0.00	0.00	0.00	0.00
Total:	4	4	2	2	36.36	30.77	18.18	18.18

Observations

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the policy that they have implemented in relation to gender diversity.

Yes No Partial policies

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been applied, and results achieved

On 10 November 2015, the Board of Directors approved the Policy for the Selection of Candidates for Directors of Endesa, S.A. and the Diversity of its Members (last updated on 21 December 2020), the purpose of which was to ensure that proposals for the appointment or re-election of directors are based on a prior analysis of the skills and abilities required by the Board of Directors, the Audit and Compliance Committee, the Appointments and Remuneration Committee and the Sustainability and Corporate Governance Committee.

The final objective of this process is the integration of professional and managerial experience and skills, as well as the promotion of diversity of knowledge, experience, culture, nationality and gender, thus complying with Endesa's commitment to the diverse composition of its highest governing body right from the initial phase of selection for potential candidates. Specifically and with regard to gender diversity, the selection policy for Directors promotes the objective that the number of female directors will represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, whilst it will not be less than 30% before that. In order to promote gender diversity in senior management, Endesa's succession plans require that at least half of the candidates should be women.

In accordance with the Policy, the Appointments and Remuneration Committee analyses the candidacies for directors, taking into account the technical skills required by the Board of Directors and the requirements that, individually and as a whole, the members of the board's internal committees should meet, taking into account factors that include the company's strategic objectives, the commitment required to perform in the position and any conflicts of interest. Specifically, the Appointments and Remuneration Committee assesses the technical-professional skills required with regard to economic-financial and non-financial matters, accounting, auditing, internal control and management of both financial and non-financial risks for the business, human resources, sustainability and corporate governance. Once this preliminary analysis has been completed, it subsequently makes a proposal or report with regard to the appointment, ratification or re-election of directors based on the results of an objective, verifiable and transparent selection process, which in turn is based on a study of the skills and abilities required by the Board of Directors and its Committees, as a whole.

For the purpose of verifying the application of the Policy, it should be noted that:

- The Appointments and Remuneration Committee analysed the size of the Board of Directors, the profile of the Directors, dedication and gender diversity, the age and seniority of the members of the Board, as well as their nationality. See details in Annex H1.

Endesa is firmly convinced that diversity in all its facets and at all levels of its professional team, is an essential factor in ensuring the Company's competitiveness and a key element in a corporate governance strategy that favours a critical attitude, as well as members having different points of view, different positions and the ability to analyse both positive and negative aspects.

For all these reasons, the Committee considers the diversity of the Board of Directors to date to be appropriate.

C.1.6 Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women.

Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

Explanation of measures
<p>The measures that Endesa's Appointments and Remuneration Committee has taken to ensure that the selection procedures do not suffer from implicit biases that hinder the selection of Female Directors and to encourage the company to have a significant number of senior female managers include the following:</p> <ul style="list-style-type: none"> - Gender diversity in the Board: The "Policy for selecting candidates for the Board and the diversity of its members" promotes the objective that the number of female directors will represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, whilst it will not be less than 30% before that. In the analysis made by the Appointments and Remuneration Committee on the verification of compliance with the Policy for the selection of candidates for directors in 2021, it was concluded that compliance with the new objective of 40% of women on the Board in 2022, assuming the renewal of all the members whose mandate ends at the next Meeting, would require that the membership of the Board be expanded and that the appointment of a woman should be proposed. - Gender diversity in senior management: In order to promote gender diversity in senior management, and as determined in the "Policy for the selection of candidates for Director and diversity of its members", Endesa requires that at least half of the candidates in the succession plans to senior management should be women.

If in spite of any measures adopted there are few or no female directors or senior managers, explain the reasons for this:

Explanation of reasons
<p>The percentage of female Senior Managers in the consolidated Endesa workforce represents 12.5% of Senior Management, in Endesa, S.A. the percentage of women in senior management amounts to 16.67%.</p> <p>To understand the inequality in positions of responsibility, factors such as the historical gender composition of the Company, due to historical cultural and sociodemographic factors, the industrial character of the Company, and the low turnover rate in the workforce should be taken into account. However, the figures show the progressive increase of women in the workforce every year, which increases the proportion with regard to the total number of workers. This is important and demonstrates the Company's firm commitment to gender diversity, even with all the difficulties that this entails in the energy sector as a result of a shortage of women with technical profiles. On 31 December 2021, Endesa had 9,518 employees, of whom 2,434 were women (25.6% compared to 24.6% in 2020).</p> <p>It should also be pointed out that of the total of 279 positions of responsibility or "Managers", a position that is normally occupied as a previous step to senior management, 20.4% were women (19.8% in 2020). In order to promote gender diversity in senior management, it will be a requirement that in succession plans at least half of the candidates should be women.</p>

C.1.7 Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

At a meeting on 21 December 2021, the Appointments and Remuneration Committee verified compliance with Endesa's Director Selection Policy, and considered that the composition of the Board of Directors, in terms of the number of members, structure, and experience and professional skills of its members, is currently considered appropriate to the needs of the Company and in accordance with the best corporate governance practices.

In 2021, no procedure was developed for the selection of new candidates to become Directors.

Mr Roca and Mr Echevarría were appointed to the Board of Directors on 25 June 2009, both as independent directors. At the General Shareholders' Meeting of 30 April 2021, their terms as members of Endesa's Board of Directors ended and, in accordance with art. 529 duodecies of the Corporate Enterprises Act, as twelve years had transpired since their first appointment, their renewal as independent directors was impossible. This is why the Board of Directors of the Company at the General Shareholders' Meeting that was held on 30 April 2021 did not propose the renewal of Mr Roca and Mr Echevarria.

The appointments made on the Board of Directors' Committees were based on the prior analysis of the responsibilities required by those Committees, and favoured diversity of knowledge, experience, age and gender.

In the analysis made by the Appointments and Remuneration Committee on the verification of compliance with the Policy for the selection of candidates for directors in 2021, it was concluded that compliance with the new objective of 40% of women on the Board in 2022, assuming the renewal of all the members whose mandate ends at the next Meeting, would require that the membership of the Board be expanded and that the appointment of a woman should be proposed.

C.1.8 If applicable, explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name or company name of shareholder	Reason
No data	

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request proprietary directors have been appointed. If so, explain why the requests were not granted:

Yes No

Name or company name of shareholder	Explanation

C1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
JOSE DAMIAN BOGAS GALVEZ	On 7 October 2014, the Board of Directors delegated to the Chief Executive Officer each and every one of the powers and responsibilities of the Board of Directors that are delegable by law or under the company's bylaws.

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or company name of director	Company name of the group entity	Position	Does the director have executive powers?
Mr JOSE DAMIAN BOGAS GALVEZ	ENDESA GENERACIÓN II	Joint administrator	NO
Mr JOSE DAMIAN BOGAS GALVEZ	ENDESA RED, S.A.	Single Administrator	NO
Mr JOSE DAMIAN BOGAS GALVEZ	ENEL GREEN POWER ESPAÑA, S.L.	Chairman	NO

Observations

C1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	OMEGA CAPITAL, S.L.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	PATRON OF THE FRIENDS OF THE PRADO MUSEUM FOUNDATION	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	PATRON OF THE PRINCESS OF ASTURIAS FOUNDATION	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	PATRON OF THE SHE FOUNDATION	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	MEMBER OF THE ROYAL BOARD OF TRUSTEES OF THE MUSEO NACIONAL DEL PRADO	SINGLE ADMINISTRATOR
Ms PILAR GONZÁLEZ DE FRUTOS	MARKTEL, S.A.	DIRECTOR
Ms PILAR GONZÁLEZ DE FRUTOS	UNESPA	CHAIRMAN
Mr IGNACIO GARRALDA RUIZ DE VELASCO	MUTUA MADRILEÑA FOUNDATION	CHAIRMAN
Mr IGNACIO GARRALDA RUIZ DE VELASCO	MEMBER OF THE HELP AGAINST DRUG ADDICTION FOUNDATION	SINGLE ADMINISTRATOR
Mr IGNACIO GARRALDA RUIZ DE VELASCO	MEMBER OF THE PRINCESS OF ASTURIAS BOARD OF TRUSTEES	SINGLE ADMINISTRATOR
Mr IGNACIO GARRALDA RUIZ DE VELASCO	MUTUA MADRILEÑA	CHAIRMAN-CHIEF EXECUTIVE OFFICER

Mr IGNACIO GARRALDA RUIZ DE VELASCO	PATRON OF THE PRO-ROYAL SPANISH ACADEMY FOUNDATION	SINGLE ADMINISTRATOR
Mr IGNACIO GARRALDA RUIZ DE VELASCO	PATRON OT THE REINA SOFIA MUSEUM	SINGLE ADMINISTRATOR
Mr JUAN SÁNCHEZ-CALERO GUILARTE	REPRESENTATIVE OF ENDESA AND ENDESA FOUNDATION AT THE ASPEN INSTITUTE ESPAÑA FOUNDATION	DIRECTOR'S REPRESENTATIVE
Mr JUAN SÁNCHEZ-CALERO GUILARTE	REPRESENTATIVE OF ENDESA AND ENDESA FOUNDATION AT THE MUJERES POR ÁFRICA FOUNDATION	DIRECTOR'S REPRESENTATIVE
Mr JUAN SÁNCHEZ-CALERO GUILARTE	REPRESENTATIVE OF ENDESA AND ENDESA FOUNDATION AT PRINCESS OF ASTURIAS FOUNDATION	DIRECTOR'S REPRESENTATIVE
Mr JUAN SÁNCHEZ-CALERO GUILARTE	REPRESENTATIVE OF ENDESA AND ENDESA FOUNDATION AT PRINCESS OF GIRONA FOUNDATION	DIRECTOR'S REPRESENTATIVE
Mr JUAN SÁNCHEZ-CALERO GUILARTE	REPRESENTATIVE OF ENDESA AND ENDESA FOUNDATION AT THE PRO CNIC FOUNDATION	DIRECTOR'S REPRESENTATIVE
Mr JUAN SÁNCHEZ-CALERO GUILARTE	REPRESENTATIVE OF ENDESA AND ENDESA FOUNDATION AT THE PRO RAE FOUNDATION	DIRECTOR'S REPRESENTATIVE
Mr JUAN SÁNCHEZ-CALERO GUILARTE	INVERSIONES BUEN SUCESO, S.A.	SINGLE ADMINISTRATOR
Mr JUAN SÁNCHEZ-CALERO GUILARTE	SÁNCHEZ CALERO, SRLP LAW FIRM	SOLIDARY ADMINISTRATOR
Mr JUAN SÁNCHEZ-CALERO GUILARTE	ENDESA FOUNDATION	CHAIRMAN
Mr JOSE DAMIAN BOGAS GALVEZ	AGFITEL BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	ENDESA FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	INTEGRA FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	PROCNIC FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	SERES FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	TEATRO REAL FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	OP.MER IBENERGÍA-POLO ESPAÑOL, S.A.	DIRECTOR
Mr JOSE DAMIAN BOGAS GALVEZ	ENDESA RED, S.A.	SINGLE ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	ENDESA GENERACIÓN II	JOINT ADMINISTRATOR
Mr JOSE DAMIAN BOGAS GALVEZ	ENEL GREEN POWER ESPAÑA, S.L.	CHAIRMAN
Mr JOSE DAMIAN BOGAS GALVEZ	ENEL IBERIA, S.r.L.	DIRECTOR

Ms MARÍA EUGENIA BIETO CAUBET	D'ACCIÓ SOLIDÀRIA CONTRA L'ATUR BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Ms MARÍA EUGENIA BIETO CAUBET	SM FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Ms MARÍA EUGENIA BIETO CAUBET	CLIMENT GUITART FOUNDATION BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Ms MARÍA EUGENIA BIETO CAUBET	LOYOLA UNIVERSITY OF ANDALUSIA BOARD OF TRUSTEES MEMBER	SINGLE ADMINISTRATOR
Mr FRANCISCO DE LACERDA	IMAGEGATE LDA	DIRECTOR
Mr FRANCISCO DE LACERDA	VENTOS CUIDADOSOS LDA	DIRECTOR
Mr FRANCESCO STARACE	ENEL, S.P.A.	CHIEF EXECUTIVE OFFICER
Mr FRANCESCO STARACE	ENEL IBERIA SRL	CHAIRMAN
Ms MARIA PATRIZIA GRIECO	AMPLIFON S.P.A.	DIRECTOR
Ms MARIA PATRIZIA GRIECO	BANCA MONTE DEI PASCHI DI SIENA	CHAIRMAN
Ms MARIA PATRIZIA GRIECO	FERRARI N.V.	DIRECTOR
Mr ANTONIO CAMMISECRA	GLOBAL INFRASTRUCTURE AND NETWORKS, S.R.L.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	TIKHAP SWARP, S.L.U.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	LANDIS INVERSIONES, S.L.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	VESDOR, S.L.U.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	BELL CAPITAL, S.L.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	FEYNMAN CAPITAL, S.L.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	SIKEIR, S.L.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	ALPALHARO, S.A.U.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	DARROW CAPITAL, S.A.	SINGLE ADMINISTRATOR
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	MORINVEST SICAV, S.A.	CHAIRMAN
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	ALICIA KOPLOWITZ FOUNDATION	CHAIRMAN

Observations

The foundations of which Endesa's directors form part have been included; however, as the application does not allow the position to be designated as "trustee", the terms "single administrator" or "representative" have been used.

The terms "sole director" or "director's representative" have been used, as the application does not allow the position to be called "trustee".

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
Mr JUAN SÁNCHEZ-CALERO GUILARTE	LAWYER, PROFESSOR AT THE UNIVERSIDAD COMPLUTENSE IN MADRID (UCM)
Ms MARÍA EUGENIA BIETO CAUBET	PROFESSOR OF THE DEPARTMENT OF GENERAL MANAGEMENT AND STRATEGY AT ESADE, DIRECTOR OF ESADE WOMEN INITIATIVE, CHAIRPERSON OF ESADE ALUMNI WOMEN EMPOWERMENT, MEMBER OF THE CONTROL AND MONITORING COMMITTEE AT MUTUA ASEPEYO
Mr FRANCISCO DE LACERDA	MEMBER OF THE MATURITY COMMITTEE OF PHAROL SGPS
Mr ALBERTO DE PAOLI	GENERAL MANAGER - ADMINISTRATION, FINANCE AND CONTROL AT ENEL S.P.A.
Mr ANTONIO CAMMISECRA	GLOBAL MANAGER INFRASTRUCTURE AND NETWORKS ENEL, S.p.A.

Observations

C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

Yes

No

Explanation of the rules and identification of the document where this is regulated
<p>Article 10 of the Endesa Board of Directors Regulations establishes Incompatibilities for Directors and stipulates that those who belong to more than four boards of directors of listed companies, other than Endesa, S.A., or eight in total (including listed and unlisted companies) may not be directors of the Company, taking into account that membership of several boards of directors of companies of the same group will compute, for these purposes, as one for each group of companies. Furthermore, in this regard the boards of directors to which the directors may belong will not be taken into consideration in the case of companies that may present an abbreviated balance sheet and statement of changes in equity or ones that are of a patrimonial or merely instrumental nature.</p>

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros)	4,418
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	13,387
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	
Pension rights accumulated by former directors (thousands of euros)	4,203

Observations

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

Name or company name	Position(s)
Mr JUAN MARÍA MORENO MELLADO	GM. Energy Management
Mr FRANCISCO BORJA ACHA BESGA	General Secretary and Secretary of the Board of Directors and GM Legal Advice
Mr JAVIER URIARTE MONEREO	GM. Supply
Ms PATRICIA FERNÁNDEZ SALÍS	GM. Audit
Mr PABLO AZCOITIA LORENTE	GM. Resources
Mr RAFAEL GONZÁLEZ SÁNCHEZ	GM. Generation
Ms MARÍA MALAXECHEVARRÍA GRANDE	GM. Sustainability
Mr GONZALO CARBÓ DE HAYA	GM. Nuclear
Mr MANUEL MARÍN GUZMÁN	GM. ICT
Mr IGNACIO MATEO MONTOYA	GM. PROCUREMENT
Mr JOSÉ CASAS MARÍN	GM. Institutional Relations and Regulation
Mr PAOLO BONDI	GM. People and Organisation
Mr IGNACIO JIMENEZ SOLER	GM. Communications
Mr LUCA PASSA	GM. Administration, Finance and Control
Mr DAVIDE CICILIATO	GM. Enel X Iberia
Mr JOSÉ MANUEL REVUELTA MEDIAVILLA	GM. Infrastructure and Networks

Number of women in senior management	2
Percentage of total senior management	12.5

Total remuneration of senior management (thousands of euros)	9,482
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Observations
In 2021, the following terminations and recruitments took place within the company's Senior Management: - Recruitment of Mr Davide Ciciliato replacing Mr Josep Trabado as General Manager of Endesa X, who terminated in his position on 31 March 2021. - Recruitment of Mr José Manuel Revuelta Mediavilla replacing Mr Gianluca Caccialupi as General Manager of Infrastructures and Networks, who terminated in his position on 28 February 2021.

C.1.15 Indicate whether the Board regulations were amended during the year:

Yes

No

Description of amendment(s)
<p>The Board of Directors Regulations was amended on 26 July 2021 as a result of the modification of the Corporate Enterprises Act, approved by Law 5/2021, of 12 April, whose main purpose was to transpose into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council, of 17 May 2017, amending Directive 2007/36/EC with regard to the promotion of long-term shareholder involvement, as well as amending Endesa's Bylaws approved at the General Shareholders' Meeting held on 30 April 2021.</p> <p>The description of the main new features is grouped on the basis of the different titles in the Regulations:</p> <p>Title one (articles 5 and 6): General functions and responsibilities of the Board of Directors. The following have been added to the responsibilities of the administrative body in accordance with an amendment to the Corporate Enterprises Act: Following a report by the Audit and Compliance Committee, related-party transactions that are their responsibility because of the amount involved should be submitted to the General Shareholders' Meeting for approval. The General Shareholders' Meeting of Endesa will be responsible for approving those related-party transactions for which the amount or value is equal to or greater than ten per cent of total assets according to the last annual balance sheet approved by the company. In accordance with the new definition of a related-party transaction established in article 529 unvicies of the Corporate Enterprises Act, the determination of what constitutes related parties was modified to include a reference to shareholders holding ten percent or more of the voting rights or represented on the board of directors of the company and include "senior managers" as a related party. Finally, the possibility for the Board of Directors to delegate the approval of certain related-party transactions was included in the terms envisaged in the Corporate Enterprises Act, section 4 of Article 529(4) duovicies.</p> <p>Title six (Articles 21 to 25): Board of Directors Committees. As a result of the amendment of the Corporate Enterprises Act, in Article 529 duovicies, section 3, there was an amendment to section 7 of Article 23 "Audit and Compliance Committee" so as to include as a function of the Audit and Compliance Committee the function of "reporting related-party transactions to the General Shareholders' Meeting".</p> <p>There was also a technical improvement to the wording of section 7.c, article 23 that proposes to expressly include a reference to the "management report" during the process for supervising and preparing information and non-financial information as undertaken by the Audit and Compliance Committee.</p> <p>With regard to the functions attributed to the Appointments and Remuneration Committee in article 24.8, a technical improvement is proposed to include, in addition to the establishment of a representation target for the least represented gender on the Board of Directors, a "review" of the same, although in practice this responsibility is already being developed.</p> <p>Title seven (Articles 25bis to 28bis): Directors' Obligations</p> <p>Section 1 of Article 25bis, on directors' due diligence, proposes a technical improvement involving the inclusion of new wording for Article 225 of the Corporate Enterprises Act,</p>

which states that "directors shall subordinate their private interests to those of the company.

Article 28, which regulates conflict of interest, proposes the inclusion in section 3 of a reference to the exceptions to Director with a conflict of interest abstaining in favour of their participation and the application of the rule of reversal for the burden of proof. The proposal specifically states that "Directors shall refrain from participating in the deliberation and voting of agreements or decisions in which they or a person related to them have a direct or indirect conflict of interest, without prejudice to the exceptions provided for by Law with regard to related-party transactions."

Title nine (Article 30): Remuneration of Directors

It is proposed to amend Article 30 of the Board of Directors Regulations, in order to reconcile the regulatory text with the Corporate Bylaws, modified at the last General Shareholders' Meeting, and thus to include the technical improvements contained in the latter with regard to the remuneration of directors, with the ultimate aim of incorporating the possibility of assigning to the non-executive Chairman of the Board of Directors additional remuneration for his/her representational functions.

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

– Selection: The functions of the Appointments and Remuneration Committee (hereinafter ARC) include defining necessary functions and skills required of the candidates who need to fill each vacancy and assessing the time and dedication necessary for them to be able to perform their task effectively, especially ensuring that non-executive directors have sufficient time available to be able to undertake their functions correctly.

In accordance with the Company's Policy for the Selection of Candidates for Director, the ARC will base its proposals or reports for appointment, ratification or re-election on the result of an objective, verifiable and transparent selection process, which will be based on prior analysis of the skills and abilities required by the Board of Directors and its Committees as a whole, seeking the integration of different professional and managerial experiences and skills, and promoting diversity of knowledge, experience, culture, nationality and gender, taking into consideration the weighting for the different activities undertaken by Endesa and taking into account those areas or sectors that require specific promotion, such as information technologies.

In the analysis of the applications, taking into account the skills and abilities required by the Board of Directors and the requirements that individually and as a whole need to be met by the members of the internal committees of the Board, the Appointments and Remuneration Committee will assess the following:

i) The technical-professional skills and abilities of the candidates, which should take the Company's strategic objectives into account. The directors should collectively have the necessary knowledge in the businesses undertaken by the Company, with regard to aspects including economic-financial, accounting, auditing, internal control and management of both financial and non-financial risks of the business, human resources, sustainability and corporate governance.

ii) The candidates' management experience, also taking into account the context in which Endesa operates;

- iii) The commitment necessary to perform in the position, also evaluating the positions already held by candidates in other companies;
- iv) Any possible conflicts of interest;
- v) The significance of any existing or recently maintained direct or indirect commercial, financial or professional relationships by the candidates with the Company or with other companies of the Group;
- vi) Any pending proceedings against candidates, as well as criminal convictions or administrative sanctions imposed on them by the competent authorities.

In the case of those candidates for independent Director, the Appointments and Remuneration Committee should especially verify compliance with the independence requirements established by Law.

"In any case, proposals for the appointment or re-election of Directors formulated by the Board should include persons of recognised prestige who possess suitable experience and professional knowledge for the performance of their duties and who are able to assume a commitment of sufficient dedication for the performance of their tasks.

In their proposals for re-election, the Appointments and Remuneration Committee should take into account the same factors as for a new candidate, as well as assessing their performance during the time they have held the position and their ability to continue to perform satisfactorily, whilst considering the overall needs of the Board of Directors.

- Appointment, ratification and re-election: The General Shareholders' Meeting or, where appropriate, the Board of Directors, shall be responsible for appointing Board members in accordance with the provisions of the Corporate Enterprises Act and the company's Bylaws. The position of Director may be waived, revoked and subject to reappointment. A proposal for appointment, ratification or re-election of Directors that is presented by the Board of Directors to the General Shareholders' Meeting, or that is to be approved by the Board of Directors itself in the first instance, is initially proposed by the Appointments and Remuneration Committee, in the case of Independent Directors, and following a report by this Committee in the case of the directors belonging to other categories.

Directors shall hold office for four years and may be reappointed for an equal period of time. The Chairman of the Board may not remain in office beyond twelve years from the date of his/her first appointment as a Director.

- Removal: The office of director may be waived and revoked. The term of office for Directors is four years.

The General Meeting is responsible for the separation of the members of the Board of Directors. The ARC is responsible for proposing or informing with regard to the resignation or dismissal of Directors, depending on whether they are independent Directors or Directors assigned to other categories, respectively, under the following circumstances: Where there is detection of incompatibility or prohibition provided for by law or statute or in these Regulations, if the shareholder who they represent transfers their shareholding in full or reduces their shareholding or situations occur that affect them, whether or not this is related to their actions in the Company itself, and which may seriously damage the credit or reputation of the Company.

C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

Description of amendment(s)
The result of the annual self-assessment process of the functioning of the Board and its Committees in 2021 did not lead to changes in the internal organisation of the Board of Directors or its Committees, nor in the procedures applicable to their activities.

Describe the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

Description of the evaluation process and areas evaluated
<p>The self-assessment of the "Board of Directors" for 2021 was undertaken and coordinated by the Appointments and Remuneration Committee with the support of Gómez-Acebo & Pombo and the Secretary of the Board of Directors, in compliance with art. 529 nones of the LSC and recommendation number 36 of the Code of Good Governance for Listed Companies of the Spanish Securities Market Commission (CNMV) which states that the Board of Directors should hold a plenary session once a year to assess and adopt, where appropriate, an action plan to correct any deficiencies detected with regard to:</p> <ul style="list-style-type: none"> - The quality and efficiency of the operations of the Board of Directors. - The operations and composition of its committees. - Diversity in the composition and responsibilities of the Board of Directors. - The performance of the Chairman of the Board of Directors and the Chief Executive Officer. - The performance and contribution of each director, paying special attention to those responsible for the Board's different committees. <p>Monitoring the attendance of the directors at the meetings of the Board of Directors and the Committees of which they are part, as part of the assessment process and in accordance with the Committee's Regulations.</p> <p>Ensuring that the process for obtaining the opinion of the directors on the different aspects of the examination has been undertaken through the following two means, taking into account the organic relevance and availability of each of the members of the Board of Directors: Interviews and questionnaires.</p> <p>The result of the assessment process consists of three different aspects:</p> <ul style="list-style-type: none"> -Strengths and areas with room for improvement with regard to the Board of Directors, the Audit Committee, the Appointments and Remuneration Committee, the Sustainability and Corporate Governance Committee, the Chairman of the Board, the Chief Executive Officer, Chairmen of the Committees, and the Secretary of the Board of Directors. -Monitoring the 2021 Action Plan. -Maintenance of good practices in the operations of the Board and its Committees.

C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

Gómez-Acebo & Pombo does not have any conflict of interest nor are there any other circumstance that could affect their independence to undertake the assessment indicated above.
The amounts invoiced to the Endesa Group by Gómez Acebo & Pombo represent less than 1% of the Firm's turnover.

C.1.19 Indicate the cases in which directors are obliged to resign.

Directors should present and formalise their resignation from the position if they incur in any of the cases established in article 12.2 of the Board of Directors Regulations.
In this regard, Directors should make their position available to the Board when: They may incur in any of the cases of incompatibility or prohibition provided for by law or statute or in these Regulations; the shareholder whom they represent transfers his/her shareholding in full or reduces his/her shareholding. In the latter case, proprietary directors will be reduced by the corresponding number; or when there are situations that affect them, whether or not they are related to their actions in the Company itself, which may seriously harm the credit and reputation of the Company. Furthermore, the Board of Directors should not propose the separation of any independent director to the Board before the end of the statutory period for which he/she was appointed, except where there is just cause, as determined by the Board of Directors, at the proposal of the Appointments and Remuneration Committee. In particular, it should be understood that there is just cause when the director occupies new positions or contracts new obligations that prevent him/her from having enough time to perform the functions of the position of director, or substantially fails to fulfil the duties inherent in his/her position.
Where a Director terminates his/her contract before the end of the term of office, either by resignation or by agreement of the General Shareholders' Meeting, he/she should sufficiently explain the reasons for resigning or, in the case of non-executive directors, give his/her opinion on the reasons for the dismissal by the General Shareholders' Meeting in a letter to be sent to all members of the Board. Without prejudice to the fact that termination should be communicated to the Spanish Securities Market Commission, to the extent that it is relevant for investors, the reason for the termination should be reported in the Annual Corporate Governance Report including sufficient references to the reasons provided by the Director.

C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?:

Yes

No

If so, describe the differences.

Description of differences

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors.

Yes

No

Description of requirements

C.1.22 Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

Yes

No

C.1.23 Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

Yes

No

C.1.24 Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, briefly describe these rules.

In article 44 of the Company's Bylaws and article 20.2 of the Board of Directors Regulations, it states that each Director may appoint another member of the Board of Directors to represent him/her. Representation should be granted in writing and specifically for each board meeting. No director may hold more than three proxies, with the exception of the Chairman, to whom this limit is not applicable, although he may not represent the majority of the Board of Directors. Non-executive directors may only delegate their representation to another non-executive director.
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C.1.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

Number of board meetings	14
Number of board meetings held without the chairman's presence	0

Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	0
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Indicate the number of meetings held by each Board committee during the year:

Number of meetings held by the executive committee	
Number of meetings held by the audit committee	13
Number of meetings held by the nomination and remuneration committee	6
Number of meetings held by the nomination committee	
Number of meeting held by the remuneration committee	
Number of meetings held by the _____ committee	

C.1.26 Indicate the number of meetings held by the Board of Directors during the year with member attendance data:

Number of meetings at which at least 80% of the directors were present in person	14
Attendance in person as a % of total votes during the year	97.46
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	14
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	100.00

Observations

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

Yes No

Identify, if applicable, the person(s) who certified the individual and consolidated financial statements of the company for issue by the Board:

Name	Position
Mr JOSE DAMIAN BOGAS GALVEZ	Chief Executive Officer
Mr LUCA PASSA	General Manager - Administration, Finance and Control

Observations

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

The Audit and Compliance Committee performs functions of supervision and control of the processes for the preparation and presentation of financial and non-financial information, with the following specific responsibilities:

-Supervising and evaluating the process of preparing and submitting the Company's, and ENDESA's, mandatory financial and non-financial reporting and submitting recommendations or proposals to the Board of Directors with the aim of safeguarding its integrity.

a) Reviewing, analysing and commenting on an ongoing basis the financial statements and other significant non-financial information with management, internal audit, the external auditor and, where applicable, an audit firm.

b) Evaluating whether the Company has correctly applied accounting policies, taking into account the different sources of information available, and applying its own judgment to reach its own conclusions.

With regard to non-financial information, the Committee should propose to the Board of Directors the appointment of an independent verification service provider responsible for verifying the information contained in the non-financial statement. Reporting the following to the Board of Directors with regard to the clarity and integrity of the regulated financial and non-financial information that the Company needs to periodically make public, due to its status as a listed company:

a) Annual financial report consisting of the financial statements and the individual management report for the Company and its consolidated Group, reviewed by the auditor.

b) Annual non-financial statement for the consolidated Group, following a report by the Sustainability and Corporate Governance Committee.

c) Half-yearly financial report for the first six months of the financial year, consisting of a summary of the Financial Statements and an individual interim Management Report for the Company and its Consolidated Group.

d) Interim statements relating to the first and third quarters of the financial year, containing an explanation of any significant events and transactions that have taken place during the period between the beginning of the financial year and the end of each quarter, as well as an overall statement on the financial position and results of the Company and its Consolidated Group.

Supervising the effectiveness of internal controls over the Company's financial and non-financial reporting, which should include receiving reports from those responsible for internal control and internal audit and drawing conclusions on the system level of confidence and reliability, and reporting to the Board of Directors, in addition to discussing any significant weaknesses in the internal control system detected during the audit with the External Auditor. For this purpose and where appropriate, the Audit and Compliance Committee may submit recommendations or proposals to the Board of Directors and the corresponding deadline for follow-up.

-Checking that the financial and non-financial information published on the entity's website is permanently updated and coincides with that which has been prepared by the entity's administrators, and where it is obligatory to do so, that it has also been published on the CNMV website

-Ensuring that the remuneration of the External Auditor for the work done does not compromise the quality of the work or their independence, verifying the limits to the concentration of the Auditor's business.

-Supervising compliance of the audit contract, with the regular receipt of information from the External Auditor on the audit plan and the results of its execution and any other issues relating to the audit process.

-Issuing a report which expresses the opinion on the auditor's independence, in accordance with article 529 quaterdecies of the Corporate Enterprises Act.

To complete supervision, the Audit and Compliance Committee should make a final assessment of the auditor's performance and how it contributed to the quality of the audit and the integrity of the financial reporting. If, following the auditor's assessment, the Audit and Compliance Committee considers that there are concerns or unresolved aspects with regard to the quality of the audit, the Committee should assess the possibility of informing the Board of Directors and, if it is felt to be appropriate, sending confirmation of this to the supervisory bodies.

Throughout the process and in accordance with recommendation 42.2.d) of the Code of Good Governance for listed companies, and pursuant to article 33 of the Board of Directors Regulations, the Audit and Compliance Committee should maintain an objective, professional and ongoing relationship with the company's Auditor, with regard to their independence and should provide them with all the information they need to perform their task correctly. For this purpose, throughout the 2021 financial year, KPMG, S.L. appeared before the Board of Directors and the Audit and Compliance Committee a number of times to report issues including the following: -The auditor should present the following with regard to the audit for the financial year: A favourable report on the Financial Statements and Individual and Consolidated Management Reports for the year ended 31 December 2020. Furthermore and in accordance with Article 36 of the LAC, the external auditor presented and explained the content of an Additional Report to the Audit and Compliance Committee.

-Information on the work undertaken with regard to the half-yearly results. Limited review of the Financial Information for Endesa, S.A. and subsidiaries as at 30 June 2021.

-Plan of Activities for the auditor, KPMG, in 2021.

C.1.29 Is the secretary of the Board also a director?

Yes

No

If the secretary is not a director, complete the following table:

Name or company name of the secretary	Representative
Mr FRANCISCO BORJA ACHA BESGA	
Observations	

C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the

independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

In accordance with the provisions of article 51 of the Company's Bylaws, and the Regulations of the Audit and Compliance Committee, the Audit and Compliance Committee (hereinafter CAC) is responsible for supervising the independence of the auditor, which involves verifying the following:

- The relationship with the external auditors to receive information on those issues that may pose a threat to their independence, to be considered by the Committee, and any others relating to the audit process, and where applicable, the authorisation of services other than those that are prohibited, in the terms contemplated in the applicable regulations governing the independence regime.

- Submitting proposals for the selection, appointment, re-election and replacement of the auditor to the Board of Directors, taking responsibility for the selection process, in accordance with the provisions of the applicable regulations, as well as the contract conditions and regularly collecting from the auditor information with regard to the audit plan and its execution, as well as preserving his independence in the exercise of his functions.

This is why in 2018, in accordance with the Technical Guide on audit commissions for public-interest entities declared by the CNMV, the Committee approved a procedure in which the criteria or parameters to be assessed were specified for the selection of the auditor from a sufficient number of auditors and audit firms invited to participate by the audit committee itself.

- After evaluating any threats to independence and the safety measures applied by the auditor, the CAC will authorise the contracting of an External Auditor for the provision of services other than auditing to the Company, the parent company or the companies it controls, and these should not be any services prohibited under current legal regulations.

With regard to this, in January 2019 it approved a policy for the provision of services other than audit and the relationship with the auditor that included criteria for factors that his performance, the prohibition of providing certain services by the auditor and the approval of the provision of services other than account auditing and the establishment of limits on the fees to be received by the auditor for services other than audits, all in accordance with the provisions of European and Spanish legislation.

To ensure the independence of the external auditor and in accordance with the policy for the provision of services other than audit and relationship with the auditor, the CAC undertook the following in 2021:

- In a session on 22 February 2021 prior to issuing a report on the audit of the financial statements, and in accordance with article 529 quaterdecies of the Corporate Enterprises Act, Technical Guide 3/2017 of the Spanish Securities Market Commission (CNMV) and the Policy for the Provision of Services Other than audit and Relationship with the Auditor of Endesa's accounts, it approved a Report expressing its opinion on the independence of the auditor. The above-mentioned report concluded that the additional services provided in 2020 by KPMG and the network with which it operates in Endesa, S.A. and the Companies of its Group, do not compromise the independence of the auditing company in question, to the best of its knowledge and understanding. The external auditor also submitted a letter stating their independence status.

-It approved and reported to the Board of Directors, the provision of additional services, with their respective budgets, by the audit firm KPMG. In all additional services provided by the audit company, the external auditor is required to provide a certificate of independence for each of the additional services to be provided, prior to approval by the Audit and Compliance Committee, in which the auditor confirms that to his best knowledge and understanding, the services comply with the corresponding standards of independence. In accordance with the Policy for the provision of additional services, the approval of the General Administration, Finance and Control Directorate, the General Audit Department and the office of the General Secretary is required.

-At a session in February 2021 it received a declaration of independence from the external auditor KPMG to prove its effective independence for the year ended 31 December 2020.

To complete its supervision with regard to the auditor's performance and contribution to the quality of the audit and the integrity of the financial information, at a session in May 2021 the Committee issued a Final Evaluation Report on the auditor's performance, based on the work and opinion of the General Administration, Finance and Control Directorate and the General Audit Department. When preparing the evaluation report, the Committee's assessment took the analysis of the following parameters into account: The frequency and quality of communications, the independence of the auditor, management's opinion of the auditor, a report on the transparency of the auditor and the public results on the quality controls conducted by the supervisors and other available information.

In accordance with the Action Protocol between Endesa and Enel approved by Endesa's Board of Directors on 21 September 2020 and updated in December 2021, Endesa's Audit and Compliance Committee, with regard to the services provided to ENEL by ENDESA's auditor or by any company in the same network, should once a year ask the auditor to present the following, prior to drawing up the financial statements:

-A declaration stating that neither the statutory auditor nor any members of its network have provided services that are prohibited by the regulations applicable to ENEL during the audited year.

-A declaration providing individualised details of external services of any kind provided to ENEL during the audited year and the corresponding fees received from said entity by the External Auditor or by the persons or entities linked to it in accordance with the provisions of the regulations governing the activity of auditing financial statements, expressly confirming the percentage of fees for services other than audit services with respect to audit fees.

-Confirmation that the auditor has issued an individual certificate of independence for each of the services other than the audit undertaken by the auditor or the entities belonging to its network in favour of ENEL.

-A declaration informing on the application of internal Policies and Procedures to provide assurance that the Audit Company and its staff (including staff employed by its Network) maintain independence when required by applicable regulations and that the procedures include measures aimed at identifying and assessing threats to independence, as well as the results of the application of these Policies and Procedures during the audited year.

-A declaration confirming that Enel's Collegio Sindacale has authorised, either directly or after pre-approval, each of the audit services undertaken on behalf of ENEL.
Also, that there are no relationships different from those derived from professional activities with financial analysts, investment banks and risk rating agencies.

C.1.31 Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

Yes No

If there were any disagreements with the outgoing auditor, explain their content:

Yes No

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

Yes No

	Company	Group companies	Total
Amount invoiced for non-audit services (thousands of euros)	372	84	456
Amount invoiced for non-audit work/Amount for audit work (in %)	23.29	10.14	18.80

Observations

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

Yes No

Explanation of the reasons and direct link to the document made available to the shareholders at the time that the general meeting was called in relation to this matter

C.1.34 Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements.

Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	2	2

	Individual	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	9.75	11.76

KPMG, S.L. was also the company's auditor in the 2009 and 2010 financial years.

Observations

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

Yes No

Details of the procedure
<p>The Board of Directors Regulations establish that calls for meetings of the Board of Directors should be sent to each of the Directors giving sufficient notice and at least forty-eight hours before the date established for the meeting, and should include the agenda, clearly indicating those points on which the Board of Directors will need to take a decision or reach an agreement so that the directors may study or request in advance any precise information required. The minutes of the previous meeting should also be attached.</p> <p>Directors have a computer application for the online management of the documentation for meetings of the Board of Directors of the Company and its Committees. This application facilitates the right to information, the availability of the same and access to it.</p> <p>In accordance with the Board of Directors Regulations, whenever they are required in order to correctly undertake their functions, Director should have access to all the Company's services and they have the right to demand and obtain suitable and necessary information from the Company that will enable them, to meet their obligations. They should also be able to receive all the assessment they need on any aspect. The right to information extends to affiliated companies. The request should be made by the Chairman through the Board Secretary and should be conveyed by the Chief Executive Officer.</p> <p>The Board may also request information on the actions of senior management of the Company and may request any explanations it deems appropriate. The request should be made by the Chairman through the Board Secretary and should be conveyed by the Chief Executive Officer.</p>

C.1.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

Yes

No

Explain the rules
<p>Directors should present and formalise their resignation from the position if they incur in any of the cases established in article 12.2 of the Board of Directors Regulations: They may they incur in any of the cases of incompatibility or prohibition provided for by law or statute or in these Regulations; the shareholder whom they represent transfers his/her shareholding in full or reduces his/her shareholding. In the latter case, proprietary directors will be reduced by the corresponding number; or when there are situations that affect them, whether or not they are related to their actions in the Company itself, which may seriously harm the credit and reputation of the Company.</p> <p>In accordance with article 28.bis of the Board of Directors Regulations, Directors should also communicate the following to the Company, through the Secretary of the Board of Directors: a) Any situation of conflict, direct or indirect, that they may have with the interest of the Company; b) any type of investigation or criminal judicial claim, national or foreign, in that they are involved, related or not with their performance in the Company, as well as the unfolding thereof and any other situation that affects the director and that may harm the credit and reputation of the Company; c) and in general, any event or situation that may be relevant to his or her performance as a director of the Company.</p> <p>The Secretary should transmit these circumstances to the Chairman of the Board of Directors and, depending on the issue, to the Chairman of the Appointments and Remuneration Committee or to the Chairman of the Audit and Compliance Committee, so that the specific circumstances may be taken into account for the competent Committee to be able to report or make any proposals it deems appropriate to the Board of Directors.</p> <p>When a director reports any of the circumstances described in points (b) or (c) of the previous paragraph, or when the Board, by any other means, becomes aware that such circumstances exist in a director, the Board of Directors should examine the case as soon as possible and after taking into account the specific circumstances, following a proposal or a report by the Appointments and Remuneration Committee, it should decide whether or not it needs to take any action, such as initiating an internal investigation, requesting the resignation of the director or proposing his/her dismissal. All this should be included in the Annual Corporate Governance Report, unless there are special circumstances that justify doing otherwise, and it should be recorded in the minutes.</p>

C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly included in the minutes, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

Yes No

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

On 31 December 2021, ENDESA, S.A. had loans and other borrowing agreements with banks and ENEL Finance International, N.V. for a total amount equivalent to 7,137 million euros, with an outstanding debt of 4,887 million euros, which may have to be repaid early in the event of a change of control over ENDESA, S.A. Furthermore, certain ENDESA renewable energy subsidiaries financed through "project finance" maintain borrowings amounting to 84 million euros as well as derivatives associated with them with a negative net market value of 1 million euros that could be susceptible to early repayment if there is a change of control over ENDESA.

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries	
Type of beneficiary	Description of the agreement
Executive Directors, Senior Managers and Managers	These types of clauses were approved by the Board of Directors after a report from the Appointments and Remuneration Committee and include cases of compensation for termination of the employment relationship and post-contractual non-competition covenant. With regard to management personnel, although this type of termination clause is not common, the contents of cases in which it arises are similar to the scenarios for general employment relationships. The Remuneration Policy also establishes that when there are new recruits to the Senior Management of the Company or its Group, a maximum limit of two years of total and annual remuneration will be established for payments for termination of contract, applicable in any case and in the same terms, to contracts with Executive Directors. The general regime for these clauses for senior managers is as follows: Termination: - By mutual agreement: Termination benefit equivalent to 1 to 3 times the annual remuneration, on a case-by-case basis. Endesa's 2021-2023 Remuneration policy establishes that when there are new recruits to the Company or its

	<p>Group in senior management, a maximum limit of two years of total and annual remuneration accrued will be established for payments for termination of the contract, including amounts not previously consolidated from long-term savings systems and amounts paid under agreements for non-post-contractual competition, applicable in any case, and in the same terms, to contracts with Executive Directors. - After a unilateral decision by the manager: There will be no entitlement to termination benefit, unless the decision to terminate the employment relationship is based on a severe and culpable breach of its obligations by the Company, the position is rendered void of content, in the event of a change of control or in any of the other cases for remunerated termination provided for in Royal Decree 1382/1985. - By withdrawal of the Company from the contract: Compensation equal to that in point one. - As a result of a decision made by the Company, based on wilful misconduct or gross negligence by the manager in the performance of his/her duties: Without the right to compensation. These conditions are alternatives to those derived from changes to the pre-existing employment relationship or its termination due to early retirement for Senior Managers. Post-contractual non-competition covenant: In the vast majority of contracts, a Senior Manager who has been dismissed is required not to undertake any activity with any of ENDESA's competitors during a period of two years; in return, the Director shall be entitled to compensation amounting to up to the total amount for his/her annual fixed remuneration. The contract signed with the Chief Executive Officer does not envisage compensation for termination in his position. Notwithstanding the above, when the Chief Executive Officer ceases in his position, his previous relationship will be automatically terminated, that is, his senior management contract, suspended since his appointment as Chief Executive Officer, in which case, due to the termination of his senior management employment relationship, Mr Bogas will be entitled to receive a net amount of 6,527 thousand euros, this amount being the result of reducing the gross consolidated compensation in the amount for withholdings on account of personal income tax and, where appropriate, the Social Security contributions applicable on the date of their payment. This remuneration is incompatible with the receipt of any other remuneration originating in the termination of the director's relationship. This net amount of 6,527 thousand euros includes two-year post-contractual</p>
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	agreement not to work for any competitors, included in the Chief Executive Officer's senior management contract. This indemnification or guaranteed compensation is compatible with the Chief Executive Officer's defined benefit savings system. Termination in the event of death or retirement recognises the right of the Chief Executive Officer or his successors in title to the guaranteed compensation.
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Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

	Board of directors	General shareholders' meeting
Body authorising the clauses	X	

	YES	NO
Are these clauses notified to the General Shareholders' Meeting?	X	

Observations

C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, proprietary, independent and other external directors forming them:

EXECUTIVE COMMITTEE

Name	Position	Current
Ms PILAR GONZÁLEZ DE FRUTOS	MEMBER	Independent
Ms MARÍA EUGENIA BIETO CAUBET	MEMBER	Independent
Mr FRANCISCO DE LACERDA	CHAIRMAN	Independent
Mr ALBERTO DE PAOLI	MEMBER	Proprietary

Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	MEMBER	Independent
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% of executive directors	0.00
% of proprietary directors	20.00
% of independent directors	80.00
% of other external directors	0.00

Explain the functions delegated or assigned to this committee, other than those that have already been described in Section C.1.9, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Audit and Compliance Committee, hereinafter CAC, consists of a minimum of three and a maximum of six members of the Board of Directors, appointed following a proposal by the Appointments and Remuneration Committee with the favourable vote of the majority of the Board itself. It consists exclusively of non-executive directors, the majority of whom should be independent directors. The members of the CAC shall hold office for four years and may be reappointed for an equal period of time. The Board of Directors should endeavour to appoint the members of the CAC in such a way that they together accumulate knowledge and experience in accounting, auditing, finance, internal control and risk management, both financial and non-financial. As a whole, the members of the Committee need to have the corresponding technical expertise with regard to the electricity and gas sector to which the Company belongs.

The Chairman of the CAC is appointed by the Board of Directors from among the independent directors who are members of the Committee, taking into account their knowledge and experience in accounting, auditing and risk management, both financial and non-financial, with the favourable vote of the majority of the Board itself. The Chairman should be replaced every four years and may be re-elected one year after leaving office. The Audit and Compliance Committee should meet whenever called by Chairman, whenever it is so decided by a majority of its members or at the request of the Board of Directors. Resolutions should be adopted in accordance with the provisions of CAC Regulations and meetings should take place at the registered office or at any other office determined by the Chairman and indicated in the call. Committee meetings are validly convened when a majority of its members attend in person or through a representative. Resolutions should be adopted by the affirmative vote of the majority of the Directors attending the meeting. In the event of a tie, the Chairman or Acting Chairman, has the tie-breaking vote. The CAC may engage external advisors, when they feel this is necessary in order to correctly discharge their duties. The Committee Secretary will be they Secretary of the Board of Directors, and should draw up minutes of the resolutions adopted and inform the Board of the same. The minutes should be made available to all members of the Board of Directors.

The main function of this Committee is to advise the Board of Directors and to supervise and control the preparation and presentation of financial and non-financial information, the independence of the auditor and the effectiveness of internal risk control and management systems, as well as reporting to the Board of Directors and the General Shareholders' Meeting on related-party transactions. These functions are understood to be by way of example and without prejudice to those others that are included in the Regulations for the Audit and Compliance Committee, in current legislation or any that the Board of Directors may entrust to it.

The most important actions taken by the Committee during the 2021 financial year were as follows: Reporting to the Board on the Company's Financial and Non-Financial Information; the supervision of internal risk control and management systems; supervision of the Audit Department's self-assessment process; supervision of the

independence of the KPMG external auditor: KPMG's declaration of independence was received, and in accordance with the Action Protocol between Endesa and Enel, information was received on the non-audit services that KPMG or members of its network provided to the parent company Enel, and the Committee issued its report on KPMG's independence. Information was also received with regard to KPMG's 2021 business plan; receipt of information on the tax policies adopted by the Company in 2020; supervision of compliance with the criminal risk prevention and anti-bribery model; Finally, it should be pointed out that during the 2021 financial year, the Committee paid special attention to the transposition of Directive 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC of 11 July with regard to the promotion of long-term shareholder involvement, since related-party transactions were undoubtedly one of the most important issues in the amendment and the Committee's responsibilities in this area are extremely important.

On 13 April 2021, the transposition was completed through Law 5/2021, of 12 April, which modifies the Corporate Enterprises Act. On 15 November 2021, the Spanish Securities Market Commission (CNMV) published guidelines entitled "Questions and Answers with regard to the communications regime for related-party transactions regulated in Chapter VII bis of Title XIV of the Corporate Enterprises Act.

In view of the above during this period, the Committee made the following proposal to the Board of Directors: Modification of the Board of Directors Regulations, modification of the Audit and Compliance Committee Regulations, modification of the Action Protocol between Endesa and Enel and a new Regulation for related-party transactions and the repeal of the one in force to date.

The Audit and Compliance Committee also approved an operational procedure for related-party transactions. All CAC activities for 2021 are detailed in the Audit and Compliance Committee's Activity Report published on the company's website.

It identifies the directors who are members of the audit committee who have been appointed taking into account their knowledge and experience in accounting, auditing or both and report on the date of appointment of the Chairman of this committee in office.

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chairperson of this committee was appointed.

Names of directors with experience	Ms PILAR GONZÁLEZ DE FRUTOS / Ms MARÍA EUGENIA BIETO CAUBET / Mr FRANCISCO DE LACERDA / Mr ALBERTO DE PAOLI / Ms ALICIA KOPLOWITZ ROMERO DE JOSEU
Date of appointment of the chairperson	01/09/2020

NOMINATION AND REMUNERATION COMMITTEE

Name	Position	Current
Ms PILAR GONZÁLEZ DE FRUTOS	MEMBER	Independent
Mr IGNACIO GARRALDA RUIZ DE VELASCO	CHAIRMAN	Independent
Ms MARÍA EUGENIA BIETO CAUBET	MEMBER	Independent
Mr ANTONIO CAMMISECRA	MEMBER	Proprietary
Mr FRANCISCO DE LACERDA	MEMBER	Independent

% executive directors	0.00
% of proprietary directors	20.00
% of independent directors	80.00
% of other external directors	0.00

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Appointments and Remuneration Committee, hereinafter ARC, consists of a minimum of three and a maximum of six non-executive members of the Board of Directors, appointed with the favourable vote of the majority of the Board itself. The majority of these should be independent Directors. The members of the Appointments and Remuneration Committee hold office for a period of four years, and may be re-elected for periods of equal duration. When appointing members of the Appointments and Remuneration Committee, the Board of Directors should take into account their knowledge, skills and experience. The Chairman of the Appointments and Remuneration Committee should be appointed by the Board of Directors from among the Independent Directors who are on the Committee, with the favourable vote of the majority of the Board itself. The Appointments and Remuneration Committee should meet whenever it is called by Chairman, when so decided by a majority of its members, or at the request of the Board of Directors. The meetings of the Committee should take place at the registered office or at any other office determined by the Chairman and indicated in the call. Committee meetings are validly convened when a majority of its members attend in person or through a representative.

Resolutions should be adopted by the affirmative vote of the majority of the Directors attending the meeting. In the event of a tie, the Chairman or Acting Chairman, has the tie-breaking vote. The Appointments and Remuneration Committee may seek external assessment whenever it deems it necessary in order to correctly perform its functions. The Committee Secretary will be they Secretary of the Board of Directors, and should draw up minutes of the resolutions adopted and inform the Board of the same. The minutes should be made available to all members of the Board of Directors. The Appointments and Remuneration Committee has the power to convene any of the company's employees or managers. This power is exercised through the Secretary of the Board of Directors.

The main function of the Appointments and Remuneration Committee is to assess the Board of Directors and to supervise, inter alia, the selection, appointment and establishment of the remuneration system for directors and senior managers. In any case, the Board of Directors may attribute to the Appointments and Remuneration Committee any other responsibilities not reserved for other bodies by Law, the Bylaws or the Board of Directors Regulations.

The main actions taken by the Committee in 2021 were as follows:

Informing the Board of Directors with regard to the following appointments and dismissals in Endesa's Senior Management: Termination of Mr Gianluca Caccialupi as General Manager of Infrastructure and Networks of Endesa; Appointment of Mr José Manuel Revuelta Mediavilla as General Manager of Infrastructure and Networks of Endesa; Termination of Mr Josep Trabado Farré as Managing Director of Endesa X; Appointment of Mr Davide Ciciliato as General Manager of Endesa X.

Informing the Board of Directors, on the occasion of the end of the terms of office as Independent Directors of Mr Echevarría and Mr Roca, the proposal to establish the number of members of the Board of Directors at eleven (previously thirteen), and with regard to the changes in the Board's Committees as a result of these vacancies. The Committee also proposed the non-renewal of the post of Coordinating Director, which was hitherto held by Mr Roca, taking into account the independent status of the Chairman of the Board of Directors.

Approval of the ongoing 2021-2022 training and knowledge updating programme for Directors.

Informing and/or proposing to the Board of Directors the remuneration measures taken by the Executive Management Committee; variable remuneration for senior management; Annual Report on Directors' Remuneration; Report on the proposed amendment to the Directors Remuneration Policy; verification of the Remuneration corresponding to the 2020 financial year; verification of compliance with Endesa's Policy for the Selection of Candidates for Directors; assessment of the Committee and the Board for 2021 with the collaboration of an external consultant and approval of the Annual Report on the Committee's Activities, etc.

All the ARC's activities for 2021 are detailed in the Appointments and Remuneration Committee's Activity Report published on the company's website.

NOMINATION COMMITTEE

Name	Position	Current
Ms ALICIA KOPLOWITZ ROMERO DE JOSEU	MEMBER	Independent
Mr JUAN SÁNCHEZ- CALERO GUILARTE	CHAIRMAN	Independent
Ms MARIA PATRIZIA GRIECO	MEMBER	Proprietary
Mr IGNACIO GARRALDA RUIZ DE VELASCO	MEMBER	Independent

% executive directors	0.00
% of proprietary directors	25.00
% of independent directors	75.00
% of other external directors	0.00

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions

The Sustainability and Corporate Governance Committee, hereinafter SCGC consists of a minimum of three and a maximum of six members of the Board of Directors. It is composed exclusively of non-executive directors, with a majority of independent directors. The members of the SCGC hold office for four years and may be reappointed for an equal period of time. The Board of Directors should take their knowledge, skills and experience into account when appointing the members of the SCGC. The Chairman of the Committee should be appointed by the Board of Directors from among the Independent Directors who are on the Committee, with the favourable vote of the majority of the Board itself. The SCGC should meet as often as called by the Chairman, whenever so decided by the majority of its members or at the request of the Board of Directors. The meetings of the Committee should take place at the registered office or at any other office determined by the Chairman and indicated in the call. Committee meetings are validly convened when a majority of its members attend in person or through a representative. Resolutions should be adopted by the affirmative vote of the majority of the Directors attending the meeting. In the event of a tie, the Chairman or Acting Chairman, has the tie-breaking vote. The Committee may seek external assessment whenever it deems it necessary in order to correctly perform its functions. The Committee Secretary will be they Secretary of the Board of Directors, and should draw up minutes of the resolutions adopted and inform the Board of the same. The minutes should be made available to all members of the

Board of Directors. The SCGC has the power to convene any of the company's employees or managers. This power is exercised through the Secretary of the Board of Directors.

The main function of the Sustainability and Corporate Governance Committee is to provide assessment for the Board of Directors and to supervise issues including environment and sustainability, human rights and diversity, with regard to the strategy for social action and the Company's corporate governance strategy. In any case, the Board of Directors may attribute to the Sustainability and Corporate Governance Committee any other responsibilities not reserved for other bodies by Law, the Bylaws or the Board of Directors Regulations.

The most important actions taken by the Committee during the 2021 financial year were as follows:

Informing on the proposed modification of the "Corporate Governance Policy"; Supervising compliance with the following Company corporate governance rules: Contracting services for the holding and reviewing the General Shareholders' Meetings, assessment of compliance with the recommendations of the Code and, where applicable, explaining any lack of monitoring taking into account the particular perspective and circumstances with regard to Endesa's corporate governance, supervision of the monitoring of the Communication Strategy and Relationship with Shareholders and Investors, and proposals for the 2020 Annual Corporate Governance Report 2020 to the Board of Directors, within the scope of its responsibilities; and Reporting to the Board of Directors: Endesa's 2021-2023 Sustainability Plan, modification of Endesa's Environmental Policy, modification of Endesa's Human Rights Policy, Review and report on the non-financial statement corresponding to the 2020 financial year, to verify that its content conforms to the Endesa Group's Sustainability Plan; and receiving information on the Endesa Group's incorporation and position in the most recognised international sustainability indices.

All SCGC activities for 2021 are detailed in the Sustainability and Corporate Governance Committee's Activity Report published on the company's website.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	Year 2021		Year 2020		Year 2019		Year 2018	
	Number	%	Number	%	Number	%	Number	%
Audit and Compliance Committee	3	60.00	2	40.00	1	16.65	1	16.65
Appointments and Remuneration committee	2	40.00	2	40.00	1	16.65	1	16.65
Sustainability and Corporate Governance Committee	2	50.00	2	50.00	N.A.	N.A.	N.A.	N.A.

C.2.3 Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

AUDIT AND COMPLIANCE COMMITTEE

The Audit and Compliance Committee is regulated in the Bylaws, the Board of Directors Regulations and the Audit and Compliance Committee Regulations.

The Audit Committee's annual activities include the preparation of a report on the activities of the Audit and Compliance Committee.

On 26 July, the Board of Directors approved an amendment to the Committee's Regulations, mainly as a result of an amendment to the Corporate Enterprises Act. The main objective was to transpose into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC with regard to the promotion of the long-term involvement of Shareholders.

The most important new features introduced by amendments to the Regulation are grouped under the following title:

- Responsibilities (Articles 15 to 24): As a result of the modification of art. 529 duovicies of the Corporate Enterprises Act, the function of "reporting related-party transactions to the General Shareholders' Meeting" was included in the responsibilities of the Audit and Compliance Committee, the responsibilities of the Committee under article 19 were adapted to the new regime for related-party transactions and the responsibility of the Committee with regard to the prevention of competition and anti-bribery risks was also incorporated.

APPOINTMENTS AND REMUNERATION COMMITTEE

The Appointments and Remuneration Committee is regulated in the Bylaws, the Board of Directors Regulations and the Appointments and Remuneration Committee Regulations.

The Appointments and Remuneration Committee prepares an annual Activity Report.

SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE

The Sustainability and Corporate Governance Committee is regulated in the Bylaws, the Board of Directors Regulations and the Sustainability and Corporate Governance Committee Regulations.

The Sustainability and Corporate Governance Committee prepares an annual Activity Report.

All the above-mentioned texts are available for consultation on the Company's website: www.endesa.com.

D RELATED PARTY AND INTRAGROUP TRANSACTIONS

D1 Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

It should first be pointed out that the legal regime for related-party transactions did not remain the same throughout the 2021 financial year as a result of the modification of the LSC (Law 5/2021, of 12 April, with effect from 3 July 2021). That is why the applicable procedures did not remain the same throughout the 2021 financial year.

It should also be pointed out that, due to doubts with regard to interpretation generated by the new regulation on related-party transactions and following a criterion of prudence, Endesa suspended the undertaking of related-party transactions from 3 July 2021, until being informed of the interpretation criterion of the CNMV, which was published on 15 November 2021 in a document entitled "Questions and Answers on the communication regime for related-party transactions regulated in Chapter VII bis of Title XIV of the Corporate Enterprises Act" and then until approval by Endesa's governing bodies of its own internal regulations on related-party transactions, a circumstance that occurred on 21 December 2021. For this reason, during the 2021 financial year, Endesa's Audit and Compliance Committee only reported related-party transactions the Board of Directors in the period 1 January 2021 to 2 July 2021, and therefore the new legal regime was not applied during the 2021 financial year which is the subject of this Report.

The procedure in force between 1 January and 2 July 2021, the only period in which Endesa undertook related-party transactions with shareholders, is detailed below:

Procedure for requesting approval of Related-Party Transactions with Significant Shareholders:

1. Any transactions that Endesa or the companies of the Endesa Group undertake with significant shareholders or persons related to them should be approved by the Board of Directors, following a report by the Committee.
2. Senior Managers of the Endesa Group should request from the Board of Directors, through the Secretary General and the Board of Directors, the approval of transactions that Endesa or any company of the Endesa Group intends to undertake with significant shareholders or persons related to them. Senior Managers should also inform Endesa's General Manager - AFC of this request.
3. The request should include the following: (a) The significant shareholder or the person related to the significant shareholder who is to undertake the transaction and the nature of the relationship. (b) The identity of the Endesa Group company with which the operation is to be undertaken (c) The purpose, amount and main terms and conditions of the transaction. (d) The reason for the transaction. (e) Any other data or circumstance that is considered relevant so as to evaluate the transaction.

Procedure for requesting approval of Related-Party Transactions with Directors:

1. Before they are formalised, Endesa's Directors should request the Board of Directors, through the Secretary, to approve any transactions that they or a related-party intend to undertake with Endesa or with any of the companies of the Endesa Group.
2. When the Secretary has the status of Director and is the one who requests the authorisation, it will be addressed to the Chairman of the Board.

3. The request should include the following: The same requirements apply as in the previous section on the Procedure for the request for approval of Related-Party Transactions with Significant Shareholders.

4. Without prejudice to the provisions of paragraph 1 above, Senior Managers who are aware of the possible execution of a related-party transaction with Directors or persons related to them, should inform the Secretary and Endesa's General Manager - Administration, Finance and Control.

Approval of the transaction by the Board of Directors:

1. When the transaction needs to be approved by the Board, the Secretary should ask the Committee to issue the corresponding report, sending him/her the information collected for that purpose.

2. The Committee should analyse this information and issue a report on the transaction and for this they may ask the Secretary to provide any additional information they deem appropriate. In accordance with the provisions of the Board of Directors Regulations, the Committee may seek any external advice they feel is necessary to issue this report.

3. The Committee's report should be submitted to the Board of Directors to resolve any appropriate issues with regard to the authorisation of the transaction.

4. In the case of duly justified urgency, the Chief Executive Officer may approve the transaction, which should be ratified at the first meeting of the Board of Directors held after taking the decision.

Obligation to refrain from participating in the decision-making process by Directors:

Any Directors who are going to undertake a related-party transaction or are linked to the person who is going to undertake it, or a Director who is also the significant shareholder affected or is linked to him/her, as well as Directors who have been appointed at the request of the above-mentioned significant shareholder or the Director who, for any other reason, may be affected by a conflict of interest, should refrain from participating in the deliberation and voting procedures for the agreement in question, in order to guarantee the independence of the Directors who approve the related-party transaction.

Both for related-party transactions with Directors and significant shareholders, any transactions that simultaneously meet the following requirements will not need to be approved by the Board of Directors: Transactions that are made under contracts whose conditions are standardised and apply en masse to a large number of customers; transactions at prices or tariffs generally established by the person acting as supplier of the good or service in question; Those that are of little significance (the amount does not exceed one percent of Endesa's annual revenue).

D2 Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(1)	ENELGLOBAL SERVICES	70.10	ENDESA,S.A	11,700	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(2)	ENEL DISTRIBUCIÓN PERÚ S.A.A.	70.10	EDistribución Redes Digitales S.L.U.	22	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(3)	ENEL IBERIA SRL	70.10	ENDESA,S.A	6,300	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(4)	ENEL FINANCE INTERNACIONAL NV	70.10	ENDESA,S.A	1,700,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(5)	ENELGLOBAL THERMAL GENERATION SRL	70.10	Endesa Generación	776	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(6)	ENELGLOBAL THERMAL GENERATION SRL	70.10	Gas y Electricidad Generación S.A (GESA)	3,300	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(7)	ENEL DISTRIBUZIONE SPA	70.10	Endesa Ingeniería	650	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(8)	ENEL GLOBAL TRADING SPA	70.10	ENDESA,S.A	378	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(9)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	176.000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(10)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	20,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(11)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	20,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(12)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	249,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(13)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	435,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(14)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	238,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(15)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	238,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(16)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	22,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(17)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	22,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(18)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	708,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(19)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	708,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(20)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	64,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(21)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	64,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(22)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	58,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(23)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	303,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(24)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	351,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(25)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	19,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES
(26)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	19,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms M ^{aria} Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(27)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	192,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(28)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	192,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(29)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	837,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(30)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	843,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(31)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	70,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(32)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	70,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(33)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	178,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José, D Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(34)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	178,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José, D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(35)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	29,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(36)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	14,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(37)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	11,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(38)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	14,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(39)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	32,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(40)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	32,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(41)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	209,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(42)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	209,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(43)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	36,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(44)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	36,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(45)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	220,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(46)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	220,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(47)	ENEL GLOBAL TRADING SPA	70.10	Endesa Energía, SAU	59,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(48)	ENELGLOBAL TRADING SPA	70.10	Endesa Energía, SAU	21,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(49)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	23,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(50)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	15,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(51)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	18,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(52)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	20,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
						Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	
(53)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	390,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(54)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	390,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(55)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	17,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(56)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	17,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(57)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	19,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(58)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	19,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(59)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	303,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(60)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	580,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(61)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	534,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(62)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	534,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(63)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	25,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammiserieca, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(64)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	25,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammiserieca, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(65)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	880,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammiserieca, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(66)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	880,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammiserieca, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(67)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	49,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammiserieca, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(68)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	49,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(69)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	58,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(70)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	58,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(71)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	820,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(72)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	820,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(73)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	26,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(74)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	26,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(75)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	246,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(76)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	246,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(77)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	733,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(78)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	786,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(79)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	86,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(80)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	86,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(81)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	198,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(82)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	198,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(83)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	29,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(84)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	14,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(85)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	11,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(86)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	14,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(87)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	41,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(88)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	41,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(89)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	280,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(90)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	42,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(91)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	42,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(92)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	280,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(93)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	280,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(94)	ENEL GLOBAL TRADING SPA	70.10	Endesa Energía, SAU	133,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(95)	ENEL GLOBAL TRADING SPA	70.10	Endesa Energía, SAU	45,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(96)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	50,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(97)	ENELGLOBAL TRADING SPA	70.10	Endesa Generación, SAU	52,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
(98)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	52,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
(99)	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	280,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
100	ENEL GLOBAL TRADING SPA	70.10	Endesa Generación, SAU	58,000	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
101	ENEL, S.P.A.	70.10	ENDESA,S.A		BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
102	ENEL CHILE	70.10	Endesa Energía, SAU	109,900	BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or subsidiary	Amount (thousands of euros)	Body that approved it	Identification of any significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a majority of independent directors voting against it.
103	ENEL CHILE	70.10	Endesa Energía, SAU		BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES
104	ENEL GLOBAL 1 TRADING SPA	70.10	ENDESA,S.A		BOARD OF DIRECTORS	Mr Francesco Starace, Mr José D. Bogas Gálvez, Mr Antonio Cammisecra, Mr Alberto de Paoli and Ms Maria Patrizia Grieco	YES

	Name or corporate name of the shareholder or any of its subsidiaries	Nature of Relationship	Type of transaction and other information necessary for its evaluation
(1)	ENELGLOBAL SERVICES	Contractual	Contracting computer products and services
(2)	ENEL DISTRIBUCIÓN PERÚ S.A.A.	Contractual	Sale of a medium voltage cable by EDistribución Redes Digitales S.L.U. to Enel Distribución Perú S.A.A.
(3)	ENEL IBERIA SRL	Contractual	Authorisation for the extension of contracts for the provision of services by companies of the Endesa Group in favour of Enel Iberia S.L. for a period of three years from 2021 to 2023
(4)	ENEL FINANCE INTERNACIONAL NV	Contractual	Extension of the term for the credit lines between Endesa S.A. and Enel Finance International N.V. in force
(5)	ENELGLOBAL THERMAL GENERATION SRL	Contractual	Contract for engineering services in Endesa Generación projects
(6)	ENELGLOBAL THERMAL GENERATION SRL	Contractual	Extension of the contracting of Enel Global Thermal Generation S.r.l. for the provision of engineering and construction services in Gesa and Unelco projects
(7)	ENEL DISTRIBUZIONE SPA	Contractual	Provision of dielectric fluid analysis services in power transformers
(8)	ENELGLOBAL TRADING SPA	Contractual	Modification of Endesa's trading operations performance model through the extension of the Agreement for the Provision of Technical Services by the Trading Business
(9)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations

	Name or corporate name of the shareholder or any of its subsidiaries	Nature of Relationship	Type of transaction and other information necessary for its evaluation
(10)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(11)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(12)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(13)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(14)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(15)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(16)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(17)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(18)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(19)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(20)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(21)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(22)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(23)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(24)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(25)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(26)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(27)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(28)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(29)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(30)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(31)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(32)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations

	Name or corporate name of the shareholder or any of its subsidiaries	Nature of Relationship	Type of transaction and other information necessary for its evaluation
(33)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(34)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(35)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(36)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(37)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(38)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(39)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(40)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(41)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(42)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(43)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(44)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(45)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(46)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(47)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
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(49)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(50)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(51)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(52)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(53)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(54)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(55)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations

	Name or corporate name of the shareholder or any of its subsidiaries	Nature of Relationship	Type of transaction and other information necessary for its evaluation
(56)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(57)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(58)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(59)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(60)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(61)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(62)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(63)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(64)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(65)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(66)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(67)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(68)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(69)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(70)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(71)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(72)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(73)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(74)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(75)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(76)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(77)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(78)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations

	Name or corporate name of the shareholder or any of its subsidiaries	Nature of Relationship	Type of transaction and other information necessary for its evaluation
(79)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(80)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(81)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(82)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(83)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(84)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(85)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(86)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(87)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(88)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(89)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(90)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(91)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(92)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(93)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(94)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(95)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(96)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(97)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(98)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
(99)	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
100	ENELGLOBAL TRADING SPA	Contractual	Contracting of trading operations
101	ENEL, S.P.A.	Contractual	RENEWAL OF THE INSURANCE MANDATE WITH ENEL

	Name or corporate name of the shareholder or any of its subsidiaries	Nature of Relationship	Type of transaction and other information necessary for its evaluation
102	ENEL CHILE	Contractual	Option to purchase LNG vessels from Enel Chile and ratification of the purchase of an LNG vessel
103	ENEL CHILE	Contractual	Extension of the option to purchase additional LNG vessels from Enel Chile
104	ENELGLOBAL TRADING SPA	Contractual	Inclusion of the operation with Brent and US "options" in the "model for access to global commodity markets and European electricity and gas markets" and establishment of a control methodology.

Observations
<p>As detailed in section D.1 of this Report, during the 2021 financial year Endesa's Audit and Compliance Committee only reported related-party with the Board of Directors in the period 1 January 2021 to 2 July 2021, and therefore the new legal regime governing related-party transactions was not applied during the whole of the 2021 financial year. In other words, Endesa did not undertake any related-party transactions with Enel in the period from 3 July 2021 to 31 December 2021.</p> <p>For each of the related-party transactions identified in this section D.2, the proprietary directors (representatives of the shareholder Enel) and the Chief Executive Officer of Endesa (who is also a Director of Enel Iberia, a company that directly participates in Endesa) abstained from participation and voting for approval by the Board of Directors in accordance with the legal regime in force until 2 July 2022.</p> <p>The amount reflected in the trading transactions between Endesa and Enel Global Trading represents the notional value of the transactions reported by the Audit and Compliance Committee, and authorised by the Board of Directors from 1 January 2021 to 2 July 2021, and amounts to a maximum of 18,334 million euros, of which transactions for a value of 5,018.2 million euros (27.37%) have already been completed.</p> <p>The amount indicated for the transaction relating to the option to purchase LNG vessels from Enel Chile and ratification of the purchase of an LNG vessel is the notional value for the transaction.</p> <p>It should also be pointed out that in accordance with International Financial Reporting Standards (IFRS), Note 49 of the notes to the Consolidated Financial Statements for the year ended 31 December 2021 includes information relating to the Balances and transactions with related parties of ENDESA.</p>

- D3 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Nature of the operation and other information necessary for its evaluation	Amount (thousands of euros)	Approving body	Identity of the shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents
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No data							
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Name or corporate name of the administrators or directors or their entities controlled or under joint control	Type of transaction and other information necessary for its evaluation
No data	

D.4 Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

Company name of the entity within the group	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
No data		

D5 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Company name of the related party	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
No data		

D6 Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

Directors should take the necessary steps to avoid becoming involved in situations in which their interests, whether personally or on behalf of another party, may conflict with the corporate interest and their duties to the Company.

Specifically, the duty to avoid conflicts of interest requires directors to abstain from:

- Undertaking transactions with the Company, except in the case of ordinary transactions, undertaken under standard terms conditions for customers and of little importance
- Using the Company's name or using their status as a Director of the Company to unduly influence private transactions.
- Using corporate assets, including the Company's confidential information, for private purposes.
- Taking advantage of the Company's business opportunities.
- Obtaining advantages or remuneration from third parties other than the Company and its group for performing their duties, except for minor hospitality.
- Performing activities, whether for themselves or on behalf of third parties, potentially or actually involving effective competition with the Company or which, in any other manner, place the Director in a permanent conflict of interest with the Company.

The provisions indicated also apply when the beneficiary of the restricted actions or activities is related to the Director.

The waiver of the obligations set forth in this section, as the case may be, shall require approval of the Board of Directors or of the General Shareholders' Meeting, in accordance with the provisions of law and all other internal regulations of the Company.

Directors should also abstain from participating in the deliberation and voting on agreements or decisions in which they and/or a related person have a direct or indirect conflict of interest. Agreements or decisions that affect their status as Directors, such as their appointment to or removal from roles on the Board of Directors, its Committees and the Executive Committee, or other analogous agreements or decisions shall be excluded from the above-mentioned obligation to abstain.

Nevertheless, in accordance with section 2 of article 529 duovicies of the Corporate Enterprises Act, any proprietary director of Endesa who represents or is related to Endesa's parent company, who directly or indirectly (related persons) enters into transactions relating to Endesa or its subsidiaries, will participate in the deliberation and voting regarding these agreements.

Endesa also has an Action Protocol with regard to conflicts of interest, exclusive dedication and commercial concurrence, whose purpose is to regulate the action that Endesa employees should take with regard to exclusive dedication and commercial concurrence, and to establish the rules to be followed where there are behaviours or situations that involve a potential direct or indirect conflict of interest between the Company and one of its collaborators.

D.7 Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

Yes No

Indicate whether the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries have been defined publicly and precisely:

Yes No

Report covering the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries, and identify where these aspects have been publicly reported

Relationships between ENDESA and ENEL, its controlling shareholder:

As a result of Recommendation 2 of the Code of Good Governance, Endesa's Board of Directors created an Action Protocol between ENDESA S.A. and ENEL S.P.A. which is published on the Company's website. Section D.7 provides information on the version of the Protocol in force until 21 December 2021, as it corresponds to the regulations applied to the 2021 financial year. The new current version of the Protocol, adapted to the amendments to the Corporate Enterprises Act with regard to related-party transactions is available on Endesa's website.

The content of the Protocol is based on the rules and criteria approved by Endesa's Board of Directors and the Audit and Compliance Committee to regulate and guarantee Endesa's interest in the transactions concluded between Endesa and Enel. The Enel Group's Corporate Governance Guidelines from 2018 are also taken into account, in which Enel, with the participation of Endesa, in accordance with the best international corporate governance practices, created a working group consisting of international experts, to establish homogeneous rules and procedures with regard to conflicts of interest and related-party transactions. This concluded with the drafting of guidelines, to which Endesa adhered with the agreement of the Board of Directors at a meeting on 22 October 2018.

The fact that ENDESA belongs to the ENEL Group has advantages, including the following: The generation of synergies, the coordination of best practices and the application of economies of scale that especially affect the following: The procurement area for goods and services; the corporate services area; Information Systems and Telecommunications technologies; and activities involving the generation, distribution and marketing of electricity, mainly in activities corresponding to research, development, engineering, execution, commissioning and operation and maintenance of installations, as well as energy management and the acquisition and sale of raw materials in global markets.

The most significant transactions between ENDESA and its Subsidiaries and ENEL and its Subsidiaries consist essentially of:

- Trading Operations: ENDESA undertakes the integrated management of the marketing and generation businesses, covering long and short positions in electricity and commodity sales with the dual objective of maximising margin and managing risk through appropriate hedging. In the development of the former, ENDESA participates in physical and financial wholesale markets to achieve a competitive cost for fuel and CO2 for generation plants to operate in wholesale markets. With regard to the latter, ENDESA contracts mediation operations and hedging instruments in order to reduce the risk arising from fluctuations in the price of certain products that are critical for the company's business, such as electricity, gas, coal, Brent and CO2 emission rights.

ENDESA manages a portfolio of framework agreements with different counterparties to formalise commodity supply agreements and financially cover their price. Part of this operation is undertaken through the ENEL Group company called "ENEL Global Trading", whose use as a single counterparty to operate in international markets involves operational simplification and a reduction in the volume of guarantees required, contributing both to a reduction in operational and credit risk, as well as to a reduction in management costs.

These types of operations are homogeneous and respond to a unique way of operating where, instead of contracting with multiple counterparties in the market, ENDESA only does so with Enel Global Trading, which means significant cost savings and guarantees (or not needing to provide additional guarantees). These operations are intrinsically undertaken at

market value, since when they are being undertaken ENDESA verifies that the value corresponds to that which is publicly reflected in a liquid index and is therefore traceable. In the case of physical purchases of coal and gas, offers are requested from third parties.

- Transactions relating to management and business support activities (provision of a number of intra-group services): The ENEL Group and the ENDESA Group, mutually provide technical and corporate services. With the provision of these services, the Group aims to optimise resources through the centralisation of functions, thus achieving a more operational and cost-efficient structure. Corporate services include all those activities that provide centralised support to the management of the different business units and entities of the ENDESA Group.

The different services include technical services and management support contracts provided by ENEL and some of its Italian Subsidiaries to ENDESA and its Subsidiaries and the insurance mandates with ENEL for it to negotiate and contract insurance policies for ENDESA and all its Subsidiaries, in its own name and on behalf of ENDESA.

- Intra-group financial transactions: The different intra-group financial transactions and services include all those activities whose objective is the structural financing and unconditional availability of liquidity proceeding from the ENEL Group for the different business units and entities of the ENDESA Group.

All these transactions between the ENDESA Group and the ENEL Group are undertaken in accordance with the terms and conditions that are customary for this type of transaction in the market, and they are generally comparable to the terms and conditions for operations with third parties and verification reports issued by independent experts.

Identify the mechanisms in place to resolve potential conflicts of interest between the parent of the listed company and the other group companies:

Mechanisms for resolving possible conflicts of interest
<p>ENDESA has a comprehensive regulatory framework which defines the system governing authorisation and transparency for related-party transactions:</p> <p>-REGULATIONS GOVERNING RELATED-PARTY TRANSACTIONS (Endesa's Regulations governing Related-Party Transactions were amended on 21 December 2021 to adapt it to the amendments to the Corporate Enterprises Act, in the area corresponding to related-party transactions. It is available on Endesa's website):</p> <p>It regulates the procedure for approval by the Board of Directors applicable to those transactions of Endesa or any of the companies in the Endesa Group undertaken with the Directors of Endesa, with significant shareholders of Endesa or with the persons related to any of them.</p> <p>- PRACTICAL GUIDE FOR RELATED-PARTY TRANSACTIONS: A practical guide for the application of Endesa's Related Party Transactions Regulations, in the internal process that the Company should follow for the approval of related-party transactions by Endesa's Board of Directors, applicable until 2 July 2021. This Guide was repealed and replaced by a new "Endesa Related-Party Transactions Operating Procedure".</p> <p>-OPERATING INSTRUCTIONS: Regulates the procedure for the internal approval and control of contracts for Technical Service and Management Support provided by the majority shareholder and that enable the assessment of the services received and control of the support documents.</p> <p>-PROCEDURE FOR RELATED-PARTY TRANSACTIONS: Procedure that regulates the procedure for the internal approval and control of contracts for related-party</p>

transactions provided by the Enel Group and that enable the assessment of the services received and control of the support documents.

MODEL FOR ACCESS TO COMMODITY MARKETS AND EUROPEAN ELECTRICITY AND GAS MARKETS: The model regulates global commodity transactions outside Spain through Enel Global Trading, as a means of optimising transactions. Being a related company, the model establishes a series of characteristics that guarantee respect for the law and the adaptation of prices to the market.

GLOBAL CORPORATE GOVERNANCE DIRECTIVES: In accordance with international corporate governance best practices, the Enel Group, with the participation of Endesa, created a working party consisting of international experts, to establish homogeneous rules and regulations with regard to conflicts of interest and related-party transactions and which concluded with the publishing of a document entitled "Corporate Governance Guidelines for the Enel Group".

The Guidelines are based on the following general principles:

- Suitable protection of the Social Interest of each Subsidiary fair treatment vis-à-vis the Group's public and private partners and the equitable distribution of the benefits and costs derived from belonging to the Enel Group.

- A commitment to identifying, avoiding and suitably resolving Conflicts of Interest that may arise between companies of the Enel Group, and between companies of the Enel Group and their respective Directors and other related persons.

A commitment to establishing an Information Flow system in the Enel Group in accordance with the restrictions of the applicable regulations. -Design of mechanisms to enable governing bodies to monitor their risks, specifically those arising from conflicts of interest.

The Good Governance Manual is based on the recognition of the advantages resulting from Enel's coordination of the Enel Group's strategies and plans. It guarantees mandatory respect for the legal independence of Enel's Subsidiaries, within a framework designed to suitably protect the Social Interest of each of the Subsidiaries. All this, while paying special attention to Related-Party Transactions and Conflicts of Interest.

E RISK MANAGEMENT AND CONTROL SYSTEMS

- E1 Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

The General Risk Control and Management Policy lays down the basic principles and the general framework to control and manage risks of any kind that could affect the attainment of targets, ensuring that they are systematically identified, analysed, assessed, managed and controlled within the risk levels set. The General Risk Control and Management Policy identifies the different types of risk, financial and non-financial (including operational, technological, legal, social, environmental, political and reputational, including those related to corruption) faced by the Company, including among financial or economic risks any contingent liabilities and other risks not included in the statement of financial position.

The aim of the Risk Control and Management Policy is to guide and direct the series of strategic, organisational and operational actions that allow the Board of Directors at ENDESA, S.A. to accurately define the acceptable level of risk, permitting managers in the different lines of business, staff and service functions to maximise the Company's profitability, preserve or increase its equity and guarantee that this is achieved above certain levels, preventing uncertain and future events from adversely affecting the achievement of the profitability targets defined, or the corresponding operations, sustainability, resilience or reputation in a sustained way over time, providing shareholders with adequate guarantees and safeguarding their interests, in addition to the interests of customers and other stakeholders.

The General Risk Control and Management Policy is prepared and approved with other risk policies specific to the lines of business, staff and service functions, as well as with the limits established for the optimal risk management of each of them.

The General Risk Control and Management Policy is implemented through an Internal Risk Control and Management System (SCIGR in Spanish), that consists of an organisation process, principles, a regulatory system and a risk control and management process.

The Internal Risk Control and Management System follows a model that is based, firstly, on the ongoing study of the risk profile, applying current best practices in the energy or reference sector in relation to risk management, based on the criteria of the uniformity of measurements for the same type of risk, on the separation of risk controllers and managers, and, secondly, ensuring the connection between risks assumed and the resources required to operate the business while ensuring respect for an adequate balance between the risk assumed and the targets defined by the Board of Directors at ENDESA, S.A.

The risk control and management model implemented in the company is in line with international standards, following a methodology that is based on the three lines of defence model.

The organisation of the Internal Risk Control and Management System is carried out through the risk control and risk management functions, which are independent of each other, thereby showing an adequate separation of functions.

The General Risk Control and Management Policy defines the Internal Risk Control and Management System as an interwoven system of rules, processes, controls and information systems, as part of which global risk is defined as the risk resulting from the full view of all the risks to which ENDESA is exposed, having regard to the effects of mitigating the various exposures to and categories of risk, which makes it possible to consolidate and evaluate the risk exposure of the different units at the Company, as well as prepare the corresponding management information for making decisions on risk and the adequate use of capital.

The risk control and management process entails the identification, assessment, monitoring and management over time of the different risks, and includes the main internal and external risks to which the company is exposed.

The General Risk Control and Management Policy, defined and approved by the Board of Directors at ENDESA, S.A., is the central element of the system, based on which the following documents are prepared:

- Specific risk control and management policies, for example, the "Tax Risk Management and Control Policy" and the "Criminal and Anti-Bribery Compliance Policy", approved by the Board of Directors of ENDESA, S.A. and which define the catalogue of specific risks and controls.
- Organisational documents, which provide details of the relevant aspects of the risk control and management processes.
- ENDESA's Risk Appetite Framework, which sets out the main risk indicators and the levels of risk considered acceptable in addition to the management and mitigation mechanisms.
- ENDESA's Risk Map, which provides a prioritised overview of all significant risks.

Furthermore, in light of the increased interest in the management and control of risks to which companies are exposed and given the complex nature of identifying them from a comprehensive perspective, it is important that employees are involved at all levels of this process. A risk mailbox has now been created for employees to help identify market risks and suggest measures to mitigate them, complementing the existing top-down risk management and control systems and mailboxes and specific procedures for sending communications in connection with breaches of ethical conduct and criminal, tax and employment risks.

E2 Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

Board of Directors. It is responsible for establishing the General Risk Management and Control Policy, including fiscal risks, and setting the level of risk that the Company considers acceptable in the Risk Appetite Framework, as well as supervising internal information and control systems.

Audit and Compliance Committee (CAC). Its responsibilities include the following: Reporting to the Board of Directors on the General Risk Control and Management Policy, including fiscal risks and its modifications and supervising the effectiveness of internal control and risk management systems, including those for tax.

The risk control and management model implemented in the company is in line with international standards, following a methodology that is based on the three lines of defence model. The main roles and responsibilities of the governing bodies and areas involved in the risk control and management process are as follows:

The first line is undertaken by those responsible for business lines, staff and service functions (including the Tax Affairs unit regarding risks of a fiscal nature and the Legal unit for risks of a legal nature). The businesses, staff and service functions establish the risk management controls required to ensure that the transactions are undertaken in the markets in accordance with the policies, principles and procedures of ENDESA.

The second line is undertaken by a series of organisational areas and Committees that cover the different types of risk and provide independent but coordinated reports for the CAC. It is divided into three areas depending on the type of risk: Risks relating to the internal control of financial and non-financial information, criminal risks and other risks.

A) Risks relating to the internal control of financial and non-financial information

Transparency Committee. The Transparency Committee is chaired by the Chief Executive Officer and consists of Endesa's senior executives. Its main purpose is to ensure compliance with and correct application of the general principles of financial and non-financial information (confidentiality, transparency, consistency and responsibility), by evaluating events, transactions, reports and other significant matters that are externally disclosed, determining the manner and timing for making these disclosures. The Transparency Committee is also the Endesa Management body responsible for assessing conclusions with regard to compliance with and the effectiveness of the controls established in the Internal Control System and internal controls and procedures for the external disclosure of information, and prepares corrective and/or preventive actions in this regard. The conclusions of the Transparency Committee are then forwarded to the CAC.

Internal control over Information. Endesa's Internal Control Unit is responsible for identifying the most significant processes, activities, risks and controls with regard to the Internal Control Over Information System that are considered necessary to reasonably ensure that the information disclosed externally by Endesa is reliable and appropriate.

Compliance. The Corporate Affairs and Compliance area is responsible for ensuring best practices with regard to Regulatory Compliance: Corporate Governance, Data Protection, and Competition.

B) Criminal risks

Supervision Committee for the Criminal and Anti-Bribery Risk Prevention Model. This is a collegiate body with autonomous powers of initiative and control with regard to criminal risks, and it is supervised directly by the Audit and Compliance Committee. It supervises compliance and updating of the Model to prevent criminal risks that may result in criminal liability for Endesa.

Compliance. The Corporate Affairs and Compliance area is primarily responsible for ensuring the prevention of risks of a criminal nature, as well as ensuring compliance with the regulations.

C) Other risks

Risk Committee. The Risk Committee supervises the management and monitoring of all risks, specifically including tax risks and excluding those of a criminal nature and those related to internal control of financial and non-financial reporting, referring the results of its deliberations and conclusions to the Audit and Compliance Committee of ENDESA's Board of Directors. The Risk Committee should consist at least of the Chief Executive Officer and his first line of reporting and is

based on the internal procedures for the different business lines, staff and service functions.

Risk control. The Risk Committee delegates responsibility to the risk area for defining the procedures and standards with regard to the Internal Risk Control and Management System, ensuring that all risks within its remit that have an impact on the entity, including those not included in the balance sheet, are identified, characterised, quantified and suitably managed, as well as monitoring risk exposure and the control activities implemented.

The function of assuring the governing bodies with regard to the effectiveness of internal control and risk management (third line), is the responsibility of Internal Audit, which should validate the Model and continuously supervise the structure and operation of the Internal Control and Risk Management System (SCIGR).

The three lines report to the Audit and Compliance Committee and the Board of Directors in order to comply with their responsibilities.

For further details you should consult the organisation section of the Risk Control and Management Policy published on the company's website.

- E3 Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant and may affect the achievement of business objectives.

The risk factors faced by ENDESA in its activities may be grouped as follows:

- Strategic risk
- Financial risk
- Digital technological risk
- Operational risk
- Compliance risk, including risk of corruption and prosecution
- Corporate governance and culture risk

One of the main risks facing the company is climate change. ENDESA is decisively committed to the fight against climate change and for this reason, decisions are taken at the highest level of Management. Climate change is one of the main pillars of the company's strategy. This commitment involves ENDESA assuming the objective of achieving total decarbonisation by 2040 and a reduction in specific carbon dioxide (CO₂) emissions of 80% by 2030 compared to 2017. ENDESA aims to play an active role in transition, which is why its Strategic Plan includes actions aimed at taking advantage of any opportunities may arise as a result of being identified in analyses made based on scenarios.

Greater details of the main risks affecting ENDESA's operations, including climate change, can be found in the main risks and uncertainties section of the management report.

- E.4 Indicate whether the entity has risk tolerance levels, including for tax risk.

With regard to the main risks. ENDESA's Board of Directors of ENDESA annually approves the risk levels that are considered acceptable, as well as management and mitigation mechanisms.

E5 Indicate which risks, including tax risks, have materialised during the year.

The coronavirus (COVID-19) pandemic once again accentuated the magnitude of the risks in 2021. As a result of this situation, there was an increase in risks relating to people's health, an increase in the volatility of commodities, a reduction in the demand for electricity and gas with regard to the Business Plan and, consequently, the customer consumption, as well as an increase in commercial delinquency resulting from a decrease in the ability of counterparties to meet their payment commitments, especially smaller retailers together with some customer segments. With regard to other risks that became apparent during the year, these were risks inherent to the activity undertaken in an adverse environment, including volatile fuel prices, credit and counterparty risk, and constant exposure to regulatory risks. Some of the latter, such as a reduction in access tariff charges, had a transitory impact on working capital.

It was confirmed that the control systems established in ENDESA's Risk Appetite Framework and the actions taken with regard to the supply chain had the correct effect. The COVID crisis made it clear that Endesa's financial position is solid and this, together with the implementation of specific plans for the improvement and efficient management of liquidity with unconditional credit lines contracted with first-level entities for significant amounts, made it possible to absorb the impact caused by the difficulties resulting from the economic situation.

With regard to cybersecurity risk, the attacks suffered by ENDESA in 2021 increased in number although there was a suitable response and the final impact was insignificant.

With regard to fiscal risk, in 2021 there was no significant negative impact.

E.6 Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise

In ENDESA there is a risk identification system that enables regular assessment of the nature and magnitude of the risks threatening the organisation. The development of a risk control and management process and, within this framework, of a structured and standardised reporting system, helped to create synergies for the consolidation and comprehensive treatment of risks and enabled the development of key indicators to detect potential risks and send early warnings.

The risk control and management process consists of the following phases:

- Identification: A risk identification process which aims to generate a risk inventory based on events that could prevent, impair or delay compliance with targets. This identification should include risks both if their origin is under the control of the organisation and when it is due to unmanageable external causes.
- Evaluation: The objective is to obtain parameters that can be used to measure the economic and reputational impact of all risks so they can then be prioritised. This assessment includes a number of methodologies in accordance with the characteristics of the risk such as, for example, the assessment of scenarios and the estimation of potential losses from the evaluation of the distribution of impact and probability.

- **Monitoring:** The objective is to monitor risks and establish management mechanisms that enable the risks to be kept within the established limits, and to take the appropriate management actions.

- **Management:** The purpose is to implement actions aimed at adjusting risk levels to their optimum levels, respecting the limits established in all cases.

The conclusions reached as a result of applying this process are reported to the different committees, and depending on the nature of the risk, the Risk Committee, the Transparency Committee and the Supervision Committee for the Criminal Risk Prevention and Anti-Bribery Model are ultimately responsible for reporting periodically to the Audit and Compliance Committee.

F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.

F.1 The entity's control environment

Report on at least the following, describing their principal features:

- F.1.1. The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

Board of Directors

One of the responsibilities of the Board of Directors that cannot be delegated is the supervision of internal information and control systems and the Audit and Compliance Committee, in accordance with the provisions of the Corporate Enterprises Act. It is responsible for monitoring the effectiveness of internal control within the Company, as established in the "Code of Good Governance for Listed Companies" (reviewed by the CNMV in June 2020). Audit and Compliance Committee

ENDESA's Audit and Compliance Committee Regulations stipulate that the main function of the Audit and Compliance Committee is to assess the Board of Directors and to supervise and control the preparation and presentation of financial and non-financial information, the independence of the auditor and the effectiveness of internal risk control and management systems, in addition to reporting to the Board of Directors on related-party transactions as provided for by the legislation in force. It is responsible for overseeing the effectiveness of the internal control over the Company's financial and non-financial information and reporting this to the Board of Directors, in addition to discussing any significant weaknesses in the internal control system detected by the external auditor during the audit process.

It is also responsible for supervising internal audit services, ensuring their independence and effectiveness. In this regard, it makes an annual assessment of the operations of the Internal Audit and the performance of the person responsible.

The appointment of members of the Audit and Compliance Committee takes into account their knowledge and background in accounting, auditing and financial and non-financial risk management matters.

Transparency Committee

The Transparency Committee was set up in 2004, chaired by the Chief Executive Officer and consists of ENDESA's main directors, including all members of the Executive Management Committee together and other members of management at ENDESA directly related to the preparation, verification and dissemination of financial and non-financial information.

This Committee's main purpose is to ensure compliance with and the correct application of general financial and non-financial reporting principles (confidentiality, transparency, consistency and responsibility) by evaluating the events, transactions, reports and other matters of relevance disclosed and determining the manner and deadlines for making these disclosures.

The functions of the Transparency Committee also include assessing the findings submitted to it by ENDESA's Administration, Finance and Control Department, based on a report drawn up by ENDESA's Internal Control unit, with regard to compliance with and the effectiveness of internal

information controls and the internal controls and procedures with regard to market disclosures, taking corrective and/or preventative action and reporting to the Board of Directors' Audit and Compliance Committee in this regard.

General Administration, Finance and Control Department

In supporting the Transparency Committee, the ENDESA Group General Administration, Finance and Control Department has the following functions with regard to the Internal Control of Financial Information:

- Proposing financial reporting policies to the Transparency Committee for approval.
- Assessing the effectiveness of ICFR and reporting its conclusions and any possible breaches of the approved Internal Control policies to the Transparency Committee.

Internal Control Unit

ENDESA's Administration, Finance and Control Department has a dedicated Internal Control Unit with the following functions:

- Communicating approval of Internal Control over Financial Reporting policies and procedures to ENDESA's subsidiaries and organisational areas.
- Maintaining, updating and providing the company with the Internal Control over Financial Reporting model and documentation associated with the process and controls.
- Defining the flow charts for certifying the assessment of the effectiveness of the controls and procedures defined in the Internal Control over Financial Reporting model.
- Supervising the process for certifying Internal Control over Financial Reporting and the internal disclosure controls and procedures, issuing regular reports on its conclusions with regard to the system's effectiveness.

All aspects relating to Internal Control over Financial Reporting are regulated in organisational procedure No. 5 "Internal Control over Financial Reporting", which seeks to establish the operating principles and bodies responsible for establishing and maintaining internal controls over financial reporting, with a view to ensuring its reliability and that reports, facts, transactions, and other significant aspects are communicated internally and externally in the correct form and within the corresponding deadline. The Internal Control over Financial Reporting System is assessed and certified every six months.

F.1.2. Indicate whether the following exist, especially in relation to the drawing up of financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity.

The design and review of the first level organisational structure is approved by the Board of Directors, at the proposal of the Chief Executive Officer and following a report from the Appointments and Remuneration Committee. In accordance with the Corporate Enterprises Act, it is also the responsibility of the Board of Directors to supervise the performance of Senior Management.

The People and Organisation unit is responsible for analysing, designing, planning and implementing organisational changes based on the company's strategy and in coherence with the change management framework that in many cases involve major transformations in both processes and organisational aspects. Based on this, an appropriate organisational structure

(formalised in organisational directives), the sizing of the units and the assessment of the key positions are defined. This Unit also defines and ensures that this information is suitably reflected and implemented in the internal systems. Corporate Policy No. 26 "Organisational Guidelines" defines and establishes the criteria for developing, formalising and communicating organisational structures.

Internal procedures are also developed to define and regulate the processes and responsibilities of the different units involved in order to guarantee their proper functioning. These documents, together with the different organisational directives, are published in a regulatory repository enabled on the ENDESA Intranet, and they are available to all the Company's employees.

- Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analysing breaches and proposing corrective actions and sanctions.

With regard to ENDESA's internal regulations governing ethics and crime prevention, the following documents are available:

Code of Ethics

ENDESA has a Code of Ethics approved by the Board of Directors which details the ethical commitments and responsibilities to which the professionals working for ENDESA and its subsidiaries, be they directors or staff, no matter their positions, are bound in the course of managing these companies' business and corporate activities.

The Code of Ethics consists of the following:

-The general principles governing relations with stakeholders that define ENDESA's benchmark business principles.

- The standards of conduct for relations with all groups of stakeholders, included in the specific guidelines and rules which ENDESA professionals should comply with in order to uphold the general principles and avoid unethical behaviour.

-The Implementation Mechanisms, which establish the organisational structure with regard to the Code of Ethics, responsible for ensuring correct knowledge and understanding of the Code and compliance with its provisions by all employees.

The principles and provisions of the ENDESA Code of Ethics should be respected and complied with by the members of the Board of Directors, the Audit and Compliance Committee and other governing bodies of ENDESA and its subsidiaries, as well as these entities' executives, employees and any other professionals related to ENDESA via contractual relationships of any category, including those working for or with them on an occasional or temporary basis.

The Code's general principles include "Transparency and integrity of information", which stipulates that "ENDESA's professionals should provide comprehensive, transparent, comprehensible and accurate information so that when entering a relationship with the company the parties involved are able to take independent decisions that are also informed with regard to the interests at stake, the alternatives and any significant ramifications".

Zero Tolerance Plan Against Corruption

The Zero Tolerance Plan Against Corruption approved by the Board of Directors requires all ENDESA employees to be honest, transparent and fair in the performance of their work. The same commitments are expected of its related parties, i.e. people, groups and institutions that help ENDESA meet its objectives or that are involved in the activities it performs in order to achieve its goals.

In compliance with Principle 10 of the Global Compact, of which ENDESA is a signatory, "Companies should fight against corruption in all its forms, including extortion and bribery", ENDESA expressly rejects all forms of corruption, direct and indirect, to which end it has a programme of commitments with regard to the performance of its activities to fight corruption in place.

Criminal Risk Prevention Model

ENDESA's Criminal Risk Prevention and Anti-Bribery Model consists of a structured and organic system of procedures and surveillance and control activities to prevent crimes being committed that are within its scope, that is, those from which criminal liability could arise for legal persons within the business group. ENDESA's current Criminal Risk Prevention and Anti-Bribery Model was adopted by the Board of Directors at a meeting on 25 January 2016, and it was updated in November 2018 and May 2020.

The Model consists of five elements that jointly guarantee a suitable control system for criminal risk prevention: Control Environment, Risk Assessment and Control Activities, Supervisory Activities, Information and Communication, and Disciplinary System.

There is ongoing supervision of the Model to verify whether its design and operation are suitable with regard to the requirements of the applicable regulations, and any identified incidents are analysed and resolved. The Audit and Compliance Committee is the body responsible for supervising compliance with and the operation of the Model, in accordance with legislation and ENDESA's regulations. Under the direct and exclusive supervision of the Audit and Compliance Committee, the Supervision Committee should undertake the functions entrusted to it, including control of and proposals to update the Model, with the support of the Audit function in the exercise of its responsibilities, by virtue of the powers conferred on it and the required specialisation.

The Criminal and Anti-Bribery Compliance Policy was approved by the Board of Directors on 6 November 2017 and updated on 4 May 2020 and its function is to complement the General Risk Control and Management Policy; it establishes the general principles for the Compliance System which govern the content and application of all corporate internal regulations as well as the organisation's actions. ENDESA's criminal risk prevention and anti-bribery system is certified by AENOR in compliance with the UNE 19601 (Criminal Compliance Management Systems) and UNE-ISO 37001 (Anti-Bribery Management Systems) standards.

Internal Code of Conduct in Stock Markets and Emission Rights Markets

The Internal Code of Conduct in Stock Markets and Emission Rights Markets establishes the criteria for behaviour to be followed by all employees of the ENDESA Group in their actions on stock markets and emission rights markets and especially with regard to inside information, in order to avoid market abuse situations.

- Whistleblower channel allowing notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

Since 2005, in ENDESA there has been a Whistleblowing Channel, accessible via its website and on its intranet, so that all stakeholders can securely and anonymously report any irregular, unethical or illegal conduct which in their opinion has occurred in the course of ENDESA's activities.

The procedure established ensures the confidentiality of this system, as it is managed by an external, independent company, which processes all complaints and communications.

Complaints made via channels other than the Whistleblowing Channel are forwarded to the Internal Audit Department, in accordance with ENDESA's internal procedures.

The Audit Department is responsible for ensuring all complaints received are processed correctly. This department acts independently of the opinions of all other departments within the organisation. It has access to all the corporate documents required to undertake its functions and it monitors the implementation of the recommendations included in its audit reports. The Audit Department also reports to the Board of Directors through the Audit and Compliance Committee which in turn centralises and channels all significant complaints before reporting on them to the Board.

- Training and periodic refresher programmes for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFR system, covering at least accounting standards, auditing, internal control and risk management.

The Business Organisation and Human Resources Department works together with the General Administration, Finance and Control Department to prepare a training schedule for all staff involved in preparing ENDESA's financial statements. This Plan includes ongoing updates on business trends and regulatory developments affecting the activities performed by the different subsidiaries of ENDESA, such as with regard to International Financial Reporting Standards (hereinafter IFRS) and regulations and developments with regard to Internal Control over Financial Reporting principles.

In 2021, ENDESA's General Administration, Finance and Control Department organised 9,728 hours of training on the following: Languages 25.35%, Digitalisation 24.48%, Safety 4.77%, Cross Skills 21.71%, Technical Skills 10.19%, Human Skills 12.55% and Other Skills 0.95%.

Whenever necessary, the Group provides specific training courses on control over financial reporting to staff outside the General Administration, Finance and Control Department who are directly or indirectly involved in supplying information used in the financial reporting process.

F.2 Assessment of risks in financial reporting

Report on at least the following:

F.2.1. The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- Whether the process exists and is documented.

Endesa's ICFR identified and registered internal control risks for the processes concerned with the preparation of financial information, including error and fraud reports. All information relating to the ICFR is documented in the corporate Internal Control IT SAP-GRC PROCESS CONTROL (hereinafter SAP-GRC-PC). The documentation for the ICFR processes is also kept up to date and available on the corporate intranet, such as accounting administrative procedures.

The Code of Good Governance for listed companies, approved by the CNMV in June 2020, established as the responsibility of the Audit Committee, the supervision and assessment of the preparation process for and integrity of any non-financial information, which had already been included in similar terms by Technical Guide 3/2017 on audit committees also approved by the CNMV.

Consistent with the above, the Regulations for Endesa's Audit and Compliance Committee establish that the Committee is responsible for supervising and assessing the process of preparing and presenting non-financial information, and supervising the effectiveness of internal control over non-financial information. The above established that non-financial information should be formulated homogeneously with the rest of the financial information, and with similar internal control mechanisms, since the responsibility of the administrators with regard to it is also the same.

In 2020, ENDESA opted to apply the Internal Control over Financial Reporting System (ICFR) to non-financial information, with specific additional controls to guarantee the integrity and veracity of the non-financial information. Since 2021, ENDESA, S.A. has also been extending ICFR methodology with an end-to-end scope for legally-required non-financial and sustainability information, to guarantee supervision of the processes and systems, identification of risks, and the design and implementation of suitable controls.

Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so how often.

The Financial Reporting risk identification and maintenance process covers the following Financial Reporting objectives:

- Existence and occurrence.
- Integrity.
- Assessment.

- Presentation, breakdown and comparability.
- Rights and obligations.

ENDESA's Internal Control Unit updates the ICFR map for relevant processes to determine any quantitative or qualitative changes that may affect the Internal Control model.

Risks are reviewed whenever there are changes to processes or when new processes or new companies are included within the scope. This review may result in the identification of new risks that should be mitigated by updating or designing new controls.

The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles.

ENDESA keeps a corporate register, which is permanently updated, with information on all of the Group's shareholdings, whether direct or indirect, including all entities over which ENDESA is able to exercise control, regardless of the legal structure giving rise to such control, so this register also includes financial vehicle corporations and special purpose vehicles.

This corporate record is managed and updated in accordance with procedures governed by Operational Instruction 3789 in the "ENDESA Corporate Records Register".

ENDESA's consolidation scope is determined on a monthly basis by ENDESA's Administration, Finance and Control Department based on the information available in the corporate register in accordance with the criteria provided for in the International Financial Reporting Standards (IFRS) adopted by the European Union, as well as other local accounting regulations. All ENDESA Group companies are informed of any changes to the consolidation scope.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.

The identification and updating of Financial Reporting risks is an intrinsic part of the ongoing review of the processes that are part of the ICFR and the design of the new processes that are identified as relevant to it.

- The governing body within the company that supervises the process.

The Audit and Compliance Committee is responsible for supervising the effectiveness of ENDESA's Internal Control over Financial Reporting and reporting thereon to the Board of Directors. For this purpose, it may submit recommendations or proposals to the Board of Directors and the corresponding deadline for monitoring.

F.3 Control activities

Report on whether the company has at least the following, describing their main characteristics:

- F.3.1 Review and authorisation procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting closing procedures and the specific review of significant judgements, estimates, valuations and projections.

ENDESA provides a Financial Statement to the stock market on a quarterly basis. This Financial Statement is prepared by the Administration Area, whose accounts closure process includes the control activities necessary to ensure the reliability of the information.

The Planning and Control Area also analyses and supervises the information prepared.

The General Manager - Administration, Finance and Control analyses the reports received, provisionally certifying the above-mentioned Financial Statement for submission to the Transparency Committee.

The Transparency Committee on a six-monthly basis and the representatives appointed by the members of the Transparency Committee on a quarterly basis, analyse the information sent by the General Administration, Finance and Control Department and, once approved, it is then sent to the Audit and Compliance Committee.

The Audit and Compliance Committee supervises the Financial Statement presented to it. When accounts closures coincide with the end of a six-month period, as well as others which the Audit and Compliance Committee consider to be especially significant, the Committee has information prepared by ENDESA's external auditors on the results of its work. Finally, the Audit and Compliance Committee presents its conclusions to the Board of Directors with regard to the Financial Statement presented to it. Once the Board of Directors has approved the statement, it is published on the stock markets.

Internal Control over Financial Reporting Model

ENDESA has an Internal Control over Financial Reporting model in line with the model established for all ENEL Group companies, based on the COSO Model (The Committee of Sponsoring Organisations of the Treadway Commission).

Firstly, there are Management Controls, also called "Entity Level Controls" (hereinafter, "Management Controls" or "ELC") and "Company Level Controls" (hereinafter, "CLC"). They are structural elements that work transversally in all divisions/companies.

There are also specific ELC controls to mitigate the risks of Segregation of Duties (hereinafter "ELC-SOD") and access controls (hereinafter, "ELC-ACCESS") that mitigate the risk of unauthorised access to the corresponding computer applications in the processes.

At the process level, ENDESA identified the following Business cycles common to all its subsidiaries:

- 1) Fixed Assets
- 2) Accounts Closure
- 3) Capital Investments
- 4) Finance
- 5) Inventory
- 6) Personnel Expenses
- 7) Procurement Cycle
- 8) Sales Cycle
- 9) Taxes other than income tax

The Internal Control Unit continuously manages and updates the documentation relating to each of the processes following the methodology established for this purpose. All organisational changes imply the need to review the control model in order to assess their impact and make any changes required to ensure operational continuity. The main components of each process are as follows:

- Control activities. Also called "Process Level Controls" (hereinafter, "PLC"), except for the specific case of Information Systems processes, which are called Information Technology General Controls (hereinafter "ITGC").

The control activities ensure that, in the normal course of operations, ENDESA's control objectives are met for all headings in the consolidated financial statements.

The Internal Control model applied in 2021 entails an average coverage ratio of 94.8% of the main consolidated figures (total assets, indebtedness, revenue and income before taxes).

All information relating to the internal control model is documented in the IT Internal Control tool SAP-GRC- PC. Those responsible for each control activity are appointed by those responsible for the process and are responsible for making the self-assessment that is undertaken every six months.

The Internal Control Unit provides those responsible for processes and controls with the necessary support and guarantees that the evaluation process is undertaken correctly.

The ICFR assessment process includes the following:

- Certification of the Internal Control System that has the following phases:

Either Self-assessment of Control Activities, Management Controls, control over the Segregation of Duties and access controls.

Or Signature by those responsible for the different Organisational Units involved, ascending in the company's hierarchical structure until the final signature of the Chief Executive Officer.

All of the above phases are monitored and supported by the Internal Control Unit.

- The verification undertaken by an independent expert on the design and operability of a significant sample of the most relevant controls in ENDESA's ICFR.

The results of the certification of the Internal Control System and the results obtained in the verification undertaken by an independent expert are incorporated into the report sent by the Internal Control Unit to the Transparency Committee and the Audit and Compliance Committee.

The weaknesses detected are classified into three categories depending on the severity of their possible impact on the financial statements as follows:

- Control weaknesses (not significant)
- Significant weaknesses
- Material weaknesses

All the weaknesses detected in the Internal Control system involve the implementation of a specific action plan to correct each and every one of them. The Internal Control Unit informs the Transparency Committee and the Audit and Compliance Committee with regard to any weaknesses detected in the ICFR, until they are final resolved.

F.3.2 Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

The Global Digital Solutions area is responsible for the Information and Telecommunications Systems in all the businesses and territories where ENDESA operates.

The functions of Global Digital Solutions include the definition, application and monitoring of security standards, and the development and operation of applications and infrastructures, both for traditional models and for the new paradigm of cloud computing. All IT activities are undertaken with the application of the Internal Control model in the field of information technology.

ENDESA's internal control model and especially the model for Global Digital Solutions (Information Technology Control System (ITCS) based on Cobit 2019 that involves IT processes, which in turn include the IT environment, architecture and infrastructure, as well as the applications which affect transactions with a direct impact on the

Company's key business processes and, ultimately, on Financial Reporting and Company closure processes. These controls may be implemented by means of automated programming or using manual procedures. ENDESA applies a global internal model for controlling those IT systems that are considered to be significant with regard to financial statements, focussed on guaranteeing the overall quality and reliability of the Financial Information produced with regard to each closure and, by extension, the information reported to the markets.

This framework has five principles that an organisation should follow to adopt IT management. It should:

- Meet stakeholder requirements
- Provide end-to-end coverage for the company
- Apply a single integrated reference framework
- Enable a comprehensive approach
- Separating governance from management

This Cobit 2019 control model is then structured into 5 domains:

- Governance Objectives or Evaluate, Direct & Monitor (EDM)
- Management Objectives: or Monitor, Evaluate & Validate (MEA)
or Align, Plan & Organise (APO) or Build, Acquire & Implement (BAI) or Deliver, Service & Support (DSS)

The ITCS model's processes in the Internal Control environment for ENDESA's information technologies contain the control activities required to cover the following risks with regard to the information systems relating to Financial Reporting to guarantee the integrity, availability and confidentiality of each Company's economic-financial information:

- Competitive Environment
- Compliance with other laws and regulations
- Consumer rights and data protection
- Corruption
- Cybersecurity
- Digitalisation
- Innovation
- Intellectual Property
- IT Effectiveness
- People and Organisation
- Process Efficiency

- Procurement, logistics and supply chain
- Reputational
- Continuity of Service
- Service Quality Management
- Strategic Planning and Assignment of Capital

With regard to information security, in 2007 ENDESA also established the Information Security function, currently the responsibility of the Security Department of the General Resources Directorate, to meet the requirements imposed by legislation, the technological environment and the market itself. For this purpose it established a regulatory framework in the field of information security, whose guiding principles are included in the Cybersecurity Policy (Policy 17), in the Policy for the classification and protection of information (Policy 33) and in the Policy for the control of logical access to information systems (Policy 25) all of which are linked to the Policy for the management of critical events (Policy 24) and the corresponding operational instructions (O.I. 131), as well as those that comply with specific legal requirements, such as the Operational Instructions for the Protection of Personal Data (O.I. 1430), Auditing of Security Measures on Data Processing (O.I. 3947) and Protection of Critical Infrastructure (O.I. 1391).

The Security Policy establishes the formal framework for identifying risks for the company's assets and refers to the technical and organisational measures required to manage and mitigate them. Compliance with the laws in force and the application of regulations and safety standards are also established as a principle.

The objective is to:

- Protect employees from risks of an intentional nature or those resulting from natural disasters
- Establish an internal security model for applications, networks and information systems, as well as industrial automation systems and for the Company's control systems.
- Protect tangible resources (workplaces, infrastructure systems belonging to the company) from threats that could alter their value or compromise their functional capacity.

The aim of the Information Protection and Classification Policy (Policy 33) is to:

- Ensure that information is suitably managed and protected throughout its lifecycle.
- Establish a system for classifying information and the security categories associated with it.
- Identify roles and responsibilities in the management and protection of information assets.

The Policy for the Control of Logical Access to Information Systems (Policy 25), defines and implements a control model that aims to ensure security in logical access

to the company's infrastructures and information systems and to guarantee the segregation of functions in operations by means of a systematised role assignment model and a digital tool that provides automated support.

In order to comply with the Critical Infrastructures Law (Law 8/2011), ENDESA, as a Critical Operator whose networks and information systems are susceptible to special protection, reinforced its control framework in 2018 with the publication of an Operational Instruction on Security in Critical Infrastructures (O.I. 1391) that:

- Defines security measures in systems that support essential services.
- Manages the notification of internal management and the communication of security incidents to the authorities.
- Applies a tool for compliance with the defined control model.

With regard to General Data Protection Regulations (RGPD 2016/679), the Operational Instruction on the Protection of Personal Data (O.I. 1430) and the Operational Instruction on Auditing Security Measures on data processing (O.I. 3947) that ensure internal compliance with the regulations in ENDESA:

- Establish a risk assessment model for processing Personal Data.
- Define the security measures to be taken and audits to be made when the processing of personal data is undertaken by third parties at the request and under the responsibility of Endesa, in accordance with the level of risk established, for the purpose of prevention and mitigation.
- Configure the operational management of Security Incidents in information systems and/or assets (in accordance with the provisions of Critical Event Management, Policy 24 and O.I. 131), their assessment, notification and internal communication, as well as their investigation and forensic analysis.
- It includes a Control Framework on the security measures applicable to the processing of personal data, as well as a regular update.

The Policy and Operational Instruction for Critical Events (Policy 24 and O.I. 131) ensure the prompt and effective management of security incidents through the coordinated involvement of all the areas involved and their appropriate treatment in the communication and institutional field, with the knowledge and under the supervision of the company's Management.

In 2007, ENDESA established the Decision Rights Management function (currently called Segregation of Functions, within the Internal Control Unit) as a guarantee for the identification, management and control of functional incompatibilities to ensure that a single person could not be in control of a critical process.

With regard to the content of the above paragraphs, controls over the Segregation of Functions (ELC-SOD) and controls over logical access (ELC-ACCESS) are part of the ICFR and are assessed and verified in the same way as the remaining controls that are part of the model.

F.3.3 Internal control policies and procedures for supervising the management of activities subcontracted to third parties, and for the assessment, calculation and

evaluation services commissioned provided by independent experts, when these may materially affect the financial statements.

Whenever ENDESA subcontracts an activity that is required to be able to issue a financial statement, the supplier is required to provide a guarantee on the Internal Control of the activities undertaken. Where processes are outsourced, service providers are required to obtain an ISAE 3402 "International Standard on Assurance Engagements" report. Where infrastructure services are delegated (Datacenter and Hardware), they are contractually required to obtain an SOC1/SSAE16 report. These types of reports enable ENDESA to verify whether the service provider's control objectives and control activities were operational during the corresponding time horizon. In other cases, such as services involving the delegation of computer or software platforms, ENDESA should obtain information from an independent expert that there is no aspect of the services that could lead to a significant deficiency in the process of obtaining ENDESA's consolidated financial statements.

When ENDESA uses the services of an independent expert, the professional's competence and technical and legal training are ensured. With regard to reports from independent experts, ENDESA implemented control activities and employ trained personnel to validate that the conclusions reached are reasonable.

There is also an internal procedure for contracting external advisors which stipulates a series of clearances depending on the volume of the engagement, which may even require approval by the Chief Executive Officer. The results and reports for outsourced accounting, tax and legal activities are supervised by the General Administration, Finance and Control and Legal Departments together with any other Departments whose expertise may be required.

F.4 Information and communication

Report on whether the company has at least the following, describing their main characteristics:

- F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

Responsibility for the application of ENDESA's accounting policies is centralised in ENDESA's General Administration, Finance and Control Department for all the geographical areas where ENDESA operates.

Within ENDESA's General Administration, Finance and Control Department there is a Standardisation and Reporting Unit, whose functions include analysing the application of the International Financial Reporting Standards adopted by the European Union (hereinafter, "IFRS") and the Spanish General Accounting Plan (hereinafter "PGC") to ENDESA Group companies. These functions, require the Standardisation and Reporting Unit to undertake the following tasks:

- Define ENDESA's Accounting Policies
- Analyse one-off transactions or operations completed or planned by ENDESA to establish the appropriate accounting process in line with ENDESA's Accounting Policies.
- Monitor the draft new regulations in progress in the International Accounting Standards Board (hereinafter, "IASB") and the Institute for the Accounting and Auditing of Financial Statements (hereinafter "ICAC"), the new standards approved by the above-mentioned Bodies and the process for the validation of the standards issued for the IASB by the European Union, establishing the impact that their implementation will have on the Group's Accounts at different levels.
- Resolve any query made by any subsidiary with regard to the application of the ENDESA's Accounting Policies

The Standardisation and Reporting Unit updates all those with financial reporting responsibilities at the different levels within ENDESA with regard to amendments to accounting standards, resolving any doubts they may have and gathering the required information from the subsidiaries to ensure coherent application of ENDESA's Accounting Policies and to enable it to quantify the impact of the application of new or amended accounting standards.

ENDESA's Accounting Policies are based on the IFRS and are documented in the "ENDESA Group Accounting Manual". This document is updated regularly and is distributed annually to all those responsible for preparing the financial statements for the different companies that make up ENDESA.

- F.4.2. Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR.

ENDESA has a series of computer tools (internally classified as significant for the Internal Control of Financial Information) to cover all the reporting needs for the individual financial statements, and to facilitate the consolidation process and subsequent analysis. These tools are part of a standardised process, with a single account plan for all the information corresponding to the separate financial statements for the subsidiaries that make up ENDESA, including any notes and additional disclosures needed to prepare the consolidated financial statements.

ENDESA annually contracts an independent expert to certify that the tools do not present any material shortcomings with regard to the process of obtaining ENDESA's consolidated financial statements.

The collection of information in the consolidation system involves an upload process which is initiated in the Financial Information System (transactional), which is also centralised and implemented in virtually all ENDESA companies.

The ICFR model is supported by a single IT which produces all the information required to draw conclusions with regard to ICFR operations.

F.5 Supervision of the functioning of the system

Report on at least the following, describing their principal features:

- F.5.1. The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

Every six months, the General Administration, Finance and Control Department's Internal Control Unit monitors the process by which the design and functioning of the ICFR system is evaluated and certified. It duly reports its findings to the Audit and Compliance Committee which is the body responsible for ensuring suitable Internal Control over the information disclosed to the market under the supervision of the Audit and Compliance Committee.

For this purpose, the Internal Control Unit receives an assessment of Company Level Controls (ELC/CLC) and Process Level Controls (PLC) and the Global Digital Solutions area receives an assessment of the ITGCs in order to verify:

- In the event of process changes, whether the identification of Control Activities has been duly updated and the new Control Activities sufficiently cover the Process Control Objectives.
- Whether all weaknesses in the control system design or functioning have been detected. A weakness is understood to be an incident which has a greater or lesser impact on the Control System not being able to reasonably guarantee the ability to acquire, prepare, summarise and disclose the Company's Financial Information.
- Whether the actual/potential impact of the above-mentioned weaknesses has been evaluated and any required mitigating control activities put in place to guarantee the reliability of the Financial Information, notwithstanding the existence of these weaknesses
- The existence of Action Plans for each weakness identified

Over the course of the year, there was also monitoring of progress on the actions plans put into place by ENDESA to address any shortcomings previously identified. These plans should be defined by those responsible for each process and shared with the Internal Control Unit.

Every six months, the Transparency Committee is informed of and certifies the evaluation of the model, the assessment of weaknesses and the status of action plans.

Finally, every six months, the General Administration, Finance and Control Department presents the Audit and Compliance Committee with its conclusions with regard to the evaluation of the ICFR model and progress on the implementation of the action plans resulting from earlier evaluations.

The Audit and Compliance Committee is responsible for supervising the effectiveness of internal controls over the Company's financial and non-financial reporting, which should include receiving reports from those responsible for internal control, internal audit and drawing conclusions with regard to the system's levels of trustworthiness and reliability, as well as to the Board of Directors and discussing with the External Auditor any significant weaknesses in the internal control system detected during the audit. For this purpose and where appropriate, the Audit and Compliance

Committee may submit recommendations or proposals to the Board of Directors and the corresponding deadline for follow-up.

The six-monthly assessments undertaken in 2021 did not identify any material weaknesses in the ICFR. Details of the number of controls assessed and reviewed by the independent expert are shown below:

Of the 2,271 controls evaluated, 795 were reviewed by the external consultant (of the 2,078 PLC controls, 602 were reviewed; of the 177 ELC/CLC controls, 177 were reviewed (ELC SOD 102 controls and 102 reviewed and the remaining ELC/CLC 75 controls and 75 reviewed); of the 16 ELC-ACCESS Controls, 16 reviewed. There were 194 ITGC general controls and 59 reviewed.

So the number of controls assessed was 2,465 of which a total of 854 were reviewed by the external consultant.

As a result of both the self-assessment process and the review undertaken by an independent expert, a total of 26 control weaknesses were identified that did not significantly affect the quality of the Financial Information and 10 non-significant weaknesses relating to ITGC general controls. In accordance with the above, ENDESA's management understands that the Internal Control over Financial Reporting model for the period between 1 January and 31 December 2021 proved effective and that the controls and procedures in place to provide reasonable assurance that the information disclosed by the ENDESA to the markets were also reliable and suitable.

In the process audit function by ENDESA's Internal Audit Unit, the main deficiencies in the Internal Control System were identified, the necessary action plans to solve them were proposed, those responsible for their implementation were identified and the corresponding deadline for monitoring was established.

In the course of this process, any incidents of fraud, no matter how insignificant, involving managers or staff participating in processes with a financial reporting impact were identified and reported.

The independent expert contracted by ENDESA's Audit and Compliance Committee to make a comprehensive assessment of the operations and effectiveness of ENDESA's SCIIF presented the result and his/her conclusions at the meeting of the Audit and Compliance Committee corresponding to the end of the reporting period. Specifically, Deloitte concluded by pointing out that the assessment of the operations of the internal control system over information with regard to financial and non-financial information as at 31 December 2021 was satisfactory and no deficiencies were revealed that affect the overall functioning of the system.

- F.5.2. Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses detected.

The Board of Directors holds an annual meeting with the external auditor to be informed about the work undertaken and with regard to developments in the Company's accounting and risk

situation. ENDESA's auditor has direct access to ENDESA's Senior Management and holds regular meetings in order to gather the information required to do its work and to notify any control weaknesses encountered in the course of its work.

The Internal Audit function reports regularly to Senior Management and the Audit and Compliance Committee on the main Internal Control weaknesses identified in the review of the different processes during the year, and also reports on the status of the implementation of any action plans established to mitigate these weaknesses.

The responsibilities of the Audit and Compliance Committee also include reviewing, analysing and commenting on an ongoing basis on the financial statements and other relevant non-financial information with Management, Internal Audit, the external auditor or, where appropriate, an independent expert.

F.6 Other relevant information

No other significant information with regard to ENDESA's ICFR has been broken down in the preceding sections of this report.

F.7 External auditor's report

Report:

- F.7.1. Whether the ICFR information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment. If not, reasons why should be given.

In accordance with CNMV Circular 7/2015 of 22 December, ENDESA includes in its Annual Corporate Governance Report for 2021 information on the main features of the internal risk control and management systems with regard to the Financial Reporting issuance process, following the structure proposed in the above-mentioned Circular.
ENDESA considered it appropriate to ask the external auditor to issue a report reviewing the information detailed in this ICFR report in accordance with the professional conduct guide for corporations.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

- 1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.**

Complies Explain

- 2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:**

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.**
- b) The mechanisms in place to resolve any conflicts of interest that may arise.**

Complies Complies partially Explain Not applicable

- 3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written annual corporate governance report, the chairman of the Board of Directors should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:**

- a) Changes that have occurred since the last General Shareholders' Meeting.**
- b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.**

Complies Complies partially Explain

- 4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.**

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and

corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies X Complies partially Explain

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies X Complies partially Explain

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- a) Report on the auditor's independence.
- b) Reports on the workings of the audit and nomination and remuneration committees.
- c) Report by the audit committee on related party transactions.

Complies X Complies partially Explain

7. That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies X Complies partially Explain

8. That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies X Complies partially Explain

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies X Complies partially Explain

10. That when a duly authenticated shareholder has exercised his or her right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:

- a) Should immediately distribute such complementary points and new proposals for resolutions.
- b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.
- c) Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies Complies partially Explain Not applicable X

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies Complies partially Explain Not applicable X

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies X Complies partially Explain

13. That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies X Explain

14. That the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board and that:

- a) Is concrete and verifiable;
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and

c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies X Complies partially Explain

15. That proprietary and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors..

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies x Complies partially Explain

16. That the number of proprietary directors as a percentage of the total number of non-executive directors not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

a) In large-cap companies where very few shareholdings are legally considered significant.

b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies x Explain

17. That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies X Explain

18. That companies should publish the following information on its directors on their website, and keep it up to date:

a) Professional profile and biography.

- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.
- e) Company shares and share options that they own.

Complies X Complies partially Explain

19. That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies Complies partially Explain Not applicable X

20. That proprietary directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies Complies partially Explain Not applicable X

21. That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the nomination committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies X Explain

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to

inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies Complies partially Explain

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors, even if he or she is not a director.

Complies Complies partially Explain Not applicable

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies Complies partially Explain Not applicable

25. That the nomination committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies Complies partially Explain

26. That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas

established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies Complies partially Explain

27. That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies Complies partially Explain

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies Complies partially Explain Not applicable

29. That the company should establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies Complies partially Explain

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies Explain Not applicable

31. That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies Complies partially Explain

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies Complies partially Explain

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies Complies partially Explain

34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon him or her the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.

Complies Complies partially Explain Not applicable X

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies X Explain

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity in the composition and skills of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and of the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the nomination committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the nomination committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies X Complies partially Explain

37. That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies Complies partially Explain Not applicable X

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies Complies partially Explain Not applicable X

39. That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies X Complies partially Explain

40. That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies X Complies partially Explain

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies X Complies partially Explain Not applicable

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

- a) **Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.**
- b) **Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.**
- c) **Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which**

the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.

- d) Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regard to the external auditor:

- a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
- b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.
- e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies X Complies partially Explain

- 43. That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that he or she appear without the presence of any other member of management.**

Complies X Complies partially Explain

- 44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.**

Complies X Complies partially Explain Not applicable

- 45. That the risk management and control policy identify or determine, as a minimum:**

- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.
- b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
- c) The level of risk that the company considers to be acceptable.
- d) Measures in place to mitigate the impact of the risks identified in the event that they should materialised.

e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies Complies partially Explain

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) **Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.**
- b) **Actively participating in drawing up the risk strategy and in important decisions regarding risk management.**
- c) **Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.**

Complies Complies partially Explain

47. That in designating the members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies Complies partially Explain

48. That large-cap companies have separate nomination and remuneration committees.

Complies Explain Not applicable

Endesa's Board of Directors decided not to separate ENDESA's current Appointments and Remuneration Committee into two separate committees ("appointments committee" and "remuneration committee"). The existence of a single Committee guarantees coordination (required and necessary when there are two separate Committees) with regard to the assessment and remuneration, attraction and retention of talent and orientation towards achieving results.

49. That the nomination committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the nomination committee to consider potential candidates that he or she considers suitable to fill a vacancy on the Board of Directors.

Complies Complies partially Explain

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Proposing the basic conditions of employment for senior management to the Board of Directors.
- b) Verifying compliance with the company's remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
- d) Making sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Complies X Complies partially Explain

51. That the remuneration committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies X Complies partially Explain

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:

- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
- b) That their chairpersons be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and their minutes be made available to all directors.

Complies X Complies partially Explain

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided

to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies Complies partially Explain

54. The minimum functions referred to in the foregoing recommendation are the following:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
- d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies Complies partially Explain

55. That environmental and social sustainability policies identify and include at least the following:

- a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct
- b) Means or systems for monitoring compliance with these policies, their associated risks, and management.
- c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
- d) Channels of communication, participation and dialogue with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies Complies partially Explain

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies Explain

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies Complies partially Explain

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.
- b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.
- c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies Complies partially Explain Not applicable

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies Complies partially Explain Not applicable

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies Complies partially Explain Not applicable

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies Complies partially Explain Not applicable

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies Complies partially Explain Not applicable

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies Complies partially Explain Not applicable

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies Complies partially Explain Not applicable

The contractual conditions of the current executive director predate this recommendation. However, the Remuneration Policy for ENDESA's Directors establishes that when there are new Senior Management recruits to the Company or its Group, a maximum limit of two years of total and annual remuneration accrued will be established for payments for termination of the contract, including amounts not previously consolidated from long-term savings systems and amounts paid under agreements for non-post-contractual competition, applicable in any case, and in the same terms, to contracts with Executive Directors.

H FURTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which it is necessary to include in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. In such case, name the code in question and the date on which the company subscribed to it. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of 20 July 2010.

At a meeting on 20 December 2010 ENDESA's Board of Directors reached an agreement for ENDESA to adhere to the Code of Good Tax Practices (CBPT in Spanish). Furthermore, on 25 January 2016, it ratified the adherence of ENDESA, S.A. and its Spanish controlled subsidiaries to the Code, after the incorporation of an Annex with new conduct obligations for both the Company and the Administration. At a meeting on 21 December 2020, ENDESA's Board of Directors agreed that ENDESA and its controlled subsidiaries and branches in France and Portugal should subscribe to the Codes of Good Tax Practices existing in those countries. In compliance with the Corporate Governance regulations with regard to tax issues and the provisions of the Code of Good Tax Practices, Endesa's Head of Tax Affairs regularly informs the Audit and Compliance Committee on the company's tax situation. Since the 2016 financial year, Endesa has been presenting a Reinforced Transparency Report to the State Tax Administration Agency. This Report consists of a breakdown of information that Endesa voluntarily submits to the Administration in accordance with the provisions of the Annex to the Code of Good Tax Practices. On 20 July 2021, it submitted the Report for the 2020 financial year.

CHANGES IN THE BOARD'S COMMITTEES

On 14 February 2022, Ms Alicia Koplowitz sent a letter to the Board of Directors, the Sustainability and Corporate Governance Committee and the Audit and Compliance Committee, notifying her resignation for personal reasons as a member of the Sustainability and Corporate Governance Committee and the Audit and Compliance Committee, but would continue in her position as a member of the Board of Directors.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on _____.

21/02/2022

Indicate whether any director voted against or abstained from approving this report.

Yes

No

ANNEX 1- Competencies matrix

DIRECTORS	QUALITIES AND SKILLS								DIVERSITY			
	Finance and Risks	Engineering	Legal	Management	Strategy	ICT	Human Resources	Sustainability and Corporate Governance	Tenure	Nationality	Gender	Age
Juan Sanchez-Calero Guilarte	✓		✓	✓	✓			✓	2,8	ESP	H	65
Francesco Starace	✓	✓		✓	✓				7,6	ITA	H	66
José Bogas Gálvez	✓	✓		✓	✓				7,3	ESP	H	66
Maria Eugenia Bieto Caubet	✓			✓	✓		✓	✓	1,7	ESP	M	71
Antonio Cammisecra	✓	✓		✓	✓				2,3	ITA	H	51
Francisco de Lacerda	✓			✓	✓		✓	✓	6,8	PORT	H	61
Alberto de Paoli	✓			✓	✓				7,2	ITA	H	56
Ignacio Garralda Ruiz de Velasco	✓		✓	✓	✓		✓	✓	6,8	ESP	H	70
Pilar Gonzalez de Frutos	✓		✓	✓	✓				1,7	ESP	M	65
M ^a Patrizia Grieco	✓		✓	✓	✓	✓		✓	4,8	ITA	M	69
Alicia Koplowitz y Romero de Juseu	✓			✓	✓			✓	1,7	ESP	M	67



ENDESA, S.A.

**Auditor's Report on the "Internal Control over
Financial Reporting (ICOFR) Information" of
Endesa, S.A. for 2021**

*(Translation from the original in Spanish. In the
event of discrepancy, the Spanish-language
version prevails.)*



KPMG Auditores, S.L.
Pº de la Castellana, 259C
28046 Madrid

Auditor's Report on the "Internal Control over Financial Reporting (ICOFR) Information" of Endesa, S.A. for 2021

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the Directors of Endesa, S.A.

As requested by the Board of Directors of Endesa, S.A. (the "Company") and in accordance with our proposal letter dated 4 October 2021, we have applied certain procedures to the "ICOFR information" attached hereto in section F of the Annual Corporate Governance Report (ACGR) of Endesa, S.A. for 2021, which summarises the Entity's internal control procedures for annual financial reporting.

The Board of Directors is responsible for adopting appropriate measures to reasonably ensure the implementation, maintenance and oversight of an adequate system of internal control, the development of improvements to that system and the preparation and definition of the content of the ICOFR information attached hereto.

In this respect, it should be borne in mind that irrespective of the quality of the design and operation of the internal control system adopted by the Entity in relation to annual financial reporting, the system may only provide reasonable, but not absolute assurance in relation to the objectives pursued, due to the limitations inherent in any internal control system.

In the course of our audit work on the annual accounts and in accordance with Technical Auditing Standards, our evaluation of the Entity's internal control was solely aimed at enabling us to establish the scope, nature and timing of the audit procedures on the Entity's annual accounts. Consequently, the scope of our evaluation of internal control, performed for the purposes of the audit of accounts, was not sufficient to enable us to issue a specific opinion on the effectiveness of this internal control over regulated annual financial reporting.

For the purposes of issuing this report, we have applied only the specific procedures described below and set out in the *Guidelines for preparing the auditor's report on the information on the system of internal control over financial reporting of listed companies*, published on the website of the Spanish National Securities Market Commission (CNMV), which define the work to be performed, the minimum scope thereof and the content of this report. As the scope of the work resulting from these procedures is in any event limited and substantially less than that of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, nor on its design or operating effectiveness, with respect to the Entity's annual financial reporting for 2021 described in the ICOFR information attached hereto. Consequently, had additional procedures been applied other than those established in the aforementioned Guidelines, or had an audit or a review been performed of the internal control system in relation to regulated annual financial reporting, other events or matters could have been identified, which would have been reported to you.



(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

As this special work did not constitute an audit of accounts and is not subject to current legislation regulating the audit of accounts in Spain, we do not express an audit opinion under the terms provided in such legislation.

The procedures applied were as follows:

1. Reading and understanding of the information prepared by the Entity regarding ICOFR – disclosures included in the directors' report – and an evaluation of whether this information meets all the minimum reporting requirements, taking into account the minimum content described in section F, on the description of ICOFR, of the ACGR template provided in the Spanish National Securities Market Commission (CNMV) Circular 5/2013 of 12 June 2013 and subsequent amendments, the most recent being CNMV Circular 3/2021 of 28 September 2021 (hereinafter the CNMV Circulars).
2. Inquiries of the personnel responsible for drawing up the information detailed in point 1 above in order to: (i) gain an understanding of the preparation process; (ii) obtain information that allows us to assess whether the terminology used conforms to the definitions contained in the reference framework; (iii) obtain information on whether the control procedures described are in place and operational in the Entity.
3. Review of the explanatory documentation supporting the information detailed in point 1 above, primarily including documents made directly available to those responsible for preparing the description of the ICOFR system. This documentation includes reports prepared by internal audit, senior management and other internal or external specialists supporting the audit committee.
4. Comparison of the information detailed in point 1 above with the understanding of the Entity's ICOFR gained as a result of the procedures performed within the framework of the audit work on the annual accounts.
5. Reading of the minutes of the meetings of the Board of Directors, audit and compliance committee and other committees of the Entity for the purposes of assessing the consistency of the matters discussed at these meetings in relation to the ICOFR with the information detailed in point 1 above.
6. Procurement of a representation letter concerning the work performed, duly signed by those responsible for preparing and authorising the information detailed in point 1 above.

As a result of the procedures applied to the ICOFR information, no inconsistencies or incidents have been detected that could affect it.



(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

This report has been prepared exclusively within the context of the requirements laid down in article 540 of the Revised Spanish Companies Act and in the CNMV Circulars for the purposes of the description of ICOFR in annual corporate governance reports.

KPMG Auditores, S.L.

(Signed on original in Spanish)

Estibaliz Bilbao Belda
Partner

21 February 2022