

**ENDESA, Sociedad Anónima
(ENDESA)
Annual General Shareholders' Meeting**

The Company's Board of Directors resolved on 11 March 2019 to convene the Annual General Shareholders' Meeting, to be held, at Hotel Madrid Marriott Auditorium, Ingeniero Torres Quevedo, 2, Madrid, on 12 April 2019, at 11:00 a.m., in a single call, in accordance with the following

Agenda

1. Approval of the Individual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Equity: Statement of Recognised Income and Expense and Statement of Total Changes in Equity, Statement of Cash Flows and the notes thereto), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and Subsidiaries (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the notes thereto), for the year ended 31 December 2018.
2. Approval of the Individual Management Report of ENDESA, S.A. and of the Consolidated Management Report of ENDESA, S.A. and Subsidiaries for the year ended 31 December 2018.
3. Approval of the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of the Consolidated Group for the year ended 31 December 2018.
4. Approval of corporate management for fiscal year ending 31 December 2018.
5. Approval of the proposed distribution of profit for the year ended 31 December 2018.
6. Appointment of KPMG Auditores, S.L. as the new statutory auditor for the individual and consolidated financial statements of ENDESA, S.A. for 2020, 2021 and 2022.
7. Appointment of Juan Sánchez-Calero Guilarte as Independent Director of the Company.
8. Reappointment of Helena Revoredo Delvecchio as Independent Director of the Company.
9. Reappointment of Ignacio Garralda Ruiz de Velasco as Independent Director of the Company.
10. Reappointment of Francisco de Lacerda as Independent Director of the Company.
11. Reappointment of Alberto de Paoli as Proprietary Director of the Company.
12. Binding vote on the Annual Report on Director Remuneration.
13. Approval of the Director Remuneration Policy for 2019-2021.
14. Approval of the Loyalty Plan for 2019-2021 (including amounts linked to the Company's share price), insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries.
15. Delegation to the Board of Directors to execute and implement resolutions adopted by the General Meeting, as well as to substitute the powers entrusted thereto by the General Meeting, and granting

of powers to the Board of Directors to record such resolutions in a public instrument and register and, as the case may be, correct such resolutions.

Supplement to Meeting Notice

In accordance with Articles 172 and 519 of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), shareholders representing at least three percent of the share capital may request that a supplement to this meeting notice be published, including one or more items on the Agenda for the General Meeting, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposed resolution. This right may be exercised by attestable notice which must be received at the Company's registered offices, calle Ribera del Loira, 60, 28042-Madrid (Spain), written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

Submission of Proposals

In accordance with Article 519.3 of the Corporate Enterprises Act, shareholders who represent at least three percent of the share capital may present proposals for agreement of matters already included or that should be included in the agenda items for the General Meeting. This right may be exercised by attestable notice which must be received at the Company's registered offices, calle Ribera del Loira, 60, 28042-Madrid (Spain), written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

Notary Public Intervention at the Shareholders' Meeting

The minutes of the Annual General Shareholders' Meeting shall be drawn up by a Notary Public who is a member of the Madrid Official Association of Notaries Public, as so requested for this purpose by the Directors, in accordance with the provisions of Article 203 of the Corporate Enterprises Act in connection with Article 101 of the Mercantile Registry Regulations, Article 35 of the Corporate Bylaws and Article 22 of the General Meeting Regulations.

Right to Attend and Public Request for Proxy

Shareholders who have their shares recorded in the pertinent book-entry ledger five days in advance of the meeting being held and who hold the relevant attendance card may attend the Annual General Shareholders' Meeting. The shares of Endesa are represented through the book-entry system, as a consequence of which attendance, voting and proxy cards shall be issued and provided by the financial institutions participating in IBERCLEAR at which the shareholders have their shares deposited, without prejudice to the certificates of standing issued in accordance with the entries of the accounting ledger of the pertinent responsible or member institution.

Each shareholder entitled to attend may grant a proxy for the Annual General Shareholders' Meeting by means of another person, in accordance with the provisions in this regard as set forth in Articles 184 and 185 of the Corporate Enterprises Act, the Corporate Bylaws and the General Meeting Regulations.

In the case of proxies sent to the Company or granted in favour of its Directors or of the Secretary of the Board of Directors, whether directly or through the entities acting as custodian of the shares or entrusted with recording the book-entries in relation thereto, the following rules shall apply, unless otherwise directed by the appointing shareholder:

1. Unless otherwise indicated by the shareholder appointing a proxy, the proxyholder shall be deemed to have specific instructions to vote in favour of all proposals made by the Board of Directors on the Agenda items for the meeting. In the event the Annual General Shareholders' Meeting votes on proposals not included on the agenda, the proxyholder shall exercise the vote in the sense he/she deems most convenient to the interests of the appointing shareholder.

If shareholders representing at least three percent of the share capital have exercised their right to add agenda items or submit proposed resolutions, the Company shall immediately publish said supplemental agenda items and new proposed resolutions, issuing a new form of attendance, proxy and distance voting card incorporating all required amendments to ensure that said new agenda items and alternative proposed resolutions may be voted on under the same terms as proposals made by the Board of Directors.

2. In the event that the person to whom the proxy is delegated is not named, said proxy shall be deemed to be granted to the Chairman of the Board of Directors.
3. If the proxyholder so appointed is legally subject to a conflict of interest in voting on any of the proposals submitted to the General Shareholders' Meeting, whether included on the Agenda or not, and provided no specific voting instructions were issued or, if despite having such instructions, the proxyholder wishes not to represent the shareholder with regard to the items with which there is a conflict of interest, the proxy shall be deemed to be delegated to, unless otherwise specified by the appointing shareholder, the Chairman of the General Meeting and, if the Chairman also has a conflict of interest, to the Secretary of the General Meeting and, if the Secretary has a conflict of interest, to the person appointed by the Board of Directors.
4. Likewise, the delegation of powers extends to topics that may be submitted to a vote of the General Shareholders' Meeting even though they are not included on the Agenda for the meeting. In this case, and except as indicated otherwise by the appointing shareholder, the proxyholder shall exercise the vote in the sense he/she deems most convenient to the interests of the appointing shareholder.

The following is reported as regards potential conflicts of interest:

- Directors Helena Revoredo Delvecchio, Ignacio Garralda Ruiz de Velasco, Francisco de Lacerda and Alberto de Paoli, have a conflict of interest as relates to their own reappointment (items 8, 9, 10 and 11).
- The Directors have a conflict of interest as relates to items 12 and 13 (Binding vote on the Annual Report on Director Remuneration, and approval of the Director Remuneration Policy for 2019-2021).
- Director José Damián Bogas Gálvez has a conflict of interest as relates to item 14 (Approval of the Loyalty Plan for 2019-2021, which includes amounts linked to the Company's share price).

In this same regard, the Directors may have a conflict of interest if any liability actions or proposals for removal are brought against them.

In accordance with Article 11 of the General Meeting Regulations, financial intermediaries who have standing as shareholders but who also act on behalf of various clients may divide their vote in such a manner that allows them to abide by the instructions received from such clients.

Right to Information

In accordance with the provisions of the Corporate Enterprises Act, shareholders have the right to inspect and obtain, at the Company's registered offices, or request that the Company deliver or issue, immediately and at no charge, a copy of the following documents:

1. Annual Report. Legal Documentation (2018).
 - Individual Annual Financial Statements and Management Report of ENDESA, S.A., together with the Auditor's Report prepared by Ernst & Young, S.L. on the Individual Annual Financial Statements (Fiscal year 2018).
 - Consolidated Annual Financial Statements and Management Report of ENDESA, S.A. and Subsidiaries (including the Non-financial Statement), together with the Auditor's Report prepared by Ernst & Young, S.L. (Fiscal Year 2018) on the Consolidated Annual Financial Statements.
 - Directors Statement of Responsibility
2. Annual Corporate Governance Report (Fiscal Year 2018).
3. Director Remuneration Policy for 2019-2021.
4. Appointments and Remuneration Committee report justifying the proposed Director Remuneration Policy for 2019-2021.
5. Annual Report on Director Remuneration (Fiscal Year 2018).
6. Resolutions proposed by the Board of Directors to the General Shareholders' Meeting in relation to the agenda items for such meeting.
7. Reports on the proposal for appointment and re-election of Directors.
8. Activity reports of Board committees for 2018.
9. Sustainability Report (Fiscal Year 2018).
10. Form of Attendance, Proxy, and Distance Voting Card.
11. Rules on distance voting and proxies.

All texts and documentation relating to the Annual General Shareholders' Meeting may be consulted and obtained on the Company's website www.endesa.com. The shareholders are also informed that they may follow the General Shareholders' Meeting through said website.

In accordance with the provisions of Articles 197 and 520 of the Corporate Enterprises Act and of Article 9 of the General Meeting Regulations, as from the date notice of the General Meeting is published up until five days, inclusive, before the date on which the meeting is to be held in first call, shareholders may make written requests -or verbally during the meeting- for information or clarification as deemed necessary, or raise questions they deem relevant to the topics included on the Meeting Agenda. In addition, within the same period, in writing or verbally during the General Meeting, shareholders may request clarification regarding any publicly accessible information provided to the Spanish Securities Market Commission (*Comisión Nacional del*

Mercado de Valores) by the Company since the last General Meeting was held, as well as regarding the auditor's report.

Requests for information shall be made in accordance with the rules set forth in Article 9.3 of the General Meeting Regulations and may be made by either delivering or mailing the request to the registered offices of the Company at the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING BOARD OF DIRECTORS SECRETARIAT), CALLE RIBERA DEL LOIRA, 60, 28042-MADRID or through electronic means through the Company's website (www.endesa.com), by accessing the link to the Annual General Shareholders' Meeting and selecting "Shareholders' Right to Information".

Those requests where the electronic document through which the information was requested includes either the recognised electronic signature of the requesting party or some other form of electronic signature which, by resolution previously adopted to such effect, the Board of Directors considers satisfies adequate guarantees of authenticity and identification of the shareholder exercising his right to information, shall be considered admissible. The shareholder shall be responsible for proving that the request was sent to the Company in due time and form.

Delivery of Documentation

The documentation referred to above shall be delivered, as from the date of publication of this official meeting notice, subject to presentation of the attendance card, at the registered offices of the Company, located at c/ Ribera del Loira, 60, Monday through Thursday from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 6:00 p.m., and Friday from 9:00 a.m. to 2:00 p.m., up until the day prior to the General Meeting.

Furthermore, shareholders may request that such documentation be sent to them, including by e-mail.

Accessibility

The venue of the meeting will be equipped with measures to facilitate access and monitoring of the meeting, and the exercise of voting, to people with reduced mobility, or sight and/or hearing impairments. Moreover, the corporate website contains the main documentation regarding the General Meeting in a format that is accessible to people with visual impairments.

RULES ON DISTANCE VOTING AND PROXIES

Endesa's Board of Directors has decided, in accordance with the provisions of Article 31 of the Corporate Bylaws and of Article 21 of the General Meeting Regulations, that the following rules on long-distance voting and granting of proxies shall apply to this Annual General Shareholders' Meeting, as from the date of publication of the relevant meeting notice:

1. VOTING THROUGH MEANS OF DISTANCE COMMUNICATION

The shareholders of Endesa holding the right to attend and vote may cast their vote on Agenda items of the Annual General Shareholders' Meeting through long-distance communication prior to the holding of the General Meeting, in the terms set forth in the Spanish Capital Corporations Law, in Article 31 of the Corporate Bylaws, and in Articles 10 and 21 of the General Meeting Regulations.

1.1 Means for casting long-distance votes

Valid means of distance communication for casting a distance vote are as follows:

(i) Electronic means:

The long-distance vote by electronic communication with the Company of any shareholder of Endesa must be cast through the Company's website (www.endesa.com) by accessing the space dedicated to the Annual General Shareholders' Meeting, under the section on long-distance voting and granting of proxies.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the recognised electronic signature and the advanced electronic signature, in the terms provided under Law 59/2003, of 19 December, on electronic signatures, provided that they are based on a recognised electronic certificate issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española - CERES), a body of the Spanish National Mint (Fábrica Nacional de Moneda y Timbre), and of which there is no record of revocation.

Those shareholders in possession of an electronic signature that meet the above-mentioned requirements and who are identified through such signature, as well as those shareholders who possess the electronic National Identity Card (DNIe), may cast their vote in relation to the Agenda items of the Annual General Shareholders' Meeting through the Company's website (www.endesa.com), by following the procedure established therein.

(ii) Postal service:

In order to cast a distance vote by postal service, shareholders must complete and sign the "Distance Voting by Post" section on the physical Attendance, Proxy or Distance Voting Card issued by the entity participating in IBERCLEAR in which they have their shares deposited. Once the Attendance, Proxy and Distance Voting Card has been filled out and the "Distance Voting by Post" section signed, the shareholder may send the card:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section dedicated to "Distance Voting by Post", a shareholder who wishes to vote long-distance by post must download the Distance Voting Card from Endesa's website (www.endesa.com), printing a hardcopy and completing and signing the card together with the attendance card issued by the participating entity in IBERCLEAR. Once both cards have been completed and signed, shareholders shall send them:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

2. GRANTING OF PROXY BY MEANS OF DISTANCE COMMUNICATION

The shareholders of Endesa may grant their proxy through long-distance communication before the Annual General Shareholders' Meeting is held, in the terms set forth in the Corporate Enterprises Act, Article 31 of the Corporate Bylaws, Article 21 of the General Meeting Regulations, and as set forth in this official meeting notice.

2.1 Means for Granting Proxy

Valid means of distance communication for the granting of proxies are as follows:

(i) Electronic means:

To grant a proxy by electronic communication with the Company, Endesa shareholders must go to the Company's website (www.endesa.com), access the link to the Annual General Meeting, and click on "Rules on distance voting and proxies".

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his/her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the recognised electronic signature and the advanced electronic signature, in the terms provided under Law 59/2003, of 19 December, on electronic signatures, provided that they are based on a recognised electronic certificate issued by the Spanish Public Certification Authority (CERES), a body of the Spanish National Mint, and of which there is no record of revocation.

Those shareholders with an electronic signature meeting the specified requirements and who can be identified through such signature, as well as those shareholders who hold an electronic National Identity Card (DNle), may delegate their proxy through the Company's website (www.endesa.com), by following the procedure established therein. A shareholder who grants his/her proxy electronically must notify the appointed proxyholder that said proxy has been granted. If the proxy is granted to a Director or to the Secretary of Endesa's Board of Directors, the notice shall be deemed to be given by means of the receipt of the electronic proxy by Endesa.

Designated proxyholders will be required to identify themselves via their National Identity Card (DNI) or Passport on the date and place of the Meeting and, as the case may be, shall be required to provide a copy of the electronic proxy, such that the Company may verify the proxy granted.

The proxyholder can only cast the shareholder's vote by attending the Meeting in person.

(ii) Postal service:

In order to delegate a proxy by postal service, shareholders complete and sign the proxy section of the physical attendance card issued by the entity participating in IBERCLEAR.

The proxyholder can only exercise the proxy by attending the Shareholders' Meeting in person.

Shareholders may send the duly completed and signed card:

1. By postal service to the following address: ENDESA, S.A. (ANNUAL GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, 60, 28042 MADRID.
2. By delivery to the entity participating in IBERCLEAR at which his/her shares are deposited.

Designated proxyholders will be required to identify themselves via their National Identity Card (DNI) or Passport on the date and place of the Annual General Shareholders' Meeting and, as the case may be, shall be required to provide a copy of said proxy, such that the Company may verify the proxy granted.

3. BASIC RULES FOR DISTANCE VOTING AND PROXIES

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

In order to be valid and in accordance with the provisions of the General Meeting Regulations, both long-distance proxies and votes (whether submitted electronically or by post) shall be received by the Company before 11:00 a.m. on 11 April 2019. Otherwise the proxy shall be deemed not to have been granted and the vote not cast, excluding as received following said deadline, in all cases prior to the holding of the Annual General Shareholders' Meeting, such that the proper verification and computation may be completed with a view towards preparing and holding said Meeting.

3.2 Priority rules between proxy, distance vote and physical attendance at the Meeting

3.2.1 Priorities between proxy, distance vote and physical attendance

(i) Personal attendance at the Annual General Shareholders' Meeting for which the shareholder previously granted a proxy or cast a long-distance vote, regardless of the means used for such purpose, shall render such proxy or vote null and void.

(ii) Likewise, a vote, regardless of the manner in which it was cast, will render any proxy granted ineffective, whether granted electronically or by means of a printed card. If the proxy was granted before the vote was cast, the proxy will be considered revoked, and if granted subsequently, it shall be considered void.

3.2.2 Priorities between proxies

In the event that a shareholder validly appoints several proxies, the last proxy received by the Company shall prevail.

3.2.3 Priorities between distance votes

In the event that a shareholder validly casts more than one distance vote, the last vote received by the Company shall prevail.

3.2.4 Specific direction of distance vote

A shareholder who wishes to cast a long-distance vote (through electronic means or by post) must indicate the specific direction of his/her vote for each Agenda item. If no specific direction is indicated for any of the Agenda items, the vote shall be deemed to be made in favour of the proposals submitted by the Board of Directors on such Agenda items, as drafted thereby.

If shareholders representing at least three percent of the share capital have exercised their right to add agenda items or submit proposed resolutions, the Company shall immediately publish said supplemental agenda items and new proposed resolutions, issuing a new form of attendance, proxy and distance

voting card incorporating all required amendments to ensure that said new agenda items and alternative proposed resolutions may be voted on under the same terms as proposals made by the Board of Directors.

3.2.5 Other Provisions

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

Disposal of the shares conferring the attendance right acknowledged by the Company will result in both distance proxies and votes being considered null and void.

The shareholder is exclusively responsible for the custody of his/her electronic signature for the purposes of voting or granting a proxy electronically.

3.3 Special Rules

All shareholders who are legal persons as well as shareholders not resident in Spain should contact the **Shareholder Relations Line (900 666 900)** to discuss the possibility of, as the case may be, adapting the long-distance voting and proxy mechanisms to their needs while still providing adequate guarantees.

Furthermore, shareholders who are legal persons shall be required to notify the Company of any change or revocation in the powers held by its representative, and Endesa shall therefore not accept any liability whatsoever until such notification has been issued.

Any of the joint holders of a share pool may attend and vote directly or by proxy, and the rules on priority established in section 3 herein shall apply as among them. For the purposes of Article 126 of the Corporate Enterprises Act, it shall be construed that the joint holder who, from time to time, performs an action (voting directly or by proxy, or physical or remote attendance), has been appointed by the rest of the joint owners to exercise their shareholder rights. In these cases, the first of the holders registered (physical or remote) at the meeting shall be considered the attendee. In relation thereto and for the purposes of Article 126 of the Corporate Enterprises Act, it shall be construed that the joint holder first registered (physically or remotely) at the meeting shall be the one appointed by the remainder of the joint owners to exercise their shareholder rights.

4. TECHNICAL INCIDENTS

Endesa reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms when so required for technical or security reasons.

Endesa shall not be liable for any damages which may be caused to a shareholder arising out of breakdowns, overloads, dropped lines, failed connections, malfunctioning of postal service or any other circumstances of a like or similar nature which are beyond Endesa's control and which prevent the use of the long-distance voting and proxy mechanisms.

Electronic Shareholder Forum

The Board of Directors has decided, in accordance with the provisions of Article 539 of the Corporate Enterprises Act, that at the Annual General Shareholders' Meeting, the rules of operation of the Electronic

Shareholder Forum published on the Company's website and available to the shareholders at the registered offices shall apply, as from the date of publication of the pertinent official meeting notice.

Processing of Personal Data

The personal data submitted by the shareholders to exercise or delegate their attendance and voting rights at the General Meeting, or which are furnished by banking institutions, brokers, and dealers with whom shareholders have their shares deposited, through the entity legally qualified to carry out the book-entry records (IBERCLEAR), shall be processed by the Company, as the controller, for handling the call and conduct of the General Meeting, and ensuring compliance with legal obligations.

The General Meeting will be recorded and broadcast, and may be available to the public, in all or in part, via the corporate web page and on accredited media. Attendance to the General Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to the recording, processing, reproduction, distribution, public communication, viewing and dissemination on the Company's corporate channels and by Endesa, Sociedad Anónima or third-party media of their voice, likeness and any other personal data that may be captured or expressed in the course of the General Meeting. The legal basis for the processing of data entailing images of voice is both the existence of a legitimate interest on the part of the Company to record and broadcast the General Meeting, which is recognised in applicable transparency and good corporate governance rules and principles, and the consent of the attendee at the General Meeting, as there are alternative means available for exercising his/her rights.

Where in the attendance or distance voting card includes personal data referring to other natural persons, the shareholder must inform them of the restrictions contained in this data protection disclaimer and comply with any other requirements applicable for the proper disclosure of personal data to the Company, without the latter having to perform any additional actions in terms of information or consent. Shareholders are responsible for the accuracy of the data provided and for notifying the Company of any modifications thereto.

Personal data shall be kept as long as the shareholder remains a shareholder and does not request its erasure or cancellation, and the data are adequate, pertinent and limited strictly to the purposes for which it is processed. Once it is no longer needed for this purpose, the data shall be blocked for the period for as long as required for the exercise or defence against administrative or legal proceedings, and may only be unblocked and processed again for this reason. After this period, the data shall be forgotten definitively.

The data will be provided to the notary, who will attend the General Meeting as provided for by law. It may also be provided to third parties in exercise of the right to information established by law.

You may exercise your right of access, rectification, erasure, restriction of processing and data portability in the situations and with the scope established in applicable legislation at any given time. To exercise these rights, please notify the Board of Directors' Secretariat in writing, at Madrid, C/ Ribera del Loira, 60, 28042. You are also informed that you have the right to file a claim with the Spanish Data Protection Agency.

Endesa, S.A. has appointed a Data Protection Officer, with the following contact details: dpo@endesa.es. If you have any questions regarding the purposes of the processing of your personal data or the legitimacy thereof, you may contact the Data Protection Officer.

Additional information

For any clarification concerning the delivery of documentation and any other aspect regarding this meeting notice, shareholders may address the Information Office, located at the registered offices at calle Ribera

del Loira, 60, Madrid, either in person or by calling 900 666 900 from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 6:00 p.m., Monday through Thursday, and from 9:00 am to 2:00 pm on Fridays.

Madrid, 11 March 2019

General and Board Secretary

PROPOSED RESOLUTIONS

ANNUAL GENERAL SHAREHOLDERS' MEETING

ENDESA, S.A.

12 APRIL 2019

11:00 A.M.

AGENDA

1. Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet, Income Statement, Statement of Changes in Equity: Statement of Recognised Income and Expense and Statement of Total Changes in Equity, Statement of Cash Flows and the notes thereto), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and subsidiaries (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the notes thereto), for the year ended 31 December 2018.
2. Approval of the Individual Management Report of ENDESA, S.A. and of the Consolidated Management Report of ENDESA, S.A. and Subsidiaries for the year ended 31 December 2018.
3. Approval of the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of the Consolidated Group for the year ended 31 December 2018.
4. Approval of corporate management for fiscal year ending 31 December 2018.
5. Approval of the proposed distribution of profit for the year ended 31 December 2018.
6. Appointment of KPMG Auditores, S.L. as the new statutory auditor for the individual and consolidated financial statements of ENDESA, S.A. for 2020, 2021 and 2022.
7. Appointment of Juan Sánchez-Calero Guilarte as Independent Director of the Company.
8. Reappointment of Helena Revoredo Delvecchio as Independent Director of the Company.
9. Reappointment of Ignacio Garralda Ruiz de Velasco as Independent Director of the Company.
10. Reappointment of Francisco de Lacerda as Independent Director of the Company.
11. Reappointment of Alberto de Paoli as Proprietary Director of the Company.
12. Binding vote on the Annual Report on Director Remuneration.
13. Approval of the Director Remuneration Policy for 2019-2021.
14. Approval of the Loyalty Plan for 2019-2021 (including amounts linked to the Company's share price), insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries.

15. Delegation to the Board of Directors to execute and implement resolutions adopted by the General Meeting, as well as to substitute the powers entrusted thereto by the General Meeting, and granting of powers to the Board of Directors to record such resolutions in a public instrument and register and, as the case may be, correct such resolutions.

AGENDA ITEM 1

Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet, Income Statement, Statement of Changes in Equity: Statement of Recognised Income and Expense and Statement of Total Changes in Equity, Statement of Cash Flows and the notes thereto), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and Subsidiaries (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the notes thereto), for the year ended 31 December 2018.

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AGENDA ITEM 2

Approval of the Individual Management Report of ENDESA, S.A. and of the Consolidated Management Report of ENDESA, S.A. and Subsidiaries for the year ended 31 December 2018.

Approve the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and subsidiaries for the year ended 31 December 2018 (except for the Non-financial Statements included in the Management Reports, which will be submitted for a vote under agenda item 3), which were authorised for issue by the Board of Directors at its meeting held on 25 February 2019.

AGENDA ITEM 3

Approval of the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of its Consolidated Group for the year ended 31 December 2018.

Approve the Non-financial Statement of ENDESA, S.A. and the Non-financial Statement of the Consolidated Group for the year ended 31 December 2018, which were authorised for issue by the Board of Directors at its meeting held on 25 February 2019.

AGENDA ITEM 4

Approval of corporate management for fiscal year ending 31 December 2018.

Approve the Board of Directors' management and actions during the fiscal year ending 31 December 2018.

AGENDA ITEM 5

Approval of the proposed distribution of profit for the year ended 31 December 2018.

Approve the distribution of profit for 2018, as determined by the Board of Directors at its meeting held on 25 February 2019, of Euros 1,510,858,443.24, as follows:

To Dividends - Maximum distributable amount of Euros 1.427 (gross) per share for all of the shares (1,058,752,117 shares)	1.510.839.270,96
To Retained Earnings	19,172.28
TOTAL	1.510.858.443,24

On 20 November 2018, the Board of Directors of ENDESA, S.A. approved the distribution of interim dividends against 2917 profit in the amount of Euros 0.70 (gross) per share. This interim dividend was paid out on 2 January 2019.

The final dividend (Euros 0.727 (gross) per share) will be paid on 2 July 2019.

AGENDA ITEM 6

Appointment of KPMG Auditores, S.L. as the new statutory auditor for the individual and consolidated financial statements of ENDESA, S.A. for 2020, 2021 and 2022.

Appoint “KPMG Auditores, S.L.” as the statutory auditor of the individual and consolidated financial statements of ENDESA, S.A. for the 2020-2022 period, conferring to the Board of Directors, in the broadest terms, the powers to determine the rest of the terms and conditions of the engagement.

This resolution is submitted for approval at the General Shareholders' Meeting on a proposal by the Board of Directors, in line with the recommendation issued by Endesa's Audit and Compliance Committee as a result of the selection process carried out in accordance with the law.

KPMG Auditores, S.L. has its registered office at Paseo de la Castellana, 259 c, Madrid. Its tax identification number (NIF) is B-78510153. It is only file with S0702 in the Official Register of Accountants of Instituto de Contabilidad y Auditoría de Cuentas (Institute of Accounting and Accounts Auditing) and the Madrid Mercantile Registry, under tome 11.961, sheet M-188.007.

AGENDA ITEM 7

Appointment of Juan Sánchez-Calero Guilarte as Independent Director of the Company.

To appoint Juan Sánchez-Calero Guilarte as Director, on a proposal by the Appointments and Remuneration Committee, for the four-year term of offices provided for in the Bylaws.

In accordance with article 529 duodecims of the Corporate Enterprises Act, the Director is considered Independent Director.

The report on this proposal together with a biographical sketch on Mr. Sánchez-Calero is available to shareholders on the Company's website.

AGENDA ITEM 8

Reappointment of Helena Revoredo Delvecchio as Independent Director of the Company, on a proposal by the Appointments and Remuneration Committee.

Reappoint Helena Revoredo Delvecchio as Director of the Company, on a proposal by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered an Independent Director

The report on this proposal together with a biographical sketch on Ms. Revoredo is available to shareholders on the Company's website.

AGENDA ITEM 9

Reappointment of Ignacio Garralda Ruiz de Velasco as Independent Director of the Company, on a proposal by the Appointments and Remuneration Committee.

Reappoint Ignacio Garralda Ruiz de Velasco ***Director of the Company, on a proposal by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.***

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered an Independent Director.

The report on this proposal together with a biographical sketch on Mr. Garralda is available to shareholders on the Company's website.

AGENDA ITEM 10

Reappointment of Francisco de Lacerda as Independent Director of the Company, on a proposal by the Appointments and Remuneration Committee.

Reappoint Francisco de Lacerda as Director of the Company, on a proposal by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered an Independent Director.

The report on this proposal together with a biographical sketch on Mr. de Lacerda is available to shareholders on the Company's website.

AGENDA ITEM 11

Reappointment of Alberto de Paoli as Proprietary Director of the Company.

Reappoint Alberto de Paoli as Director of the Company, on a report by the Appointments and Remuneration Committee, for the four-year term of office provided for in the Bylaws.

In accordance with article 529 duodecies of the Corporate Enterprises Act, the Director is considered a Proprietary Director.

The report on this proposal together with a biographical sketch on Mr. De Paoli is available to shareholders on the Company's website.

AGENDA ITEM 12

Binding vote on the Annual Report on Director Remuneration.

Approve the Annual Report on Director Remuneration for 2018.

AGENDA ITEM 13

Approval of the Director Remuneration Policy for 2019-2021.

Approve, in due consideration of the reasons stated in the specific individual report by the Appointments and Remuneration Committee, the Directors Remuneration Policy for 2019–2021, under the terms set forth in the document made available to the shareholders on the Company's website as from the publication date of the meeting notice.

AGENDA ITEM 14

Approval of the Loyalty Plan for 2019-2021 (including amounts linked to the Company's share price), insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries.

Approve the long-term variable remuneration plan referred to as the "Loyalty Plan, 2019–2021 Programme" (the "2019-2021 Programme"), which includes the amounts linked to the Company's share price, insofar as ENDESA, S.A.'s Executive Directors are included among its beneficiaries, with the following key characteristics:

1.- The 2019-2021 Programme is a long-term compensation scheme aimed at strengthening the commitment of high-responsibility executives to achieving the Company's strategic objectives.

2.- The 2019-2021 Programme targets Executive Directors and other Endesa Group directors holding strategic responsibility, as determined by the Board of Directors.

3.- The period for performance will be three years from 1 January 2019, for the 2019-2021 Programme.

4.- Accrual of the variable remuneration under the 2018–2020 Programme is subject to compliance with three targets during the accrual period:

a) Performance of the average Total Shareholder Return (TSR) of ENDESA, S.A. in relation to the performance of the average TSR of the Euro-Stoxx Utilities index, selected as the benchmark for the peer group. This parameter will be weighted at 50% of the total incentive for the 2019-2021 Programme.

b) Target for the cumulative Return on Average Capital Employed during the accrual period. Endesa's cumulative ROACE target represents the relationship between cumulative Ordinary Profit from Operations (ordinary EBIT) and average Net Capital Invested (NCI) during the 2019-2021 period.

This parameter will be weighted at 40% of the total incentive for the 2019-2021 Programme.

c) Reduction of the Endesa Group's CO₂ emissions. This parameter will be weighted at 10% of the total incentive for the 2019-2021 Programme.

A threshold level beyond which the target is considered met up to 50% and two performance levels for targets that have been overachieved is established for each target: performance beyond above the first level equals 150%, and performance beyond the second constitutes maximum achievement of 180%. Therefore, variable remuneration levels under the 2019-2021 Programme will range from 0% to 180% of incentive base (target equals 100% achievement).

If ENDESA, S.A.'s TSR is negative during the relevant three-year reference period, the amount receivable by the beneficiaries of the 2019-2021 Programme will be reduced (based a regressive curve) by an amount equal to ENDESA S.A.'s negative TSR percentage multiplied by a constant value of 1.5.

5.- The base incentive (target) assigned to each beneficiary under the 2019-2021 Programme will be as provided in their individual contracts, if addressed therein, or otherwise, in the relevant Group policy defining different target percentage levels based on the level of responsibility.

The target for the Chief Executive Officer is Euros 518,000.

6.- Payment of variable remuneration accrued under the 2019-2021 Programme will be made in cash and subject to the payment and deferral rules established by the Board of Directors, as well as to the relevant malus and clawback clauses.

It is resolved to delegate to the Board of Directors, with express power of substitution, the authority to implement at the time and in the manner it deems convenient, formalise, amend and execute the 2019–2021 Programme, adopting all resolutions and executing as many public or private documents as may be necessary or convenient to ensure the full effectiveness thereof, with the power to change, rectify, amend and supplement and, in general, to adopt any resolutions and perform any actions necessary or merely convenient for the effective implementation and operation of the 2019–2021 Programme, including but not limited to, the following powers:

a) To set specific conditions for the 2019-2021 Programme and to grant and exercise rights thereunder, including the approval or amendment of the 2019-2021 Programme, the determination of the beneficiaries, the conditions for granting or exercising the rights and verifying achievement, the rights that grant the status of beneficiary, the levels of performance for each of the parameters established as a target, the effects of losing status as an employee, executive or executive director of the Company or its Group or of a change of control, determining the causes for early termination, etc.

b) To draft, sign and submit before any public or private bodies, the beneficiaries or any other party, any documents and supplementary communications which may be necessary or convenient for the purposes of implementing and executing the 2019-2021 Programme, granting rights and delivering incentives, including, as the case may be, the relevant prior notice and informational prospectuses.

c) To perform any actions or processes or filing any returns to any person, entity or registry, public or private, in order to obtain authorisations or verifications as required to grant the rights and to pay the incentives.

d) To adapt the contents of the 2019-2021 Programme to the corporate circumstances or transactions that may arise during the term thereof, in the terms deemed convenient and, to the extent required or recommended by any legal provisions applicable to any of the beneficiaries, or as may be necessary for legal, regulatory, operating or similar reasons, to adapt the general conditions.

e) To draft and publish any announcements which may be necessary or convenient.

f) To draft, sign, execute and, as the case may be, certify any type of document related to the 2019-2021 Programme.

g) And, in general, to perform as many actions and execute as many documents as required or convenient for the full validity and effectiveness of the incorporation, implementation, operation, execution, settlement and completion of the 2018–2020 Program and the previously adopted resolutions.

AGENDA ITEM 15

Delegation to the Board of Directors to execute and implement resolutions adopted by the General Meeting, as well as to substitute the powers entrusted thereto by the General Meeting, and granting of powers to the Board of Directors to record such resolutions in a public instrument and register and, as the case may be, correct such resolutions.

1. Delegate to the Company's Board of Directors the broadest authorities to adopt such resolutions as may be necessary or appropriate for the execution, implementation, effectiveness and successful conclusion of the General Meeting resolutions and, in particular, for the following acts, without limitation:

(i) to clarify, specify and finalise the resolutions of this General Meeting and to resolve any doubts or issues presented, remedying defects and omissions which may prevent or impair the effectiveness or registration of the pertinent resolutions,

(ii) to execute such public and/or private documents and carry out such acts, legal business, contracts, declarations, and transactions as may be necessary or appropriate for the execution and implementation of the resolutions adopted at this General Meeting, and

(iii) to delegate, in turn, to one or more Directors, who may act jointly and severally, the powers conferred in the preceding paragraphs.

2. Empower the Chief Executive Officer, José Damián Bogas Gálvez, and the Secretary of the Board of Directors, Borja Acha Besga, so that either of them, indistinctly, may:

(i) carry out such acts, legal business, contracts and transactions as may be appropriate in order to register the preceding resolutions with the Mercantile Registry, including, in particular, inter alia, the powers to appear before a Notary Public in order to execute the public deeds or notarial records which are necessary or appropriate for such purpose, to publish the pertinent legal notices and formalize any other public or private documents which may be necessary or appropriate for the registration of such resolutions, with the express power to remedy them, without altering their nature, scope or meaning, and

(ii) to appear before the competent administrative authorities, in particular, the Ministries of Economy, Industry, Trade and Tourism, Ecological Transitions, Development and Tax, as well as before other authorities, administrations and institutions, and in particular, the Spanish Securities Market Commission, the Securities Exchange Governing Companies and any other entity which may be competent in relation to any of the resolutions adopted, in order to carry out the necessary formalities and actions for the most complete implementation and effectiveness thereof.