

**ANNEX I**  
**ANNUAL REPORT ON DIRECTOR REMUNERATION OF LISTED 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 REPORT ON DIRECTOR REMUNERATION OF LISTED COMPANIES

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

A1.1. Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

Such specific determinations for the current year as the board may have made in accordance with the contracts signed with the executive directors and with the remuneration policy approved by the General Shareholders' Meeting must be described, as regards directors' remuneration both in their capacity as such and for executive functions carried out.

In any case, the following aspects must be reported, as a minimum:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
- b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, their identity.
- d) Procedures set forth in the current remuneration policy for directors in order to apply temporary exceptions to the policy, conditions under which those exceptions can be used and components that may be subject to exceptions according to the policy.

Current policy on directors' remuneration applicable to the 2022 financial year:

The Remuneration Policy for Endesa's Directors applicable in 2022 was approved at the last General Shareholders' Meeting on 30 April 2021, for the 2021, 2022 and 2023 financial years.

However, in response to the annual review by the Appointments and Remuneration Committee on the Remuneration Policy, at the next General Shareholders' Meeting in 2022, it will be proposed to modify it based on the changes introduced in the Corporate Enterprises Act with regard to the Remuneration Policy (art. 529 novodecies).

It should also be noted that in the review of the remuneration policy for 2021-2023, with the participation of the external consultants Ernst & Young Abogados, S.L.P. a comparative analysis ("benchmark") was made between companies comparable to Endesa with regard to the remuneration of Endesa's directors, in order to ensure that their remuneration is in line with market conditions. See annex II

- a) Procedures and bodies of the company involved in the determination, approval and application of the remuneration policy and its conditions:

Endesa's Appointments and Remuneration Committee is the body responsible for proposing the Directors' Remuneration Policy to the Board of Directors and for formulating a specific report to accompany this proposal.

The Committee will also annually review the Directors' Remuneration Policy, with the internal support of those responsible for the areas of People and Organisation, Strategy, Financial Economics, Sustainability and the Secretary of the Committee, in order to verify that it is in line with the situation and strategy of the Company and with market conditions and to assess whether it contributes to the creation of long-term value and to the control and management of the appropriate risks. If it deems it appropriate, the Committee will contract the services of an external consultant to participate in the preparation of the Directors' Remuneration Policy.

Endesa's Appointments and Remuneration Committee is also the body responsible for proposing to the Board of Directors the individual, fixed and variable remuneration and the other contractual conditions for the Executive Directors, including any compensation that may be established in the event of early termination of their duties and the amounts to be paid by the Company as insurance premiums or contributions to savings systems, in accordance with the provisions of the Company's internal regulations and the remuneration policy for directors approved by the General Shareholders' Meeting.

Finally, it should be pointed out that the Appointments and Remuneration Committee will have the following responsibilities with regard to the determination or verification of the remuneration accrued to the directors:

- To verify annually that the Directors' Remuneration Policy has been properly applied and that no payments are made to Directors that are not provided for in it.
- To verify, with the collaboration of the Internal Audit Department, the information on the remuneration of Directors contained in the annual report on remuneration for directors.
- To verify, with the collaboration of the Internal Audit Department, whether there have been circumstances that justify the application of the malus or claw-back clauses envisaged for the Executive Directors and to propose, where applicable, the appropriate measures to recover any amounts that may correspond.

b) Procedures contemplated in the current remuneration policy for the directors to apply temporary exceptions to the policy within the framework established by the Remuneration Policy for the Directors of Endesa, section 3.3. The following may be reviewed with regard to the remuneration for Executive Directors, (taking into account the information on developments in the salary market, the growth forecast each year and/or the corresponding market studies and analysis) and be modified whenever the Board of Directors considers it appropriate at the proposal of the Appointments and Remuneration Committee: The annual fixed remuneration and the target for the variable remuneration for the executive directors, when the circumstances established in section 3.3 of the Remuneration Policy for the Directors of Endesa are met. These modifications would be subject to publication in the Annual Report on Remuneration for Directors and subsequent approval by the Board.

A1.2. Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to ensure an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to align it with the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures taken to ensure that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the risk profile of the company and measures in place to avoid conflicts of interest.

Furthermore, indicate whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or whether any clause has been agreed reducing the deferred remuneration not yet vested or obliging the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

The remuneration for non-executive directors is specified in a fixed monthly allowance and an attendance allowance, with no applicable variable remuneration concepts. That is why the concept of "remuneration mix" only refers to the Chief Executive Officer.

The structure for the CEO's remuneration envisaged for 2022 guarantees a suitable mix between fixed remuneration, short-term variable remuneration and long-term variable remuneration.

The total remuneration for an Executive Director in 2022 will be between a minimum, represented by a fixed remuneration, and a maximum achievable in accordance with the levels of overachievement of the objectives.

Chief Executive Office's remuneration mix:

In a scenario where targets are met 100%, the weighting of fixed remuneration would represent 47%, short-term variable remuneration 28% and long-term variable remuneration 25%, all as a percentage of total remuneration (fixed, ordinary variable and long-term variable). In a scenario where there is compliance with maximum objectives (up to 120% in the short-term variable and up to 180% in the long-term variable), the weighting of the fixed remuneration would represent 37%, the short-term variable remuneration 27% and the long-term variable remuneration 36%, all as a percentage of (fixed, ordinary variable and long-term variable). The remuneration mix does not provide an incentive for assuming too many risks.

It should be pointed out that both short-term variable remuneration and long-term variable remuneration are linked to the Company's Strategic Plan, which integrates business and financial targets

, ESG factors, and which is oriented and elaborated based on the fight against climate change. In this regard, it should be pointed out that the company's strategic plan includes Endesa's action plan on climate change, and the latest update reinforces this

commitment to decarbonisation, which has been brought forward to 2040, with an increase in investments in renewable energies and the digitalisation of the grid, as well as in the electrification of residential demand and sectors such as industry and transport. For all these reasons the remuneration of Executive Directors is always in line with the Company's short- and long-term risks. With regard to this:

- Ordinary or short-term variable remuneration for 2022 uses five measurement parameters based on quantitative indicators, including ESG metrics. Specifically, it includes: Three financial parameters related to results and cash, one for business and one for occupational safety. The specific objectives established for each of these parameters are designed taking Endesa's Strategic Plan 2022-2024 into account and in this regard it is guaranteed that the Company's results and objectives for the financial year are met.

Payment of the short-term variable remuneration, which depends on factors including the Company's results, will not be made until the financial statements have been approved by the General Shareholders' Meeting, corresponding to the year for remuneration, and where there are exceptions in the external auditor's report, these results will be reduced.

- Long-term variable remuneration for 2022 (Strategic Incentive 2022-2024) uses five measurement parameters based on quantitative performance indicators, including ESG metrics. The specific targets determined for each of these indicators are designed considering Endesa's 2022-2024 Strategic Plan with a focus on the long-term and sustainability, from the point of view of the Company's own objectives with regard to the environment, climate change, shareholder return and gender equality (women in succession plans).

With regard to long-term remuneration, since 2014 plans have envisaged a deferral of payment and the need for the director to be active at the time when payment is made (except if the director retires or leaves the company due to the end of a fixed-term contract, in which case the settlement for the plans completed at the date of the director's discharge is envisaged, and payment will remain deferred to the corresponding date, even if the director does not continue to be active in the company); these payments on two occasions: 30% of the incentive will be paid in the year following the end of the Plan, and the remaining 70%, where applicable, will be paid two years after the end of the Plan.

Since the last "Strategic incentive 2020-2022", in order to adapt the remuneration of executive directors to best corporate governance practices, the award of shares was introduced as part of the payment.

-It is the responsibility of the Board of Directors, at the proposal of the Appointments and Remuneration Committee, to establish each target, its weighting and metrics at the beginning of each financial year and to evaluate the level of compliance when the year has ended. As part of the task of evaluating compliance with the short and long-term objectives, the Appointments and Remuneration Committee performs the function of verifying the information on the remuneration for the Directors with the support of the Internal Audit Department, which will make an analysis and conclude on compliance with the short and long term objectives of the Executive Directors and will ensure the absence of conflicts of interest when determining these objectives.

It should also be pointed out that the Appointments and Remuneration Committee consists of five members, four of whom are independent Directors, one of them being the Chairman of this Committee. Three of the members of this Committee are also members of the Audit and Compliance Committee. The cross-presence of these two members, in these two Committees, favours taking the risks associated with remuneration into account in the deliberations of the above-mentioned Committees and in their proposal to the Board, both in the determination and in the evaluation process for the annual and multiannual incentives.

- There is an ex-post control over short and long-term variable remuneration in the form of a malus clause that permits the company not to pay variable remuneration accrued and not received, in addition to a clawback clause which obliges the Director to repay the variable remuneration received in the event that data used for its calculation or payment are proved to be clearly erroneous after the settlement date. The Appointments and Remuneration Committee approved a procedure for the verification of the MALUS and CLAW-BACK clauses, through which the Committee, with the assistance of Endesa's Internal Audit Department, verifies whether there have been any circumstances that justify the application of the malus or claw-back clauses with regard to the variable remuneration for executive directors in the last five years. The verification measures will be applied to current executive directors and will be projected with regard to former executive directors.

#### A1.3. Amount and nature of fixed components that are due to be accrued during the year by directors in their capacity as such.

Directors will be entitled to the following remuneration based on their condition as such: a monthly fixed salary and subsistence allowances for each meeting of the governing bodies of the Company and its Committees.

The following accruals are envisaged for 2022:

- At the date of issuance of this Report a "fixed monthly allowance" of 15.6 thousand euros gross, corresponding to the amount applied for this concept since January 2013, is maintained for the members of the Board of Directors.

Under this concept of a fixed monthly allowance, the Chairman of the Audit and Compliance Committee will also receive 3 thousand euros gross per month, and the Chairman of the Appointments and Remuneration Committee and the Sustainability and Corporate Governance Committee 2 thousand euros gross per month, in compensation for their increased workload and responsibility.

In April 2019 the General Shareholders' Meeting also approved, in the Remuneration Policy, a fixed monthly amount of 50 thousand euros gross for the position of non-executive Chairman of the Board of Directors (instead of a fixed monthly allowance of 15.6 thousand euros gross envisaged for the other members).

- At the date of issuance of this Report, the amount of 1.5 thousand euros gross per session approved at the Board meeting of 21 January 2013 for "Attendance allowances" is maintained.

The estimate for the remuneration of the Directors in their capacity as such for 2022 will range between 188 and 224 thousand euros gross/Director, as a fixed allowance,

and approximately between 24 thousand euros gross and 50 thousand euros gross per director in concept of allowances for attendance.

The non-executive Chairman of the Board will receive 600 thousand euros gross as a fixed allowance, 24 thousand euros gross as Chairman of the Sustainability and Corporate Governance Committee, and approximately 24 thousand euros in allowances for his attendance at the Board of Directors and the Sustainability and Corporate Governance Committee meetings.

The Directors Mr Bogas, Mr Starace, Mr De Paoli, and Mr Cammisecra renounced any remuneration in their capacity as Directors.

A1.4. Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions of executive directors.

For 2022 as fixed annual remuneration for the performance of senior management functions, the Chief Executive Officer, Mr José Damián Bogas Gálvez, just as 2020 and 2021, will accrue an amount of 960 thousand euros.

A1.5. Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

In 2022, the concepts of remuneration in kind for the Chief Executive Officer for 2021 will be maintained. They are described in section

B.14: Life insurance policy amounting to 71.2 thousand euros; collective health care policy with a subsidy of 100% of the cost of the quota for the holder and dependent relatives for an amount of 7.20 thousand euros, respectively; as well as other remuneration in kind including the benefit of electricity supply at employee rate and the assignment of company car under a renting regime for the amount of 39.43 thousand euros. For the granting of loans and guarantees, the Chief Executive Officer accrues an amount totalling 4.98 thousand euros.

Furthermore, with regard to the Chairman of the Board of Directors, qualified as a non-executive and independent director, as remuneration for the representation functions he undertakes in the performance of his position, is assigned a car with driver and medical insurance, under the same conditions as the Chief Executive Officer, which would amount to approximately 21.9 thousand euros per year.

A1.6. Amount and nature of variable components, differentiating between those established in the short and long terms. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and to its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance, at the end of the year, with the parameters used in the design of the variable remuneration, explaining the criteria and factors applied in regard to the time required and methods of verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

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

In 2022, the Chief Executive Officer is assigned variable remuneration in the short and long term. Both short-term and long-term targets are linked to variables that are related to their performance and to financial and non-financial factors, all of them aligned with the Company's Strategic Plan, which includes business and financial targets, ESG factors, and which is oriented and created based on the fight against climate change. In this regard, it should be pointed out that the company's strategic plan includes Endesa's action plan on climate change, and the latest update (Strategic Plan 2022-2024) reinforces this commitment to decarbonisation, which has been brought forward to 2040, with an increase in investments in renewable energies and the digitalisation of the grid, as well as in the electrification of residential demand and sectors such as industry and transport.

Short-term variable remuneration:

The management of variable remuneration to C/P in Endesa is based on the recognition of the contribution of each person to compliance with Endesa's strategic plan based on the assignment of objectives.

The methodology for assigning objectives is related to the performance of both the Chief Executive Officer and the entity and its risk profile, as these objectives are linked to the company's annual budgets and strategy. The targets set to determine the variable remuneration of executive directors are directly related to the annual strategic plan targets and value creation for the company, while contributing to the safety of the people working within and for the company. The Chief Executive Officer participates in ongoing KPI monitoring and proposes corrective actions to ensure compliance with them, maintaining a controlled risk profile adjusted to the environment.

For each objective, a weighting has been established in accordance with its relative importance. Each of the objectives has an associated achievement metric defined according to the level of requirement for the budgets. It has a minimum compliance threshold, below which the right to the incentive is not generated, a target level that corresponds to 100% and a level of maximum overachievement up to 120%.

Targets approved by the Board for Executive Directors in 2022:

- Economic Target: Endesa's Net Ordinary Income (Profit/(loss) of the Parent) - weighting 15
- Financial Target: Endesa FFO: Cash flow before dividends, extraordinary transactions and net investments - weighting 20
- Economic Target: Integrated margin - weighting 25
- Business Target: Linked to the management of the integrated margin and the resolution of incidents in I&N invoicing - weighting 20
- Safety Target: Linked to the number of occupational accidents and the combined frequency index - weighting 20



For 2022, the target value for the short-term variable remuneration for the Chief Executive Officer is 567 thousand euros, the maximum value may reach 120% which would represent a total amount of 680 thousand euros.

The payment of variable remuneration related to the Company's results will be paid once the financial statements have been approved by the 2023 General Shareholders' Meeting, and if there were to be any exceptions in the external auditor's report, these results would be reduced. Prior to the approval of the results for short-term targets by the Board, the CNR with the collaboration of Internal Audit, will also verify compliance with the targets and the correct application of the parameters.

The definition of variable remuneration for Executive Directors incorporates clauses that enable the perception of these variable concepts to be deferred sufficiently to verify effective compliance with the targets and for it to be subject to reimbursement clauses.

Long-term variable remuneration:

The Loyalty Plan or Strategic Incentive is structured in successive three-year programmes, which begin each year. The incentive envisages a deferral of payment and the need for the director to be active at the time when payment is made (except if the director retires or leaves the company due to the end of a fixed-term contract, in which case the settlement for the plans completed at the date of the director's discharge is envisaged, and payment will remain deferred to the corresponding date, even if the director does not continue to be active in the company); these payments on two occasions: 30% of the incentive will be paid in the year following the end of the Plan, and the remaining 70%, where applicable, will be paid two years after the end of the Plan.

It is the responsibility of the Board, following a proposal by the CNR, to define the targets and approve compliance with these targets.

A threshold level beyond which the target is considered to have been met and two performance levels for targets that have been overachieved is established for each target: Performance above the first level equals 150%; and performance above the second level constitutes maximum achievement of 180%. This means that, the level of variable remuneration under each of the Programmes will be between 0% and 180% of the base incentive (target — corresponding to a compliance of 100%).

The objectives of long-term variable remuneration are aligned with the creation of value for the shareholder, using Endesa's share, the TSR (Total Shareholders return of Endesa), ROACE (Return on average capital employed) and other ESG indicators as a reference, especially those relating to climate change, decarbonisation, others in the governance field and gender equality (women in succession plans).

At the end of the 2022 reporting period, the 2020-2022 Programme for the Chief Executive Officer may be accrued, where applicable. As it remains in force, we also detail the 2021-2023 Programme; and finally, there will be a report on the Plan for 2022-2024, which will be proposed for approval at the 2022 General Shareholders' Meeting 2022.

- For the 2020-2022 programme or Strategic Incentive, three objectives were established: Total Shareholders Return, Return On Average Capital Employed and

reduction of CO2 emissions. It is referenced to the 2020-2022 triennium and takes the BIP 2020-2024 as a reference.

- 50% "Total Shareholders Return": Developments in Endesa's average TSR with regard to the average TSR for the Euro-Stoxx Utilities Index (Peer Group). This indicator measures the total performance of a stock as the sum of its components:

(i) Capital gains: Change in the value of the share between the beginning and end of the reference period and

(ii) Dividends reinvested: Impact of all dividends paid in the period and reinvested in shares at the date on which each was subject to a discount.

The target for TSR will be measured according to the scale of achievement indicated below with linear interpolation between the thresholds. Where achievement is below the minimum, no payment will accrue. The thresholds and scales of achievement are attached as an annex in Table 7 TARGET MEASUREMENT AND THRESHOLDS FOR THE 2020-2022 PROGRAMME.

-40% "Return On Average Capital Employed" (ROACE) for Endesa accumulated in the period 2020-2022. Endesa's cumulative ROACE target, represented by the relationship between cumulative Ordinary Profit from Operations (Ordinary EBIT) and the cumulative average Net Capital Invested (NCI), during the 2020-2022 period. The thresholds and scales of achievement are attached as an annex in Table 7- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2020-2022 PROGRAMME.

-10% CO2 emission reduction (CO2): Reduction of specific CO2 emissions (gCO2/kWh) for Endesa in 2022. This indicator measures Endesa's specific CO2 emissions in Spain and Portugal in 2022. It is understood to be the ratio between absolute CO2 emissions resulting from Endesa's electricity generation and Endesa's total net production for that year. The scale of achievement by linear interpolation between the thresholds is attached as an annex in Table 7- TARGET MEASUREMENT AND THRESHOLDS 2020-2022 PROGRAMME.

Endesa's ability to reduce its CO2 emissions is directly conditioned by the thermal gap in Spain's mainland electricity system, due to existing legal obligations to guarantee the electricity supply. In this regard, a target has been defined for a thermal gap of 31 TWh in 2022, as envisaged in the BIP 2020-2022.

Where there are variations in the thermal gap, the CO2 emissions reduction target will be adjusted in accordance with a formula that uses the possible scenarios in which the thermal gap can be moved as a reference, in order to be able to accurately evaluate specific performance

A threshold level beyond which the target is considered to have been met 100% and two performance levels for targets that have been overachieved is established for each target: Performance above the first level equals 150%; and performance above the second level constitutes a maximum achievement of 180%.

For the 2020-2022 programme, the target value for the Chief Executive Officer is 518 thousand euros; the maximum value may reach 180%, which would represent a maximum total amount of 932 thousand euros.

This programme includes the following changes with regard to previous plans:

a) Establishment of the payment in shares of up to 50% of the target value for each beneficiary.

b) Elimination of the use of a regressive curve to reduce any premium if Endesa's TSR registers a negative return. The compliance result adjustment tool that adapts it to negative performance situations has been eliminated. Developments in the stock market value are valued in absolute terms.

- For the 2021-2023 programme the scheme for targets is the same as for the previous programme, but now referenced to the 2021-2023 triennium and taking the BIP 2021-2025 as a reference. This programme includes an additional target relating to the commitment to sustainability and energy transition, it is the ratio of net installed capacity from renewable sources compared to Endesa's net installed capacity in 2023.

Targets:

- 50% "Total Shareholders Return": Developments in Endesa's average TSR with regard to the average TSR for the Euro-Stoxx Utilities Index (Peer Group). This indicator measures the total performance of a stock as the sum of its components:

(i) Capital gains: Change in the value of the share between the beginning and end of the reference period and (ii) Dividends reinvested: Impact of all dividends paid in the period and reinvested in shares at the date on which each was subject to a discount. The target for TSR will be measured according to the scale of achievement indicated below with linear interpolation between the thresholds. Where achievement is below the minimum, no payment will accrue. The thresholds and scales of achievement are attached as an annex in Table 8- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2021-2023 PROGRAMME.

-25% "Return On Average Capital Employed" (ROACE) for Endesa accumulated in the period 2021-2023. Endesa's cumulative ROACE target, represented by the relationship between cumulative Ordinary Profit from Operations (Ordinary EBIT) and the cumulative average Net Capital Invested (NCI), during the 2021-2023 period. The thresholds and scales of achievement are attached as an annex in Table 8- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2021-2023 PROGRAMME.

-15% "Net installed capacity for renewable sources" Represented by the relationship between the net installed capacity for renewable sources and ENDESA's total accumulated net installed capacity in 2023.

-10% CO2 emission reduction (CO2): Reduction of specific CO2 emissions (gCO2/kWh) for Endesa in 2023. This indicator measures Endesa's emissions in Spain and Portugal in 2023. It is understood to be the ratio between absolute CO2 emissions resulting from Endesa's electricity generation and Endesa's total net production for that year. The scale of achievement by linear interpolation between the thresholds is attached as an annex in Table 8- TARGET MEASUREMENT AND THRESHOLDS 2021-2023 PROGRAMME. Endesa's ability to reduce its CO2 emissions is directly conditioned by the thermal gap in Spain's mainland electricity system, due to existing legal obligations to guarantee the electricity supply. A target has been defined for a thermal gap of 32 TWh in 2023, as envisaged in the BIP 2021-2023. Where there are variations in the thermal gap, the CO2 emissions reduction target will be adjusted in accordance with a

formula that uses the possible scenarios in which the thermal gap can be moved as a reference.

A threshold level beyond which the target is considered to have been met 100% and two performance levels for targets that have been overachieved is established for each target: Performance above the first level equals 150%; and performance above the second level constitutes a maximum achievement of 180%. For the 2021-2023 programme, the target value for the Chief Executive Officer is 518 thousand euros; the maximum value may reach 180%, which would represent a maximum total amount of 932 thousand euros

-For the 2022-2024 programme the scheme for targets remains the same as for the previous programme, but now referenced to the 2022-2024 triennium and taking the BIP 2022-2026 as a reference. This programme includes an additional target relating to gender equality (women in succession plans).

#### Targets:

- 50% "Total Shareholders Return": Developments in Endesa's average TSR with regard to the average TSR for the Euro-Stoxx Utilities Index (Peer Group). This indicator measures the total performance of a stock as the sum of its components:

(i) Capital gains: Change in the value of the share between the beginning and end of the reference period and (ii) Dividends reinvested: Impact of all dividends paid in the period and reinvested in shares at the date on which each was subject to a discount. The target for TSR will be measured according to the scale of achievement indicated below with linear interpolation between the thresholds. Where achievement is below the minimum, no payment will accrue. The thresholds and scales of achievement are attached as an annex in Table 9- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2022-2024 PROGRAMME.

- 25% "Return On Average Capital Employed" (ROACE) for Endesa accumulated in the period 2022-2024. Endesa's cumulative ROACE target, represented by the relationship between cumulative Ordinary Profit from Operations (Ordinary EBIT) and the cumulative average Net Capital Invested (NCI), during the 2022-2024 period. The thresholds and scales of achievement are attached as an annex in Table 9- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2022-2024 PROGRAMME.

-10% "Net installed capacity for renewable sources" Represented by the relationship between the net installed capacity for renewable sources and ENDESA's total accumulated net installed capacity in 2024.

-10% CO2 emission reduction (CO2): Reduction of specific CO2 emissions (gCO2/kWh) for Endesa in 2024. This indicator measures Endesa's emissions in Spain and Portugal in 2023. It is understood to be the ratio between absolute CO2 emissions resulting from Endesa's electricity generation and Endesa's total net production for that year. The scale of achievement by linear interpolation between the thresholds is attached as an annex in Table 9- TARGET MEASUREMENT AND THRESHOLDS 2022-2024 PROGRAMME. Endesa's ability to reduce its CO2 emissions is directly conditioned by the thermal gap in Spain's mainland electricity system, due to existing legal obligations to guarantee the electricity supply. A target has been defined for a thermal gap of 14.4 TWh in 2024, as envisaged in the BIP 2022-2024. Where there are variations in the

thermal gap, the CO2 emissions reduction target will be adjusted in accordance with a formula that uses the possible scenarios in which the thermal gap can be moved as a reference.

- 5% (% of women in succession plan): The percentage of women in management succession plans is measured as the total number of women in managers' succession plans (Manager+Top200), divided by the total number of successors.

A threshold level beyond which the target is considered to have been met 100% and two performance levels for targets that have been overachieved is established for each target: Performance above the first level equals 150%; and performance above the second level constitutes a maximum achievement of 180%. For the 2022-2024 programme, the target value for the Chief Executive Officer is 518 thousand euros; the maximum value may reach 180%, which would represent a maximum total amount of 932 thousand euros

-Ex-post control of variable remuneration in the short and long term: There is ex-post control over short and long-term variable remuneration in the form of a malus clause that permits the company not to pay variable remuneration accrued and not received, in addition to a clawback clause which obliges the Director to repay the variable remuneration received in the event that data used for its calculation or payment are proved to be clearly erroneous after the settlement date.

-The Appointments and Remuneration Committee may propose to the Board the non-payment or a claim for reimbursement of the variable components if it is verified that the payment was made in accordance with data that is subsequently determined to be inaccurate.

A1.7. Main characteristics of long-term savings schemes. Among other information, indicate the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that has to be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

Indicate whether the accrual or vesting of any of the long-term savings plans is linked to the attainment of certain objectives or parameters relating to the director's short- or long-term performance.

Non-Executive Directors do not participate in any long-term savings system.

Mr Bogas is a beneficiary of a Complementary Social Security system to cover the contingencies of retirement and death.

- Retirement:

This system is implemented through contributions to the "Pension Plan for employees of the Endesa Group" in which the director is a participant depending on the date and company of incorporation and any complementary contributions made to an insurance policy or similar instrument intended for this purpose.

For the 2022 financial year, the Company maintains the commitment to the defined benefit for Mr Bogas, which consists of the payment of a lifetime annual annuity, when he ceases to be Chief Executive Officer for any reason, for an estimated amount of 867 thousand euros per year, discounting the public pension for social security and the benefits derived from the pension plan, and with a reversion to the surviving spouse in the case of post-retirement death equal to 45% of the income he was receiving, discounting the widow's pension from the social security.

The estimated annual amount for the commitment, as defined in the previous paragraph, will be effective on the date of completion of his term as a Director, in the 2022 financial year, or in case of renewal of the mandate of Mr Bogas, on the date when he ceases to be the Chief Executive Officer of the Company for any reason, in which case, the amount would be estimated again.

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

This system is different from and compatible with the conditions for compensation referred to in the following paragraph.

-Death:

With regard to coverage for death, Endesa has subscribed to life and accident insurance that guarantees certain capital and/or income depending on the contingency in question.

Death coverage and retirement coverage are exclusive benefits, this means that, if death occurs before effective retirement, the beneficiaries will receive the benefits defined for such a contingency without generating the right to retirement benefit.

- Long-term savings plans are not linked to the achievement of objectives or parameters relating to a director's short- and long-term performance.

A1.8. Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.

Conditions regarding the Chief Executive Officer:

The contract signed with the Chief Executive Officer does not envisage compensation for termination in his position.

Notwithstanding the above, and based on the contractual framework for Mr Bogas, approved by the Board of Directors at the beginning of the 2020 financial year, which modified the moment in which the right to "guaranteed indemnification or compensation" may occur, previously envisaged when reaching 65 years of age and now postponed to the moment in which his dismissal as Chief Executive Officer occurs for any reason) when the Chief Executive Officer ceases in his position, any previous relationship will automatically terminate, 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 of withholdings on account of Personal Income Tax and, where applicable, the Social Security contributions applicable on the date of their payment. This amount will be increased in accordance with the CPI for the previous year.

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 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.

- A1.9. Indicate the conditions that the contracts of executive directors performing senior management functions should contain. Among other things, information must be provided on the duration, limits on amounts of indemnification, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to signing bonuses, as well as compensation or golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreement on non-competition, exclusivity, minimum contract terms and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

The contracts of the Executive Directors are open-ended. They generally include clauses of confidentiality, return of documents, extinction and a post-contractual agreement not to work for any competitors in the following terms:

1. Confidentiality: An obligation and a commitment to maintain the professional secrecy of any data and information specific to Endesa that is known in accordance with the position held in the Company and not to make use of this information either for his/her own benefit or for the benefit of a third party.
2. Return of documents: At the end of their relationship, Directors should return to the Company all the books, documents, materials and other assets corresponding to their activity and that at the time could be in their possession or under their control.
3. Termination: In the case of the Chief Executive Officer, the termination of the contract requires at least one month's notice.

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 amount will be increased in accordance with the CPI for the previous year.

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 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.

4. Liquidation of assets: The indemnities for termination of the relationship described in section 3 above are without prejudice to the liquidation of the assets that correspond to an Executive Director for having been accrued during his/her period in office, respect for the rights that, where applicable, he/she holds with regard to social security, including contributions corresponding to the year of his/her termination, as well as maintaining for a reasonable period of time, in the opinion of the Board of Directors, the remuneration in kind that he/she enjoyed at the time of the termination of the relationship.

5. Post-contractual agreement not to work for any competitors: Specifically, in the event of termination of the Chief Executive Officer's relationship, the conditions provided for in his contract contemplate a post-contractual agreement not to work for any competitors for a period of two years, whose remuneration is included in the compensation for contractual termination of senior management referred to above.

A1.10. The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year in consideration for services rendered other than those inherent in their position.

Not applicable

A1.11. Other items of remuneration such as any deriving from the company's granting the director advances, loans or guarantees or any other remuneration.

Endesa has established a loan system for its management staff for the purchase of a habitual residence or for other needs. Executive directors and Senior Managers in general may also benefit from both types of loans whose maximum capital is an annuity of estimated gross annual remuneration or half annuity, respectively.

At the date of issuance of this Report, the Chief Executive Officer has an interest-free loan, included in section A.1 point 5 as remuneration in kind. The conditions for the loan are described in section B.13.

Based on agreements prior to his status as Executive Director, Chief Executive Officer has acquired rights, as compensation, constituted by guarantee, all described in section A.1 point 8.

A1.12. The nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the foregoing sections, whether paid by the company or by another group company.



Not applicable

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

- a) A new policy or an amendment to a policy already approved by the General Meeting.
- b) Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- c) Proposals that the Board of Directors has agreed to submit to the general shareholders' meeting to which this annual report will be submitted and for which it is proposed that they be applicable to the current year.

The Remuneration Policy for Endesa's Directors applicable in 2022 was approved at the last General Shareholders' Meeting on 30 April 2021, for the 2021, 2022 and 2023 financial years.

It should be pointed out that the Appointments and Remuneration Committee annually reviews the need to modify the Directors' Remuneration Policy to ensure that it is in line with the Company's situation and strategy and with market conditions and to assess whether it contributes to the creation of long-term value and to suitable control and risk management. This has the internal support of those responsible for the People and Organisation, Economic and Financial and Sustainability areas and the Secretary of the Committee, and in accordance with the Policy itself.

In this regard, the Appointments and Remuneration Committee at a session in January 2022 made an annual review of the current Remuneration Policy and concluded its analysis with a proposal to the Board of Directors for the modification of the Remuneration Policy for submission to the 2022 General Shareholders' Meeting, in order to include some changes that although not considered relevant, are reported in this section in order to comply with the principle of transparency contained in the Company's own Policy.

Specifically, the Committee indicated in its analysis that although it considers the principles established in the current Remuneration Policy to be suitable, this analysis should include how the conditions for remuneration and employment of Endesa's employees were taken into account when establishing the remuneration policy, in accordance with the amendment introduced in the Corporate Enterprises Act with regard to the Remuneration Policy (art. 529 novodecies). Other technical improvements may also be included.

A.3 Identify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

<https://www.endesa.com/es/accionistas-e-inversores/gobierno-corporativo/remuneraciones-consejeros>

A.4 Explain, taking into account the data provided in Section B.4, how account has been taken of the voting of shareholders at the General Shareholders' Meeting to which the annual report on remuneration for the previous year was submitted on a consultative basis.

Since 2017, Endesa's Board of Directors has proposed at its General Shareholders' Meetings a vote on the Annual Report on Directors' Remuneration on a binding basis and not on an advisory basis as indicated by current regulations. In this regard, it should be remembered that this question A.4 arises precisely because companies generally vote on the Annual Report on Remuneration in an advisory capacity, but Endesa does so on a binding basis (as for the rest of the items on the agenda). However, the data for the vote on the annual report on remuneration 2020 at the 2021 Meeting show 96.52% of the number of votes in favour (94.17% in 2020). Every year Endesa tries to progress and align itself with best Corporate Governance practices. Each year the Company analyses the results for the votes and whenever possible tries to determine the specific reasons for any votes against the motion. From an analysis of the 3.33% of votes against the Remuneration Report for 2020, it was concluded that shareholders require a better explanation with regard to the metric for certain targets, as well as a broader explanation of how ESG metrics are being taken into account in variable remuneration for executive directors. These circumstances were taken into account in the preparation of the Annual Remuneration Report for 2021.

## **B OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED**

B1.1. Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and the identity and role of any external advisors whose services may have been used in the process of applying the remuneration policy in the year last ended.

The remuneration for Directors during the 2021 financial year was governed by the strict application of the "Remuneration Policy for Endesa's Directors 2021-2023". For both Executive Directors and Directors in their capacity as such, the following were applied:

- The amounts for annual fixed remuneration and the target values for variable remuneration, defined for Executive Directors and the Chief Executive Officer in the Policy.

With regard to short- and long-term variable remuneration for the Chief Executive Officer, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, approved the following: At the beginning of the 2021 financial year the financial and non-financial targets for variable remuneration, the weighting for each of the objectives, as well as the metrics/parameters or thresholds for compliance; at the end of the financial year, verification of the degree of compliance with the targets in order to determine the amount for variable remuneration in the short and long term. For these purposes, the Appointments and Remuneration Committee, in its supervisory capacity, had the collaboration of Endesa's General Audit Department.

- The amounts defined in the Policy for the fixed monthly Allowance, for the positions of non-executive Chairman of the Board, Chairmen of the Committees and Coordinating Director and for attendance allowances for Directors in their capacity as such.

In 2021, the Appointments and Remuneration Committee and the Board of Directors did not consider reviewing these concepts, amounts and values within the framework of action for the modification of the same, as provided for in the Policy.

Finally, it should be pointed out that the Appointments and Remuneration Committee, with internal assessment from the Company, prepared and proposed to the Board of Directors a Report on Remuneration for Directors, which includes that which they receive and should receive in their capacity as such and, where applicable, for undertaking executive functions. The Appointments and Remuneration Committee verified the data in this Report, with the collaboration of Endesa's General Audit Department.

B1.2. Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

Not applicable

B1.3. Indicate whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the society as a whole or ensure its viability. Similarly, to quantify the impact that the application of these exceptions had on the remuneration for each director over the year.

Not applicable

B.2 Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks, aligning it with the long-term objectives, values and interests of the company, including a reference to the measures adopted to ensure that the long-term results of the company have been taken into consideration in the remuneration accrued. Ensure that an appropriate balance has been attained between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material effect on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

The remuneration policy for the Board of Directors is based on the principles of balance, relationship with their effective dedication and alignment with the long-term strategies and interests of Endesa and its shareholders.

- Remuneration for non-executive directors is specified in a fixed monthly allowance and an attendance allowance, with no applicable variable remuneration concepts. That is why the concept of "remuneration mix" only refers to executive directors.

The remuneration of Directors in their capacity as such, is intended to suitably remunerate these Directors in accordance with the principles of equity, dedication and responsibility, without being able to compromise their independence of criteria, and also taking into account the Company's economic situation and market standards with comparable companies.

A maximum annual amount of four million euros to be received by Directors as attendance allowances, a fixed monthly allowance, for being on the Board of Directors, for chairing the Board of Directors or its Committees and for holding the position of Coordinating Director, was approved and established by the Ordinary General Meeting held on 5 May 2020.

- The structure of the Chief Executive Officer's remuneration for 2021 ensured a suitable mix between fixed remuneration, ordinary variable remuneration and long-term variable remuneration. The balance in the remuneration mix does not provide any incentive for assuming too many risks. Specifically:

Chief Executive Officer's remuneration mix: The weighting for fixed remuneration represented 48.58%, short-term variable remuneration 26.34% and long-term variable remuneration 25.08%. That is, the Chief Executive Officer's variable remuneration in 2021 represented approximately 51.42% of his total remuneration in cash.

- Ordinary or short-term variable remuneration for 2021 used five measurement parameters based on quantitative financial indicators for results, effectiveness, business and occupational safety. The specific targets established for each of these parameters were designed taking Endesa's Strategic Plan 2021-2023 into account and in this regard it guaranteed that the Company's results and objectives would be met in the long term. This means that remuneration is in line with the Company's risks.

- Long-term variable remuneration for 2021 used three measurement parameters based on quantitative indicators for results, shareholder return, environmental or climate change and reduction of CO2 emissions. The specific targets determined for each of these indicators are designed taking Endesa's 2019-2021 Strategic Plan into account with a special focus on the long-term and sustainability, from the point of view of the Company's own environmental and shareholder return targets. So remuneration is in line with the Company's risks.

- It is the responsibility of the Board of Directors, at the proposal of the Appointments and Remuneration Committee, to establish each target, its weighting and metrics at the beginning of each financial year and to evaluate the level of compliance when the year has ended. The Appointments and Remuneration Committee's function of evaluating compliance with short and long-term objectives includes verifying the information on the remuneration for Directors with the support of the General Audit Department, which will make an analysis and conclude on compliance with the short- and long-term targets of the Executive Directors and will ensure the absence of conflicts of interest when establishing these targets.

It should also be pointed out that the Appointments and Remuneration Committee consists of five members, four of whom are independent Directors, one of them being the Chairman of this Committee. Three of the members of this Committee are also members of the Audit and Compliance Committee. The cross-presence of these two members, in these two Committees, favours taking the risks associated with remuneration into account in the deliberations of the above-mentioned Committees and in their proposal to the Board, both in the determination and in the evaluation process for the annual and multiannual incentives.

- There is an ex-post control over short and long-term variable remuneration in the form of a malus clause that permits the company not to pay variable remuneration accrued and not received, in addition to a clawback clause which obliges the Director to repay the variable remuneration received in the event that data used for its calculation or payment are proved to be clearly erroneous after the settlement date. The payment of variable remuneration for the 2021, taking into account that this is related to the Company's results, will be made, where applicable, once the financial statements for 2021 have been approved at the next General Shareholders' Meeting.

The Appointments and Remuneration Committee may propose to the Board of Directors the non-payment or a claim for reimbursement for the variable components if it is verified that the payment was made in accordance with data that is subsequently determined to be inaccurate.

It is envisaged that payment for long-term remuneration accrued in 2021 (Loyalty Plan 2019-2021) may be deferred. Specifically, in 2022 30% of the incentive will be paid and the remaining 70% in 2023. In order for payment to be made, the Executive Director will need to be in active service (only in case of retirement or termination of a fixed-term contract is payment envisaged for completed incentives for which payment is pending and will be made on the corresponding date).

B.3 Explain how the remuneration accrued and consolidated over the financial the year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration, including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

Remuneration accrued in 2021 complies with the provisions of the Remuneration Policy 2021-2023 for Endesa's Directors, as has been determined in this section B and specifically, in sections B.1, B.5, B.6 and B.7.

Both short-term and long-term targets are linked to variables that are related to their performance and to financial and non-financial factors, all of them aligned with the Company's Strategic Plan, which includes ESG factors, and which is oriented and created based on the fight against climate change. In this regard, it should be pointed out that the company's strategic plan includes Endesa's action plan on climate change.

Specifically, the Strategic Plan 2022-2024 reinforces this commitment to decarbonisation, which has been brought forward to 2040, with an increase in investments in renewable energies and the digitalisation of the grid, as well as in the electrification of residential demand and sectors such as industry and transport.

- The methodology for assigning objectives is related to the performance of both the Chief Executive Officer and the entity and its risk profile, as these objectives are linked to the company's annual budgets and strategy. Ordinary or short-term variable remuneration for 2022 is geared towards achieving the targets established in the strategic plan, and in addition to the business objectives, the safety of all workers is established as one of the main objectives. In the short-term variable remuneration plan for five measurement parameters are used based on three quantitative financial indicators related to income and cash flow, business and occupational health and safety. The specific objectives established for each of these parameters are designed taking Endesa's Strategic Plan 2021-2023 into account and in this regard it is guaranteed that the Company's results and objectives for the financial year are met.

Payment of the short-term variable remuneration, which depends on factors including the Company's results, will not be made until the financial statements have been approved by the General Shareholders' Meeting, corresponding to the year for remuneration, and where there are exceptions in the external auditor's report, these results will be reduced.

- Long-term variable remuneration is established as a tool that relates the remuneration of executive directors, as well as that of managers with strategic responsibility in the company, whose main purpose is to reward their contribution to sustainable compliance with the Strategic Plan, to factors including ESG and Environmental objectives (climate change, emission reduction, decarbonisation, etc.) and value for the shareholder. Long-term variable remuneration for 2021 uses four measurement parameters based on quantitative indicators based on income, shareholder return, energy transition, the environment and climate change.

The specific targets determined for each of these indicators are designed taking Endesa's 2021-2023 Strategic Plan into account with a special focus on targets for sustainability, the Company's results and shareholder return.

The objectives of the Strategic Incentive incorporate year on year ESG indicators that have an impact on the company's business objectives in the short term, for example the ROACE; to calculate the ROACE you divide the EBIT by the average CIN (Net Invested Capital) for the period. In the strategic plan, investment in growth in renewables has been strongly increased. This higher investment has a longer-term effect, for this reason the value of the ROACE for the Strategic Plan is affected by the effort made to achieve energy transition that will enable emission-free generation in the shortest possible time. An important part of this increased investment effort, which is concentrated in the last years of the plan, is reflected in the longer-term EBIT (>2023) and therefore a correction of the ROACE does not occur in the period.

Since 2014, long-term remuneration plans have envisaged a deferral of payment and the need for the director to be in active service at the time of payment; these payments are made on two occasions: 30% of the incentive will be paid in the year following the end of the Plan, and the remaining 70%, where applicable, will be paid two years after the end of the Plan. Only in case of retirement or termination of a fixed-term contract is payment envisaged for completed incentives for which payment is pending and will be made on the corresponding date.

B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast	906,184,403	85.59

	Number	% of votes cast
Votes against	30,222,292	3.33
Votes in favour	874,794,043	96.52
Blank ballots		0.00
Abstentions	1,168,068	0.13

Observations

B.5 Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their relative proportion with regard to each director and how they changed with respect to the previous year

Directors will be entitled to the following remuneration based on their condition as such: a monthly fixed salary and subsistence allowances for each meeting of the governing bodies of the Company and its Committees.

Fixed salary:

- Members of the Board of Directors received a fixed monthly allowance amounting to 15,642.56 euros gross. That is, 187.7 thousand euros gross per year.

- The non-executive chairman of the Board of Directors: He/she received a fixed monthly remuneration of 50,000 euros gross (rather than the fixed monthly allowance of 15,642.56 (gross) envisaged for the other members). That is, 600 thousand euros gross per year.

- The fixed allowance for Committee Chairpersons was changed from what it was the previous year. In 2020, Committee Chairpersons received a fixed monthly allowance amount to 1,000 euros gross (in addition to the fixed monthly allowance as a member), that is, 12 thousand euros gross per year. However, in 2021 the Chairman of the Audit and Compliance Committee received a fixed monthly allowance amounting to 3,000 euros gross (in addition to the fixed monthly allowance as a member), that is, 36 thousand euros gross per year. And the Chairpersons of the Appointments and Remuneration Committee and the Sustainability and Corporate Governance Committee received a fixed monthly allowance amounting to 2,000 euros gross (in addition to the fixed monthly allowance as a member), that is, 24 thousand euros gross per year.

- Furthermore, the Coordinating Director Mr Roca, received a fixed monthly allowance until the end of his mandate on 30 April 2021 amounting to 2,083 euros gross (in addition to the fixed monthly allowance as a member).

Attendance Allowances:

The concept and amount for "Attendance Allowances" in 2021 coincided with that for 2020, with the only variations being in the number of sessions and attendances for each of the Directors. In 2021, a total of 194 attendance allowances were accrued. The amount for attendance at each session of the Board of Directors, Audit and Compliance Committee and Appointments and Remuneration Committee amounts to 1.5 thousand euros gross.

-The Directors Mr Bogas, Mr Starace, Mr De Paoli and Mr Cammisecra renounced any remuneration in their capacity as Directors.

-The Appointments and Remuneration Committee verified this information, with the collaboration of Endesa's General Audit Department.

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

In accordance with Endesa's Remuneration Policy, in 2021 the fixed annual remuneration of the Chief Executive Officer, Mr José Damián Bogas Gálvez, remained unchanged compared to 2020, that is, 960 thousand euros gross per year.
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B.7 Explain the nature and the main characteristics of the variable components of the remuneration systems accrued and vested in the year last ended.

In particular:

- a) Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.
- b) In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.
- c) Each director that is a beneficiary of remunerations systems or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).
- d) Information is to be provided on any periods for accrual, vesting or deferment of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.

<b>Explain the short-term variable components of the remuneration systems</b>
<p>The management of short-term variable remuneration in Endesa is based on the recognition of the contribution of each person to the Company's results based on the allocation of targets and the subsequent measurement of the results obtained according to the Company's guidelines.</p> <p>In February 2021, following a report by the Appointments and Remuneration Committee, the Board of Directors approved an agreement on the targets for the Chief Executive Officer for the 2021 financial year, which were linked to the Company's Strategic Plan, through indices relating to the Company's results and business developments in the short term.</p> <p>The assessment of these targets was approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee, at meeting on 21 February 2022. With regard to this, the assessment for the 2021 targets was as follows:</p> <ul style="list-style-type: none"> <li>- Economic Target: Net Income for the Year of the Parent Company (weighting 25%). The final result for the year was 19.1% higher than the value envisaged in the target, so the valuation for the target indicated maximum compliance of 120%.</li> <li>- Financial Target: FFO (Cash flow before dividends, extraordinary transactions and net investments) (weighting 15%) The final result for the year exceeded the expected value in the target by 1.2% and so the valuation for the target indicated 92% compliance.</li> <li>- Business Target: Project for the Optimisations of commercial transactions with clients (weighting 20%). The final result for the year indicated compliance with the 3 levels, so the valuation for the target indicated the maximum of 120%.</li> </ul> <p>-Business Target: Activation of new clients and net growth for the portfolio in the free market. The final result for the year was 38.6% higher than the value envisaged in the target, so the valuation for the target indicated maximum compliance of 120%.</p>

- Security Target: Firstly, linked to the work of controlling the level of prevention for installations and activities, and secondly, a reduction of the accident rate (weighting 20%)  
 The result for fatal accidents in the group is an entry indicator, in 2021 it was not complied with so the valuation for the target is zero.  
 The objectives for the 2021 financial year assessed in this way, together with the weighting for each one, represent a weighted global compliance level of 91.80% over a maximum achievable level of 120%.  
 Following the criteria established in the instructions for this Report, in 2021, at the end of the accrual period for short-term variable remuneration, the Chief Executive Officer accrued the amounts indicated in the "short-term variable remuneration" column in the table in section C.1.a) i). This remuneration was approved by the Board at the proposal of the Appointments and Remuneration Committee, although it will be paid once the financial statements have been approved at the next General Shareholders' Meeting.

**Explain the long-term variable components of the remuneration systems**

Endesa's long-term variable remuneration is based on the so-called Loyalty-building Plan, aimed primarily at strengthening the commitment of employees that occupy positions of greater responsibility in the attainment of the Endesa Group's strategic targets.

For each of the targets, an entry level is established from which the target would be considered to have been met at 50% (this was applicable in 2017-2019 but no longer applicable in 2020-2022), and with two levels of over compliance: Performance above the first level equals 150%; and performance above the second level constitutes maximum achievement of 180%. This means that, the level of variable remuneration under each of the Programmes will be between 0% and 180% of the base incentive (target — corresponding to a compliance of 100%).

The Loyalty Plan 2019-2021, was approved at the General Shareholders' Meeting on 12 April 2019. In February 2022 the CNR assessed compliance with the Loyalty Plan 2019-2021 (Table 5-TARGET MEASUREMENT AND THRESHOLDS 2019-2021 PROGRAMME), with an amount totalling 466 thousand euros, for the Chief Executive Officer.

- Assessment of the target for "Total Shareholders Return" (TSR) with a weighting of 50%  
 As indicated in the regulations, the average "TSR" for Endesa in the 2019-2021 triennium, based on the average for the 30 TSRs for the periods 1-30 December 2018 - 1-30 December 2021 amounted to 20.27%, compared to the benchmark index, Euro-Stoxx Utilities SX6E, whose TSR amounted to 53.16%

This means that Endesa's average TSR was 38.1% compared to the average TSR for the Euro-Stoxx Utilities Index, and is therefore less than 100%. The target becomes 0.0%, which is why the degree of compliance with the target for TRS (with a weighting of 50% in the Plan) is 0.0%.

- Assessment for "Return On Average Capital Employed" with a weighting of 40% Endesa's cumulative ROACE target will be represented by the relationship between Ordinary Profit from Operations (Ordinary EBIT) and the cumulative average Net Capital Invested (NCI), during the 2019-2021 period.

Specifically for this target, a Budget level compliance of 43.2% was established, a first level of over compliance on achieving an accumulated Roace of 43.9% and a second level of over compliance of 180% on achieving an accumulated Roace of 44.5%. The Roace accumulated by Endesa for this period amounted to 49.4% and compliance with the target was considered to be 180.0% This is why the degree of compliance with the target for Roace (with a weighting of 40% in the Plan) is 72%.

- Assessment of "Reduction in CO2 emissions" with a weighting of 10%.

The specific CO2 emissions (gCO2/kWh) for Endesa in Spain and Portugal in 2021 (understood to be the ratio between absolute CO2 emissions resulting from Endesa's electricity generation activities and Endesa's total net production for that year) were 183 gCO2/kWh.

A target was also defined for a thermal gap of 40 TWh in 2021 (as envisaged in the BIP for 2019-2021). At this moment the data in REE are for a thermal gap of 42.5 TWh, which when adjusted to the target indicated in the Loyalty Plan ( $E = [2.7 \times Ht] + 223$ ) would be in compliance with the maximum target of 180%. This is why the degree of compliance with the target for the Reduction in CO2 emissions (with a weighting of 10% in the Plan) is 18%.

Total result for the 2019-2021 programme:



In accordance with the degree of achievement for the targets for TSR (0%), accumulated ROACE (72%) and Reduction of CO2 emissions (18%), ultimate compliance with the 2019-2021 loyalty plan amounted to 90% which is equivalent to 466 thousand euros (90% of the base of 518 thousand euros established in the 2019-2021 loyalty plan for the Chief Executive Officer.

In accordance with the Remuneration Policy for Directors of Endesa the plans envisage a deferral of payment and the need for the director to be in active service at the time when payment is made (except if the director retires or leaves the company due to the end of a fixed-term contract, in which case settlement for the plans completed at the date of the director's termination is envisaged, and payment will remain deferred to the corresponding date, even if the director does not continue to be active in the company); these payments are made on two occasions:

- Where applicable, 30% of the incentive will be paid in the year following the end of the plan (2022 financial year)
- The remaining 70%, where applicable, two years after the end of the Plan (2023 financial year).

That is why, with regard to long-term variable remuneration, in cash remuneration table C.1.a) i) the amount effectively consolidated for the Executive Directors in 2021 was included, which represents 30% for loyalty Plan 2018-2020 and 70% for Loyalty Plan 2017-2019, which amounts to a total of 496 thousand euros for Chief Executive Officer, whose compliance was detailed in the Annual Report on the Remuneration of Directors for 2019 and 2020, respectively. See Annex Table 9- CALENDAR FOR LOYALTY PLANS. All this means that the amounts indicated for the Chief Executive Officer in the "long-term variable remuneration" column in Table C.1.a).i) reflect a level of achievement of 72% for the 2017-2019 loyalty plan and 150.9% for the 2018-2020 loyalty plan.

For the 2017-2019 programme, the target value for the Chief Executive Officer is 518 thousand euros and the maximum value could reach 180%. The 2017-2019 Loyalty Plan defined the following targets for the Chief Executive Officer:

- 60% "Total Shareholders Return" (TSR): Average value for Endesa's TSR, compared to the average value for the TSR Euro-Stoxx Utilities Index, chosen as a Comparable Group, in the accrual period.

The target for TSR will be measured in accordance with a scale of achievement with linear interpolation between the thresholds. Where achievement is below the minimum, no payment will accrue. The thresholds and scales of achievement are attached as an annex in Table 1- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2017-2019 PROGRAMME

In order to assess the level of compliance with the target, the average TSR for Endesa and the Peer Group will be calculated in the period prior to the start of the plan (end of 2016) and the final period for the plan (end of 2019). It is understood that, if Endesa's TSR exceeds that of the peer group, but is negative in absolute terms, the Award relating to the TSR will be acknowledged in an amount not exceeding 100% of the assigned value base. This means that the multiplier of 180 % and 150 % could not be applied in such a case.

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

Endesa's cumulative ROACE objective, represented by the relationship between Ordinary Profit from Operations (Ordinary EBIT) and Capital

Net Average Invested (CIN) in cumulative form in the accrual period will be valued in accordance with a scale of achievement by linear interpolation between the thresholds. The thresholds and scales of achievement are attached as an annex in Table 1- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2017-2019 PROGRAMME.

In accordance with the defined measurement criteria, the value of the TSR target is lower than the defined target by 16.7%, so the degree of compliance is 0%, and the value of the Roace objective is higher than the defined target by 5.5%, so the degree of over compliance is 180%. As a result of this, the degree of compliance with the 2017-2019 LTI Plan is equal to 72%

For the 2018-2020 programme, the target value for the Chief Executive Officer is 518 thousand euros and the maximum value could reach 180%. The 2018-2020 Loyalty Plan defined the following targets for the Chief Executive Officer:

- 50% "Total Shareholders Return" (TSR): Average value for Endesa's TSR, compared to the average value for the TSR Euro-Stoxx Utilities Index, chosen as a Comparable Group, in the accrual period.

The target for TSR will be measured in accordance with a scale of achievement with linear interpolation between the thresholds. Where achievement is below the minimum, no payment will accrue. The thresholds and scales of achievement are attached as an annex in Table 3- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2018-2020 PROGRAMME.

In order to assess the level of achievement of the target, Endesa's average TSR and the Euro-Stoxx Utilities Index will be calculated in the period prior to the start of the plan and at the end of the three years.

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

Endesa's cumulative ROACE target, represented by the relationship between Ordinary Profit from Operations (Ordinary Ebit) and average Net Invested Capital (CIN) cumulatively in the accrual period, will be valued in accordance with a scale of achievement by linear interpolation between the thresholds. The thresholds and scales of achievement are attached as an annex in Table 3- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2018-2020 PROGRAMME.

-Assessment of "Reduction in CO2 emissions" with a weighting of 10%.

The specific CO2 emissions (gCO2/kWh) for Endesa in Spain and Portugal in 2020 understood to be the ratio between absolute CO2 emissions resulting from Endesa's electricity generation activities and Endesa's total net production for that year) were defined for a thermal gap of 47 TWh in 2020 (as envisaged in the 2018-2020 BIP). . The thresholds and scales of achievement are attached as an annex in Table 3- TARGET MEASUREMENT AND THRESHOLDS FOR THE 2018-2020 PROGRAMME.

In accordance with the defined measurement criteria, the value of the TSR target is higher than the defined target by 4%, so the degree of compliance is 121.85%, and the value of the Roace objective is higher than the defined target by 12.2%, so the degree of over compliance is 180%, and the value of the CO2 target exceeds the second level of over compliance so the degree of compliance is 180%. As a result of this, the degree of compliance with the 2018-2020 LTI Plan is equal to 150.9%

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

The circumstances described in this section have not arisen. In any case, it should be pointed out that the Appointments and Remuneration Committee, in accordance with the Verification Procedure approved for this purpose, with the assistance of Endesa's General Audit Department, verified that no circumstances arose that make malus and claw-back clauses applicable to executive directors in the last five years.

B.9 Explain the main characteristics of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit, whether financed in whole or in part by the company or through internal or external contributions, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights vest in favour of the directors and their compatibility with any type of indemnification for early termination or cessation of the contractual relationship between the company and the director.

Non-Executive Directors do not participate in any long-term savings system. Executive Directors and Senior Managers are beneficiaries of a Complementary Social Security system to cover the contingencies of retirement, disability and death.

- Retirement:

This system is implemented through contributions to the "Pension Plan for Employees of the Endesa Group" in which the director is a participant depending on the date and company of incorporation and any complementary contributions made to an insurance policy or similar instrument intended for this purpose.

The Chief Executive Officer, taking into account his seniority and origin in the Endesa Group, has an indefinite defined benefit savings system. In 2021, contributions amounted to 28.56 thousand euros.

For the Chief Executive Officer, based on the agreements prior to his status as Executive Director, the Company maintained a commitment to the defined benefit that consists of the payment of a lifetime annual annuity, when he retires effectively, for an amount totalling 817,744.41 € per year, discounting any public pension from the social security, and with a reversion to the surviving spouse in the event of death in a post-retirement situation equal to 45% of the income perceived, discounting the widow's pension from the social security. This amount represented 85% of his pensionable salary, understood to be the fixed salary for 2012 plus the target annual variable salary for 2012, divided by 1.35% and projected on retirement at 2% per year.

The annual amount for the commitment, defined in the previous paragraph, will be effective provided that retirement occurs from the age of 65 onwards.

The rights in favour of the beneficiary are consolidated in favour of the same, at the time of the contribution. This system is different from the conditions for compensation referred to in section A.1. point 8.

-Disability and death:

With regard to coverage for disability and death, Endesa has subscribed to life and accident insurance that guarantees certain capital and/or income depending on the contingency in question.

Coverage for disability or death and retirement are exclusive benefits, that is, if death or disability occurs before effective retirement, the director in case of disability, or his beneficiaries in case of death, will receive the benefits defined for such contingencies, without generating the right to retirement benefit.

The long-term savings systems are fully financed by the Company and are endowed through the Company's Pension Plan and/or insurance policies, also contracted by the Company.

- With regard to the rights accumulated in these savings systems, the Chief Executive Officer Mr Bogas presented as at 31/12/2021 an amount totalling 13,387 thousand euros, as detailed in Table C.1 a)iii.

B.10 Explain, where applicable, the indemnification or any other type of payment deriving from the early cessation, whether at the company's or the director's initiative, or from the termination of the contract in the terms provided therein, accrued and/or received by directors during the year last ended.

Not applicable

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

In 2021, there were no changes in the contracts of the Executive Directors.

B.12 Explain any supplementary remuneration accrued by directors in consideration of the provision of services other than those inherent in their position.

In 2021, the circumstances described in this section did not arise.

B.13 Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, their key characteristics and any amounts returned, as well as the obligations assumed on their behalf by way of guarantee.

Endesa has established a loan system for its management staff for the purchase of a habitual residence or for other needs. Executive directors and Senior Managers in general may also benefit from both types of loans whose maximum capital is an annuity of estimated gross annual remuneration or half annuity, respectively.

On the date when this Report was issued, the Chief Executive Officer had a loan amounting to 230 thousand euros, with an average interest of 0,0386% expected for 2021 and an interest-free loan (the interest subsidy is considered remuneration in kind) valued at 166 thousand euros. On the date of this Report, the repayment of the loans had not begun.

B.14 Itemise the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

In 2021, the concepts of remuneration in kind for the Chief Executive Officer for 2020 were maintained: Life insurance policy amounting to 71.20 thousand euros; collective health care policy with a subsidy of 100% of the cost of the quota for the holder and dependent relatives for an amount of 7.20 thousand euros, respectively; as well as other remuneration in kind including the benefit of electricity supply at employee rate and the assignment of a company car under a renting regime for an amount totalling 39.43 thousand euros. For the granting of loans and guarantees, the Chief Executive Officer accrues an amount totalling 4.98 thousand euros.

The total amount of remuneration under these concepts for the Chief Executive Officer amounted to 122.81 thousand euros, and is included in section C.1.iv.

In 2021, the Chairman of the Board of Directors had a collective health care policy with a subsidy of 100% of the cost of the quota for the holder and dependent relatives for an amount of 4.43 thousand euros.

B.15 Explain the remuneration accrued by any director by virtue of payments made by the listed company to a third company in which the director provides services when these payments seek to remunerate the director's services to the company.

Not applicable

B.16 Explain and detail the amounts accrued in the year in relation to any other remuneration concept other than that set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true image of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been considered, if applicable, that do not constitute remuneration to the director or in consideration for the performance of their executive functions and whether or not has been considered appropriate to be included among the amounts accrued under the "Other concepts" heading in Section C.

Not applicable

## C ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual in year n
Mr JUAN SÁNCHEZ-CALERO GUILARTE	Independent Chairman	From 01/01/2021 to 31/12/2021
Mr FRANCESCO STARACE	Proprietary Vice Chairman	From 01/01/2021 to 31/12/2021
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	Chief Executive Officer	From 01/01/2021 to 31/12/2021
Ms MARÍA EUGENIA BIETO CAUBET	Independent Director	From 01/01/2021 to 31/12/2021
Mr ANTONIO CAMMISECRA	Proprietary Director	From 01/01/2021 to 31/12/2021
Mr ALBERTO DE PAOLI	Proprietary Director	From 01/01/2021 to 31/12/2021
Ms ALICIA KOPLOWITZ Y ROMERO DE JUSEU	Independent Director	From 01/01/2021 to 31/12/2021
Mr FRANCISCO DE LACERDA	Independent Director	From 01/01/2021 to 31/12/2021
Mr IGNACIO GARRALDA RUIZ DE VELASCO	Independent Director	From 01/01/2021 to 31/12/2021
Ms MARIA PATRIZIA GRIECO	Independent Director	From 01/01/2021 to 31/12/2021
Ms PILAR GONZÁLEZ DE FRUTOS	Independent Director	From 01/01/2021 to 31/12/2021
Mr MIQUEL ROCAJUNYENT	Independent Director	From 01/01/2021 to 30/04/2021
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Independent Director	From 01/01/2021 to 30/04/2021

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

### a) Remuneration from the reporting company:

#### i) Remuneration accruing in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total year n	Total year n-1
Mr JUAN SÁNCHEZ-CALERO GUILARTE	624	29							653	625
Mr FRANCESCO STARACE				960	567	496			2,023	2,229
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ									238	147
Ms MARÍA EUGENIA BIETO CAUBET	188	50								
Mr ANTONIO CAMMISECRA										
Mr ALBERTO DE PAOLI										
Ms ALICIA KOPLOWITZ Y ROMERO DE JUSEU	188	36							224	138
Mr FRANCISCO DE LACERDA	224	43							267	234
Mr IGNACIO GARRALDA RUIZ DE VELASCO	211	33							244	243
Ms MARIA PATRIZIA GRIECO	188	27							215	209
Ms PILAR GONZÁLEZ DE FRUTOS	188	50							238	147
Mr MIQUEL ROCAJUNYENT	71	16							87	268
Mr ALEJANDRO ECHEVARRÍA BUSQUET	62	7							69	226

#### Observations

With regard to long-term variable remuneration, at the end of 2021 the 2019-2021 Loyalty Plan for the Chief Executive Officer was accrued with an amount totalling 466 thousand euros. However, in accordance with the Remuneration Policy for Directors of Endesa the plans envisage a deferral of payment and the need for the director to be in active service at the time when payment is made (except if the director retires or leaves the company due to the end of a fixed-term contract, in which case settlement for the plans completed at the date of the director's termination is envisaged, and payment will remain deferred to the corresponding date, even if the director does not continue to be active in the company); these payments are made on two occasions: 30% of the incentive will be paid in the year following the end of the Plan (2022 financial year) and the

remaining 70%, where applicable, will be paid two years after the end of the Plan (2023 financial year). In this regard, the remuneration cannot be consolidated for the purpose of establishing an unconditional right, in accordance with the instructions in Circular 3/2021, of 28 September, of the Spanish Securities Market Commission (see note 1).

For this reason, with regard to long-term variable remuneration, in cash remuneration table C.1.a) i) the effectively consolidated amount for the Executive Directors 2021 has been included, which represents 30% of the 2018-2020 Loyalty Plan and 70% of the 2017-2019 Loyalty Plan, which amounts to a total of 496 thousand euros for the Chief Executive Officer. See Annex Table 10 CALENDAR FOR LOYALTY PLANS.

Note 1: For the purposes of this Circular, it shall be understood that the director has accrued long-term variable remuneration on the date of the end of the accrual period when the targets to which the variable remuneration was linked have been met. However, if there are "malus" clauses (which may reduce all or part of the variable remuneration), their consolidation and imputation as remuneration for the year will not take place until, having ended the period of validity, it has been verified whether the application of these clauses is appropriate or not. The accrual period is the period of time during which the performance and achievement of the qualitative and quantitative targets established for the director are measured in order to determine his/her right to receive the variable remuneration in the long term. The consolidation of the remuneration will occur when, once accrued, it has been verified that the application of the "malus" clauses envisaged in there are not applicable, or that, when they are applied, the reduction of part of the variable remuneration is appropriate, thus acquiring the unconditional right to the payment of the resulting variable remuneration, regardless of the mode or term stipulated for the payment of this remuneration or if the payment is subject to deferral, retention or recovery clauses for remuneration already paid ("clawback").

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

Name	Name of plan	Financial instruments at start of year n		Financial instruments granted during year n		Financial instruments vested during the year				Instuments matured but not exercised	Financial instruments at end of year n	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent / vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
No data	Plan 1											

Observations

## iii) Long-term savings schemes

	Remuneration from vesting of rights to savings schemes
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	29

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Year n		Year n-1	
	Year n	Year n-1	Year n	Year n-1	Schemes with vested economic rights	Schemes with non-vested economic rights	Schemes with vested economic rights	Schemes with non-vested economic rights
	Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	29	485				13,387	12,906

Observations

**iv) Details of other items**

Name	Concept	Amount of remuneration
Mr JUAN SÁNCHEZ-CALERO GUILARTE	Remuneration in kind	4
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	Remuneration in kind	123

Observations

**b) Remuneration of directors of the listed company for seats on the boards of other subsidiary companies:**

**i) Remuneration accruing in cash (thousands of euros)**

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total year n	Total year n-1
No data										

Observations

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

Name	Name of plan	Financial instruments at start of year n		Financial instruments granted during year n		Financial instruments vested during the year				Financial instruments matured but not exercised	Financial instruments at end of year n		
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares	
No data													

Observations

**iii) Long-term savings schemes**

	<b>Remuneration from vesting of rights to savings schemes</b>
No data	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Year n		Year n-1	
	Year n	Year n-1	Year n	Year n-1	Schemes with vested economic rights	Schemes with non-vested economic rights	Schemes with vested economic rights	Schemes with non-vested economic rights
	No data							

Observations

**iv) Details of other items**

Name	Concept	Amount of remuneration
Director 1		

Observations

**c) Summary of remuneration (thousands of euros):**

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

Name	Remuneration accruing in the Company					Remuneration accruing in group companies					Total in year n, company + group
	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of savings systems	Other items of remuneration	Total in year n, company	Total cash remuneration	Gross benefit of vested shares or financial instruments	Remuneration by way of savings systems	Other items of remuneration	Total in year n, group	



Mr JUAN SÁNCHEZ-CALERO GUILARTE	653			4	657					657
Mr FRANCESCO STARACE										
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	2,023		29	123	2,175					2,175
Ms MARÍA EUGENIA BIETO CAUBET	238				238					238
Mr ANTONIO CAMMISECRA										
Mr ALBERTO DE PAOLI										
Ms ALICIA KOPLOWITZ Y ROMERO DE JUSEU	224				224					224
Mr FRANCISCO DE LACERDA	267				267					267
Mr IGNACIO GARRALDA RUIZ DE VELASCO	244				244					244
Ms MARÍA PATRIZIA GRIECO	215				215					215
Ms PILAR GONZÁLEZ DE FRUTOS	238				238					238
Mr MIQUEL ROCA JUNYENT	87				87					87
Mr ALEJANDRO ECHEVARRÍA BUSQUET	69				69					69

<b>Observations</b>

C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

	Total amounts accrued and % annual variation									
	Year n	% variation n/n-1	Year n-1	% variation n-1/n-2	Year n-2	% variation n-2/n-3	Year n-3	% variation n-3/n-4	Year n-4	
<b>Executive directors</b>										
Mr JOSÉ DAMIÁN BOGAS GÁLVEZ	2,127	-24.39	2,813	8.15	2,601	5.65	2,462	14.51	2,150	
<b>External directors</b>										
Mr JUAN SÁNCHEZ-CALERO GUILARTE	657	5.12	625	39.82	447	-	0	-	0	
Mr FRANCESCO STARACE	0	-	0	-	0	-	0	-	0	
Ms MARÍA EUGENIA BIETO CAUBET	238	61.90	147	-	0	-	0	-	0	
Mr ANTONIO CAMMISECRA	0	-	0	-	0	-	0	-	0	
Mr ALEJANDRO ECHEVARRÍA BUSQUET	69	-69.47	226	-2.59	232	-1.69	236	4.89	225	

Mr IGNACIO GARRALDA RUIZ DE VELASCO	244	0.41	243	-4.33	254	1.60	250	1.63	246
Ms PILAR GONZÁLEZ DE FRUTOS	238	61.90	147	-	0	-	0	-	0
Ms MARIA PATRIZIA GRIECO	215	2.87	209	0.97	207	0.00	207	46.81	141
Ms ALICIA KOPLOWITZ Y ROMERO DE JUSEU	224	62.32	138	-	0	-	0	-	0
Mr FRANCISCO DE LACERDA	267	14.10	234	-3.31	242	1.68	238	1.71	234
Mr ALBERTO DE PAOLI	0	-	0	-	0	-	0	-	0
Mr MIQUEL ROCAJUNYENT	87	-67.54	268	-3.60	278	1.83	273	1.11	270
<b>Consolidated results of the company</b>									
	1,902	-10.79	2,132	36.49	1,562	3.38	1,511	4.06	1,452
<b>Average employee remuneration</b>									
	73	1.39	72	1.41	71	4.41	68	0.00	68

### Observations

For the Directors in their capacity as such, the differences are minimal and in most cases they are due to the allowances received for each session depending on a greater or lesser number of sessions held and the attendance of the Directors. However, it should be noted:

- The increase in the cases of Mr Sánchez Calero between 2019 and 2020, Ms Bieto, Ms González and Ms Koplowitz between 2020 and 2021, are the cause of the incorporation of the Directors in the first year in May, so complete financial years are not being compared. The increase for Mr Sánchez-Calero between 2021 and 2020 is mainly due to Mr Sánchez-Calero occupying the new position as Chairman of the Sustainability and Corporate Governance Committee created in September 2020.

- The decrease in the remuneration of Mr Roca and Mr Echevarría between the 2020 and 2021, are the cause of their termination in the position of the Directors in April 2021, so complete financial years are not being compared.

With regard to the Chief Executive Officer:

- The variation of -24% with regard to the Chief Executive Officer for 2021 compared to 2020 is mainly due to a smaller payment in the LTI (729 thousand euros in 2020 vs 496 thousand euros in 2021) and a lower contribution to the pension plan, which for the purposes of this report is considered to be remuneration in cash. In 2020, a contribution of 485 thousand euros was made to the Pension Plan, enough to comply with the commitment included in the Chief Executive Officer's Contract. In 2021, no contribution was made to the pension plan (if necessary, contributions will be made when effective retirement occurs). Only a contribution of 29 thousand euros was made for death benefit.

- For the information for 2017 to be comparable with the other years, the same reporting criteria should be applied to all of them. Although in the 2017 IAR the amount for the 2015-2017 plan was reported in the variable remuneration to L/P, which amounted to €846 thousand (but which was paid in the 2018 and 2019 financial years), this table included the amount

corresponding to the plans effectively accrued to that date that amounted to €505 thousand corresponding to the LTIs for 2013-2015 (70% with 104% achievement) and 2014-2016 (30% with 150% achievement).

## **ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS IN LISTED COMPANIES**

-Calculation of average remuneration for employees: The table shows the result from dividing the amount for "wages and salaries" in the consolidated financial statements for each financial year, over the average weighted number of employees for each year. The following also details the average remuneration per year for employees compared to the amount for "wages and salaries" in the consolidated financial statements for each financial year, which in addition to the "wages and salaries" section also includes contributions to the pension plan, provisions for the redundancy programme, provisions for the suspension of the employment contract (VRA), other personnel expenses and Social Security payments: €99 thousand in 2021, 118 in 2020, 105 in 2019, 98 in 2018 and 93 in 2017.

- With regard to developments in salaries for the workforce as a whole, there has been a 6.62% average increase in salaries in Endesa in the last 5 years. It should be pointed out that the global result for this growth should take into account the Redundancy Plans agreed between the company and union representatives. These involve early retirement for more elderly employees who are generally paid more and the recruitment of younger personnel with lower salaries. The specific figures for the company for this period are 2,681 terminations and a total of 2,006 persons recruited. The effect of this is a reduction in average salaries in spite of the increases resulting from collective agreements and meritocracy. For example, in 2018 there was a salary increase of 4% which can be explained because in that year fewer employees who had been in the company for many years were made redundant, so the reduction in average salaries was lower.

### **D OTHER INFORMATION OF INTEREST**

If there are any significant issues relating to directors' remuneration that it has not been possible to include in the foregoing sections of this report, but which it is necessary to include in order to provide more comprehensive and reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

Not applicable

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This annual remuneration report was approved by the Board of Directors of the company in its meeting of 21/02/2022.

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

Yes

No



**ANNEX I - OTHER INFORMATION**

**TABLE 1- 2017-2019 OBJECTIVE MEASURES AND THRESHOLDS PROGRAMME**

**(Section B.7) Total Shareholders Return" (TSR):**

<b>TSR Endesa vs TSR Peer Group</b>	<b>TSR Endesa exceeds 115% of the TSR Peer Group</b>	<b>TSR Endesa between 110% and 115% of the TSR Peer Group</b>	<b>TSR Endesa between 100% 110% of the TSR Peer Group</b>	<b>TSR Endesa between 90% and 100% of the TSR Peer Group</b>	<b>TSR Endesa less than 90% of the TSR Peer Group</b>
Multiplier*	180%	150%	100%	50%	0%

\*Linear interpolation between thresholds

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

<b>Cumulative ROACE</b>	<b>+5,5%</b>	<b>+3,5%</b>	<b>BIP 2017-2021</b>	<b>-2,9%</b>	<b>Less than -2.9%</b>
Multiplier*	180%	150%	100%	50%	0%

\*Linear interpolation between thresholds

**TABLE 2- SIMULATION TABLE APPLICATION OF THE TSR REGRESSIVE CURVE OF THE 2017-2019**

**PROGRAMME (Section B.7)** If the value of Endesa's TSR in the reference triennium is negative, the award to be received by the managers will be reduced (based on a regressive curve) by the same negative percentage recorded by the value of Endesa's TSR, multiplied by the constant value of 1.5. The following is a table showing a simulation on the application of the regressive curve:

<b>Objective achieved and corresponding award level</b>	<b>Award if absolute TSR achieved of the &gt;0% Endesa value</b>	<b>Regressive curve multiplier</b>	<b>Award if absolute TSR achieved of the &lt;0% Endesa value</b>			
			<b>-5%</b>	<b>-10%</b>	<b>-15%</b>	<b>-20%</b>
<b>TSR Endesa &gt; 115% TSR index</b>	180%	1,5	167%	153%	140%	126%
<b>TSR Endesa between 110% and 115%</b>	150%	1,5	139%	128%	116%	105%
<b>TSR Endesa between 100% and 110%</b>	100%	1,5	93%	85%	78%	70%
<b>TSR Endesa between 90% and 100%</b>	50%	1,5	46%	43%	39%	35%
<b>TSR Endesa &lt; 90% TRS index</b>	0%	1,5	0%	0%	0%	0%

**TABLE 3 - 2018-2020 OBJECTIVE MEASURES AND THRESHOLDS PROGRAMME (Paragraphs B.2 AND B.7)**

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

TSR Endesa vs TSR Index	Endesa TSR higher than 115% of the TSR index	TSR Endesa between 110% and 115% of the TSR index	TSR Endesa between 100% and 110% of the TSR index	TSR Endesa between 90% and 100% of the TSR index	Endesa TSR less than 90% of the TSR index
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>50%</b>	<b>0%</b>

\*Linear interpolation between thresholds

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

Cumulative ROACE 2018-2020	Greater than or equal to 0.14% Target	+1.3% Target	Target	-2.8% Target	Less than -2.8% Target
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>50%</b>	<b>0%</b>

\*Linear interpolation between thresholds

**"Reduction of CO2 emissions" (CO2)**

Reduction of CO2 emissions (gCO2/kWh)	Less than or equal to -5% Target	-3% Target	Target	+3% Target	Greater than +3% Target
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>50%</b>	<b>0%</b>

\*Linear interpolation between thresholds

**TABLE 4- SIMULATION TABLE APPLICATION TSR REGRESSIVE CURVE OF THE 2018-2020 PROGRAMME (Sections B.2 AND B.7)**

Objective achieved and corresponding award level	Award if absolute TSR achieved of the < Endesa value	Regressive curve multiplier	Award if absolute TSR achieved of the <0% Endesa value			
			-5%	-10%	-15%	-20%
<b>TSR Endesa &gt; 115% TSR</b>	<b>180%</b>	<b>1,5</b>	<b>167%</b>	<b>153%</b>	<b>140%</b>	<b>126%</b>
<b>TSR Endesa between 110%</b>	<b>150%</b>	<b>1,5</b>	<b>139%</b>	<b>128%</b>	<b>116%</b>	<b>105%</b>
<b>TSR Endesa between 100%</b>	<b>100%</b>	<b>1,5</b>	<b>93%</b>	<b>85%</b>	<b>78%</b>	<b>70%</b>
<b>TSR Endesa between 90%</b>	<b>50%</b>	<b>1,5</b>	<b>46%</b>	<b>43%</b>	<b>39%</b>	<b>35%</b>
<b>TSR Endesa &lt; 90% TRS</b>	<b>0%</b>	<b>1,5</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>

**TABLE 5- 2019-2021 OBJECTIVE MEASURES AND THRESHOLDS PROGRAMME (Section A.1**

**- point 6) Total Shareholders Return" (TSR):**

TSR Endesa vs TSR Index	TSR Endesa greater than 115% of the TSR index	TSR Endesa between 110% and 115% of the TSR index	TSR Endesa between 100% and 110% of the TSR index	TSR Endesa between 90% and 100% of the TSR index	TSR Endesa less than 90% of the TSR index
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>50%</b>	<b>0%</b>

*\*Linear interpolation between thresholds*

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

Cumulative ROACE 2019-2021	Greater than or +3,0%	+1.5%	Target	-3.0%	Less than -3,0%
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>50%</b>	<b>0%</b>

*\* Linear interpolation between*

*thresholds "Reduction of CO2 emissions "*

**(CO2)**

Reduction of CO2 emissions (gCO2/kWh)	Less than or equal to -5% Target	-3% Target	Target	+3% Target	Greater than +3% Target
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>50%</b>	<b>0%</b>

*\*Linear interpolation between thresholds*

**TABLE 6- SIMULATION TABLE APPLICATION OF THE TSR REGRESSIVE CURVE OF THE 2019-2021 PROGRAMME (Section A.1 – point 6)**

Objective achieved and corresponding award level	Award if absolute TSR achieved of the < Endesa value	Regressive curve multiplier	Award if absolute TSR achieved of the <0% Endesa value			
			-5%	-10%	-15%	-20%
<b>TSR Endesa &gt; 115% TSR</b>	<b>180%</b>	<b>1,5</b>	<b>167%</b>	<b>153%</b>	<b>140%</b>	<b>126%</b>
<b>TSR Endesa between 110%</b>	<b>150%</b>	<b>1,5</b>	<b>139%</b>	<b>128%</b>	<b>116%</b>	<b>105%</b>
<b>TSR Endesa between 100%</b>	<b>100%</b>	<b>1,5</b>	<b>93%</b>	<b>85%</b>	<b>78%</b>	<b>70%</b>
<b>TSR Endesa between 90% and</b>	<b>50%</b>	<b>1,5</b>	<b>46%</b>	<b>43%</b>	<b>39%</b>	<b>35%</b>

<b>TSR Endesa &lt; 90% TRS index</b>	<b>0%</b>	<b>1,5</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>
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**TABLE 7- 2020-2022 OBJECTIVE MEASURES AND THRESHOLDS PROGRAMME (Section A.1 – point 6)**

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

TSR Endesa vs TSR Index	TSR Endesa greater than 115% of the TSR index	TSR Endesa between 110% and 115% of the	TSR Endesa between 100% and 110% of the	TSR Endesa less than 100% of the TSR index	TSR Endesa vs TSR Index
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>0%</b>	<b>Multiplier*</b>

*\*Linear interpolation between thresholds*

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

Cumulative ROACE 2019-2021	Greater than or equal to 50,7%	50,0%	49,3%	Less than 49,3%	Cumulative ROACE 2019-2021
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>0%</b>	<b>Multiplier*</b>

*\* Linear interpolation between*

*thresholds "Reduction of CO2 emissions "*

**(CO2)**

Reduction of CO2 emissions	Less than or equal to 162,9	166,4	171,5	Greater than 171.5	Reduction of CO <sub>2</sub> emissions (gCO <sub>2</sub> /kWh)
<b>Multiplier*</b>	<b>180%</b>	<b>150%</b>	<b>100%</b>	<b>0%</b>	<b>Multiplier*</b>

*\*Linear interpolation between thresholds*

**TABLE 8- 2021-2023 OBJECTIVE MEASURES AND THRESHOLDS PROGRAMME (Section A.1 – point 6)**

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

TSR Endesa vs TSR Index	Endesa TSR higher than 115% of the TSR index	TSR Endesa between 110% and 115% of the TSR index	TSR Endesa between 100% and 110% of the TSR index	TSR Endesa less than 100% of the TSR index	TSR Endesa vs TSR Index
Multiplier*	180%	150%	100%	0%	Multiplier*

*\*Linear interpolation between thresholds*

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

Cumulative ROACE 2019-2021	Greater than or 45,3%	44,6%	43,9%	Less than 43.9%	ROACE cumulative 2019 2021
Multiplier*	180%	150%	100%	0%	Multiplier*

*\*Linear interpolation between thresholds*

**Renewable net installed capacity:**

Renewable Net Installed Capacity /Net installed capacity	Greater than or equal to 50,8%	50,6%	50,3%	Less than 50,3%
Multiplier*	180%	150%	100%	0%

*\*Linear interpolation between thresholds*

**"Reduction of CO2 emissions" (CO2)**

Reduction of CO <sub>2</sub> emissions (gCO <sub>2</sub> /kWh)	Less than or equal to 133.0	135,8	140,0	Greater than 140.0	Reduction of CO <sub>2</sub> emissions (gCO <sub>2</sub> /kWh)
Multiplier*	180%	150%	100%	0%	Multiplier*

*\*Linear interpolation between thresholds*

**TABLE 9- 2022-2024 OBJECTIVE MEASURES AND THRESHOLDS PROGRAMME (Section A.1 – point 6)**

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

TSR Endesa vs TSR Index	Endesa TSR higher than 115% of the TSR index	TSR Endesa between 110% and 115% of the TSR index	TSR Endesa between 100% and 110% of the TSR index	TSR Endesa less than 100% of the TSR index	TSR Endesa vs TSR Index
Multiplier*	180%	150%	100%	0%	Multiplier*

*\*Linear interpolation between thresholds*

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

Cumulative ROACE 2019-2021	Greater than or equal to 50,9%	50,1%	49,4%	Less than 49.4%	ROACE cumulative 2019 2021
Multiplier*	180%	150%	100%	0%	Multiplier*

*\*Linear interpolation between thresholds*

**Renewable net installed capacity:**

Renewable Net Installed Capacity /Net installed capacity	Greater than or equal to 53,1%	52,8%	52,6%	Less than 52,6%
Multiplier*	180%	150%	100%	0%

*\*Linear interpolation between thresholds*

**"Reduction of CO2 emissions" (CO2)**

Reduction of CO <sub>2</sub> emissions (gCO <sub>2</sub> /kWh)	Less than or equal to 127	130	134	Greater than 134	Reduction of CO <sub>2</sub> emissions (gCO <sub>2</sub> /kWh)
Multiplier*	180%	150%	100%	0%	Multiplier*

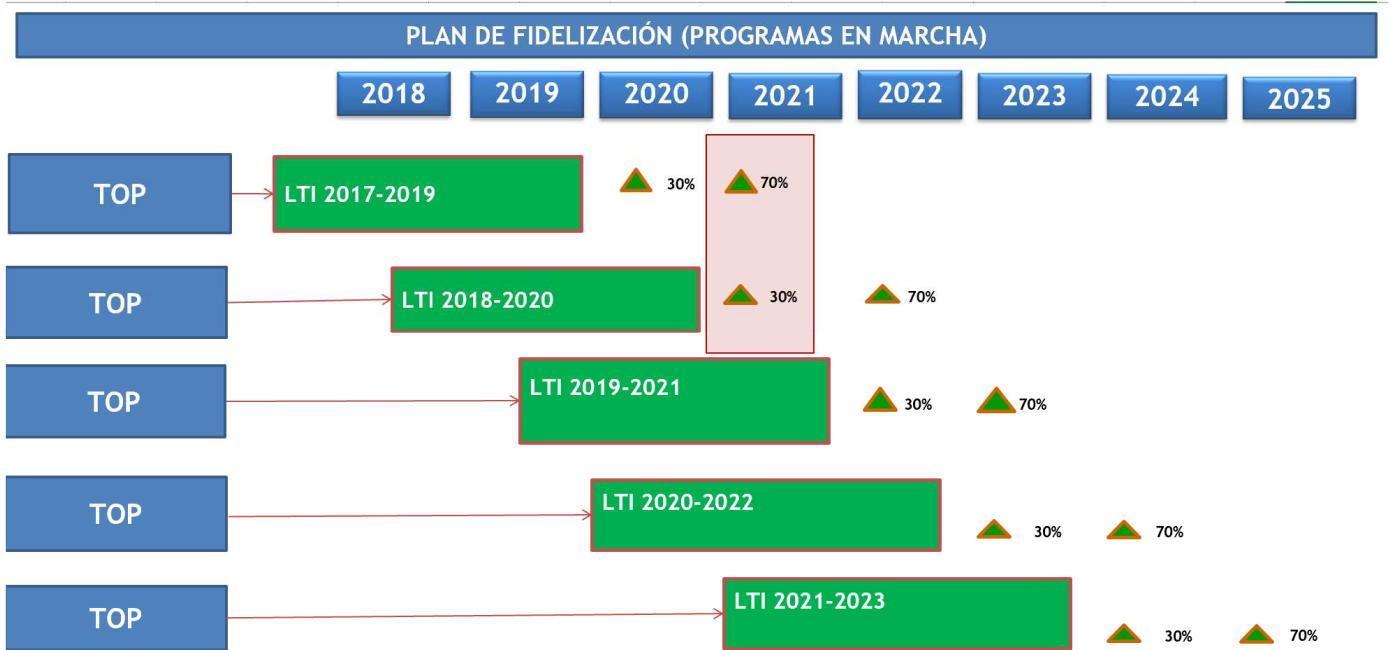
*\*Linear interpolation between thresholds*

**% of women in succession plan:**

% of women in management succession plan	Greater than or equal to 50%	47%	45%	Less than 45%	% of women in management succession plan
Multiplier*	180%	150%	100%	0%	Multiplier*

*\*Linear interpolation between thresholds*

**LOYALTY (Section B.7 AND C.1.a)i)**



## APPENDIX II

In January 2022, the Company, with the support of the firm Ernst & Young Abogados, S.L.P, carried out a remuneration analysis with regards to the external competitiveness of the total remuneration for certain positions in its board of directors. The aim was to review the adequacy of the remuneration levels of Endesa's directors and ensure that they are reasonably proportionate to the standards of comparable companies.

Specifically, the following positions have been analysed: Chief Executive Officer, Chairman of the Board of Directors, independent directors of the Board of Directors and chairs and members of each of the existing Company committees.

In view of preparing the study, two different samples have been selected with companies comparable to Endesa by market cap and/or sector:

A domestic sample made up of the following 10 IBEX 35 companies: Acciona, Amadeus, Cellnex, Enagás, Iberdrola, Naturgy, Red Eléctrica, Repsol, Siemens Gamesa and Telefónica.

A European sample made up of 12 relevant European energy companies in the sector, as follows: EDP, Engie, E.on, Fortum, Iberdrola, Naturgy, Red Eléctrica, Repsol, RWE, Uniper, Veolia and Verbund.

The findings are as follows:

### 1. Remuneration of directors in their capacity as such:

The fixed remuneration of the members of Endesa's Board of Directors is slightly higher than the average (between the median and 75th percentile of the sample). Attendance allowances are below average (below the 25th percentile of the sample). The total remuneration of Board members in their capacity as such is slightly above average.

Remuneration structure:

60% of the national companies in the sample and 58% of the European companies remunerate membership and attendance at board meetings through fixed remuneration.

The remaining 40% Spanish companies and 42% European companies have established a combination of fixed remuneration + allowances for this role.

The structure of remuneration of the members of Endesa's Board of Directors is in line with the most common practice among the companies in the sample.

### 2. Chairs and members of the committees:

100% of the companies analysed in the domestic sample remunerate the chairs of committees.

All committee chairs at Endesa receive fixed remuneration below the 25th percentile of the sample. As for allowances, they are between the 25th percentile and the median.

In relation to committee members: They do not receive fixed remuneration. Allowances are usually close to the sample's median. No company in the domestic comparison group remunerates directors only with allowances, but allowances are the only remuneration in 8% of companies in the European comparison group.

### 3. Chairman of the Board of Directors:

Analytical methodology: The position of non-executive Chairman of Endesa has been considered equal to the chair of the board in the companies of the comparison group. Where the chair is considered an executive, remuneration has only be considered for joint roles.

In any case, the methodology applied differs from that of previous analyses and penalises result representativeness, since there are few figures in the sample that can be considered

independent director chairs. It should be noted that the comparison group is heterogeneous to the extent that the category of chair includes both chairs with and with no executive duties.

The fixed remuneration of Endesa's Chairman of the Board is slightly higher than the median for the sample. Attendance allowances are below the 25th percentile.

Additionally, when analysing the remuneration of a non-executive chair, it is consistent to compare it with the remuneration of all other non-executive directors in the company: if the analysis were carried out only against external references, we would lose sight of the internal fairness in relation to the remuneration of all other company directors. It should be stressed that, in the group of domestic companies, 80% of them have set a higher amount for the chair of the board; and that, in the median, the chair's remuneration is 333% higher than the remuneration of a proprietary director in Spanish companies, and 330% for the European sample. The remuneration of Endesa's Chairman of the Board of Directors stands at 300%, median for the national group and 25th percentile for the European group.

#### 4. Chief Executive Officer

In terms of total remuneration (i.e. fixed remuneration for executive duties, short-term variable remuneration and annualised long-term variable remuneration), the position of Endesa's CEO is between the 25th percentile and the median of the companies in the domestic sample, and aligned with the median of the companies in the European sample.