

Madrid, 24 April 2024

## OTHER RELEVANT INFORMATION

In accordance with the provisions of Article 227 of the Spanish Securities Market Act, Endesa, S.A. hereby issues notice of the following Information:

### I. **The Annual General Shareholders' Meeting of Endesa, held today, has approved all of the proposed resolutions submitted to a vote.**

The full text of each resolution passed is provided below.

## RESOLUTIONS PASSED BY THE GENERAL SHAREHOLDERS' MEETING

### **AGENDA ITEM ONE**

Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Net Equity: Statement of Recognized Income and Expenses & Statement of Total Changes in Net Equity; Cash-Flow Statement and Notes to the Financial Statements), as well as of the Consolidated Annual Financial Statements of ENDESA, S.A. and its subsidiary companies (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Net Equity, Consolidated Cash-Flow Statement and Notes to the Financial Statements), for fiscal year ending 31 December 2023.

***To approve, as the case may be, the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Net Equity: Statement of Recognized Income and Expenses & Statement of Total Changes in Net Equity; Cash-Flow Statement; and Notes to the Financial Statements), as well as the Consolidated Annual Financial Statements of ENDESA, S.A. and its subsidiary companies (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Net Equity, Consolidated Cash-Flow Statement and Notes to the Financial Statements), as drawn up by the Board of Directors at its meeting held on 27 February 2024 for the fiscal year ending 31 December 2023.***

### **AGENDA ITEM TWO**

Approval of the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and its subsidiary companies for fiscal year ending 31 December 2023.

***To approve the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and its subsidiary companies for the fiscal year ending 31 December 2023 (excluding the Non-Financial Information and Sustainability Statement of its Group, included in the Consolidated Management Report, which shall be submitted to a vote in the following agenda item) as drawn up by the Board of Directors at its meeting held on 27 February 2024.***

### **AGENDA ITEM THREE**

Approval of the Non-Financial Information and Sustainability Statement of the Consolidated Group for fiscal year ending 31 December 2023.

**To approve the Non-Financial Information and Sustainability Statement of its Consolidated Group for the fiscal year ending 31 December 2023, as drawn up by the Board of Directors at its meeting held on 27 February 2024.**

### **AGENDA ITEM FOUR**

Approval of the corporate management for fiscal year ending 31 December 2023.

**To approve the corporate management for fiscal year ending 31 December 2023.**

### **AGENDA ITEM FIVE**

Approval of the application of profits corresponding to the fiscal year ended 31 December 2023 and the resulting distribution of a dividend charged to those profits and to retained earnings from previous years.

**To approve the application of fiscal year profits as proposed by the Board of Directors at its meeting held on 27 February 2024 such that the total profits of 580,104,835.24 euros for fiscal year 2023 shall be distributed as follows, with the resulting distribution of a dividend charged to those profits and to retained earnings from previous years:**

<b>FY 2023 Distribution Basis</b>	<b>Euros</b>
Profit and Loss. Profit	580,104,835.24
Retained Earnings	2,874,356,695.50
<b>Total</b>	<b>3,454,461,530.74</b>
<b>Applied</b>	
To Dividends - Maximum amount to distribute is 1 euro (gross) per share for all of the shares (1,058,752,117 shares)	1,058,752,117.00
To retained earnings	2,395,709,413.74
<b>Total</b>	<b>3,454,461,530.74</b>

**On 22 November 2023, the Board of Directors of ENDESA, S.A. approved the distribution of interim dividends against 2023 profits in the amount of €0.50 per share (gross). This interim dividend was paid out on 2 January 2024.**

**The final dividend (€0.50 gross, per share), with a charge to FY 2023 profit and to retained earnings from previous years, will be paid on 1 July 2024.**

### **AGENDA ITEM SIX**

Establishment of the number of members of the Board of Directors at fourteen.

**To establish the number of members of the Board of Directors at fourteen.**

### **AGENDA ITEM SEVEN**

Ratification of the appointment by co-optation and reappointment of Flavio Cattaneo as Shareholder-Appointed Director of the Company.

***To ratify the appointment of Flavio Cattaneo as Director of the Company, appointed by co-optation by virtue of a resolution adopted at the Board of Directors' meeting held on 20 June 2023, and reappoint him for the statutory period of four years, following a report from the Appointments and Compensation Committee.***

***In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.***

Shareholders may access the report on this proposal as well as a biographical sketch of Mr. Cattaneo through the Company's website.

#### **AGENDA ITEM EIGHT**

Ratification of the appointment by co-optation and reappointment of Stefano de Angelis as Shareholder-Appointed Director of the Company.

***To ratify the appointment of Stefano de Angelis as Director of the Company, appointed by co-optation by virtue of a resolution adopted at the Board of Directors' meeting held on 22 September 2023, and reappoint him for the statutory period of four years, following a report from the Appointments and Compensation Committee.***

***In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.***

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

#### **AGENDA ITEM NINE**

Ratification of the appointment by co-optation and reappointment of Gianni Vittorio Armani as Shareholder-Appointed Director of the Company.

***To ratify the appointment of Gianni Vittorio Armani as Director of the Company, appointed by co-optation by virtue of a resolution adopted at the Board of Directors' meeting held on 25 July 2023, and reappoint him for the statutory period of four years, following a report from the Appointments and Compensation Committee.***

***In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.***

Shareholders may access the report on this proposal as well as a biographical sketch of Mr. Armani through the Company's website.

#### **AGENDA ITEM TEN**

Reappointment of Eugenia Bieta Caubet as Independent Director of the Company.

***To reappoint Eugenia Bieta Caubet as Director of the Company, following a proposal from the Appointments and Compensation Committee, for the statutory term of four years.***

***In accordance with Article 529 (12) of the Spanish Capital Corporations Law, the Director is considered an independent director.***

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

#### **AGENDA ITEM ELEVEN**

Reappointment of Pilar González de Frutos as Independent Director of the Company.

***To reappoint Pilar González de Frutos as Director of the Company, following a proposal from the Appointments and Compensation Committee, for the statutory term of four years.***

***In accordance with Article 529 (12) of the Spanish Capital Corporations Law, the Director is considered an independent director.***

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

#### **AGENDA ITEM TWELVE**

Appointment of Guillermo Alonso Olarra as independent director of the Company.

***To appoint Guillermo Alonso Olarra as Director of the Company, following a proposal from the Appointments and Compensation Committee, for the statutory term of four years.***

***The Director is considered an independent director in accordance with Article 529 duodecies of the Spanish Capital Corporations Law.***

Shareholders may access the report on this proposal as well as a biographical sketch of Mr. Alonso through the Company's website.

#### **AGENDA ITEM THIRTEEN**

Appointment of Elisabetta Colacchia as Shareholder-Appointed Director of the Company.

***To appoint Elisabetta Colacchia as a Director of the Company, following the report of the Appointments and Compensation Committee, for the statutory period of four years.***

***In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.***

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

#### **AGENDA ITEM FOURTEEN**

Appointment of Michela Mossini as Shareholder-Appointed Director of the Company.

***To appoint Michela Mossini as a Director of the Company, following the report of the Appointments and Compensation Committee, for the statutory period of four years.***

***In accordance with Article 529 (12) of the Capital Corporations Law, the Director is considered a Shareholder-Appointed Director.***

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

#### **AGENDA ITEM FIFTEEN**

Binding vote on the Annual Report on Directors Compensation.

**To approve the Annual Report on Directors' Compensation for fiscal year 2023.**

#### **AGENDA ITEM SIXTEEN**

Approval of the Directors Compensation Policy for 2024–2027.

**In consideration of the reasons stated in the relevant specific report of the Appointments Committee, approve the Directors Compensation Policy for 2024-2027, under the terms set forth in the document made available to the shareholders on the Company's website as from the publication date of the meeting notice.**

#### **AGENDA ITEM SEVENTEEN**

Approval of the Strategic Incentive 2024-2026, which includes payment in Company shares.

**To approve the long-term variable compensation plan referred to as the "Strategic Incentive 2024-2026" (the "2024-2026 Incentive"), which includes payments in Company shares, insofar as ENDESA, S.A.'s executive Director is included among its beneficiaries, with the following key characteristics:**

- 1. The 2024-2026 Incentive is a long-term compensation scheme primarily aimed at rewarding contributions to the business strategy and the long-term sustainability of the Company by individuals in positions of greater responsibility.**
- 2. The 2024-2026 Incentive applies to the Executive Director and all other executives of the Endesa Group holding strategic responsibility, as determined by the Board of Directors.**
- 3. The performance period will be three years from 1 January 2024, for the 2024-2026 Incentive.**
- 4. The 2024-2026 Incentive allocates an incentive to the beneficiaries that includes the right to receive: (i) a certain number of ordinary shares of ENDESA, S.A. (the "Shares") and (ii) a monetary payment linked to a target, subject to the conditions and any potential changes resulting from operation of the Plan.**

**As relates to the accrued incentive, the first 65% of the target under the Plan shall be paid out fully in Shares.**

**The monetary amount to be paid out is calculated as the difference in the total incentive accrued and the portion paid out in Shares.**

**If the maximum number of shares is not a whole number, the amount of Shares to be allocated to each recipient shall be calculated by rounding the amount to the nearest whole number (rounding down for values of 0.49 or less and rounding up for values above 0.49).**

- 5. Accrual of the 2024-2026 Incentive is linked to achievement of four targets during the performance period:**

**(a) Average Total Shareholder Return (TSR) of Endesa compared to average TSR of the selected benchmark, Euro-Stoxx Utilities Index, for the 2024-2026 period (45% weighting).**

**(b) ROIC (Return on Invested Capital) – WACC (Weighted Average Cost of Capital) (30% weighting)**

**c) Reduction in CO<sub>2</sub> Emissions (CO<sub>2</sub>): reduction of specific CO<sub>2</sub> emissions (gCO<sub>2</sub>/kWh) of Endesa by 2026, according to the thermal gap existing in the Spanish mainland's electricity system (15% weighting).**

**d) Percentage of female managers and middle managers in relation to the total number of managers and middle managers by 2026 (10% weighting).**

**For each of the targets a threshold level is set beyond which the target would be considered to have been met. Two target over-performance levels are also established – performance beyond the first level, equivalent to 150% of the incentive base (target) and performance beyond the second level equivalent to a maximum 180% of the incentive base (target). Therefore, variable compensation levels accruable under the 2024-2026 Incentive will range from 0% to 180% of the incentive base (the incentive base (target) equals 100% achievement).**

**6. The target assigned to each beneficiary under the 2024-2026 Incentive will be as provided in their individual contracts, if addressed therein, or otherwise, in the relevant Group policy defining different target percentage levels based on the level of responsibility.**

**The maximum number of Shares that may be paid out under the 2024-2026 Incentive is 119,323. This maximum number of shares represents 0.011% of ENDESA, S.A.'s share capital as at the date this resolution is proposed. The target for the Chief Executive Officer is €518,000, and the maximum number of shares that he may receive is 17,775.**

**7. Both payments in the form of delivery of shares and cash payments shall be made subject to the payment and deferral rules established in the Compensation Policy and by the Board of Directors and, specifically, shall be made subject to the relevant malus and clawback clauses.**

**8. It is resolved to delegate to the Board of Directors, with express power of substitution, the authority to implement at the time and in the manner it deems convenient, formalize, amend, construe, clarify and execute the 2024-2026 Incentive, adopting all resolutions and executing as many public or private documents as may be necessary or convenient to ensure the full effectiveness thereof, with the power to change, rectify, amend and supplement and, in general, to adopt any resolutions and perform any actions necessary or merely convenient for the effective implementation and operation of the 2024-2026 Incentive, including but not limited to, the following powers:**

**a) To set specific conditions for the 2024-2026 Incentive and to grant and exercise rights thereunder, including the approval or amendment of the 2024-2026 Incentive, the determination of the beneficiaries, the conditions for granting or exercising the rights and verifying achievement, the rights that grant the status of beneficiary, the levels of performance for each of the parameters established as a target, the effects of losing status as an employee, executive or executive director of the Company or its Group or of a change of control, determining the causes for early termination, etc.**

**b) To draft, sign and submit before any public or private bodies, the beneficiaries or any other party, any documents and supplementary communications which may be necessary or convenient for the purposes of implementing and executing the 2024-2026 Incentive, granting rights and delivering incentives, including, as the case may be, the relevant prior notice and informational prospectuses.**

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

**d) To adapt the contents of the 2024-2026 Incentive to the corporate circumstances or transactions that may arise during the term thereof, in the terms deemed convenient and, to the extent required or recommended by any legal provisions applicable to any of the beneficiaries, or as may be necessary for legal, regulatory, operating or similar reasons, to adapt the general conditions.**

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

**f) To draft, sign, execute and, as the case may be, certify any type of document related to the 2024-2026 Incentive.**

**g) And, in general, to perform as many actions and execute as many documents as required or convenient for the full validity and effectiveness of the incorporation, implementation, operation, execution, settlement and completion of the 2024-2026 Incentive and the previously adopted resolutions.**

## **AGENDA ITEM EIGHTEEN**

Authorization for the Company to acquire treasury shares, either directly or through its subsidiaries.

**I. To revoke and make void, as to the unused portion, the authorization for the derivative acquisition of treasury stock granted by the Annual General Shareholders' Meeting held on 05 May 2020.**

**II. To re-authorize the Board of Directors, with express power of substitution, to carry out the derivative acquisition of treasury stock, as well as the pre-emptive rights of first refusal in respect thereto, in accordance with Article 146 of the Spanish Capital Corporations Law, under the following conditions:**

**a) Acquisitions may be made through sale and purchase transactions, swap transactions or through any means legally accepted, either directly by the Company itself, by the companies of its group or by an intermediary person, up to the maximum figure permitted by Law.**

**b) Acquisitions shall be made at a minimum price per share of the par value and a maximum equal to their trading value the time of its acquisition.**

**c) The duration of the authorization shall be five years.**

**d) Net equity following the acquisition of shares, including those that the Company, or the individual acting in his/her name and on behalf of the Company, previously acquired and which were held thereby, may not fall below total share capital plus reserves which by law or the corporate bylaws are not available for distribution, all in accordance with the provisions of Article 146.1(b) of the Spanish Capital Corporations Law.**

***The authorization also includes any acquisition of shares which, as the case may be, must be delivered directly to the employees and directors of the Company or its subsidiaries, as a consequence of the exercise of stock option rights held thereby.***

## **AGENDA ITEM NINETEEN**

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

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

- (i) clarify, specify and complete the resolutions of this General Meeting and resolve such doubts or aspects as are presented, curing and completing such defects or omissions as may prevent or impair the effectiveness or registration of the pertinent resolutions;***
- (ii) execute such public and/or private documents and carry out such acts, legal businesses, contracts, declarations and transactions as may be necessary or appropriate for the execution and implementation of the resolutions adopted at this General Meeting; and***
- (iii) delegate, in turn, to one or more Directors, who may act jointly and severally, the powers conferred in the preceding paragraphs.***

***2. Empower the Chief Executive Officer, José Damián Bogas Gálvez, and the Secretary of the Board of Directors, Borja Acha Besga, in order that any of them, indistinctly, may: (i) carry out any acts, legal business, contracts and transactions as may be appropriate in order to register the preceding resolutions with the Mercantile Registry, including, in particular, inter alia, the powers to appear before a Notary Public in order to execute the public deeds or notarial records which are necessary or appropriate for such purpose, to publish the pertinent legal notices and formalize any other public or private documents which may be necessary or appropriate for the registration of such resolutions, with the express power to remedy them, without altering their nature, scope or meaning; and (ii) to appear before the competent authorities and entities in relation to any of the resolutions adopted, in order to carry out the necessary formalities and actions for the most complete implementation and effectiveness thereof.***

- II. With the approval by the General Shareholders' Meeting of the increase in the number of Board members to fourteen, the ratifications and reappointments of the Shareholder-Appointed Directors Mr. Flavio Cattaneo, Mr. Gianni Vittorio Armani and Mr. Stefano De Angelis, the reappointments of the Independent Directors Ms. Eugenia Bieto Caubet and Ms. Pilar González de Frutos, as well as the appointments of the Independent Director Mr. Guillermo Alonso Olarra and of the Shareholder-Appointed Directors Ms. Elisabetta Colacchia and Ms. Michela Mossini, the composition of the Board of Directors is as follows:**



BOARD OF DIRECTORS		
MEMBERS	POSITION ON THE BOARD	TYPE
Mr. Juan Sánchez-Calero Guilarte	Chairman	Independent
Mr. Flavio Cattaneo	Vice Chairman	Shareholder-Appointed
Mr. José D. Bogas Gálvez	Chief Executive Officer	Executive
Mr. Guillermo Alonso Olarra	Director	Independent
Mr. Stefano De Angelis	Director	Shareholder-Appointed
Mr. Gianni Vittorio Armani	Director	Shareholder-Appointed
Ms. Eugenia Bieto Caubet	Director	Independent
Ms. Elisabetta Colacchia	Director	Shareholder-Appointed
Mr. Ignacio Garralda Ruiz de Velasco	Director	Independent
Ms. Pilar González de Frutos	Director	Independent
Ms. Francesca Gostinelli	Director	Shareholder-Appointed
Mr. Francisco de Lacerda	Director	Independent
Ms. Michela Mossini	Director	Shareholder-Appointed
Ms. Cristina de Parias Halcón	Director	Independent

Mr. Borja Acha Besga

Non-Director Secretary

Secretary of the Board of Directors