

Borja Acha Besga  
Secretary of the Board of Directors

Madrid, 29 April 2025

## 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:

**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:

### **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 Recognised 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 the fiscal year ending 31 December 2024.

***Approval of the Individual Annual Financial Statements of ENDESA, S.A. (Balance Sheet; Income Statement; Statement of Changes in Net Equity; Statement of Recognised 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 25 February 2025 for the fiscal year ending 31 December 2024.***

### **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 the fiscal year ending 31 December 2024.

***To approve the Individual Management Report of ENDESA, S.A. and the Consolidated Management Report of ENDESA, S.A. and Subsidiaries for the year ended 31 December 2024 (except for the Consolidated Statement of Non-Financial Information and Sustainability Information included in the Consolidated Management Report, which is submitted to a vote in the following point of the agenda), which were drawn up by the Board of Directors at the meeting held on 25 February 2025.***

### **AGENDA ITEM THREE**

Approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for the year ended 31 December 2024.

***To approve the Consolidated Statement of Non-Financial Information and Sustainability Information for the year ended 31 December 2024, which was prepared by the Board of Directors at its meeting held on 25 February 2025.***

### **AGENDA ITEM FOUR**

Approval of the corporate management for the fiscal year ending 31 December 2024.

***Approval of the corporate management for the fiscal year ending 31 December 2024.***

### **AGENDA ITEM FIVE**

Re-election of KPMG Auditores, S.L. as statutory auditor of the individual and consolidated annual accounts of ENDESA, S.A. for financial years 2026, 2027, and 2028.

**Re-elect 'KPMG Auditores, S.L.' as statutory auditor of the individual and consolidated annual accounts of ENDESA, S.A., for the 2026-2028 period, delegating to the Board of Directors, in the broadest terms, the determination of the other conditions of its contract.**

This resolution is submitted to the Ordinary General Shareholders' Meeting for approval at the proposal of the Board of Directors, following the recommendation of Endesa's Audit and Compliance Committee.

KPMG Auditores, S.L. has its registered office in Madrid, Paseo de la Castellana, nº 259 c, and tax identification number B-78510153. It is registered under number S0702 in the Official Register of Statutory Auditors of the Institute of Accounting and Auditing of Accounts and in the Trade and Companies Register of Madrid, in volume 11.961, page M-188.007.

### **AGENDA ITEM SIX**

Approval of the proposed distribution of profit for the year ended 31 December 2024 and the subsequent distribution of a dividend out of this profit.

***To approve the distribution of the profit for the year, as formulated by the Board of Directors at its meeting held on 25 February 2025, corresponding to the financial year 2024, of 1,426,696,354.78 euros and the consequent distribution of a dividend charged to said profit, in the following terms:***

#### ***FY 2024 Distribution Basis***

*Profit and Loss. Profit*

*Retained Earnings*

***Total***

***Euros***

*1,426,696,354.78*

*2,395,944,459.74*

***3,822,640,814.52***

#### ***Applied***

*A Dividend - Maximum amount to be distributed corresponding to 1.3177 gross euro per share*

*for the total number of shares (1,058,752,117 shares)*

*1,395,117,664.57*

To Retained Earnings  
**Total**

2,427,523,149.95  
**3,822,640,814.52**

**On 15 November 2024, the Board of Directors of ENDESA, S.A., agreed to distribute an interim dividend of Euro 0.50 gross per share against 2024 profits. This interim dividend was paid out on 8 January 2025.**

**The final dividend (EUR 0.8177 gross per share), charged to the profit for 2024, will be paid on 1 July 2025.**

#### **ITEM SEVEN ON THE AGENDA**

*Reduction in share capital by retiring a maximum of 104,558,375 own shares (9.87% of the share capital) which have been acquired under the buy-back program executed as the second tranche of the Share Buy-back Framework Program approved by the Board of Directors of ENDESA on March 26, 2025, for the purpose of being retired, delegating to the Board of Directors the possibility of executing the share capital reduction.*

- 1- To reduce the share capital of ENDESA, S.A. by a maximum amount of 125,470,050 euros (9.87% of the share capital), by retiring up to 104,558,375 of the Company's own shares, with a par value of 1.20 euros each, which have been acquired under the buy-back program executed as the second tranche under the Share Buy-back Framework Program approved by the Board of Directors on March 26, 2025, for the purpose of being retired.**

**The Share Buy-back Framework Program addressed to all of the shareholders, for a maximum pecuniary amount of up to 2,000 million euros, was approved by the Company's Board of Directors on March 26, 2025, and the implementation of the second tranche thereof, for the purpose of reducing Endesa's share capital, will take place after this Shareholders' Meeting is held, pursuant to:**

- i. the authorization granted by the Shareholders' Meeting held on April 24, 2024, under agenda item eighteen;**
- ii. and article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and with Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.**

**By executing the capital reduction, the Company will retire all of the shares that are acquired under the buy-back program executed as the second tranche of the above-mentioned Share Buy-back Framework Program, which will be for the purpose of reducing Endesa's share capital.**

**The capital reduction will not entail a return of contributions to the shareholders given that, at the time of execution of the reduction, the Company will own the shares to be retired.**

**Retirement of the own shares will entail a reduction in the share capital by an amount equal to the par value of the retired shares.**

**Furthermore, for the purposes of article 335 of the Capital Companies Law, a reserve for retired capital will be recorded with a charge to unrestricted reserves in an amount equal to the par value of the retired shares, and such reserve may only be used subject to the same requirements as those imposed for the capital reduction. Consequently, pursuant to the provisions of article 335 c) of the Capital Companies Law, the right of creditors to object under article 334 of the same Law will not apply.**

**The final figure for the capital reduction will be established by the Board of Directors, within the aforementioned maximum limit, based on the final number of shares acquired and that the Board of Directors decides to retire pursuant to the delegation of powers approved below.**

**This resolution may be executed up to the date on which the next Annual Shareholders' Meeting is held, with the portion not used being rendered null and void as from that date.**

**2- To ratify the resolutions of the Board of Directors relating to the approval of the Share Buy-back Framework Program and its first two tranches, on the terms reported to the market on March 26, 2025.**

**3- To delegate to the Board of Directors the power to execute in whole or in part the share capital reduction approved above, within the execution period established and in the manner deemed most appropriate, with the possibility of delegating such powers in accordance with what is indicated below, with authority, in particular and without limitation:**

- i. To determine the number of shares to be retired, with authority to resolve not to implement the resolution if ultimately no own shares are acquired for the purpose of being retired.**
- ii. To declare the execution of the capital reduction ultimately approved as closed, establishing, as the case may be, the final number of shares to be retired and, therefore, the amount by which the Company's share capital is to be reduced, in accordance with the limits established in this resolution.**
- iii. To give a new wording to articles 5 and 6 of the Bylaws of the Company relating to the share capital and the shares, respectively, so that they reflect the new share capital figure and the number of outstanding shares following the execution of the capital reduction approved.**
- iv. To carry out any acts, statements or steps that, where appropriate, must be performed vis-à-vis the National Securities Market Commission and the stock exchanges on which the Company's shares are admitted to trading.**
- v. To carry out the necessary formalities and steps vis-à-vis, and submit the necessary documents to, the competent bodies so that, once the Company's shares have been retired and the capital reduction deed has been executed and registered at the Commercial Registry, the retired shares are delisted from the Madrid, Barcelona, Bilbao and Valencia stock exchanges, through the Spanish electronic trading system (Continuous Market), and the related accounting registers are cancelled; and to request and carry out as many formalities and steps as may be necessary to delist the retired shares from any other stock exchanges or markets where the Company's shares are listed or may**

*be listed, in accordance with the procedures established at each of said stock exchanges or markets, and to cancel the related accounting registers.*

- vi. To take as many steps as may be necessary or appropriate to implement and formalize the capital reduction vis-à-vis any public or private entities and bodies, whether Spanish or foreign, including to declare, supplement or remedy defects or omissions that may prevent or hinder the full effectiveness of the preceding resolutions, all the foregoing on the broadest terms.*

*The Board of Directors is expressly authorized so that it may, in turn, delegate (with the power to delegate where appropriate) to the Chief Executive Officer, pursuant to the provisions of article 249bis.I) of the Capital Companies Law, all the delegable powers referred to in this resolution, and all the foregoing without prejudice to any powers of attorney that exist or may be granted in relation to the contents of this resolution.*

## **AGENDA ITEM EIGHT**

Binding vote on the Annual Report on Directors Compensation.

***To approve the Annual Report on Directors' Compensation for the fiscal year 2024.***

## **AGENDA ITEM NINE**

Approval of the Strategic Incentive 2025-2027, which includes payment in Company shares.

***To approve the long-term variable compensation plan referred to as the 'Strategic Incentive 2025-2027' (the '2025-2027 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 2025-2027 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 2025-2027 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 shall be three years from 1 January 2025 for the 2025-2027 Incentive.***

***4.-The 2025-2027 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.***

***For the total accrued incentive, the Plan stipulates that the Executive Director will receive up to 100% of the base amount in shares, while other beneficiaries will receive up to 65%.***

**The monetary amount to be paid is calculated as the difference between the total amount of the accrued incentive and the portion to be paid 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 2025-2027 Incentive is linked to the achievement of five 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 2025-2027 period (45% weighting).**
- b) Economic and financial objectives:**
  - **ENDESA's ROACE, represented on an accumulated basis for the 2025-2027 period (10% weighting).**
  - **'EARNINGS PER SHARE (EPS)': represented by the ratio between the ordinary net profit in 2027 and the total number of outstanding shares (20% weighting).**
- c) Reduction in CO2 emissions (CO2): reduction of specific CO2 emissions (gCO2/kWh) of Endesa by 2027, according to the development of the thermal gap in the Spanish mainland electrical system (15% weighting).**
- d) Percentage of female managers and middle managers in relation to the total number of managers and middle managers by 2027 (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 2025-2027 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 2025-2027 Incentive will be as provided in their individual contracts, if addressed therein, or otherwise, in accordance with the defined mechanism**

**The maximum number of Shares that may be paid out under the 2025-2027 Incentive is 109,972. This maximum number of shares represents 0.010% of ENDESA, S.A.'s share capital as of 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 25,823.**

**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, formalise, amend, construe, clarify, and execute the 2025-2027 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 2025-2027 Incentive, including but not limited to, the following powers:**

**a) To set specific conditions for the 2025-2027 Incentive and to grant and exercise rights thereunder, including the approval or amendment of the 2025-2027 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 to any public or private bodies, the beneficiaries, or any other party any documents and supplementary communications that may be necessary or convenient for the purposes of implementing and executing the 2025-2027 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 authorisations or verifications as required to grant the rights and to pay the incentives.**

**d) To adapt the contents of the 2025-2026 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 that may be necessary or convenient.**

**f) To draft, sign, execute, and, as the case may be, certify any type of document related to the 2025-2027 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 2025-2027 Incentive and the previously adopted resolutions.**

## **AGENDA ITEM TEN**

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.***

Secretary of the Board of Directors