

20  
17

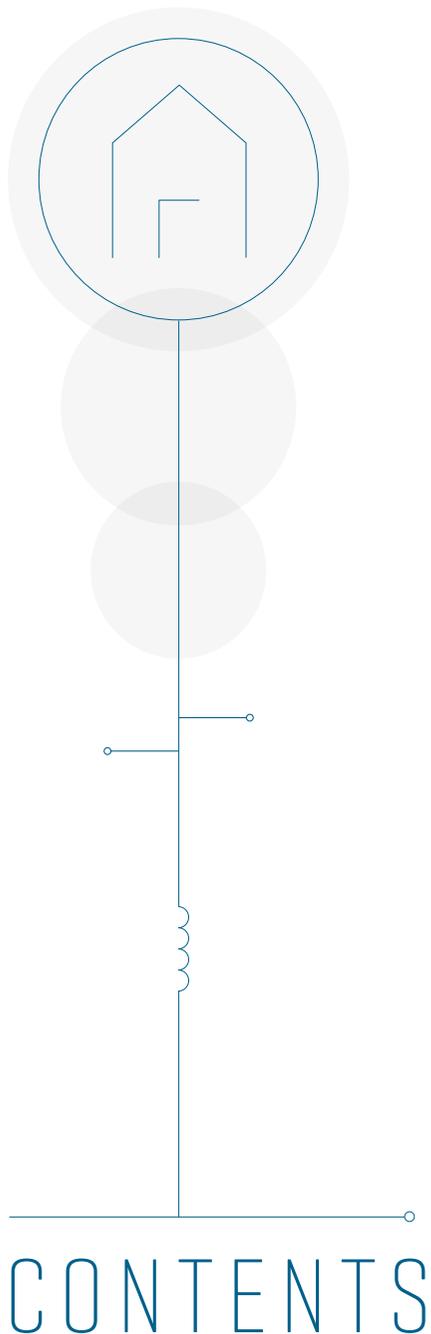
ANNUAL  
CORPORATE  
GOVERNANCE  
REPORT



The value of  
**connected**  
**energy**



**RED**  
**ELÉCTRICA**  
CORPORACIÓN



# CONTENTS

2



-  
**INTERVIEW WITH THE CHAIRMAN**

4



-  
**INTRODUCTION: RED ELÉCTRICA GROUP**

7



**01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY**

16



**02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS**

- / 2.1 Ownership structure
- / 2.2 Powers of the Annual General Meeting of Shareholders
- / 2.3 Right of information
- / 2.4 Right of attendance
- / 2.5 Right of participation
- / 2.6 Relations with other stakeholders

28



**03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION**

- / 3.1 Composition
- / 3.2 Responsibilities and activity
- / 3.3 Committees
  - 3.3.1 Audit Committee
  - 3.3.2 Appointments and Remuneration Committee
- / 3.4 Relations with management

62



**04 BALANCE OF POWER IN THE BOARD OF DIRECTORS**

- / 4.1 Separation of Chairman and Managing Director roles
- / 4.2 Selection and succession processes
- / 4.3 The Lead Independent Director

80



**05 ASSESSMENT AND REMUNERATION POLICY**

- / 5.1 Assessment
- / 5.2 Remuneration

88



**06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM**

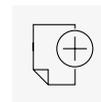
- / 6.1 Ethics
  - 6.1.1 Ethics and compliance culture
  - 6.1.2 Ethics Code
  - 6.1.3 Ethics Channel
  - 6.1.4 Tax strategy
- / 6.2 Compliance
- / 6.3 Integrated Risk Management and Control
  - 6.3.1 Integrated Risk Management System
  - 6.3.2 Main risks, tolerance level, and supervision plans.
- / 6.4 Internal audit

106



**07 LOOKING TO THE FUTURE**

109



-  
**OFFICIAL ANNEX:**  
/ Standard Form of Annex I to Spanish Stock Exchange Authority (CNMV) Circular 7/2015 of 22 December



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# Interview with the chairman

**José Folgado Blanco / Chairman of Red Eléctrica**



“We want to continue to have the trust of our shareholders, the markets and society as a whole, as a model of an honest, committed, transparent, excellent and flexible organization that reacts quickly to change”.

## Mr. Chairman, for Red Eléctrica what is good corporate governance?

We understand good corporate governance as a system which regulates the relations between Company's governing bodies. The shareholders, the Board of Directors, the senior management team and all the other people who work in the Company must willingly act in such a way as to align their interests, motivated by a shared value that includes economic, social, environmental and good governance criteria, not only in order to contribute to the sustainability, solvency and good reputation of the Company but also to promote trust, stability, progress, and economic and social development in our world.

The Board of Directors has unquestionably made a permanent objective to remain in the top ranks of good corporate governance, which is also something our shareholders value highly. That is why we make a great effort each year to listen to investors, proxy advisors, our own advisers, corporate governance specialists and assessors and, in general, all those of our stakeholders who have something to say on the matter. We know that good governance is a value shared by society as a whole and a true reflection of the pillars that must sustain the business world, which are ethics and integrity.



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01 REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02 COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03 THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04 BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05 ASSESSMENT AND  
REMUNERATION  
POLICY



06 APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07 LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## Red Eléctrica has implemented a model in which the positions of non-executive chairman and managing director are separated. How is that working?

Before submitting the proposal for the separation of the two positions to an Extraordinary General Meeting of Shareholders convened in 2015 at the Company's own initiative and exclusively for that purpose, the Board analysed the new organizational model that was to be implemented in detail. It concluded that besides contributing to a proper balance of power in the composition of the Board of Directors and improving the Company's corporate governance structure, the separation of positions would facilitate the compliance with the goals and strategies set out in the Group's strategic plan and would assist towards the sustainable development of its various business areas. Time is proving us right, as the new model of separation of positions is working very efficiently, thanks also to magnificent coordination between the managing director and myself in the exercise of our respective responsibilities.

## Which of the corporate governance practices followed by Red Eléctrica in 2017 would you highlight?

It is worth pointing out that the Company has a small, effective and efficient Board of Directors that is fully committed to the development of the Company's businesses and the search for opportunities and that acts as the driver and essential lever of the Company's good corporate governance and strategic framework.

Throughout 2017 we made further progress in the adoption of new corporate governance practices. In this connection I would like to mention the approval of Contingency Plans for the Succession of the Chairman of the Board and the Managing Director; the preparation of an incorporation plan for new directors (Induction Plan); the development and final implementation of the new integrated regulatory compliance system; the digital transformation of the operating of the Board of

Directors and its committees; and the consolidation of our leadership position in matters of gender diversity, both on the Board and in the organization as a whole, aiming to have the best talent and find the most appropriate balance in the composition of all the corporate bodies.

## Lastly, can you tell us what plans the Company has for its corporate governance in 2018?

If we wish to continue to be leaders in corporate governance, we must practise what we preach. We want to continue to have the trust of our shareholders, the markets and society as a whole, as a model of an honest, committed, transparent, excellent and flexible organization that reacts fast to change and is capable of generating value from any new opportunities that arise in the industries in which we operate, putting our values, our culture and our way of doing things into practice.

Issues such as our commitment to sustainability as the strategy for driving the Group's businesses; continuous review of the Contingency Plans for the succession of the

Chairman of the Board and the Managing Director; promotion of diversity in the broadest sense within the corporate governing bodies, in line with international standards; review of the current directors' remuneration policy, which expires this year, and the new design of this Annual Corporate Governance Report (prepared after analysing international reporting best practices, so as to improve its quality), which we will submit to independent external review: these are all examples of good corporate governance practices that we plan to put into effect in the current year.

The Board of Directors will continue to make the adoption of new practices and the ongoing development of our corporate governance system, as summarised in this Report, a priority objective, so as to maintain our sustainable commitment to shareholders.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# Introduction: The Red Eléctrica Group

The world's first company devoted exclusively to electricity system operation and electricity transmission was incorporated on 29 January 1985 under the name of Red Eléctrica de España, S.A. (currently Red Eléctrica Corporación, S.A.).

In 2008, in order to reinforce transparency and the separation of the regulated activities in Spain (transmission and system operation) from the rest of the activities, Red Eléctrica turned into a holding company.

The Group's parent Company is **Red Eléctrica Corporación, S.A.** The parent controls the subsidiary **Red Eléctrica de España, S.A.U. [REE]**, which is responsible for the electricity activities in Spain; the subsidiary **Red Eléctrica Internacional, S.A.U. [REI]**, which is responsible for the Group's investing and consulting activities outside Spain; the subsidiaries **Red Eléctrica de España Finance, B.V.** and **Red Eléctrica Financiaciones, S.A.U. [REF]**, which were created as investment vehicles for the Group companies' various activities; the subsidiary **Redcor Reaseguros S.A. [REDCOR]**, which reinsures the risks of activities, so as to ensure better access to the international markets; and the subsidiary **Red Eléctrica Infraestructuras de Telecomunicación, S.A.U.**

**[REINTEL]**, which manages the telecommunications business. In addition, the subsidiary **Red Eléctrica Infraestructuras en Canarias, S.A.U. [REINCAN]** meets the need to develop energy storage projects in the Canary Islands.

**Red Eléctrica de España, S.A.U. [REE]** carries on the regulated activities in Spain, which represents 92% of the Group's business, and has all the transmission and operating assets, the human resources and the financial resources linked to those activities. It also designs and directly implements the Company's investment plan.

The investment in electricity transmission infrastructure outside Spain is channelled through various subsidiaries integrated into **Red Eléctrica Internacional, S.A.U. [REI]**. Those subsidiaries are the following:

In Peru, REI owns 100% of **Red Eléctrica del Sur, S.A. [REDESUR]** and **Red Eléctrica Andina, S.A. [REA]**. REDESUR, in turn, controls the companies Transmisora Eléctrica del Sur, S.A. [TESUR], Transmisora Eléctrica del Sur 2, S.A. [TESUR 2] and Transmisora Eléctrica del Sur 3, S.A. [TESUR 3], each devoted to specific projects.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

In Chile, through the fully owned subsidiary **Red Eléctrica Chile, S.p.A.**, REI has 50% stake in **Transmisora Eléctrica del Norte, S.A. (TEN)**, a Chilean company that developed the first interconnection between the country's north and central electricity systems, with the other 50% being held by the listed Chilean company E-CL, majority-owned by the French group ENGIE.

Red Eléctrica Chile, S.p.A. has a 69.9% stake in **Red Eléctrica del Norte, S.A. (REDENOR)**. REDENOR has been awarded the contract for the execution and subsequent operation of more than 258 kilometres of transmission lines in Chile in an international tender process issued by the Centro de Despacho Económico de Carga del Sistema Eléctrico del Norte Grande (SING) in Chile.

Since 1 July 2015, **Red Eléctrica Infraestructuras de Telecomunicación, S.A.U. (REINTEL)** has been managing the telecommunications business, an activity previously managed by REI. REINTEL is focused on the commercial operation of fibre optic infrastructure and associated technical spaces and has a network of more than 32,000 km of fibre optic cable.

**Red Eléctrica Infraestructuras en Canarias, S.A.U. (REINCAN)** meets the need to develop energy storage projects in the Canary Islands as a system operator tool to ensure supply in the islands at all times and optimise the integration of energy from renewable sources.

Red Eléctrica de España, S.A.U. also has a 50% stake in **INTERCONEXIÓN ELÉCTRICA FRANCIA-ESPAÑA, S.A.S. (INELFE)**, a company formed in partnership with REE's French counterpart, RTE, for the development of interconnections with France.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP

## RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



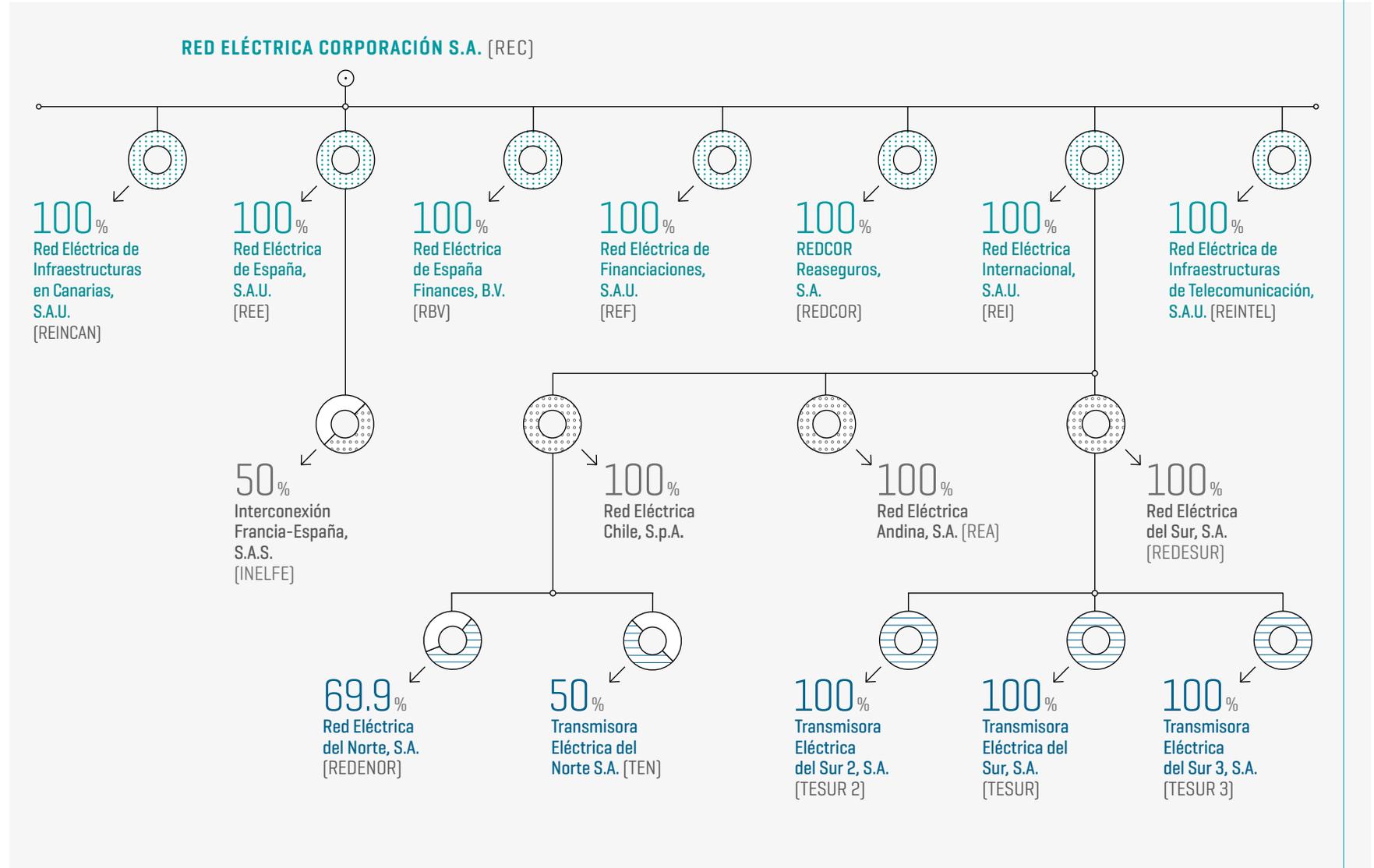
06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX



# REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

# Regulatory framework and Corporate Governance Policy as the expression of Corporate Governance Strategy

The Board of Directors of RED ELÉCTRICA CORPORACIÓN, S.A. (hereinafter, Red Eléctrica or the Company), as the Board of a listed company, complies with the requirements of the laws applicable to listed companies. The Company also has a Corporate Governance Policy, which in summary form sets out the catalogue of principles evidencing not only the Company's compliance with applicable laws and regulations but also its alignment with national and international corporate governance recommendations and best practices, which the Company has adopted voluntarily since it was listed on the stock market in 1999 and which it has incorporated into its own internal regulations. Those internal regulations are constantly being amended so as to continue to incorporate best practices

and achieve greater information transparency for shareholders and other stakeholders.

## CORPORATE GOVERNANCE POLICY

The Corporate Governance Policy was approved by the Board of Directors at its meeting on 25 November 2014. The policy is intended to align the interests of the Company with those of its shareholders and other stakeholders by protecting and promoting a value shared by all, a value that incorporates economic, social, environmental and good governance criteria, thereby not only contributing to the Company's sustainability, solvency and good reputation amongst its shareholders and

other stakeholders but also reinforcing trust, stability, progress and the social and economic development of society at large.

The Policy establishes that it is based on the corporate values that govern the Company's relations with its various stakeholders and help to achieve the Company's strategies and sustainably maximize its value.

Those values are reflected in the principles that govern the Group's Corporate Governance Policy. Those principles have been adopted with the aim that they become embedded in the organization as, continuously updated and enlarged, they

constitute the corporate governance culture of Red Eléctrica.

The Corporate Governance Policy may be consulted on the corporate website at the following link: [Corporate Governance Policy](#)

## Corporate Governance Policy

The Corporate Governance Policy embodies the principles that reflect the corporate values governing the Company's relations with stakeholders and the practices it has adopted, or has undertaken to adopt, in order to apply those principles, which ultimately are incorporated into the Company's internal corporate regulations.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

Other policies approved by the Company are as follows:

- (i) Corporate Responsibility Policy
- (ii) Criteria for communication with shareholders, institutional investors and proxy advisors
- (iii) Environmental Policy
- (iv) Integrated Risk Management Policy
- (v) Excellence and Quality Policy
- (vi) Integrated Security Policy
- (vii) Technology and Innovation Policy
- (viii) Procurement Policy
- (ix) Communication Policy
- (x) Business Development Policy
- (xi) Economic and Financial Policy
- (xii) Operational Policy
- (xiii) Human Resources Policy
- (xiv) Transmission Policy

These policies may be consulted on the corporate website at the following link:

[Corporate Policies](#)

Of all the above policies, special emphasis is given in this report to the **Criteria for communication with shareholders, institutional investors and proxy advisors**. These criteria were approved by the Board of Directors at its meeting held on

25 October 2016 at the proposal of the Appointments and Remuneration Committee.

They represent a response to the Board of Directors' undertaking to comply with Recommendation no. 4 of the CNMV's Code of Good Governance of Listed Companies. They set out the principles and guidelines for communication with stakeholders, with the aim of ensuring that stakeholders are able to exercise their rights, protecting their interests and promoting engagement with stakeholders through open, transparent and sustainable dialogue. The Board of Directors is responsible for reviewing the criteria and approving any amendments, and also for monitoring compliance.

The Criteria for communication with shareholders, institutional investors and proxy advisors may be consulted on the corporate website at the following link:

[Criteria for communication with shareholders, institutional investors and proxy advisors](#)

The Criteria for communication with shareholders, institutional investors and proxy advisors put into effect the *principle of consolidating, developing and promoting symmetric mechanisms for dialogue and engagement with shareholders, investors and leading stakeholders in order to improve relations, strengthen commitment and reinforce their trust*, as stated in the Company's Corporate Governance Policy.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## EXTERNAL REGULATORY FRAMEWORK

The main external regulations applicable in matters of corporate governance are the following:

### Restated Text of the Spanish Companies Act (Ley de Sociedades de Capital, LSC), approved by Legislative Royal Decree 1/2010 of 2 July

This regulation establishes the legal regime applicable to corporations, and, specifically, listed companies, which are the subject of Title XIV (Articles 495 to 541) of said Act.

Its provisions may be overruled or modified by the By-laws, except for any those that are mandatory.

The minimum content of the Annual Corporate Governance Report (ACGR) is established in Article 540 of the Spanish Companies Act. This article has recently been amended by **Royal Decree-Law 18/2017 of 24 November**, which expands the minimum content to include

a description of the diversity policy adopted by the Board of Directors, including its objectives, the executed measures and the manner in which they have been applied as well as the results in the submitting of reports' period, and any related measures agreed by the appointments committee. The diversity policy will cover issues such as training and professional experience, age, disability and gender, and will also relate to any measures adopted in order to include women in the Board of Directors so as to achieve a proper balance of women and men. If no diversity policy is applied, an explanation must be given in the ACGR.

The Spanish Companies Act may be consulted at the following link: [Spanish Companies Act](#)

### CNMV Circular 5/2013 of 12 June, amended by Circular 7/2015 of 22 December

It establishes the standard models for the Annual Corporate Governance Report of listed companies, savings banks and other entities that issue securities being traded on official securities markets. The Official Annex to this ACGR has been prepared based on the standard form included in the abovementioned circular.

The full document may be consulted at the following links:

[Circular 5/2013 of 12 June, CNMV](#)

[Circular 7/2015 of 22 December, CNMV](#)

### CNMV Circular 4/2013 of 12 June, amended by Circular 7/2015 of 22 December

It establishes the standard models for the Annual Report on the Remuneration of the directors of listed companies and the members of the Boards of Directors and Control Committees of savings banks that issue securities which are traded on official securities markets.

The full document may be consulted at the following links:

[Circular 4/2013 of 12 June, CNMV](#)

[Circular 7/2015 of 22 December, CNMV](#)

### Code of Good Governance of Listed Companies (Código de Buen Gobierno de las Sociedades Cotizadas, CBGSC), approved by a resolution of the Council of the CNMV on 18 February 2015

The purpose of the CBGSC is to ensure the proper performance of the governing and administrative bodies of Spanish companies, so as to make them as competitive as possible; to generate trust and transparency for national and international shareholders and investors; and to improve companies' internal control and corporate responsibility. The CBGSC is composed of 64 recommendations, grouped in three large areas which relate to general aspects (Recommendations 1 to 5), to the General Meeting of Shareholders (Recommendations 6 to 11) and to the Board of Directors (Recommendations 12 to 64), respectively.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

Monitoring of the CBGSC's recommendations is voluntary. However, under the "comply or explain" principle, listed companies that do not comply with any of the CBGSC's recommendations are required to state their reasons for not doing so in their ACGR. In Section G of the Official Annex to this Annual Corporate Governance Report, the Company reports on its compliance with the recommendations of the CBGSC.

Red Eléctrica fully complies with 60 recommendations, partly complies with three and does not comply and consequently gives an explanation, with only one recommendation.

### External regulatory framework

- Spanish Companies Act.
- CNMV Circular 5/2013 of 12 June, amended by Circular 7/2015 of 22 December.
- CNMV Circular 4/2013 of 12 June, amended by Circular 7/2015 of 22 December.
- Code of Good Governance of Listed Companies.

The CBGSC may be consulted at the following link: [Code of Good Governance of Listed Companies](#)

### EXTERNAL INITIATIVES

Among the most noteworthy voluntary external initiatives in corporate governance matters are the Company's accession to the Global Compact in 2002 and its participation in the following initiatives in relation to Principle 10 on anti-corruption:

- Membership of the Integrity Forum of the NGO Transparency International Spain. The Forum is a platform for reflection, provided by Transparency International Spain in order to improve compliance and ethical management in Spanish companies. It is organised in different working groups and holds regular thematic sessions on business ethics.
- Membership of the group of large companies belonging to the Transparency, Good Governance and Integrity Cluster.

This is a platform of companies coordinated by the Spanish association for the promotion of the culture of ethical and socially responsible management, Forética, with the aim of serving as a business meeting point for leadership, knowledge, exchange and dialogue on this subject.

### INTERNAL REGULATORY FRAMEWORK

The guiding principles of the Company's corporate governance strategy are set out in a body

of corporate regulations and procedures, listed below. As a voluntary legal regime, following the principles of the Corporate Governance Policy and in line with best practice, these regulations and procedures go beyond the applicable regulatory requirements.

At 31 December 2017, these internal corporate regulations consisted of:

### Internal regulatory framework

- The Ethics Code.
- The By-laws.
- The Board of Directors Regulations.
- The Internal Code of Conduct in the Securities Market.
- The General Meeting Regulations.
- The Procedure for proxies, voting and distance information at the General Meeting of shareholders [for the 2017 Annual General Meeting].
- The Operating Rules of the Shareholder E-Forum [for the 2017 Annual General Meeting].





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## The Ethics Code

The purpose of the Ethics Code is to provide ethical guidance to the people who work in Red Eléctrica Group companies (directors, management bodies and employees), specifying the values and commitments that must govern their activity in the Company.

Many of these values and commitments have accompanied Red Eléctrica since 1987, when it published its first shared value system, under the title “Basic principles of action”.

The current version of the Red Eléctrica Group’s Ethics Code was approved by the Board of Directors of the Group’s parent company on 28 May 2013, responding to the demands of the stakeholders and

the recommendations of advocacy bodies on this matter.

The full text of the Ethics Code may be consulted on the Company’s website at the following link: [Ethics Code](#)

## By-laws

The By-laws govern the Company’s internal affairs and regulate, among other things, the operation of the General Meetings of Shareholders, the Board of Directors and its committees. The Company’s By-laws are constantly being adapted in order to align them not only with applicable law but also with the best practices and principles in the corporate governance area, and, for this purpose, they have been repeatedly amended by the Company’s Annual General Meeting of Shareholders.

The most recent amendments to the By-laws were approved in 2015 – to adapt them to the legislative reforms introduced by Act 31/2014 of 3 December, which amended the Spanish Companies Act for the improvement of corporate governance, and other amendments of style or order designed to give greater clarity to the text of the By-laws – and in 2016, on the occasion of the shares’ split, through which the face value of the Company’s shares was decreased from two euros to fifty euro cents per share.

The By-laws may be consulted on the corporate website at the following link: [Bylaws](#)

The Ethics Code serves as a basis and foundation for the Corporate Governance Policy, which proclaims the principle of *establishing the necessary mechanisms and instruments to ensure that the Company identifies, analyses and adopts best practices, principles and recommendations in good corporate governance matters, following the principle of excellence in its actions and the principle of fostering a knowledge of the principles and values that inspire the Company’s Corporate Governance Policy, both internally within the organisation and externally among all stakeholders.*





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## The Board of Directors Regulations

The Board of Directors Regulations establishes the basic rules of organisation and functioning of the Board of Directors and its Committees, the rules of conduct for their members and the system of supervision and control of the Board of Directors and its committees in order to ensure the highest standards of professionalism and efficiency of their actions. This is achieved by encouraging the directors' active participation and placing the Company and its shareholders' interests above the directors' own personal interests, in accordance with the law, the By-laws and the corporate governance principles.

The latest amendments to the Board Regulations were approved at the Board of Directors meeting held on 20 December 2016. The purpose of these amendments was to update the content of the regulations considering

certain legislative reforms that have recently affected the rules governing public companies, in line with the amendments to the By-laws and the General Meeting Regulations approved by the Annual General Meeting of Shareholders on 15 April 2015; as well as to make certain changes in order to adapt to best practices, especially international best practices, in corporate governance; to make improvements to the organisation and functioning of the Board of Directors and its committees; and to adapt the regulations to the current organisation of the Red Eléctrica Group.

The Board of Directors Regulations may be consulted on the Company's website at the following link:

[Board of Directors Regulations](#)

## The Internal Code of Conduct in the Securities Market

The Company approved its first Internal Code of Conduct in the Securities Market on 7 February 1994. There have been several updates to this Code since then, the most recent being the one approved by the Board of Directors

on 26 September 2017 in order to adapt it to the Regulation [EU] 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse, which has been in force in Spain since 3 July 2016 which implied therefore a required technical adaptation of the Internal Code.

The full text of the Code may be consulted on the corporate website at the following link: [Internal Code of Conduct in the Securities Market](#)

The By-laws, Board of Directors Regulations and Internal Code of Conduct put into effect the *principle of exercising the necessary control and supervision in the areas that are most critical and relevant to the Company by making the Board of Directors assume direct responsibilities and establishing those responsibilities as being reserved to the Board of Directors in the Board Regulations*, a principle stated in the Company's Corporate Governance Policy.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## The General Meeting of Shareholders Regulations

The General Meeting of Shareholders Regulations represents the shareholders' legal status rules in line with the best practices in the corporate governance area. They include all the new means of shareholder protection and participation, with a view to recognising, promoting and strengthening shareholder rights at the Company to the greatest extent possible.

The latest amendment to this Regulation was approved by the Annual General Meeting of Shareholders in 2015 in order to be adapted to the legislative reforms introduced by Act 31/2014 of 3 December, which amended the Spanish Companies Act as well as to make other amendments of style or order designed to give greater clarity to the text of the General Meeting of Shareholders Regulations.

The General Meeting of Shareholders Regulations may be consulted on the Company's website at the following link: [General Meeting of Shareholders Regulations](#)

## The procedure of remote voting, proxy appointment and provision of information by electronic means at the General Meeting of Shareholders

This procedure regulates the different means shareholders may use to appoint proxies, vote remotely and request information by electronic means, as well as the priority rules.

The Board of Directors' meeting held on 22 February 2017, approved the rules on remote voting, proxy appointment and exercise of the right of information for the Annual General Meeting of Shareholders held on 31 March 2017.

The full text of this procedure may be consulted on the Company's website at the following link: [Procedure for remote voting, proxy appointment and the provision of information by electronic means at the General Meeting of Shareholders](#)

## Operating Rules of the Shareholder E-Forum

The purpose of the Shareholder E-Forum is to facilitate communication between the Company's shareholders (individual shareholders, both natural and legal entities, as well as any voluntary shareholder associations) when

General Meetings of Shareholders are held.

The forum's Operating Rules for the Annual General Meeting held on 31 March 2017 were approved by the Board of Directors at its meeting on 22 February 2017 on the same terms and conditions as those

approved by the Board of Directors in previous years.

The Operating Rules of the Shareholder E-Forum may be consulted on the Company's website at the following link: [Operating Rules of the Shareholder E-Forum](#)

The General Meeting of Shareholders Regulations, the Procedure for remote voting, proxy appointment and the provision of information by electronic means at the General Meeting of Shareholders as well as the Operating Rules of the Shareholder E-Forum put into effect the *principle of promoting informed participation by the Company's shareholders in General Meetings of Shareholders, in relation to the principle of ensuring the proper exercise of shareholder rights at General Meetings of Shareholders*, both of which are laid down in the Company's Corporate Governance Policy.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## EXTERNAL RECOGNITIONS

As a result of its compliance with external and internal regulations and its application of best practices, the Company has received a number of external recognitions. The main external recognitions related to corporate governance awarded to the Company in 2017 are listed below. Although some of them were obtained as part of a sustainability award, corporate governance aspects were a very important consideration:

### Main external recognitions

1. World and European leader in the utilities and super-utilities sector in the Dow Jones Sustainability World Index and Dow Jones Sustainability Europe Index, achieving a corporate governance score of 71 points out of 100.
2. Renewal of the *Sello Excelencia Europea 500+* excellence award, according to the EFQM model, granted by the European Foundation for Quality Management, obtaining 718 points.
3. Recognition in corporate governance matters, for the second year running, by the respected English publication *Ethical Boardroom Magazine*.
4. "Gold Class" award in the Sustainability Yearbook, a report prepared by the assessment agency RobecoSam which recognises the companies with the best corporate responsibility practices.
5. Constituent of the FTSE4Good sustainability index ever since the Company was first included in 2008. This index includes listed companies from around the world that meet the index requirements.
6. Member of the MSCI and ESG Indexes (MSCI Global Sustainability Indexes, MSCI Socially Responsible Indexes, MSCI Global Climate Index y MSCI Global Environmental Index) since joining in 2014. This Index incorporates companies with the highest assessment in ESG features (Environmental, Social and Governance) with regards their operations sector.
7. Renewed inclusion (following initial inclusion in 2014) in the Euronext-Vigeo sustainability indexes (Eurozone 120, Europe 120), which include the 120 European companies with the most advanced corporate, social and environmental governance practices.
8. Constituent of the Ethibel Sustainability Index Excellence Europe family of indexes ever since it was first included in 2009.
9. Renewed inclusion in the Ethibel PIONEER and Ethibel EXCELLENCE Investment Registers. Selection by the ETHIBEL Forum indicates that the Company can be described as an industry leader in corporate social responsibility.
10. Remaining in the ECPI index family since its initial inclusion in 2007.
11. Constituent of the STOXX Global ESG Leaders index family, which offers a representation of the leading global companies in terms of environmental, social and governance criteria, since 2011.
12. Member of the group of the 100 most responsible companies in Spain, according to the *Merco Responsabilidad y Gobierno Corporativo* reputation monitor.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# 02

# COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS





INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

# Commitment to dialogue with and participation of shareholders and other stakeholders

Over the last few years, Red Eléctrica has significantly progressed in transparency and good governance matters. Good governance allows stakeholders to have regular, timely access to relevant, sufficient and reliable information on the Company's governance rules and practices and the results obtained.

Accordingly, besides making timely disclosures to the market during 2017 through regular publication of information about its financial results and through relations with institutional investors, Red Eléctrica has included all the relevant information and notices on its corporate website, which is

the basic tool the Company uses to communicate with its shareholders. Leaving to one side the legal and regulatory requirements regarding the corporate website, which are explained elsewhere in this report, it is worth emphasising the importance Red Eléctrica gives to continuously adapting and developing the corporate governance content of its website, which it intends to constantly expand and update.

For that reason, in 2013 it opted to create a specific section on corporate governance at the top level of the home page menu. Since then, it has been continuously improving and adapting the corporate website as a channel for communication,

dialogue and engagement with shareholders, in accordance with its Corporate Governance Policy. This continues to be a priority each year, as explained in Section 7 of this report ["Future plans of Red Eléctrica in corporate governance matters"].

2016 was a particularly important year as regards disclosure and information transparency through the corporate website in relation to the Company's corporate governance. The most noteworthy

improvements to the information contained on the corporate website are as follows:

- i. Publication of a highly visual, user-friendly and interactive section for exploring the history of the Company's corporate governance since it went public in 1999.
- ii. Publication of the "Criteria for communication with shareholders, institutional investors and proxy advisors", which sets out the principles and guidelines for the Company's communication with these stakeholders.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

This continuous improvement process continued in 2017, the most noteworthy milestone being the review of the “Ethics and transparency” section. That section has been renamed “Ethics and compliance” and now includes information on the Company’s new regulatory compliance system, the compliance risk assessment methodology and the importance of awareness-building and training as key factors for developing a culture of compliance within the organisation.

The Company remarks that, in 2013, it became a member of the International Corporate Governance Network, a worldwide corporate governance body that brings together international institutional investors, large corporations, regulators, academics, proxy advisors and other corporate governance specialists.

The Company conducts its relations with shareholders and institutional investors at a generic level, not individually or specifically

with any one of them. Under no circumstances does the Company provide institutional shareholders with information that is liable to place them in a privileged or advantageous position with respect to other shareholders; the Company merely provides public information in a rational and ordered manner.

The Company usually organizes road shows, presented by the Company’s top-level managers, in the most relevant financial markets in Spain and abroad in which there is a larger presence of institutional investors, in order to provide information on its activities and business development, trying to approach this specific group of investors in this way.

In light of the high percentage of foreign institutional shareholders [close to 70%], in January and February of the years 2017 and 2018, as in previous years, the Company launched a programme of contact network and visits to investors and proxy advisors in order to gather relevant and updated information as well as to directly explain the Company’s practices and actions in corporate

governance matters. The aim of this initiative is to consolidate adequate mechanisms for regular, symmetric exchange of information with national and foreign institutional investors and the most prominent proxy advisors, thereby adjusting to the latest international standards in corporate governance.

The communication criteria with shareholders, institutional investors and proxy advisors approved by the Board of Directors on 25 October 2016 set out the policy as well as the principles and guidelines for communicating with said stakeholders, with the aim of ensuring that they are able to exercise their rights, protecting their interests and promoting engagement with shareholders through open, transparent and sustainable dialogue.

### *Best practices in 2017 focused on dialogue and engagement with shareholders*

- Update and continuous improvement, under international standards, of the corporate governance-related information contained on the corporate website.
- Participation in national and international corporate governance forums, working groups and initiatives [International Corporate Governance Network, Institute of Directors, Spanish Issuers Association, etc.].
- Road shows with foreign shareholders and proxy advisors on business and corporate governance.
- Receipt of international external advice in corporate governance matters.
- Board assessment with the support of a new international external consultant.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## 2.1 Ownership structure

The 20% of the Company's shares are held by the state holding company Sociedad Estatal de Participaciones Industriales (SEPI) and the remaining 80% are free float, although, as it will be explained below, any other shareholder can hold more than a 5% of the share capital.

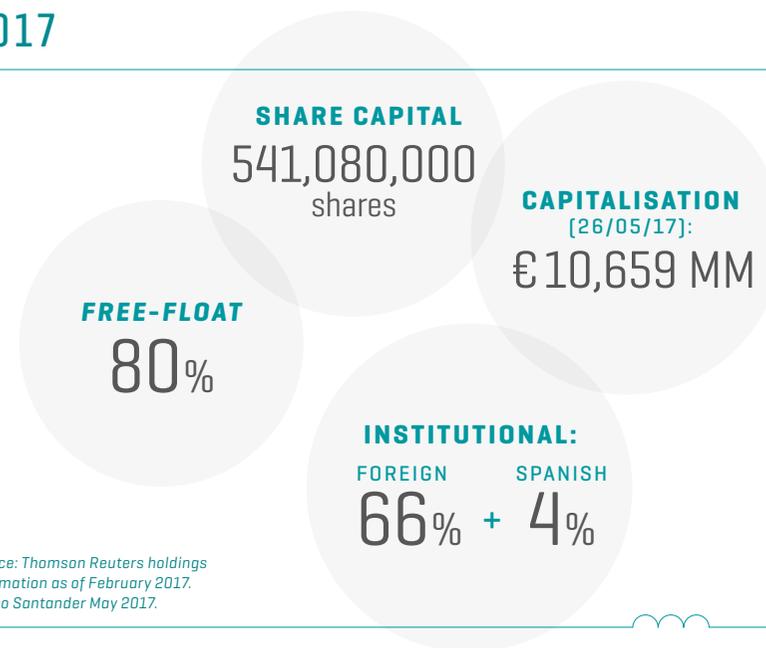
The free float includes a high percentage of foreign shareholders, especially institutional investors, which according to the latest information [April 2017] held almost 66% of the share capital [out of which around 50% of it is located in the United Kingdom and the USA].

That is why the Board of Directors gives such importance to the international corporate governance practices and recommendations required by its shareholders.

### Ownership structure %



### 2017



Source: Thomson Reuters holdings information as of February 2017. Banco Santander May 2017.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 2.2

# Powers of the General Meeting of Shareholders

**The General Meeting of Shareholders**, duly called and legally constituted, represents all the shareholders and exercises the functions assigned to it within the Company.

Its resolutions, adopted pursuant to the General Meeting of Shareholders Regulations and the By-laws, are binding on all shareholders, without prejudice to their legal right to separation. The General Meeting of Shareholders has the power to adopt all resolutions specific to its status as the Company's sovereign body.

### *Some powers of the general meeting of shareholders*

The General Meeting of Shareholders is responsible, among other things, for:

- Approving the Company's individual and consolidated financial statements, its management by the Board of Directors and the proposed allocation of profits.
- Appointing and removing directors, ratifying, as necessary, their appointment by co-optation, and appointing and reappointing the auditors.
- Approving the withdrawal or limitation of preferential subscription or assumption rights.
- Approving the directors' remuneration policy in accordance with the law.
- Approving the acquisition, disposal or transfer of core assets to another company. An asset is presumed to be a core asset when the amount of the transaction exceeds 25 per cent of the value of the assets shown in the latest approved balance sheet.
- Resolve on capital increases or decreases, transformations, mergers, splits, comprehensive transfers of assets and liabilities and transfers of the registered office to another country.
- Approval of the liquidation of the Company and the liquidation balance sheet, as well as any transactions whose effect is equivalent to that

of the liquidation of the Company.

- The transfer to subsidiaries of core activities previously carried out by the Company itself, even though the Company retains full ownership of the activities.

The General Meeting of Shareholders may also give instructions to the administration body or subject the decisions or resolutions of that body on certain management matters to authorisation by the General Meeting of Shareholders, as provided by the LSC.



- INTERVIEW WITH THE CHAIRMAN



- INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



- OFFICIAL ANNEX

The rules on the organisation and functioning of the General Meeting of Shareholders are contained in Articles 11 to 18 of the By-laws as well as in the General Meeting of Shareholders Regulations. Those regulations may be consulted on the corporate website at the following links:

[Bylaws](#)

[General Meeting of Shareholders Regulations](#)

The powers of the Annual General Meeting of Shareholders include the power to appoint the members of the Board of Directors. The Annual General Meeting of Shareholders held on 31 March 2017:

- Re-elected Ms. María José García Beato as an independent director.
- Ratified and appointed Mr. Arsenio Fernández de Mesa y Díaz del Río as an independent director.
- Appointed Mr. Alberto Carbajo Josa as an independent director.

The resolutions adopted by the Annual General Meeting of Shareholders held on 31 March 2017 were reported to the CNMV as a Relevant Event, with registry

number 250228, and have been published on the Company's website since the day of the General Meeting of Shareholders, both in English and Spanish languages.

Those resolutions may be consulted on the website of the CNMV and on the Company's website at the following links:

[Relevant Event reported to CNMV on resolutions adopted by 2017 Annual General Meeting of Shareholders](#)

[Full text of resolutions adopted by 2017 Annual General Meeting of Shareholders](#)





INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 2.3 Right of information

For some time now, resolution proposals have been published in full, in Spanish and in English, together with the call of the General Meeting of Shareholders, with all the relevant information for shareholders being posted on the Company website, which is designed to make it easier for shareholders to exercise their right of information. The Company's website is a suitable mechanism for communicating with shareholders and investors, as it is the mean to publish, among other things, the following information:

- The quorum requirement and the result of the voting casts on each of the resolutions approved by previous General Meetings of Shareholders.
- Information relating to the right of attendance and procedures for granting proxies for General Meetings of Shareholders, in accordance with the provisions of the By-laws and the General Meeting of Shareholders Regulations.
- Information on electronic voting and proxies.
- Information on issuances of securities.
- Information on the ratings granted to the Company by credit rating agencies.
- Increased information about the Company's shareholders, with greater detail on significant holdings, treasury stock and shareholder agreements.

Act 25/2011, of 1 August, introduced a number of changes relating to the website content of listed companies, in particular, regarding the information that must be published on the website when calling a General Meeting of Shareholders. Despite the fact that most of this information was already published on the Company's website, the Annual General Meeting of Shareholders held on 19 April 2012 approved an amendment to the relevant article of the General Meeting of Shareholders Regulations to incorporate the content required under said Act.

That General Meeting of Shareholders ratified the creation of the Company's corporate website at the domain "www.ree.es", for the purposes of Article 11 bis of the revised LSC.

Order ECC/461/2013 of 20 March (which is currently in force, as it was not repealed with the approval of the latest amendments to the LSC), which determines the content and structure of the Annual Corporate Governance Report, the annual remuneration report and other reporting documents of listed companies, describes the relevant information to be included on the websites of listed companies; however, the current corporate



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

website not only contains all the information specified in that Order but has been further expanded and improved in 2013, 2014, 2015, 2016 and 2017.

The quality of shareholder information was improved with the voluntary creation of the “Corporate Governance” section in 2013.

Additionally, the following actions conducted by Red Eléctrica to make it easier for shareholders to exercise their right of information at General Meetings of Shareholders have to be remarked:

- Call notices are always published more than one month in advance, which is the established statutory period.
- All documentation submitted for approval by the General Meeting of Shareholders and especially the financial statements and the Annual Corporate Governance Report, are made available to all shareholders at the corporate headquarters, on the website and at the Shareholder Information Office.

- An entire section of the General Meeting of Shareholders' agenda is devoted to reporting on the principal characteristics of the Annual Corporate Governance Report.

- The annual reports on the activities of the Audit Committee and the Appointments and Remuneration Committee are made available to all shareholders in the Annual Corporate Governance Report and are published on the corporate website.

- A Shareholder Bulletin is published quarterly, containing the main news regarding the Company.

- The chairman of the Audit Committee is available to all shareholders during General Meetings of Shareholders to deal with any matters falling within his competence that may arise being the shareholders notified accordingly during the General Meeting of Shareholders.

- The points on the agenda of General Meetings of Shareholders are explained in much detail as possible.

- Separate voting on each point is permitted, including remote voting, with a view to giving shareholders full decision-making, freedom and independence regarding each point to be voted.

- The Shareholder Information Office specifically deals with requests made by company shareholders. Shareholders may also submit questions in writing about the information available to the public or reported to the competent authorities and make inquiries through the Shareholder Information Office.

- In 2017, the Annual Report on Related-Party Transactions, the Annual Corporate Responsibility Report (which has been published for several years already) and the Report on the Independence of the External Auditor were published on the corporate website in time for the Annual General Meeting of Shareholders, all this in accordance with Recommendation No. 6 of the CBGSC.

- For several years now, an independent consultant (Deloitte) has conducted an audit of the Annual General Meeting of Shareholders management

processes; with a view to improving, the protection of shareholder rights in General Meetings of Shareholders. The auditor's reports are published on the website from the date of the General Meeting of Shareholders. Since the 2014 Annual General Meeting of Shareholders, shareholders have been offered the possibility of requesting a certificate confirming their vote, verified by the external auditor of the General Meeting. At the Annual General Meeting of Shareholders held in March 2017, the General Meeting management processes were audited once again and shareholders were offered the possibility of requesting a certificate confirming their vote, verified by the external auditor.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 2.4 Right of attendance

The limits on the share capital stakes in the Company are established in Additional Provision 23 of Act 54/1997 of 27 November and remain in force, as expressly provided by the Single Repealing Provision of Act 24/2013 of 26 December on the Electricity Sector. Those limits are as follows:

- Any natural or legal person may hold shares in the Company, provided the sum of their direct and indirect holdings of the Company's shares does not exceed 5% of the Company's share capital and they do not hold more than 3% of the voting rights. Those shares may not be pooled for any purpose whatsoever.

- Parties that engage in activities in the electricity industry, and any individuals or legal entities that directly or indirectly hold more than 5% of the capital of such parties, may not exercise more than 1% of the voting rights in the parent company.

- The special regime for SEPI is maintained, whereby SEPI must always hold at least ten percent (10%) of the Company's share capital.

These legal provisions concerning the general and special shareholding regime are incorporated in Articles 5 and 14 and the sole additional provision of the Company's By-laws and also in Article 6.3 of the General Meeting of Shareholders Regulations.

Shareholders may attend the General Meeting of Shareholders as long as they are up to date in the payment of capital calls and provide evidence of their share ownership in the form of a certificate made out in their name in the accounting register of book entries five days before the meeting is due to be held.

To this effect, Article 15 of the By-laws and Article 10 of the General Meeting of Shareholders Regulations provide that shareholders with the right to attend may be represented at the General Meeting of Shareholders by any other person, in accordance with LSC. The condition that the proxy must be in favour of a company shareholder has been withdrawn, following the approval of the adaptation of its content to Act 25/2011, of 1 August, at the General Meeting of Shareholders held on 19 April 2012.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

There is any By-law restriction requiring a minimum number of shares to be held in order to attend the General Meeting of Shareholders (the “one share, one vote” principle applies).

Directors and senior managers are required to attend General Meetings of Shareholders.

As a general rule and in order for General Meeting proceedings and resolutions to reach the widest audience, General Meetings of Shareholders are open to the media and the proceedings are broadcast in audio and video format, with a sign language interpreter and an English interpreter.





- INTERVIEW  
WITH THE  
CHAIRMAN



- INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



- OFFICIAL ANNEX

## 2.5 Right of participation

**Red Eléctrica** pays special attention to the right of information and to facilitating the greatest possible shareholder participation in General Meetings of Shareholders.

Thanks to these mechanisms, a total of 5,000 shareholders voted [742 in person and 4,258 by proxy] at the 2017 Annual General Meeting of Shareholders (AGM). This means that 12.5% of

the Company's approximately 40,000 shareholders took part in the AGM. Of those shareholders, 382 voted or appointed a proxy electronically, which is equivalent to 8% of the shareholders that took part in the General Meeting. The average percentage of votes in favour of the proposed resolutions submitted to the 2017 AGM was 92.3%. This percentage includes all the resolutions, including those concerning directors' remuneration, in which SEPI abstains, as it has done for many years, following a rule it has adopted in all the listed companies in which it does

not have a controlling interest. If the resolutions on directors' remuneration are excluded, the average percentage of vote in favour would be 99.15%.

### *Key mechanisms for fostering the right of participation*

- **Electronic voting system** in place at General Meetings of Shareholders since 2005.
- **Corporate website section** providing complete information for General Meetings of Shareholders.
- **Live webcasts** of General Meetings of Shareholders, with an English interpreter and a Spanish sign language interpreter.
- **Online forum** for shareholders.
- Information in **social media**.
- **Shareholder and investor information office**.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 2.6 Relations with other stakeholders

Red Eléctrica Group considers its stakeholders to be the groups that are affected by the Company's services or activities and the groups whose opinions and decisions influence the Company's performance or affect its reputation.

The Company's stakeholder management model was designed and implemented in 2004 and revised in 2012. It consists of a set of management, monitoring, assessment and disclosure systems, which are designed to ensure that any material, economic, social and environmental impacts of Red Eléctrica's activities and services on its stakeholders are properly managed.

Red Eléctrica Group's stakeholder management model incorporates the requirements of relevant

In 2017, Red Eléctrica achieved the highest score [100 out of 100] in the Dow Jones Sustainability Index, which assesses the Company's stakeholder engagement and performance.

standards and benchmarks, such as AA1000, IQNet SR10, ISO26000 and the Global Reporting Initiative.

### MAIN ACTIONS IN 2017

During 2017, **the inventory of the Group's stakeholders was updated**. This update was executed with the collaboration of representatives of internal and external stakeholders, through in-depth interviews in which they gave their visions, among other matters, regarding the Company's stakeholder management.

The main change is the addition of a new category of stakeholders called "innovation agents". These are entities and professionals which Red Eléctrica Group works with in order to develop new models, services and products, taking innovation in a broad sense as a key factor.

Other actions taken within the framework of the stakeholder management system include the project on "Stakeholder management model for transmission network investment projects", which, apart from

analysing the current situation, includes a proposal to systematise and improve the model, applying existing best practices and bringing the model into line with the recommendations of the ISO 21500 standard.

For more information see: [REE Group stakeholders](#)



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# 03

# T H E B O A R D

## OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
**THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION**



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

# The Board of Directors as the body responsible for control and supervision

The Board of Directors governs and represents the Company, without prejudice to the powers assigned to the General Meeting of Shareholders, and performs its tasks in accordance with the rules of organisation and functioning set out in the By-laws and the Board of Directors Regulations.





- INTERVIEW  
WITH THE  
CHAIRMAN



- INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



- OFFICIAL ANNEX

## 3.1 Composition

With respect to the **qualitative composition** of the Board of Directors, Article 7 of the Board of Directors Regulations states that in exercising its power to make proposals to the General Meeting of Shareholders and to co-opt directors to fill vacancies, the Board should strive to achieve a Board composition so that:

- a) External directors represent an ample majority of the Board.
- b) The number of executive directors is the minimum necessary, having regard to the complexity of the corporate Group.
- c) The ratio of proprietary directors to independent directors should match the ratio of the number of shares represented by proprietary directors to the rest of the Company's shares; this strict proportionality rule may be

- relaxed, so that the proportion of proprietary directors on the Board may be greater than would otherwise be the case given the percentage of share capital they represent.
- d) The number of independent directors is at least half of the total number of directors. When the chairman of the Board is also the Company's chief executive, independent directors should be a majority of the total number of directors.

As regards the **quantitative composition** of the Board of Directors, Article 20 of the By-laws provides that the Board of Directors must have no fewer than nine [9] and no more than thirteen [13] members and that the actual number of directors will be decided, within those limits, by the General Meeting of Shareholders.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



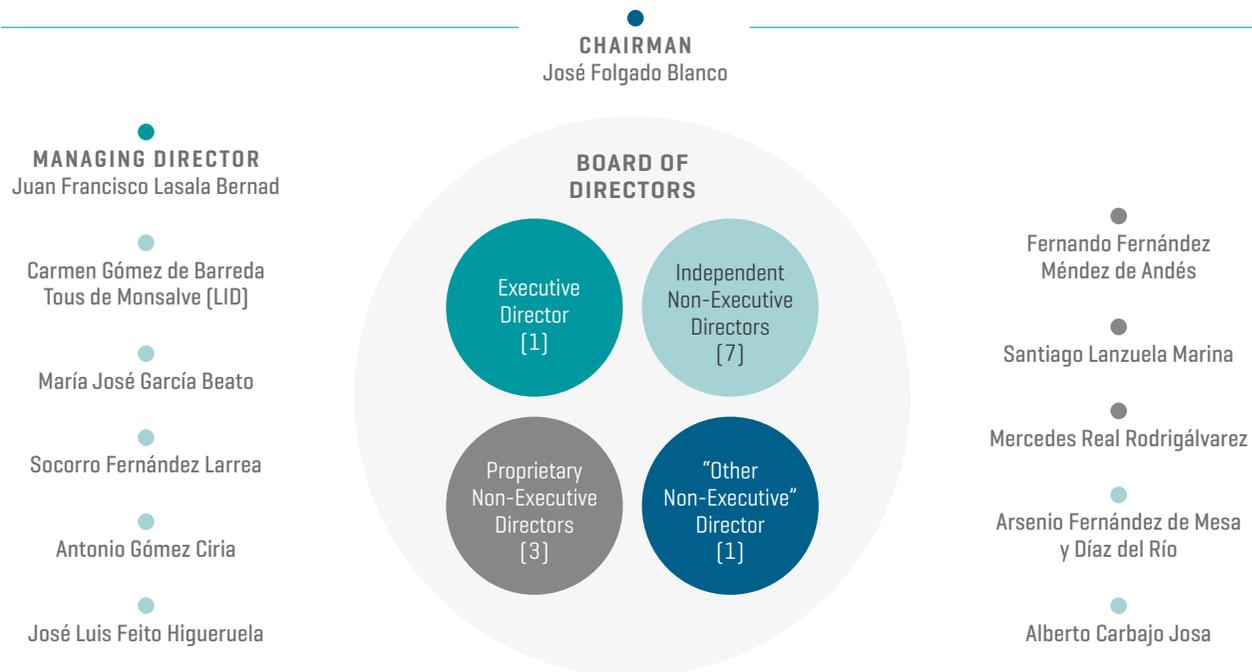
07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

At 31 December 2017, as decided by the Extraordinary General Meeting of Shareholders held on 17 July 2015,

the Company's Board of Directors was made up of twelve (12) directors, as shown in the following figure:



The Company also has a Lead Independent Director (LID), a role approved by the General Meeting of Shareholders and regulated in the corporate regulations and maintained even after the separation of the roles of Chairman of the Board of Directors and Managing Director of the Company,

in accordance with the most advanced international corporate governance standards. Both matters are discussed in more detail in Section 4 (Balance of power in the Board of Directors) of this report. It should also be noted that, at its meeting on 31 May 2016, the Board of Directors re-elected

a woman as the Company's lead independent director for another three-year term.

## Functions of the Lead Independent Director

- Organise common positions of the non-executive directors, especially the independent non-executive directors.
- Request that a Board meeting is called.
- Chair Board meetings in the chairman's absence.
- Coordinate the preparation of succession plans for the chairman and the managing director
- Participate in the Board self-assessment and, in particular, lead the assessment of the chairman of the Board.
- Maintain contacts with shareholders and investors.

[Article 10 of the Board of Directors Regulations]

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

Board member	Position on the Board	Type of director	First appointed	Last appointed	Age
José Folgado Blanco	Chairman	Other Non-Executive	22/05/08	15/04/16	73
Juan Francisco Lasala Bernad	Managing Director	Executive	17/07/15	17/07/15	50
Fernando Fernández Méndez de Andrés	Member	Proprietary Non-Executive (SEPI)	19/04/12	15/04/16	61
Santiago Lanzuela Marina	Member	Proprietary Non-Executive (SEPI)	29/07/14	15/04/15	69
Mercedes Real Rodríguez	Member	Proprietary Non-Executive (SEPI)	31/10/17	31/10/17	49
Carmen Gómez de Barreda Tous de Monsalve	Member	Independent Non-Executive	19/04/12	15/04/16	49
María José García Beato	Member	Independent Non-Executive	29/11/12	31/03/17	52
Socorro Fernández Larrea	Member	Independent Non-Executive	09/05/14	09/05/14	52
Antonio Gómez Ciria	Member	Independent Non-Executive	09/05/14	09/05/14	60
José Luis Feito Higuera	Member	Independent Non-Executive	13/02/15	15/04/15	65
Arsenio Fernández de Mesa y Díaz del Río	Member	Independent Non-Executive	31/01/17	31/03/17	62
Alberto Carbajo Josa	Member	Independent Non-Executive	31/03/17	31/03/17	68

The **SEPARATION OF POWERS** reflects the Chairman and the Board's commitment to international corporate governance best practices.

The steps taken to separate the roles of **Chairman of the Board** and **Managing Director** culminated in the full separation of the two functions at the 2016 General Meeting of Shareholders. Since then, the Chairman of the Board of Directors has had the responsibilities exclusively attached to the position of Chairman.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

To achieve the goal of **DIVERSITY**, the Company takes steps to ensure that diversity is understood in terms of gender, experience, knowledge, age, seniority, etc. and continues to apply policies and procedures designed to ensure a reasonable balance and diversity in all these respects both in the Board of Directors and its committees and throughout the organisation.

Without prejudice to the express commitment of the Board of Directors in this respect, the Appointments and Remuneration Committee also plays an important role in promoting diversity in the Board of Directors itself, insofar as it is responsible, among other things, for setting targets for Board representation of the less well represented gender, assessing the competences, knowledge and experience required to be on the Board, referring proposals for the appointment of independent directors to the Board and reporting on proposals for the appointment of other directors, as established in Article 24 of the By-laws and Article 18 of the Board of Directors Regulations.

The corporate governance practices set out in the Corporate Governance Policy, as approved by the Board of Directors on 25 November 2014, include “*Diversity in the Board of Directors*”, establishing that the Company will apply the principle of promoting diversity in knowledge, experience and gender among the members of the Board of Directors and its committees as an essential factor to enable the Board to achieve its objectives from a plural and balanced perspective.

It should be pointed out, moreover, that the Corporate Governance Policy embraces the goal of increasing diversity by adopting the principle of “*strengthening the Company’s commitment to diversity of knowledge, experience and gender in Board and committee composition.*”

· Since January 2013, Red Eléctrica has had an **Integrated Equality Plan**, which, together with the equality action guide and the general equality management procedure, makes up the new diversity management model.

· Review of the **Board competencies matrix** will facilitate supervision of overall diversity in Board composition, so that the most appropriate and informed decisions can be made at all times.

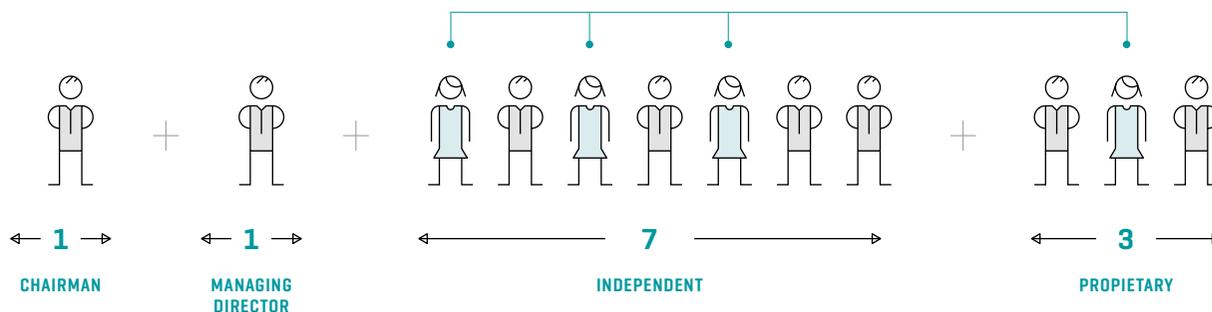
· In addition, each year the Board of Directors prepares and approves a **report on diversity and equality on the Board and in the organisation as a whole**, which contains a wide range of information and is published on the website.



## DIVERSITY IN THE COMPOSITION OF THE BOARD OF DIRECTORS

AS AT 31 DIC 2017

33.3% WOMEN



- 4 women, who represent 33.3% of the total number of directors and 42.9% of the number of independent directors.
- 58.3% of independent directors.
- 3.6 years average length of service of the directors, well below the average for Ibx 35 companies, which was 6.9 years at 31/12/16.
- 59.1 years average age, below the average for the directors of 100 listed

companies in the Spanish market, including the Ibx 35 companies, which at 31/12/16 was 60.4 years.

- Diversity of knowledge and professional experience: professionals with very diverse training [Law, Economics and Business Studies, Civil Engineering, Accounting, Auditing, Energy, etc.], as well as significant professional experience in the public and private sectors, both in Spain and abroad.

One of the leading companies in the Ibx 35 as regards the presence of women on the Board of Directors, exceeding the target of a 30% female presence set for 2020 in Recommendation no. 14 of the CNMV's Code of Good Governance of Listed Companies.

### Importance of diversity on the board of directors

The concern of both the Board of Directors and the Appointments and Remuneration Committee for diversity in Board composition is clearly apparent in the proposals and reports on the appointment of directors that the Company publishes on its website, both in Spanish and in English, for submission to the Annual General Meeting of Shareholders. The Appointments and Remuneration Committee and the Board of Directors prepare these proposals and reports using criteria that define the profile and requirements considered necessary in order to perform the duties of a director, specifying the qualities, competences and experience a candidate should have in order to be suitable for the post.

Notwithstanding the progress made to date and the external recognitions, the Board of Directors remains fundamentally committed to making further progress in diversity. The necessary resources and means will continue to be made available to develop mechanisms that promote the presence of qualified women both on the Board and its committees and in management positions and positions of responsibility within the organisation, so as to put into effect and consolidate the Company's diversity management model.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

As regards their **PROFESSIONAL PROFILES**, all the Company's directors are professionals of high standing, with extensive professional

experience, and so bring the necessary experience and knowledge to the task of supervising corporate management, so as to assist the

Company and the Red Eléctrica Group in the performance of their activities.

### Chairman of the Board [Other Non-Executive]



**José Folgado Blanco**, born 3 April 1944. Degree in Economics. Final-year award with special distinction. Doctorate in Economics, Universidad Autónoma de Madrid.

#### CURRENTLY

- Chairman of the Red Eléctrica Group and of the Board of Directors of Red Eléctrica Corporación, S.A.
- Vice-Chairman of the Social Board, Universidad Autónoma de Madrid.

#### FORMERLY

- Tenured Professor of Public Finance and Tax Systems, Universidad Autónoma de Madrid.
- Head of the Economics Department of the Spanish employers confederation CEOE.
- Member of the government advisory body Consejo Económico y Social, representing business organisations.
- Secretary of State for Budgets and Expenditure. Ministry of Economy and Finance, from May 1996.
- Secretary of State for Economy, Energy and Small and Medium-Sized Enterprises. Ministry of Economy, from April 2000.
- Secretary of State for Energy, Industrial Development and Small and Medium-Sized Enterprises. Ministry of Economy, from July 2002.
- Member of the Spanish Parliament representing the province of Zamora and Vice-Chairman of the Finance Committee from March 2004.
- Mayor of Tres Cantos [Madrid] from June 2007.

### Managing Director [Executive]



**Juan Francisco Lasala Bernad**, born 25 February 1967. Degree in Business Studies, Universidad Complutense de Madrid.

#### CURRENTLY

- Managing director of Red Eléctrica Corporación, S.A.

#### FORMERLY

- A member of the Company since 2001, he has performed executive functions in the International area and in the Telecommunications area and has held the position of director of Planning and Control and Corporate Finance Director.
- Director of Planning and Control of the Avanzit group and group CFO for Spain.
- CFO of Midas, Spain.
- Assistant CFO at Burger King, Spain.
- Auditor at KPMG Peat Marwick.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## Proprietary Non-executive Director representing SEPI



**Fernando Fernández Méndez de Andrés**, born 10 February 1956. Doctorate in Economics. Professor of Economics, IE Business School.

### CURRENTLY

- International Consultant on macroeconomic, financial and regulatory issues.
- External adviser to the Strategy Committee of the Arcano financial group.
- Member of the Scientific Committee of Bruegel.
- Member of the Advisory Committee of the Fundación de Estudios Financieros.
- Economic columnist and commentator in various media.
- Frequent speaker at international conferences and events related to his professional and academic activity, and author of numerous related articles and publications.
- Independent director of Bankia, S.A.

### FORMERLY

- Member of the Expert Committee for Tax Reform, 2013-2014
- Member of the Evaluation Committee of Bruegel, 2013.
- Principal Economist at the International Monetary Fund.
- Chief Economist and Director of the Research Department of Banco Central Hispano (BCH) and Banco Santander.
- Vice-Chancellor of the Universidad Europea de Madrid and the Universidad Antonio de Nebrija.
- Director of the European Business Programme.

## Proprietary Non-executive Director representing SEPI



**Santiago Lanzuela Marina**, born 27 September 1948. Degree in Economics and Trade. Civil Servant.

### FORMERLY

- Adjunct Professor, Faculty of Economics and Business Studies, Universidad de Valencia (1971-1973).
- Head of the Spanish Mission for Technical Cooperation in Nicaragua (1974-1976).
- Head of International Technical Cooperation Programmes, Ministry of Employment (1976-1981).
- Advisor to the President of Instituto de Cooperación Iberoamericana (1982).
- Head of the National Heritage Inspection Service (1987).
- Regional Councillor of Economy and Finance, Government of Aragón (1989-1993).
- Founder and Chairman of Instituto Aragonés de Fomento (1990).
- President of Centro Europeo de Empresas e Innovación de Aragón (1992).
- Parliamentary Member for Aragón (1991-1999).
- President of the Autonomous Community of Aragón (1995-1999).
- Senator for the Autonomous Community of Aragón. Chairman of the Senate Economy and Finance Committee (1999-2000).
- Congressman, President of the Economics and Tax Commission in the Congress of Deputies (2000-2004).
- Congressman, Member of the Permanent Council, Vice-Chairman of the Committee for Foreign Affairs and Member of the Development Committee (2004-2008).
- Member of the Territorial Management Committee. Sponsor of the "Deputy Committee to analyze Spain's energy strategy for the next 25 years" (2008-2011).
- Congressman, President of the Economics and Competition Commission, Member of the Committee for Foreign Affairs, Member of the Development Committee, and member of the Spanish Delegation in the Parliamentary Assembly of the Organization for Security and Cooperation in Europe [OSCE]. Chairman of the Spanish delegation to the Meeting of the OECD Global Parliamentary Network, Mexico 2014. Chairman of the Spanish delegation to the European Interparliamentary Conference on Space [CIEE], Warsaw 2012, Brussels 2013 and Toulouse 2014. (2011-28.7.2014).



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## Proprietary Non-executive Director representing SEPI



**Mercedes Real Rodríguez**, born 6 January 1968. Degree in Economics and Business Science from the Universidad Pontificia de Comillas [ICADE E-3]. Degree in Law from the Universidad Pontificia de Comillas [ICADE E-3]. Management Development Program (PDD). IESE Business School.

### CURRENTLY

- Head of Investees of SEPI's Energy Division.
- Member of the Board of Directors of Enresa, S.A. S.M.E. M.P.
- Chairman of the Audit Committee of Enresa, S.A., S.M.And. M.P.

### FORMERLY

- Member of the Board of Directors of Enusa Industrias Avanzadas, S.A. S.M.E.
- Financial and Control director, Contoller and Head of HR at Infobolsa, S.A. (BME Group and Deutsche Börse, AG Group).
- Member of the Board of Directors, Financial and Control Director at Open Finance, S.L.
- Head of financial sector entity audit team at Arthur Andersen (currently Deloitte & Touche).

## Independent Non-executive director (Lead Independent Director)



**Carmen Gómez de Barreda Tous de Monsalve**, born 20 May 1968. Degree in Economics and Business Science from the Universidad Pontificia de Comillas [ICADE]. Executive MBA from IESE, Universidad de Navarra.

### CURRENTLY

- General Manager of Corporación de Reservas Estratégicas de Productos Petrolíferos (CORES)
- Member of the Board of Directors of Grupo Ezentis, S.A.

### FORMERLY

- Head of the Cogeneration Department, Business Management, Enagás.
- Head of the International, Petrochemical and Marketing Departments of Repsol.
- Director of Services Development at Unión Fenosa.
- Deputy Director of Oil Markets at the Comisión Nacional de Energía (CNE).
- Institutional Relations and Communications Manager for BP Oil España.
- Member of the Spanish Delegation in the Emergency Questions Group and the Markets Group of the International Energy Agency (IEA).
- Representative on various international working groups on issues of energy regulation and security of supply (ARIAE and CEER).
- Teacher/lecturer in various master's courses (Universidad de Barcelona, ICAI, Cesma, Club Español de la Energía)



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## Independent Non-executive Director



María José García Beato, born 27 May 1965. Law Degree, Universidad de Córdoba. State Counsel.

### CURRENTLY

- Non-director Vice-Secretary of the Board of Directors of Banco Sabadell, S.A.
- General Secretary and member of the Management Committee of Banco Sabadell, S.A.
- Non-director Secretary of the Board of Directors of Sabadell Consumer Finance S.A.U.
- Trustee of Fundació Privada Banc Sabadell.
- Trustee of Fundación Española de Banca para Estudios Financieros (FEBEF).
- Member of the Advisory Board of the publisher Wolters Kluwer España, S.A.
- Member of the Advisory Board of Fundación Cajasur.

### FORMERLY

- State Counsel at the High Court of Justice in Madrid.
- Head of the Legal Services Department of the Spanish Data Protection Agency.
- Spanish representative on the Advisory Board of the European Committee on Data Protection.
- Advisor to the Board of Directors of the Fábrica Nacional de Moneda y Timbre for the CERES (Spanish certification of electronic transactions) project.
- State Counsel in the Consultative Services Sub-directorate of the State Legal Services Directorate.
- State Counsel in the Communications Secretariat at the Ministry of Development.
- Cabinet Chief at the Ministry of Justice.
- Director, Infoinvest, S.A.,
- Director, Sociedad Estatal de Gestión Inmobiliaria de Patrimonio, S.A. (SEGIPSA),
- Director, Sociedad Estatal para Exposiciones Internacionales, S.A. (SEEI),
- Director, Sociedad Estatal Correos y Telégrafos, S.A.,
- Director, Banco Guipuzcoano, S.A.
- Director, Banco CAM, S.A.
- Deputy Secretary for Justice.
- State Counsel in the Audiencia Nacional (National Court) Legal Department.
- Head of Legal Services, Banco Sabadell.
- Secretary of the Board of Directors of Retevisión, S.A.
- Secretary of the Board of Directors of Banco Urquijo, S.A.
- Director, Banco Gallego S.A
- Secretary of the Board of Trustees of Fundación de Estudios de Economía Aplicada (FEDEA).
- Secretary of the Board of Directors of Sabadell United Bank (Miami).



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## Independent Non-executive Director



**Socorro Fernández Larrea**, born 7 April 1965. Degree in Civil Engineering, Universidad Politécnica de Madrid, and Senior Management Program [PADE], IESE.

### CURRENTLY

- Managing Director of the consultancy firm JUST NOW, S.L., providing advice in the infrastructure construction sector, both in commercial and financial operations.
- Member of the Board of Directors of Grupo Cementos Molins.
- Member of the Board of Directors of the Spanish engineering firm SEG, S.A.
- Member of the Board of Directors of the Spanish construction and real estate firm ACR.
- Member of IESE's Regional Council in Madrid.
- Adviser to the Board of Directors of the Mexican engineering firm CAL Y MAYOR.

### FORMERLY

- Member of the Board of Directors of AMPER, S.A. [proprietary director], representing Emilanteos, S.L.
- Managing Director of COPISA Constructora Pirenaica, S.A.
- Vice-Chairman of ANCI, the association of independent builders.
- Member of the governing council of the Civil Engineers Association.
- Regional Manager of the construction firm Seop, Obras y Proyectos, S.A.
- National representative, Ferrovial Conservación, S.A.
- Representative for Castilla-La Mancha, Ferrovial-Agroman, S.A.
- Representative for Castilla-La Mancha, Agroman Empresa Constructora, S.A.
- General Manager for Roads, Hydraulic Works and Transport, Regional Department of Public Works, Autonomous Community Board of Castilla-La Mancha.
- Site manager, Ferrovial, S.A.

### OTHER

- Member of the advisory board of the daily newspaper Expansión.
- Member of WCD, Women Corporate Directors, and co-chairman of the Spain chapter.
- Member of AED, Asociación Española de Directivos, and member of its Executive Committee.
- Member of CEAL, Consejo Empresarial de América Latina, and member of the Executive Committee of the Iberian chapter.
- Member of WPO-YPQ, Young Presidents' Organisation, and member of the executive committee of the Eurolatam chapter.
- Member of IWF, International Women's Forum.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## Independent Non-executive Director



**Antonio Gómez Ciria**, born 25 March 1957. Degree in Economics and Business Studies, Universidad Complutense de Madrid Degree in Mathematics, Universidad Complutense de Madrid. Executive MBA, IESE. Accredited Accounting Expert – AECA.

### CURRENTLY

- Member of the Advisory Board of Experts in Accounting and Financial Information (ECIF), General Council of the Association of Economists.
- Member of the Board of Directors of Mapfre España Compañía de Seguros y Reaseguros S.A., Mapfre Global Risks Compañía Internacional de Seguros y Reaseguros S.A. and Mapfre Re Compañía de Reaseguros S.A. and Member of the Management Committee.

### FORMERLY

- General Manager of Administration and IT, Member of the Management Committee of Grupo FCC.
- Representative of Grupo FCC at the Large Businesses Forum, Ministry of Finance and Public Administrations.
- Among other positions, he is General Manager for Administration and IT and belongs to the Management Committee of Grupo FCC.
- Head of Internal Audit of the FCC group.
- Member of the Advisory Council of the Internal Auditors Institute and a Member of its Executive Committee.
- General Technical Secretary of InverCaixa, investments management company of La Caixa Group.
- Chairman of Instituto de Contabilidad y Auditoría de Cuentas, ICAC.
- Director of Empresa Nacional de Uranio, S.A.
- Director of Empresa Nacional de Autopistas, S.A.
- Director of Tabacalera, S.A.
- Head of Market Inspection, Sociedad Rectora de la Bolsa de Valores de Madrid.
- Deputy Manager of Studies and Budgetary Planning, Radio Televisión Española.
- Head of the Auditing and Accounting Department of Banco de Crédito Agrícola.
- Auditor/Inspector of the General State Inspectorate.

### OTHER

- Member of the CNMV Work Group to prepare a "Management report guide for listed entities".

## Independent Non-executive Director



**José Luis Feito Higuera**, born 13 April 1952. Degree in Economics and Business Studies, Universidad Complutense de Madrid. State Trade Expert and Economist. Ambassador of Spain.

### CURRENTLY

- Chairman and General Manager of IEE (Instituto de Estudios Económicos) since 2009.
- Member of the Executive Committee and Management Board of the Spanish employers confederation CEOE since 2001.
- Member of the Board of Directors of Bankia, S.A. and member of its Audit and Compliance Committee since 2012.
- Member of the editorial board of the daily newspaper Expansión since 2001.

### FORMERLY

- Chairman of the concessionaires association ASETA, Asociación de Sociedades Españolas Concesionarias de Autopistas, Túneles, Puentes y Vías de Peaje (2001-2014).
- Ambassador of Spain to the OECD in Paris (1996-2000).
- Partner and Member of the Board of Directors of A.B. Asesores Bursátiles, S.A. in Madrid (Morgan Stanley), where he has been Chief Economist and head of various investment banking areas (1986-1996).
- Head of international financial institutions at the Banco de España, member of the European Monetary Committee (Brussels) and the Committee of Governors of the Central Banks of the European Economic Community in Basel (1984-1986).
- Technical Advisor and Executive Director of the International Monetary Fund in Washington (1980-1984).
- Head of the Foreign Sector Research and Data Processing Service of the Ministry of Economy and Finance in Madrid (1978-1980).
- Programmer, analyst and IT executive at Seresco, S.A. and Entel-Ibermática, S.A. in Madrid (1967-1978).



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## Independent Non-executive Director



Arsenio Fernández de Mesa y Díaz del Río, born 20 July 1955.

### CURRENTLY

- Career civil servant, on leave.
- Head of Fleet Technical Inspection at the multinational International Marine Coatings Ltd from 1982 to 1989, currently on forced leave.
- Master's degree in National Defence from Universidad Rey Juan Carlos.
- Graduate degree in Higher Military Studies from Centro Superior de Estudios de la Defensa Nacional (CESEDEN).
- Graduate degree in Higher Defence Studies from Centro Superior de Estudios de la Defensa Nacional (CESEDEN).
- Executive MBA for parliamentarians (EMBA) from IE Business School. Empresas Parlamento programme (Infopress, Iberdrola, Indra).
- Honorary Professor in the Real Forum de Alta Dirección Chair at Universidad Alfonso X El Sabio.
- Honorary Professor in the UNESCO Chair of Comparative Politics and Government, attached to the Defence and Industry and Security Areas, at Instituto Internacional de Ciencias Políticas.
- Professor at Sociedad de Estudios Internacionales. Higher International Studies course. Universidad Rey Juan Carlos.

### FORMERLY

- Director General of the Spanish Civil Guard (2011-2016).
- Scientific Director of the Instituto Internacional de Ciencias Políticas (2010).
- Vice-Chairman of the Defence Committee of the Congress of Deputies (2004-2011).
- Defence spokesman of the Congress of Deputies (1996-2000).
- Adviser to the Minister of Public Administrations (2004).
- Government Delegate in Galicia (2000-2004).
- Member of Parliament, elected for the province of La Coruña, in seven legislatures (1989-2012), holding the following posts, among others: Spokesman for the Shipping Industry and Merchant Navy, Vice-Chairman of the Defence Committee of the Congress of Deputies, Defence Spokesman in the Congress of Deputies, Chairman of the National Defence Committee, Member of the OSCE International Assembly, Member of the NATO Parliamentary Assembly.
- First Deputy Mayor of El Ferrol (1987-1989).
- Member of the El Ferrol Municipal Council (1983-1991).
- Speaker at conferences and seminars on Defence, Fisheries, Shipping Industry, Merchant Navy, Security and the Civil Guard, at various Universities and in all kinds of national and international forums, including Europol, Centre des Hautes Études du Ministère de l'Intérieur de France (CHEMI) in Paris and the Accademia della Guardia di Finanza in Italy.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## Independent Non-executive Director



**Alberto Carbajo Josa**, born 8 August 1949. Degree in Mining Engineering from Universidad Politécnica de Madrid. Degree in Economics from Universidad Autónoma de Madrid. Master's degree on the European Union from the Diplomatic School in Madrid.

### CURRENTLY

- Independent international consultant in the area of electricity.

### FORMERLY

- Director General of the Oficina de Compensaciones del Sector Eléctrico (OFICO) (until 1991).
- Director General for Mines and Construction Industries at the Ministry of Industry and Energy (1992-1995).
- Member of the Boards of Directors of Endesa and Petronor (1992-1995).
- Director of the National Energy Committee (1995-2000).
- Consultant to the European Union for the liberalisation of the Romanian electricity system, defining the generation market, the methodology and the calculation of the distribution tariffs and preparing the regulatory changes to liberalise generation and supply (2000).
- International Regulation Director at Corporación Unión Fenosa, providing services in the Regulation Secretariat (2002-2004).
- General Manager of Operations at Red Eléctrica de España, S.A., with significant responsibilities in planning the industry's activities and infrastructure, the integration of renewable energy, interconnection capacity with the European electricity system and changes to electricity regulation (2004-March 2012).
- His academic experience includes work as associate professor in the Energy Systems Department at the Escuela Técnica Superior de Ingenieros de Minas in Madrid, professor in the master's degree in Renewable Energy at the Escuela de Organización Industrial, professor in the master's degree in Energy and Competitiveness sponsored by Orkestra (Basque Competitiveness Institute), professor in the Higher Energy Business Course given by the Club Español de la Energía and professor in energy supply-related subjects at Universidad de Alcalá de Henares.

## Non-director Secretary of the Board of Directors



**Rafael García de Diego Barber**, born 27 July 1951. He was appointed Secretary of the Board of Directors and legal advisor at the Board meeting held on 4 May 1995. Law degree, Universidad Complutense, Master's Degree in Tax Counselling for Businesses, Instituto de Empresa.

### CURRENTLY

- Secretary General and Secretary of the Board of Directors of Red Eléctrica de España, S.A.U., Member of the Madrid Bar Association, Director of the Dutch company Red Eléctrica de España Finance B.V., Joint Director of Red Eléctrica Financiaciones, S.A.U. and Director of the Luxembourg company REDCOR Reaseguros, S.A.

### FORMERLY

- Lawyer, Loss Department, Zurich, S.A., Lawyer and Secretary of the Boards of Directors of companies in the Inmobiliario Pradisa Group, Lawyer and tax advisor of Ageco, Sociedad de Gestión Financiera and tax manager of Banco Internacional de Comercio, S.A., Lawyer of the Legal Department of Sociedad Española de Carbón Exterior, S.A. (CARBOEX), Lawyer of the Legal Department, Head of the Legal Department and Director responsible for Legal Affairs at Red Eléctrica de España, S.A.U.



- INTERVIEW WITH THE CHAIRMAN



- INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



- OFFICIAL ANNEX

## Vice-Secretary of the Board of Directors (non-director)



**Fernando Frías Montejo**, born 11 March 1965. He was appointed Vice-Secretary of the Board of Directors at the meeting held on 21 April 2005. Degree in Law and Corporate Legal Adviser, Universidad Pontificia de Comillas (ICADE E-1). Management Development Program for TSOs, IESE, Universidad de Navarra.

### CURRENTLY

- Member of the Madrid Bar Association and Head of the Corporate Governance Department of Red Eléctrica de España, S.A.U.

### FORMERLY

- Legal Counsel in the Legal Department of Red Eléctrica de España, S.A.U. (REE) from 1990, Head of the Corporate Governance and Compliance Department at REE and Secretary of the Board of Directors of Infraestructuras de Alta Tensión, S.A., Red de Alta Tensión, S.A. and Tenedora de Acciones de Redesur, S.A.



- INTERVIEW  
WITH THE  
CHAIRMAN



- INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



- OFFICIAL ANNEX

## 3.2

# Responsibilities and activity

The Board of Directors Regulations set out the basic principles guiding the actions of the Company's Board of Directors and lay down the basic rules for the organization and functioning of the Board and its committees, the rules of conduct for its members, as well as the supervisory and control functions entrusted to the Board. All of this

is pursued by encouraging the active participation of directors, placing the interests of the Company and its shareholders

above the directors' own personal interests, while upholding the law, the By-laws and corporate governance principles.

### *Latest amendment to the board of directors regulations, of 20 December 2016:*

- Adaptation to the provisions of Act 31/2014 of 3 December, amending the LSC to improve corporate governance and to the CGGLC, in line with the changes made to the By-laws and to the Annual General Meeting of Shareholders Regulations.
- Broadening of the essential non-delegable responsibilities of the Board of Directors in plenum in Article 5 of the Board of Directors

Regulations to adapt them to Articles 249 bis and 529 ter of the LSC.

- Adaptation to key corporate governance practices, especially at the international level.
- Introduction of improvements in the organization and functioning of the Board of Directors and its Committees.

- Adaptation to the new organizational structure of the Red Eléctrica Group, after the separation of the functions of the Board chairman and of the managing director.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

The **RULES ON THE ORGANIZATION AND FUNCTIONING** of the Board are contained in the By-laws [Article 19 to 26, inclusive] and the current Board of Directors Regulations [Article 5 to 14, inclusive, and Articles 19 and 20].

Also, pursuant to the By-laws and the Board of Directors Regulations, the principle guiding the Board's actions at all times is the corporate interest, understood as the Company's long-term profitability and sustainability so as to ensure the Company's long-term survival and the maximization of its value.

The following responsibilities, amongst others, rest with the Board:

- Approval of the **general policies and strategies of the Company and the Group**, with special emphasis on the risk management and control policy.

With the support of the Audit Committee and the Appointments and Remuneration Committee, the Board of Directors manages and represents the Company.

Specifically, the Board holds all powers to manage and represent the Company, both in and out of court, exercising such powers directly, via delegation or by means of a power of attorney in the terms established by law, the By-laws and the Board of Directors Regulations.

In any event, in accordance with the provisions of Article 6 of the Board of Directors Regulations,

- **Decisions regarding appointments of senior executives, director remuneration, financial reporting, strategic investments** [except for those that rest with the General Meeting of Shareholders].
- **Annual assessment of the quality and efficiency of the Board and of the functioning of its Committees.**

the Board of Directors will perform its duties with unity of purpose and independent judgement and will adopt the necessary measures in relation to the corporate organization to ensure that:

- The Company's management pursues the achievement of the corporate interest and has the proper resources and incentives for doing so.
- The management of the Company and of Group companies is under the effective supervision of the Board.
- No person or small group of persons holds decision-making power unfettered by checks and balances.
- The same treatment is dispensed to all shareholders who are in the same position and no shareholder receives preferential treatment over the others.
- In its relations with stakeholders and in pursuit of the corporate interest, the Company, in addition to respecting the applicable laws and regulations and to conduct guided by good faith, ethics and respect for customs

and generally accepted good practices, works to reconcile its own interest with, as applicable, the legitimate interests of its employees, suppliers, customers and the rest of the stakeholders who may be affected, as well as with the impact of the Company's activities in the community as a whole and on the environment, furthermore abiding by those additional principles of social responsibility and good corporate governance that it has voluntarily accepted.

The Board's policy is to delegate the ordinary management of the Company to the executive bodies and management team and to concentrate on its general supervisory function, the approval of basic operating guidelines and strategies and on decisions that are highly relevant to the interests of the Company.



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highly relevant to the interests of the Company.



**Non-delegable responsibilities of the Board of Directors [Article 5 of the Board of Directors Regulations]:**



a) Approve the general policies and strategies of the Company and the Group.

v) The financial reports which, as a listed company, the Company must publish periodically or which it submits to the regulatory or market supervisory bodies for their publication.

companies in its Group on the terms of the Spanish Companies Act, or with shareholders who, either individually or together with others, own a significant holding.

diversity of its composition and competencies, the performance of their functions by the chairman of the Board of Directors and the Company's chief executive and, where applicable, the performance and contribution of each director, paying special attention to the chairpersons of the different committees, all this based on the report submitted to the Board by the Appointments and Remuneration Committee in coordination with the lead independent director, if any, or the chairman, as the case may be.

b) The following decisions:

i) Appointment and removal of the Company's managing directors and the setting of their contracts terms.

vi) Investments or transactions of any kind carried out by the Company or the Group which, because of their amount or special characteristics, are considered strategic, according to the criteria established by the Board of Directors, or entail special tax risk, unless the approval of the Annual General Meeting of Shareholders is required.

d) Drawing-up of the financial statements and presentation to the Annual General Meeting of Shareholders.

ii) Appointment and removal of senior managers of the Company who report directly to the Board or any of its members and the setting of the basic terms of their contracts, including their remuneration.

vii) The creation or acquisition of interests in special purpose vehicles or entities domiciled in countries or territories that are considered tax havens and any other similar transactions or operations which, on account of their complexity, could impair the transparency of the Company and the Group.

e) Calling of the Annual General Meeting of Shareholders and drafting of the agenda and proposals for resolutions.

iii) The remuneration of directors, within the framework set by the By-laws and the remuneration policy approved by the Annual General Meeting of Shareholders, and in the case of executive directors the additional remuneration for their executive functions and any other terms that must be included in their contracts.

c) The approval, after obtaining a report from the Audit Committee, of transactions carried out with directors by the Company or

f) Delegation of any authority the Annual General Meeting of Shareholders may in turn have delegated to the Board of Directors, unless expressly authorized by the Annual General Meeting of Shareholders to subdelegate or substitute them.

g) The drawing-up of any kind of report required of the Board of Directors by law, provided the transaction to which the report refers cannot be delegated.

h) Annual assessment of:

i) The quality and efficiency of the functioning of the Board, the



INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

Before the start of the year, at the proposal of its chairman, the Board of Directors approves an indicative schedule of **MEETINGS** for the year. In any event, in accordance with Article 19 of the Board of Directors Regulations, the Board of Directors will ordinarily meet on a monthly basis, eight times a year at least, in accordance with the calendar and, if applicable, the agendas set at the start of the year, to which each director will be entitled to propose the addition of initially unscheduled items for the agenda. Furthermore, at the chairman's initiative, it may meet as many times this is deemed appropriate for the Company's adequate operation.

During 2017, the Board of Directors held eleven (11) meetings. There were four (4) proxy attendances in all, bringing the number of attendances in person to 128, for an overall attendance rate of 97%.

The Company has a small, effective and efficient Board. In 2017, the Board met 11 times, with a high attendance rate by directors [97%].

### Attendance at Board of Directors meetings

Director	Present	Represented	% attendance 2017
José Folgado Blanco	11	0	100%
Juan Francisco Lasala Bernad	11	0	100%
Fernando Fernández Méndez de Andés	10	1	91%
Santiago Lanzuela Marina	11	0	100%
Mercedes Real Rodríguez	3	0	100%
Carmen Gómez de Barreda Tous de Monsalve	11	0	100%
María José García Beato	11	0	100%
Socorro Fernández Larrea	10	1	91%
Antonio Gómez Ciria	11	0	100%
José Luis Feito Higuera	11	0	100%
Arsenio Fernández de Mesa y Díaz del Río	11	0	100%
Alberto Carbajo Josa	8	0	100%
María Ángeles Amador Millán	3	0	100%
José Ángel Partearroyo Martín	6	2	75%

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

With respect to the number of attendances shown in the above table, it should be noted that certain directors did not hold their directorship during the whole of 2017, namely:

- Ms. Mercedes Real Rodríguez, nominated by the Spanish government's industrial holding company, Sociedad Estatal de Participaciones Industriales [SEPI], was appointed a proprietary director of Red Eléctrica Corporación, S.A. by the Board of Directors at its meeting of 31 October 2017 to represent SEPI until the next Annual General Shareholders' Meeting.
- Mr. Alberto Carbajo Josa was appointed independent director of Red Eléctrica Corporación, S.A. at the Annual General Shareholders' Meeting of 31 March 2017.

- Ms. María Angeles Amador Millán held an independent directorship in Red Eléctrica Corporación, S.A. until 31 March 2017, the date on which the Company held its Annual General Shareholders' Meeting and her term of position expired.

- Mr. José Ángel Partearroyo Martín was appointed independent director of Red Eléctrica Corporación, S.A. by the Annual General Meeting of Shareholders held on 15 April 2016, and at its meeting held on 31 October 2017 the Board of Directors accepted the resignation he had tendered in a letter received on 16 October 2017.

Furthermore, the Board of Directors Regulations make reference to the **INHERENT DUTIES OF DIRECTORSHIPS** and, in this regard,

Articles 30 to 38 set out the general duty of care, the duty of loyalty, the duty to avoid situations of conflict of interest, the duty to abstain from using non-public information, as well as the duty of disclosure of directors.

In all events, in accordance with Articles 5 and 6 of Board of Directors Regulations, the director's function is to guide and oversee the Company's management in order to achieve its interests.

### GENERAL DUTY OF CARE

Directors must exercise their position and perform the duties imposed by law with the care of prudent businessmen, in line with the nature of their position and the functions assigned to each one of them. In particular, they have an obligation to:

- Be properly informed and prepared for meetings of the Board and of any committees of which they are members. For this purpose, directors have a duty to demand and a right to receive from the Company the information they need in order to fulfil their obligations.
- Devote the necessary time and take the necessary measures to ensure proper supervision and oversight of the Company. In particular, they must devote enough time to be able to perform their functions effectively and know the Company's business and rules of governance, taking part in any professional development programmes the

Company may organize, as provided by Article 26 of the Board of Directors Regulations

- Attend in person the meetings of the Board and any committees of which they are members and take active part in the deliberations, so as to make an effective contribution, with their judgment, to Board decision making.

If any director is unable, for good reason, to attend a meeting to which he or she has been called, such director must give instructions to the director who is to represent him or her, in accordance with Article 20 of the Board Regulations. Non-executive directors may only appoint another non-executive director to represent them and executive directors must endeavour to appoint another executive director, if possible.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

Non-attendances will be reported in the Annual Corporate Governance Report.

- d) Perform any specific task assigned to them by the Board of Directors that is reasonably within their time commitment.
- e) Support the investigation of any irregularity in the management of the Company or any Group company that may come to their notice and the surveillance of any risk situation.
- f) Instruct the persons with the necessary authority to call an extraordinary meeting of the Board of Directors or of a Committee when they consider there to be matters that require discussion, or to add such matters to the agenda of the next meeting that is to be held.
- g) Have at their disposal and gather the information they need in order to perform their functions effectively and regularly monitor any issues arising out of the Company's activity, it being their responsibility to identify and request such information from the chairman or the secretary of the Board.

- h) Oppose any resolutions that are contrary to the law, the By-laws or the corporate interest, expressing their opposition clearly. In particular, independent directors and those unaffected by any potential conflict of interest must oppose resolutions that may be contrary to the interests of shareholders who are not represented on the Board. The obligation also applies to the secretary of the Board, even if not a director. If the Board adopts significant or reiterated decisions about which a director or the secretary has serious doubts, they must draw the appropriate conclusions and, if they opt to resign, must explain the reasons as provided in Article 24.4 of the Board Regulations.

#### DUTY OF LOYALTY

Directors must carry out their duties with the loyalty of a faithful representative, acting in good faith and in the best interests of the Company, and must comply with the duties imposed by law, the By-laws and these Regulations.

In particular, the duty of loyalty obliges directors to:

- a) Not use their authority for any purposes other than those for which it has been granted.
- b) Keep secret all information, data, reports or records to which they may have access in the performance of their duties, even after they have left its position, except where permitted or required by law.
- c) Refrain from deliberating or voting on resolutions or decisions in which they, or persons related to them, have a direct or indirect conflict of interest. Resolutions or decisions that affect a director as such, such as those concerning a director's appointment to or removal from positions on the Board of Directors or other such decisions, are excluded from the abovementioned obligation to refrain.
- d) Carry out their duties in accordance with the principle of personal responsibility, exercising their own judgment, independently of any instructions from or ties to third parties.
- e) Take the necessary steps to avoid situations in which their activities, whether for their own account or on behalf of others, conflict with the interests of the Company and their duties to the Company.

#### DUTY TO AVOID CONFLICT OF INTEREST SITUATIONS

1. In particular, the duty to avoid conflicts of interest referred to in paragraph e) of the previous section requires directors to refrain from:
  - a) Entering into transactions with the Company, unless they are small-scale, ordinary transactions carried out on the standard terms for customers, that is to say, transactions that do not need to be reported in order to give a true and fair view of the Company's assets and liabilities, financial position and results of operations.
  - b) Using the Company's name or their status as directors to unlawfully influence the execution of private transactions.
  - c) Using the Company's assets, including confidential information, for private ends.
  - d) Using the Company's business opportunities for their own benefit.
  - e) Seeking advantages or remuneration from parties other than the Company or the Group for the performance of their duties, unless the advantages or remuneration consist of mere business courtesies.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

f) Carrying on activities for their own account or on behalf of others that actually or potentially bring them into competition with the Company or that in any other way place them in permanent conflict with the interests of the Company.

2. The above provisions will also apply when the beneficiary of the prohibited acts or activities is a related person of a director, within the meaning given in the laws and regulations that apply from time to time.

3. In any case, directors must notify the Board of Directors of any direct or indirect conflict that may exist between their own interests, or those of persons related to them, and the interests of the Company

Any conflicts of interest directors may have will be reported in the notes to the financial statements.

## NON-PUBLIC INFORMATION

Directors must also refrain from performing, or suggest that anyone perform, a transaction involving securities of the Company or its subsidiaries, associates or related parties, on the basis of information obtained from their position, or insider or reserved information, as long as this continues to be non-public information.

This is without prejudice to the rules applicable in each case in the Internal Code of Conduct in the Securities Market.

## DIRECTORS' DUTY OF DISCLOSURE

1. Directors must disclose to the Company any interests they may have in the Company and any options on shares or derivatives linked to the value of the shares, whether held directly or through companies in which the director has a significant interest. This disclosure will include any changes to such interests or associated rights, independently of compliance with securities market regulations.

2. Directors must also disclose to the Company their other professional obligations, in case they could interfere with their duties as directors of the Company. In particular, they must disclose all the positions they hold and all the activities they carry out in other companies or entities whose business is the same, analogous or complementary to that of the Company or any Group company or that are in any way competitors of the Company; as well as any ownership interest in such companies and, in general, any other circumstance or situation that could be relevant to the performance of their duties or their independence of judgment as directors of the Company.

3. Directors must notify the Company of any material change in their situation which affects the characteristic or condition that was the basis for their appointment as directors or which might entail a conflict of interest.

4. Directors must disclose to the Company any proceedings brought against them in court, in administrative proceedings or in any other form that are important enough to have the potential to harm the Company's name and reputation, in particular any criminal proceedings in which they are the subject of investigation, as well as the progress and outcome of such proceedings.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

As regards **RELATED-PARTY TRANSACTIONS**, Article 5.5 c) of the Board of Directors Regulations sets out, amongst the direct and non-delegable duties of the Board of Directors, the approval, upon prior report from the Audit Committee (as stipulated in Article 16.6 c) of the Board of Directors Regulations), transactions the Company or any Group company may enter into with directors, in the terms of the Spanish Companies Act, or with shareholders who individually or in concert with others hold a significant interest, including shareholders represented on the Board of Directors of the Company or any Group company and persons related to them. The directors affected, or those who represent or are associated with the shareholders affected, must refrain from participating in the deliberations and voting on the resolution in question.

Only transactions that meet each of the following three criteria do not require such approval:

- They are carried out under contracts the conditions of which are standardized and apply en masse to a large number of customers.
- They are carried out at prices or rates set on a general basis by the person supplying the good or service concerned.
- Their amount does not exceed 1% of the Company's annual revenue.

Furthermore, Article 36 of the Board Regulations states that the Board of Directors has formally reserved the right to approve, subject to a report from the Audit Committee, any material transaction of the Company with significant shareholders, including shareholders represented on the Board of the Company or any Group company, and persons related to them, unless the nature and conditions of the transaction are such that, under Article 5.5 c) of said Regulations, it requires the approval of the General Shareholders' Meeting.

In 2016 the Company for the first time posted on its website the annual report of the Audit Committee on related-party transactions pursuant to the Recommendation 6 of the CGGLC. The accompanying link to the Company's website can be used to see the Annual Report of the Audit Committee on related-party transactions for 2017.

In this regard, under the Article 31 e) of the Board of Directors Regulations, directors must take the necessary measures to avoid situations in which their activities, whether for their own account or on behalf of others, conflict with the interests of the Company and their duties to the Company.

And Article 32 of the Board of Directors Regulations, previously cited in this Report, further develops the duty to avoid situations of conflict of interest referred to by Article 31 e), and specifies those in which the director must abstain,

stipulating that, in all events, directors must disclose to the Board of Directors any situation of direct or indirect conflict that they or their related persons may have with the interests of the Company. Any conflicts of interest directors may have will be disclosed in the notes to the financial statements.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

In May 2010, at the proposal of the Audit Committee, the Board of Directors approved certain resolutions on identifying related-party transactions and set out objective parameters for controlling such transactions (relevant or not relevant), annual recurring related-party transactions and transactions that must be disclosed to the markets. Pursuant to those resolutions, the Audit Committee conducts an annual review of related-party transactions and gives the Board of Directors timely reports thereon.

Nevertheless, as a result of the amendments of the Board of Directors Regulations on 20 December 2016, and of the Internal Code of Conduct in the Securities Market of 26 September 2017, the Board of Directors, based on the applicable laws and regulations governing related-party transactions and taking into consideration the Company's internal rules fully adapted to those laws and regulations, in January 2018 resolved to render those resolutions inapplicable and approved a new one whereby all related-party transactions that the Company or any Group company carry out with directors or with shareholders of the Company who individually or in concert own a significant holding, including shareholders represented on the Board of Directors of the Company or of a Group company, or with their related persons according to the applicable legislation, must

be submitted to the approval of the Board of Directors, upon prior report from the Audit Committee and before the transactions are executed.

Board approval is not required for transactions that meet all three of the conditions specified above [Article 5.5. c) of the Board of Directors Regulations].

Also, the reporting and disclosure obligations mandated by law for related-party transactions must be fulfilled.

The Board of Directors has also resolved that the Board be informed on a half-yearly basis, upon prior report from the Audit Committee and after the transaction is executed,

of any related-party transactions carried out by the Company or any Group company with directors and managers who may wield "significant influence" as well as with their close family relations, on the terms provided in the relevant legislation.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

Notable amongst the **MAIN CORPORATE RESOLUTIONS** on corporate governance approved by the Company's Board of Directors during 2017 were the following:

1. At its meeting of 31 January 2017, the Board appointed by co-optation Mr. Arsenio Fernández de Mesa y Díaz del Río as independent director of Red Eléctrica Corporación, S.A., until the next following Annual General Meeting of Shareholders. The appointment filled the vacancy left on the Board of Directors as a result of independent director Mr. Agustín Conde Bajén's resignation, which was accepted by the Board of Directors on 29 November 2016.
2. At its meeting of 22 February 2017, upon a prior favourable report from the Appointments and Remuneration Committee, the Board approved the Company's Annual Corporate Governance Report for 2016, the Annual Directors' Remuneration Report, and authorized the Financial Statements and Management's Report for 2016.

3. At its meeting of 22 February 2017, the Board resolved to make recommendations to the Annual General Meeting of Shareholders for the re-election of Ms. María José García Beato as independent director, the ratification and appointment of Mr. Arsenio Fernández de Mesa y Díaz del Río as independent director and the appointment of Mr. Alberto Carbajo Josa as independent director, all for the four-year term envisaged by the By-laws.
4. At that same meeting, the Board approved all the proposed resolutions and reports to be submitted to the Annual General Meeting of Shareholders in respect of 2016, which was then called. Those proposals were:
  - To approve the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Recognized Income and Expense, Statement of Cash Flows and Notes to the Financial Statements) and Management Report of Red Eléctrica Corporación, S.A. for the 2016 financial year.

- To approve the Consolidated Annual Accounts (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Financial Statements) and Consolidated Management Report of the Consolidated Group of Red Eléctrica Corporación, S.A. and subsidiaries for the 2016 financial year.
- Approve the allocation of results proposed by the Board of Directors at its meeting of 22 February 2017 and, consequently, distribute the profit for the 2016 financial year.
- To approve the management of the Board of Directors of Red Eléctrica Corporación, S.A. over the 2016 financial year.

- To re-elect Ms. María José García Beato as an independent non-executive director of Red Eléctrica Corporación, S.A. for the four-year term envisaged by the By-laws, in accordance with the provisions of Article 529 decies of the Spanish Companies Act.
- To ratify the appointment of Mr. Arsenio Fernández de Mesa y Díaz del Río as an independent director of Red Eléctrica Corporación, S.A., agreed by the Board of Directors at its meeting on 31 January 2017 and accordingly appoint him as an independent director for the four-year term specified in the By-laws, in accordance with the provisions of Article 529 decies of the Spanish Companies Act.
- To appoint Mr. Alberto Francisco Carbajo Josa as independent director of Red Eléctrica Corporación, S.A. for the four-year term of its position specified in the By-laws, in accordance with Article 529 decies of the Spanish Companies Act.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

• In relation to the remuneration of the Board of Directors:

- Approve the remuneration of the Board of Directors of Red Eléctrica Corporación, S.A. for 2017.

- Approve the Annual Directors' Remuneration Report of Red Eléctrica Corporación, S.A.

• Grant authority to execute the resolutions adopted by the 2016 Annual General Meeting of Shareholders.

• Report to the Annual General Meeting of Shareholders on Red Eléctrica's Annual Corporate Governance Report for 2016.

• Report to the Annual General Meeting of Shareholders on the amendment of the Board of Directors Regulations.

5. At its meeting of 25 April 2017, the Board resolved to appoint Mr. Arsenio Fernández de Mesa y Díaz del Río as member of the Audit Committee for a term of three years, and Mr. Santiago Lanzuela Marina and Mr. Alberto

Francisco Carbajo Josa as members of the Appointments and Remuneration Committee for a term of three years.

6. At its meeting of 27 June 2017, the Board approved the Report on the Self-Assessment of the Board of Directors for 2016, prepared with specialized external advice.

7. At its meeting of 26 September 2017, the Board approved the adaptation of the Internal Code of Conduct in the Securities Markets to the Regulations on Market Abuse.

8. At that meeting, the Board also approved a revision of the Internal Audit Charter.

9. At its meeting of 31 October 2017, the Board appointed by co-optation Ms. Mercedes Real Rodríguez as proprietary director of Red Eléctrica Corporación, S.A., representing the Sociedad Estatal de Participaciones Industriales (SEPI), until the next following General Meeting of Shareholders. The appointment filled the vacancy left on the Board of

Directors as a result of the resignation of the proprietary director representing SEPI, Mr. José Ángel Partearroyo Martín, which was accepted by the Board of Directors on 31 October 2017.

10. At its meeting of 31 October 2017, the Board appointed Ms. Mercedes Real Rodríguez and Mr. José Luis Feito Higuera as members of the Appointments and Remuneration Committee for a term of three years and Ms. Socorro Fernández Larrea as member of the Audit Committee for a term of three years, and re-elected Mr. Antonio Gómez Ciria as member of the Audit Committee for a term of three years.

11. At its meeting of 28 November 2017, the Board approved the Induction Plan for new directors that was prepared for the purpose of expediting their integration into the Board of Directors.

12. At its meeting of 19 December 2017, the Board approved Contingency Plans for the succession of the chairman and the managing director.

13. At that meeting, the Board also approved an adaptation to the sustainability criteria of the syndicated credit facility contracted by the Company.

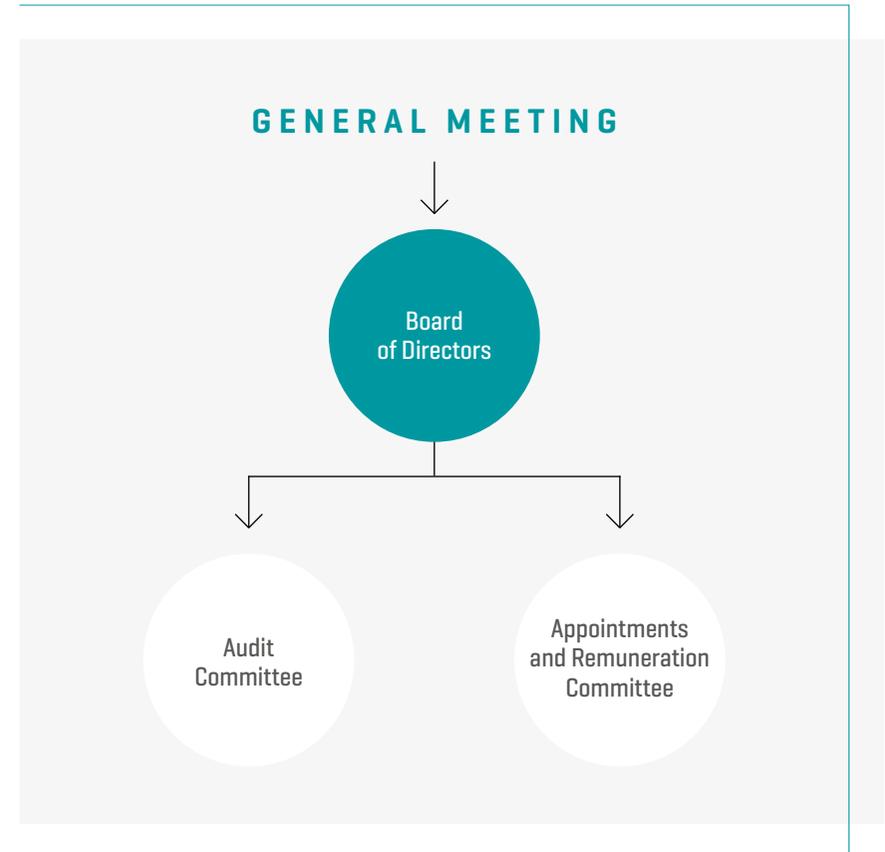
The **resolutions which have been reported to the CNMV as RELEVANT FACTS** during 2017 can be consulted on the Company's website, via this link, [Shareholders and Investors – Significant Events](#),

as well as on the website of the CNMV using the following link: [CNMV – Red Eléctrica Corporación Hechos Relevantes](#).

## 3.3 Committees

In accordance with the By-laws and the Board of Directors Regulations, the Company has two Board committees: the Audit Committee and the Appointments and Remuneration Committee. They have been created by the Board of Directors in order to support the Board in the performance of its duties, with a specially technical character, and to provide greater efficiency and transparency.

The structure, composition, functions and responsibilities of the Committees are laid down in Articles 22 to 24 of the By-laws and developed in Articles 14 to 18 of the Board of Directors Regulations. Both sets of corporate rules have fully adapted to the latest reforms of the LSC, the CGGLC and the most recent international practices and recommendations in relation to the composition of the committees and to the independence and qualifications of their members.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

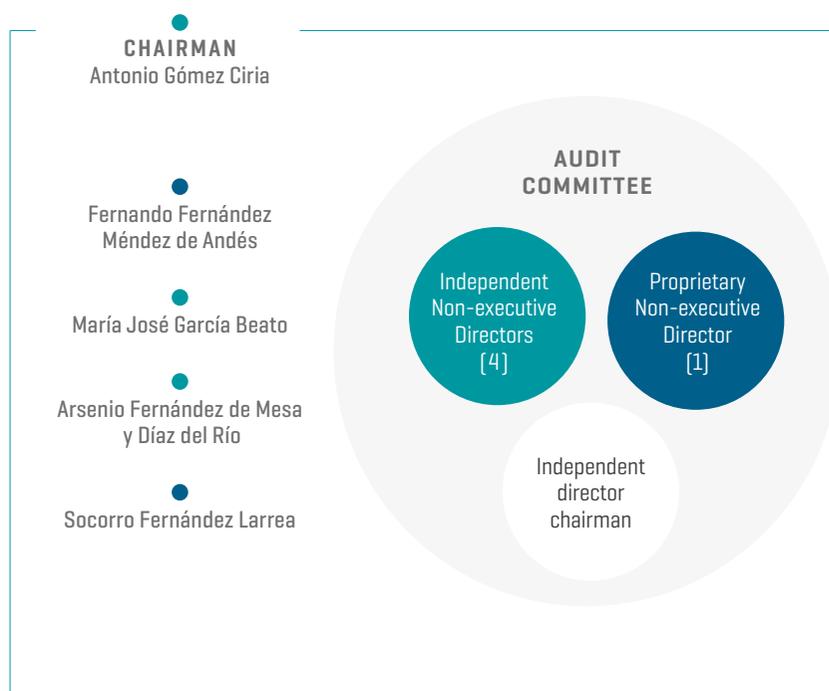
### 3.3.1 AUDIT COMMITTEE

#### 3.3.1.1 Composition

The Audit Committee is made up of five members, all of them appointed from among the non-executive directors and a majority of them being independent directors, for a term of three years.

Throughout 2017 the committee was made up exclusively of non-executive external directors, with a majority of independent directors.

The composition of the Company's Audit Committee at 31 December 2017 was as follows:



#### CHANGES IN 2017:

- In November the Committee's chairman was changed, as the previous chairman was appointed to the Appointments and Remuneration Committee and cease to be member of the Audit Committee.
- The Audit Committee's composition has **increased the number of women** on with respect to 31 December 2016, with the inclusion of a female director to replace a male member of the committee. This raised the number of women from one to two, with a percentage of **40%** of the total.
- Prior to the approval of CNMV Technical Guidelines 3/2017 on Audit Committees in Public Interest Entities of 27 June, the Company was already following its recommendations in relation to **diversity in the**

**Audit Committee's composition**, given that its members have knowledge and experience in accounting or audit matters, or both, and in management, economics, finance and business.

Furthermore, an **expert in integral security** was incorporated to the Committee [as pointed out by the Board when proposing his appointment to the Annual General Meeting of Shareholders]. Integral security refers to physical and cybersecurity. This appointment complied with the recommendation made in the aforesaid Technical Guidelines so that at least one member has **experience in information technologies** given the growing importance of the digital transformation of businesses and processes.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

Director	Position	Type of Director
Antonio Gómez Ciria	Chairman	Independent non-executive
Fernando Fernández Méndez de Andrés	Member	External Proprietary [SEPI]
María José García Beato	Member	Independent non-executive
Arsenio Fernández de Mesa y Díaz del Río	Member	Independent non-executive
Socorro Fernández Larrea	Member	Independent non-executive

% proprietary directors	20,00 %
% independent directors	80,00 %
% other external directors	00,00 %

With respect to the **professional profile of the directors** who compose the Committee, they are particularly well qualified for their position and have extensive professional experience, having held positions of the highest responsibility outside the Company, in functions related to those entrusted to the Committee. Their professional profiles are noteworthy for their knowledge and experience in accounting or auditing, or both, which has been taken into account for their appointment, in accordance with

Article 529 quaterdecies of the LSC and Recommendation 39 of the CBGSC. Furthermore, Article 15.2 of the Board of Directors Regulations goes even further entering, in addition to knowledge and experience in accounting and auditing, knowledge and experience of risk management as criterion in assessing for positions on the Audit Committee, especially the position of chairman.

The Committee's chairman is chosen by its members from among the independent directors on the committee and may be re-elected one year after the cease of its position. The secretary of the Committee is the Board of Directors' secretary.

Over the course of 2017, at the request of the Committee itself, the Audit Committee meetings were regularly attended by the Director of Internal Audit and Risk Control and the Corporate Director of Economics and Finance, solely to report on matters within their remit.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

### 3.3.1.2 Responsibilities and Activity

Amongst other duties, the functions of the Audit Committee include those of providing support to the Board of Directors in its supervision of the financial reporting process,

of the risk management and internal control systems, overseeing the relations with the external auditors, compliance with the law and with internal regulations and the rules governing relations with the Company's shareholders, and any other responsibilities expressly assigned to it by the Board of Directors.

The Committee meets with the appropriate frequency for discharging its duties. In all events, it must meet at least on a quarterly basis and when is called by its chairman or upon request of two of its members, and, likewise, whenever the Board of Directors or the chairman require it to issue reports or submit proposals.

During 2017, the Audit Committee held eleven (11) meetings, and submitted reports on its activities to the Board of Directors the same number of times. At those meetings there was one (1) absence and one (1) attendance by proxy, giving a total of 53 attendances in all, for an attendance rate of 96.4%.

More detailed information on the matters addressed by the Audit Committee during 2017, and the changes in its composition during that year, is available at the Company's website via the following link to the [Activity Audit Committee Report](#).

In 2017, pursuant to key recommendations on corporate governance, the individual and consolidated annual accounts that are submitted to the Audit Committee for its approval by the Board of Directors were previously certified by the managing director and by the Corporate Director of Economics and Finance.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

### 3.3.2 APPOINTMENTS AND REMUNERATION COMMITTEE

#### 3.3.2.1 Composition

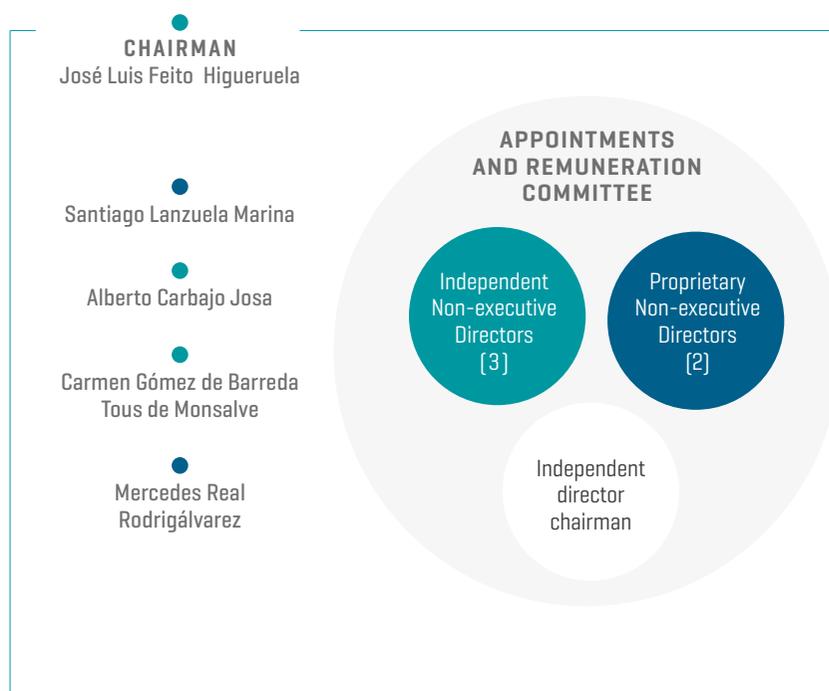
The Appointments and Remuneration Committee is composed of five members, all of whom are appointed from amongst the non-executive directors and with a majority of independent directors, all of them appointed for a three-year term.

Throughout 2017, the Appointments and Remuneration Committee was made up exclusively of non-executive directors, with a majority of independent directors.

The composition of the Company's Appointments and Remuneration Committee at 31 December 2017 was as follows:

Director	Position	Type of director
José Luis Feito Higuera	Chairman	Independent Non executive
Santiago Lanzuela Marina	Member	Proprietary Non executive (SEPI)
Alberto Carbajo Josa	Member	Independent Non executive
Carmen Gómez de Barreda Tous de Monsalve	Member	Independent Non executive
Mercedes Real Rodrigálvarez	Member	Proprietary Non executive (SEPI)

% proprietary directors	40,00%
% independent directors	60,00%
% other external directors	00,00%



#### Changes in 2017:

- Two new members joined the Committee on November, one independent and one proprietary director, replacing two outgoing directors.
- The number of women on the Appointments and Remuneration Committee decreased from 4 to 2, and women now represent 40% of the total; this reduction allowed the incorporation of one female member to the Audit Committee.
- A new chairman was also appointed in that month as consequence of the expiration of the term of the position of the former one.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

With respect to the **professional profiles of the directors** who compose the Committee, they are particularly well qualified for their position and have broad professional experience, having held positions of the highest responsibility outside the Company in functions related to those entrusted to the Committee, so all the Committee members have a proven capacity to perform the tasks entrusted to the Committee, based on their broad experience and knowledge.

The Committee's chairman is chosen by its members from among the independent directors on the Committee and may be re-elected one year after the cease of its position. The secretary of the Committee is the Board of Directors' secretary.

During 2017, when the Committee considered it convenient, the responsible members of the Company's management team attended the Committee's meetings in order to provide the appropriate explanations.

### 3.3.2.2 Responsibilities and Activity

The functions assigned to the Appointments and Remuneration Committee include responsibilities relating to appointments, performance and removal of directors and senior managers, their remuneration, the fulfilment of the duties of directors and the compliance with regulations and activities in the areas of corporate governance, corporate responsibility and sustainability.

The Committee meets with the appropriate frequency for discharging its duties. In all events, it must meet at least on a quarterly basis and when is called by its chairman or upon request of two of its members, and, likewise, whenever the Board of Directors or the chairman require it to issue reports or submit proposals.

During 2017, the Appointments and Remuneration Committee held eleven (11) meetings, and submitted reports on its activities to the Board of Directors the same number of times. At those meetings there was one (1) attendance by proxy, giving a total of 48 attendances in all, for an attendance rate of 98 %.

More detailed information on the matters addressed by the Appointments and Remuneration Committee during 2017, and the changes in its composition during that year, is available at the Company's website via the following link to the [Appointments and Remuneration Committee Activity Report](#).



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

### 3.4

## Relations with the management

The policy of the Board of Directors is to delegate the ordinary management of the Company and the Group to the executive bodies and the management team and to concentrate on its general supervisory function and the approval of basic operating guidelines.

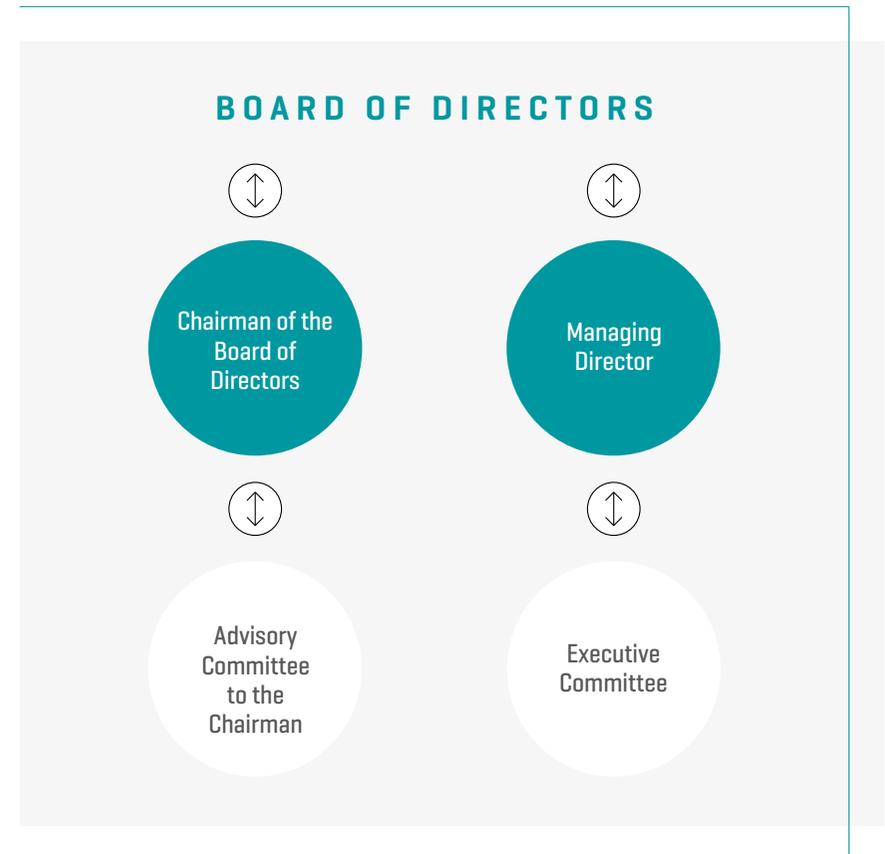
Nevertheless, as a result of the separation of the positions of Board's chairman and managing director, the Company has two clearly differentiated management bodies composed of senior executives:

- Advisory Committee to the Chairman, headed by the chairman of the Board.

- Executive Committee, headed by the managing director.

The secretary of the Board of Directors serves as secretary to both committees.

The creation of the two separate committees was intended to replicate in the organization the model of separation of functions between the chairman and the managing director, with the committee headed by the chairman taking care of overall supervision and strategic oversight, while the committee headed by the managing director engages in permanent monitoring of the business and corporate activities.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# 04

# BALANCER OF POWER ON THE BOARD OF DIRECTORS



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

# Balance of power on the Board of Directors

The Company had been taking steps and implementing new measures in its corporate governance structure since 2012, in line with an international trend of opinion in corporate governance, especially in Europe, that recommends that listed companies separate the positions of chairman of the Board of Directors and chief executive (managing director), so that each is held by a different person.

## Counterbalancing measures approved by the Company since 2012

- Without prejudice to his appointment as executive chairman and chairman of the Board on 2012, the current Board's chairman, Mr. José Folgado Blanco, has never been a member of the Appointments and Remuneration Committee.
- The Board of Directors is currently composed of a significant majority of independent directors (58.3%) who provide a counterweight and balance of powers in the Board's composition.
- The Board of Directors has voluntarily attributed to itself in its internal Regulations, certain non-delegable responsibilities that cannot be performed by the managing director or by Board's committees.
- The procedure for selecting and appointing directors has been strengthened in recent years to improve the diversity of the Board in its broad concept, in terms of gender, age, seniority, experience and knowledge.
- The position of lead independent director was voluntarily created, at the Board's proposal, by the Annual General Meeting of Shareholders of the Company in April 2013, being appointed Ms. Carmen Gómez de Barreda Tous de Monsalve as lead independent director.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

### Counterbalancing measures approved by the Company since 2012 / continued

- At each of its regular meetings, the Board also exercises immediate effective control of the ordinary, extraordinary and urgent actions of the managing director.
- Board's committees, composed of 60% of independent directors in the case of the Appointments and Remuneration Committee and of 80% in the Audit Committee, are attributed broad functions in the By-laws and in the Board of Directors Regulations.

- For years, the Board has been conducting an annual self-assessment, with advice from independent external experts, and publishes such conclusions in the Annual Corporate Governance Reports.
- Since 2010, Red Eléctrica voluntarily submits the annual directors' remuneration report and, since 2007, the annual remuneration of the Board of Directors, to the Annual General Meeting of Shareholders for its approval, as separate and independent items on the General

- Meeting of Shareholders' agenda, along with extensive further details and information on comparable companies.
- In recent years, the Company has voluntarily limited the term of its directors' position to four years, when the legal maximum was six years.

All these practices, jointly with the need to have a Board of Directors fully committed, well balanced and diverse in terms of gender, experience and knowledge, supported by ongoing refresher

programmes for technical know-how, and which acts according to the principle of transparency and quality reporting to the markets, constitute sufficient counterbalancing measures that ensure a robust corporate governance system. This has helped the Board to effectively perform

its general supervisory function and oversee the work of the management team and the executive chairman, until the formal and definitive separation of the two positions.





INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 4.1. Separation of Chairman and Managing Director positions

At its meeting on 12 June 2015, at the proposal of its chairman, the Company's Board of Directors approved the "Report on the separation of the positions of chairman of the Board of Directors and chief executive (managing director) of the Company", which assesses the advantages of this organizational model for Red Eléctrica and its shareholders, with the aim of improving the Company's corporate governance structure existing then. The Extraordinary General Meeting of Shareholders held on 17 July 2015 analyzed the process and, in order to put it into effect, resolved to increase the

number of directors (setting the total at twelve) and appointed Mr. Juan Francisco Lasala Bernad as an executive director of the Company. At its meeting on 28 July 2015, the Board of Directors appointed the new executive director as managing director of the Company.

The reasons that led the Board of Directors to approve the separation of the positions of chairman of the Board of Directors and chief executive (managing director) were as follows:

- The Company had been taking steps and implementing new measures in its corporate governance structure since 2012 and, in 2015, considered that the time to define and implement

a clear, transparent process for transitioning to the new model of separation of positions had come, which would improve on previous experience and had the backing of its shareholders.

- A growing international trend of opinion regarding corporate governance, especially in Europe, recommends that listed companies separate the positions of chairman of the Board of Directors and chief executive (managing director), so that each is held by a different person.

- The basic aim is to prevent excessive concentration of power in the hands of a single person who is both chairman of the Board of Directors and chief executive of the Company, as this could prevent

the Board of Directors and the senior management team from performing their supervisory and management functions properly, with the necessary independence and objectivity.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

- The accumulation of power in the hands of a chairman/ managing director could cause misrepresentations in the performance of the functions of the Board (guided by its chairman) and the senior management team (led by the chief executive), which could give rise to conflicts of interest which, if not handled correctly, might lead to destruction of shareholder value.
- Although the proxy advisors of the most important international investors and prominent institutional shareholders accepted the temporary adoption of counterbalancing measures to mitigate the excessive accumulation of power, such measures were justified only as a temporary solution, combined with a commitment to formally separate the two positions within a reasonable period. What initially was merely a recommendation to separate the positions became a requirement of institutional shareholders and is gradually being adopted by

most listed companies that have a significant proportion of foreign shareholders, as is the case of Red Eléctrica, in which foreign shareholders hold around 70% of the share capital.

- Added to the requirements of shareholders and proxy advisors were those of recognized international bodies and institutions, such as the RobecoSam Dow Jones Sustainability World Index [DJSI], which annually assess the corporate social responsibility practices adopted by large international groups and industrial corporations and listed companies, penalizing in their corporate governance scores and rankings those companies that have failed to effectively separate the positions of chairman and managing director, as was the case of Red Eléctrica.

- At the time the separation was approved, there was in Spain a growing movement among Ibex 35 companies in favour of separating the two positions, as can be seen in the report published by the CNMV on the “Corporate Governance Reports of Issuers of Securities Admitted to Trading on Official Secondary Markets” for 2014, which showed that approximately 40% of Ibex 35 companies had implemented the separation.

The plan provided for a transitional period, which started at the Annual General Meeting of Shareholders held on 17 July 2015 and ended at the Extraordinary General Meeting of Shareholders held on 15 April 2016, when the separation of functions between the chairman of the Board and the managing director was completed. Since the mentioned Shareholders' Meeting, the chairman of the Board of Directors has exclusively had the responsibilities attached to the position of chairman.

#### Transitional period:

- The chairman of the Board continued to hold executive powers and status as chairman of the Board of Directors, with the responsibilities and functions pertaining to that position.

As chairman of the Board, besides the powers established in the LSC [Article 529 *sexies*], the By-laws [Article 20, 21 and 25] and the Board of Directors Regulations [Article 9], the chairman also had the following basic powers:

- To manage and boost the Board's general oversight function.
- To guide and boost the approval by the Board of Directors of the Company's and the Group's Strategic Plan and proper supervision of its execution.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

- To manage and coordinate the approval by the Board of Directors of the Company's and the Group's risk control and management system and the necessary supervision of its implementation and proper functioning.
- To guide the Board's actions in relation to proposals for the appointment and removal of senior managers and to manage and boost the supervision of senior management by the Board.

Regarding the executive functions during the transitional period, the chairman of the Board focused on management, oversight and supervision of the transfer of powers and the effective exercise of executive responsibilities by the

managing director, so that both processes took place in a rational and orderly way.

For the duration of the transitional period, the chairman of the Board retained the necessary powers to ensure that the organizational unit of Red Eléctrica de España, S.A.U. which acts as electricity system operator had the necessary operational autonomy for the required functions, in accordance with applicable regulations. During that period, a study was conducted of the functions that by their nature were transferred directly to the managing director.

- On July 2015, following the Extraordinary General Meeting of Shareholders, the Board of Directors appointed the new executive director as managing director of the Company and approved the delegation of executive authority and responsibilities to him, thus

initiating the process that ensured stability in the transition to the new organizational model.

- The managing director, for his part, took on the functions of his position, under the direction of the chairman of the Board, who retained executive authority for that purpose throughout the transitional period.

The powers of the managing director were focused on:

- Management, coordinating and driving the management of the Company's and the Group's business areas.
- Leadership, initiative and guidance of the execution and implementation of the Company's and the Group's Strategic Plan.
- Efficient implementation of the risk control system approved by the Board of Directors in the Company and the Group and proper oversight of its proper functioning.

- Regular reporting to the Board of Directors on the state of execution and implementation of the Strategic Plan, the functioning of the risk management system and progress in the management of the Group's business areas, so that the Board was able to adequately and effectively exercise its general oversight and control function.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

### Completion of the process:

- The transfer of executive functions and responsibilities to the new managing director was completed at the Annual General Meeting of Shareholders held on 15 April 2016, which approved with a favourable vote of 98.47% the re-election of Mr. José Folgado Blanco, chairman of the Company's Board of Directors, as an "other external" director for a period of four years. Mr. Folgado thus ceased to be an executive director.
- Following said General Meeting of Shareholders, as a result of the final transfer of the chairman's executive functions to the managing director, the Board of Directors adopted the necessary resolutions for the distribution of responsibilities and functions between the two

positions on the terms approved in the separation process. In particular, it resolved to revoke the authority delegated by the Board of Directors to its chairman and the existing authorities granted to the chairman, given the eminently executive nature of those authorities, and maintained the delegation of all the authorities to the managing director.

- Furthermore, the Board of Directors granted new powers to the non-executive chairman of the Board of Directors, in accordance with the responsibilities of the position.

### THE CHAIRMAN OF THE BOARD OF DIRECTORS, CHAIRMAN OF THE COMPANY AND OF THE RED ELÉCTRICA GROUP

According to Article 25 of the By-laws, the chairman of the Board of Directors is the chairman of the Company, and as such is chairman of the Red Eléctrica Group.

Since 8 March 2012 the position of chairman of the Board of Directors of the Company has been held by Mr. José Folgado Blanco. At its meeting on 31 May 2016 the Board of Directors resolved to revoke powers granted to Mr. José Folgado Blanco given that he had ceased to be an executive director at the Annual General Meeting of Shareholders held on 15 April 2016.

In Red Eléctrica the chairman of the Board of Directors is chosen from among the Board's members, after consideration of a report issued by the Appointments and Remuneration Committee, and is the person responsible for leading the Board of Directors and ensuring that it functions effectively. Under the corporate regulations, if the position of chairman falls upon

an executive director, the appointment will require the vote in favour of two-thirds of the members of the Board of Directors.

Under the Board of Directors Regulations, the Board of Directors has reserved to itself, and is not permitted to delegate, the responsibilities and powers it considers strategic, which in December 2016 were expanded with the approval of the amendment to the Board of Directors Regulations. The reserved responsibilities cannot be assumed by chairman of the Board, the managing director or the Board committees.

Article 529 *sexies* of the LSC, which was added in the reform enacted by Act 31/2014 of 3 December, amending the LSC for the improvement of corporate governance, regulated the powers of the chairman of the Board for the first time, naming the chairman as the person ultimately responsible for the effective functioning of the Board of Directors.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

The Annual General Meeting held on 15 April 2015 approved amendments to the By-laws aimed at fully adapting them to the LSC and specifically amended Article 25 of the By-laws to include the powers assigned to the chairman of the Board in the aforementioned Article 529 *sexies* of the LSC.

In addition to Article 25 Articles 20 and 21 of the Company's By-laws assign to the chairman of the Board the functions of representing the Board of Directors on a permanent basis, of calling a vote on Board matters once

they are considered to have been sufficiently debated and ensuring that Board resolutions are complied with.

In addition, Recommendation 33 of the Good Governance Code of Listed Companies (CGGLC) expanded the powers of the chairman of the Board.

Article 9 of the Company's Board of Directors Regulations assigns certain functions to the chairman of the Board and, following the amendment approved on 20 December 2016, has been adapted to the content of Article 529 *sexies* of the LSC, to the abovementioned Recommendation 33 CGGLC and to the changes in the Board's organization and functioning resulting from completion of the separation of the positions of chairman of the Board and managing director, among other things.

Under Article 12 of the Shareholders' General Meeting Regulations, the chairman of the Board of Directors has for many years been responsible

for chairing the General Meeting of Shareholders, anticipating the new legal provision introduced with the recent reform of the LSC.

### *Main responsibilities of the Chairman of the Board, Chairman of the Company and of the Red Eléctrica Group*

- Convene and chair Board meetings, setting the agenda and conducting the discussions and deliberations.
- Prepare and submit to the Board a schedule of meeting dates and, if appropriate, the items of business to be transacted.
- Chair the General Meeting.
- Ensure that directors receive sufficient information in advance to be able to deliberate on the business of the meeting.
- Stimulate debate and active participation by directors during Board meetings, safeguarding their freedom to take positions and express opinions.
- Participate, in coordination with the Appointments and Remuneration Committee and with the lead independent director, in the periodic assessment of the Board of Directors and of the Company's chief executive.
- Review the refresher programme for directors when circumstances so advise.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## THE MANAGING DIRECTOR

The position and functions of managing director and the delegation of powers thereto are regulated in Articles 22 to 25 of the By-laws, and the responsibilities associated with that position are

set out in the document “Process of separation of the positions of chairman of the Board of Directors and chief executive [managing director] of the Company”, and in Article 11 of the Board of Directors Regulations.

Under the Company’s corporate regulations, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, may appoint one or more managing directors from among its members.

Following the appointment of Mr. Juan Francisco Lasala Bernad as executive director of the Company by the Extraordinary General Meeting held on 17 July 2015, the Company’s Board of Directors, at its meeting on 28 July 2015, appointed him as managing director of the Company, a position he continues to hold at the date of this Annual Corporate Governance Report.

### Primary responsibilities of the managing director

- Supervise, coordinate and promote the management of the organization and business areas of the Company and the Group;
- Regularly report to the Board of Directors on the degree of execution and completion of the strategic plan and the budget, the functioning of the risk management system and the progress achieved in the management of the Group’s business areas, so that the Board is able to adequately and effectively exercise its general oversight and control function.
- Lead, promote and guide the execution and implementation of the strategic plan and the budget of the Company and the Group;
- Ensure efficient implementation of the risk control system approved by the Board of Directors in the Company and the Group and effective oversight of its operation;

Those regulations also provide that the managing director or directors may be directors other than the chairman of the Board of Directors and may have such authority delegated to them as is deemed appropriate, although with the necessary scope for the day-to-day conduct and effective management of the Company’s business lines, always specifying the content, limits and types of delegated authority.

Without prejudice to the powers belonging to the chairman of the Board, the managing director will act as the Company’s chief executive and will be responsible for the day-to-day conduct and effective management of the organization and of the Company’s businesses, always in accordance with the decisions and criteria set by the General Meeting and the Board of Directors, each within its remit.

As already indicated, as a result of the separation of the positions of managing director and chairman of the Board, the Company’s management team has two clearly differentiated executive bodies: The **Executive Committee**, which is chaired by the managing director, and the **Advisory Committee to the Chairman**, which, as indicated by its name, is responsible for advising the chairman [who also chairs the committee] on the matters within his remit.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 4.2 Selection and succession processes

**Royal Decree Law 18/2017** of 24 November, amending, amongst others, the Spanish Companies Act on matters of non-financial information and diversity, requires listed public limited companies to include in their annual corporate governance report a description of the diversity policy applied in relation to the Board of Directors, including its objectives, the measures adopted, the way in which they have been implemented and the results in the period covered by the report, as well as such measures as may have been approved on these matters in the appointments committee. In line with the most

recent recommendations on corporate governance, said law promotes a broad concept of diversity and provides that the diversity policy should take in questions such as professional training and experience, age, disabilities and gender and should refer to such measures as have been approved to have the Board of Directors include a number of females that allows a well-balanced presence of women and men to be achieved.

### *Diversity policy in the selection of Directors in Red Eléctrica*

This policy is set out in the:

- The corporate governance policy
- The criteria laid down by the Appointments and Remuneration Committee to define the optimum profile for holding a directorship.
- The Board of Directors Regulations [Articles 15, 18 and 22]
- The By-laws [Article 24]

The corporate governance policy approved by the Board of Directors on 25 November 2014 took into account the objective of improving gender diversity, charting and embracing as objective *“To strengthen the Company’s commitment to diversity of knowledge, experience and gender in Board and committee composition.”*

The practices included in that corporate governance policy include *“Diversity on the Board of Directors. The Company applies the principle of promoting diversity in knowledge, experience and gender among Board and committee members, as an essential factor to enable it to achieve its objectives from a plural and balanced perspective.”*



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

The Board of Directors of Red Eléctrica Corporación, S.A. years ago made a commitment, by way of Article 18.4 jj) of Board of Directors Regulations, to comply with the recommendations on equality and therefore laid down the obligation of the Appointments and Remuneration Committee to prepare an annual report on gender diversity and equality policy and submit it to the Board for approval. That report reflects the Company's concern for diversity and equality. Accordingly, for some years now measures are analyzed and adopted to achieve the right balance within the Board of Directors and throughout the entire organization.

The latest report on diversity and equality approved by the Board of Directors on 30 January 2018 has taken a step forward in diversity reporting, including data not just

on gender but also considering experience, knowledge, age and seniority in the position of the members of the Board of Directors and within the organization.

That report is posted on the corporate website and may be seen via the following link:

[Diversity and Equality Information](#)

Also in relation to this area, the Appointments and Remuneration Committee has a set of **criteria for defining the optimum profile for holding a directorship**, which define the qualities, competences and experience that an ideal candidate for a directorship should have.

That profile takes as initial values for analyzing a candidate for a directorship the experience and knowledge in the energy sector, experience in the business world and on boards of directors and other governing bodies of public and private entities, on boards of directors of listed companies,

experience in finance and in financial markets, and in managing organizations and management teams, as well as command of languages.

Furthermore, before issuing its report or nominating a director, the Appointments and Remuneration Committee always analyzes the diversity of the profiles and contributions of the current members of the Board of Directors, in order to ensure that the Board at all times has the necessary knowledge and experience to successfully undertake the coming challenges and efficiently and proactively advance in the fulfilment of the strategies and objectives of the Company and of the Red Eléctrica Group.

In preparing the nomination, the Appointments and Remuneration Committee, in addition to other proposals and suggestions, can also obtain, when it deems fit, the opinion of international advisors specialized in director selection. They propose various candidates and issue reports evaluating the strengths and experience of each candidate. Those reports are carefully analyzed and assessed by the Appointments and Remuneration Committee when deciding the director nomination it will bring before the Board.

The nominations for directors and the associated reports which the Company has posted on its website, both in Spanish and in English, and which were submitted to the Annual General Meeting of Shareholders held on 31 March 2017, transparently reveal the concern felt by both the Appointments and Remuneration Committee and the Board of Directors for diversity in the composition of the Board



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

of Directors. In those proposals and reports the Appointments and Remuneration Committee and the Board of Directors drew on the criteria that define the profile and the requisite traits considered appropriate for directors to establish the qualities, competences and experience that the candidate directors should have, and assessed and applied them in the selection processes for the directors who were submitted for the approval of the aforesaid General Meeting of Shareholders.

The nominations of directors and the associated reports that were submitted to the 2017 Annual General Meeting of Shareholders may be consulted on the corporate website, via the following link:

[Nominations and reports for appointment of Directors General Meeting 2017](#)

Article 22 del Regulations of the Board of Directors provides that the Board of Directors, within the scope of its powers, will ensure that the nominees are persons of good standing, competence and experience who ensure diversity of gender, experience and knowledge on the Board.

In this context, attention should be called to the important role played by the Appointments and Remuneration Committee in fostering diversity on the Board of Directors. As provided in Article 24 of the By-laws and Article 18 of the Board of Directors Regulations, that committee is charged with setting a target number for the less represented gender, evaluating

the competences, knowledge and experience needed on the Board, submitting to the Board nominations for the appointment of independent directors, reporting on the nominations of other directors, amongst other responsibilities. And Article 15 of the Board of Directors Regulations stipulates that the Audit Committee members will be appointed taking into account their knowledge and experience in accounting, auditing or risk management matters.

As is explained further below in section 7 on Looking to the Future, Red Eléctrica embraces the need for continuous improvement in this area and has therefore begun a study and analysis to review and design a matrix of Board competences, further applying the aforementioned criteria that define the optimum profile by the light of comparable international studies.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

The procedure is regulated in Articles 21 to 23 of the Board of Directors Regulations. According to those articles, directors are appointed by the General Meeting of Shareholders or by the Board of Directors by co-optation. The proposal of appointments—including by co-optation— or the re-election of directors will be made by the Appointments and Remuneration Committee, in the case of independent directors, and by the Board itself in for all other directorships.

The proposal must in all cases be accompanied by a supporting report from the Board evaluating the competence, experience and merits of the proposed candidate. This report will be attached to the minutes of the General Meeting of Shareholders or of the Board meeting.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

The proposal for appointment or re-election of a non-independent director must furthermore be preceded by a report from the Appointments and Remuneration Committee.

The Board of Directors, within the scope of its powers, will ensure that the nominees are persons of good standing, competence and experience who ensure diversity of gender, experience and knowledge on the Board.

To appoint external directors, the Board of Directors must follow the candidate appointment and assessment policy approved by it and may use external advisors when it considers this necessary.

Directors will hold office for the period stipulated in the Company's By-laws.

Article 20 of the By-laws sets the term of office for directorships at four years, and the directors may be re-elected indefinitely, without prejudice to the authority of the Annual General Meeting of Shareholders to remove directors at any time. According to Article 7 of the Board of Directors Regulations, independent directors may not continue discharging their duties as such independent directors for a continuous period of more than twelve years.

#### REMOVAL OF DIRECTORS

This is regulated in Article 24 of the Board of Directors Regulations. According to that article, directors shall cease to hold office when the term for which they were appointed expires, or when so resolved by the shareholders at their General Meeting in the exercise of the powers granted to them by law and by the By-laws. The Board of Directors shall not propose the removal of independent directors before the end of the

term stipulated in the By-laws for which they were appointed, other than with just cause and upon prior report by the Appointments and Remuneration Committee. In particular, just cause will be deemed to exist when the director acquires new positions or new obligations that do not allow him or her to dedicate the time needed to discharge the duties of director, is in breach of the duties inherent in the directorship or becomes subject to any of the situations described in Article 7.2 c) of the Board of Directors Regulations and therefore no longer qualifies as an independent director. The removal of independent directors may also be proposed as the result of public tender offers, mergers or similar corporate transactions which imply a change in the Company's share capital structure, where such changes in the structure of the

Board are fostered by the criterion of proportionality referred to in Article 7.1.c) of the Board of Directors Regulations.

Directors must also place their directorship at the disposal of the Board of Directors and formally tender their resignation, if the Board considers appropriate, in the events provided for in Article 24.2 of the Board of Directors Regulations.

Committee members will leave their committee when they cease to be directors.

Where a director leaves office before the end of his or her term, whether by resignation or for other reasons, he or she will explain his reasons in a letter addressed to all Board members, and, in addition to said resignation being publicized to the market as mandated by the applicable laws, it will be included in the Annual Corporate Governance Report.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## SUCCESSION PLAN AND CONTINGENCY PLANS

At its meeting held on 27 October 2011, the Board of Directors approved the succession plan for the Company's chairman, when the chairman still performed executive functions, following a corporate governance practice that is becoming increasingly common worldwide, involving the preparation and approval by listed companies of succession plans for their chief executive (Managing director), in order to minimize the impact of the handover on the organization, and aiming to determine a model profile for the candidates and ensure the continuity of the business, thereby reducing as far as possible the possible risks or negative effects of the appointment of a new executive chairman, until he or she has fully settled into the role. The Plan established a succession procedure that is split into several

phases, assigning functions to the managing bodies involved; all with a view to creating an environment in which the appointment of a new chairman can be carried out in an orderly and efficient manner that did not affect the Company's ordinary course.

It was possible to apply this plan for the first time in 2012, when Mr. Luis Atienza Serna stepped down as executive chairman of the Company, in favour of Mr. José Folgado Blanco, who had already been sitting on the Board of Directors as an independent director since 2008, which facilitated the handover to the new chairman, whose independent judgement, knowledge of the Company and the industry, as well as his prior experience, leadership and capacity for dialogue with the energy regulator, were notable qualities.

But since 2011, in line with advances in the world of good corporate governance, the Company has undergone significant structural changes on the Board of Directors that directly affect the former Plan: in May 2013 the position of lead independent director was established and in July 2015, the Extraordinary General Meeting of Shareholders approved the separation of the positions of chairman of the Board of Directors and chief executive.

Since that time various legislative changes have been enacted that affect the rules on publicly traded companies and a new Good Governance Code of Listed Companies (CGGLC) was adopted in Spain that recommends that those companies prepare succession plans by having the Appointments and Remuneration Committees prepare and present proposals on a coordinated basis with the lead independent

director. As a result, the relevant amendments were made to the Company By-laws (Article 24.2.f) and to the Board of Directors Regulations (Articles 10.2.1.h and 18.1.m) that directly affect the responsibilities of the Appointments and Remuneration Committee and of the lead independent director in the process of drawing up the succession plans.

In this connection, the Board of Directors, both in the self-assessments of its performance carried out in recent years and in the latest annual corporate governance reports, stressed the need to review and update the 2011 succession plan for the Company's Board chairman



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

because, amongst other reasons, a specific succession plan was needed for the chief executive, whose role was now held by a different person after the separation of the function from that of the Board chairman.

The Appointments and Remuneration Committee and lead independent director worked intensely throughout 2017 on the analysis and preparation of succession plans, with the support of an outside international consultant.

Lastly, at its meeting of 19 December 2017, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, approved the “Contingency plan for succession of the Board chairman” and the “Contingency plan for succession of the managing director”.

The “Contingency plan for succession of the Board chairman” and the “Contingency plan for succession of the managing director” set out the profiles and functions of the offices of Board chairman and managing director, and lay down the actions that should be taken immediately inside the Company if unexpected or unforeseeable

events impede the chairman of the Board of Directors and the managing director from performing their duties during their term of office. Those plans are reviewed at least every six months. Both plans set out detailed objectives, the events that trigger their application, the responsible bodies and the actions to be carried out in each phase, from the first 24 hours through the first month, and assign responsibilities and specific functions, to avoid risks of an unforeseen and disorderly succession.

Work will continue in 2018 on defining the succession plans and revising the approved Contingency Plans.





INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 4.3

# Lead independent director

**Following** the reform of the LSC in December 2014, having a lead director is obligatory in listed companies in Spain in which the chairman of the Board of Directors is an executive director (Article 529 septies LSC). The powers and responsibilities of the lead director have been reinforced in the Good Governance Code of Listed Companies (CGGLC), which explicitly assigns to the lead director functions such as chairing Board meetings in the chairman's absence, having contact with shareholders and investors and overseeing the succession plan for the chairman.

The Appointments and Remuneration Committee and the Board of Directors of the Company believe that the position of lead independent director that was created in 2013, constitutes, given the responsibilities attributed to that office, an effective corporate governance practice, and it has been recognized as such by shareholders and proxy advisors that consider it a key counterweight in the structure and composition of the Board for striking a proper balance of powers and responsibilities.

The Board of Directors resolved to voluntarily create the position of lead independent director at the proposal of the Appointments and Remuneration Committee at the Board meeting of 13 March 2013. On 18 April 2013, the Annual General Meeting of Shareholders approved an amendment to the By-laws which, amongst other issues, included that position on the same terms as on which it had already been included in the Board of Directors Regulations at that same Board meeting. The term of office is three years and the holder may be reappointed. The appointment will be terminated when the lead director ceases to be a director or loses his or her independent status or when the Board of Directors, at the proposal of the Appointments and Remuneration Committee, so decides.

At its meeting on 28 May 2013, the Board of Directors appointed Ms. Carmen Gómez de Barreda Tous de Monsalve as lead independent director for a period of three years. At its meeting of 31 May 2015, the Board approved her re-election as lead independent director for a three-year term, position which she continues to hold at present.



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

The roles and responsibilities of the lead independent director are set forth in Article 25 bis of the By-laws and are implemented in the new Article 10 (formerly Article 9 bis) of the Board of Directors Regulations, as amended on 20 December 2016. The amendment of that article of the Board of Directors Regulations consisted mainly in adapting it to Articles 529 *sexies*, para. 2 and 529 *septies*, para. 2 of the LSC, as well as to Recommendation 34 of the CGGLC.

Following the conclusion of the positions of chairman of the Board and chief executive of the Company, the Board considered appropriate to maintain this role because, among other things, the lead director helps maintain the checks and balances within the Board of Directors in favour of the independent directors and because it is a role that has been very well received by shareholders and proxy advisors.

### Functions and performance of the lead independent director during 2017

The functions of the lead independent director of Red Eléctrica are set out in Article 25 bis of the By-laws and Article 10 of the Board of Directors Regulations.

The essential responsibility of the lead independent director, which must be taken into account in the performance of the other duties, is to organize the possible common positions of the non-executive directors and serve as a channel for expressing or giving voice to these common positions before the chairman of the Board of Directors, the Board itself, and the Board committees.

The main responsibilities of this office are:

#### • In relation to the Board of Directors:

- Chair meetings of the Board of Directors when the chairman is absent or has a conflict of interest and subsequently assess, with the chairman, the matters discussed.
- Call ordinary or extraordinary meetings of the Board of Directors, where justified by good reasons, which must be stated in an attachment to the notice of the meeting, when the request for a meeting has not been met by the chairman of the Board.
- Take part in preparing the annual schedule of meetings of the Board of Directors, in coordination with the chairman, the secretary of the Board and the Appointments and Remuneration Committee.

- Take part in the Board self-assessment and, in particular, lead the periodic assessment of its chairman, in coordination with the Appointments and Remuneration Committee.
  - Voice the concerns of the non-executive directors.
  - Coordinate the preparation of the succession plan for the chairman and, where applicable, the managing director.
- In relation to the independent directors:
- At least once a year, at his or her own initiative or at the initiative of any other independent director, call and chair formal or informal meetings of the independent directors and determine the matters to be discussed, which may include the basic responsibilities of the Board of Directors and senior management, with the possibility of asking for the presence of senior managers at such meetings.



- INTERVIEW WITH THE CHAIRMAN



- INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



- OFFICIAL ANNEX

• **In relation to shareholders:**

Maintain contact with investors and shareholders in order to know their points of view, and to form an opinion as to their concerns in relation to the corporate governance of the Company, in accordance with any general guidelines established by the Appointments and Remuneration Committee or the Board of Directors, to which it will report regularly.

In 2017 the lead independent director held diverse meetings with independent directors to know their concerns and organize their common positions on different matters debated by the Board of Directors.

The lead independent director has taken active part in:

- The design, planning and promotion of the process of separating the positions of Board chairman and managing director.
- The process of preparing the contingency plans for succession of the Board chairman and the managing director, which have been recently approved.
- The annual self-assessments of the Board of Directors.
- The road shows with proxy advisors organized by the Company in 2017 and 2018.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# 05

# ASSESSMENT AND REMUNERATION POLICY





- INTERVIEW WITH THE CHAIRMAN



- INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



- OFFICIAL ANNEX

# 5.1 Assessment

In Article 5 of the Board of Directors Regulations, the Board of Directors has reserved for itself, on a non-delegable basis, an annual assessment of the quality and efficiency of the Board's operation, the performance of the Board chairman and chief executive of the Company of their respective duties, and the effective functioning of the Board committees based on the report brought before it by the Appointments and Remuneration Committee in coordination, where applicable, with the lead independent director or the chairman. The assessment of the performance of the Board, of its chairman, of the Company's chief executive and of the Board committees will be conducted by an outside independent expert at least every two years.

The Board must periodically review the general aspects of the assessment methodology used, the overall results of the assessment and any corrective measures adopted, as the case may be.

For some years now, Red Eléctrica has been carrying out annual evaluations of the operation and performance of the Board of Directors, of the Board chairman and of the Company's chief executive and of Board committees, with the support of external independent advisors. The evaluation for 2016 featured the engagement of a new outside international consultant and was carried out under the supervision of the Appointments and Remuneration Committee, in coordination with the lead

independent director. The following is a summary of the main conclusions reached:

## Main conclusions of the 2016 assessment process

### Improvements proposed by the Board of Directors

- Increase gender diversity.
- Broaden the diversity of knowledge and experience of independent directors in the international area in accordance with the Strategic Plan.
- Formalise an induction plan for new directors.
- Commitment to continuous improvement and ongoing review of good governance practices embraced.

### Improvements proposed by the outside consultant

- The experience and knowledge of future external directors should be aligned with the Strategic Plan.
- Broaden the diversity of independent directors with experience in the infrastructure sector.
- Strengthen the specialized outside advising in the process of reviewing the Group's Strategic Plan.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The Board of Directors has decided to start a new Board self-assessment process for 2017 with the support of an outside consultant.

In relation to the broadening and updating of the Board's knowledge base, Article 26 of the Board of Directors Regulations provides that the Company will have an information programme that provides new directors with quick and sufficient knowledge of the Company, as well as of its rules of corporate governance, and will also offer directors programmes for updating their knowledge when circumstances so require. A new

development in this regard was the approval in 2017 of a new induction plan for directors that sets out the basic information and documents to be provided to directors who have joined the Company recently and specifies the officers responsible for carrying this out.

Also, internal training programmes may be set up periodically on national and international trends in corporate governance.

One tool that has contributed to enhancing the efficiency of the Board and of its committees is the director's intranet portal, where key information is posted such as documents for the meetings of the Board of Directors and of its committees, as well as corporate information of interest on economic, social and environmental matters.

Also of note in this regard is the full digitization in 2017 of meetings of the Board of Directors and Board committees, so that those meetings can now be held via mobile devices (tablets and smart phones), with a corporate intranet specifically designed for this purpose.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## 5.2 Remuneration

The Company applies the principle of setting a remuneration policy for the Board of Directors based on moderation and balance, alignment with the practices of shareholders and investors, transparency and voluntary submission of remuneration proposals and the annual report on director remuneration to the approval of the Annual General Meeting of Shareholders.

For this purpose, a comparative analysis is performed of peer companies and permanent contact is maintained with the Company's shareholders and proxy advisors. As a result of this analysis and of the market research carried out by the Company with the support of an international consultant, in 2014 a new remuneration structure was established replacing the variable remuneration component with a fixed component, such that external directors no longer receive any variable remuneration. Only the remuneration of the

executive director includes variable components tied to short and long-term targets aligned with the Company's prime objectives. It bears emphasis that since 2015 the Company has also considered environmental, social and good corporate governance criteria (ESG) in its calculation of the variable remuneration of the managing director and of senior executives.

**The directors' remuneration policy** was approved by the Annual General Meeting of Shareholders held on 15 April 2015. With the completion of the process of separating the position of chairman and managing director, on 15 April 2016 the Annual General Meeting of Shareholders approved an amendment of that Policy, which is stipulated to remain in effect until 31 December 2018. Its main principles are:



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## GENERAL PRINCIPLES



- Balance and moderation
- Alignment with the practices demanded by shareholders and investors.
- Transparency.
- Voluntary presentation of any decision related to directors' remuneration to the General Meeting's approval.

## PRINCIPLES GOVERNING THE REMUNERATION OF THE EXECUTIVE DIRECTOR



- Alignment with the Company's strategy.
- Reasonable balance between the fixed and variable components to reflect an appropriate assumption of risks combined with the achievement of defined objectives, linked to the creation of sustainable value.
- Alignment with the remuneration established by comparable companies.

## PRINCIPLES GOVERNING REMUNERATION OF NON-EXECUTIVE DIRECTORS



- Linked to actual time commitment.
- Linked to responsibility and performance of their tasks as directors.
- Absence of variable remuneration components in order to ensure their complete independence.
- Sufficient to act as an incentive, without limiting their independence.

The Appointments and Remuneration Committee deems it appropriate to periodically review the Policy of remuneration of the Board of Directors, including in this review process a comparison with reference companies, selecting groups of benchmark companies, and maintaining permanent contact with its shareholders and proxy advisors, in order to check the adequacy and moderation of the

remuneration paid to directors and executive director in market terms.

All of the foregoing principles conform to the Company's Corporate Governance Policy, approved by the Board of Directors at its meeting of 25 November 2014 and published on the corporate website.

Moreover, said remuneration principles comply with the general rules laid down for companies in Article 217.4 of the LSC, regarding the need for remuneration to be commensurate with a Company's size and importance, economic position, comparability, profitability and sustainability; and the need not to encourage excessive risk taking and not to reward adverse results.

Both the Directors' Remuneration Policy approved in 2015 and the amendment to that policy approved in 2016 are published on the corporate website:

[Directors' Remuneration Policy](#)

[Amendment to Directors' Remuneration Policy](#)



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## HIGHLIGHTS OF DIRECTOR REMUNERATION

Since 2010, Red Eléctrica voluntarily submits the Annual Report on Directors Remuneration and, since 2007, the annual remuneration of the Board of Directors to the Annual General Meeting for approval, as separate and independent items on the General Meeting agenda. Consequently, the proposals and reports on these matters are submitted to the shareholders for a binding vote.

This line of action was continued in 2017 and the remuneration of the Board of Directors for that year and the annual directors' remuneration report were submitted

for approval [in a binding vote] of the shareholders as separate and independent points on the agenda of the Annual General Meeting of Shareholders. Red Eléctrica Corporación S.A. thus continues to align itself with corporate governance best practices, giving shareholders the necessary autonomy and independence of opinion to be able to vote on each General Meeting resolutions individually and separately. The proposed Board remuneration was supported by practically all of the shareholders at the Annual General Meeting held on 31 March 2017, with only 0.7% voting against. For years the government-owned shareholder SEPI has abstained from voting on Board remuneration matters at the Annual General Meeting of Shareholders, in line with the policy it follows in all listed companies in which it holds a minority interest.

As in the previous year, at the Annual General Meeting of Shareholders to be held in 2018 the annual directors' remuneration report and the Board of Directors' remuneration for 2018 will be submitted to the shareholders for a binding vote of approval as separate and independent points on the agenda.

The accompanying chart summarises the main components of the current remuneration policy for non-executive directors [including the Board chairman] and for the managing director. For more information, consult the corporate website to see the proposals for the annual remuneration report

of directors and the annual remuneration of the Board of Directors for 2018, which will be submitted to the Annual General Meeting of Red Eléctrica to be held in 2018, as separate points on the agenda, at the following link: [Annual Report on Director Remuneration and remuneration resolutions for 2018](#)



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## REMUNERATION OF BOARD OF DIRECTORS IN 2018

	COMPONENT	DESCRIPTION
<b>Non-executive directors</b>		
	Fixed remuneration	130,742 €/yr per director
	Per diems for attending meetings of the Board of Directors	1,500 €/yr for personal attendance by each director of each ordinary Board meeting
	Chairman of the Board of Directors	399,170 €/yr
	Service on Board of Directors Committees	27,900 €/yr for each member of the Board committees 15,000 €/yr in addition to each chairman of the Board committees
	Lead Independent Director	15,000 €/year
<b>Managing Director</b>		
	Annual Fixed Remuneration	399,170 €
	Annual Variable Remuneration	<p><b>Target: 75% of the annual fixed remuneration.</b>  <b>Maximum: 82.5% of annual fixed remuneration</b>  <b>Metrics:</b> Tied to achievement of a combination of concrete, predetermined and quantifiable economic-financial, industrial, operational and qualitative targets (including ESG) aligned with the corporate interest and in line with the Strategic Plan of the Red Eléctrica Group</p> <p>Economic-financial targets: Maximum weighting of 70% in the aggregate annual variable remuneration            Qualitative targets: Maximum weighting of 30%, which can be raised to 40% in the event of overachievement, in the overall incentive. 75% of the annual variable remuneration is payable in cash and the remaining 25% in shares</p> <p>The managing director has made the commitment to the company for so long as he holds that office to hold the shares received for at least five years. Subject to clawbacks</p>





INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## REMUNERATION OF BOARD OF DIRECTORS IN 2018 / continued

	COMPONENT	DESCRIPTION
<b>Managing Director</b>		
	Multi-Year Variable Remuneration	<p><b>Target: 1.8 times the annual fixed remuneration</b>  <b>Maximum: 110% of the target</b>  <b>Metrics:</b> Economic-financial and operational targets envisaged in the Strategic Plan 2014-2019            The Plan is structured in a single 6-year cycle            Payable in cash            The weighted average achievement of the targets as a whole must reach at least 70%            Subject to clawbacks</p>
	Defined-contribution company retirement plan	Annual contribution equivalent to 20% of annual fixed remuneration
	Supplement in respect of company benefits	Supplement, in cash or in kind, which the managing director assigns to company benefits (life insurance, medical insurance, vehicle, etc.): 60,000 €
	Severance pay	<p>Indemnity for departure: indemnity equal to one year's salary            Base salary: fixed and variable remuneration calculated considering 100% achievement of targets</p>



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX



# APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

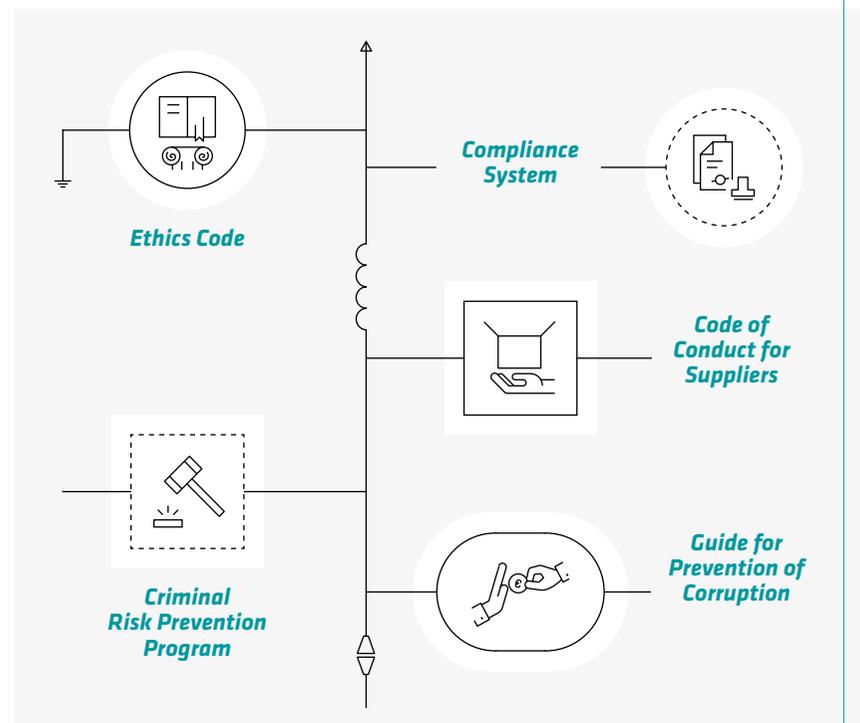
# 6.1 Ethics

For the Red Eléctrica Group, ethics and compliance are fundamental pillars of the proper pursuit of its business. This means acting with the utmost integrity in the performance of the Company's obligations and commitments, as well as in the relations and engagement with its stakeholders.

The Red Eléctrica Group has a number of rules of corporate conduct that lay down the values and standards of behaviour that must be embraced by all persons in the Red Eléctrica Group in the performance of their professional activities.

Red Eléctrica has a Compliance System aligned with best practices in this field, so as to ensure that the organization properly respects the obligations established and undertakings given and so develops a culture in which compliance risks are managed proactively.

## INTEGRITY MODEL OF THE RED ELÉCTRICA GROUP





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

### 6.1.1 ETHICS AND COMPLIANCE CULTURE

Awareness and training are key factors in developing a culture of compliance within the organization. Participation in the awareness-building actions and compliance training is mandatory for all members of the Red Eléctrica Group. The content of these actions is adapted to the needs and responsibilities of the functional areas and other affected areas of the Group.

The Compliance Unit is responsible for creating an enterprise-wide awareness and understanding of the importance and strategic role of the Red Eléctrica Group's compliance system within the organization's integrity culture.

The actions included in the plan for building awareness and disseminating the Compliance System that was carried out in 2016-2017 and will be continued in the coming years included the startup of a programme of classes on the compliance

system attended in person by the members of the organization, with the participation of compliance expert advisors.

In addition, a Compliance Forum has been set up with representatives from different areas of the organization responsible for liaising with the Compliance Unit. The forum serves as a means of communication and general exchange of information on the compliance function, and on the novelties and best practices seen at the national and international level in that field.

As part of its commitment to regulatory compliance, Red Eléctrica has joined the Spanish Compliance Association [Asociación Española de Cumplimiento — ASCOM]. ASCOM was formed in 2014 as the first association with the objective of professionalizing the Compliance function, offering all its professional member and entities a platform to exchange ideas and best practices.

In-person training in the compliance system and function, as well as in the methodology for assessing compliance risks, targeted at specific groups within the organization



Composed of the main units, representatives and key positions in the compliance function, serving as means of communication and general exchange of information, and sharing of new developments and practical improvements seen at national and international level in compliance matters



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

### 6.1.2 ETHICS CODE

The purpose of the Red Eléctrica Group's Ethics Code is to provide an ethics guide for the management, directors and employees of the Red Eléctrica Group, laying down the values and commitments that should govern their activity in the Group.

The current version of the Red Eléctrica Group's Ethics Code was approved by the Board of Directors on 28 May 2013, responding to the demands of stakeholders and the recommendations of the bodies that set standards in this field, notably including the United Nations Organization, the European Union, the Organization for Economic Cooperation and Development and international bodies such as Transparency International and Fundación Étnor, amongst others.

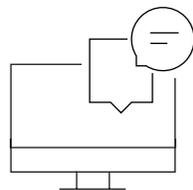
### 6.1.3 ETHICS CHANNEL

To encourage application of the Ethics Code, the Red Eléctrica Group has established an ethics channel on its corporate website, where users can submit inquiries, report wrongdoing and make suggestions to the Ethics Officer. The channel is

audited periodically and ensures the confidentiality of its users.

Red Eléctrica also has another channel for receiving reports of non-compliance, complaints, inquiries and ethical suggestions, the DÍGAME telephone hotline, which is available to external stakeholders who are not aware of the Ethics Channel.

#### COMMUNICATIONS CHANNELS WITH ETHICS OFFICER



ETHICS CHANNEL

#### DÍGAME



This service refers inquiries to the Ethics Officer, preserving confidentiality.

During 2017 the Ethics Officer was consulted 26 times via the Ethics Channel, with a maximum resolution time of 10 days. The consultations referred to the following standards of behaviour:

- Integrity, responsibility and transparency,
- Respect, dignity and non-discrimination,
- Responsible monitoring of management of suppliers,
- Limits on acceptance of gifts, loans and invitations.
- Proper safeguarding of information systems.

In 2017 seven breaches of the Ethics Code were received, five of which were resolved during the year and two are in the process of being resolved. More detailed information on those reports of breaches can be seen at the Company's website via the following link:

[Annual executive report on management of the Ethics Code](#)

### Ethics Officer

To ensure awareness, application of and compliance with the Ethics Code, Red Eléctrica appointed Rafael García de Diego, general secretary and secretary of the Board of Directors, as Ethics Officer and stakeholder ombudsman. The responsibilities of the Ethics Officer are as follows:

- Respond to inquiries and advise all stakeholders on any doubts regarding the values and commitments set forth in the Ethics Code.
- Investigate complaints by examining and investigating the conduct of the employees or organizational units concerned.
- Prepare action plans to resolve complaints and submit them to the chairman of the Red Eléctrica Group for approval, or to the chairman of the Audit Committee if the complaint concerns a member of the Executive Committee.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

- Keep an up-to-date record of activity (inquiries, complaints, action taken and notifications to interested parties).
- Keep claimants informed of the status and resolution of their inquiry or complaint, when so requested.
- Prepare a periodic report reviewing the system and proposing improvements to the complaints management system.
- At all times keep the identity of the complainant confidential, unless disclosure is required by law.
- Perform the functions of the post with independence, rigour and equanimity.

#### 6.1.4 TAX STRATEGY

The responsibility for setting tax strategy, formulating policy on tax risk management and control, and approving investments or transactions which due to their amount or special characteristics are considered strategic or which entail particular tax risk is reserved to the Board of Directors and

The Red Eléctrica Group is committed to complying with tax legislation and with its tax obligations, fosters a cooperative relationship with the tax authorities and considers the tax contribution in all territories where it operates as significant for the overall economic and social development.

cannot be delegated. This reflects the strategic role of Boards of Directors in tax matters.

The **Tax Strategy** of the Red Eléctrica Group was approved by the Board of Directors on 30 June 2015 and has as its purpose to define the approach to be taken to tax matters on a consistent basis and aligned with the strategy of the Group. It lays out the vision and objectives in the tax area, and is based on the three core values of transparency, good governance and responsibility.

The tax strategy's vision can be summed up as follows:

“Manage tax matters proactively, acting responsibly and transparently towards all stakeholders and in such a way as to comply with tax legislation and minimize reputational

risk, making compliance compatible with protection of shareholder value.”

The scope of application of the Tax Strategy includes all Red Eléctrica Group companies and covers the following tax obligations:

- Fulfilment of the obligation to file returns for and pay for taxes charged and borne.
- Fulfilment of the obligation to file returns for and pay taxes collected and paid for the account of third parties.
- Fulfilment of tax reporting obligations.

On 29 September 2015 the Board of Directors approved the Red Eléctrica Group's **Tax Risk Control and Management Policy** and its

integration into the Integrated Risk Management Policy. The tax risk management and control systems are described in Section 6.3 of this Report.

As part of the development of good practices that reduce tax risks, the following actions have been taken:

- Reporting on the tax policies applied in the annual corporate income tax return for 2016. This was done before the annual tax filing, at the Audit Committee meeting held on 21 June 2017.
- Reporting on the tax policies applied in the closing of accounts for financial year 2017. This was done in the Audit Committee meeting on 24 January 2018, before the financial statements for 2017 were authorized for issue.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The Red Eléctrica Group has an enterprise-wide Risk Management System that includes the main tax risks for the Group and the mechanisms for their mitigation, control and management.

In addition, the Group has a System for Internal Control over Financial Reporting (ICFR) that includes tax reporting and processes and their associated controls, based on the COSO (Committee of Sponsoring Organizations of the Treadway Commission) methodology. These processes and systems undergo systematic internal and external audits.

The Red Eléctrica Group has diverse mechanisms to prevent unlawful operations, money laundering and asset stripping. These include the Ethics Code, the Code of conduct for suppliers, the Programme for the Prevention of Criminal Liability and the “Guide for the Prevention of Corruption: Zero Tolerance”, which is made available to Red Eléctrica Group employees, suppliers and stakeholders on the corporate website. The Red Eléctrica Group

also carries out awareness-building actions and ongoing training in which those documents are given to employees.

The Red Eléctrica Group’s Ethics Code and Tax Strategy establish a commitment not to create companies in order to evade tax in countries considered tax havens.

The Red Eléctrica Group has no presence or any operations in territories officially classified as tax havens [2] according to the current regulations.

Furthermore, at its meeting on 29 September 2015, the Board of Directors of Red Eléctrica Corporación, S.A. approved a resolution requiring the Red Eléctrica Group to subscribe to the **Code of Best Tax Practices** adopted by the Spanish Tax Agency (AEAT) within the framework of the Large Businesses Forum (Foro de Grandes Empresas). Adherence to those practices is in line with the tax principles and guidelines set out in the Group’s Tax Strategy.

On 28 October 2016, the Large Businesses Forum approved a proposal to strengthen good practices in business tax transparency, and proposed that companies issue an **“Annual Report on Tax Transparency for Companies Adhering to the Code of Good Tax Practices”**. Pursuant to the above, in 2017 the Red Eléctrica Group voluntarily submitted that tax transparency report to the Spanish tax administration in respect of fiscal 2016.

Following the practice started in 2014, and with the aim of voluntarily offering greater **tax reporting transparency** to its different stakeholders, the Company published its total tax contribution, making clear the significant economic and social role of the taxes paid by the Group.

In order to calculate its total tax payments, the Red Eléctrica Group uses PricewaterhouseCoopers’s Total Tax Contribution (TTC) framework, which measures the total impact derived from a Company’s payment of tax.

This appraisal is conducted in terms of the total contribution of taxes paid to the different Tax Authorities, directly or indirectly, as a result of the Red Eléctrica Group’s economic activity.

The Red Eléctrica Group’s total tax contribution for 2017 is published in the 2017 Sustainability Report.

[2] Royal Decree 1080/91 of 5 July, as amended by Royal Decree 116/2003 of 31 January on the European list of non-cooperative tax jurisdictions approved by the ECOFIN at its meeting of 5 December 2017 and the List of non-cooperative tax havens compiled by the OECD.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## 6.2 Compliance

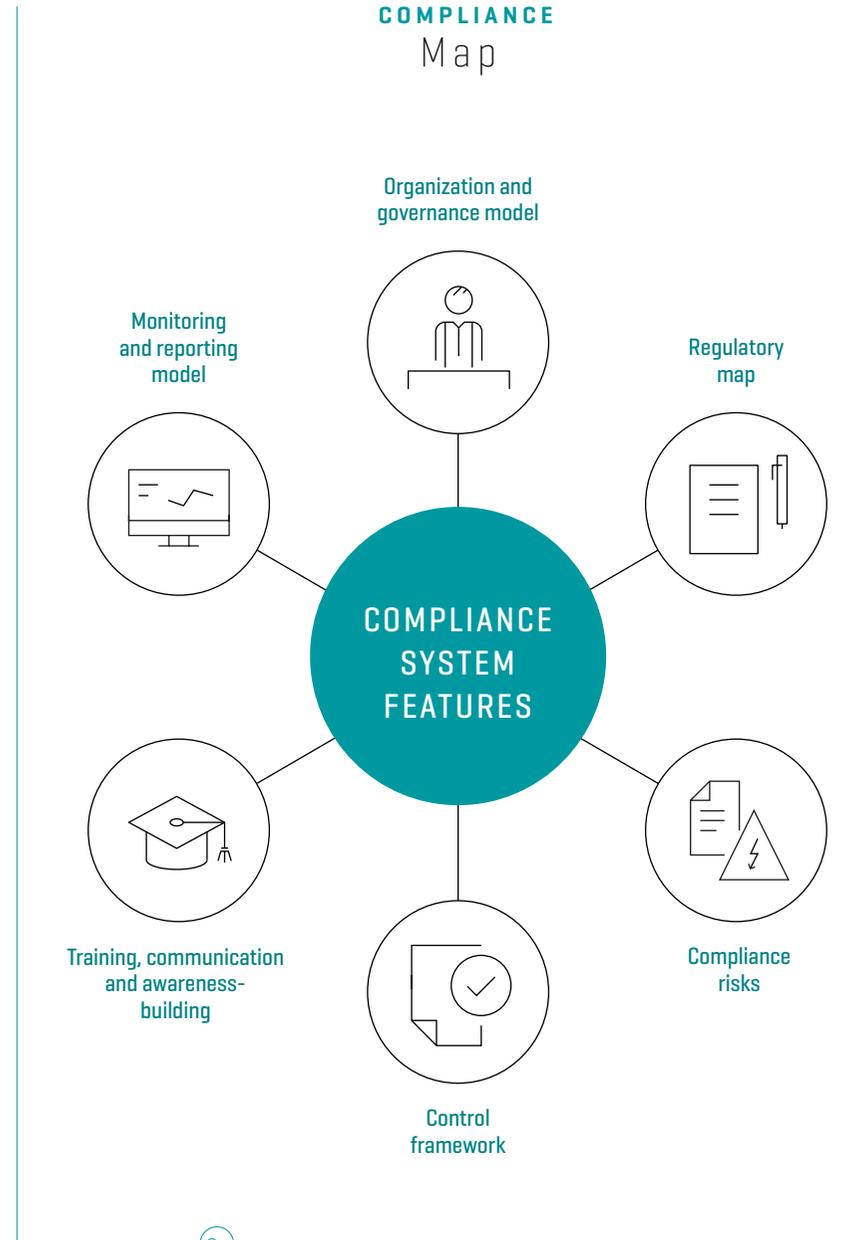
### COMPLIANCE SYSTEM

Strengthening the compliance functions is a priority line of action in the Red Eléctrica Group given, amongst other circumstances, the demanding attitude of its stakeholders in relation to service excellence and to the highest ethical standards in its operation, as well as the growing geographical diversification of the Red Eléctrica Group and the progressive expansion of the scope of its activities.

Red Eléctrica has developed a Compliance System aligned with best practices in this field with the aim of supporting the organization in complying with its obligations and commitments. The purpose of the compliance function is to promote a comprehensive vision that anticipates compliance risk and ensures that it is controlled

efficiently, guaranteeing that said risk is managed on a coordinated and unified basis across the entire enterprise.

Pursuant to the Red Eléctrica Group's commitment to responsible and sustainable management, and in accordance with management best practices, the organization has a Compliance Unit that forms part of the Internal Audit and Risk Control Department. The unit is **responsible for designing, developing, implementing and monitoring the Red Eléctrica Group Compliance System.**





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The Red Eléctrica Group continuously fosters extending its culture of integrity to all areas of the Company as a cornerstone of due diligence in managing compliance risk.

### Key actions in 2017

- Design of a specific methodology for assessing compliance risks
- Preliminary mapping of compliance risk
- Development of the Plan to build awareness and disseminate the compliance system
- Startup of the Compliance Forum
- Maximum score [100 points out of a 100] in the codes of conduct/compliance/anti-corruption and bribery section of the Dow Jones Sustainability Index 2017 for the third straight year

### Assessment of compliance risks

During 2017 Red Eléctrica defined a specific methodology to assess compliance risks, aligned with the corporate methodology for risk assessment, and with the aim of having a detailed diagnosis of the inherent risks faced by the organization in compliance matters and the existing control framework for preventing those risks.

This assessment methodology has begun to be applied to the main regulatory compliance risks to which the Company is exposed, which are identified by means of the "key obligations" set out in the regulatory maps previously drawn up for each area of compliance.

### PREVENTION OF CRIMINAL RISKS

Red Eléctrica has a Criminal Risk Prevention Programme aimed at identifying the rules, procedures and tools established to avoid the breach of legal rules that carry criminal liability for the Company and its employees and to adapt them to the regulatory environment. This widens the due control exercised by the Red Eléctrica Group to take in the management and prevention of criminal risks that can affect its activity and business sector under the Spanish Criminal Code [Código Penal].

The Programme, approved by the Board of Directors of Red Eléctrica at its meeting of 24 November 2011, has a control management body to supervise the compliance with the programme and to carry out specific actions to ensure it is kept up to date and executed properly.

That body is composed of the following members:

- The Ethics Officer

- Representative of the Department of Risk Control, Compliance and Quality
- Representative of the Internal Audit Department
- Representative of the Department of Organization and Human Resources Planning
- Representative of the Legal Department

This body receives reports from the Internal Audit Department which reports the results of its audits in the Criminal Risk Prevention Programme, as well as the Department of Risk Control, Compliance and Quality, the Legal Department and the Department of Organization and Human Resources Planning.

In addition, the Ethics Officer reports to the Control and Supervision Body on reports of wrongdoing received that may have criminal law implications. This body guarantees the confidentiality of all information received, as done by the Ethics Officer.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

As well as other functions that rest with the control and supervision body of the Criminal Risk Prevention Programme as body responsible for the monitoring, enforcement and updating of the programme, it periodically reports to the Audit Committee on the actions carried out, proposed improvements, updates implemented, measures agreed, and any other issues considered significant in the discharge of its functions. The Control and Supervision Office monitors the control measures associated with the prevention of criminal risks, compliance with the programme and its frequency.

## PREVENTION OF CORRUPTION

The Ethics Code and the related inquiries and complaints management system, which also includes the fight against corruption, is an effective mechanism for the detection and treatment of possible cases of corruption and fraud.

In addition, in 2015 the Board of Directors approved a guide for the prevention of corruption that applies the corporate values and standards of behaviour set out in the Ethics Code that is related to the principal manifestations of corruption. All members of Red Eléctrica Group have the obligation to know and apply the content of that guide and review how they act in light of the principles, commitments and controls established there.

The above is supplemented by specific periodic checks of the processes considered susceptible to the risk of corruption and fraud. Those controls involve internal audits based on the programmes for prevention of fraud and for the prevention of criminal liability, which include specific controls for those risks.

Furthermore, Red Eléctrica's processes are integrated into systems organized in accordance with international standards [ISO 9001, ISO 14001 and OHSAS 18001] and their design has included controls to mitigate or reduce the main risks associated with those processes.

In addition to these processes, there is a system for internal control over financial reporting [ICFR] that includes controls for the risks of inappropriate use of assets and intentional misrepresentations in financial statements. The independent assurance report on that system is included as an annex to this report.

In 2017, in accordance with the standards of conduct set out in the Ethics Code, which prohibits contributions to political parties and organizations, no donations, subsidies or loans were made by the Group to political parties.

During the past year no reports of wrongdoing were received in the Ethics Channel in respect of possible cases of corruption. No company in the Red Eléctrica Group has been investigated or convicted by any court of wrongdoing in cases of corruption.

## Main objectives for 2018

- Review and update of the Ethics Code of the Red Eléctrica Group to adapt it to best practices in compliance matters
- Advance in the Compliance System governance and organizational model
- Advance in the methodology for monitoring and controlling compliance risks
- Develop the plan for training, awareness building and education in the compliance culture for 2018.





INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## 6.3

# Integrated risk management and control

### 6.3.1 INTEGRATED RISK MANAGEMENT SYSTEM

An Integrated risk management System has been in place in the Red Eléctrica Group since 2002 for the purpose of achieving the Group's strategies and objectives, ensuring that the risks that can affect them, including tax risks, are identified, analyzed, evaluated, managed and controlled in a systematic manner, subject to unified criteria and within the acceptable risk level approved by the Board of Directors.

The management System conforms to the ISO 31000 standard for risk management principles and guidelines and operates on a comprehensive and continuous basis. That management system

is consolidated by business unit, subsidiary and support at the corporate level.

In 2015 work started on a gradual review of the compliance of the five components of internal control, according to the COSO Integrated Framework, May 2013. At the end of 2015 the audit firm Ernst & Young (EY) reviewed the first of these components ["Control Environment"] and in November 2016, the second

["Risk Assessment"]. In both reviews the auditor came to the conclusion that the elements and activities relating to the control environment are formally established and in place in all areas/operations of the organization and that, furthermore, in many cases the best practices in this field have been implemented.

In 2017 EY audited the integrated risk management System and concluded that the system has been implemented in accordance with the ISO 31000 standard.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The Red Eléctrica Group has an integrated risk management Policy and a general procedure for enterprise risk management and control, based on the COSO II Integrated Framework for Enterprise Risk Management [Committee of Sponsoring Organizations of the Treadway Commission].

### Integrated Risk Management Policy

According to the Board of Directors Regulations of Red Eléctrica Corporación, approving the risk control and management policy is the responsibility of the Board of Directors.

The risk control and management policy identifies the different types of risk, sets the level of risk the Group considers acceptable and sets out action guidelines to manage and mitigate risk.

In 2015 this policy was expanded to include the Tax Risk Control and Management Policy and the action guidelines for Managing and mitigating tax risks.

This policy is fully aligned with the Group's current strategic plan and is available in the Corporate Governance section of the corporate website via the following link: [Integrated Risk Management Policy](#).

### General Procedure for Integrated Risk Management and Control

The general procedure for integrated risk management and control regulates the identification, analysis, assessment and control

of the management of the material risks faced by the Group.

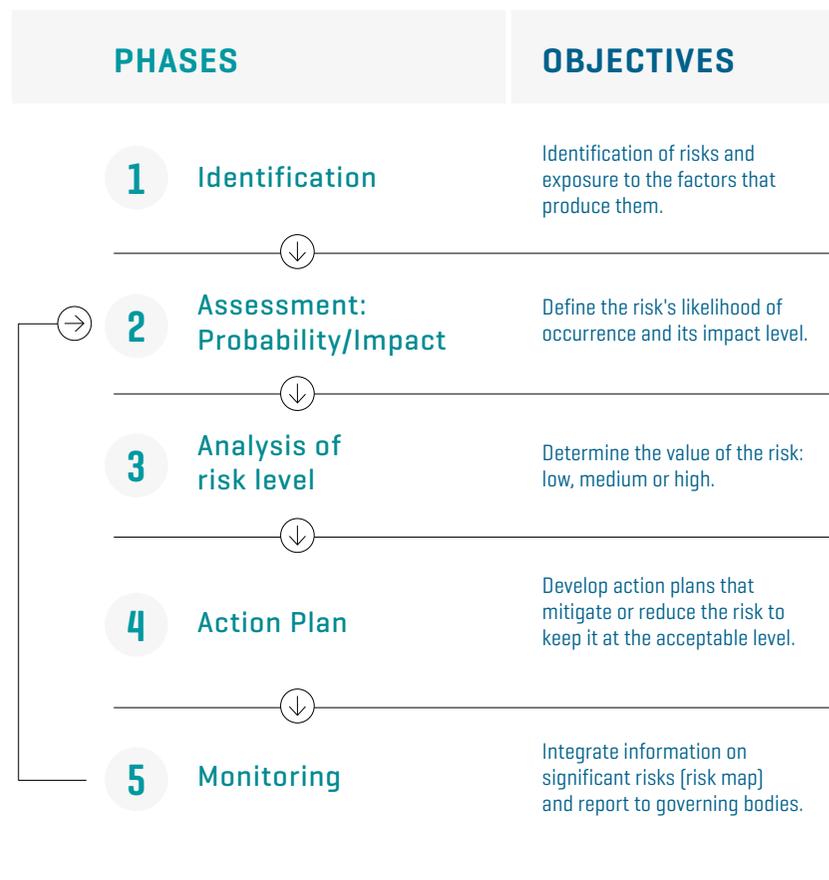
The procedure is intended to ensure that managers at all levels within the Group are aware of and assess the risks that threaten the Group's strategies and objectives, take those risks into account in their activities and keep them within the set levels of acceptable risk.

### Organizational structure

The risk management System is integrated in nature, insofar as all of the Group's business units participate in it, along with the different governing bodies, within a systematized management process, in line with the criteria and guidelines established in the General Policy and Procedure for Enterprise Risk Management and Control.

The Policy and the Procedure define the different responsibilities of each of the units and governing bodies of Red Eléctrica Group and also the information flows and activities to be carried out, in accordance with the model that appears in the figure below.

## INTEGRATED RISK MANAGEMENT AND CONTROL PROCESS





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## ORGANIZATIONAL SCHEME

- Approve the risks policy.
- Approve criteria for acceptable risk level.
- Supervise effectiveness of integrated risk management system on half-yearly basis.



**Board of Directors  
Audit Committee**

**Advisory Committee  
to the Chairman**



- Monitor the map of key risks
- Ensure proper control and monitoring of risk management and of the action plans

Risks Policy | Acceptable Risk Level | Management and control procedure

**GUIDELINES**



**INFORMATION**

Annual Risks Map | Half-yearly Monitoring high-level risks | Annual Risk status sheets

Quarterly Environmental indicators | Annual Annual plan of actions

- Support units in implementing the integrated risk management and control procedure.
- Oversee that risks are managed within an acceptable level of risk.
- Monitor the Group's risk level and the evolution of key risks.
- Assess the flow of information to the governing bodies.



**Internal Audit and  
Risk Control Department**



**Organizational units  
responsible for processes  
and projects**



- Spot and report to Internal Audit and Risk Control Department the appearance of material new risks or significant changes
- Assess material risks with support from the Internal Audit and Risk Control Department to manage those risks
- Manage activities, processes and projects according to the acceptable risk level set



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The Board of Directors Regulations expressly gives the **Board of Directors** responsibility for approving the Integrated Risk Management Policy of the Group. This includes setting the level of acceptable risk and receiving reports on and periodically monitoring the internal control, prevention and reporting systems. The Board reviews the risk control system and material risks, including tax risks, at least twice a year, without prejudice to the information it receives on a regular basis from the Audit Committee as part of the ongoing monitoring process carried out by that committee.

The Audit Committee is responsible for periodically supervising the effectiveness of the integrated risk management system, including tax risk, to ensure that material risks are identified, kept within the established acceptable risk levels and properly reported.

The **Advisory Committee to the Chairman**, composed of managers from the most significant and strategic areas of the Company, is assigned the functions of monitoring the material risks

map and ensuring that the risks classified as high level and other especially important risks, as well as the critical action plans to mitigate those risks, are properly controlled and monitored.

The **Internal Audit and Risk Control Department**, reporting to the office of the chairman, is responsible for coordinating and supporting the risk identification, analysis and assessment process and periodically controlling risks. This department submits the appropriate reports to the Advisory Committee to the Chairman, Audit Committee and Board of Directors.

The **organizational units** are involved in the risk management system within the process of identification, analysis and evaluation, together with the **Internal Audit and Risk Control Department** and in the implementation of action plans.

### 6.3.2 MAIN RISKS, TOLERANCE LEVEL AND RESPONSE SUPERVISION PLANS

#### Main risks that may affect the achievement of the Group's strategies and objectives

The Red Eléctrica Group's core business is the transmission of electricity and the operation of the electricity system in Spain, which are regulated activities, insofar as they are critical to the security and continuity of electricity supply and are carried out on an exclusive basis.

This classification as a regulated activity affects both the determination of revenues and the legal environment and conditions in which it has to undertake its principal activities.

The types of risks the Group faces in the pursuit of its strategies and objectives can be classified as follows:

#### Operational Risks:

- Operational risks that may affect the electricity system. Risks related to the correct functioning of the Transmission Network and System Operation.
- Environmental and personal safety risks. Risks related mainly to the environment in which the Group carries on its activities and the safety of the people involved in those activities.
- General security risks. This category groups together the risks related to physical security and cybersecurity.
- Other operational risks. Operational risks not included in the previous categories.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

**Regulatory risks:**

- Regulatory risks as Spanish TSO. Risks associated with the regulations to which the Group is subject in its role as Spanish TSO.
- Other regulatory risks arising from regulations other than those indicated above. These specifically include tax risks. Tax risks: risks arising from the application of tax regulations, difficulties in interpreting those regulations or amendments to those regulations and the possible impact the Company's management of its tax affairs could have on its reputation.

**Financial and counterparty risks:**

- Financial and counterparty risks. Financial risks, market risks and risks arising from the failure of counterparties to perform their contractual obligations.

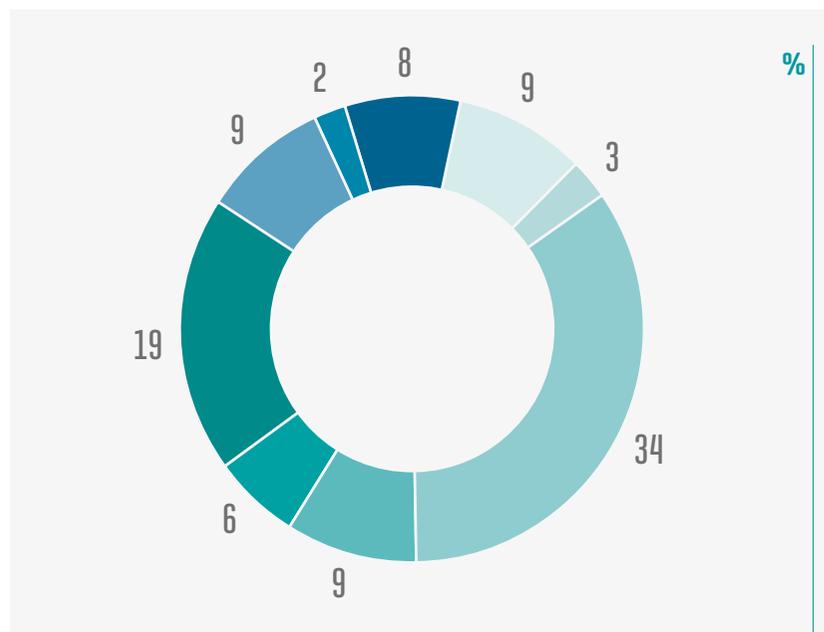
**Business diversification risks:**

- Risks associated with the telecommunications business.
- Business abroad risks. Groups together the risks arising in the activities carried out by the Group through its foreign subsidiaries.

Tax aspects were included in the integrated risk management

policy in 2015 and specific guidelines for managing tax risks were established.

Following the risk analysis performed by the Red Eléctrica Group, the latest Risk Map identifies 118 risks (fiscal 2016), which are shown in the following chart by risk category:



TSO Regulation 9% • Other regulation 3% • Electric system operation risks 34% Integral security 9% • Environmental and personal safety risks 6% • Other operational risks 19% Financial and counterparty risks 9% • Telecommunications risks 2% • Business abroad risks 8%

The Company's Sustainability Report provides additional detailed information on the main risks faced by the Group at present, as well as potential future risks. That report may be seen at the following link: [Sustainability Report 2017](#).

**Risk tolerance level**

The level of risk the Red Eléctrica Group is willing to accept is set for risks individually and risks in aggregate [overall acceptable risk level].

The Group's Risk Management System defines a methodology for setting the acceptable level of risk. All identified risks are thus classified in three categories:

- High-level risks
- Medium-level risks
- Low-level risks

To establish the level of a risk, two parameters are used: the probability of the risk occurring and the impact it would have on the Company if it did occur.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The probability of occurrence is classified into five levels based on a specific probability distribution for each type of risk.

In terms of their impact, risks are rated on the basis of the effect they could have on four key elements of the business:

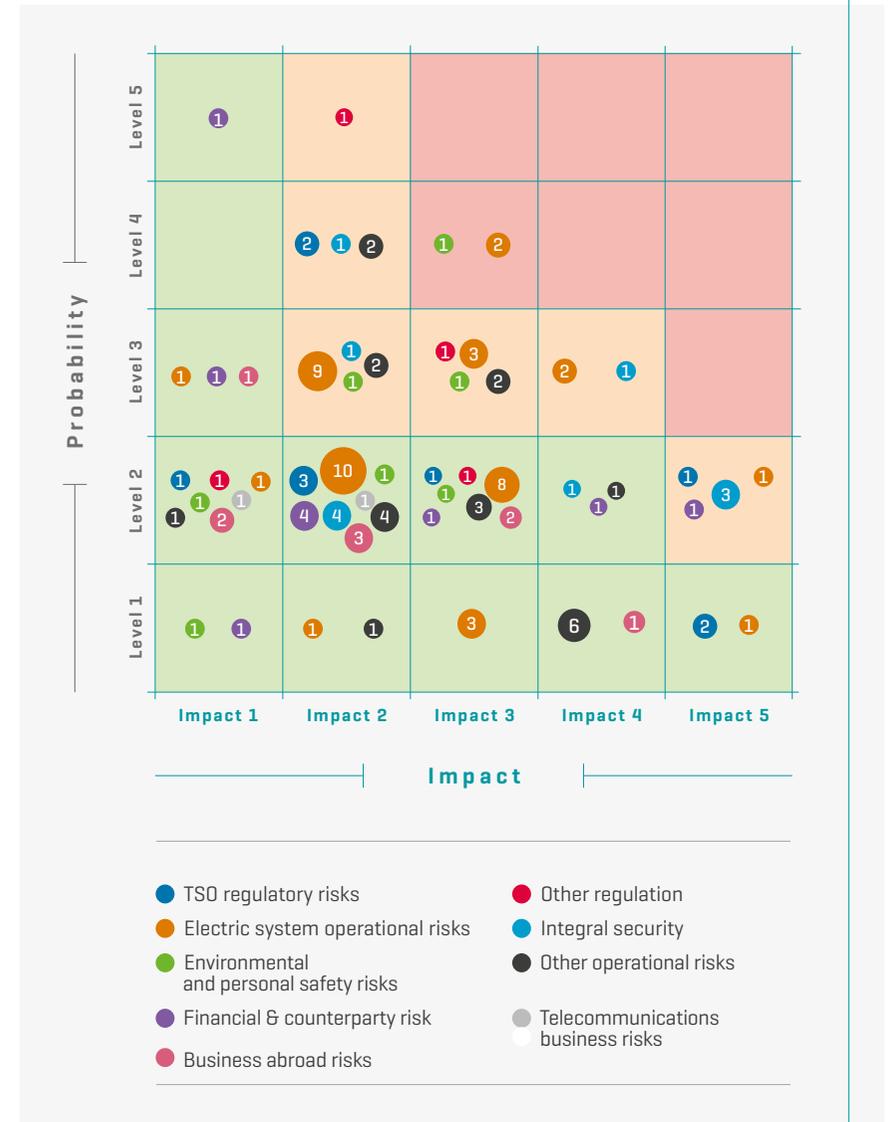
- Supply of electricity. Measured by the Energy Not Supplied (ENS) as a result of the possible event.
- The achievement of basic strategies. Degree of impact on the achievement of basic strategies.
- Reputation. Degree of impact on reputation (geographical scope, duration and reparability).
- The income statement. Impact on the income statement, before corporate income tax.

For each of these four elements, the Group has produced a table showing five levels of effect or impact. In the cases of electricity supply and the income statement, the measurement is quantitative in nature [MWh and Euros] whereas for basic strategies and reputation it is qualitative.

The position on the probability/ impact matrix, which depends on the probability of occurrence and the level of impact of each risk, automatically determines the level of risk (red box = high risk, orange box = medium risk and green box = low risk).

This following matrix reflects the distribution of the risks based on the year-end 2016 risk assessment.

## RISK MATRIX





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM

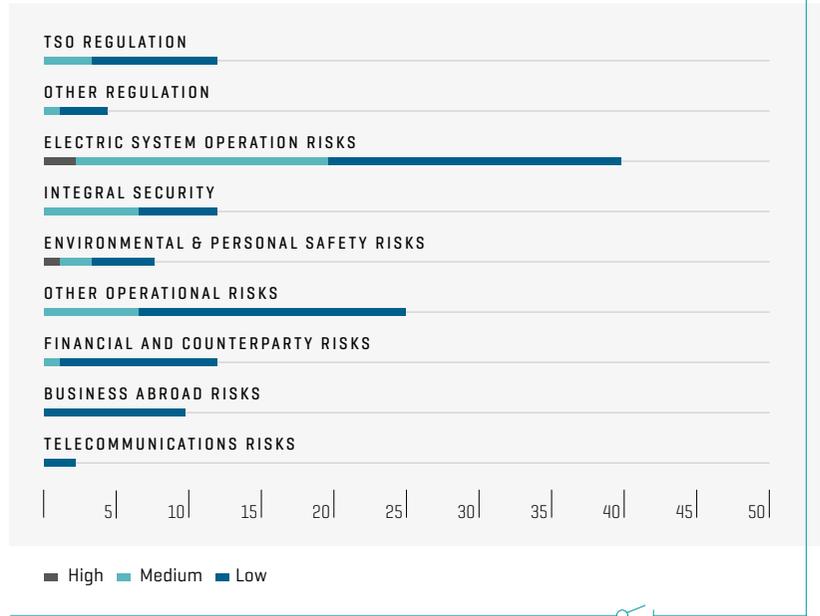


07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

### Distribution of risk by category and level



According to the integrated risk management Policy, at the individual level, any risk that does not exceed the low-level classification is deemed acceptable. Risks exceeding that level must be targeted by actions to bring them to an acceptable level provided the risk is manageable and the cost of

the mitigating measures is justified by the impact the risk could have on the Group if it were to materialize. In 2016 the Board of Directors approved the Group's overall acceptable risk level for each of the aforesaid four types of impacts envisaged in the integrated risk management system (impact on electricity supply, impact on basic Group strategies, reputational impact and earnings impact).

As a general risk management rule, the Group's aggregate risk level, calculated by statistically aggregating the individual risks, must not exceed the overall acceptable risk level.

#### Risks that materialized in 2017

None of the risks that materialized in 2017 were significant.

The transmission network facilities are permanently exposed to operational events that can affect the continuity and security of the electricity supply.

During 2017 there were events that resulted in minor power cuts. These events are generally caused by third parties and meteorological phenomena.

The control systems responded appropriately to these events, as evidenced by the availability index of the peninsular transmission network, which in 2017 was 98.29%.

The Group also has insurance policies that limit the potential impact such events may have on the income statement.

#### Risk response and supervision plans for the Groups main risks

The risk identification, analysis, assessment and control process includes the actions that must be taken in order to bring the level of risk down to the acceptable level.

To monitor risks, the current integrated risk management system covers more than 500 actions plans aimed at reducing risk levels, with more than 300 indicators of the evolution of those levels.

Once every six months for high-level risks and once a year for other risks, the Internal Audit and Risk Control Department works with the management units to review the performance and impact of the pre-established action plans to reduce risk.



- INTERVIEW WITH THE CHAIRMAN



- INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



- OFFICIAL ANNEX

In addition, the Group makes contingency plans for the various crisis situations that could ensue in the event of any electrical incident (to ensure supply security) or non-electrical incident that could affect the environment, people, the Company's ability to operate, the availability of its systems, its earnings or any other event that could affect its reputation.

The Company also has a guide for managing cyber incidents, updated in 2017, which lays down the criteria and guidelines for managing any cybersecurity incident.

In addition, the Company has a System for Internal Control over Financial Reporting (ICFR), whose purpose is to improve the efficiency and security of the

processes involved in its financial reporting, including early adoption of international best practices. The ICFR system includes the Company's tax information and processes and the associated controls.

### Challenges for 2018

- Review the Risk Control Model: Structure, tools and reporting.
- Design a dashboard of risk management indicators.
- Evolve the methodology for quantitative measurement of risks.
- Review the acceptable risk levels.





- INTERVIEW  
WITH THE  
CHAIRMAN



- INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



- OFFICIAL ANNEX

## 6.4 Internal audit

**Red Eléctrica** Internal Audit is an independent, objective assurance activity that involves planned systematic review of the Group's processes, systems, projects and other activities to assess and enhance their effectiveness by identifying aspects that require improvement and overseeing implementation of those improvements.

The internal audit unit reports organizationally to the chairman of the Board and functionally to the Audit Committee, and its mission, authorities, functions and duties are set out in the "Internal Audit Statute of the Red Eléctrica Group" approved by the Board of Directors.

In order for this activity to contribute greater value to the organization, the Company prepares an Annual Plan of audits focused on: key risks and their controls, internal control [control framework, ICFR system and internal control of Group subsidiaries], meeting requests from senior management, and checking the legal and internal rules and regulations, covering the legal requirements and the requirements of the management systems that have been established [quality, environment, occupational safety and health and corporate responsibility].

Audit results are reported quarterly, as is the follow-up on aspects that require improvement, to the management team, to the chairman and to the Audit Committee.

### RELATIONS BETWEEN INTERNAL AUDIT AND OTHER ASSURANCE UNITS

Internal audit [third line of defence] takes into account the level of assurance provided by units with functions in the second line of defence when preparing the Annual Plan and determining the scope and focus of the audits.

In relation to risk management, the Annual Plan includes audits of the analysis and verification of the controls and actions that contribute to mitigating the most important inherent risks of the Group, reporting the results to the Risk Control area.

In relation to compliance activity, the Annual Plan envisages specific audits of the risks of criminal liability of legal persons, as well as of legal and internal compliance in the Group's processes, and reports the results to the Compliance area.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

# 07

# LOOKING TO THE FUTURE





- INTERVIEW WITH THE CHAIRMAN



- INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



- OFFICIAL ANNEX

# Looking to the future

In the Annual Corporate Governance Report for this financial year, as in previous years, a section is dedicated to the future outlook for Red Eléctrica in matters of corporate governance, due to the relevance it has for current shareholders and potential investors, as well as future third parties interested in Red Eléctrica.

The statements made in this Section do not, per se, constitute any commitment or formal obligation for the Company, enforceable by third parties; they are merely possible steps and measures to be taken in 2018 and subsequent years, according to Red Eléctrica's tradition to continue including the best corporate governance practices, in light of the progress made in shareholder requirements and its corporate governance commitment.

During 2017, the Board of Directors used the following basic tools, among others, to analyse corporate governance best practices, with a view to their possible adoption by Red Eléctrica: the annual assessment of the Board with the support of a new outside advisor, an annual schedule of visits to

institutional investors and proxy advisors, the engagement of advisors and specialists in diverse corporate governance matters and an external audit of the processes for managing the General Meeting of Shareholders to help identify possible improvements.

The Company's presence as a member of the world's leading organization in the field of corporate governance, the International Corporate Governance Network [ICGN], has once again helped it to have first-hand knowledge of the key international trends in corporate governance, and their progress, with the possibility of conducting an early analysis and implementation.

In the Company's Corporate Governance Policy, approved by the Board of Directors in November 2014, certain commitments to good corporate governance were undertaken, which have been almost entirely incorporated, or consolidated, by Red Eléctrica by adopting certain principles and practices, summarized in Section I above, which will be periodically supervised over a one-year period to oversee their compliance.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

The following are some of the main issues currently being analysed or due to be discussed by the Board of Directors and its committees:

- Annual review of contingency plans for succession of the Board chairman and of the managing director and supplementing them with succession plans.
- Review and update of the Ethics Code of the Red Eléctrica Group to adapt it to best practices the compliance area and to the structural changes in the Group.
- Approval of the Annual Corporate Governance Report with format and content per recognized international practices and subject to independent external review.
- Commitment of the Board of Directors to sustainability (ESG) as strategy for pursuing the Company and Group's business.
- Move forward in the organizational and governance Model for the Red Eléctrica Group's Compliance System, as well as in the methodology for monitoring and controlling compliance risks.
- Continuous analysis, update and improvement of the corporate governance information published on the corporate website to meet international standards.
- Review and continuous improvement of the Company's engagement with its shareholders and proxy advisors in order to cement a sustainable relationship that will keep the Company's interests aligned with those of its shareholders in the medium and long term, creating mutual trust.
- Promotion of the plan for training, awareness-building and dissemination of the Red Eléctrica Group's compliance culture.
- Monitoring and improvement of the process by which the annual corporate information for shareholders and other stakeholders is prepared and published, based on the principles of quality, clarity, integrity and simplicity of information.
- Development of the new Board of Directors annual self-assessment process with the support of an external consultant, in order to continue improving the functioning of the Board and its committees.
- Consolidation and review of the induction Plan for new directors.
- Review and preparation of a new matrix of Board of Directors powers under international standards.





INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX



# OFFICIAL ANNEX



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

## ANNEX I

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

#### PARTICULARS OF ISSUER

**ENDING DATE OF REFERENCE PERIOD** 31/12/2017

**C.I.F.** A-78003662

**CORPORATE NAME**  
RED ELECTRICA CORPORACION, S.A.

**REGISTERED OFFICE**  
PASEO DEL CONDE DE LOS GAITANES, 177, (LA MORALEJA-  
ALCOBENDAS) MADRID

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

#### A OWNERSHIP STRUCTURE

A.1 Complete the following table on the company's share capital:

Date of last change	Share capital (€)	Number of shares	Number of voting rights
11/07/2016	270,540,000.00	541,080,000	541,080,000

State whether there are multiple classes of shares with different related rights:

Yes  No

A.2 Give details of the direct and indirect owners of significant shareholdings in your company at the financial year end, excluding directors:

Name of shareholder	Number of direct voting rights	Number of indirect voting rights	% of total voting rights
CAPITAL RESEARCH AND MANAGEMENT COMPANY	0	16,679,918	3.08%
FIDELITY INTERNACIONAL LIMITED	0	5,514,544	1.02%
SPANISH STATES INDUSTRIAL HOLDING COMPANY (SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, SEPI)	108,216,000	0	20.00%
LAZARD ASSET MANAGEMENT	0	27,479,816	5.08%
BLACKROCK INC	0	16,447,433	3.04%

Name of indirect holder of the shares	Through: Name of direct holder of the shares	Number of voting rights
CAPITAL RESEARCH AND MANAGEMENT COMPANY	CAPITAL RESEARCH AND MANAGEMENT COMPANY	16,679,918
FIDELITY INTERNACIONAL LIMITED	FIDELITY INTERNACIONAL LIMITED	5,514,544
LAZARD ASSET MANAGEMENT	LAZARD ASSET MANAGEMENT	27,479,816
BLACKROCK INC	BLACKROCK INC	16,447,433

Indicate the most significant movements in the shareholder structure that took place during the financial year:

A.3 Complete the following tables on members of the company's board of directors who hold rights to vote shares of the company:

Name of director	Number of direct voting rights	Number of indirect voting rights	% of total voting rights
MS. CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	0	0	0.00%
MR. JOSÉ FOLGADO BLANCO	4,796	0	0.00%
MR. ANTONIO GÓMEZ CIRIA	0	0	0.00%
MR. SANTIAGO LANZUELA MARINA	16	0	0.00%
MR. JUAN FRANCISCO LASALA BERNAD	5,965	0	0.00%
MS. MARÍA JOSÉ GARCÍA BEATO	20	0	0.00%
MS. SOCORRO FERNÁNDEZ LARREA	0	0	0.00%
MR. JOSÉ LUIS FEITO HIGUERUELA	0	0	0.00%
MR. FERNANDO FERNÁNDEZ MÉNDEZ DE ANDÉS	0	0	0.00%
MR. ARSENIO FERNÁNDEZ DE MESA Y DÍAZ DEL RÍO	0	0	0.00%



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

Name of director	Number of direct voting rights	Number of indirect voting rights	% of total voting rights
MS. MERCEDES REAL RODRIGÁLVAREZ	0	0	0.00%
MR. ALBERTO FRANCISCO CARBAJO JOSA	2,452	0	0.00%
<b>% of total voting rights controlled by board of directors</b>			<b>0.00%</b>

Complete the following tables on members of the company's board of directors who hold rights over company stock:

**A.4** Give details, if so, of any relationships of a family, commercial, contractual or corporate nature, known to the company, between the owners of significant shareholdings, unless the relationships are negligible or arise in the ordinary course of business:

**A.5** Give details, if so, of any relationships of a commercial, contractual or corporate nature between the owners of significant shareholdings and the company and/or its group, unless the relationships are negligible or arise in the ordinary course of business:

**A.6** State whether shareholders agreements affecting the company have been notified to it as provided in articles 530 and 531 of the Spanish Companies Act. If so, briefly describe them and list the shareholders bound by the agreement:

Yes  No

State whether the company is aware of the existence of concerted actions among its shareholders. If there are, briefly describe them.

Yes  No

If any of the above agreements or concerted actions have been modified or terminated during the financial year, expressly so state:

At the closing date of the 2017 financial year, there is no record in the company of any shareholder agreements or covenants requiring concerted exercise of their voting rights, or of a common policy in company management, with the aim of significantly influencing the company.

**A.7** Indicate if there is any individual or legal person that exercises or may exercise control over the company, within the meaning of article 4 of the Securities Market Act. If so, identify it:

Yes  No

Comments

**A.8** Complete the following tables on the company's treasury shares:

**At year end:**

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
1,613,693	0	0.29%

(\*) Held through:

Give details, as required under Royal Decree 1362/2007, of any significant changes that have taken place during the financial year:

**Explain the significant changes**

**A.9** State the conditions and term given by the shareholders meeting to the board of directors to issue, repurchase or transfer treasury shares.

The Spanish Companies Act strengthened the legal scheme applicable to treasury shares of companies as established in Act 3/2009 of 3 April 2009 on Structural Modifications of Commercial Companies, since then there have been no relevant changes in that scheme. At the Annual General Meeting of Shareholders held on 15 April 2015, authorisation relative to delivery of treasury shares of the Company, as remuneration, to employees thereof and of the Red Eléctrica Group, for a term of 5 years from the date of the aforesaid General Meeting, was submitted for approval. Therefore it remains in effect, with a partial modification approved at the Annual General Meeting of Shareholders held on 15 April 2016. At the Annual General Meeting of Shareholders held in 2015, as a separate point on the agenda, a remuneration plan was established for employees, members of management and executive directors of Red Eléctrica Corporación, S.A., also extendable to the same groups within the companies in its consolidated group in Spain, allowing a part of their annual remuneration to be paid by delivery of shares of the company, from treasury shares, always within the annual maximum legal limit of 12,000 euros per participant, allowing enjoyment of certain tax advantages. Approval of the aforesaid plan requires a resolution with certain legally-established conditions. The Annual General Meeting of Shareholders of the company held on 15 April 2015 authorised the Board of Directors, in accordance with the provisions of Article 146 and related provisions of the Spanish Companies Act and other applicable rules, to engage in derivative acquisition of treasury shares of Red Eléctrica Corporación, S.A. by the company itself and by companies in the Red Eléctrica Group, directly or indirectly, to the extent determined by the Board of Directors to be advisable under the circumstances, provided that the following conditions are satisfied:

-The maximum number of shares to be acquired will not exceed the established legal limit, all of the foregoing provided that the other applicable legal requirements may also be fulfilled.

-The acquisition may not be made at a price greater than the price of the shares on the stock exchange at the time of the acquisition, or at a price less than 50% of the exchange price at that time.

-The form of acquisition may be a purchase, exchange, or any other transaction, with or without consideration, as the circumstances may warrant. In the event of acquisition without consideration, as provided in Article 146.4 of the Spanish Companies Act, the acquired shares may be partially paid up.

-In accordance with the provisions of article 146.1 b) of the Spanish Companies Act, the acquisition, including such shares as the Company may have acquired previously and hold as treasury shares, may not result in net worth being less than the amount of share capital plus the legal reserve and those reserves that the articles of association designate as restricted reserves.

The Company's Board of Directors, as provided in the third paragraph of article 146.1 a) of the Spanish Companies Act, may use all or a part of the treasury shares acquired by virtue of the aforesaid authorisation and those already owned by the Company at the date of approval of the resolution, for implementation of remuneration programmes the purpose of which is direct delivery of shares to employees, members of management and Executive Directors of the Company and the companies in the Red Eléctrica Group in Spain. For all of the foregoing the Board of Directors has been authorised, in the broadest sense necessary, to request as many authorisations and to adopt as many resolutions as necessary or appropriate to comply with current legal provisions, and to successfully implement the resolution. The Annual Meeting of Shareholders held on 15 April 2016 approved a partial modification of the resolution adopted by the Annual General Meeting of the Company of 15 April 2015, under point 10.2 of the Agenda, on Approval of a Remuneration Plan addressed to employees, Executive Directors and members of the management of the Company and the companies in the Red Eléctrica Group in Spain, consisting of the possibility that payment of a part of their remuneration may be made by delivery of shares of the Company coming from treasury shares, and consequently it was resolved to introduce the following partial changes therein:

-Maximum: The maximum amount of remuneration to be received in shares, per year, in the case of the Managing Director of the Company, will be the amount resulting from the remuneration policy for Executive Directors that is applicable from time to time over the term of the Plan, with a maximum limit in any event of 120,000 euros.

-Number of shares to be received by the beneficiary: It will be the number depending on the price of the share at the close of trading on the exchange on the date of delivery, with the maximum limit in each case applicable to each beneficiary.

-Maximum number of shares authorised: The maximum total number of shares to be delivered will be the number depending on the value of the share at the close of trading on the exchange on the date of delivery, with the maximum limit in each case applicable to each beneficiary.

The aforesaid resolution will remain in full effect in relation to the other matters that have not been modified, in particular including the duration thereof.

**A.9.bis** Estimated floating capital:

	%
<b>Estimated Floating Capital</b>	<b>80.00</b>



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

**A.10** State whether there is any restriction on transferability of securities and/or any restriction on voting rights. In particular, state the existence of any kind of restrictions that could present obstacles to the takeover of the company by means of share purchases on the market.

Yes  No

Description of the restrictions
Maximum percentage of voting rights that may be exercised by a shareholder under special legal restriction 3% (general) and 1% (electricity sector).
Maximum percentage of voting rights that may be exercised by a shareholder under an articles restriction: 3% (general) and 1% (electricity sector).
The limits are established in additional provision twenty-three of Act 54/1997 of 27 November 1997 (which remains in effect by virtue of the sole repealing provision of Electricity Sector Act 24/2013 of 26 December 2013), after its amendment by Royal Decree Law 13/2012 of 30 March 2012, which incorporated certain additional restrictions in respect of companies undertaking generation or marketing functions. The special system for the SEPI is maintained, whereby it in any case must hold at least a ten percent (10%) interest in share capital. These legal provisions on the general and special shareholding regime are incorporated in Articles 5 and 14 and in the sole additional provision of the Articles of Association, and in Article 6.3 of the Regulations of the General Meeting of Shareholders of the Company, the content of which is available on the corporate website www.ree.es. The articles restrictions set forth the legal limitations.

**A.11** State whether the general meeting has resolved to adopt anti-takeover measures in the event of a public tender offer by virtue of the provisions of Act 6/2007.

Yes  No

If so, explain the measures approved and the circumstances under which the restrictions would prove to be ineffective.

**A.12** State whether the company has issued securities that are not traded on a Community regulated market.

Yes  No

If so, state the various classes of shares and, for each class of shares, the rights and obligations given thereby.

**B GENERAL MEETING OF SHAREHOLDERS**

**B.1** State whether there are, and if so describe, departures from the minimums contemplated in the Spanish Companies Act (*Ley de Sociedades de Capital*, or "LSC") regarding the quorum for holding the general meeting of shareholders.

Yes  No

**B.2** State whether there are, and if so describe, departures from the scheme contemplated in the Spanish Companies Act (LSC) for adopting corporate resolutions:

Yes  No

Describe how they differ from the provisions of the LSC.

**B.3** State the rules applicable to amendment of the company's articles. In particular, state the majorities contemplated for amendment of the articles and, if applicable, the rules contemplated for protection of shareholder rights in the amendment of the articles.

The scheme for amendment of the Articles does not differ from the provisions of articles 285 and following of the LSC, which require approval by the General Meeting of Shareholders, with the majorities set forth in articles 194 and 201 of the aforesaid Act, Act 31/2014 of 3 December 2014, amending the Spanish Companies Act for the improvement of corporate governance, introduced certain changes in the scheme of majorities (article 201 of the LSC). In particular, it clarified that resolutions will be adopted by a simple majority of votes, in the sense that the resolution obtains more more votes in favour than against from the capital present in person or by proxy. For resolutions amending the Articles and the like (Article 194 of the LSC) an "absolute majority" is required if the quorum is greater than 50% of capital, and two thirds of the capital present in person or by proxy when the quorum on second call does not reach 50% of capital. An immediate consequence of the reform of the LSC was amendment of the Articles of Association and the Company's Meeting Regulations at the Annual General Meeting of Shareholders held on 15 April 2015. The Articles of Association that were in effect at the time of holding the aforesaid Meeting and were applied thereto were not different from the provisions in Articles 285 and following of the LSC, requiring approval by the General Meeting of Shareholders, with the majorities that were set forth in Articles 194 and 201 of the LSC in effect at the time of holding the aforesaid General Meeting. Article 14 of the aforesaid Articles provides that, in order for an Annual or Extraordinary General Meeting of Shareholders to be duly called, and for a valid resolution to increase or decrease capital, and any other amendment of the Articles of Association, on first call the attendance of shareholders, in person or by proxy, holding at least 50% of the subscribed share capital with voting rights will be required, and on second call the attendance of 25% of the aforesaid subscribed capital with voting rights will be sufficient. In addition, the Board of Directors, in compliance with the provisions of article 286 of the LSC, will be required to draft the full text of the proposed amendment and a written report explaining it. Also, under the provisions of article 287 of the LSC, the notice of call of the General Meeting of Shareholders must state the matters that are to be amended with appropriate clarity, and state the right of all shareholders to examine the full text of the proposed amendment and the report thereon at the registered office, and request that those documents be delivered or sent free of charge. For some time now, resolution proposals have been published in full, in Spanish and in English, upon the call of the Shareholders' General Meeting, with all the relevant information for shareholders being posted on the corporate website, which is designed to make it easier for shareholders to exercise their right to information. The Company's website is an appropriate means of communication with shareholders and investors. In addition, the following actions to facilitate the exercise of the information right of the shareholders at the General Meeting of Shareholders are notable:

- Call notices are always posted more than one month in advance, which is the established statutory period.
- All documentation submitted for approval by the Meeting is made available to all shareholders at the corporate headquarters, on the website and at the Shareholder Information Office.
- A Shareholder Bulletin is published quarterly, containing the main news regarding the Company.
- The items included on the agenda for the Shareholders Meeting are provided in as much detail as possible.
- Matters are voted on separately, even by way of remote voting, with a view to giving shareholders full decision-making freedom and independence in respect of each matter submitted to vote.
- The Shareholder Information Office specifically deals with requests made by Company shareholders. Shareholders may also submit questions in writing regarding the information available to the public or notified to the competent authorities and make inquiries through the Shareholder Information Office.

The most recent amendment of the company's Articles of Association was approved by the Annual General Meeting of Shareholders held on 15 April 2016, which resolved to amend article 5 of the aforesaid Articles, to allow a doubling of the number of shares of the company, complying with the contemplated majorities and procedure. As in prior years, in 2017 Deloitte audited the processes of management of the aforesaid General Meeting of Shareholders, seeking improvement of the guarantees of the rights of shareholders in the Meetings. The auditor's report was published on the website on the same day as the holding of the aforesaid General Meeting of Shareholders.

**B.4** Give figures for attendance at the general meetings of shareholders held in the financial year to which this report refers and the prior year:

Date of general meeting	% attendance in person	% by proxies	Attendance data		Total
			% remote voting		
			Electronic voting	Other	
15/04/2016	21.79%	38.65%	0.04%	0.00%	60.48%
31/03/2017	22.47%	36.01%	0.06%	0.00%	58.54%

**B.5** State whether there is an articles restriction establishing a minimum number of shares necessary to attend the general meeting of shareholders.

Yes  No

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

**B.6 Repealed section.****B.7 State the address of and manner of access to the company's website for information on corporate governance and other information on general meetings of shareholders that must be made available to shareholders by way of the Company's website.**

Article 2 of the General Meeting Regulations establishes the content of the corporate website, the purpose of which is to serve as an instrument to ensure the transparency of corporate activities and at the same time allow shareholders greater effectiveness in the exercise of their voting rights, as well as to facilitate the relationship between shareholders and the company. The company has been using this form of communication since it became a publicly traded corporation in 1999. The content of the website is updated regularly, extending beyond the requirements of applicable legislation. Act 25/2011 of 1 August 2011 gave greater prominence to the company's website, since it introduced a new Article 11 bis in the Spanish Companies Act, which governs the electronic headquarters or corporate website. That article established the duty of capital companies to have a website, approved by the General Meeting of Shareholders and registered in the Commercial Registry. For this reason the Annual General Meeting of Shareholders held on 19 April 2012 ratified the creation of the Red Eléctrica website, which was registered in the Commercial Registry. In addition the aforesaid Act incorporated into Article 516 of the LSC the obligation of Listed Companies to use the website to disseminate the announcement of call of the General Meeting of Shareholders, something that Red Eléctrica Corporación, S.A. has been doing for years. The company's website (www.ree.es), which was redesigned in 2013 after exhaustive international benchmarking for the purpose of improving the channels of communication with shareholders, includes a section accessible from the homepage dedicated to "Corporate Governance" matters, which contains all information regarding this matter that is of interest to shareholders. The aforesaid website also includes a specific area, accessible from the homepage, for "Shareholders and Investors". In 2015 the Corporate Governance and Shareholders and Investors sections of the corporate website were revised in accordance with Circular 3/2015 of 23 June 2015 of the National Securities Market Commission. In the General Meeting of Shareholders subsection of the Corporate Governance section there is a link called "Information Right", containing the information related to the existing channels of communication between the company and its shareholders, and pertinent explanations for the exercise of the information right. Publicity of the resolutions approved by the General Meeting of Shareholders is regulated in article 17 of the Meeting Regulations. Regarding publicity, during 2017 the following actions, among others, are notable: the live broadcast, simultaneously in Spanish and English, of the Annual General Meeting of Shareholders, held on 31 March 2017, and of the presentations of results at the close of the 2016 financial year and the first semester of 2017, publication in English of the announcement of call, from the day it was published, and of the proposed resolutions submitted to approval of the Meeting, in addition to all documentation related thereto, including the Annual Corporate Governance Report. In 2017, as in prior years, the Shareholder Electronic Forum for the Annual General Meeting of Shareholders was instituted. The aforesaid Forum, created by Red Eléctrica Corporación, S.A. on its website (www.ree.es) for the holding of its General Meetings, is in response to the requirement established in article 539.2 of the LSC. The aforesaid tool was incorporated into the Regulations of the General Shareholders Meeting, via Article 8.4, after its approval by the General Shareholders Meeting on 13 April 2011. The purpose of this Forum is to facilitate communication among the shareholders of Red Eléctrica, in order to publish proposals and supplement the agenda in the call of the Meeting of Shareholders, issue requests for support of such proposals, present initiatives for reaching the percentage required to exercise a minority right as contemplated by law, or make offers of or requests for voluntary proxies. In 2017 the company continued with the process of ongoing improvement of its website. The most noteworthy milestone was the revision of the section on ethics and transparency. That section was renamed "Ethics and Compliance", incorporating information on the company's new regulatory compliance system, the methodology for evaluation of risks of noncompliance and the importance of awareness and training as key factors for the development of a culture of compliance within the organisation. The company has a strong commitment to improving and adapting the corporate website on an ongoing basis, as a living instrument of communication, dialogue and commitment to shareholders, in application of its Corporate Governance Policy.

**C STRUCTURE OF THE COMPANY'S MANAGEMENT****C.1 Board of directors**

C.1.1 Maximum and minimum number of directors under the articles of association:

Maximum number of directors	13
Minimum number of directors	9

C.1.2 Complete the following table regarding the board members:

Name of director	Representative	Category of the director	Office on the board	Date of First appt.	Date of Last appt.	Election procedure
MS. CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE		Independent	DIRECTOR	19/04/2012	15/04/2016	RESOLUTION OF GENERAL SHAREHOLDERS MEETING

Name of director	Representative	Category of the director	Office on the board	Date of First appt.	Date of Last appt.	Election procedure
MR. JOSÉ FOLGADO BLANCO		Other Outside	CHAIRMAN	22/05/2008	15/04/2016	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. ANTONIO GÓMEZ CIRIA		Independent	DIRECTOR	09/05/2014	09/05/2014	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. SANTIAGO LANZUELA MARINA		Proprietary	DIRECTOR	29/07/2014	15/04/2015	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. JUAN FRANCISCO LASALA BERNAD		Executive	MANAGING DIRECTOR	17/07/2015	17/07/2015	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MS. MARÍA JOSÉ GARCÍA BEATO		Independent	DIRECTOR	29/11/2012	31/03/2017	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MS. SOCORRO FERNÁNDEZ LARREA		Independent	DIRECTOR	09/05/2014	09/05/2014	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. JOSÉ LUIS FEITO HIGUERUELA		Independent	DIRECTOR	13/02/2015	15/04/2015	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. FERNANDO FERNÁNDEZ MÉNDEZ DE ANDES		Proprietary	DIRECTOR	19/04/2012	15/04/2016	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. ARSENIO FERNÁNDEZ DE MESA Y DÍAZ DEL RÍO		Independent	DIRECTOR	31/01/2017	31/03/2017	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MR. ALBERTO FRANCISCO CARBAJO JOSA		Independent	DIRECTOR	31/03/2017	31/03/2017	RESOLUTION OF GENERAL SHAREHOLDERS MEETING
MS. MERCEDES REAL RODRIGÁLVAREZ		Proprietary	DIRECTOR	31/10/2017	31/10/2017	CO-OPTION

Total number of directors	12
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Give details of the directors who left the board of directors during the reporting period:

Name of director	Category of the director at time of departure	Departure date
MR. JOSÉ ÁNGEL PARTEARROYO MARTÍN	Proprietary	16/10/2017

C.1.3 Complete the following tables on the Board Members and their individual category:

**INSIDE DIRECTORS**

Name of director	Office in the company
MR. JUAN FRANCISCO LASALA BERNAD	MANAGING DIRECTOR

Total number of executive directors	1
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INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

% of the total board	8.33%
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#### PROPRIETARY OUTSIDE DIRECTORS

Name of director	Name of significant shareholder represented or that nominated the director
MR. SANTIAGO LANZUELA MARINA	SPANISH STATE'S INDUSTRIAL HOLDING COMPANY (SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, SEPI)
MR. FERNANDO FERNÁNDEZ MÉNDEZ DE ANDÉS	SPANISH STATE'S INDUSTRIAL HOLDING COMPANY (SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, SEPI)
MS. MERCEDES REAL RODRIGÁLVAREZ	SPANISH STATE'S INDUSTRIAL HOLDING COMPANY (SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, SEPI)

Total number of proprietary directors	3
% of the total board	25.00%

#### INDEPENDENT OUTSIDE DIRECTORS

##### Name of director:

MS. CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE

##### Background:

Born on 20 May 1968.  
Degree in Economics and Business from the Universidad Pontificia de Comillas (ICADE), Masters in Business Administration from the IESE (Executive MBA), Universidad de Navarra.

Currently:  
General Manager of Corporación de Reservas Estratégicas de Productos Petrolíferos (CORES)  
Board Member of Grupo Ezentis S.A.

Formerly:  
Head of the Cogeneration Department, Business Management, Enagás.  
Head of the International, Petrochemical and Marketing Departments of Repsol.  
Director of Services Development at Union Fenosa.  
Deputy Director of Oil Markets at Comisión Nacional de Energía (CNE).  
Institutional Relations and Communications Manager for BP Oil España.  
Member of the Spanish Delegation in the Emergency Questions Group and the Markets Group of the International Energy Agency (IEA).  
Representative on various international working groups on issues of energy regulation and security of supply (ARIAE and CEER).  
Professor at lectures and/or presentations on different Masters Courses (Universidad de Barcelona, ICAI, Cesma, Club Español de la Energía).

##### Name of director:

MR. ANTONIO GÓMEZ CIRIA

##### Background:

Born on 25 March 1957.  
Degree in Economics and Business, Universidad Complutense de Madrid  
Degree in Mathematics, Universidad Complutense de Madrid.  
Masters in Business Administration (Executive MBA), IESE.  
Accredited Accounting Expert – AECA.

Currently:  
Member of the Advisory Board of Experts in Accounting and Financial Information (ECIF), General Council of the Association of Economists.

Member of the Board of Directors of Mapfre España Compañía de Seguros y Reaseguros S.A., Mapfre Global Risks Compañía Internacional de Seguros y Reaseguros S.A. and Mapfre Re Compañía de Reaseguros S.A. and member of the Executive Committee.

Formerly:  
General Manager of Administration and IT, Member of the Management Committee of Grupo FCC.  
Representative of Grupo FCC at the Forum of Large Companies, Ministry of Finance and Public Administrations.  
General Manager of Internal Auditing, Member of the Management Committee of Grupo FCC.  
Head of Internal Auditing, Grupo FCC.  
Member of the Advisory Board of the Internal Auditors Institute and a Member of its Executive Committee.  
General Technical Secretary of InverCaixa, an investment management company in the La Caixa Group.  
Chairman of Instituto de Contabilidad y Auditoría de Cuentas, ICAC.  
Director, Empresa Nacional de Uranio, S.A.  
Director, Empresa Nacional de Autopistas, S.A.  
Director, Tabacalera, S.A.  
Head of Market Inspection, Sociedad Rectora de la Bolsa de Valores de Madrid.  
Deputy Manager of Studies and Budgetary Planning, Radio Televisión Española.  
Head of the Auditing and Accounting Department of Banco de Crédito Agrícola.  
Auditor/Inspector of the General State Inspectorate.

Other information of interest:  
Member of the CNMV Work Group to prepare a "Management report guide for listed entities".

##### Name of director:

MS. MARÍA JOSÉ GARCÍA BEATO

##### Background:

Born on 27 May 1965.  
Law Degree, Universidad de Córdoba. State Attorney.

Currently:  
Non-director Vice-Secretary of the Board of Directors of Banco Sabadell, S.A.  
General Secretary and member of the Management Committee of Banco Sabadell, S.A.  
Non-director Secretary of the Board of Directors of Sabadell Consumer Finance S.A.U.  
Trustee of the Fundació Privada Banc Sabadell.  
Trustee of the Fundación Española de Banca para Estudios Financieros (FEBEF).  
Member of the Advisory Board of the publisher Wolters Kluwer España, S.A.  
Member of the Advisory Board of Fundación Cajasar.

Formerly:  
State Attorney at the High Court of Justice in Madrid.  
Head of the Legal Services Department of the Data Protection Agency.  
Spanish representative on the Advisory Board of the European Committee on Data Protection.  
Advisor to the Board of Directors of the Fábrica Nacional de Moneda y Timbre for the CERES (Spanish certification of electronic transactions) project.  
State Attorney in the Sub-division of the State Legal Services Division.  
State Attorney in the Communications Secretariat at the Ministry of Development.  
Cabinet Chief at the Ministry of Justice.  
Director, Infoinvest, S.A.  
Director, Sociedad Estatal de Gestión Inmobiliaria de Patrimonio, S.A. (SEGIPSA).  
Director, Sociedad Estatal para Exposiciones Internacionales, S.A. (SEEI).  
Director, Sociedad Estatal Correos y Telégrafos, S.A.  
Director, Banco Guipuzcoano, S.A.  
Director, Banco CAM, S.A.  
Deputy Secretary for Justice.  
State Attorney in the Audiencia Nacional (National Court) Legal Department.  
Head of Legal Services, Banco Sabadell.  
Secretary of the Board of Directors of Retevisión, S.A.  
Secretary of the Board of Directors of Banco Urquijo, S.A.  
Director, Banco Gallego S.A.  
Secretary of the Trustees of the Fundación de Estudios de Economía Aplicada (FEDEA).  
Secretary of the Board of Directors of Sabadell United Bank (Miami).



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

#### Name of director:

MS. SOCORRO FERNÁNDEZ LARREA

##### Background:

Born on 7 April 1965.  
Roads, Canals and Ports Engineer with a degree from the Universidad Politécnica de Madrid and participated in an IESE Senior Management Programme (PADE).

Currently:  
CEO of the consultancy firm JUSTNOW, S.L., providing advice in the infrastructure construction sector, both in commercial and financial operations.  
Member of the Board Directors, GRUPO CEMENTOS MOLINS.  
Member of the Board Directors of the Spanish engineering firm SEG, S.A.  
Member of the Board of Directors, ACR (Spanish construction and real estate company)-  
Member of the Territorial Board of the IESE in Madrid.  
Advisor to the Board of Directors of the Mexican engineering firm CAL Y MAYOR

Formerly:  
Member of the Board of Directors of AMPER, S.A. (Proprietary Director), on behalf of Emilanteos, S.L.  
General Manager, COPISA Constructora Pirenáica S.A.  
Vice Chairman of ANCI, Asociación de Constructores Independientes.  
Member of the Governing Council, Association of Civil Engineers.  
Regional Manager, Seop, Obras y Proyectos, S.A.  
National Representative, Ferrovial Conservación, S.A.  
Representative in Castilla-La Mancha, Ferrovial-Agroman, S.A.  
Representative in Castilla-La Mancha, Agroman Empresa Constructora, S.A.  
General Manager for Roads, Hydraulic Works and Transport, Regional Department of Public Works, Autonomous Community Board of Castilla-La Mancha.  
Construction Manager of Ferrovial, S.A.

##### Other information of interest:

Member of the advisory Board of the newspaper EXPANSION  
Member of WCD, Women Corporate Directors and cochair of the Spanish chapter  
Member of AED, Asociación Española de Directivos, and a member of its Board of Directors  
Member of the Business Council for Latin America (CEAL), member of the Management Board of the Iberian Peninsula chapter.  
Member of WPO-YPO, Young Presidents' Organisation, and member of the executive committee of the Eurolatam chapter  
Member of IWF, International Women Forum.

#### Name of director:

MR. JOSÉ LUIS FEITO HIGUERUELA

##### Background:

Born on 13 April 1952.  
Mr. Feito holds a degree in Economics and Business from Universidad Complutense de Madrid.  
Trade Expert and State Economist.  
Ambassador of Spain.

Currently:  
Chairman and General Manager of the IEE (Instituto de Estudios Económicos) since 2009.  
Member of the Executive Committee and Board of Directors of CEOE since 2001.  
Member of the Board of Directors of Bankia, S.A. and member of its Audit and Compliance Committee since 2012.  
Member of the Editorial Board of the newspaper Expansion since 2001.

Formerly:  
Chairman of ASETA-Asociación de Sociedades Españolas Concesionarias de Autopistas, Túneles, Puentes y Vías de Peaje (2001-2014).  
Ambassador of Spain to the OECD (Organisation for Economic Cooperation and Development) in Paris (1996-2000).

Partner and member of the Board of Directors of A.B. Asesores Bursátiles, S.A. in Madrid (Morgan Stanley), in which entity he was "Chief Economist", responsible for management of various areas in Investment Banking (1986-1996).  
Head of International Financial Institutions of the Bank of Spain, member of the European Monetary Committee (Brussels) and the Committee of Governors of the Central Banks of the European Union in Basel (1984-1986).  
Technical Adviser and Executive Director in Washington of the International Monetary Fund (1980-1984).  
Head of the Foreign Research and Data Processing Service of the Ministry of Economy and Finance, in Madrid (1978-1980).  
Programmer, analyst and IT executive with Seresco, S.A. and Entel-Ibermática, S.A., in Madrid (1967-1978).

#### Name of director:

MR. ALBERTO FRANCISCO CARBAJO JOSA

##### Background:

Born on 8 August 1949.  
Mining Engineer, Universidad Politécnica de Madrid.  
Degree in Economics, Universidad Autónoma de Madrid.  
Masters degree regarding the European Union, Escuela Diplomática de Madrid.

Currently:  
Independent international consultant in the electricity sector.

Formerly:  
General Manager of the Oficina de Compensaciones del Sector Eléctrico (OFICO) (up to 1991).  
General Manager for Mining and Construction Industries, Ministry of Industry and Energy (1992-1995).  
Member of the Board of Directors of ENDESA and Petronor (1992-1995).  
Director, National Energy Commission (1995-2000).  
Consultant for the European Union in the deregulation of the Romanian electricity system, as to definition of the generation market, methodology and calculation of the toll rates, and preparation of the regulatory amendments for deregulation of generation and supply (2000).  
International Regulation Manager for Corporación Unión Fenosa, working in the Secretariat General for Regulation (2002-2004).  
General Manager for Operations of Red Eléctrica de España, S.A., with notable responsibilities related to electricity planning for the sector and its infrastructure, the inclusion of renewable energies, capacity for interconnection with the European electricity system and amendment of electricity regulations (2004-March 2012).  
As for his academic experience, he was an associate professor in the Energy Systems Department of Escuela Técnica Superior de Ingenieros de Minas de Madrid, a professor in the Renewable Energies Masters Programme of Escuela de Organización Industrial, a professor in the Energy and Competitiveness Masters Programme of Orkestra (Instituto Vasco de Competitividad), a professor in the Advanced Energy Business Course of the Club Español de la Energía and a professor in Universidad de Alcalá de Henares in matters related to the supply of energy.

#### Name of director:

MR. ARSENIO FERNÁNDEZ DE MESA Y DÍAZ DEL RÍO

##### Background:

Born on 20 July 1955.  
Career officer of the central government (*Administración General del Estado*), on leave of absence.  
Head of Fleet Technical Inspection for the multinational International Marine Coatings Ltd, from 1982 to 1989, currently on mandatory leave of absence.  
Masters Degree in National Defence from Universidad Rey Juan Carlos.  
Diploma in "Advanced Military Studies" from Centro Superior de Estudios de la Defensa Nacional (CESEDEN).  
Diploma in "Advanced Defence Studies" from Centro Superior de Estudios de la Defensa Nacional (CESEDEN).  
Executive Management Programme for members of Parliament (EMBA) of Instituto de Empresa (IE) Business School.  
Parliament Companies Company Programmes (INFORPRESS, IBERDROLA, INDRA).

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

Honorary Professor of Universidad Alfonso X El Sabio of the Cátedra Real Forum of Senior Management.  
Professor (Ad Honorem) of Instituto Internacional de Ciencias Políticas of the UNESCO Chair of Comparative Political and Administrative Sciences, attached to the Defence, Industry and Security Areas.  
Professor of Sociedad de Estudios Internacionales. Advanced International Studies Course, Universidad Rey Juan Carlos.

Formerly:  
General Manager of the Guardia Civil (2011-2016).  
Scientific Advisor of Instituto Internacional de Ciencias Políticas (2010).  
Vice Chairman of the Defence Committee of the Congress (2004-2011).  
Defence Spokesman for the Congress (1996-2000).  
Adviser to the Minister for Public Administration (2004).  
Government Delegate in Galicia (2000-2004).  
Member of Parliament, elected by the province of La Coruña, in 7 Legislatures (1989-2012), holding, among others, the positions of Spokesman for the Naval and Merchant Marine Sector, Vice Chairman of the Defence Committee of Congress, Defence Spokesman in Congress, Chairman of the National Defence Committee, Member of the International Assembly of the OSCE, Member of the Parliamentary Assembly of the Atlantic Alliance.  
First Deputy Mayor of El Ferrol (1987-1989).  
Councilman of the Municipality of El Ferrol (1983-1991).  
Speaker at conferences and seminars on Defence, Fishing, Shipbuilding Sector, Merchant Marine, Security and Guardia Civil, at various universities and in all types of national and international forums, among others EUROPOL, the Centre des Hautes Etudes du Ministère de l'Intérieur de France, CHEMI (School of Advanced Studies of the French Ministry of the Interior, in Paris) and the School of the Guardia di Finanza (Italy).

Total number of independent directors	7
% of total board	58.33%

State whether any independent director receives from the company, or its group, any amount or benefit other than director remuneration, maintains or over the most recent financial year has maintained a business relationship with the company or any company in its group, whether in the director's own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained that relationship.

As of 31 December 2017, Grupo Mapfre (Mr. Antonio Gómez Ciria being a director of Mapfre Global Risks Internacional de Seguros y Reaseguros, S.A., of Mapfre España, Compañía de Seguros y Reaseguros, S.A. and of Mapfre Re Compañía de Reaseguros, S.A.) had received 14,418,000 euros from the Red Eléctrica Group.

If applicable, include a board explanation of the reasons it believes that director can perform as an independent director.

#### OTHER OUTSIDE DIRECTORS

Identify the other outside directors and state the reasons they cannot be deemed to be proprietary or independent and their relationships, whether with the company or its directors or its shareholders.

Name of director:

MR. JOSÉ FOLGADO BLANCO

Company, executive or shareholder with which the relationship is maintained:

RED ELÉCTRICA CORPORACIÓN, S.A.

Reasons:

Mr. José Folgado Blanco was re-elected as an "other outside" director at the Annual General Meeting of Shareholders held on 15 April 2016. In the report of the Appointments and Remuneration Committee on the proposed re-election of the director, and in the report and proposal of the Board of Directors that analysed the category of the director, it was concluded that he could not be re-elected as an "Executive"

Director, based on the commitment established in the aforesaid "report on the process of separation of the positions of Chairman of the Board of Directors and Chief Executive (CEO) of the Company", submitted to the Extraordinary General Meeting of Shareholders of the company held on 17 July 2015. Nor could he be re-elected as an "Independent" Director, in view of the express legal prohibition contained in article 529 duodecies.4. a) of the LSC, and in article 7.2.c) i) of the company's Board Regulations, which provide that, in order for Executive Directors to be appointed as Independent Directors, a term of 3 years must have elapsed after the termination of that relationship.

Total number of other outside directors	1
% of total board	8.33%

Give details of any changes in the category of each director during the period:

C.1.4 Complete the following table with the information related to the number of female directors over the last 4 years, as well as the category of such female directors:

	Number of female directors				% of total directors of each type			
	F/Y 2017	F/Y 2016	F/Y 2015	F/Y 2014	F/Y 2017	F/Y 2016	F/Y 2015	F/Y 2014
Executive	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Proprietary	1	0	0	0	8.33%	0.00%	0.00%	0.00%
Independent	3	4	5	5	25.00%	36.36%	41.67%	50.00%
Other Outside	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Total:	4	4	5	5	33.33%	36.36%	41.67%	50.00%

C.1.5 Explain the measures, if any, adopted to foster inclusion on the board of directors of a number of women allowing reaching a balanced presence of women and men.

#### Explanation of the measures

In the Corporate Governance Policy approved by the Board of Directors of the company on 25 November 2014, published on the corporate website ([www.ree.es](http://www.ree.es)), it was taken into account the objective of improvement as regards gender diversity, stating and assuming the principle of "strengthening its commitment to diversity of knowledge, experience and gender in the composition of the Board of Directors and its Committees." Also within the practices included in the aforesaid Corporate Governance Policy is "Board of Directors Diversity. The Company applies the principle of promoting diversity of knowledge, experience and gender amongst Board and Committee members, as an essential factor to enable it to achieve its objectives from a plural and balanced perspective." Article 22 of the Board of Directors Regulations provides that the Board of Directors, within the scope of its authority, will see to it that the candidates elected are persons of recognised solvency, competence and experience, ensuring gender diversity, experience and knowledge within the Board. In this context, it is appropriate to note the important role of the Appointments and Remuneration Committee in the promotion of diversity on the Board of Directors since, as established in article 24 of the Articles of Association and in article 18 of the Board of Directors Regulations, that Committee is responsible for fostering an objective of representation for women on the Board of Directors, evaluating the competencies, knowledge and experience required on the Board, referring proposals for the appointment of independent directors to the Board, and reporting on proposals of appointment of the other directors, among others. The Board of Directors of Red Eléctrica Corporación, S.A., under the provisions of article 18.4 j) of the Board Regulations, years ago assumed the commitment to comply with the recommendations established regarding equality and, therefore, established the obligation of the Appointments and Remuneration Committee to prepare an annual report on gender diversity and equality policy to be submitted to the Board for its approval. This report reflects the company's concern for diversity and equality and, therefore, years ago measures were analysed and adopted to achieve balance of competencies on the Board of Directors and throughout the organisation. The most recent report on Diversity and Equality approved by the Board of Directors on 30 January 2018 took a step forward in the concept of diversity by incorporating information not only on gender but also considering the experience, knowledge, age or seniority in the position of the directors on the Board of Directors, and in the organisation. The aforesaid report is published on the corporate website ([www.ree.es](http://www.ree.es)). At 31 December 2017, four of its 12 members, representing 33.33% of the total, are women, for which reason Red Eléctrica continues to be among the leading IBEX 35 companies, satisfying the objective of 30% established in Recommendation 14 of the CBGSC for 2020. On the other hand, it should be noted that, in 2013, the Board of Directors resolved to create the position of lead independent Director (*consejero independiente coordinador*, or "CIC"), which was approved by the General Meeting of Shareholders held on 18 April 2013, in order to strengthen the balance of authority within the Board of Directors, on which the position of Executive Director and chairman of the board is filled by the same person. On 25 May 2013 a woman also was appointed as the lead independent Director. The Board of Directors, on proposal of the Appointments and Remuneration Committee, at the meeting held on 31 May 2016, approved her re-election as lead independent Director, for a term of 3 years.

C.1.6 Explain the measures, if any, that have been agreed by the appointments committee in order for selection procedures to have no implicit bias preventing selection of female directors, and for the company to deliberately seek and include women having the professional experience sought within the potential candidates:



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

#### Explanation of the measures

As stated in subsection C.1.5. above, the purpose of the actions instituted by the company is actively to promote the selection of qualified women and include them on the Board of Directors. To that end, the Board of Directors has adopted the best practice recommendations in the area of gender diversity. At the end of the 2017 financial year, four of its members (33.33%) are women. The company thus continues to comply with the 30% objective established in Recommendation 14 of the CBGSC, both objectives for the year 2020. Since 25 May 2013 a woman has held the position of lead Independent Director. Regarding the Board Committees, it should be noted that at 31 December 2017, on the Appointments and Remuneration Committee, 2 of its 5 members are women (40%). On the Audit Committee, also, 2 of the 5 members are women (40%).

The Corporate Governance Policy published on the corporate website ([www.ree.es](http://www.ree.es)) establishes "the principle of strengthening its commitment to diversity of knowledge, experience and gender in the composition of the Board of Directors and its Committees" and within the practices included in the aforesaid Corporate Governance Policy is "Board of Directors Diversity. The Company applies the principle of promoting diversity of knowledge, experience and gender in the composition of the Board of Directors and its Committees, as an essential factor that allows it to achieve its objectives from a plural and balanced perspective." As regards the selection of directors, the Appointments and Remuneration Committee uses a general matrix of competencies that includes the Criteria that define the ideal profile for holding the position of director. In each candidate selection process, the Appointments and Remuneration Committee analyses the experience of the candidates and evaluates whether it is in accordance with the profile of those suitable to hold positions as directors of the type the position of which is vacant at that time

When doing so the Appointments and Remuneration Committee complies with the basic responsibilities established in article 18.1, subsections h), i) and k) of the Board of Directors Regulations, pursuant to which the Committee must:

-Ensure that the candidates for vacancies on the Board meet all of the requirements of the legal provisions and the provisions of these Regulations.

-Evaluate the competencies, knowledge and experience necessary on the Board and, as a result, define the functions and aptitudes necessary in the candidates who are to fill each vacancy, within the policy approved for such purpose.

-Evaluate the time and dedication necessary in order for directors to effectively perform their tasks, for these purposes evaluating whether it is compatible with membership on other management bodies of companies, and ensuring that they have sufficient time available for proper performance of their duties.

All of the foregoing was taken into account by the Appointments and Remuneration Committee and the Board of Directors when analysing the reports and proposals to fill the vacancies existing on the Board of Directors during 2017, as may be seen on the corporate website ([www.ree.es](http://www.ree.es)) within the documentation that Red Eléctrica made available to shareholders for the Annual General Meeting of Shareholders held on 31 March 2017.

Regarding the concern of the Board of Directors for addition of female talent to the Board of Directors, article 18.1 n) of the Board of Directors Regulations establishes, as one of the basic responsibilities of the Appointments and Remuneration Committee, seeing to it that gender diversity is taken into account when filling new vacancies, establishing an objective for female representation and giving guidelines regarding how to reach that objective. For more information we remit to the Diversity and Equality Report approved by the Board of Directors on 30 January 2018, which is published on the corporate website ([www.ree.es](http://www.ree.es)).

When despite such measures as may have been adopted, there are few female directors, or none, explain the reasons:

#### Explanation of the reasons

C.1.6 bis Explain the conclusions of the appointments committee regarding verification of compliance with the director selection policy. And in particular, regarding how that policy is promoting the objective that in 2020 the number of female directors will represent at least 30% of the total members of the board of directors.

#### Explanation of the conclusions

Regarding selection of directors the Appointments and Remuneration Committee uses a general matrix of competencies that sets forth the criteria defining the ideal profile in order to serve as a director of the company, and analyses the qualities, competencies and experience an ideal director should have in order to hold the position, independently of the category. In each candidate selection process, the Appointments and Remuneration Committee analyses the experience of the candidates and evaluates whether it is in accordance with the profile of those suitable to hold positions as directors of the corresponding type of director.

When doing so the Appointments and Remuneration Committee complies with the basic responsibilities established in article 18.1, subsections h), i) and k) of the Board of Directors Regulations already referred to in Subsection C.1.6 above.

In addition, in the Corporate Governance Policy it is established that "Red Eléctrica applies the principle of ensuring the existence of appropriate procedures for the selection of directors, which guarantee reasonable balance and diversity within the Board of Directors for proper discharge of its mission. To do this, when assessing the candidates participating in the selection process, the procedure will take into account any competencies, experience, professionalism, suitability,

impartiality, knowledge, qualities, abilities and availability of the members of the Board of Directors at all times, and the Appointments and Remuneration Committee plays an important role in the process".

In the same way, in the Corporate Governance Policy of the company it is established that "the company applies the principle of promoting diversity in knowledge, experience and gender amongst Board and Committee members, as an essential factor to enable it to achieve its objectives from a plural and balanced perspective". As already has been explained in subsections C.1.5 and C.1.6 above (to which we remit to avoid repetition), the company has 4 female directors and meets the 30% objective established in new Recommendation 14 of the CBGSC for 2020.

For more information we remit to the Gender Diversity and Equality Policy Report approved by the Board of Directors on 20 December 2016, which is published on the corporate website ([www.ree.es](http://www.ree.es)).

C.1.7 Explain the form of representation on the board of shareholders with significant shareholdings.

In accordance with the provisions of article 20 of the Articles of Association, the composition of the capital structure of the company is taken into account in the election of directors. Also, it must be ensured that outside directors represent a large majority. In any event, the Board's composition will be determined in such a way as to ensure the most adequate representativeness of the share capital.

As provided in article 7 of the Board of Directors Regulations, the following are considered to be Proprietary Directors:

- Those whose shareholdings are not less than the shareholding legally considered to be significant or who have been appointed due to their position as shareholders, even if the shareholding does not reach that level.
- Those representing the shareholders indicated in the preceding paragraph.

For these purposes, a director will be deemed to represent a shareholder when:

- The director has been appointed in exercise of the shareholder's right of representation.
- He or she is a director, Senior Manager, employee or non-occasional service provider of said shareholder or the companies belonging to its group.
- Company records show that the shareholder acknowledges the director as its appointee or representative.
- The director is the spouse of or maintains an analogous affective relationship with or is a close relative of a significant shareholder.

Proprietary Directors may not serve simultaneously as directors of more than five (5) listed companies.

The composition of the Board of Directors is governed by the principle of proportionality; in this regard the Board of Directors Regulations establish in their article 7 that among outside directors, the ratio of Proprietary Directors to Independent Directors reflects the ratio of the Company's capital represented by proprietary directors and the remainder of the Company's capital; this strict proportionality principle may be relaxed in such manner that the weight of Proprietary Directors is greater than what would correspond to them based on the total percentage of capital they represent:

- In the case of high capitalisation in which there are few or no shareholdings legally considered to be significant.
- Where there is a plurality of shareholders represented on the board but not otherwise related.

In addition the number of Independent Directors must represent at least half of the total number of directors. When the chairman of the Board is also the chief executive of the Company, the independent directors should constitute a majority of the total number of directors. These provisions were included in the Board Regulations in March of 2013, to reflect good international corporate governance practices, and maintained with practically no change in the Regulations approved in December of 2016.

In accordance with the authorisation contained in article 24.2 of the Articles of Association, within the authority of the Appointments and Remuneration Committee is that of reporting to the Board of Directors, for referral to the General Meeting of Shareholders, on the appointment or re-election of the Proprietary Directors proposed by the majority shareholder.

In any event, Proprietary Directors must inform the Board about any conflict of interest between the company and the shareholders proposing their appointment, when this affects matters submitted to the board, refraining from participating in the adoption of the corresponding resolutions. In addition it should be noted that, among the circumstances in which directors are required to resign, article 24.2 g) of the Board of Directors Regulations provides that a Proprietary Director must resign when the shareholder the interests of which it represents on the Board transfers its entire interest in the Company, or reduces it to a level requiring reduction of the number of its Proprietary Directors.

In the adaptation of the Board of Directors Regulations approved in March of 2013, a provision was introduced regarding Proprietary Directors, to the effect that they cannot serve simultaneously in the position of a director for more than (5) listed companies. This limitation is maintained in the update of the aforesaid Regulations approved in December of 2016.

In Red Eléctrica, the Spanish State's Industrial Holding Company (Sociedad Estatal de Participaciones Industriales, SEPI) at 31 December 2017 is the direct owner of a significant interest, holding 108,216,000 shares, which represent 20% of share capital. In addition, there are three Proprietary Directors representing SEPI on the Board of Directors, Mr. Fernando

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

Fernández Méndez de Andés, Mr. Santiago Lanzuela Marina and Ms. Mercedes Real Rodríguez, representing 25% of the total number of directors.

Apart from the SEPI, there is no individual or legal person that exercises or could exercise control over the company in accordance with the provisions of Article 5 of Royal Legislative Decree 4/2015 of 23 October 2015, approving the restated text of the Securities Market Act.

C.1.8 If applicable, explain the reasons proprietary directors have been appointed at the request of shareholders whose share interests are less than 3% of capital:

State whether any formal requests for membership on the board have not been honoured for shareholders whose share interests are not less than those of others upon whose request Proprietary Directors have been appointed. If applicable, explain the reasons the requests have not been honoured:

Yes  No

C.1.9 State whether any director has resigned his position before the end of his term of office, whether that director explained his reasons to the board and if so in what way, and, if he did so in writing to the entire board, below explain at least the reasons given by that director:

Name of director:

MR. JOSÉ ÁNGEL PARTEARROYO MARTÍN

Reason for resignation:

By replacement resolution adopted by the shareholder represented (SEPI).

C.1.10 State the powers, if any, delegated to the managing director(s):

Name of director:

MR. JUAN FRANCISCO LASALA BERNAD

Brief description:

The Board of Directors of the company in a meeting held on 28 July 2015 unanimously resolved: "To delegate, jointly, severally and indistinctly, to the Managing Director of Red Eléctrica Corporation, S.A., Mr. Juan Francisco Lasala Bernad, under and in accordance with the provisions of articles 249 of the current Spanish Companies Act, 149 of the Commercial Registry Regulations, 22 of the Articles of Association and 5 of the Board of Directors Regulations, all authority of the Board of Directors that may be delegated by law and pursuant to the Articles of Association".

C.1.11 Identify any members of the board who hold the position of director or manager in other companies belonging to the group of the listed company:

Name of director	Name of group entity	Position	Has executive functions?
MR. JUAN FRANCISCO LASALA BERNAD	RED ELÉCTRICA DEL SUR, S.A.	CHAIRMAN OF THE BOARD OF DIRECTORS	NO
MR. JUAN FRANCISCO LASALA BERNAD	TRANSMISORA ELÉCTRICA DEL NORTE, S.A.	MEMBER OF THE BOARD OF DIRECTORS (DIRECTOR)	NO
MR. JUAN FRANCISCO LASALA BERNAD	RED ELÉCTRICA INTERNACIONAL, S.A.U.	JOINT DIRECTOR	YES

17

MR. JUAN FRANCISCO LASALA BERNAD	RED ELÉCTRICA DE ESPAÑA, S.A.U.	INDIVIDUAL REPRESENTATIVE OF THE SOLE ADMINISTRATOR, RED ELÉCTRICA CORPORACIÓN, S.A.	YES
MR. JUAN FRANCISCO LASALA BERNAD	RED ELÉCTRICA INFRAESTRUCTURAS DE TELECOMUNICACIÓN, S.A.U.	JOINT (BUT NOT SEVERAL) DIRECTOR	YES

C.1.12 Name, if any, the directors of your company who are known by your company to be directors of other companies listed on stock exchanges other than companies in your group:

Name of director	Name of group entity	Position
MR. JOSÉ LUIS FEITO HIGUERUELA	BANKIA, S.A.	DIRECTOR
MR. FERNANDO FERNÁNDEZ MÉNDEZ DE ANDÉS	BANKIA, S.A.	DIRECTOR
MS. SOCORRO FERNÁNDEZ LARREA	CEMENTOS MOLINS INDUSTRIAL, S.A.	DIRECTOR
MS. CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	GRUPO EZENTIS, S.A.	DIRECTOR

C.1.13 State and if applicable explain whether the company has established rules regarding the number of committees of which its directors may be members:

Yes  No

Explanation of the rules

Article 18.1 k) of the Board of Directors Regulations establishes, among the basic responsibilities of the Appointments and Remuneration Committee in relation to appointments and removals, that of evaluating the time and dedication necessary in order for directors to effectively perform their duties, for these purposes evaluating compatibility thereof with membership on other management bodies of companies, and ensuring that they have sufficient time available for proper performance of their duties.

In this regard, the Appointments and Remuneration Committee has the authority to analyse and, if applicable, propose to the Board that members of the Board of Directors of Red Eléctrica be authorised to join Boards of Directors of other companies.

Article 7.3 of the Board Regulations limits the number of boards of other Listed Companies of which an Independent Director of the company may be a member to a maximum of two (2), absent an express exception approved by the Board, on proposal of the Appointments and Remuneration Committee.

In addition, under article 7.2 b) of the Board of Directors Regulations, Proprietary Directors may not simultaneously serve as directors of more than five (5) Listed Companies. And under article 7.2 a) of the aforesaid Regulations, Executive Directors may only serve as directors on one (1) Board of Directors of another company, with the exception of positions on Boards of Directors of subsidiaries or investees of the Company.

C.1.14 Repealed section.

C.1.15 State the overall remuneration of the board of directors:

Remuneration of the Board of Directors (thousands of euros)	3,286
Amount of accrued pension rights of current directors (thousands of euros)	80
Amount of accrued pension rights of former directors (thousands of euros)	0

C.1.16 Name the members of senior management who are not executive directors, and state the total remuneration they earned during the financial year:

Name	Position
MR. MIGUEL RAFAEL DUUVISON GARCÍA	GENERAL MANAGER OF OPERATIONS
MS. EVA PAGÁN DÍAZ	GENERAL MANAGER OF TRANSMISSION

Total senior management remuneration (in thousands of euros)	649
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18



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

**C.1.17 Give details of the directors, if any, who are also directors of companies that are significant shareholders and/or entities in their group:**

Name of director	Name of significant shareholder	Position
MS. MERCEDES REAL RODRIGÁLVAREZ	SPANISH STATE'S INDUSTRIAL HOLDING COMPANY (SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, SEPI)	DIRECTOR

Give details of any significant relationships, other than those disclosed in the preceding paragraph, between members of the board of directors and companies owning significant shareholdings in the reporting company and/or other companies in its group:

**Name of related director:**

MS. MERCEDES REAL RODRIGÁLVAREZ

**Name of related significant shareholder:**

SPANISH STATE'S INDUSTRIAL HOLDING COMPANY (SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, SEPI)

**Description of relationship:**

DIRECTOR OF ENERGY DIVISION INVESTEES

**C.1.18 State whether there was any amendment of the board regulations during the financial year:**

Yes  No

**C.1.19 Describe the procedures for the selection appointment, re-election, evaluation and removal of directors. Specify the competent bodies, the formal steps to be taken and the criteria to be used in each procedure.**

1. Appointment and re-election. Art. 21 of the Board Regulations provides that directors will be appointed by the General Meeting of Shareholders or, in the event of an early vacancy, by the Board of Directors by co-option. The proposal of appointment (including by way of co-option) or re-election of directors will be made on proposal of the Appointments and Remuneration Committee, in the case of Independent Directors, and by the Board itself, in the case of other directors. The Board within the scope of its authority will see to it that the candidates selected are persons of recognised solvency, competence and experience, guaranteeing gender diversity, experience and knowledge within the Board, following the policy of appointment and evaluation of candidates approved by the Board itself, even being entitled to use outside advisors when considered to be necessary, in accordance with art. 22 of the aforesaid Regulations. Under art. 23 of the Regulations, directors will serve for the term contemplated in the Articles of Association. Art. 20 of the aforesaid Articles sets the term of service as a director at four years. As established in art. 7 of the Board Regulations, Independent Directors may not serve as such for a consecutive period of more than twelve years. In 2011 the Board of Directors approved a Succession Plan for the chairman. But since 2011, in line with advances in the world of corporate governance, the company has undergone significant structural changes. For this reason, throughout 2017 intensive work was carried out by the Appointments and Remuneration Committee and the Lead Independent Director in the preparation of the "Contingency Plan for the succession of the Chairman of the Board" and the "Contingency Plan for the succession of the Managing Director" with the support of an international outside consultant. The Board of Directors, at its meeting held on 19 December 2017, on proposal of the Appointments and Remuneration Committee, approved the aforementioned Plans, including the profiles and functions of the chairman of the board and the Managing Director and previewing the actions to be taken within the company immediately in the event of unforeseen or unforeseeable events that prevent both the Chairman of the Board of Directors and the Managing Director, during the period of their appointment, from performing their duties. The aforesaid Plans will be reviewed at least every 6 months. Both Plans in detail establish their objectives, the causes of activation, the responsible parties and the actions to be taken in each phase, from the first 24 hours to the first month, avoiding risks of an unforeseen and disorderly succession. In 2018 work will continue on the definition of the Plans of succession and updating the approved Contingency Plans.

2. Evaluation of directors. article 5 of the Board Regulations establishes that, at least every two years, the Board will be assisted in the evaluation by an outside consultant, the independence of which will be verified by the Appointments and Remuneration Committee. The Board has reserved to itself, on a nondelegable basis (art. 5 of the Regulations) the annual evaluation of its own functioning, of the functioning of its Committees, of the performance of their functions by the chairman

of the board and the chief executive. The process for the 2016 financial year was with the collaboration of a new outside international consultant and was undertaken under the direction of the Appointments and Remuneration Committee, in coordination with the lead Independent Director. 3. Removal. art. 24.1 of the Board Regulations establishes that directors will leave office when the period for which they were appointed has elapsed, or when so decided by the General Meeting of Shareholders in use of the authority conferred on it by law or the articles. The Board of Directors may not propose removal of Independent Directors before the end of the articles period for which they were appointed, unless there is just cause found by the Board after a report from the Appointments and Remuneration Committee. In particular, just cause will be understood to exist when the director comes to occupy new positions or contracts new obligations that prevent it from dedicating the necessary time to performance of the duties of the position of a director, breaches the duties inherent in the position or is in any of the circumstances described in art. 7.2 c) of the Board Regulations, preventing classification thereof as independent. Removal of an Independent Director also may be proposed as a result of takeover bids, mergers or other similar corporate transactions that result in a change in the capital structure of the Company, when those changes in the structure of the Board are motivated by the proportionality criterion indicated in art. 7.1 c) of the aforesaid Regulations. Also, directors must tender their positions to the Board of Directors and, if it considers it to be appropriate, formalise the corresponding resignation in the cases contemplated in Art. 24.2 of the Board Regulations, which are stated in section C.1.21 below. Art. 24.3 of the aforesaid Regulations provides that members of the Committees will leave office when they do so as regards their positions as directors. When a director leaves office before the end of the term of appointment, whether by reason of resignation or otherwise, it will explain the reasons in a letter that it will send to all members of the Board. Without prejudice to the resignation being disclosed to the market as established by current law, the reasons therefor will be stated in the annual corporate governance report, in accordance with art. 24.4 of the aforesaid Regulations.

**C.1.20 Explain to what extent the annual evaluation of the board has resulted in significant changes in its internal organisation and the procedures applicable to its activities:**

Description of amendments
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The annual evaluation of the Board of Directors for the 2016 financial year resulted, inter alia, in the following changes in the internal organisation:

- (i) The gender diversity on the Board of Directors was increased with the addition of a female director to replace a male director in October 2017.
- (ii) A plan of incorporation (induction plan) has been designed and implemented for new directors, which was put into practice in connection with the incorporation of a new director.
- (iii) A commitment has been made to continuously improve and review the good governance practices adopted as reflected in this report. Not only has progress been made in 2017, but further progress will be sought in 2018, in order to comply with some of the improvement proposals contained in the report on the evaluation process for 2016, in particular those relating to the review of the current Strategic Plan, which will be completed in 2019.

**C.1.20.bis Describe the process of evaluation and the areas evaluated undertaken by the board of directors with the assistance, if applicable, of an outside consultant, regarding diversity of its composition and competencies, the functioning and composition of its committees, the performance of the chairman of the board of directors and the chief executive officer of the company and the performance and contribution of each director.**

The Board of Directors in article 5 of the Board of Directors Regulations expressly reserves, inter alia, on a nondelegable basis, the annual evaluation of the quality and efficiency of the functioning of the Board, the performance of their duties by the chairman of the Board and the chief executive of the company and the effective functioning of the Board Committees, based on the report referred to it by the Appointments and Remuneration Committee, if applicable in coordination with the lead Independent Director or the chairman. The evaluation the functioning of the Board, its chairman, the chief executive of the company and its Committees will be performed by an independent expert third party at least every two years.

Red Eléctrica Corporación, S. A. was one of the first companies to carry out the voluntary evaluation process of its Board of Directors, also being assisted for years by outside advisors with the aim of giving its self-evaluations a more objective and independent view, thus following the recommendations established by recent regulatory amendments and the best practices applicable to Corporate Governance.

In 2017, in accordance with the recommendations for good governance of Listed Companies, the Board of Directors engaged an outside consultant to act as facilitator and leader of the process of self-evaluation of the effectiveness of the functioning of the Board. In order to carry out the self-evaluation exercise, an interview script was defined taking into account the best corporate governance practices.

The outside consultant held individual interviews with each and every member of the Board of Directors, during which he or she analysed the quality and efficiency of the Board's operation, the functioning and composition of its committees, diversity in the composition and competencies of the Board, the performance of the Chairman of the Board and the company's chief executive.

In particular, in the process of self-evaluation there was detailed analysis of the following areas:

- Organisation of the Board



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

- Organisation of the Committees
- Composition of the Board
- Involvement of the Board
- Communication with Shareholders and Regulators
- Talent Management and Succession Plans
- Risk Management
- Future Issues
- Suggestions

The self-evaluation report contains the conclusions obtained (summarised in the Company's voluntary Annual Corporate Governance Report, to which we remit) and was submitted to the Appointments and Remuneration Committee and approved by the Board of Directors at its meeting held on 27 June 2017.

The Board of Directors also resolved to initiate a new self-evaluation process for the Board of Directors, covering the year 2017, with the support of an outside consultant.

**C.1.20** If applicable, provide details of the business relationships maintained by the consultant or any company in its group with the company or any company in its group.

The business relations with the outside consultant consisted exclusively of assisting the Board of Directors in the aforementioned self-evaluation process of the Board of Directors.

**C.1.21** State the circumstances in which directors are required to resign.

Article 24.2 of the Board Regulations contemplates that directors will place their positions at the disposal of the Board of Directors and will, if the Board deems appropriate, tender their formal resignations, in the following cases:

- "a) When they reach 70 years of age.
- b) When they are subject to any of the grounds of incompatibility or prohibition contemplated by law.
- c) When they are convicted of an offence or penalised in disciplinary proceedings for a serious or very serious infringement conducted by the supervisory authorities of the securities, energy and telecommunications markets.
- d) When they have seriously breached their obligations as directors.
- e) When they leave the management positions with which their appointments as directors were associated.
- f) When their continued presence on the Board endangers the Company's interests, and the Board so finds with the favourable vote of two thirds of its members.
- If a director is tried for any of the crimes indicated in the corporate legislation, the Board will review the matter as soon as possible, and in light of the particular circumstances will decide as contemplated in the preceding paragraph whether it is appropriate for the director to remain in the position. All such determinations will be disclosed and explained in the Annual Corporate Governance Report.
- g) In the case of a Proprietary Director, when the shareholder the shareholding interests of which it represents on the Board transfers all of its interest in the Company, or reduces it to a level requiring reduction of the number of its Proprietary Directors.
- h) On request of the Board of Directors by a majority of two thirds of its members, when there are repeated absences from meetings of the Board.
- i) When any circumstance occurs that prevents or significantly limits their participation in and dedication to the meetings of the Board and exercise of their duties and responsibilities as directors."

**C.1.22** Repealed section.

**C.1.23** Are supermajorities, other than the statutory majorities, required for any kind of decision?

Yes  No

If so, describe the differences.

Description of the differences

Any resolution. Quorum: Half plus one of its members present in person or by proxy (art. 20 of the Regulations); Type of majority: Absolute.  
 Amendment of the Board Regulations as provided in article 3.4 of the Regulations. Quorum: Same as for any resolution; Type of majority: Two thirds.  
 Removal of directors when their continued presence on the Board endangers the company's interests, in particular in respect of section 38.4 of the Regulations, and the Board so finds with the favourable vote of two thirds of its members, pursuant to art. 24.2 f) of the Regulations. Quorum: Same as for any resolution; Type of majority: Two thirds.  
 Removal of director on request of the Board of Directors, when there are repeated absences from meetings of the Board. Request by two thirds majority (art. 24.2 h) of the Regulations). In accordance with art. 529 septies of the LSC, in the Board of Directors Regulations it is established that if the position of chairman is held by an Executive Director,

appointment thereof will require the favourable vote of two thirds of the members of the Board of Directors art. 9 of the Regulations).

There are no provisions for resolutions that require a supermajority for their adoption, apart from the specific ones contemplated in the applicable law and the cases referred to above.

Except in cases where other quorums for attendance have been specifically established, the board will be validly constituted with the attendance of at least half plus one of its members, present either in person or by proxy. If there is an odd number of directors, then a quorum will be present with the attendance of the whole number of directors immediately over half.

In accordance with the provisions of article 21 of the Articles of Association, any director may grant a proxy to another director, in writing and specially for each meeting, to represent and vote for it at meetings of the Board of Directors. Such proxy must be given to a director of the same type as the grantor of the proxy (articles 30.2 c) and 20 of the Board Regulations). (Article 529 quater of the LSC only allows outside directors to grant proxies to another outside director, which provision has been included in art. 21 of the Articles of Association and art. 30.2 c) of the Regulations).

The chairman will organise the discussion, ensuring and encouraging the participation of all directors in the deliberations of the body, and will submit the matters for vote when he deems them to have been sufficiently debated. Each director, present in person or by proxy, will have one vote.

Both the Articles of Association (article 21) and article 20 of the Board Regulations provide that resolutions will be adopted by absolute majority of votes of the directors attending the meeting, in person or by proxy, except in those cases in which the law requires that resolutions be adopted by a greater majority, with the exceptions already discussed that are contemplated in the Board of Directors Regulations.

**C.1.24** State if there are any specific requirements other than those relating to directors, to be appointed chairman of the board of directors.

Yes  No

Description of requirements

Article 9 of the Board of Directors Regulations, after its update and adaptation to article 529 septies of the LSC, provides that if the position of chairman is held by an Executive Director, appointment thereof will require the favourable vote of two thirds of the members of the Board of Directors.

**C.1.25** Indicate if the chairman has a casting vote:

Yes  No

Matters on which there is a casting vote

In the event of a tie vote, the chairman will have the casting vote and will settle the issue, regardless of the subject matter of the resolution being voted on (Article 21 of the Articles of Association and Article 20.3 of the Board Regulations).

**C.1.26** Indicate if the articles or board regulations establish any age limit for directors:

Yes  No

Age limit for chairman:

Age limit for managing director:

Age limit for director: 70

**C.1.27** Indicate if the articles or board regulations set a limit on the term of office of independent directors, other than as established by law:

Yes  No

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

C.1.28 Indicate whether the articles or board of directors regulations establish specific rules for the granting of proxies within the board of directors, the manner of doing so and, in particular, the maximum number of proxies a director may hold, as well as whether any limitation has been established regarding the categories within which it is possible to grant proxies, beyond the limitations imposed by law. If so, briefly describe those rules.

Each director may extend a proxy to another director, in writing and specifically for each meeting, to vote for him in the meetings of the Board of Directors. It is so provided in article 21 of the Articles of Association. Outside directors may do so only to another outside director.

If a director cannot, for justified cause, attend a board meeting that has been called, he must give instructions to the director that will represent him, seeing to it that he is represented by a director of the same category as provided in article 30.2 c) and article 20 of the Board Regulations. In addition the provisions of art. 529 quarter of the LSC must be applied for outside directors, as already set forth in the Articles of Association and the Board of Directors Regulations.

C.1.29 Indicate the number of meetings held by the board of directors during the period. State also how many times, if any, the board met without the chairman being present. The figures treat proxies with specific instructions as being in attendance.

Number of board meetings	11
Number of board meetings without the chairman being present	0

If the chairman is ans

Number of meetings	0
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State the number of meetings the various board committees have held during the financial year:

Committee	No. of Meetings
AUDIT COMMITTEE	11
APPOINTMENTS AND REMUNERATION COMMITTEE	11

C.1.30 State the number of meetings held by the board of directors during the financial year with the attendance of all of its members. The figures treat proxies with specific instructions as being in attendance:

Number of meetings with the attendance of all directors	7
Those in attendance as a percentage of total number of votes during the financial year	97.00%

C.1.31 Indicate if the individual and consolidated annual financial statements submitted for board approval are previously certified:

Yes  No

If so, state the person(s) who has/have certified the company's individual and consolidated annual accounts for preparation by the board:

Name	Position
MR. JUAN FRANCISCO LASALA BERNAD	MANAGING DIRECTOR
MS. MARÍA TERESA QUIRÓS ÁLVAREZ	CHIEF FINANCIAL OFFICER
MR. JOSÉ MANUEL RODRÍGUEZ GIL	ECONOMIC MANAGER

C.1.32 Give details of any mechanisms the board of directors has established to avoid the individual and consolidated financial statements prepared by it being presented to the general meeting with qualifications in the audit report.

As expressly indicated in article 42 of the Board Regulations, the Board of Directors will definitively formulate the accounts, after review by the Audit Committee pursuant to its functions as established in the Regulations, seeing to it that there are no qualifications by the auditor. However, when the board concludes that its position should be maintained, it will publicly explain the substance and scope of the disagreement.

In this regard, the Audit Committee is particularly important, as it continuously monitors the process of reporting economic and financial information to the market supervisory bodies, thereby increasing the possibility of absence of qualifications in the annual audit reports.

Since it was incorporated in 1985, the Company has not been subject to any audit qualifications regarding its Annual Accounts, which attests to the accuracy, reliability and sufficiency of the Annual Accounts of the company and of its consolidated Group throughout its life, guaranteeing at all times the highest informational transparency.

C.1.33 Does the secretary of the board hold a directorship?

Yes  No

If the secretary does not hold a directorship complete the following table:

Name of the secretary	Representative
MIR. RAFAEL GARCÍA DE DIEGO BARBER	

C.1.34 Repealed section.

C.1.35 Indicate any mechanisms established by the company to safeguard the independence of the outside auditors, financial analysts, investment banks and rating agencies.

Approval of the policy for engagement of non-audit services from the Outside Auditor is reserved on a nondelegable basis to the Board of Directors in its internal Regulations (Art. 5.5 a) xiv).

The Annual General Meeting of Shareholders held on 15 April 2015 approved an amendment of the Articles of Association, to adapt them to the legislative reforms introduced by Act 31/2014 of 3 December 2014, amending the Spanish Companies Act to improve corporate governance. Among other articles, there was an amendment of article 23.2 of the Articles related to the authority of the Audit Committee, incorporating minimum adjustments in relation to the Outside Auditors.

The Audit Committee is the body under the Board of Directors that is responsible for the relationship with outside auditors. In this regard the Audit Committee assists the Board of Directors in ensuring independence of the company's outside auditor.

In article 16.3 b) of the Board of Directors Regulations, in relation to the independence of outside auditors, within the functions of the Audit Committee, the function of establishing direct relationships with the Outside Auditors is included, with that committee regularly to collect and receive information from the auditor regarding the audit plan, the process of development thereof and its implementation, and regarding such matters as may result in a threat to their independence, including the matter related to the report from the Outside Auditor of neither it nor any of its partners having been convicted by a final judgment, in criminal proceedings related to the performance of its audit functions, for examination by the Committee, and any others related to the process of development of the audit of accounts. And to authorise, when it considers it to be appropriate, services of the Outside Auditors other than those that are prohibited, on the terms contemplated in the applicable legislation on audit of accounts. In addition, article 16.3 h) of the aforesaid Regulations includes the Audit Committee's function of issuing, annually prior to the issue of the audit report, a report stating an opinion as to whether the independence of the Outside Auditors or audit companies has been compromised.

In this regard the Audit Committee must ensure that the company (i) makes material disclosure to the CNMV of changes in auditors and, if applicable, disagreements with the departing auditor, and (ii) complies with the applicable rules regarding non-audit services, limits on the concentration of the auditor's business and, in general, the other rules established to ensure independence of the auditors. Also, in the case of resignation of the auditor, the Audit Committee must examine the underlying circumstances.

Further, pursuant to the terms of article 42 of the Board of Directors Regulations, the board will refrain from engaging audit firms whose anticipated fees in all categories are projected to surpass ten percent of total income during the last financial year.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

In addition, the aforesaid article 42 of the aforesaid Regulations requires the Board of Directors to report, annually, on the overall fees that have been paid to the outside audit firm for services other than auditing, seeking to minimise the engagement of such services to the extent possible.

Without prejudice to the obligation established in the aforesaid regulatory rule, to report to the Audit Committee on the services provided to the company and the Group by the outside auditor, other than those related to the outside audit (services that are regularly reported to the markets by way of heading C.1.37 of this report), the approach followed by the company is not to engage this kind of services from the Outside Auditor from the date it has been appointed by the General Meeting of Shareholders, unless there are exceptional reasons justifying the engagement of such services therefrom, which are to be appropriately explained in the annual public reporting of the company. In any case, the engagement of such services must be authorised by the Audit Committee.

Since 2016, in compliance with Recommendation 6 of the CBGSC, the company publishes the Audit Committee Report on the independence of the Outside Auditor on the corporate website, duly in advance of the date of holding the Annual General Meeting of Shareholders.

The company makes frequent presentations to financial analysts and investment banks to report the key economic and financial figures of the group, and to review its business performance.

Said presentations are regularly attended by the most important professionals and specialists in the sector. After making the foregoing presentations, all participants are offered the opportunity to be included in a list of entities that periodically receive the most important information regarding the company of interest to them.

Presentations to analysts are first sent to the CNMV so that they are known by the markets through its website. These presentations are then immediately posted on the company's website.

The principal purpose of the "Investor Relations" Department, under the company's Corporate Economic and Financial Office, is to serve as a channel for communications with financial professionals and institutional investors and respond to their inquiries.

C.1.36 State whether the company has changed outside auditors during the financial year. Is so identify the new and departing auditors:

Yes  No

If there were disagreements with the departing auditor, describe the substance:

C.1.37 Indicate if the audit firm provides any non-audit services to the company and/or group. If so, state the auditor's fees for such services in absolute terms and as a percentage of the total fees invoiced to the company and/or its group:

Yes  No

	Company	Group	Total
Fees for non-audit services (thousands of euros)	15	112	127
Fees for non-audit services / Total fees invoiced by the auditor (%)	17.00%	37.00%	32.00%

C.1.38 State whether the audit report on the financial statements for the prior financial year contains reservations or qualifications. If applicable, state the explanation given by the chairman of the audit committee of the substance and scope of the reservations or qualifications.

Yes  No

C.1.39 Indicate the number of consecutive financial years the current audit firm has audited the company's and/or group's financial statements. Also state how long the current audit firm has audited the company's financial statements as a percentage of the total number of financial years for which the company's financial statements have been audited:

	Company	Group
Number of consecutive financial years	5	5

No. of financial years audited by current audit firm / No. of financial years the company has been audited (as a %)	16.00%	29.00%

C.1.40 Is there a procedure to allow directors to take independent professional advice? If so, give details.

Yes  No

Describe the procedure

A specific procedure exists within the company in order for directors to obtain outside advice.

To receive assistance in exercising their functions, article 28 of the Board Regulations provides in this regard that directors may request that the Board of Directors engage legal, accounting, financial or other expert consultants, at the expense of the company.

This engagement must necessarily refer to specific problems of a certain significance and complexity that arise in the performance of their duties.

The request to engage such consultants must be made to the chairman. It may be rejected by the Board of Directors if it is shown that:

- a) It is not necessary for the proper performance of the functions assigned to the directors.
- b) The cost thereof is not reasonable in view of the importance of the problem and of the assets and income of the Company, or
- c) The technical assistance sought may be adequately provided by experts or technicians of the Company, or has been entrusted to other outside experts.

In respect of the Audit Committee and the Appointments and Remuneration Committee, articles 15.8 and 17.9, respectively, of the Board Regulations state that the committees may propose that the Board of Directors seek independent professional advice.

Furthermore, said Committees may have access to any type of information or documentation of the Company that is necessary to better carry out their duties, pursuant to the provisions established in the foregoing articles of the Board Regulations.

C.1.41 Indicate if there is a procedure to ensure that directors have the information they need in order to prepare for board and board committee meetings in good time. If so, give details.

Yes  No

Describe the procedure

Board of Directors meetings are called at least six days in advance and all the relevant information is sent together with the call. The call always includes the agenda for the meeting and, as a general rule, the relevant information is attached, duly summarised and prepared.

Notwithstanding the foregoing, article 19.5 of the Board Regulations establishes that the call of the board will be sent at least three (3) days prior to the date of the meeting. As an exception and for emergency reasons, the board may be called by telephone and the prior notice period will not apply when, in the chairman's opinion, the circumstances so require. The urgent reasons will be explained in the minutes of the meeting as provided in article 19.6 of the Regulations.

Article 27.1 of the Board Regulations provides that a director has the broadest rights to collect information regarding any matter affecting the Company. In this regard a director may examine the books, records, documents and other background of corporate transactions, and inspect all of its facilities. The right to information extends to subsidiary companies, both domestic and foreign.

In accordance with article 27.3 of the Board Regulations, in order not to interfere with ordinary management of the company, exercise of information rights is channelled through the chairman of the Board of Directors and/or the Managing Director. They will respond to director inquiries by providing the information directly, making the appropriate spokesmen at the appropriate level within the organisation available, or arranging for requested on-site review and inspection.

Article 27.4 of the Board Regulations provides that the chairman may restrict access to certain information on an exceptional and temporary basis, informing the Board of Directors of the decision during its next meeting.

Also, both the Audit Committee and the Appointments and Remuneration Committee may access any kind of information or documentation of the Company that they need for better performance of their duties, as indicated in section C.1.40 above.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

C.1.42 State whether the company has established rules requiring directors to report and, if applicable, resign under circumstances that may prejudice the credit and reputation of the company, and if so give details:

Yes  No

**Explain the rules**

Article 35 of the Board Regulations, among the disclosure obligations of a director, provides that a director must advise the company of all judicial, administrative and other claims that by reason of their significance may jeopardise the credit and reputation of the company. In particular he must advise of criminal actions in which he appears as a target, and of the progress of the trial.

Also, as indicated in article 24.2 f) of the Board Regulations, directors must tender their positions to the Board of Directors and formalise the corresponding resignation when remaining on the Board endangers the interests of the company, as discussed above, if so ordered by the Board by a vote of two thirds of its members.

If a director is tried for any of the crimes indicated in the corporate legislation, the Board will review the matter as soon as possible, and in light of the particular circumstances will decide as contemplated in the preceding paragraph whether it is appropriate for the director to remain in the position. All such determinations will be disclosed and explained in the Annual Corporate Governance Report.

C.1.43 State whether any member of the board of directors has reported to the company that he has been indicted or tried for any of the crimes stated in article 213 of the Spanish Companies Act:

Yes  No

State whether the board of directors has reviewed the case, if so, explain the decision taken as to whether it is or is not appropriate for the director to remain in office or, if applicable, state the actions taken by the board of directors up to the date of this report or the actions it contemplates taking.

C.1.44 Give details of significant agreements that have been entered into by the company that become effective, are amended or are terminated in the event of a change of control of the company by reason of a public tender offer, and the effects thereof.

There are no agreements entered into by the company that become effective, are amended or are terminated in the event of a change of control of the company by reason of a public tender offer for its shares.

C.1.45 Identify on an aggregate basis and describe in detail agreements between the company and its directors and managers or employees that contain indemnification, guarantee or golden parachute clauses, when they resign or are improperly dismissed, or if the contractual relationship concludes by reason of a public tender offer or other transaction.

**Number of beneficiaries: 4**

**Type of beneficiary**

Chairman, Managing Director and top-level Managers

**Description of Agreement:**

The contract of the Chairman was proposed by the Corporate Governance and Responsibility Committee (currently called the Appointments and Remuneration Committee) and approved by the Board of Directors of the Company in March of 2012. On the ending date of the transitional period (General Meeting of Shareholders of 15 April 2016) by decision of the Company, the commercial contract of the Chairman of the Board of Directors was deemed to be automatically terminated upon cessation of use of his executive functions. Also, at the date of the end of the transitional period as

executive Chairman, indemnification corresponding to one year of remuneration accrued in his favour, as contemplated in the executive Chairman contract. That indemnification will be due when he ceases to be a director of the Company.

Also, at the General Meeting of Shareholders held on 15 April 2016, the remuneration of the Managing Director was updated to be consistent with that approved at the General Shareholders' Meetings held on 17 July 2015 and 15 April 2016, given the assumption of all of the Company's executive functions. The remuneration of the Managing Director includes both fixed and variable remuneration, annual and multi-year, for his executive functions, as well as fixed remuneration as a member of the Board of Directors. The allowance for social benefits also is maintained. Part of the annual variable remuneration will be paid by delivery of shares of the Company.

The contract of the Managing Director was proposed by the Appointments and Remuneration Committee and approved by the Company's Board of Directors on 28 July 2015. On proposal of the Appointments and Remuneration Committee, after approval of the Board of Directors on 23 February 2016, that contract was updated, in accordance with the remuneration policy, to reflect the new conditions due to the full assumption of the executive functions. In accordance with the remuneration policy, this contract, following the customary market practices, contemplates indemnification equivalent to one year's remuneration in the event of termination of the commercial relationship by reason of dismissal or change of control. In addition, as is customary in these cases, as a result of his appointment as Managing Director, the pre-existing employment contract is suspended. If it were to be extinguished, it would in terms of indemnification accrue the remuneration existing at the date of the suspension, for the appropriate purposes based on his seniority with the Company at the date of his appointment as Managing Director (14 years), in accordance with the current labour legislation.

Top-level Managers: There are no guarantee or golden parachute clauses for dismissals in favour of top-level Managers currently serving within the Group. If the employment relationship is extinguished, the indemnification corresponding to those Managers would be calculated in accordance with the applicable labour laws. The contracts of these Managers were approved by the Appointments and Remuneration Committee and they were duly notified to the Board of Directors.

The top-level Managers providing services within the Group at 31 December 2017 are included in the Structural Management Plan put in place by the Company in 2015.

State whether such clauses must be notified to and/or approved by the management bodies of the company or its group:

	Board of directors	General meeting
Body authorising the clauses	Yes	No
Is the general meeting of Shareholders informed of the clauses?	X	No

**C.2 Board of directors committees**

C.2.1 Give details of all committees of the board of directors, their members and the proportions of executive, proprietary, independent and other outside directors that are members thereof:

**AUDIT COMMITTEE.**

Name	Position	Category
MR. ANTONIO GÓMEZ CIRIA	CHAIRMAN	Independent
MS. MARÍA JOSÉ GARCÍA BEATO	MEMBER	Independent
MR. FERNANDO FERNÁNDEZ MÉNDEZ DE ANDÉS	MEMBER	Proprietary
MS. SOCORRO FERNÁNDEZ LARREA	MEMBER	Independent
MR. ARSENIÓ FERNÁNDEZ DE MESA Y DÍAZ DEL RÍO	MEMBER	Independent
% of Proprietary Directors		20.00%
% of Independent Directors		80.00%

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

% of other outside	0.00%
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Explain the functions assigned to this committee, describe its procedures and rules of organisation and functioning and summarise its most important actions during the year.

The functions, procedures and rules of organisation and functioning of the Audit Committee are set forth in articles 23 of the Articles of Association and 15 and 16 of the Board of Directors Regulations (see the corporate website).

The most important actions of the Audit Committee are included in the Annual Activities Report of the aforesaid Committee for 2017, which is available on the corporate website (www.ree.es), in the section on "Reports and Other Documents" referred to in Recommendation 6 of the CBGSC.

Identify the director that is a member of the audit committee that has been appointed taking account of his knowledge and experience regarding accounting, auditing or both, and state the number of years the Chairman of this committee has been in the position.

Name of the director with experience	MR. ANTONIO GÓMEZ CIRIA
No. of years the chairman has held the position	0

#### APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Category
MR. JOSÉ LUIS FEITO HIGUERUELA	CHAIRMAN	Independent
MS. CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	MEMBER	Independent
MR. ALBERTO FRANCISCO CARBAJO JOSA	MEMBER	Independent
MS. MERCEDES REAL RODRIGÁLVAREZ	MEMBER	Proprietary
MR. SANTIAGO LANZUELA MARINA	MEMBER	Proprietary

% of Proprietary Directors	40.00%
% of Independent Directors	60.00%
% of other outside	0.00%

Explain the functions assigned to this committee, describe its procedures and rules of organisation and functioning and summarise its most important actions during the year.

The functions, procedures and rules of organisation and functioning of the Appointments and Remuneration Committee are set forth in articles 24 of the Articles of Association and 17 and 18 of the Board Regulations (see the corporate website).

The most important actions of the Appointments and Remuneration Committee are included in the Annual Activities Report of the aforesaid Committee for 2017, which is available on the corporate website (www.ree.es), in the section on "Reports and Other Documents" referred to in Recommendation 6 of the CBGSC.

C.2.2 Complete the following table with information regarding the number of female directors that have been members of the committees of the Board of Directors over the last four financial years:

	Number of female directors							
	F/Y 2017		F/Y 2016		F/Y 2015		F/Y 2014	
	Number	%	Number	%	Number	%	Number	%
AUDIT COMMITTEE.	2	40.00%	1	20.00%	1	20.00%	2	50.00%
APPOINTMENTS AND REMUNERATION COMMITTEE	2	40.00%	3	75.00%	4	100.00%	3	75.00%

C.2.3 Repealed section

C.2.4 Repealed section.

C.2.5 State whether there is any regulation of board committees, the place where the regulations may be consulted, and any changes that have been made to them during the year. Also state whether any voluntary annual report has been prepared on the work of each committee.

The Board of Directors Regulations of the company regulate the structure, composition and functioning of the Audit Committee and the Appointments and Remuneration Committee in accordance with the principal international recommendations and practices regarding corporate governance, introducing improvements in the organisation and functioning.

The company opted for comprehensive regulation in the Board of Directors Regulations without establishing specific internal regulations for the Committees.

The functions and responsibilities of the Committees are based on the Articles of Association, which were adapted in this regard to the innovations introduced by Act 31/2014 of 3 December 2014, amending the Spanish Companies Act to improve corporate governance, at the Annual General Meeting of Shareholders held on 15 April 2015. The Board of Directors Regulations also were amended in the same sense on 20 December 2016, for full adaptation to the reforms of the Spanish Companies Act, to the Code of Good Governance of Listed Companies and to introduce improvements in the organisation and functioning of the Board Committees and to adapt them to the new organisational structure. In view of the most recent reforms of the Spanish Companies Act, the principal matters had already been incorporated in the amendments of the Articles and the Board Regulations approved in 2013. Nevertheless, these corporate rules have been reviewed to ensure that they are fully adapted to the new Act.

The current Board of Directors Regulations may be viewed on the company's website, www.ree.es, in the Corporate Governance section, without prejudice to their being registered, and therefore available to the shareholders and any interested person, at the CNMV and the Madrid Commercial Registry. The Board Committees annually prepare various reports on the conduct of their activities, which are incorporated into the Annual Corporate Governance Report and published on the company's website. In 2017, in accordance with Recommendation 6 of the CBGSC, the activities reports of the Committees for the 2016 financial year were separately published on the corporate website. It is contemplated that the activities reports of the Committees for 2017 also will be published in the same manner on the corporate website (www.ree.es).

C.2.6 Repealed section.

## D RELATED PARTY AND INTRAGROUP TRANSACTIONS

D.1 Explain the procedure, if any, for approval of related party and intragroup transactions.

#### Procedure for reporting approval of related party transactions

In May 2010 the Board of Directors, on proposal of the Audit Committee, adopted certain resolutions on related-party transactions and defined objective parameters for the control of related-party transactions, material or otherwise, recurring annual related-party transactions, and related-party transactions that must obligatorily be reported to the securities markets. In compliance with the aforesaid resolutions, the Audit Committee annually monitors the related party transactions and reports in a timely manner to the Board of Directors.

However, as a result of the update of the Board of Directors regulations, dated 20 December 2016, and of the Internal Regulations of Conduct in the Securities Market, dated 26 September 2017, the Board of Directors on the basis of the current legal scheme for related party transactions, and taking account of the corporate rules of the company as fully adapted to that scheme, in January 2018 derogated the aforesaid resolutions and approved a new resolution whereby any related party transaction that the company or companies included in its Group engage in with directors or shareholders of the companies, individually or collectively with others holding a significant participation, including shareholders represented on the Board of Directors of the company or companies in its Group, or persons related thereto in accordance with the current legislation, is submitted to approval of the Board of Directors, after a report from the Audit Committee, prior to being implemented.

Excepted from approval by the Board are transactions that, simultaneously, have the following three characteristics:

- that they are conducted under contracts whose terms and conditions are standardised and apply on an across-the-board basis to a high number of customers,
- that they are conducted at prices or rates established generally by the party acting as supplier of the goods or services in question, and
- that the amount thereof does not exceed one per cent of the annual income of the company.

Also, the reporting obligations legally established in relation to the aforesaid related party transactions will be met. The resolutions of January 2018 also contemplate the need to report semi-annually to the Board of Directors, after a report of the Audit Committee, and after implementation, any related party transaction undertaken by the company or companies in its Group with the directors and officers of the company, shareholders and third parties that may exercise "significant influence", as well as close family members thereof, on the terms contemplated in the current legislation.

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

D.2 Describe those transactions that are significant by reason of their amount or relevant by reason of their subject matter, entered into by the company or entities in its group and the significant shareholders of the company:

D.3 Describe the transactions that are significant by reason of their amount or relevant by reason of their subject matter, entered into by the company or entities in its group and the directors or managers of the company:

D.4 Give details of any significant transactions entered into by the company with other entities belonging to the group, unless the transactions are eliminated in the process of preparing the consolidated financial statements and, as regards their subject matter and terms, are part of the ordinary course of the company's business.

In any event, any intragroup transaction entered into with entities established in countries or territories considered to be tax havens is to be reported:

**Name of group company:**

TRANSMISORA ELÉCTRICA DEL NORTE, S.A.

**Amount (thousands of euros):** 85

**Brief description of the transaction:**

Leases.

**Name of group company:**

TRANSMISORA ELÉCTRICA DEL NORTE, S.A.

**Amount (thousands of euros):** 54,828

**Brief description of the transaction:**

Financing agreements in the form of loans and capital contributions with TRANSMISORA ELÉCTRICA DEL NORTE, S.A. acting as lender.

**Name of group company:**

TRANSMISORA ELÉCTRICA DEL NORTE, S.A.

**Amount (thousands of euros):** 1,724

**Brief description of the transaction:**

Financial income on the loan.

D.5 State the amount of transactions entered into with other related parties.

15,585 (€ 000s)

D.6 Give details of the mechanisms in place to detect, determine and resolve any conflicts of interest between the company and/or group, on the one hand, and its directors, managers or significant shareholders, on the other.

In accordance with art. 31 e) of the Board Regulations a director must take the measures necessary to avoid being involved in situations in which its interests, whether for itself or a third party, may be in conflict with the corporate interest and its duties to the Company. And article 32 of the Board Regulations develops the duty to avoid situations of conflict of interest referred to in article 31 e) and clarifies it as regards those from which the director must refrain. In any event, the

directors must advise the Board of Directors of any conflict situation, direct or indirect, that they or persons related thereto may have with the interest of the company. The situations of conflict of interest of directors will be reported in the notes to the annual accounts.

Regarding officers, conflicts of interest are regulated in the Code of Ethics that is published on the corporate website (www.ree.es), specifically in Section 6 of the aforesaid Code. In accordance with the aforesaid Section 6 of the Code of Ethics conflicts of interest appear when there is any circumstance or situation in which the interests of individuals, family members or people close to the directors and employees differ from the interests of the company. All actions or decisions in which a person in the Group participates must be aimed at the objective of maintaining the continuity of the company and achieving an unblemished reputation.

The commitments that must be assumed are as follows:

Limitations on participation on boards of directors or affiliations: Persons in the group may not be members of any board of directors or body of a similar nature of any company that maintains business relationships with the Red Eléctrica Group, or any agency or office of the government without the knowledge and, if applicable, agreement of the company. They may participate in nongovernmental organisations or non-profit entities, provided that this position is not used to favour possible collaboration of Group companies with those social entities to the detriment of others.

Limitation on occupation outside the company: The Red Eléctrica Group respects its employees engaging in outside activities or services, provided that it does not result in a loss of efficiency or productivity in the job, and that the resources, working hours or facilities of the Group companies are not used for such purposes. Also, services will not be rendered in any entity related to the electricity sector, to avoid conflicts of interest, and business relationships will not be maintained with companies in which there are personal or family interests, without reporting to management.

Proper treatment of confidential information. If by reason of work an individual has confidential or inside information it must not be used for its own benefit. Improper use thereof may put the company in a situation in which its reputation or economic situation may be affected. In those cases in which it is considered to be necessary, specific confidentiality agreements will be signed for each project or specific action. Professionals having access to this type of information may not enter into transactions based on that confidential information or transfer it to third parties for this or any other purpose. The definition of "inside information" and the kinds of behaviour that affect the securities markets are contained in the Internal Regulations of Conduct in the Securities Market. In case of doubt in this regard, the "Oversight Body" for the aforesaid regulations is to be consulted.

Confidential information will be protected against being inadvertently disclosed to outsiders. If any confidential information is to be transmitted electronically, it must be properly protected.

Limitation on the acceptance of gifts, loans or invitations: In no case may gifts, loans, entertainment and/or invitations be accepted from individual or legal third persons related to activities of the company that may result in a loss of independence and fair dealing with the various stakeholders, particularly customers and suppliers. Employees will refrain from accepting gifts of any kind that they may receive from customers, suppliers, shareholders, etc. of the Group having a value of more than 150 euros each. If, the aforesaid limit being exceeded, it is impossible or difficult to return the gift, it will be made available to the Group for corporate volunteer work, thus to collaborate in solidarity initiatives. Limitation on ownership or participation in the capital of companies: Holding a significant financial interest in companies with which the Electric Group maintains or is in the process of establishing commercial relations will be avoided. As an estimated reference, the figure of 3% of the company's capital or shares is provided. In doubtful cases, the company's management is to be consulted.

**D.7 Is more than one group Company Listed in Spain?**

Yes  No

Identify the subsidiaries listed in Spain:

**Listed subsidiary**

State whether the type of business they engage in, and any business dealings between them, as well as between the subsidiary and other group companies, have been publicly disclosed;

Describe any business relationships between the parent company and the listed subsidiary, and between it and other group companies

Describe the mechanisms contemplated for resolving any conflicts of interest between the listed company and other group companies:

Mechanisms to resolve any conflicts of interest.

**E RISK CONTROL AND MANAGEMENT SYSTEMS**

**E.1 Explain the scope of the Risk Management System of the company, including tax risks.**

Since 2002 the Red Eléctrica Group has had a comprehensive risk management system to facilitate compliance with the Group's strategies and objectives, ensuring that the risks that may affect them, including tax risks, are identified, analysed,



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

evaluated, managed and controlled in a systematic manner, with uniform criteria within an acceptable risk level approved by the Board of Directors.

The management system conforms to the ISO 31000 standard on principles and guidelines in the management of risk, and is of a comprehensive and ongoing nature, with such management being undertaken by business unit, subsidiary and corporate level support area.

In 2015 progressive revision of compliance with the five components of internal control began, according to the COSO Comprehensive Framework of May 2013. The EY audit firm at the end of 2015 undertook review of the first of these components, "Control Environment", and in November 2016 review of the second component, "Risk Evaluation". In both reviews it concluded that the elements and activities related to the control environment are formalised and present in all areas/operations of the organisation and, furthermore, in many cases reference best practices in this area have been implemented. In 2017 the EY firm undertook an audit of the comprehensive risk management system. As a result of this review it was concluded that the implementation of the system conforms with the ISO 31000 standard.

The Red Eléctrica Group has a comprehensive risk management policy and a comprehensive general risk management and control procedure, based on the COSO II (Committee of Sponsoring Organisations of the Treadway Commission) Comprehensive Corporate Risk Management Framework.

The Comprehensive Risk Management Policy According to the Board of Directors Regulations of Red Eléctrica Corporation, it is the Board of Directors itself that approves the risk control and management policy.

The various types of risks are identified in it, the risk level the Group considers to be acceptable is fixed, and guidelines are established for management and mitigation of those risks. In 2015 the Policy for Control and Management of Tax Risks was included within this policy, incorporating the guidelines for management and mitigation of this type of risk. This policy is fully aligned with the current strategic plan of the Group, and is available on the corporate website in the Corporate Governance section.

The General Procedure for Comprehensive Risk Control and Management The general procedure for comprehensive risk management and control governs the process of identification, analysis, evaluation and control of the management of the significant risks to which the Group is exposed. This process is undertaken for the purpose of ensuring that the various levels of responsibility within the Group are aware of and evaluate the risks threatening the strategies and objectives of the Group, and that the management performed by them takes account of and is effectuated within the established acceptable risk limits.

## E.2 Identify the company bodies responsible for the preparation and implementation of the Risk Management System, including tax risks.

The risk management system is comprehensive in nature, in so far as all of the Group's business units participate in it, along with the various governing bodies, within a systematised management process, which conforms to the criteria and guidelines established in the Policy and General Procedure of Comprehensive Risk Control and Management. The Policy and Procedure define the various responsibilities of each of the units and governing bodies of Red Eléctrica Group, and also the information flows and activities to be carried out. As expressly recognised in the Regulations of the Board of Directors, the Board of Directors is responsible for approval of the Comprehensive Risk Management Policy of the Group, which includes definition of the acceptable risk level, and review and periodic monitoring of internal control, prevention and reporting systems.

The Board reviews the risk control system and material risks, including tax risks, at least twice a year, without prejudice to the information it receives on a regular basis from the Audit Committee as part of the ongoing monitoring process carried out by the Committee.

The Audit Committee has authority for regular monitoring of the effectiveness of the comprehensive risk management system, including tax risks, so that the relevant risks are identified, managed within the established acceptable risk levels and appropriately reported.

The Advisory Committee for the Office of the Chairman, composed of the managers of the most important and strategic areas of the company, is assigned the functions of monitoring the Risks Map of important risks and ensuring appropriate control and monitoring of the management of the risks characterised as being of high level, and others of special importance, and the action plans critical to mitigation thereof.

The Internal Audit and Risk Control Office, reporting to the office of the chairman, is responsible for coordinating and supporting the process of identification, analysis and evaluation, and undertaking the periodic review of risks. This department provides reports for the Advisory Committee for the Office of the Chairman, Audit Committee and Board of Directors.

The organisational units are involved in the Risk Management System within the process of identification, analysis and evaluation, together with the Internal Audit and Risk Control Office, and in the implementation of action plans.

## E.3 Identify the principal risks, including tax risks, that may affect achievement of the business objectives.

The principal business of the Red Eléctrica Group is the transmission of electricity and operation of the electricity system in Spain, which are regulated activities, in so far as they are critical to the security and continuity of electricity supply and are carried out on an exclusive basis.

This classification as a regulated activity affects both the setting of revenues and the environment and conditions in which it has to undertake its principal activities.

The types of risks faced by the Group in the achievement of its strategies and objectives may be classified as follows:

### Operating risks:

- Operating risks that may affect the electricity system. Those risks that may affect the electricity system related to proper functioning of the Transmission Network and System Operation.
- Environmental and human risks. These risks are related principally to the environment in which the activities are undertaken and the safety of the persons working therein.
- Comprehensive security risks. This combines the risks related to physical security and cyber security
- Other operating risks. Those of an operating nature not included in the foregoing types.

### Regulatory risks:

- Regulatory risks as the Spanish TSO (transmission system operator). Those risks that are related to the regulation affecting the Group in its activity as the Spanish TSO.
- Other regulatory risks, deriving from regulation other than as indicated above. It in particular includes tax risks. Tax risks: those produced by application of the tax rules, interpretive complexity or amendments to the aforesaid rules and the possible impact on reputation resulting from the management of tax matters.

### Financial and counterparty risks:

- Financial and counterparty risks. This corresponds to financial and market risks and those related to counterparty breach of their contractual obligations.

### Business diversification risks:

- Risks associated with the telecommunications business.
- Foreign business risks. This includes the risks of activities engaged in by the Group through its subsidiaries abroad.

The tax aspects were included in 2015 in the Policy for Comprehensive Risk Management, establishing the specific guidelines for action to manage such risks.

As a result of the risk analysis performed by the Red Eléctrica Group in the most recently presented Risks Map 118 risks were identified (2016 financial year). There is detailed information on the current risks of the Group, and the risks that may emerge in the future, in the company's Sustainability Report. This report is available on the corporate website.

## E.4 State whether the entity has a risk tolerance level, including tax risk.

The risk level the Red Eléctrica Group is willing to accept is established both for individual risks, and for aggregate risk (overall acceptable risk level).

The Comprehensive Risk Management System of the Group sets out a methodology to determine the acceptable level of risk. As a result all identified risks are classified into three categories:

- High-level risks.
- Medium-level risks.
- Low-level risks.

To establish the level of a risk, two parameters are used: the probability of the risk occurring and the impact it would have on the company if it did materialise.

The probability of occurrence is classified into five levels in accordance with a specific probability distribution. In relation to their impact, risks are rated on the basis of the effect that their materialisation could have on four key elements of the business:

- The supply of electricity. Measured by the Energy Not Supplied (ENS) as a result of the possible event.
- The achievement of basic strategies. Degree of impact on the achievement of basic strategies.
- Reputation. Degree of impact on reputation (geographical scope, duration and separability).
- The income statement. Impact on the income statement, before Companies Tax.

For each of these four elements, the Group has produced a table showing five levels of effect or impact. In the cases of electricity supply and the income statement, the measurement is quantitative in nature (MWh and euros) whereas for basic strategies and reputation it is qualitative.

The position on the probability/impact matrix, which depends on the probability of occurrence and the level of impact of each risk, automatically determines the level of risk (red box = high risk, orange box = medium risk and green box = low risk).

In accordance with the comprehensive risk management policy, at the individual level, any risk that is not above the low risk level will be considered to be acceptable. Risks above this level must be subjected to actions until achieving an acceptable level to the extent that the risk is manageable and the cost of the measures to mitigate it is justified by the effect that materialisation of the risk could have on the Group.

In 2016 the Board of Directors approved the determination of the acceptable overall risk level that the Group is willing to assume for each of the four types of impact contemplated in the Comprehensive Risk Management System, as referred to above (impact on electricity supply, impact on basic strategies of the Group, impact on reputation and impact on results). As a general risk management approach, the overall aggregate risk level of the Group, determined as the result of statistically combining the individual risks, must not exceed this acceptable risk level on an overall basis.

## E.5 Indicate what risks, including tax risks, have materialised during the financial year.

No risks of note materialised during 2017.

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

The transmission network facilities are constantly exposed to operating events that may affect the continuity and security of the supply of electricity. During 2017 there were events the consequences of which were outages of minor importance. Generally these events are caused by third parties and meteorological phenomena. For these events, the control systems have functioned appropriately, as shown by the availability index of the peninsular transmission network, which in 2017 was 98.29%. The Group also has insurance policies limiting the potential impact of these events on the income statement.

#### E.6 Explain the plans for response to and monitoring of the principal risks of the entity, including tax risks.

In the process of identification, analysis, evaluation and control of risk management, the actions required to reduce the degree of risk down to the acceptable level are established. For the monitoring of risks, the current Comprehensive Risk Management System includes the monitoring of more than 500 action plans aimed at reducing the level of risk and more than 300 indicators to review their evolution. On a semi-annual basis for high-level risks and others of special importance, and annually for the other levels of risk, and when circumstances make it advisable as to specific risks, the Internal Audit and Risk Control Office reviews the performance and impact of the action plans previously established to reduce risk with the units. In addition, the Group defines contingency plans that regulate the various crisis situations that may arise in the event of an electricity incident (to ensure security of supply), or a non-electricity incident that may affect the environment, people, the operations of the company, the availability of its systems, the business results or any other fact that may have an impact on the reputation of the company. The company also has an action guide for management of cyber incidents, updated in 2017, which establishes the criteria and guidelines for management of any incident related to cybersecurity. Furthermore the company has a System for Internal Control of Financial Reporting (SICFR), with the basic aim of improving the efficiency and security of processes for preparing economic and financial information on the Company, with the early and voluntary adoption of international best practices. The SICFR includes the tax information and processes of the company and the controls associated therewith.

The SICFR is described in detail in "SECTION F. INTERNAL SYSTEMS FOR CONTROL AND MANAGEMENT OF RISKS IN RELATION TO THE PROCESS OF FINANCIAL INFORMATION REPORTING (SICFR)".

### F INTERNAL SYSTEMS FOR CONTROL AND MANAGEMENT OF RISKS IN RELATION TO THE PROCESS OF FINANCIAL INFORMATION REPORTING (SICFR)

Describe the mechanisms comprising the systems for control and management of risks in relation to the process of financial information reporting (SICFR) of your entity.

#### F.1 Control environment of the entity

State, indicating the main features, at least:

##### F.1.1. What bodies and/or functions are responsible for: (i) the existence and maintenance of an appropriate and effective SICFR; (ii) its implementation; and (iii) its monitoring.

The model of responsibilities of the System for Internal Control of Financial Reporting (hereinafter "SICFR") is structured by way of the following special bodies, offices and organisational units, which develop, maintain and monitor the process of preparation of financial information:

- The Board of Directors, which has the ultimate responsibility for the existence and maintenance of an appropriate and effective SICFR. For these purposes, the Board of Directors Regulations of the Company, in their Article 5, section a) point ix) provide that among the nondelegable authority thereof is "approval of the policy for control and management of the principal risks of the Company and the group, and review and periodic follow-up regarding the systems for internal control, prevention and reporting".
  - The Corporate Economic and Financial Office, as the level implementing the guidelines issued by the Board of Directors, has given responsibility for the design, implementation, functioning and coherence of the SICFR to the Economic Office, since within its responsibilities, as indicated in the Internal Control Manual, is that of "establishing an appropriate control structure to ensure the effectiveness of the internal control system".
  - The Audit Committee is responsible for supervision of the SICFR. In accordance with article 16 of the Board of Directors Regulations, the Audit Committee will exercise the functions of "supervising the process of preparation and the integrity of the financial information of the Company and, if applicable, the Group, seeing to proper attention to the regulatory requirements, appropriate delimitation of the perimeter of consolidation, and proper application of accounting principles and criteria as applicable thereto" and "supervising the Internal Audit services, which will see to proper functioning of the information and internal control systems". For performance of these functions the Audit Committee has an Internal Audit and Risk Control Office, and the outside auditors.
  - The organisational units of the Group are jointly responsible for the controls defined in their areas of responsibility and must ensure the proper design and operation thereof.
- In addition to the foregoing, during 2017 the third component, "Control Activities", was evaluated by the Deloitte firm, the conclusion being that within the Group it is mature and in line with advanced best practices in the market.

##### F.1.2. If they exist, particularly as regards the process of preparation of financial information, describe the following:

- Departments and/or mechanisms responsible: (i) for design and review of the organisational structure; (ii) for clear definition of the lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) that there are sufficient procedures for proper dissemination thereof within the entity.

The Corporate Resources Office, as the level implementing the guidelines issued by the Board of Directors, through the Human Resources Office of the Group, is responsible for determining the basic structure of the organisation, determining the various levels of authority and the resulting levels of responsibility. All of the foregoing is intended to maintain an organisational structure design that is implemented, reviewed and updated on an ongoing basis. The internal mechanisms used by this office for clear definition of the lines of responsibility and determination of the general framework of the organisational structure are documented as follows:

- Restated Text of the Articles of Association.
- Internal Regulations for Conduct in the Securities Market.
- Corporate Responsibility Manual.
- Code of Ethics: values and commitments.

The details of the scope of lines of responsibility and authority of the SICFR are regulated by way of the SICFR Action Guide, which details the functions of maintenance, updating and supervision of the SICFR at each of the various levels of responsibility that are described. It should be noted that the Corporate Economic and Financial Office has delegated some of the tasks to the Economic Office, and the latter has delegated them to the Accounting Information and Administration Department. This SICFR Action Guide is part of the Group rules and is available to employees on the Intranet. Dissemination of the organisational structure is accomplished by way of the Intranet, with an updated organisation chart being available to employees.

- Code of conduct, approval body, degree of dissemination and instruction, principles and values included (indicating whether there are specific references to the transactions ledger and preparation of financial information), body responsible for analysing noncompliance and proposing corrective actions and sanctions.

The Group has an appropriate conduct framework, stating values and specific guidelines for action, strengthening the bases for achieving the objectives of reliable and transparent financial information. At this level are the following documents aligned with the corporate policies of the Group:

- Code of Ethics:

The current "Code of Ethics: Values and Commitments" was approved by the Board of Directors of the Company, in effect from 28 May 2013 until a new update is approved or it is repealed. This code is the reference framework to ensure responsible management and ethical behaviour of the members of the organisation in the performance of their duties. The Code contains the corporate values and guidelines for behaviour to be followed, formulated by way of principles and commitments, and constitutes a firm commitment of the company to ethical and transparent management, applicable to all people in the Group.

Together with the appropriate training, in person or remotely, it is provided to the employees of the Group, in addition to being available to them on a permanent basis both in the internal rules and on the corporate website.

This Code of Ethics is reviewed regularly to adjust its requirements to the needs of the company and its relationship to the environment and with stakeholders. The current 2013 version adopts the requirements and recommendations regarding management of ethics of the most respected international agencies, among them the United Nations (UN), the European Union, the Organisation for Economic Cooperation and Development (OECD) and international organisations such as Transparency International and the Etnor Foundation, among others. Regarding preparation of the economic and financial information, it includes the following matters, among others, within the description of the corporate values:

- "Reliability": commitment to preparation of reliable, rigorous and realistic information, particularly financial information.
- "Responsibility": all decisions and actions taken must respect the legal system and be the result of a process of reflection in which the possible consequences that may derive therefrom are assessed.

- "Leadership and Creativity": the commitment to excellence in management relies on efficient systems and processes, a valued element being participation and pride of belonging, on the systematic search for improvement, and on the identification and application of best practices. Transparent external and internal communication is an important element of the strengthening of business leadership.

The body responsible for analysing noncompliance and proposing corrective actions and sanctions is the Ethics Manager and defender of stakeholders, with the cooperation of the chairman of Red Eléctrica Group and the chairman of the Audit and Appointments and Remuneration Committees.

- Internal Regulations for Conduct in the Securities Market:  
The "Internal Regulations for Conduct in the Securities Market" initially were approved by the Board of Directors on 25 June 2009. Thereafter, they were reviewed and updated periodically to adapt the requirements to the needs of the company and its relationship with the environment and its stakeholders; the most recent version was approved in September 2017, to adapt it to the European Regulation on Market Abuse.

The aforesaid regulations establish the rules for action in the securities markets and the required records, in relation to the following:

- Inside and Material Information.
- Related Parties.
- Rules on the free formation of prices.
- Treasury shares.

These regulations apply to those subject thereto as specified in Articles 2 and 3, that is the Directors, the Secretary and the Vice Secretary of the Company's Board, as well as those persons whose customary functions are related to the securities markets and are expressly specified by the Oversight Body. In this regard the persons subject thereto will receive a copy of the regulations, being required to sign a declaration confirming



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

receipt thereof and understanding of the obligations to which they are subject as stated in point 2.2 of Article 2. For purposes of the aforesaid regulations, the Oversight Body, as specified in Article 11, is the Corporate Economic and Financial Office, which may seek the cooperation of the Office of the Secretary of the Board of Directors for such legal questions as may arise as to their application or interpretation.

- Corporate Responsibility Policy

The purpose of this policy is to establish the general principles and guidelines so that all companies in the Red Eléctrica Group undertake sustainable, ethical and responsible business management in the performance of their duties.

- Complaint channel, allowing communication to the audit committee of irregularities of a financial and accounting nature, in addition to possible noncompliance with the code of conduct and irregular activities in the organisation, stating if applicable that it is of a confidential nature.

The Code of Ethics, in the section on "System for detection and processing of possible noncompliance, complaints, inquiries and suggestions" contemplates a system for receipt and processing of alleged noncompliance by reason of ethical, commercial, financial, accounting and other violations of this code. Any interested party may report alleged noncompliance.

Complaints preferably are to be made electronically. On the website of each company there will be an easily viewed and accessible channel, by way of which, confidentially, complaints will be transmitted electronically to the Ethics Manager. The system will ensure confidentiality and non-reprisal in all of its phases. The Ethics Manager must assume a commitment of total confidentiality in the performance of his duties, which commitment will extend to those providing internal support thereto.

Also, there is another means of sending reports of noncompliance, complaints, inquiries and suggestions regarding ethical matters, by way of the DIGAME (TELL ME) service, to receive requests from outside stakeholders that are not aware of the aforesaid channels.

- Regular programmes of training and updating for personnel involved in the preparation and review of financial information, as well as evaluation of the SICFR, which cover at least accounting standards, audit, internal control and risk management.

The Human Resources Office, based on the training prepared by the Offices involved in the preparation and review of financial information, manages and plans the educational programmes related to specific training in this area. In this regard, the Corporate Economic and Financial Office, as the level implementing and having responsibility for the design, implementation, functioning and coherence of the SICFR, proposes training programmes to the Human Resources Office to ensure that the training is kept updated for all personnel involved in the preparation and review of the financial information, as well as evaluation of the SICFR.

## F.2 Evaluation of financial reporting risks

State, at least:

### F.2.1. The principal features of the risk identification process, including risks of error or fraud, in terms of:

- Whether the process exists and is documented.

The Company bases its process for identification of risks of error or fraud in the financial information on the COSO I (Committee of Sponsoring Organisations for the Commissions of the Treadway Commission) methodology, implementing practices aimed at designing and maintaining an internal control system that allows providing reasonable security in respect of the reliability of the regulated financial reporting.

The process of evaluation of risks of information reporting is documented in the Group's Manual for the System for Internal Control of Financial Reporting. That procedure is available within the Company's SICFR management tool, to which the managers involved have access.

- Whether the process covers all of the financial reporting objectives (existence and occurrence, integrity, evaluation, presentation, breakdown and comparability, and rights and obligations), whether it is updated and with what frequency.

For the significant accounts and breakdowns the key processes and subprocesses associated therewith have been defined, and the risks that may generate errors and/or fraud in the financial information have been identified, covering all of the objectives of financial reporting (existence and occurrence, integrity, evaluation, presentation, breakdown and comparability, and rights and obligations), updated annually.

- The existence of a process of identification of the perimeter of consolidation, taking account, inter alia, of the possible existence of complex corporate structures, holding companies or special-purpose companies.

The Audit Committee is responsible for supervision of the perimeter of consolidation.

The procedure for review and authorisation of the financial information is formalised monthly by way of internal review at the level of the Corporate Economic and Financial Office, and concludes with presentation to the Audit Committee, and subsequently to the Board of Directors. In these reviews, among other matters, the perimeter of consolidation, as well as any other complex corporate structure, holding company or special-purpose company, are subject to approval.

- Whether the process takes account of the effects of other types of risks (operational, technological, financial, legal, reputation, environmental, etc.) to the extent affecting the financial statements.

The Internal Audit and Risk Management Office is responsible for providing support to the Audit Committee in the evaluation of risks, in close collaboration with the various units that control each of the aforesaid risks (Information Technology Department, Financial, Legal, Tax, Environmental, etc.).

- Which governance body of the entity supervises the process.

The Audit Committee supervises the effectiveness of the internal control and risk management systems, so that the principal risks are identified, managed and appropriately disclosed.

## F.3 Control activities

State, indicating their principal features, whether there are at least:

- ### F.3.1. Procedures for review and authorisation of financial information and the description of the SICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activities and controls (including those related to risk of fraud) of the various types of transactions that may materially affect the financial statements, including the accounting closing procedure and the specific review of the relevant judgments, estimates, valuations and projections.

On a monthly basis, the Accounting Information and Administration Department, which organisationally reports to the Group's Economic Office, reviews and formally validates the financial information prepared and reported to the Corporate Economic and Financial Manager in order to ensure its reliability. The aforesaid procedure of review and authorisation ends with presentation thereof to the Audit Committee and, thereafter, to the Board of Directors. In these reviews the perimeter of consolidation, the accounting and tax criteria, judgments, and the relevant estimates and projections used in preparation of the Financial Statements are subject to approval by the Audit Committee. Also, prior to formulation of the consolidated Annual Accounts and the Management Report, as an additional guarantee mechanism regarding the financial information, a process of Certification of Accounts has been implemented whereby the companies comprising the consolidated Group and the Offices/Departments that participate in preparation of the financial information, are expressly asked to certify that they have effective control mechanisms and that there is no fact that may significantly affect the accounts that has not been appropriately communicated.

In addition, the Economic Office, reporting to the Corporate Economic and Financial Office, has been delegated the functions of supervision of the process of design, implementation, functioning and coherence of the SICFR, as well as keeping the Audit Committee timely informed in respect thereof. While the Internal Audit and Risk Management Office is responsible for supporting the Audit Committee in its supervision and evaluation of the SICFR by way of conducting the audits included in its annual plan, and reporting the results.

The SICFR implemented within the Company involves the entire Organisation by way of implementation and regular monitoring of the functioning of the various controls in the area of generation of financial information. This SICFR originated in 2008, as a part of a voluntary project. Since the 2008 financial year it has been adapted to all of the regulatory requirements and reviewed by an independent third party.

As a result of its implementation, the processes/subprocesses and key controls that cover the various types of transactions that may materially affect the Financial Statements, as well as all of those affected by relevant judgments, estimates, valuations and projections, have been documented by way of flowcharts.

All of the documentation is known to the managers of each cycle/subcycle and is updated annually to adapt its content to the current reality of the company, as well as the possible changes in the processes, controls, risks, systems, etc.

The units that participate in preparation of the financial information must see to compliance with and updating and maintenance of the SICFR within their areas of responsibility, and must provide the Economic Office with their annual agreement with the status of the information associated with maintenance of the SICFR. This includes ensuring that:

- all controls, objectives and supplementary information are properly documented;
- the design and implementation of the controls provide reasonable security and cover the established control objectives;
- there is no new system or procedure that is not included within the scope of the flowcharts, that may significantly affect the established control objectives;
- improvement actions have been implemented if ineffective controls have been identified in a prior review. \* The documentation describing the flows of activities and controls (including those related to the risk of fraud) include:
  - Details of the internal rules and procedures, which govern everything from general controls to subprocesses.
  - Details of the organisational structures.
  - Details of the significant cycles.
  - Flowcharts of each of the subprocesses.
  - A description of the process, the specific risk covered, incoming information prior to application of the control and outgoing information after application of the control, regularity, objective pursued, potential errors mitigated, coverage of fraud and type thereof, as well as the department responsible for implementation.
  - Details of the information systems affecting automatic and/or semi-automatic processes.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

- Assessment of the level of risk of failure of the SICFR controls, as a result of an assessment of the probability and impact thereof if they do not function effectively. Among the principal transactions seeking to guarantee the reliability and transparency of the process of preparation of the financial information, the following are notable:
    - Review of the processes of estimates and provisions (at the level of revenue and expenses).
    - Review of impairment associated with recorded assets (mainly referring to assets).
    - Review of the commissioning of assets and the processes for fixing associated values (capitalisable items, monitoring of administrative approvals, technical commissioning conditions, etc.).
    - Renew using specific mandatory procedures and/or instructions of:
      - Accounting records and/or entries
      - One-off transactions (evaluation at the Senior Management level of the economic and financial, corporate and legal implications that may derive from such transactions).
  - Closing of Financial Statements, and preparation of the individual and consolidated Annual Accounts. The internal reference rules governing these matters are set forth in the following:
    - i. "Manual of Accounting Policies and Chart of Accounts of the Group", which includes the accounting policies that are to govern the Group's making of accounting allocations in the information systems, as well as in the preparation of the Financial Statements and the Annual Accounts, in order to guarantee an accurate image of the assets and liabilities, financial situation, results of operations, changes in net worth and cash flows.
    - ii. "Procedure for Preparation and Close of the Individual and Consolidated Financial Statements and Annual Accounts", in which it is established that "the process of closing annual accounts is a process that occurs twice each financial year (at the close of the financial year and at the midpoint of the year with preparation of the semi-annual interim information), the purpose of which is obtaining annual accounts that reflect the economic situation of the Company. This process affects all companies in the Group that must prepare their own annual accounts following the local rules in their countries".
  - Preparation and publication of financial information (includes matters related to the preparation and approval of the Annual Corporate Governance Report, Annual Accounts, Corporate Responsibility Report, communications to the National Securities Market Commission, official communications, etc.). The principal internal rules governing these matters are set forth in the following:
    - i. "Internal Regulations for Conduct in the Securities Market".
    - ii. "Procedure for Preparation and Close of the Individual and Consolidated Financial Statements and Annual Accounts".
- At this specific level of closing information and, if applicable, subsequent publication, the Investor Relations Office, the Corporate Economic/Financial Office, the General Secretariat, the Board of Directors and the office of the Chairman play a fundamental role.

### F.3.2. Policies and procedures for internal control of information systems (inter alia regarding secure access, control of changes, operation thereof, operational continuity and separation of functions) that support the relevant processes of the entity in relation to preparation and publication of financial information.

The Group has established a protocol for conduct and use of computer and communications systems, the preparation of which is the responsibility of the Corporate Information Systems and Technologies Office. This document establishes the principal rules to govern use of computer and telecommunications resources that the Group makes available to its workers (equipment, applications, Internet access and electronic messaging services). On the other hand, the Group maintains a procedure that regulates the activities of management of computer security in the environment of the corporate information systems, the responsibility of the Corporate Information Technologies and Systems Office. The following controls and measures exist to provide the Group with reasonable assurance regarding the internal control of the information systems:

- Annually there is analysis of the security risks of the information in the Corporate Information Systems (*Sistemas de Información Corporativos*, or "SIC"), which allows obtaining a list of the most significant risks, with assessment thereof, and establishing the actions and measures necessary to reduce or maintain the level of risk of those considered to be most important.
- The security rules are reviewed annually, or whenever there are significant changes, in order to assure maintenance of their suitability, adequacy and effectiveness.
- An inventory is maintained of all assets (equipment, software, applications and information) that are a part of the SIC. Each asset must have an assigned responsible organisational unit.
- General measures are established to protect the information, depending on the category in which it is classified. In addition, the responsible unit may define specific measures complementing the general measures.
- Security documentation addressed to employees and outside collaborators is prepared and published.
- The heads of the units are to verify that new employees and outside collaborators are aware of the published information security documentation. Also, they are to see to it that these persons comply with the content of the documentation.
- The Human Resources Office is to report to the Information Technologies and Systems Department on all movements of personnel, internal and external (hires, departures, transfers and changes of position) in order for it to apply the corresponding changes in rights of access to the information systems.
- All employees and collaborators must return the computer equipment in their possession at the end of the employment, contract or relationship with the company, and may not appropriate information.
- A risk evaluation will be conducted to determine the security implications deriving from the process of participation of outside collaborators in business processes, and appropriate controls will be defined and implemented.
- The Human Resources Office will define and implement the physical security measures to protect the facilities in which the information systems are housed against damage caused by fire, flood and other forms of natural or man-made disasters. In addition, it will establish appropriate controls of entrance into restricted access areas, to ensure that only authorised personnel are allowed access.
- The Information Technologies and Systems Department will ensure proper and secure operation of the information systems for which it is responsible, by preparation and implementation of appropriate operating procedures. These procedures will contemplate separation of duties to reduce the risk of negligence or deliberate misuse of the system. In

the case of provision of computer services by third parties, the Information Technologies and Systems Department must verify that the agreed security controls and service levels have been implemented and are maintained by the third parties.

- The Information Technologies and Systems Department is responsible for defining rules and procedures for management of access (authentication and authorisation) by users to the information systems.
- Formal communications procedures will be established to ensure that information security incidents and weaknesses associated with the information systems are communicated to it in a manner allowing timely corrective action.
- An Informatics Contingency Plan (*Plan de Contingencias Informáticas*, or "PCI") is prepared for the information systems, so that in the event of a disaster destroying them or making them unavailable resumption of service may be accomplished at a time consistent with their level of criticality.

### F.3.3. Internal control policies and procedures to monitor the management of activity subcontracted to third parties, as well as such matters of evaluation, calculation or valuation as may be entrusted to independent experts, which may materially affect the financial statements.

The Group is particularly concerned with operations undertaken by third parties (in order to ensure that, in key processes that may be outsourced there is a maximum guarantee of control and the standards demanded by the Group are fulfilled). In all cases, outsourcing of such activities is based on a services agreement, which clearly indicates the services to be rendered and the resources the third party is to provide to perform such services. There is exhaustive control of such subcontracted activities, and there is evidence of that control. The Group also has a code of conduct for suppliers, the objective of which is to make its suppliers aware of the general principles for their working and professional conduct within their different areas of activity. The Group sees to the ongoing application of these principles by the suppliers.

## F.4 Information and communication

State, indicating their principal features, whether there are at least:

### F.4.1. A specific function responsible for defining and updating accounting policies (an accounting policy department or area) and resolving doubts or conflicts deriving from their interpretation, maintaining fluid communication with those responsible for the operations within the organisation, and an updated accounting policies manual communicated to the units through which the entity operates.

The Group has a "Manual of Accounting Policies and Chart of Accounts of the Group" which serves as a reference to set the guidelines and actions in the field of accounting records, and is appropriately communicated to the employees to which it is applicable (any action is to be taken taking the provisions of the aforesaid manual into account). This manual is updated periodically, the most recent update being in 2016; in the update process it is verified that the accounting policies are within the regulatory framework applicable to the Company, as established in the Commercial Code, General Accounting Plan and other commercial legislation, as well as the International Financial Reporting Standards adopted by the European Union.

In addition, the Accounting Information and Administration Department, located within the Economic Office, assumes responsibility for defining and resolving any matter related to the interpretation of the accounting policies, covering any area of the various companies. The Economic Office organisationally is located within the Corporate Economic and Financial Office, which in turn reports to the Managing Director.

### F.4.2. Mechanisms for capture and preparation of financial information in standardised format, applicable to and used by all units of the entity of the group, supporting the principal financial statements and the notes, as well as the information specified regarding the SICFR.

The Group has formal processes for closing and preparation of the information associated with the Financial Statements and the Annual Accounts. In both cases, the procedures for closing of the Financial Statements and preparation of the Annual Accounts contain guides for action and supervision that are implemented when obtaining, analysing and thereafter preparing the information for final approval.

The system supporting the operations of the Group is principally SAP. The companies that do not use SAP are required to apply the criteria fixed by the Group to ensure uniformity in those processes by way of a reporting package prepared for that purpose, which must include all breakdowns needed for preparation of the Financial Statements and notes. In the process of preparation of the consolidated financial information and the breakdowns thereof a computer application is used that ensures the uniformity, standardisation and validity of the information. For its part, the SICFR is supported by a corporate tool that is managed centrally, from which the information specified in the SICFR is drawn.

In addition there is a specific mechanism for the entire process of formulation of the Annual Accounts, in which the Audit Committee is of particular relevance. Functionally it reports to the Board of Directors, and is responsible for seeing to a maximum guarantee of the entire process of preparation (among other matters, both at the level of the work supervising Internal Audit and by the outside auditor), as a step prior to formulation by the Board of Directors. Finally, in an effort to provide outside agents with reliable and truthful information on the status of its net worth, financial position and results of operations, the "Internal Regulations for Conduct in the Securities Market" have been drafted. They regulate these matters, both as to submissions to supervisory and/or regulatory agencies, and at the level of communications media.

## F.5 Supervision of the functioning of the system



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

State, indicating the main features, at least:

F.5.1. The SICFR supervision activities undertaken by the audit committee, and whether the entity has an internal audit function that within its authority supports the committee in its supervision of the internal control system, including the SICFR. Also state the scope of the evaluation of the SICFR undertaken during the financial year and the procedure whereby the one responsible for performing the evaluation communicates the results thereof, whether the entity has an action plan specifying the possible corrective measures, and whether the impact thereof on financial information has been considered.

Supervision of the financial information is a responsibility given to the Audit Committee. Its responsibilities include, inter alia, (i) approval of the accounting principles to be used in preparation of the Annual Accounts of the Company and its consolidated Group; (ii) supervision of the process of preparation and presentation, as well as the integrity of the financial information of the Company and, if applicable, the Group, seeing to it that the regulatory requirements are observed; (iii) appropriate delimitation of the perimeter of consolidation; and (iv) proper application of the applicable accounting principles and criteria.

In addition the Audit Committee regularly monitors the effectiveness of the internal control and risk management systems, so that the principal risks are identified, managed and appropriately disclosed, in particular the systems related to the process of issuing financial information, among which is the SICFR. The objective of the SICFR is to provide reasonable assurance of the reliability of the financial information.

For the performance of these functions the Audit Committee has the support of the Internal Audit and Risk Control Office, hierarchically reporting to the Chairman of the Company, and functionally to the Audit Committee. The Audit Committee sees to the independence and effectiveness of the Internal Audit function; supervises and controls the process of selection, appointment, re-election and removal of the head of the audit function; controls the resources assigned to the Internal Audit function and, inter alia, its budget; receives periodic information regarding its activities; and verifies that the Senior Management of the Company and the Group is acting on the conclusions and recommendations in its reports.

The head of Internal Audit must present an annual work programme to the Audit Committee, report to it directly on any issues arising during its implementation and submit an activities report at the end of each financial year. Regarding the SICFR, the Internal Audit work plan contemplates covering the entire SICFR in periods of 3 years. Internal Audit designs and executes a testing plan on the control environment, general controls, area level controls and established procedures, and on a selective basis verifies compliance with the designed flowcharts. Once fieldwork is completed, Internal Audit prepares and issues the SICFR audit reports, based on the provisions of the annual work plan approved by the Audit Committee, and verifies proper implementation of the SICFR corrective actions.

In addition to the audit work performed by Internal Audit in relation to the SICFR, on an annual basis there is an audit of the SICFR to confirm reasonable assurance of the design and effective application thereof. This audit of the SICFR by outside auditors has been performed since the 2008 financial year. The Audit Committee is timely informed of the reviews performed by Internal Audit and the outside auditor, other SICFR tasks performed and the evolution of the action plan regarding recommendations for improvement identified in the audits. These recommendations for improvement are classified by priority (high, medium and low) and those associated with risk of fraud are broken out. In the 2017 financial year no significant deficiencies were identified in the Group's SICFR, and the outside auditor concluded that the Group maintains an effective SICFR.

F.5.2. Whether there is a procedure for discussion whereby the auditor (in accordance with the provisions of the NTA (Normas Técnicas de Auditoría, the Technical Audit Standards)), the internal audit function and other experts may advise senior management and the audit committee or directors of the entity of significant weaknesses in internal control identified during the processes of review of the annual accounts or such others as may have been entrusted to them. Also, state whether there is an action plan seeking to correct or mitigate the weaknesses identified.

In relation to the outside auditors, the Board of Directors Regulations provide that it is regularly (at least once each year) to request them to provide an evaluation of the quality of the Group's internal control procedures.

With regard to the Company's Audit Committee, as regards supervision of the functioning of the internal control system, among its objectives is ensuring that the outside auditor, the Internal Audit function and other experts may advise the Board of Directors of the significant weaknesses in internal control identified during the processes of review of the Annual Accounts, or such others as may have been entrusted to them. In this regard, the communications are to be sent for each review when it is completed, always prior to formulation of the Financial Statements by the Board of Directors.

F.6 Other relevant information

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F.7 Outside auditor's report

State:

F.7.1. Whether the SICFR information transmitted to the markets has been reviewed by the outside auditor, in which case the entity must include the corresponding report as an annex. If not, it must state the reasons.

The Group has voluntarily submitted its SICFR to review since 2008. These reviews were performed by Deloitte, S.L. until 31 December 2012; by PricewaterhouseCoopers from 1 January 2013 until 31 December 2014, and by KPMG, S.L. from 1 January 2015.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

State the company's degree of compliance with the recommendations of the Code of Good Governance of Listed Companies.

If any recommendation is not complied with or is complied with partially, a detailed explanation of the reasons must be included so the shareholders, investors and market in general have sufficient information to evaluate the actions of the company. General explanations will not be acceptable.

1. The Articles of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

Complies  Explain

2. When the parent company and a subsidiary are stock market listed the two should provide detailed disclosure on:

- a) The type of activity they engage in, and any business dealings between them, we well as between the subsidiary and other group companies.
b) The mechanisms in place to resolve possible conflicts of interest.

Complies  Partially complies  Explain  Not applicable

3. During the holding of the annual general meeting, as a supplement to written dissemination of the annual corporate governance report, the chairman of the board of directors should verbally advise the shareholders, in sufficient detail, of the most relevant corporate governance matters of the company, in particular:

- a) The changes occurring since the prior Annual general meeting.
b) The specific reasons the company does not comply with the recommendations in the Code of Corporate Governance and the alternative rules, if any, applied in this regard.

Complies  Partially complies  Explain

4. The company should define and promote a policy of communication and contacts with shareholders, institutional investors and voting advisors that is fully consistent with the rules against market abuse and give similar treatment to shareholders that are in the same position.

The company should make that policy public by way of its website, including information regarding the manner in which it has been put into practice, and identifying the spokesmen or those responsible for carrying it out.

Complies  Partially complies  Explain

5. The board of directors should not refer to the general meeting any proposed delegation of authority to issue shares or convertible securities excluding the right of pre-emption in an amount greater than 20% of the capital at the time of the delegation.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX



And when the board of directors approves an issue of shares or convertible securities with exclusion of the right of pre-emption, the company on its website should immediately publish the reports regarding that exclusion referred to in the commercial legislation.

Complies  Partially complies  Explain

6. Listed companies that prepare the reports identified below, whether mandatorily or voluntarily, should publish them on their websites sufficiently in advance of the holding of the annual general meeting, even if dissemination thereof is not mandatory:

- a) Report on independence of the auditor.
- b) Reports on the functioning of the audit and appointments and remuneration committees.
- c) Audit committee report on related party transactions.
- d) Report on corporate social responsibility policy.

Complies  Partially complies  Explain

7. The company should provide live broadcasts of the holding of general meetings of shareholders by way of its website.

Complies  Explain

8. The audit committee should ensure that the board of directors presents the financial statements to the general meeting of shareholders without limitations or qualifications in the audit report. Should such qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of the scope and content of such limitations or qualifications.

Complies  Partially complies  Explain

9. The company on its website, on a permanent basis, should publish the requirements and procedures it will accept to evidence ownership of shares, the right of attending the general meeting of shareholders and the exercise or delegation of voting rights.

And the aforesaid requirements and procedures should promote attendance and the exercise of shareholder rights and be applied in a non-discriminatory manner.

Complies  Partially complies  Explain

10. When any shareholder entitled to do so, prior to the holding of the general meeting of shareholders, exercises the right to supplement the agenda or present new proposed resolutions, the company should:

- a) Immediately disseminate those supplementary points and new proposed resolutions.
- b) Make the attendance card, proxy or remote voting form public, with the changes required for voting on the new points on the agenda and alternative proposed resolutions, on the same terms as for proposals by the board of directors.
- c) Submit all such points or alternative proposals to vote and apply the same voting rules thereto as those formulated by the board of directors, in particular including the presumptions or inferences regarding the sense of the vote.
- d) Subsequent to the general meeting of shareholders, communicate the breakdown of the vote on such supplementary points or alternative proposals.

Complies  Partially complies  Explain  Not applicable

11. If the company contemplates paying attendance allowances for the general meeting of shareholders, it should establish a general policy regarding such allowances in advance, and that policy should be stable.

Complies  Partially complies  Explain  Not applicable

12. The board of directors should carry out its functions with unity of purpose and independence of judgment, give the same treatment to all shareholders that are in the same position and be guided by the corporate interest, that being understood to be achievement of a profitable business sustainable in the long term, promoting its continuity and maximising the economic value of the company.

And in pursuit of the corporate interest, in addition to respecting the laws and regulations and behaving based on good faith, ethics and respect for commonly accepted best practices and uses, it should seek to reconcile the corporate interest, as applicable, with the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, and the impact of the activities of the company in the community as a whole and in the environment.

Complies  Partially complies  Explain

13. The board of directors should be of the size necessary to achieve effective and participatory functioning, which makes it advisable for it to have between five and fifteen members.

Complies  Explain

14. The board of directors should approve a director selection policy that:

- a) Is specific and verifiable.
- b) Ensures that the proposals for appointment or re-election are based on prior analysis of the needs of the board of directors.
- c) Promote diversity of knowledge, experience and gender.

The results of the prior analysis of the needs of the board of directors should be set forth in the explanatory report of the appointments committee that is published upon call of the general meeting of shareholders to which the ratification, appointment or re-election of each director is submitted.

And the director selection policy should promote the objective that in the year 2020 the number of female directors will represent at least 30% of the total members of the board of directors.

The appointments committee annually will verify compliance with the director selection policy, and will report thereon in the annual corporate governance report.

Complies  Partially complies  Explain

Regarding selection of directors the Appointments and Remuneration Committee uses certain Criteria that define the ideal profile for service as a director, defining the qualities, competencies and experience that the ideal candidate for a position as a director must have.

The aforesaid profile, as initial values for analysis of the director candidate, considers experience in and knowledge of the energy sector, business experience and experience on boards of directors and other governing bodies of public or private entities, on boards of directors of listed companies, financial experience and experience in financial markets, and management of organisations and management teams, as well as knowledge of languages.

In addition, before issuing its report or making a proposal to appoint a director, the Appointments and Remuneration Committee always analyses the diversity of profiles and contributions of the current members of the Board of Directors, so that at all times the Board has the knowledge and experience necessary to successfully meet the coming challenges and progress efficiently and proactively in fulfilment of the strategies and objectives of the company and the Red Eléctrica Group.

For preparation of the corresponding proposal, the Appointments and Remuneration Committee sometimes, among

INTERVIEW  
WITH THE  
CHAIRMANINTRODUCTION:  
RED ELÉCTRICA  
GROUP01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS05  
ASSESSMENT AND  
REMUNERATION  
POLICY06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM07  
LOOKING TO  
THE FUTURE

OFFICIAL ANNEX

other proposals and suggestions, has the opinion of top-tier outside international advisors specialised in processes of selection of directors, which propose various candidates and issue the corresponding reports, in which they evaluate the competencies and experience of each candidate, which reports are carefully analysed and assessed by the Appointments and Remuneration Committee in order to issue the proposed appointment of a director to be referred to the Board.

In addition the Appointments and Remuneration Committee fulfils the basic responsibilities established in articles 18.1, subsections h), i) and n) and 22 of the Board of Directors Regulations, 24 of the Articles of Association and the provisions in the Corporate Governance Policy approved by the Board of Directors on 25 November 2014, establishing the following practices:

-The company applies the principle of ensuring that appropriate procedures exist to select directors, guaranteeing reasonable balance and diversity within the Board of Directors in order to adequately perform its tasks. To do this, when assessing the candidates participating in the selection process, the procedure will take into account the competencies, experience, professionalism, suitability, impartiality, knowledge, qualities, abilities and availability of the members of the Board of Directors at that time, the Appointments and Remuneration Committee playing an important role in the process. -The company applies the principle of promoting diversity of knowledge, experience and gender amongst Board and Committee members, as an essential factor to enable it to achieve its objectives from a plural and balanced perspective.

In the proposals and reports for appointment of directors that the company has published on its website, both in Spanish and in English, which have been submitted to the most recent Annual General Meeting of Shareholders, held on 31 March 2017, there is a transparent statement of the concern of both the Appointments and Remuneration Committee and the Board of Directors for diversity in the composition of the Board of Directors. In those proposals and reports the Appointments and Remuneration Committee and the Board of Directors, on the basis of the criteria defining the profile and requirements considered to be appropriate to hold the position of a director, have established the qualities, competencies and experience that must be met by an ideal director to occupy the position and have assessed and applied them in the processes of selection of the directors that have been submitted to approval of the aforesaid Shareholders Meeting.

The proposals and reports on appointment of directors that have been submitted for approval of the Annual General Meeting of Shareholders held in 2017 are available on the corporate website ([www.ree.es](http://www.ree.es)).

At 31 December 2017 the company has 4 female directors (33.33%) and meets the 30% objective established in Recommendation 14 of the CBGSC for 2020. The company is in first place among the IBEX 35 companies with the greatest percentage of women on the Board of Directors. For more information we remit to the Diversity and Equality Report approved by the Board of Directors on 30 January 2018, which is published on the corporate website ([www.ree.es](http://www.ree.es)).

15. Proprietary and independent directors should constitute an ample majority of board of directors positions, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the percentage ownership interest they hold in the company.

Complies  Partially complies  Explain

16. Proprietary directors as a percentage of outside directors should not be greater than the capital of the company represented by those directors as a percentage of the remainder of capital.

This criterion may be eased:

- In companies of high capitalisation in which there are few shareholdings legally considered to be significant.
- In companies with a plurality of shareholders represented on the board of directors but not otherwise related.

Complies  Explain

17. The number of independent directors should represent at least one half of all directors.

However, when the company is not of high capitalisation or, when it is, it has a shareholder or multiple shareholders acting in concert, which control more than 30% of the share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies  Explain

18. Companies should post the following director particulars on their websites, and keep them updated:

- Professional experience and background.
- Other boards of directors to which they belong, whether or not the companies are listed, as well as the other compensated activities they engage in, whatever their nature.

- Indication of the category to which the director belongs, in the case of proprietary directors indicating the shareholder represented or with which the director has ties.
- The date of their first and subsequent appointments as a company director, and subsequent re-elections.
- Shares held in the company and any options thereon held thereby.

Complies  Partially complies  Explain

The company on its website ([www.ree.es](http://www.ree.es)) publishes and updates all information regarding directors that is listed in Recommendation 18, with the exception of the other compensated activities referred to in the last subsection of section (b) of that Recommendation. The company does not publish that information for reasons of confidentiality, since disclosure of that information could conflict with the protection of the right of privacy of the directors.

19. In the annual corporate governance report, after verification by the appointments committee, the reasons for the appointment of proprietary directors proposed by shareholders with share interests less than 3% of capital should be explained, as should the reasons for any rejection of a formal request for a board position from shareholders whose share interest is not less than that of others successfully applying for a proprietary directorship.

Complies  Partially complies  Explain  Not applicable

20. Proprietary directors should resign when the shareholders they represent fully transfer their shareholdings. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.

Complies  Partially complies  Explain  Not applicable

21. The board of directors should not propose the removal of any independent director before the expiry of that director's tenure as mandated by the articles, except where just cause is found by the board of directors, after a report from the appointments committee. In particular, just cause is understood to exist when the director comes to occupy new positions or assumes new obligations that prevent its dedicating the time necessary for performance of the functions inherent in the position of a director, breaches the duties inherent in the position or is in any of the circumstances resulting in loss of independent status, in accordance with the provisions of applicable law.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction produces changes in the capital structure of the company, in order to meet the proportionality criterion indicated in recommendation 16.

Complies  Explain

22. Companies should establish rules requiring directors to inform the board of any circumstances that might harm the organisation's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

And if a director is indicted or tried for any of the crimes indicated in the corporate law, the board of directors should examine the matter as soon as possible and, in view of the particular circumstances, decide whether or not the director should be called on to resign. And the board of directors should report and explain all such determinations in the annual corporate governance report.

Complies  Partially complies  Explain

23. All directors should express clear opposition when they feel a proposal submitted for the approval of the board of directors might harm the corporate interest. In particular, independents



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

and other directors unaffected by the conflict of interests should challenge any decision that could go against the interests of shareholders lacking board of directors representation.

When the board of directors makes significant or reiterated decisions about which a director has expressed serious reservations, he should draw the pertinent conclusions. Directors resigning for such causes should explain their reasons in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the board of directors, whether or not a director.

Complies  Partially complies  Explain  Not applicable

24. Directors who give up their positions before their tenure expires, through resignation or otherwise, should explain their reasons in a letter to be sent to all members of the board of directors. Regardless of whether such departure is reported as a material disclosure, the reasons should be explained in the annual corporate governance report.

Complies  Partially complies  Explain  Not applicable

25. The appointments committee should ensure that outside directors have sufficient time available for proper performance of their duties. And the board regulations should establish the maximum number of boards of companies of which their directors may be members.

Complies  Partially complies  Explain

26. That the board of directors should meet with the frequency necessary to properly perform its duties, at least eight times per year, in accordance with a schedule of dates and agendas established at the beginning of the year, each director individually being entitled to add other agenda items.

Complies  Partially complies  Explain

27. Director absences should be kept to the bare minimum and quantified in the annual corporate governance report. And when they must occur, proxies should be granted with instructions.

Complies  Partially complies  Explain

28. When directors or the secretary express concerns about any proposal or, in the case of directors, about the company's performance, and such concerns are not resolved in the board of directors meeting, the member expressing them should be entitled to request that they be noted in the minutes.

Complies  Partially complies  Explain  Not applicable

29. The company should establish appropriate channels for directors to obtain the advice necessary for performance of their duties including, if so required by the circumstances, outside advice at the expense of the company.

Complies  Partially complies  Explain

30. Independently of the knowledge required of directors for performance of their duties, companies should also offer directors refresher courses when circumstances so warrant.

Complies  Explain  Not applicable

31. Agendas for meetings should clearly indicate those points in respect of which the board of directors must adopt a decision or resolution, so that the directors may, in advance, study or collect the information necessary for adoption thereof.

When, exceptionally, by reason of urgency, the chairman wishes to submit decisions or resolutions not appearing on the agenda for approval of the board of directors, express prior consent of the majority of the directors present will be required, with that consent to be reflected in the minutes.

Complies  Partially complies  Explain

32. The directors should be regularly advised of movements in shareholdings and the opinions held by significant shareholders, investors and rating agencies regarding the company and its group.

Complies  Partially complies  Explain

33. The chairman, as the one responsible for effective functioning of the board of directors, in addition to exercising the functions attributed thereto by law and the articles, should prepare and submit to the board of directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the board and, if applicable, the chief executive of the company; be responsible for direction the board and the effectiveness of its functioning; see to it that sufficient time is devoted to discussion of strategic matters, and order and review the refresher programmes for each director, when circumstances so warrant.

Complies  Partially complies  Explain

34. When there is a lead director, in addition to the authority corresponding to it by law, the articles or the board of directors regulations should give the lead director the following authority: chairing the board of directors in the absence of the chairman and the vice chairmen, if any; stating the concerns of the outside directors; maintaining contact with investors and shareholders to learn of their points of view for purposes of forming an opinion regarding their concerns, in particular in relation to the corporate governance of the company; and coordinating the succession plan for the chairman.

Complies  Partially complies  Explain  Not applicable

35. The Secretary of the board of directors in particular should see to it that the board of directors, in its actions and decisions, takes account of such corporate good governance recommendations contained in this Good Governance Code as may be applicable to the company.

Complies  Explain

36. The full board of directors annually should evaluate and, if applicable, adopt an action plan correcting deficiencies identified in respect of:

- a) The quality and efficiency of the functioning of the board of directors.
- b) The functioning and composition of its committees.
- c) Diversity in the composition and competencies of the board of directors.
- d) The performance of the chairman of the board of directors and, if applicable, the company's chief executive.
- e) The performance and contribution of each director, paying special attention to the heads of the various committees of the board.



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

Evaluation of the various committees will start from the report they submit to the board of directors. Evaluation of the board of directors will start from the report submitted by the appointments committee.

Every three years the board of directors will be assisted in the evaluation by an outside consultant, the independence of which will be verified by the appointments committee.

The business relationships maintained by the consultant or any company in its group with the company or any company in its group must be itemised in the annual corporate governance report.

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

Complies  Partially complies  Explain

37. When the company has an executive committee, the breakdown of its members by director category should be similar to that of the board of directors itself. The secretary of the board of directors should also act as secretary of the executive committee.

Complies  Partially complies  Explain  Not applicable

38. The board of directors should be kept fully informed of the business transacted and decisions made by the executive committee and all members of the board of directors should receive copies of the minutes of the meetings of the executive committee

Complies  Partially complies  Explain  Not applicable

39. The members of the audit committee, particularly its chairman, should be appointed on the basis of their knowledge and experience in accounting, auditing or risk management matters, and the majority of those members should be independent directors.

Complies  Partially complies  Explain

40. Under the supervision of the audit committee, there should be a unit that assumes the internal audit function, seeing to the proper functioning of the internal control and information systems, and functionally reporting to the outside director that chairs the board or the audit committee.

Complies  Partially complies  Explain

41. The head of the unit that assumes the internal audit function should present its annual work programme to the audit committee, report to it directly on any incidents arising during its implementation, and submit an activities report at the end of each year.

Complies  Partially complies  Explain  Not applicable

42. In addition to those contemplated by law, the audit committee should have the following functions:

1. As regards internal reporting and control systems:

- Monitoring the preparation and the integrity of the financial information on the company and, where appropriate, the group, reviewing compliance with legal provisions, appropriate definition of the scope of consolidation, and proper application of accounting principles.
- Ensuring the independence of the unit that assumes the internal audit function, proposing the selection, appointment, re-election and removal of the head of the

internal audit service; proposing the budget of this service; approving its orientation and work plans, ensuring that its activity is principally focused on the relevant risks of the company; receiving periodic information regarding its activities; and verifying that senior management takes account of the conclusions and recommendations in its reports.

- Establishing and supervising a mechanism whereby staff can report, confidentially and, if possible and considered to be appropriate, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications.

2. As regards the outside auditor:

- Investigating the circumstances giving rise to the resignation of any outside auditor.
- Seeing to it that the remuneration of the outside auditor for its work does not compromise its quality or independence.
- Seeing to it that the company notifies any change of auditor to the CNMV as a material disclosure, accompanied by a statement regarding the existence of disagreements with the outgoing auditor and, if applicable, the substance thereof.
- Ensuring that the outside auditor annually has a meeting with the full board of directors to report to it on the work performed and the evolution of the accounting and risk situation of the company.
- Ensuring that the company and the outside auditor comply with current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other regulations of the independence of auditors.

Complies  Partially complies  Explain

43. The audit committee should have authority to meet with any company employee or executive, even ordering their appearance without the presence of another executive.

Complies  Partially complies  Explain

44. The audit committee should be informed of structural and corporate modification transactions expected to be implemented by the company, for analysis thereof and prior report to the board of directors on the economic conditions thereof and their accounting impact, in particular, if applicable, on the proposed exchange ratio.

Complies  Partially complies  Explain  Not applicable

45. The risk control and management policy should identify at least the following:

- The various kinds of risk, financial and nonfinancial (inter alia operating, technological, legal, social, environmental, political and reputation) to which the company is exposed, including contingent liabilities and other off-balance-sheet risks within financial or economic risks.
- The setting of the level of risk that the company deems acceptable.
- The measures contemplated for mitigating the impact of the identified risks, should they materialise.
- The internal reporting and control systems to be used to control and manage the aforesaid risks, including contingent liabilities and off-balance-sheet risks.

Complies  Partially complies  Explain

46. Under the direct supervision of the audit committee or, if applicable, a specialised committee of the board of directors, there should be an internal risk management and control function exercised by a unit or internal department of the company that is expressly given the following functions:



INTERVIEW  
WITH THE  
CHAIRMAN



INTRODUCTION:  
RED ELÉCTRICA  
GROUP



01  
REGULATORY  
FRAMEWORK  
AND CORPORATE  
GOVERNANCE POLICY  
AS THE EXPRESSION  
OF CORPORATE  
GOVERNANCE STRATEGY



02  
COMMITMENT TO  
DIALOGUE WITH AND  
PARTICIPATION OF  
SHAREHOLDERS AND  
OTHER STAKEHOLDERS



03  
THE BOARD OF  
DIRECTORS AS THE  
BODY RESPONSIBLE  
FOR CONTROL AND  
SUPERVISION



04  
BALANCE OF POWER  
IN THE BOARD OF  
DIRECTORS



05  
ASSESSMENT AND  
REMUNERATION  
POLICY



06  
APPLICATION  
OF THE INTEGRATED  
COMPLIANCE, RISK  
MANAGEMENT AND  
CONTROL SYSTEM



07  
LOOKING TO  
THE FUTURE



OFFICIAL ANNEX

- a) Ensuring the good functioning of the risk control and management systems, in particular that all important risks affecting the company are appropriately identified, managed and quantified.
- b) Actively participating in the preparation of the risk strategy and in important decisions regarding the management thereof.
- c) Seeing to it that the risk control and management systems adequately mitigate the risks within the context of the policy defined by the board of directors.

Complies  Partially complies  Explain

47. The members of the appointments and remuneration committee (or of the appointments committee and the remuneration committee, if they are separate) should be designated in a manner ensuring that they have the knowledge, skills and experience appropriate to the functions they are called on to perform, and the majority of those members should be independent directors.

Complies  Partially complies  Explain

48. High capitalisation companies should have an appointments committee and a separate remuneration committee.

Complies  Explain  Not applicable

The company does not believe it is desirable to have an Appointments Committee and a separate Remuneration Committee for the following reasons:

- By reason of the small size of the Board of Directors (composed of 12 members, one of them being an executive director) by comparison with other high capitalisation companies.
- Because based on the subject matter, separate appointments and remuneration committees would not have sufficient matters to consider during the financial year to justify the separation.
- By reason of the independence of the outside directors, taking account of the fact that currently all of them are members of one of the two Board of Directors Committees of the company, the creation of the new Committee would result in directors simultaneously belonging to multiple committees, which would have information from one of the other two Committees, to the detriment of their full autonomy in the performance of their duties.

49. The appointments committee should consult with the chairman of the board of directors and the company's chief executive, especially on matters relating to executive directors. And any director should be entitled to request of the appointments committee that it consider potential candidates to fill director vacancies, if in its judgment they are suitable.

Complies  Partially complies  Explain

50. The remuneration committee should exercise its functions independently, and in addition to those given to it by law, it should have the following functions:

- a) Proposing to the board of directors the standard conditions for senior manager contracts.
- b) Verifying that the remuneration policy established by the company is observed.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration schemes and application thereof, as well as ensuring that individual remuneration is proportionate to that paid to other directors and senior managers of the company.
- d) Seeing to it that possible conflicts of interests do not compromise the independence of the outside advice provided to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on remuneration of directors.

Complies  Partially complies  Explain

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

Complies  Partially complies  Explain

52. The rules for the composition and functioning of the supervision and control committees should appear in the board of directors regulations, and should be consistent with those applicable to the committees mandated by law in accordance with the foregoing recommendations, including:

- a) They should be composed exclusively of outside directors, with a majority of independent directors.
- b) Committees should be chaired by independent directors.
- c) The board of directors should appoint the members of such committees based on the knowledge, skills and experience of the directors and the tasks of each committee, discuss their proposals and reports, and they should render accounts, at the first full meeting of the board of directors subsequent to their meetings, of their activities and take responsibility for the work performed.
- d) The committees should be entitled to engage outside advisors, when they feel this is necessary for the discharge of their duties.
- e) Minutes of the meeting should be prepared, and made available to all directors.

Complies  Partially complies  Explain  Not applicable

53. Supervision of compliance with the corporate governance rules, the internal codes of conduct and the corporate social responsibility policy should be attributed to one committee or shared among multiple committees of the board of directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee, if any, or a specialised committee that the board of directors, in exercise of its self-organisation authority, decides to create for that purpose, to which the following minimum functions should be specifically attributed:

- a) Supervising compliance with the internal codes of conduct and the corporate governance rules of the company.
- b) Supervising the shareholder and investor communications and relationships strategy, including small and medium-sized shareholders.
- c) Periodically evaluating the adequacy of company's corporate governance system in order for it to fulfil its mission of promoting the interests of society and, as applicable, taking account of the legitimate interests of the other stakeholders.
- d) Reviewing the company's corporate responsibility policy, seeing to it that it is aimed at creation of value.
- e) Monitoring the corporate social responsibility strategy and practices and evaluating the degree of compliance therewith.
- f) Monitoring and evaluating the processes of relationships with the various stakeholders.
- g) Evaluating everything related to nonfinancial risks of the company, including operating, technological, legal, social, environmental, political and reputation risk.
- h) Coordinating the process of reporting nonfinancial and diversity information, in accordance with applicable regulations and reference international standards.

Complies  Partially complies  Explain



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

54. The corporate social responsibility policy should include the principles or commitments the company assumes voluntarily in relation to the various stakeholders, and identify at least:

- The objectives of the corporate social responsibility policy and the development of support instruments.
- The corporate strategy related to sustainability, the environment and social matters.
- The specific practices regarding questions related to: shareholders, employees, customers, suppliers, social questions, environment, diversity, fiscal responsibility, respect for human rights and prevention of illegal conduct.
- The methods or systems for monitoring the results of application of the specific practices indicated above, the associated risks and management thereof.
- The mechanisms for supervision of nonfinancial risk, ethics and business conduct.
- The channels for communication with, participation of and dialogue with stakeholders.
- The responsible communication practices that avoid manipulation of information and protect integrity and honour.

Complies  Partially complies  Explain

55. In a separate document or in the management report, the company should report on the matters related to corporate social responsibility, for that purpose using any of the internationally accepted methodologies.

Complies  Partially complies  Explain

56. The remuneration of directors should be such remuneration as is necessary to attract and retain directors of the desired profile and compensate the dedication, qualification and responsibility the position requires, but not so high as to compromise the independence of judgment of the outside directors.

Complies  Explain

57. Variable remuneration tied to the performance of the company and personal performance, and remuneration in the form of delivery of shares, options or rights on shares or instruments indexed to the value of the share and long-term savings systems such as pension plans, retirement systems or other social security systems should be limited to executive directors.

The delivery of shares as remuneration to outside directors may be contemplated when it is conditioned on their holding them until they cease to be directors. The foregoing will not apply to the shares, if any, the director needs to dispose of in order to pay the costs related to acquisition thereof.

Complies  Partially complies  Explain

58. In the case of variable remuneration, the remuneration policies should include the limits and technical safeguards necessary to ensure that such remuneration reflects the professional performance of the beneficiaries and not solely the general progress of the markets or the company's sector, atypical or exceptional transactions or circumstances of this kind. In particular, it should be ensured that the variable components of remuneration:

- Are tied to performance criteria that are predetermined and measurable, and those criteria take account of risk assumed in order to obtain a result.
- Promote sustainability of the company and include nonfinancial criteria that are appropriate for the creation of long-term value, as well as being in compliance with the internal procedures and rules of the company and its policies for the control and management of risk.

53

- Are configured on the basis of balance among achievement of short, medium and long-term objectives, allowing remuneration of ongoing performance over a period of time sufficient to assess the contribution to sustainable creation of value, in such manner that the elements of measurement of such performance do not depend solely on one-off, occasional or extraordinary events.

Complies  Partially complies  Explain  Not applicable

59. Payment of a significant part of the variable components of remuneration should be deferred for a minimum period of time sufficient to verify that the previously established conditions of performance have been satisfied.

Complies  Partially complies  Explain  Not applicable

60. In the case of remuneration linked to company earnings, account should be taken of any qualifications stated in the outside auditor's report that reduce those earnings.

Complies  Partially complies  Explain  Not applicable

61. A significant percentage of the variable remuneration of executive directors should be tied to delivery of shares or financial instruments indexed to their value.

Complies  Partially complies  Explain  Not applicable

62. Once the shares or options or rights on shares corresponding to the remuneration systems have been awarded, the directors should not be entitled to transfer ownership of a number of shares equivalent to two times their annual fixed remuneration, or exercise the options or rights until a term of at least three years has elapsed after they are awarded.

The foregoing will not apply to the shares, if any, the director needs to dispose of in order to pay the costs related to acquisition thereof.

Complies  Partially complies  Explain  Not applicable

The managing director has assumed a commitment to the company to maintain ownership of the shares received as annual variable remuneration for each financial year for at least five years. After a period of five years, if 100% fulfillment of objectives is achieved, the managing director will have received a number of shares approximately equivalent to one year of fixed remuneration. The aforesaid element of remuneration is stated in the annual report on remuneration of directors of the company, approved by the Board of Directors at its meeting of 16 February 2018, and communicated as a material disclosure to the CNMV.

63. The contractual arrangements should include a clause allowing the company to claim repayment of the variable components of remuneration when the payment is not in accordance with the performance conditions, or when the remuneration has been paid based on information later shown to be inaccurate.

Complies  Partially complies  Explain  Not applicable

64. The payments for termination of the contract should not exceed an established amount equivalent to two years of total annual remuneration, and should not be paid until the company has been able to verify that the director has met the previously established performance criteria.

Complies  Partially complies  Explain  Not applicable

## H OTHER INFORMATION OF INTEREST

54



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

1. If there is any relevant aspect of corporate governance within the company or the entities in the group that has not been included in the other sections of this report, but that it is necessary to include in order to set forth more complete and reasoned information regarding the governance practices in the entity or its group, briefly explain.

2. This section also may be used to supply any additional information, clarification or qualification relating to foregoing sections of this report, provided such additional information is relevant and not repetitious.

In particular, state whether your company is subject to the corporate governance legislation of countries other than Spain and, if so, include any information that the company is required to disclose that is not required in this report.

3. The company also may indicate if it has voluntarily adhered to other codes of ethical principles or best practices, international, sectoral or otherwise. If applicable, identify the code in question and the date of adhesion.

1. The company for years has voluntarily prepared an Annual Corporate Governance Report, available on the corporate website, following a model with structure and content of its own that this year, as a novelty, has a new format and content following the most recognised international practices, submitted to independent outside review. The intention thereby as to respond appropriately to the demands and recommendations of its shareholders, to which we remit for any third party that may consider it to be of interest. This report, prepared in accordance with the Model in Annex I of Circular 7/2015 of the CNMV, has been incorporated as an Official Annex to the aforesaid Annual Corporate Governance Report of the company.

2. The company is subject to Spanish law as regards corporate governance. Set forth below is additional information regarding the following sections.

C.1.11: For purposes of this section they are considered to have executive functions when powers of attorney have been granted in their favour by each company, in relation to management of the corporate activities.

C.1.17: In relation to the information requested in this subsection Ms. Mercedes Real Rodríguez is a representative of the director that is a legal person, Spanish State's Industrial Holding Company (Sociedad Estatal de Participaciones Industriales, SEPI), on the Board of Directors of Empresa Nacional de Residuos Radiactivos, S.A. (ENRESA), with tax identification code (C.I.F.) A78056124, which belongs to the group of the significant shareholder SEPI, but it is not a director of that significant shareholder (in SEPI she only serves as Director of Energy Division Investees).

C.1.26: Article 24 of the Board of Directors Regulations: Departure from office is not automatic. Rather directors must tender their positions to the Board of Directors and, if it considers it to be appropriate, formalise the corresponding resignation when they reach the age of 70.

C.137: The amount in the total column of non-audit services includes 72 thousand euros of services related to audit and 55 thousand euros of other services.

G.4: The Board of Directors at its meeting of 25 October 2016 approved the Criteria for communication with shareholders, institutional investors and proxy advisors, on proposal of the Appointments and Remuneration Committee. This document contains the policy for communications with the aforesaid stakeholders and is in response to the commitment of the Board of Directors to comply with Recommendation 4 of the Code of Good Governance of Listed Companies. The document includes the principles and guidelines regarding communication with the aforesaid stakeholders, guaranteeing appropriate exercise of their rights and interests and promoting the commitment to shareholders by way of open, transparent and sustainable dialogue. The Board of Directors is the body responsible for reviewing it and approving any modification, and also has supervision of compliance therewith.

The Criteria for communication with shareholders, institutional investors and proxy holders is published on the website of the company ([www.ree.es](http://www.ree.es)), in the Corporate Governance section, "Our Commitment" subsection.

3. The Board of Directors of Red Eléctrica Corporación, S.A. in its meeting of 29 September 2015 approved adhesion of the Red Eléctrica Group to the Code of Best Tax Practices, which had been approved by the Forum of Large Companies in the version proposed by the State Tax Administration Agency (*Agencia Estatal de Administración Tributaria*, or "AEAT"). The content thereof was compiled with during the 2017 financial year. The adhesion to the Code of Best Tax Practices by the Red Eléctrica Group occurred on 23 October 2015, in accordance with the adhesion procedure established therein.

This annual corporate governance report was approved unanimously by the board of directors of the company at its meeting of 16/02/2018.

State whether there are any directors who voted against or abstained from voting to approve this Report.

Yes  No



INTERVIEW WITH THE CHAIRMAN



INTRODUCTION: RED ELÉCTRICA GROUP



01 REGULATORY FRAMEWORK AND CORPORATE GOVERNANCE POLICY AS THE EXPRESSION OF CORPORATE GOVERNANCE STRATEGY



02 COMMITMENT TO DIALOGUE WITH AND PARTICIPATION OF SHAREHOLDERS AND OTHER STAKEHOLDERS



03 THE BOARD OF DIRECTORS AS THE BODY RESPONSIBLE FOR CONTROL AND SUPERVISION



04 BALANCE OF POWER IN THE BOARD OF DIRECTORS



05 ASSESSMENT AND REMUNERATION POLICY



06 APPLICATION OF THE INTEGRATED COMPLIANCE, RISK MANAGEMENT AND CONTROL SYSTEM



07 LOOKING TO THE FUTURE



OFFICIAL ANNEX

## INDEPENDENT AUDITOR'S REPORT on the System of Internal Control over Financial Reporting



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

### Independent Auditor's Report on the System of Internal Control over Financial Reporting

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

To the Directors of  
Red Eléctrica Corporación, S.A.

Further to your request, and in accordance with our engagement letter dated 26 October 2015, we have examined the information concerning the System of Internal Control over Financial Reporting (Sistema de Control Interno sobre la Información Financiera, hereinafter "SCIIF") of Red Eléctrica Corporación, S.A. (the Parent) and subsidiaries (the RED Eléctrica consolidated Group or the Group) described in note F of the accompanying Annual Corporate Governance Report at 31 December 2017. This system is based on the criteria established in the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. The Board of Directors of the Company and Senior Management of the Group are responsible for adopting appropriate measures to reasonably ensure the implementation, maintenance and oversight of an adequate system of internal control over financial reporting, evaluating its effectiveness and developing improvements to that system, and defining the content and preparing the accompanying information concerning SCIIF. Our responsibility is to express an opinion on the effectiveness of the Group's System of Internal Control over Financial Reporting based on our examination.

An entity's internal control over financial reporting is designed to provide reasonable assurance that its annual financial reporting complies with the applicable financial reporting framework. It includes policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and assets of the Group; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Group's consolidated annual accounts in accordance with the applicable financial reporting framework; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposal of the Group's assets that could have a material effect on the consolidated annual accounts. In this respect it should be borne in mind that, irrespective of the quality of the design and operation of the internal control system adopted in relation to annual financial reporting, the system may only provide reasonable, but not absolute assurance in relation to the objectives pursued, due to the limitations inherent in any internal control system.

We conducted our examination in accordance with ISAE 3000 (International Standard on Assurance Engagements 3000: Assurance Engagements other than Audits or Reviews of Historical Financial Information), issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) for the issue of reasonable assurance reports. This standard requires that we plan and perform our work to obtain reasonable assurance about whether the Group maintains, in all material respects, effective internal control over financial reporting. Our work included obtaining an understanding of the Group's System of Internal Control over Financial Reporting, testing and evaluating the design and operating effectiveness of that system, and performing such other procedures as were considered necessary in the circumstances. We consider that our examination provides a reasonable basis for our opinion.

2

We apply ISQC1 (International Standard on Quality Control 1) and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Due to the limitations inherent in any internal control system, there is always a possibility that SCIIF may not prevent or detect misstatements or irregularities that may arise as a result of errors of judgement, human error, fraud or misconduct. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Group maintained, in all material respects, effective internal control over financial reporting at 31 December 2017, in accordance with the criteria established in the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Furthermore, the disclosures contained in the information concerning SCIIF included in note F of the Group's Annual Corporate Governance Report at 31 December 2017 have been prepared, in all material respects, in accordance with the requirements set forth in article 540 of the Revised Spanish Companies Act and in Spanish National Securities Market Commission (CNMV) Circular 7/2015 of 22 December 2015, with respect to the description of the System of Internal Control over Financial Reporting in Annual Corporate Governance Reports.

Our examination did not constitute an audit of accounts and is not subject to the legislation regulating the audit of accounts in Spain. As such, in this report we do not express an audit opinion on the accounts under the terms provided in the above-mentioned legislation. However, on 19 February 2018 we issued our unqualified audit report on the consolidated annual accounts of the Group for 2017, in accordance with the legislation regulating the audit of accounts in Spain.

KPMG Auditores, S.L.

*(Signed on original in Spanish)*

Ana Fernández Poderós

19 February 2018



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