



redeia

El valor de lo esencial

AUDIT COMMITTEE

12 March 2024

# Annual report on related-party transactions 2023

## 1 Introduction

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Exercising the powers attributed to them, the governing bodies of listed companies draw up various reports. Periodically evaluating and analysing these reports is an important part of the duty to oversee corporate activity and help the companies run properly. In this regard, the Audit Committee of Redeia Corporación, S.A. (the “**Company**”, and it, along with its group companies, “**Redeia**”) has drawn up this report on the Related-Party Transactions that the Company and Redeia companies carried out in 2023. So that shareholders and other stakeholders will have access to its contents, and in compliance with recommendation 6 of the Good Governance Code of Listed Companies, it will be published on the Company's website with sufficient notice in advance of the Company's General Meeting.

The Company's Audit Committee has issued this report to report on the transactions the Company and Redeia companies carried out in 2023 that, under companies law and the Company's internal regulations, are considered to be Related-Party Transactions, regardless of how these transactions should be classified and handled from the perspective of the applicable accounting and securities markets legislation.

## 2 Applicable regulations

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Chapter VII *bis* of Title XIV (sections 529 *vicies* to 529 *tervicies*) of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*] establishes the legal regime applicable to related-party transactions of listed companies, which has been incorporated into the Company's internal corporate rules and, in particular, into its Board Regulations. The criteria for interpretation on the system for reporting related-party transactions regulated in Chapter VII *bis* of Title XIV of the Corporate Enterprises Act, published by the Spanish Securities Market Commission (CNMV) on 15 November 2021 also apply.

In this regard, under section 5.5(c) of the Board Regulations, the Board is responsible for approving, following a report from the Audit Committee, any related-party transactions carried out by the Company and Redeia companies with their directors or with shareholders holding 10% or more of their voting rights or who are represented on the Company's Board, or with other persons defined by law as related parties (**'Related-Party Transactions'** or **'Transactions'**), unless they need to be approved by the General Meeting because the amount or value of the Transaction exceeds 10% of the total assets reported on the last annual consolidated balance sheet approved by the Company.

For these purposes, in accordance with section 36.2 of the Board Regulations, in the report to be issued by the Audit Committee before the approval of the Related-Party Transactions by the Meeting or by the Board, the Committee must assess whether the transaction is fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related party, giving an account of the assumptions on which its assessment is based and the methods it used.

Likewise, Related-Party Transactions that must be approved by the Board may be subject to approval by delegation by the Board to its delegated bodies or senior officers in the case of Related-Party Transactions between group companies carried out within the scope of ordinary management and on an arm's length basis, as well as any Related-Party Transactions entered into under contracts with boilerplate terms that are applied *en masse* to a large number of clients, are carried out at prices or rates established in general by the party acting as supplier of the good or service in question, and whose amount does not exceed 0.5% of the Company's revenue.

In relation to Related-Party Transactions approved by delegation of the Board, the Company has an internal procedure in place to report on them and control them periodically, and to verify the fairness and transparency of the Transactions and compliance with the applicable legal criteria, which the Company's Audit Committee is responsible for supervising.

### 3 Related-Party Transactions Protocol

On 30 November 2021, the Company's Board approved the Company's Protocol on Related-Party Transactions of (the "**Protocol**"), the purpose of which is to develop, based on the provisions established in the Corporate Enterprises Act, in the Articles of Association, in the Regulations of the General Meeting and in the Regulations of the Company's Board, the criteria for applying the system for approving related-party transactions that affect the Company, and for publishing information on them, while also establishing the internal procedure for identifying, analysing, approving, monitoring, reporting and controlling Related-Party Transactions.

Under the Protocol, the Company has a Working Group that, on the one hand, analyses any possible Related-Party Transactions and, where appropriate, coordinates the internal procedure to be followed to submit them to the competent internal body or corporate body for approval. On the other hand, it documents any Related Transactions and submits half-yearly reports to the Audit Committee summarising the Related Transactions that the Board delegated approval of and that were approved during the Company's half-yearly financial information reporting period.

### 4 Related-Party Transactions 2023

In 2023, the Company's Audit Committee analysed and reported favourably on all the Related-Party Transactions that had to be approved by the Company's Board, and no Transactions were made that, due to their amount, value or subject matter, were reserved to the competence of the General Meeting.

Likewise, the Audit Committee has verified compliance with the internal procedure for monitoring, reporting and controlling Related-Party Transactions approved by delegation of the Board, without any incidents having been reported, and it has been duly informed by the secretary of the Working Group, through the half-yearly reports indicated above, of the purpose and terms of all the Related-Party Transactions approved by delegation by the Board.

Taking all the Related-Party Transactions carried out in the last 12 months with the same related party into consideration, none of them exceeded the thresholds for publication under section 529 *unvicies* of the Corporate Enterprises Act.

Detailed and individualised information on the Related-Party Transactions approved in 2023, which can also be found in section D (Related-party transactions and intra-group transactions) of the Annual Corporate Governance Report that the Company published on its corporate website ([www.redeia.com](http://www.redeia.com)) on 28 February 2024 and that it communicated by means of Other Relevant Information to the Spanish Securities Market Commission on the same date (Registration no. 26877), is also included below.

Corporate name of the related party	Brief description of the transaction	Amount (thousands of euros)
Agencia EFE, S.A.U., S.M.E.	Provision of services by Agencia EFE, S.A.U., S.M.E. to Hispasat, S.A.	6
Sistemas Informáticos Abiertos, S.A.U.	Market platform migration project carried out by Sistemas Informáticos Abiertos, S.A.U. for Red Eléctrica de España, S.A.U.	50
Hisdesat Servicios Estratégicos, S.A.	Lease of use of space by Hispasat, S.A. to Hisdesat Servicios Estratégicos, S.A.	168
Hisdesat Servicios Estratégicos, S.A.	Provision of technical assistance services by Hispasat, S.A. to Hisdesat Servicios Estratégicos, S.A.	150
Hisdesat Servicios Estratégicos, S.A.	Lease of use of space by Hispasat, S.A. to Hisdesat Servicios Estratégicos, S.A.	1,014

Corporate name of the related party	Brief description of the transaction	Amount (thousands of euros)
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and technical support services for the application of certain operating and settlement systems by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	81
Indra Soluciones Tecnologías de la Información, S.L.	Evolutionary maintenance service for the management and reporting application by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	84
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and support services for the operation of the communications platform by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	30
Indra Soluciones Tecnologías de la Información, S.L.	Delivery and subsequent maintenance service for the application for IT security risk management, by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	109
Indra Soluciones Tecnologías de la Información, S.L.	Application maintenance and development services by Indra Soluciones Tecnologías Información, S.L.U. to Red Eléctrica de España, S.A.U.	5,398
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance service for the application for issuing and receiving invoices by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	60
Indra Soluciones Tecnologías de la Información, S.L.	Service of identification / updating of information and analysis of conditions by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	98
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and support service for the environmental management system by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Infraestructuras de Telecomunicación, S.A.	82
Indra Soluciones Tecnologías de la Información, S.L.	Application maintenance and development service by Indra Soluciones Tecnologías Información, S.L.U. to Red Eléctrica de España, S.A.U.	18,042
Indra Soluciones Tecnologías de la Información, S.L.	Microservices development service required for integration in a platform by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	59
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and technical support services for operating and settlement systems by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	88
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and support service for the operation of a communications platform by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	179
ADIF-Alta Velocidad	Construction and commissioning of certain substations by Red Eléctrica de España, S.A.U. for Adif-Alta Velocidad.	21,600
Port Authority of Valencia	Settlement agreement on the modification of the concession in favour of Red Eléctrica de España, S.A.U. granted by the Port Authority of Valencia.	1,717
Spanish Metrology Centre	Calibration services of certain energy standards by Red Eléctrica de España, S.A.U. to the Spanish Metrology Centre.	68

This report was approved by the Company's Audit Committee in its meeting held on 12 March 2024.

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