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Societa' : ENEL
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Informazione
Regolamentata
Nome utilizzatore : ENELN07 - Giannetti
Tipologia : REGEM
Data/Ora Ricezione : 07 Aprile 2022 12:40:17
Data/Ora Inizio : 07 Aprile 2022 12:40:17
Diffusione presunta
Oggetto : Notice of call of the Shareholders' Meeting

<i>Testo del comunicato</i>

Vedi allegato.



FULL NOTICE OF CALL ENEL SHAREHOLDERS' MEETING MAY 19, 2022

ENEL - S.p.A.

Registered office in Rome - Viale Regina Margherita, no. 137

Share capital € 10,166,679,946 fully paid in

Tax I.D. and Companies Register of Rome no. 00811720580

R.E.A. of Rome no. 756032

VAT code no. 15844561009

Notice of ordinary Shareholders' Meeting

An ordinary Shareholders' Meeting is convened, on single call, on May 19, 2022, at 2:00 pm, in Rome, Via Pietro de Coubertin no. 30, in order to discuss and resolve on the following

AGENDA

1. Financial statements as of December 31, 2021. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditor. Related resolutions. Presentation of the consolidated financial statements for the year ended on December 31, 2021 and of the consolidated non-financial statement related to the financial year 2021.
2. Allocation of the annual net income.
3. Authorization for the acquisition and the disposal of treasury shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 20, 2021. Related resolutions.
4. Election of the Board of Statutory Auditors.
5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.
6. Long term incentive Plan 2022 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

7. Report on the remuneration policy and compensations paid:
 - 7.1 First section: report on the remuneration policy for 2022 (binding resolution);
 - 7.2 Second section: report on the compensations paid in 2021 (non-binding resolution).

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COVID-19 emergency – Participation in the Shareholders’ Meeting pursuant to Law Decree no. 18 of March 17, 2020

In view of the uncertain developments of the COVID-19 pandemic and considering therefore the ongoing need to minimize travels and risks associated with on-site participation, the Company decided to use the option set forth under Article 106, paragraph 4, of Law Decree no. 18 of March 17, 2020, converted with amendments by Law no. 27 of April 24, 2020 (as lastly amended by Law Decree no. 228 of December 30, 2021, converted with amendments by Law no. 15 of February 25, 2022), providing that **those entitled to attend and vote at the Shareholders’ Meeting shall participate in the latter exclusively through the representative appointed by the Company** pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Financial Act”) – *i.e.* through Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19 (the “**Exclusive Proxy**”) – as specified below in the paragraph named “Representation at the Meeting”.

Having said that those entitled to vote shall attend the Meeting exclusively through the Exclusive Proxy, it should be noted that Directors, Statutory Auditors, the secretary of the Meeting (if any), the notary, the Exclusive Proxy itself and other persons whose participation in the Meeting is required may also attend by means of electronic participation that ensure their identification; in any case, it shall not be required for the chair, the secretary and the notary to be in the same place.

Information on the share capital

As of the date of this notice, the share capital of Enel S.p.A. is equal to Euro 10,166,679,946 and is divided into no. 10,166,679,946 ordinary shares with a nominal value of Euro 1.00 each. As of the same date, the Company holds no. 4,889,152

treasury shares, equal to approximately 0.048% of the share capital; therefore no. 10,161,790,794 ordinary shares, excluding said treasury shares, have voting rights.

Right to attend and vote at the Meeting

Pursuant to Article 83-*sexies* of the Consolidated Financial Act and Article 10.1 of the Corporate Bylaws, the right to attend and vote at the Meeting – **exclusively through the Exclusive Proxy** – shall be conditional upon the receipt by the Company of a specific notice by an authorized intermediary based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders' Meeting (*i.e.* on May 10, 2022). The credit or debit registrations made on the accounting records after the said term shall not be taken into account for the purpose of entitling to vote at the Shareholders' Meeting.

Representation at the Meeting

Pursuant to Article 106, paragraph 4, of the aforementioned Law Decree no. 18 of March 17, 2020, **participation in the Shareholders' Meeting is allowed exclusively by giving a specific proxy to the Exclusive Proxy Computershare S.p.A.**, alternatively in accordance with *(i)* Article 135-*novies* of the Consolidated Financial Act, using the “form of ordinary proxy/sub-proxy”, or *(ii)* Article 135-*undecies* of the Consolidated Financial Act, using the “form of proxy to the representative appointed by the Company”, as described below.

Please note that electronic vote and/or vote by mail are not envisaged.

(i) Proxy and/or sub-proxy pursuant to Article 135-novies of the Consolidated Financial Act (“ordinary proxy and/or sub-proxy”)

Those who are entitled to vote at the Meeting may appoint a representative according to the applicable laws, by giving a proxy and/or a sub-proxy to the Exclusive Proxy Computershare S.p.A. pursuant to Article 135-*novies* of the Consolidated Financial Act; the proxy and/or sub-proxy shall be granted in writing or through a document electronically signed pursuant to Legislative Decree no. 82 of March 7, 2005. To this end, it may be used the “form of ordinary proxy/sub-proxy” available in the section of the Company's website (www.enel.com) reserved to this Meeting.

The proxy and/or sub-proxy to the Exclusive Proxy Computershare S.p.A. may contain voting instructions on all or certain proposals on the items on the agenda, it being

understood that the Exclusive Proxy will not cast any vote at the Shareholders' Meeting in relation to those proposals for which no specific voting instructions have been given. The proxy and/or sub-proxy must be delivered to the Exclusive Proxy Computershare S.p.A. (Ref. "Ordinary Proxy for the Shareholders' Meeting Enel S.p.A."), together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory, by the following means:

- for holders of advanced, qualified or digital electronic signature (AdES): by sending the proxy/sub-proxy signed with Advanced Electronic Signature by certified e-mail or by ordinary e-mail to enel@pecserviziotitoli.it;
- for holders of certified e-mail (CEM): by sending a copy electronically reproduced (PDF format) of the proxy/sub-proxy to enel@pecserviziotitoli.it;
- for holders of ordinary e-mail: by sending a copy electronically reproduced (PDF format) of the proxy/sub-proxy to enel@pecserviziotitoli.it;
- by sending a copy of the proxy/sub-proxy by fax to no. +39 06.45417450.

Pursuant to Article 11.1 of the Corporate Bylaws, the proxy and/or sub-proxy can be notified to the Company even electronically through the specific section of the Company's website (www.enel.com) reserved to this Meeting, together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory.

If the Exclusive Proxy is given a sub-proxy, the sub-delegating proxy must also send to the Exclusive Proxy, with the above-mentioned modalities, a copy of the proxy received by the person entitled to vote and the declaration by which the same sub-delegating proxy certifies that the copy of the proxy corresponds to the original, as well as the identity of the person giving the proxy; for this purpose, it may be used the specific form available in the section of the Company's website (www.enel.com) reserved to this Meeting.

If not already provided through a document signed with AdES and sent by CEM, the original of the proxy/sub-proxy and of the voting instructions – together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory – shall be sent to the Exclusive Proxy Computershare S.p.A., Via Monte Giberto no. 33, 00138 Rome. In order to allow the Company and the Exclusive Proxy Computershare S.p.A. to receive and verify the proxies and/or sub-proxies in advance before the beginning of the Meeting, **entitled**

persons are recommended to provide their proxies and/or sub-proxies within 2:00 pm of May 18, 2022.

The proxy and/or sub-proxy and/or the relevant voting instructions may be revoked until the beginning of the Meeting by sending an e-mail to enel@pecserviziotitoli.it.

(ii) Proxy pursuant to Article 135-undecies of the Consolidated Financial Act (“proxy to the representative appointed by the Company”)

The proxy may also be given to the Exclusive Proxy Computershare S.p.A., in its capacity as representative appointed by the Company pursuant to Article 135-undecies of the Consolidated Financial Act.

The proxy to the representative appointed by the Company may contain voting instructions for all or certain items on the agenda and must be given by the end of the second trading day before the Meeting (*i.e.* by the end of May 17, 2022).

To this purpose, it may be used the specific web application for the guided compilation of the “form of proxy to the representative appointed by the Company”, prepared and managed by Computershare S.p.A, which can be reached through the section of the Company’s website (www.enel.com) reserved to this Meeting. The form of the proxy to the representative appointed by the Company is also available in the same section of the Company’s website in printable version.

The proxy to the representative appointed by the Company may also be delivered to the Exclusive Proxy Computershare S.p.A. (Ref. “Proxy to the representative appointed by the Company for the Shareholders’ Meeting Enel S.p.A.”), together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory, by the following means:

- for holders of advanced, qualified or digital electronic signature (AdES): by sending the proxy signed with Advanced Electronic Signature by certified e-mail or by ordinary e-mail to enel@pecserviziotitoli.it;
- for holders of certified e-mail (CEM): by sending a copy electronically reproduced (PDF format) of the proxy to enel@pecserviziotitoli.it;
- for holders of ordinary e-mail: by sending a copy electronically reproduced (PDF format) of the proxy to enel@pecserviziotitoli.it;
- by sending a copy of the proxy by fax to no. +39 06.45417450.

If not already provided through the specific web application or through a document signed with AdES and sent by CEM, the original of the proxy and of the voting instructions – together with an undersigned ID copy and, in the case of a legal entity,

the documentation proving representative powers of the signatory – shall be sent to the Exclusive Proxy Computershare S.p.A., Via Monte Giberto no. 33, 00138 Rome. The proxy and the voting instructions may be revoked within the said term (May 17, 2022) and with the modalities indicated above.

The proxy to Computershare S.p.A in its capacity as representative appointed by the Company shall be effective only for the proposals in relation to which voting instructions have been given. The shares, in relation to which a full or partial proxy is given, are considered for the duly constitution of the Meeting. With reference to the proposals in relation to which voting instructions are not given, the relevant shares are not considered for the purpose of calculating the majority and the *quorum* required for the approval of the resolutions.

Supplementation of the agenda and submission of resolution proposals on the part of Shareholders holding at least 2.5% of the share capital (pursuant to Article 126-*bis*, paragraph 1, first period of the Consolidated Financial Act)

Pursuant to Article 126-*bis*, paragraph 1, first period, of the Consolidated Financial Act, Shareholders who represent, also on a jointly basis, at least 2.5% of the share capital, may request, in writing, within ten days from the publication of this notice (namely by April 19, 2022, which represents the first working day after that on which the term falls – *i.e.* April 17 – coinciding the latter with a non-working day) to supplement the agenda, indicating, in the related request, the additional proposed items to be discussed, or to submit resolution proposals on items already on the agenda. The agenda cannot be supplemented with items in relation to which the Meeting resolves, pursuant to the applicable laws, upon proposal of the Directors or on the basis of a project or a report prepared by the Directors, other than those under Article 125-*ter*, paragraph 1, of the Consolidated Financial Act. The requests to supplement the agenda or to submit resolution proposals may be filed by those Shareholders in relation to which the Company has received a specific notice, certifying their shareholdings, from an authorized intermediary pursuant to the applicable laws. For further information on the right to supplement the agenda and to submit resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Company's website (www.enel.com) reserved to this Meeting.

Submission of resolution proposals on the part of those entitled to vote (pursuant to Article 126-*bis*, paragraph 1, third period of the Consolidated Financial Act)

Considering that participation in the Shareholders' Meeting is allowed exclusively through the Exclusive Proxy Computershare S.p.A., those entitled to vote who intend to individually submit resolution proposals on items on the agenda – pursuant to Article 126-*bis*, paragraph 1, third period, of the Consolidated Financial Act – are invited to submit such proposals by May 4, 2022, with the modalities set out in the section of the Company's website (www.enel.com) reserved to this Meeting, so that those entitled to vote can take them into account in order to give their proxies and/or sub-proxies, with relevant voting instructions, to the Exclusive Proxy Computershare S.p.A. Proposals must be drafted in a clear and complete manner.

The resolution proposals, submitted within the term indicated above, will be published by the Company, in the aforesaid section of the website, by May 9, 2022.

For the purposes of their publication, as well as for the holding of the Meeting, please note that the Company may verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable laws and regulations and the entitlement of the proposers.

Right to ask questions before the Meeting

Pursuant to Article 127-*ter* of the Consolidated Financial Act those entitled to vote, and in relation to which the Company has received a specific notice from an authorized intermediary pursuant to the applicable laws, may ask questions on the items on the agenda before the Meeting. Those who intend to exercise such right shall provide the Company with their questions within the seventh trading day before the date set for the Meeting (*i.e.* no later than May 10, 2022). The Company does not ensure answers to questions received after such term. Questions filed within the aforementioned term will be answered, through publication in the section of the Company's website (www.enel.com) reserved to this Meeting, by May 17, 2022. For further information on the right to submit questions before the Meeting and on the modalities to exercise such right, please refer to the section of the Company's website (www.enel.com) reserved to this Meeting.

Election of the Board of Statutory Auditors

Pursuant to Article 25.1 of the Corporate Bylaws, the Shareholders' Meeting elects the Board of Statutory Auditors, which consists of three regular members, as well as three alternate members. All the members of the Board of Statutory Auditors must meet the requirements of integrity and professionalism provided for by the Ministry of Justice Decree no. 162 of March 30, 2000, as integrated (for the professionalism requirements only) by the provisions of Article 25.1 of the Corporate Bylaws. With respect to the causes of ineligibility and the limits to the maximum number of offices that members of the Board of Statutory Auditors may hold in management and supervisory bodies, laws and regulations in force shall apply. For the purpose of filing slates of candidates, Shareholders are invited to acknowledge also (i) the recommendations on independence of the members of the control body set forth in the Italian Corporate Governance Code (January 2020 edition), (ii) the "*Diversity Policy of the Board of Statutory Auditors of Enel S.p.A.*" approved by the Board of Statutory Auditors on January 29, 2018 and available on the Company's website (www.enel.com) in the page "Bylaws, Rules and Policies" of the section "Investors – Governance", as well as (iii) the specific "*Enel's Board of Statutory Auditors Guidelines to Shareholders on the composition of the new Board of Statutory Auditors*", approved by the expiring Board of Statutory Auditors on March 22, 2022 and available on the Company's website (www.enel.com) reserved to this Meeting.

Pursuant to Article 25.2 of the Corporate Bylaws, both regular and alternate Statutory Auditors are elected on the basis of slates filed by the Shareholders who, alone or together with other Shareholders, own at least 0.5% of the share capital. The ownership of the minimum shareholding required for the purpose of filing the slates is determined by taking into account the shares that are registered in the name of the Shareholder on the date on which the slates are filed with the Company.

Each Shareholder shall not file, even indirectly through a third person or trust companies, more than one slate. Shareholders which are part of the same group and those who are part of a shareholders' agreement relating to the shares of the Company shall not file, even indirectly through a third person or trust companies, more than one slate. Each candidate shall be included only in one slate, under penalty of ineligibility. The slates shall be divided into two sections, one for the candidates for the office of regular Statutory Auditor and the other one for the candidates for the office of alternate Statutory Auditor; within each section, candidates must be numbered progressively,

and their number must not exceed the number of the members to be elected. The first candidate on each slate section must be a registered auditor and have practiced the profession of legal auditor for a period of no less than three years.

According to the provisions of the applicable laws and the Corporate Bylaws on gender balance, slates which, considering both sections, contain a number of candidates equal to or above three shall also include, both in the first two places of the section of the slate relating to the regular Statutory Auditors, and in the first two places of the section of the slate relating to the alternate Statutory Auditors, candidates belonging to different genders.

The slates of candidates shall be filed by Shareholders no later than twenty-five days before the Meeting; however, considering that such term ends on a non-working day (*i.e.* April 24, 2022), it shall be considered as postponed to the first working day available following such date, *i.e.* April 26, 2022.

The slates shall be filed as follows: *(i)* by email to the following address listecollegiosindacale@enel.com; or *(ii)* by fax to no. +39 06.83055028 – in any case under the reference: “Filing of the Board of Statutory Auditors slates”.

The Shareholders who file the slates shall also file a declaration containing the information on their identity and their overall shareholding in the Company’s share capital. The notice certifying the ownership of the aforementioned shareholding may be provided to the Company also after the filing of the slates but, in any case, within twenty-one days before the date of the Meeting (*i.e.* by April 28, 2022, which is the deadline for the Company to publish the slates).

The slates should also be accompanied by: *(i)* a declaration of the Shareholders other than those who, also jointly, hold a controlling or relative majority shareholding in the Company, certifying the absence of any relationships of affiliation with such shareholders pursuant to Article 144-*quinquies* of the Issuers’ Regulation approved by Consob through Resolution no. 11971 of May 14, 1999 (“Consob Issuers’ Regulation”), taking also into account the recommendations made by the same Consob with Communication no. DEM/9017893 of February 26, 2009; and *(ii)* a detailed information on the personal traits and professional qualifications of the candidates as well as a statement by which the candidates certify to meet the requirements provided for by the law and accept their candidacy. Considering also that, pursuant to Article 2400, last paragraph, of the Italian Civil Code, upon the moment of the election and before the acceptance of the office, all managing and supervising offices held by the Statutory

Auditors in other companies must be disclosed to the Meeting, and taking also into account the limits to the number of offices that members of the Board of Statutory Auditors may hold in management and supervisory bodies pursuant to Article 148-*bis* of Consolidate Financial Act and Articles 144-*duodecies* and following of Consob Issuers' Regulation, please provide, together with the slates, the statements of the candidates certifying their compliance with the aforementioned limits as well as the *curricula vitae* disclosing the managing or supervising offices held by the same candidates in other companies, with the recommendation of ensuring their update until the date of the Meeting.

It should be noted that if – at the deadline of the above-mentioned term for filing the slates (*i.e.* April 26, 2022) – only one slate has been filed or if only slates by Shareholders which are in relationship among them pursuant to the aforementioned Article 144-*quinquies* of the Consob Issuers' Regulation have been filed, the term to file slates, pursuant to Article 144-*sexies*, paragraph 5, of Consob Issuers' Regulation will be postponed up to April 29, 2022. It should also be noted that, in such case, the threshold provided for filing the slates shall be reduced by half, thus being equal to the 0.25% of the share capital.

It is also reminded that, according to the applicable laws and to the Corporate Bylaws, the chairpersonship of the Board of Statutory Auditors will fall to the Statutory Auditor drawn from the minority slates.

For further information on the election of the Board of Statutory Auditors, please see the explanatory report of the Board of Directors on the relevant item on the agenda.

Report on the remuneration policy and compensations paid

With regard to the report on the remuneration policy and compensations paid, referred to in the seventh item on the agenda, it is reminded that, pursuant to Article 123-*ter* of the Consolidated Financial Act – as amended by Legislative Decree no. 49 of May 10, 2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 (so-called “Shareholder rights directive II”), amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement – the Shareholders' Meeting is called:

- to resolve with a binding resolution on the first section of the report, which describes the Company's policy on the remuneration of the members of the Board of Directors, the General Manager, the Executives with strategic responsibilities

- and the members of the Board of Statutory Auditors for 2022, as well as the procedures used for the adoption and implementation of such policy; and
- to resolve with a non-binding resolution on the second section of the report, which describes the compensations of the members of the Board of Directors and of the Board of Statutory Auditors, of the General Manager and of the Executives with strategic responsibilities (for the latter, in aggregate form) related to the financial year 2021.

Documentation

The documentation relating to the Meeting – including the explanatory reports on the items on the agenda and the relevant resolution proposals, as well as the annual financial report and the consolidated non-financial statement pursuant to Legislative Decree no. 254/2016 – will be made available to the public, in accordance with the terms provided for under applicable laws, at the Company's registered office, in the section of the Company's website (www.enel.com) reserved to this Meeting and at the officially authorized mechanism for the central storage of regulated information denominated "eMarket Storage" (www.emarketstorage.com). Detailed information on the terms and modalities for the publication of the documents relating to the Meeting is available in the section of the Company's website (www.enel.com) reserved to this Meeting.

Other information

For further information relating to this Meeting, as well as for any information or clarification regarding how to grant proxies/sub-proxies to the Exclusive Proxy Computershare S.p.A., please contact the service available at the following numbers: telephone no. +39 06.45417401 - fax no. +39 06.45417450.

For further information, please refer to the section of the Company's website (www.enel.com) reserved to this Meeting.

The Company may supplement and/or modify the content of this notice in the event that, before the holding of the Meeting, the provisions set forth by Article 106 of the aforementioned Law Decree no. 18 of March 17, 2020 are amended or further

provisions are issued on the part of the competent Authorities in view of the developments of the COVID-19 pandemic. Amendments and/or supplements (if any) will be promptly disclosed with the same modalities as for the publication of this notice.

The Chair of the Board of Directors
Michele Crisostomo

Fine Comunicato n.0116-21

Numero di Pagine: 14