





## EXTRACT OF THE NOTICE OF CALL SHAREHOLDERS' MEETING OF ENEL MAY 16, 2019

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. 00934061003

### ***Extract of the notice of ordinary Shareholders' Meeting***

An ordinary Shareholders' Meeting is convened, on single call, on May 16, 2019, at 2:00 pm, in Rome, at Centro Congressi Enel, Viale Regina Margherita, no. 125, in order to discuss and resolve on the following

#### **AGENDA**

1. Financial statements as of December 31, 2018. 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, 2018 and of the consolidated non-financial statement related to the financial year 2018.
2. Allocation of the annual net income.
3. Authorization for the acquisition and the disposal of own shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 24, 2018. Related resolutions.
4. Appointment of the Board of Statutory Auditors.
5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.

6. Appointment of the External Auditor for the period 2020-2028 and determination of the related fees.
7. Long term incentive Plan 2019 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
8. Remuneration report.

Information concerning:

- the share capital;
- the right to attend and vote at the Meeting (record date May 7, 2019);
- the vote by proxy, also through the Shareholders' representative (Computershare S.p.A.) appointed by Enel S.p.A.;
- the right to add items on the agenda and to submit new resolution proposals on the items already on the agenda of the Meeting (within April 13, 2019);
- the right to ask questions before the Meeting (within May 13, 2019);
- the election of the Board of Directors; and
- the organizational aspects of the Meeting,

is set forth in the full notice of the Shareholders' Meeting published in the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting, to which reference is made.

With reference to the appointment of the Board of Statutory Auditors, it should be noted that: (a) the slates can be filed by the shareholders who, alone or together with other shareholders, result to own at least 0.5% of the Company's share capital; (b) the slates shall be filed at the Company's registered office, no later than twenty-five days before the day of the Meeting; however, considering that such term ends on a non-working day (*i.e.* April 21, 2019), it shall be considered as postponed to the first working day available following such date, *i.e.* April 23, 2019.

The documentation relating to the Meeting, including the explanatory reports and the resolution proposals on the items of the agenda 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](http://www.enel.com)) reserved to this Meeting, as well as at the

officially authorized mechanism for the storage of regulated information denominated “eMarket Storage” ([www.emarketstorage.com](http://www.emarketstorage.com)).

The Chairman of the Board of Directors  
Patrizia Grieco

Fine Comunicato n.0116-24

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