



REPORT OF THE BOARD OF DIRECTORS ON THE SIXTH ITEM ON THE AGENDA

Election of the members of the Board of Directors.

Dear Shareholders,

You are requested to elect the members of the new Board of Directors.

The members of the Board of Directors are elected by the Shareholders' Meeting – pursuant to Article 147-*ter* of the Legislative Decree no. 58 of February 24, 1998 (the "Consolidated Financial Act") and Article 14.3 of the Corporate Bylaws – on the basis of slates filed by the Shareholders and by the expiring Board of Directors; within the slates, candidates must be numbered progressively. We inform you in this regard that the expiring Board of Directors abstained from submitting its own slate of candidates, since, considering the shareholding structure of the Company, no difficulties for Shareholders in filing slates of candidates have been registered so far. The slates of candidates for the office of Director may be filed by Shareholders who, alone or jointly with other Shareholders, own the minimum shareholding in the share capital of Enel S.p.A. ("Enel" or the "Company") set forth under Article 144-*quater* of the Issuers' regulation adopted by Consob through Resolution no. 11971 of May 14, 1999 (the "Issuers' Regulation"), currently equal to 0.5% of the share capital of Enel. The ownership of the minimum shareholding in the share capital of the Company required for the purpose of filing the slates is determined according to 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 may not file, also jointly with other Shareholders, more than a slate and each candidate may be included only in one slate, under penalty of ineligibility.

With reference to the preparation of the slates and the composition of the Board of Directors, it should be noted that:

a) the candidates for the office of Director shall meet:

- the requirements of integrity provided for by Article 147-*quinquies* of the Consolidated Financial Act, which refers to those established for statutory auditors of listed companies by Regulation of the Minister of Justice issued pursuant to Article 148, paragraph 4, of the same Consolidated Financial Act (in relation to which reference is currently made to Article 2 of the Decree of the Minister of Justice, no. 162 of March 30, 2000); and
 - the requirements provided for by Article 14-*bis* of the Corporate Bylaws, pursuant to which the issue of a judgement, even if not final and without prejudice to the effects of rehabilitation, convicting a Director for any of the offenses indicated in the same Article 14-*bis*, as well as the issue of a judgement of final conviction ascertaining the willful commission of public monetary damage, shall constitute grounds for ineligibility to or disqualification from the office of Director, for cause and without entitlement to damages; such Bylaws clause, to which reference is made, also contains specific and more rigorous provisions with reference to the requirements of integrity of the Chief Executive Officer;
- b) since Enel holds indirectly (i) the entire share capital of Enel X Financial Services S.r.l., an e-money institution, as well as (ii) a qualified stake in the share capital of PayTipper S.p.A., a payment institution, the candidates for the office of Director shall also meet the requirements of integrity set forth in Article 1 of the Decree of the Minister of the Treasury, Budget and Economic Planning, no. 144 of March 18, 1998, as well as the requirements of good reputation and professional expertise set forth by the applicable regulations and, specifically, by the Supervisory provisions for e-money and payment institutions (“*Disposizioni di vigilanza per gli istituti di pagamento e gli istituti di moneta elettronica*”) contained in the Resolution of the Bank of Italy dated July 23, 2019, which refer to the Supervisory provisions for financial intermediaries (“*Disposizioni di vigilanza per gli intermediari finanziari*”) under Title II, Chapter 1, Section II of Circular no. 288 adopted by the Bank of Italy on April 3, 2015;
- c) pursuant to Article 14.3, paragraph 1, of the Corporate Bylaws, within each slate candidates must be numbered progressively;

- d) pursuant to Article 14.3, paragraph 2, of the Corporate Bylaws, each slate must include at least two candidates that meet the requirements of independence established by the law (*i.e.* those provided for statutory auditors of listed companies pursuant to Article 148, paragraph 3, of the Consolidated Financial Act), distinctly mentioning such candidates and listing one of them as first in the slate;
- e) pursuant to Article 14.3, paragraph 3, of the Corporate Bylaws and Article 147-*ter*, paragraph 1-*ter*, of the Consolidated Financial Act, as lastly amended by Law no. 160 of December 27, 2019, slates which contain a number of candidates equal to or above three shall also include candidates belonging to different genders, as indicated in the Notice of this Meeting, in order to ensure the presence in the new Board of Directors of at least two fifths of members of the less-represented gender, rounded, in the case of a fractional number, to the higher unit. In particular, please note that pursuant to the Notice of the Meeting:
- slates with three candidates shall include one candidate of the less-represented gender, listed in either the first or second place of the slate;
 - slates with four candidates shall (*i*) include two candidates for each gender, and (*ii*) list in the first two places of the slate candidates of different gender;
 - slates with five candidates shall (*i*) include two candidates of the less-represented gender, and (*ii*) list a candidate of the less-represented gender in either the first or second place of the slate;
 - slates with six candidates shall (*i*) include three candidates for each gender, and (*ii*) list in the first two places of the slate candidates of different gender;
 - slates with seven candidates shall (*i*) include three candidates of the less-represented gender, (*ii*) list a candidate of the less-represented gender in either the first or second place of the slate, (*iii*) list the other two candidates of the less-represented gender in the first six places of the slate;
 - slates with eight candidates shall (*i*) include four candidates for each gender, (*ii*) list in the first two places of the slate candidates of

- different gender, and (iii) list in the last two places of the slate candidates of different gender;
- slates with more than eight candidates shall (i) include at least four candidates of the less-represented gender, (ii) list a candidate of the less-represented gender in either the first or second place of the slate, (iii) list other two candidates of the less-represented gender in the first six places of the slate, (iv) list one more candidate of the less-represented gender between the seventh and the ninth place of the slate, while (v) other candidates of the less-represented gender (if any) can be freely listed within the slate in the places following the ninth place;
- f) in the event of early termination of the Directors' office, Article 14.5 of the Corporate Bylaws provides for a mechanism of cooptation requiring that that the replacement, whenever possible, is made by appointing, in progressive order, persons drawn from the slate to which the Director who ceased from its office belonged, provided that said persons are still eligible and willing to accept the office, and in any case in compliance with the applicable laws on independence of Directors and gender balance;
- g) for the purposes of preparing the slates, Shareholders are also invited to keep into account:
- the "*Guidelines of the Board of Directors of Enel S.p.A. to Shareholders on the size and the composition of the new Board of Directors*" approved by the expiring Board of Directors on February 27, 2020, upon consultation with the Nomination and Compensation Committee and the Corporate Governance and Sustainability Committee, in line with the recommendations set forth under Article 1.C.1, lett. h), of the July 2018 edition of the Corporate Governance Code for listed companies (the "Corporate Governance Code"), which Enel complies with. Such Guidelines, that identify the managerial and professional profiles whose presence is deemed appropriate to perform the different roles envisaged within the Board of Directors of the Company, also consider the "*Diversity Policy of the Board of Directors of Enel S.p.A.*", adopted by the same Board on January 18, 2018. The abovementioned Guidelines and Policy are available for consultation on the Company's website (www.enel.com). In

this regard, it should be noted that the Italian Corporate Governance Committee, in its seventh report on the application of the Corporate Governance Code for listed companies, recommends that those who file slates for the renewal of the board of directors “*give an explanation on how the selection of candidates has followed the guidelines and policies expressed by the expiring board on its optimal composition*”;

- the “*Guidelines regarding the maximum number of offices that the Directors of Enel S.p.A. may hold*” as director and/or statutory auditor (or equivalent) in other companies of significant size – adopted by the Board of Directors of the Company in line with the recommendations of Article 1.C.3 of the Corporate Governance Code and available for consultation on the Company’s website (www.enel.com) – the purpose of which is to ensure that the persons concerned have sufficient time to effectively perform their office as members of the Board of Directors of Enel; as well as
- the recommendations of the Corporate Governance Code, with specific regard to the election of an adequate number of Directors meeting the independence requirements set forth in Article 3 of the same Code, whose presence is also relevant for the composition of the board Committees recommended by the Code itself.

With reference to the filing and publication of the slates, it should be noted that:

- a) pursuant to Article 147-*ter*, paragraph 1-*bis*, of the Consolidated Financial Act, the slates of candidates, together with the required documentation, shall be filed by Shareholders with the Company no later than twenty-five days before the Meeting called to resolve on the election of the Board of Directors; however, considering that such term ends on a non-working day (*i.e.* April 19, 2020), the deadline is postponed to the day after, *i.e.* on April 20, 2020. The slates shall be filed as follows:
 - through the section of the Company’s website (www.enel.com) reserved to this Meeting; or
 - by fax to no. +39 06.83055028,in any case, making reference to: “Filing of the Board of Directors slates”.

Slates shall be filed together with a declaration containing the information on the identity of the Shareholders filing them and their overall shareholding in the Company's share capital, it being understood that the notice of the authorized intermediary certifying the ownership of such shareholding may be provided to the Company also after filing the slates, but, in any case, within twenty-one days before the date of the Meeting (*i.e.* by April 23, 2020, which represents the deadline for the Company for publishing the slates);

- b) slates shall be filed with the Company also together with:
- the statements by which the individual candidates accept their candidacy and certify, under their own responsibility, not to be in any situation of ineligibility and incompatibility and to meet the requirements provided by applicable laws and Corporate Bylaws for their respective offices; as well as
 - detailed information on the personal traits and professional qualifications of the candidates;
- c) the comment to Article 5 of Corporate Governance Code recommends that slates are filed also together with candidates' declarations stating they can be qualified as independent pursuant to Article 3 of the same Code (if applicable), without prejudice to the responsibility of the Board of Directors to evaluate the independence of its members;
- d) with Communication no. DEM/9017893 of February 26, 2009, Consob has recommended to Shareholders who submit a minority slate for the election of the Board of Directors to file, together with such slate, a statement by which they certify the absence of any relationship of affiliation (also indirect) – as provided in Article 147-*ter*, paragraph 3, of the Consolidated Financial Act and in Article 144-*quinquies* of the Issuers' Regulation – with those Shareholders who own, also on a jointly basis, a controlling or a relative majority stake in Enel, and can be identified based on the major shareholdings disclosed as per Article 120 of the Consolidated Financial Act or the shareholders' agreements disclosed as per Article 122 of the same Consolidated Financial Act; such statement shall also specify the significant relationships with those Shareholders who control or own a relative majority stake into the Company (if any), as well as on which grounds such relationships have not been considered significant for the existence of the mentioned relationships of affiliation.

In this respect, it should be noted that, on the basis of the communications provided pursuant to Article 120 of the Consolidated Financial Act and of the Shareholders' ledger, the Company is currently subject to the *de facto* control of the Ministry of the Economy and Finance, that, with a shareholding of approximately 23.59% of the share capital, has had so far sufficient votes to exercise a dominant influence in the ordinary Shareholders' Meetings of Enel (whilst not in any way involved in any direction and coordination activities over the Company, since Enel adopts its management decisions in full autonomy and in observance of the competences of its own bodies; this is confirmed by the provisions of Article 19, paragraph 6, of Law Decree no. 78/2009, converted into Law no. 102/2009, which clarified that the regulations contained in the Italian Civil Code regarding direction and coordination of companies do not apply to the Italian government);

- e) the slates, together with the documentation and information required under the applicable laws and the Corporate Bylaws, will be made available to the public by the Company at its 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), at least twenty-one days before the date set for the Shareholders' Meeting (*i.e.* by April 23, 2020).

With regard to the mechanism for the election of Directors by a slate voting, Article 14.3 of the Corporate Bylaws provides that:

- each person entitled to vote may vote for only one slate at the Shareholders' Meeting;
- seven-tenths of the Directors to be elected, rounded, in the case of a fractional number, to the lower unit, shall be drawn from the slate that has obtained the most votes cast (the "Majority Slate") in the progressive order in which they are listed on such slate, pursuant to letter a) of the aforesaid Article 14.3 of the Corporate Bylaws;
- the remaining Directors shall be drawn from the other slates (the "Minority Slates"), applying the quotient system and the specific rules set out by letter b) of the aforesaid Article 14.3 of the Corporate Bylaws;

- if the Majority Slate does not have a suitable number of candidates in order to achieve the seven-tenths of Directors to be elected reserved to such slate by the Corporate Bylaws pursuant to the aforesaid letter a) of Article 14.3, the Board of Directors shall be elected as follows: (i) all candidates indicated in the same Majority Slate shall be drawn, in the progressive order in which they are listed on such slate; (ii) the three-tenths of the Directors to be elected shall be drawn from the Minority Slates (rounded, in the case of a fractional number, to the higher unit), applying the quotient system and the specific rules set out by the aforementioned letter b) of the same Article 14.3 of the Corporate Bylaws; (iii) the remaining Directors, for the places not assigned to the Majority Slate, shall then be drawn from the Minority Slate that has obtained the highest number of votes among the Minority Slates (the "First Minority Slate") taking into account the capacity of such slate and, should the capacity of the First Minority Slate be insufficient, with the same modalities, from the following slate and so forth, if the case, according to the number of votes and to the capacity of such Slates; lastly (iv), if the overall number of candidates within the submitted Slates, both the Majority and the Minority ones, is lower than the number of Directors to be elected, the remaining Directors shall be appointed by the Shareholders' Meeting according to the majorities provided for by the laws, pursuant to Article 14.3, letter d), of the Corporate Bylaws;
- for the purposes of identifying the Directors to be elected, candidates of the slates that have received a number of votes amounting to less than half of the percentage required for filing the same slates shall not be taken into account;
- if, following the vote and the procedures above, the applicable laws on gender balance are not complied with, candidates which would result to be elected in the different slates are disposed in one single decreasing ranking list, to be formed in compliance with the quotient system set forth under letter b) of Article 14.3 of the Corporate Bylaws. The candidate in such ranking list belonging to the most represented gender having the lowest quotient is therefore replaced with the first candidate of the less represented gender belonging to the same slate which would result not elected. If in such a slate there are no other candidates, the replacement here above is carried out by the Shareholders' Meeting with the majorities provided for by the laws, pursuant to Article 14.3,

letter d), of the Corporate Bylaws, and in compliance with the principle of a proportional representation of minority Shareholders in the Board of Directors. In case of a tie between quotients, the replacement is made in favor of the candidate drawn from the slate which has obtained the highest number of votes.

If the replacement of the candidate of the most represented gender having the lowest quotient in the ranking list does not allow, in any case, to reach the minimum threshold provided for under the applicable laws on gender balance, the replacement procedure described here above is carried out also with reference to the candidate belonging to the most represented gender having the second last quotient, and so forth, starting from the end of the ranking list;

- at the end of the abovementioned procedures, the Chairman of the Shareholders' Meeting proclaims the elected members;
- for the appointment of the Directors who, for whatever reason, will not be elected pursuant to the procedures specified above (included the case in which no slate of candidates for the office of Director is filed), the Shareholders' Meeting shall resolve according to the majorities provided for by the laws, pursuant to letter d) of Article 14.3 of the Corporate Bylaws, in order to ensure in any case the presence of the necessary number of Directors that meet the requirements of independence established by the laws as well as the compliance with the applicable laws on gender balance.

It should be reminded that Article 147-ter, paragraph 3, of the Consolidated Financial Act requires that at least one of the members of the Board of Directors shall be drawn from the minority slate that receives the most votes and is not in any way affiliated, even indirectly, with the Shareholders who filed or voted for the slate that obtained the highest number of votes (*i.e.* the Majority Slate).

With regard to the foregoing, the Shareholders are invited to vote at the Shareholders' Meeting for one of the slates of candidates for the office of Director prepared, filed, and published in accordance with the above-mentioned provisions.