



Guidelines
of the Board of Directors of Enel S.p.A.
to Shareholders on the size and composition
of the new Board of Directors
February 27, 2020

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In compliance with the recommendations set forth under Article 1.C.1, letter h), of the Italian Corporate Governance Code for listed companies – edition July 2018 (the “Corporate Governance Code”), and considering that the term of the Board of Directors of Enel S.p.A. (“Enel” or the “Company”) currently in office will expire with the approval of Enel’s financial statements for 2019, the same Board of Directors, having:

- heard the Nomination and Compensation Committee and the Corporate Governance and Sustainability Committee;
- taken into account the positive outcomes of the board review for the year 2019;

in view of the Board’s renewal, provides to Shareholders its guidelines on:

- the **size** of the new Board of Directors;
- the **composition**, with reference to the managerial and professional profiles whose presence in the new Board of Directors is deemed appropriate, also taking into account the criteria set forth in the specific Diversity Policy approved by the Board of Directors on January 18, 2018.

Size of the Board of Directors

The Board of Directors of Enel deems:

- appropriate the current number of nine Directors, which is the highest number allowed by the Corporate Bylaws of the Company in force, in order to ensure a proper balance of the skills and experiences required by the complexity of the business of the Company and of Enel Group;
- adequate the current ratio between Executive Directors (1) and non-Executive and Independent Directors (8), since it ensures an effective running of the Board of Directors itself.

Composition of the Board of Directors

The Board of Directors of Enel – wishing that the renewal of the same Board will be implemented in line with the past experience, in order to ensure a steady and consistent management of the Company, in the light of the remarkable results achieved during the expiring term – underlines that the personal traits and the managerial and professional profiles deemed appropriate for the different roles within the Board of Directors, consistently with those currently existing, are the following:

The Chair should:

- be well-respected and have personal reputation in order to ensure a fair and transparent leadership of the Board of Directors during the whole term and represent a guarantor for all Shareholders;
- have personal traits which can foster the creation of a strong understanding and team spirit among the members of the Board of Directors;
- have a proper background on corporate governance, also considering that Enel Group includes a significant number of companies listed on various stock exchanges. In particular, the Chair should have gained significant experience, preferably in a similar capacity, in board of directors of listed companies with a complexity, size and international profile comparable to that of Enel, during the execution of which he or she has shown a remarkable sensitivity on governance and sustainability issues;
- have skills in economic-financial and legal matters, as well as experience and practice to manage strategic and specific business issues within the board of directors;
- have gained adequate experience within an international context, and have fluency in foreign languages and, particularly, at least in English.

The Chief Executive Officer should:

- be well-respected and have a recognized strategic vision and a deep knowledge of the energy market, as well as a full awareness of the transition that such market is going through, thus allowing Enel Group to continue to seize the related opportunities, connected in particular to global trends of decarbonization of electricity generation and electrification of consumptions;
- have gained important and successful experiences as top manager of listed

- companies of complexity, size and international profile comparable to that of Enel;
- have significant knowledge in the economic-financial and technical fields;
 - have a recognized leadership and a management approach oriented to working as a team and to creating a team spirit between colleagues;
 - have gained a significant experience within an international context and have an excellent knowledge of foreign languages, and, particularly, at least of English.

The other seven Directors should all be non-Executive and hopefully should have the independence requirements provided for by the law and the Corporate Governance Code, and in addition should:

- a) be represented by persons with **managerial** and/or **professional** profiles (as specified hereinafter), in order to create a mix of different and complementary skills and experiences;
- b) be represented by profiles with deep transversal rather than sectorial skills and strong motivation to work as a team;
- c) have gained significant experience in board of directors of companies, preferably listed, of significant size and/or complexity;
- d) have skills which can allow their effective participation both in the Board of Directors and in the Board Committees. To this end, are deemed relevant – in addition or as an alternative to those in the energy business – skills acquired in the following fields: economic-financial and/or risk management and/or legal and/or corporate governance and/or sustainability and/or climate change and/or digital transformation and/or cybersecurity and/or technological innovation and research;
- e) have gained experience within an international context and have an appropriate knowledge of foreign languages and, particularly, at least of English.

Moreover:

- **the managerial profiles** should:
 - have gained significant experience in managerial positions within groups of size, complexity and international profile comparable to that of Enel;
 - have business judgement skills and a high orientation to strategies and results;
- **the professional profiles** should:
 - have gained significant experience in managerial positions in prominent

professional or advisory firms or in other public or private organizations;

- have carried out their professional activity with a particular focus on companies' business.

As for the possible presence in the Board of Directors of **academic or institutional profiles**, such profiles should have, in addition to the characteristics indicated in points b), c), d), e) above, skills strictly and directly related to the business of the Company and of the Enel Group or to the issues pertaining thereto.

Shareholders are also invited, when preparing the slates of candidates for the office of Director, to ensure compliance with the applicable laws on gender balance, which reserve at least two-fifths of the elected Directors for the less-represented gender, and to take into account the benefits that may arise from the presence in the Board of Directors of different ages and tenures.

All candidates for the office of Director, before accepting their candidacy, should carefully gauge the amount of time necessary to perform their duties diligently, taking into account both (i) the number and nature of the offices that they hold on management and/or supervisory bodies of other companies and (ii) the commitment they are required for other working and professional activities, and for membership offices. In this respect, candidates are encouraged to specifically verify if their personal status is compliant with Enel's policy on the matter (available at www.enel.com).