

Repertory no. 62291

Folder no. 32167

MINUTES

of the bondholders' meeting

'EUR 750,000,000 8.5 YEAR NON-CALL CAPITAL SECURITIES DUE

2081'

(ISIN: XS1714463559)

issued by 'ENEL S.p.A.'

REPUBLIC OF ITALY

The year two thousand twenty, on twenty-six of November

(26 November 2020)

in Rome, at Via Ombrone no. 2;

at 6.30 pm

before me, Mr Nicola Atlante, Notary Public in Rome,

registered with the Notary College of Rome

in the presence of

the lawyer Michele Alberto Fabiano Crisostomo, born in

Tricase (LE) on 20 January 1972, who declares that he is

domiciled for the purposes of this deed in Rome Viale Regina

Margherita 137.

I am certain of the appearing party's personal identity.

The appearing party

declares

that he serves as Chairman of the Board of Directors of

'ENEL S.p.A.'

a company incorporated under Italian law, having its

registered office in Rome, at Viale Regina Margherita no.

137, issued and paid-up capital of EUR 10,166,679,946.00,

tax code and registration with the Companies' Register of Rome no. 00811720580, R.E.A. [economic administrative directory] of Rome no. 756032, VAT no. 00934061003 (the 'Company' or the 'Issuer') and asks me to draft the following minutes of the meeting of the holders of the bond "EUR 750,000,000 8.5 Year Non-Call Capital Securities due 2081" (ISIN: XS1714463559) issued by ENEL S.p.A..

The person named in that capacity assumes the chairmanship of the Bondholders' Meeting, pursuant to the terms of the trust deed (the 'Trust Deed') entered into on 24 May 2018 between the Company and BNY Mellon Corporate Trustee Services Limited, as trustee of the Bondholders, and the powers granted to him by the Board of Directors of the Company;

The Chairman recalls that:

= today's Bondholders' Meeting is being held - in accordance with the provisions of art. 106 of Decree Law no. 18 of 17 March 2020, converted into Law no. 27 of 24 April 2020, on "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency by COVID-19 - Extension of deadlines for the adoption of legislative decrees" and subsequent extensions - exclusively by audio-video conference connection on the Cisco Webex Meetings platform;

= this platform ensures both the identification of those attending today's meeting and their simultaneous connection with the other participants in the meeting and enables them to

take part in the discussion and vote simultaneously on the items on the agenda;

and therefore declares and acknowledges that:

= that the Company has issued, on the basis of a resolution of the Board of Directors taken on 9 May 2018 the non-convertible bond EUR 750,000,000 8.5 Year Non-Call Capital Securities due 2081" (ISIN: XS1714463559) (the "Bond" or the "Bonds"), the terms and conditions of which have been established by a specific decision of the Chief Executive Officer on 11 May 2018;

= today's Bondholders' Meeting was duly convened at this place, at 6 p.m. on today's date, in a single call, by means of a notice published on 23 October 2020 on the Company's website (www.enel.com) in the 'Investors' section, on the website of the Irish Stock Exchange (www.ise.ie), disseminated through the regulated information dissemination system known as 'eMarket SDIR' and transmitted to the authorised storage mechanism known as 'eMarket Storage' and distributed to Bondholders through the Euroclear Bank SA/NV B ("Euroclear") and Clearstream Banking, S.A. ("Clearstream, Luxembourg" and, together with a Euroclear, the "Clearing Systems") and published in an extract in the daily newspaper Milano Finanza on 24 October 2020, to resolve upon the following

agenda

1. Approval, pursuant to Article 2415, paragraph 1, no. 2 of the Italian Civil Code, and by means of an extraordinary resolution, of amendments to the terms and conditions of the EUR 750,000,000 8.5 Year Non-Call

Capital Securities due 2081" (ISIN: XS1714463559) bond, consisting, inter alia, in the modification of the duration of the loan and the elimination of events of default, as well as further amendments to the loan regulation, the Trust Deed and the Agency Agreement; related and consequent resolutions;

= the subject matter of the proposed resolution submitted to today's Meeting is the approval of certain amendments to the terms and conditions of the Bond - highlighted in the **document that the Chairman is giving to me and that I attach under letter A) to these minutes**, in which all deleted words are struck out and the insertions underlined, in order to simplify the identification of the amendments themselves;

= these amendments were previously approved by the Board of Directors of the Company at the meeting held on 17 September 2020 (recorded in the minutes on the same date by the Nicola Atlante, Notary Public in Rome, repertory no. 61942, folder no. 31947, registered in Rome 5 on 18 September 2020 under no. 9062, series 1T, with exemption pursuant to Italian Presidential Decree No. 601 of 1973, registered in the Companies' Register on 21 September 2020);

= in accordance with Article 83-sexies of Legislative Decree no. 58 of 24 February 1998 ("Consolidated Financial Act"), only those who hold Bonds on 17 November 2020, which is the seventh trading day on the Irish Stock Exchange (Euronext Dublin) prior to the start date of the Bondholders' Meeting (the "Record Date"), as certified by Euroclear or Clearstream, Luxembourg,

based on the relevant accounting records, are entitled to attend and vote at the Bondholders' Meeting;

= credit or debit entries made to the accounts after that date are not relevant for the purposes of the entitlement to vote at the Bondholders' Meeting;

= the entitlement of the Bondholders to attend and vote at the Bondholders' Meeting is certified by a communication made by the relevant Clearing System to Lucid Issuer Services Limited, in its capacity as tabulation agent (the "Tabulation Agent"), no later than 4.00 p.m., London time (5.00 p.m. CET), on the third trading day on the Irish Stock Exchange (Euronext Dublin) prior to the start date of the Bondholders' Meeting (i.e. no later than 23 November 2020), on the basis of the accounting evidence of such Clearing Systems on the Record Date;

= the above does not affect the right to attend and vote at the Bondholders' Meeting -if the evidence is received by the Tabulation Agent, on behalf of the Issuer, after 4.00 p.m., London time (5.00 p.m. CET), on 23 November 2020, provided that it is received before the start of today's Bondholders' Meeting.

Therefore the Chairman:

= appoints Mr Arlind Bytyqi of Lucid Issuer Services Limited as scrutineer, acknowledging that Lucid Issuer Services Limited has been appointed by the Company to act as Tabulation Agent in relation to today's Bondholders' Meeting.

Mr. Arlind Bytyqi connected by teleconference accepts.

The Chairman

therefore acknowledges that:

- as mentioned above, Mr. Arlind Bytyqi is connected for Lucid Issuer Services Limited, Tabulation Agent appointed by the Company, which also acts as the proxy of certain Bondholders;
- Mr. Massimo Brunno of Computershare S.p.A., who was appointed by the Company to take care of the teleconference connection of the participants at today's meeting, is also present in an adjoining room;
- Ms. Silvia Sturlese is also present via teleconference, who has been instructed by the Company to translate into English, at the request of the participants, the main parts of today's meeting, in order to allow all those present to follow the proceedings of the meeting;
- managers, employees and consultants of the Company whose participation in the Bondholders' Meeting is useful in relation to the matters to be dealt with, present in an adjoining room or via teleconference;

and recalls that:

- for today's Meeting to be validly constituted, the *quorum* required by Schedule 3 of the Trust Deed in accordance with Article 2415, paragraph 3 of the Italian Civil Code must be satisfied;
- in particular, this *quorum* is satisfied, in a single call, with the participation of a number of Bondholders (either in person or by proxy, including the holders of certificates of vote) who together represent at least one fifth of the nominal value of the Bonds issued and not paid-up at the time of the Meeting;

- as at today's date, the total nominal amount of the Bonds issued and outstanding, relevant for the calculation of the required quorum, is equal to EUR 750,000,00.00 (seven hundred fifty million /00);

- for the purposes of verifying the regular constitution of the meeting, at the request of the Chairman, Mr. Arlind Bytyqi, in the name and on behalf of the Tabulation Agent, provides information on the number of Bondholders participating at this meeting and the total value of the Bonds held by such Bondholders, both in absolute numbers and as a percentage of the total value of the Bonds issued.

The Chairman, on the basis of what has been communicated by Lucid, then declares that:

- at the time of the verification of the valid constitution of today's Meeting are represented by Lucid, through audio-video connection, no. 280 Bondholders, holders of Bonds for a total nominal amount of Euro 606,488,000.00 corresponding to 80.87% of the total nominal amount of the Bonds issued and outstanding, as shown **in the document that the Chairman is giving to me and that I attach to these minutes under letter B)**;

- the communications from the Clearing Systems for the purpose of attending the present Meeting of eligible parties have been received by the Company, through the Tabulation Agent Lucid Issuer Services Limited, in compliance with the applicable provisions of law;

- the entitlement of the Bondholders to attend the Bondholders' Meeting was ascertained through the Tabulation Agent Lucid

Issuer Services Limited on the basis of the evidence provided by Euroclear Bank and Clearstream, Luxembourg and the proxies conferred by the Bondholders themselves were verified

- among others, the following documents have been made available to Bondholders at the registered office of the Company, as well as on Enel's website (www.enel.com), in the 'Investors' section, and delivered to those who have requested them to Lucid Issuer Services Limited at the e-mail address enel@lucid-is.com: (i) the explanatory report on the items on the agenda; (ii) the so-called consent solicitation memorandum; (iii) the draft of the so-called supplemental trust deed, containing the amendments to the Trust Deed and the Bond regulation and (vi) the draft of the so-called supplemental agency agreement, containing the amendments to the Agency Agreement;]

- in the days prior to the Meeting, the Company did not receive any questions pursuant to Article 127-ter of the Italian Consolidated Financial Act, in accordance with the procedures set out in the notice of call and in compliance with the deadline for their submission.

- Pursuant to Schedule 3 of the Trust Deed and article 2415, paragraph 3, of the Italian Civil Code, today's resolution must be adopted with the favourable vote of a number of Bondholders (in person or by proxy, including holders of certificates of vote) representing the greater of: (i) half of the nominal value of the Bonds issued and outstanding at the time of the Meeting; and (ii) two thirds of the nominal value of the Bonds represented at the Meeting.

In light of the above, the Chairman declares this Meeting to be duly constituted and able to pass resolutions on the proposals on the agenda.

Before moving on to the discussion of the only item on the agenda, the Chairman explains the operating procedures for the conduct of today's Meeting.

In particular, the Chairman informs that:

- In order to ensure the orderly conduct of Meeting's proceedings and not to excessively lengthen their duration, the Chairman intends to predetermine a limit of 5 minutes as the maximum duration of interventions and a limit of 2 minutes as the maximum duration of replies;
- the interventions will take place according to the order in which the requests are submitted by the parties entitled to do so;
- at the end of the interventions, answers to the Bondholders' requests will be provided, subject to any suspension of the meeting for a limited period of time;
- in order to facilitate the taking of minutes, an audio recording of the meeting will be made by Computer S.p.A. on a portable medium which will be destroyed after the minutes have been taken;
- the personal data of the participants in the Meeting are collected and processed by the Company exclusively for the purposes of carrying out the obligatory Meeting and corporate requirements, in accordance with the privacy policy made

available on Enel's website (www.enel.com), in the "Investors" section.

The Chairman then begins to address the only item on the agenda of today's Meeting and proposes to omit reading the text of the entire notice of call, which illustrates the proposed amendments submitted to today's Meeting, which has already been published in accordance with the law, limiting himself to a reading of the resolution proposal in view of the fact that all of the information documents have already been made available to Bondholders within the terms set out in the Bond documentation.

As there are no objections, the Chairman submits the following resolution proposal to the Bondholders' Meeting for approval:

<<<<<<< *"The Bondholders' Meeting (the "Meeting") of the holders (the "Bondholders") of the bonds denominated EUR 750,000,000 8.5 Year Non-Call Capital Securities due 2081" (ISIN: XS1714463559) (the "Bonds"), issued by ENEL S.p.A. ("ENEL" or the "Issuer") on the basis of a resolution dated 9 May 2018 by the Board of Directors on the following date on the basis of a trust deed dated 24 May 2018 (the "Trust Deed") entered into between the Issuer and BNY Mellon Corporate Trustee Services Limited as Trustee of Bondholders (the "Trustee");*

resolves

1. to approve, pursuant to Article 2415, paragraph 1, n. 2 of the Italian Civil Code, the amendments to the terms and conditions of the Bond, as analytically set out in the document attached as Annex A to the minutes of this Meeting [],

consisting of, among others, the amendment of the maturity of the Securities and the deletion of the events of default;

2. to approve the amendment of the Trust Deed by way of a supplemental trust deed in the manner set out in the draft of the supplemental trust deed which, if this Extraordinary Resolution ("Extraordinary Resolution") is duly passed, will be entered into between the Issuer and the Trustee in order to amend the terms and conditions of the Securities attached thereto and effect certain further amendments to the Trust Deed in connection, among others, with the amendment of the terms and conditions of the Securities (the "Supplemental Trust Deed"), the draft of the Supplemental Trust Deed being substantially in the form submitted to the Meeting and made available on the Issuer's website www.enel.com, within the "Investors" section;

3. to consent to and approve the amendment of the agency agreement dated 24 May 2018 (the "Agency Agreement") entered into between the Issuer, the Trustee and The Bank of New York Mellon, London Branch, in its capacity as agent bank and principal paying agent (the "Principal Paying Agent"), by way of a supplemental agency agreement in the manner set out in the draft of the supplemental agency agreement which, if this Extraordinary Resolution is duly passed, will be entered into between, among others, the Issuer, the Trustee and the Principal Paying Agent to amend the terms and conditions of the Agency Agreement in connection, among others, with the amendment of the terms and conditions of the Securities (the "Supplemental

Agency Agreement"), the draft of the Supplemental Agency Agreement being substantially in the form submitted to the Meeting and made available on the Issuer's website www.enel.com, within the "Investors" section;

4. to authorise, sanction, direct, request, instruct and empower the Trustee to concur with the amendments referred to in paragraphs 1 to 3 of this Extraordinary Resolution and, in order to give effect to and to implement such modifications, on or shortly after the passing of this Extraordinary Resolution, to execute the Supplemental Trust Deed and the Supplemental Agency Agreement in the form of drafts submitted to this Meeting and made available on the Issuer's website www.enel.com, within the "Investors" section, with such amendments (if any) thereto as the Trustee may deem appropriate in its absolute discretion;

5. to authorise, sanction, direct, request, instruct and empower the Issuer to authorise, sanction, direct, request, instruct and empower the Principal Paying Agent to execute the Supplemental Agency Agreement in the form of draft submitted to this Meeting and made available on the Issuer's website www.enel.com, within the "Investors" section, with such amendments (if any) thereto as the Issuer may deem appropriate in its absolute discretion and to do all such other deeds, instruments, acts and things as may be necessary, desirable or expedient to carry out and to give effect to this Extraordinary Resolution and the implementation of the amendments referred to in paragraphs 1 to 3 of this Extraordinary Resolution;

6. to approve the preparation of, and entry into of, any documentation in relation thereto which the competent authorities may require to be prepared in connection with the amendment to the Securities and related amendments described in paragraphs 1 to 3 of this Extraordinary Resolution;

7. to authorise, sanction, direct, request, instruct and empower the Trustee in its absolute discretion to concur with, and to execute and do, all such deeds, instruments, acts and things as may be necessary or desirable to carry out and give effect to this Extraordinary Resolution;

8. to waive any claim that the Securityholders may have against the Trustee arising as a result of any loss or damage (including legal fees and taxes) which the Securityholders may suffer or incur as a result of the Trustee taking any action in accordance with this Extraordinary Resolution and the Securityholders further confirm that they will not seek to hold the Trustee liable for any such loss or damage (including legal fees and taxes), whether or not such losses were foreseeable to the Trustee;

9. to discharge, indemnify and exonerate the Trustee from all liabilities (including legal fees and taxes) for which it may have become or may become responsible under the Trust Deed or the Securities in respect of any act or omission in connection with this Extraordinary Resolution or its implementation, the amendments and modifications referred to in paragraphs 1 to 3 of this Extraordinary Resolution and the implementation of those amendments and discharge;

10. resolve that the Trustee shall not be responsible for acting upon this Extraordinary Resolution even though it may be subsequently found that there is a defect in the passing of this Extraordinary Resolution or that for any reason this Extraordinary Resolution is not valid or binding;

11. to acknowledge that the matters - and more generally - the resolutions on the agenda do not extinguish or replace the obligations deriving from the Securities or otherwise arising out therefrom;

12. to acknowledge that capitalised terms used in this Extraordinary Resolution and not otherwise defined have the same meanings as given to them in the Trust Deed;

13. to approve, sanction and assent to every abrogation, amendment and modification, compromise or arrangement in respect of the rights of the Securityholders against the Issuer whether such rights shall arise under the Trust Deed, or otherwise involved in or resulting from this Extraordinary Resolution, the amendments referred to in paragraphs 1 to 3 (including but not limited to the change of the maturity of the Securities, the deletion of the events of default), or their implementation and/or the amendments and modifications to the Trust Deed, the Agency Agreement or their implementation (in the manner set out in the draft Supplemental Trust Deed and the Supplemental Agency Agreement); and

14. vest the Board of Directors - and, on its behalf, the Charmain and the Chief Executive Officer, severally and with power to sub-delegate - with any powers necessary to implement

the resolutions set out in the paragraphs above and carry out anything required, appropriate, instrumental and/or connected for the successful implementation of these resolutions.

After reading the proposed resolution, the Chairman reiterates for the benefit of those present that, if passed, the resolution will be binding on all Bondholders, regardless of how they voted.

The Chairman declares the discussion on the proposed resolution open.

The Chairman asks if there are any requests to speak.

As no one asked to speak, the Chairman then proceeds to hold the vote on the only item on the agenda.

The vote procedure follows.

At the end of the vote, the counting of the votes is completed by the representative of Lucid and the Chairman then acknowledges the following result:

- **in favour:** Bonds with a total nominal value of EUR 594,068,000.00, equal to 79.21% of outstanding Bonds with a total nominal value of EUR 750,000,000.00 and 97.95% of voting Bonds with a total nominal value of EUR 606,488,000.00;
- **opposed:** Bonds with a total nominal value of EUR 12,420,000.00, equal to 1.66% of outstanding Bonds with a total nominal value of EUR 750,000,000.00 and 2.05% of voting Bonds with a total nominal value of EUR 606,488,000.00 ;
- **abstained:** 0 Bonds for a total nominal amount of EUR 0, equal to 0% of outstanding Bonds for a total nominal value

of EUR 750,000,000.00 and 0 % of voting Bonds for a total nominal value of EUR 606,488,000.00 .

The Chairman then shows me the document containing the results of the vote, **which I attach to these minutes under letter C)** and declares that the proposed resolution that has been read is approved by a majority.

The results of the vote having been proclaimed, the Chairman:
= declares the Shareholders' Meeting to be closed at 7 p.m.

= excuses me from reading aloud what is attached hereto;

= acknowledges that the costs of this deed and consequent expenses shall be borne by the Company.

These minutes have been drawn up by me, typed by a person whom I trust and completed by my own hand on 19 pages and so far on 20th of 5 sheets, which I have read aloud, before signature, to the person who approves it.

Signed at 7p.m.

Signed by: Michele Alberto Fabiano CRISOSTOMO, notary Nicola ATLANTE.

Duly signed copies of Annexes A, B and C follow hereafter.