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Global News Media

T +39 06 8305 5699
ufficiostampa@enel.com
gnm@enel.com
enel.com

Investor Relations

T +39 06 8305 7975
investor.relations@enel.com
enel.com

ENEL: RESOLUTIONS OF THE SHAREHOLDERS' MEETING 2021

- *Financial statements at December 31st, 2020 approved and overall dividend of 0.358 euros per share resolved (0.175 euros already paid as interim dividend in January 2021 and the balance of 0.183 euros to be paid in July 2021)*
- *Authorization for the acquisition and disposal of company's treasury shares renewed, upon revocation of the authorization granted by the Shareholders' Meeting held on May 14th, 2020*
- *2021 Long-Term Incentive Plan for Enel Group management and Report on the remuneration policy for 2021 and compensations paid in 2020 approved*

Rome, May 20th, 2021 – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel" or the "Company"), chaired by Michele Crisostomo, was held today in Rome.

Considering the still ongoing health emergency related to the COVID-19 outbreak and taking into account law and regulatory provisions enacted for the containment of the contagion, pursuant to Article 106, paragraph 4, of Law Decree no. 18 of March 17th, 2020, converted with amendments by Law no. 27 of April 24th, 2020 (as last amended by Law Decree no. 183 of December 31st, 2020, converted with amendments by Law no. 21 of February 26th, 2021), participation of those entitled to attend and vote in the Shareholders' Meeting took place exclusively through the representative appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24th, 1998. Upon the start of the works, around 65.13% of Enel's share capital was represented at the Meeting.

The Shareholders' Meeting approved Enel's financial statements at December 31st, 2020, while the consolidated financial statements and the consolidated non-financial statement of the Enel Group, both referred to the same financial year, were presented.

Acting on a proposal of the Board of Directors, the Shareholders' Meeting also approved an overall dividend of 0.358 euros per share and the distribution of 0.183 euros per share as the balance of the dividend, of which 0.053 euros as distribution of the 2020 net income and 0.130 euros as partial distribution of the available reserve named "retained earnings", following the interim dividend of 0.175 euros per share already paid in January 2021 (pursuant to the relevant legislation, the dividend was not distributed to the 3,269,152 treasury shares held by the Company at the "record date", e.g. the date of entitlement for the dividend payment, of January 19th, 2021). The balance of the dividend will be paid – net of the treasury shares that will be held by Enel at the "record date" indicated here below and before withholding tax, if any – from July 21st, 2021, with the *ex-dividend* date of coupon no. 34 falling on July 19th, 2021 and the "record date" falling on July 20th, 2021.

Enel Shareholders' Meeting also renewed the Company's Board of Directors authorization for the acquisition and subsequent disposal of up to a maximum of 500 million Enel shares, representing around 4.92% of the Company's share capital, for a total outlay of up to 2 billion euros, upon revocation of the

previous similar authorization granted by the Ordinary Shareholders' Meeting held on May 14th, 2020. The acquisition of the Company's treasury shares has been authorized for 18 months from today's Shareholders' Meeting resolution. Conversely, no time limit has been set for the disposal of the treasury shares purchased. The Shareholders' Meeting also defined, in accordance with the Board of Directors' proposal, purposes, terms and conditions of the acquisition and disposal of the Company's treasury shares, specifically identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.

The Shareholders' Meeting also approved the Long Term Incentive Plan for 2021 reserved to the management of Enel and/or its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

Finally, concerning the Report on the remuneration policy for 2021 and the compensations paid in 2020, the Shareholders' Meeting approved, in compliance with the relevant legislation:

- with a binding resolution, the first section of the above Report, which illustrates the policy adopted by the Company 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 related to the financial year 2021, as well as the procedures used for the adoption and implementation of such policy;
- with a non-binding resolution, the second section of the same Report, which indicates 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 related to the financial year 2020.

The result of the votes on the various items on the agenda is set out in detail in the Annex to this press release.

Annex

1. Financial statements as of December 31, 2020. 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, 2020 and of the consolidated non-financial statement related to the financial year 2020.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of n. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,598,288,073	99.641349
Votes against	9,903,419	0.149552
Abstentions	13,846,586	0.209099
Not voting	0	0
Total	6,622,038,078	100.000000

2. Allocation of the annual net income and distribution of available reserves.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of n. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,563,124,743	99.110344
Votes against	58,821,884	0.888275
Abstentions	91,451	0.001381
Not voting	0	0
Total	6,622,038,078	100.000000

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 14, 2020. Related resolutions.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of n. 6,622,038,078 ordinary shares (equal to 65.134716 % of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,425,133,970	97.026533
Votes against	109,034,567	1.646541
Abstentions	87,869,541	1.326926
Not voting	0	0
Total	6,622,038,078	100.000000

4. Long term incentive Plan 2021 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of n. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,537,186,066	98.718642
Votes against	77,847,134	1.175577
Abstentions	7,004,878	0.105781
Not voting	0	0
Total	6,622,038,078	100.000000

5. Report on the remuneration policy and compensations paid:

5.1 First section: Policy adopted by the Company 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 related to the financial year 2021 (binding resolution).

The voting occurred in presence of no. 4,439 shareholders by proxy, for a total of n. 6,622,039,714 ordinary shares (equal to 65.134732% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,331,583,230	95.613791
Votes against	260,276,916	3.930464
Abstentions	30,179,568	0.455744
Not voting	0	0
Total	6,622,039,714	100.000000

5. Report on the remuneration policy and compensations paid:

5.2 Second section: 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 related to the financial year 2020 (non-binding resolution).

The voting occurred in presence of no. 4,439 shareholders by proxy, for a total of n. 6,622,039,714 ordinary shares (equal to 65.134732% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,362,847,588	96.085917
Votes against	194,814,092	2.941905
Abstentions	64,378,034	0.972178
Not voting	0	0
Total	6,622,039,714	100.000000

Fine Comunicato n.0116-39

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