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Regolamentata

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Data/Ora Ricezione : 28 Ottobre 2021 15:03:06

Data/Ora Inizio : 28 Ottobre 2021 15:03:07

Diffusione presunta

Oggetto : Notice of Meeting of the Securityholders of  
the "€900,001,000 6 Year Non-Call Capital  
Securities due 2080"

*Testo del comunicato*

Vedi allegato.

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF SECURITYHOLDERS. NOT FOR RELEASE PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS OR TO ANY U.S. PERSON OR TO ANY OTHER PERSON LOCATED OR RESIDENT IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT. IF THERE ARE ANY DOUBTS ABOUT THE ACTIONS TO BE TAKEN, SECURITYHOLDERS SHOULD IMMEDIATELY CONTACT THEIR INDEPENDENT PROFESSIONAL ADVISORS (IF THE SECURITYHOLDER IS IN THE UK, AN AUTHORIZED ADVISOR UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000)**

**ENEL - S.p.A.**

*(incorporated with limited liability in the Republic of Italy)*  
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 Group VAT code no. 15844561009

**NOTICE OF ORDINARY MEETING**

of the securityholders of the outstanding

*“€900,001,000 6 Year Non-Call Capital Securities due 2080” (ISIN: XS2000719992) (the “Securities”)*

The meeting of the securityholders (the “**Securityholders**”) is convened, on single call, on 9 December 2021, at 3:00 pm, in Rome at Via Ombrone, no. 2, in order to discuss and resolve on the agenda below (the “**Meeting**”).

**AGENDA**

1. Approval, pursuant Article 2415, paragraph 1, n. 2 of the Italian Civil Code, and by means of an extraordinary resolution, of amendments to the terms and conditions of the securities “€900,001,000 6 Year Non-Call Capital Securities due 2080” (ISIN: XS2000719992), consisting of, among others, the amendment of the maturity of the Securities and the deletion of the events of default, as well as further amendments to the terms and conditions of the Securities, the Trust Deed and the Agency Agreement; related resolutions.

It is submitted to the Meeting the following proposal of Extraordinary Resolution, concerning the approval of amendments to the terms and conditions of the Securities which have been previously approved by the Board of Directors of the Issuer on 17 September 2020, pursuant to the terms and conditions of the Securities (the “**Conditions**”) and the *trust deed* dated 24 May 2019 between Enel S.p.A. (the “**Issuer**” or the “**Company**”) and BNY Mellon Corporate Trustee Services Limited, in its capacity as *trustee* of the Securityholders (the “**Trust Deed**”):

**EXTRAORDINARY RESOLUTION**

*“The meeting (the “**Meeting**”) of the securityholders (the “**Securityholders**”) of the “€900,001,000 6 Year Non-Call Capital Securities due 2080” (ISIN: XS2000719992) (the “**Securities**”) issued by ENEL S.p.A. (“**ENEL**” or the “**Issuer**”) based on a resolution of the Board of Directors of the Issuer dated 9 May 2018 and determination of the Issuer’s Chief Executive Officer (amministratore delegato) adopted on 8 May 2019, on the basis of a trust deed dated 24 May 2019 (the “**Trust Deed**”) entered into between the Issuer and BNY Mellon Corporate Trustee Services Limited, as trustee (the “**Trustee**”) for the Securityholders:*

*Resolves*

1. *to consent to and approve, pursuant to Article 2415, paragraph 1, n. 2 of the Italian Civil Code, the amendments to the terms and conditions of the Securities, as analytically set out in the document attached as Annex A to the minutes of this Meeting [1], consisting of, among others, the amendment of the maturity of the Securities and the deletion of the events of default;*
2. *to consent to and 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](http://www.enel.com), within the “Investors” section;*

<sup>1</sup> Please refer to the explanatory report prepared by the Board of Directors in relation to the agenda of the Meeting.



3. *to consent to and approve the amendment of the agency agreement dated 24 May 2019 (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 Chairman 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.”*

\* \* \* \* \*

## COVID-19 emergency – Participation in the Meeting pursuant to Law Decree no. 18 of 17 March 2020

Considering the current health emergency related to COVID-19 and taking into account law and regulatory provisions enacted for the containment of the contagion, the Company decided to use the option set forth under Article 106, paragraph 2, of Law Decree no. 18 of 17 March 2020, converted into law (with amendments) by Law no. 27 of 24 April 2020, which effectiveness was lastly extended by Law Decree no. 105 of 23 July 2021, converted into law (with amendments) by Law no. 126 of 16 September 2021 providing that those entitled to attend and vote at the Meeting shall be entitled to participate in the latter exclusively by means of teleconference, provided that all participants can be identified and that all participants can attend and exercise their voting rights in accordance with the provision set out in the following section “Attendance by means of teleconference”.

### Defined Terms

Unless the context otherwise requires, capitalized terms used but not defined in this Notice shall have the meaning given in the memorandum relating to the consent solicitation (the “**Consent Solicitation**”) published on the Issuer's website (www.enel.com), within the “Investors” section (the “**Consent Solicitation Memorandum**”).

### Background and rationale for convening the Meeting

The explanatory report prepared by the Board of Director and the Consent Solicitation Memorandum, which can be found on the ENEL website (www.enel.com), within the “Investors” section, as well as with other methods as below, provide the background and rationale for the proposed amendment of the maturity of the Securities and related amendment to the Conditions. The Securityholders, before deciding to vote in favour of the proposal of Extraordinary Resolution, are urged to read the Consent Solicitation Memorandum and the Explanatory Report prepared by the Board of Directors and other documents relating to this Meeting, made available on the ENEL website (www.enel.com), within the “Investors” section.

### Consent Solicitation

The Issuer urges consent in relation to the Meeting as more widely described in the Consent Solicitation Memorandum.

**The Consent Solicitation is intended exclusively for Securityholders: (i) located or resident outside the United States and are not U.S. persons, dealer or other professional trustees in the United States acting only on a discretionary basis for the benefit or on behalf of persons other than U.S. persons outside the United States; (ii) who are an eligible counterparty or a professional client (each as defined in Directive 2014/65/EU, as amended) or an eligible counterparty (as defined in the United Kingdom Financial Conduct Authority's Handbook Conduct of Business Sourcebook) or a professional client (as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018); and (iii) to which the Consent Solicitation can be lawfully addressed and who can lawfully participate in the Consent Solicitation.**

**The Consent Solicitation is not aimed at any Restricted Owner (as defined in the Consent Solicitation Memorandum) nor to any Securityholder whose participation in consent solicitation would violate the laws or regulations of its jurisdiction of residence or domicile or whose participation in Consent Solicitation is excluded under the Consent Solicitation Memorandum.**

### Record Date

Pursuant to Article 83-*sexies* of the Legislative Decree no. 58 of February 24, 1998 (the “**Consolidated Financial Act**”), only those Securityholders who holds the Securities on 30 November 2021, being the seventh trading day on which the Irish Stock Exchange trading as Euronext Dublin is open for business prior to the date of the Meeting (the “**Record Date**”), as certified by Euroclear Bank SA/NV (“**Euroclear**”) or Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) and, together with Euroclear, the “**Clearing Systems**”) on the basis of the accounting records, are entitled to participate **exclusively by means of teleconference** in the Meeting. Securityholders who dispose their Notes after the Record Date shall not have the right to attend and vote at the Meeting.

Each Securityholder wishing to attend the Meeting must request the relevant Clearing System to issue evidence of the Securityholder's entitlement by sending such evidence to Lucid Issuer Services Limited (the “**Tabulation Agent**”), by no later than 4 pm, London time (5 pm (CET)), on the third trading day on which the Irish Stock Exchange trading as Euronext Dublin is open for business prior to the date of the Meeting (*i.e.* by 6 December 2021), based on the accounting records of that Clearing Systems at Record Date. Securityholders submitting Consent Instructions to the Clearing Systems are not required to request such evidence to be sent to the Tabulation Agent.

The above is without prejudice to the right of each Securityholder to participate and vote in the Meeting if evidence of the respective Securityholder's entitlement is received by the Tabulation Agent, on behalf of the Issuer, after 4 p.m., London time (5 p.m CET, local time in Rome), of the 6 December 2021, provided that such evidence is received by the Issuer before the commencement of the Meeting.

If the beneficial owner of the Securities is not a Direct Participant, such Securityholder must arrange for the Direct Participant through which it holds the relevant Notes to complete on its behalf the procedure required to attend and vote at the Meeting.

For more information, please refer to the Consent Solicitation Memorandum.



### Attendance by means of teleconference

The Securityholders and their respective representatives shall be entitled to participate in the Meeting exclusively by means of teleconference, provided that all participants can be identified.

Securityholders and their respective representatives or proxies wishing to attend the Meeting shall contact the Tabulation Agent no later than 48 Hours prior to the commencement of the Meeting to obtain the relevant dial-in details.

The request to obtain the dial-in details for the Meeting shall be sent by the person entitled to attend the Meeting (the “**Entitled Person**”) to the Tabulation Agent at the email address: enel@lucid-is.com, together with the following information:

- identification data of the Entitled Person (name and surname, tax code or equivalent international code, complete address of the domicile) and telephone number;
- an undersigned ID copy of the Entitled Person and, if the Entitled Person is the representative of a legal entity, the documentation proving his or her representative powers;
- if the Entitled Person is a proxy or a sub-proxy holder, a copy of the proxy and of the sub-proxy granted to the Entitled Person, if any, and a signed copy of the ID of the person granting the proxy/sub-proxy;
- evidence that the Securities held by the Entitled Person have been blocked on the clearing systems.

By requesting the dial-in details of the Meeting, each Entitled Person (as well as their representatives) shall be deemed to have fully understood and consented to any process governing the participation by means of teleconference and to have acknowledged and agreed that the Trustee shall not suffer or otherwise be liable or responsible in any way whatsoever for any liability that arises, or may arise, as a result. Securityholders who have appointed the Tabulation Agent as proxy in respect of the Notes in relation to the Meeting by means of a Consent Instruction will be unaffected by the Tabulation Agent attending the Meeting via teleconference and will not be requested to take any further action. The Issuer shall not be liable for any problem of technical nature not deriving from the Issuer’s internal system and preventing the Entitled Persons from sending or receiving emails as indicated above or connecting to the Meeting by means of the teleconference system made available by the Issuer.

The directors and statutory auditors of the Issuer, the secretary of the Meeting (if any), the notary and any other person (other than Securityholders) whose participation in the Meeting is required may attend the Meeting by being physically present or by means of teleconference provided that they can be identified and exercise their respective rights. It shall not be required for the chair, the secretary and/or the notary to be in the same location during the time of the Meeting.

### Early Participation Fee

Subject to the occurrence of the conditions set out in the Consent Solicitation Memorandum, including the passing of the relevant Extraordinary Resolution at the Meeting, the Issuer will pay the Eligible Securityholders who have delivered a Consent Instruction in favour of the Extraordinary Resolution by 5.00 pm (CET) of 10 November 2021 (“**Early Instruction Deadline**” as the same may be extended or amended at the Issuer’s sole and absolute discretion), without that Consent Instruction being revoked (in the circumstances in which such revocation is allowed), a cash payment equal to the 0.125% of the aggregate principal amount of the relevant Securities which are the subject of such Consent Instruction, only if such valid Consent Instruction is received by the Tabulation Agent by the Early Instruction Deadline (“**Early Participation Fee**”). The Early Participation Fee will be paid to Eligible Securityholders entitled to the same by no later than the third Business Day (as defined in the Consent Solicitation Memorandum) immediately following the registration of the Extraordinary Resolution taken by the Meeting in the Companies’ Register of Rome (“**Payment Date**”).

Securityholders may continue to submit Consent Instructions after the Early Instruction Deadline (as the same may be extended at the Issuer’s sole and absolute discretion) and up to 3.00 pm CET on 7 December 2021 (the “**Expiration Deadline**”) (as the same may be extended at the Issuer’s sole and absolute discretion) but such Securityholders will not be eligible to receive the Early Participation Fee.

No Early Participation Fee will be payable to any Securityholders (i) voting in favour of the Extraordinary Resolution but whose Consent Instructions are received after the Early Instruction Deadline (as the same may be extended at the Issuer’s sole and absolute discretion), (ii) attending and voting at the Meeting or through a representative or proxy other than by submitting a Consent Instruction, (iii) voting against the Extraordinary Resolution, (iv) abstaining from the voting or (v) that validly revoke its Consent Instruction.

No provision of the Consent Solicitation Memorandum or any documents or agreement relating to Consent Solicitation will entitle any person that is a Restricted Owner (as defined in the Consent Solicitation Memorandum) to receive any amount in respect of the Early Participation Fee.

### Documents available for consultation

The following documents (as applicable) are available upon request to inspection and/or collection up to 15 minutes before the Meeting at the office of the Issuer, and upon request to the Tabulation Agent to be sent to the following email address: enel@lucid-is.com:

- this Notice;



- the explanatory report of the Board of Directors of the Issuer (which includes the Conditions as modified);
- the Consent Solicitation Memorandum (which includes the Conditions as modified);
- the Trust Deed (which includes Conditions);
- the Agency Agreement;
- the draft of the Supplemental Agency Agreement; and
- the draft of the Supplemental Trust Deed (which includes the Conditions as modified).

The documents above will also be published on the Issuer's website: [www.enel.com](http://www.enel.com), within the “Investors” section, as well as in accordance with the applicable provisions of law.

### **General Provisions**

**The Securityholders' attention is drawn to the voting procedures, quorum and other requirements for the approval of the Extraordinary Resolution that are described in the paragraphs “Procedures for Voting” and “Quorum” below. In relation to these requirements, Securityholders are invited to take the necessary actions to attend or to be duly represented in the Meeting.**

### **Trustee**

**Neither the Trustee nor any of its directors, executives, employees or affiliates were involved in the formulation of the Extraordinary Resolution, nor the Trustee expresses opinions on the merits of, or make any statement or recommendation of any kind with regard to the Extraordinary Resolution, nor it provides any recommendation in relation to whether the Securityholders should participate in the Meeting. Neither the Trustee nor any of its directors, executives, employees or affiliates has verified or assumes responsibility for the accuracy or completeness of any of the information relating to the Extraordinary Resolution, ENEL, the Securities or factual information contained in them, or the effect or effectiveness of, this Notice or any omission from it or any other document referred to in that Notice or assumes any responsibility for non-disclosure, by ENEL, of events that may have occurred and are likely to affect the relevance or accuracy of such information. However, the Trustee authorised that it should be indicated that, on the basis of the information contained in this Notice, it has no objection for the Extraordinary Resolution, as described in the Notice, being submitted to the Securityholders for consideration.**

**Securityholders, where they are not certain of the consequences of voting in favour of the Extraordinary Resolution, are invited to seek legal and financial advice, including with regard to the tax consequences.**

### **Addition of further items on the agenda and submission of resolution proposals on the part of Securityholders holding at least 2.5% of the share capital (pursuant to Article 126-bis, paragraph 1, first period of the Consolidated Financial Act)**

Securityholders who represent, individually or jointly, at least 2.5% of the principal amount of the outstanding Securities, may request, in writing, within ten days from the publication of this notice (*i.e.* by 8 November 2021, as 7 November 2021 falls on a Sunday), the addition of further items on the agenda to be discussed at the Meeting, stating in their request the additional items proposed or submit proposals for resolutions on items already on the agenda (it being understood, in this last regard, that the person who has the right to vote may, in any case, individually submit proposals for resolution to the Meeting).

Securityholder wishing to exercise such rights must request the relevant Clearing System to issue evidence of such Securityholders' entitlement confirming ownership of the above-mentioned portion of the Security and provide it to the Company. For further information on the right to supplement the agenda and to submit additional resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Issuer's website ([www.enel.com](http://www.enel.com)) reserved to the Meeting.

### **Right to ask questions before the Meeting**

Pursuant to Article 127-ter of the Consolidated Financial Act, Securityholders who are entitled to vote may ask questions about the items on the agenda also before the Meeting.

The questions, together with appropriate documentation allowing identification of the Securityholder as at the Record Date, must be submitted to the Issuer.

Questions must be received no later than the fifth trading day on which the Irish Stock Exchange trading as Euronext Dublin is open prior to the date of the Meeting, *i.e.* no later than 2 December 2021. Questions received by such date and which are relevant to the items on the agenda will be answered at the latest during the Meeting.

For further information on the right to submit questions before the Meeting and on the modalities to exercise such right, please refer to the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting.



## Procedures for Voting

Securityholder may vote in relation to the Consent Solicitation by instructing the Paying Agent, via the Clearing System, to appoint Lucid Issuer Services Limited (the Tabulation Agent) (or its representatives) as its proxy to attend the Meeting on its behalf and expressing its vote in accordance with this section (the “**Consent Instruction**”). The Consent Instructions shall be delivered to the Tabulation Agent, via the relevant Clearing System, by the persons resulting as holders of the Securities on the Record Date on the basis of the accounting records of the Clearing Systems (the “**Direct Participants**”) and in accordance with the requirements of such Clearing System.

In order to be valid, Consent Instructions must be submitted in respect of a minimum nominal amount of Securities of no less than €100,000 being the minimum denomination for such Securities, and may thereafter be submitted in integral multiples of €1,000.

Consent Instructions must be received by the Tabulation Agent within the Expiration Deadline, taking into account the deadlines set by the Clearing Systems and any intermediary through which a Securityholder holds their Securities. However, in order for the Securityholders that are eligible to benefit from the Early Participation Fee, Consent Instructions in favour of Extraordinary Resolution must be received by the Tabulation Agent by the Early Instruction Deadline.

Securityholders may also vote in relation to the Consent Solicitation in accordance with the other procedures set out in the Consent Solicitation Memorandum. In particular, pursuant to the Trust Deed, the Securityholders who have not submitted a Consent Instruction to the Tabulation Agent may submit, through the Clearing Systems, a valid voting instruction in relation to the matters on the agenda (the “**Voting Instructions**”) or request from the Paying Agent a voting certificate (“**Voting Certificate**”) to attend and vote at the Meeting in person or through a representative, all the above up to 48 Hours prior to the commencement of the Meeting.

In this respect, those who are entitled to vote at the Meeting may appoint a representative subject to the applicable laws, by making such appointment in writing or through a document electronically signed pursuant to Legislative Decree no. 82 of 7 March 2005. To this end, the “form of proxy/sub-proxy” may be used which is available in the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting and shall be delivered together with a valid Voting Certificate to such representative. The form appointing the representative must be sent to the Issuer (i) by fax to the number +39 0683057100 (Ref. “Voting Proxy”), no later than the second trading day prior to the date of the Meeting (ii) notified until the beginning of the Meeting to the Issuer electronically by email to [consentsolicitation@enel.com](mailto:consentsolicitation@enel.com). The representative may deliver or send to the Company, instead of the original, a copy of the appointment, also in electronic format, certifying under his or her responsibility the conformity of the appointment to the original and the identity of the person appointing them or, in case of sub-proxy, filing a copy of the declaration with which the representative certifies the conformity of the copy of the appointment to the original and the identity of the person appointing them.

In addition to notification of the proxy/sub-proxy to the Issuer by fax or email according to the means set out under items (i) and (ii) above, and without prejudice to the possibility of delivering or transmitting a copy of the delegation/sub-delegation in any manner set out under the preceding paragraph, the original copy of the delegation/sub-delegation may be delivered or transmitted by mail to the Issuer at its address Enel S.p.A. - Legal and Corporate Affairs - Viale Regina Margherita n. 137 - 00198 Rome.

\* \* \* \* \*

In light of the foregoing, a Securityholder may:

- (i) approve the Extraordinary Resolution by voting and communicating its Consent Instruction by the Expiration Deadline or Voting Instruction in accordance with the Trust Deed, in favour of the Extraordinary Resolution; or
- (ii) reject the Extraordinary Resolution by voting and communicating its Consent Instruction by the Expiration Deadline or Voting Instruction in accordance with the Trust Deed, against the Extraordinary Resolution; or
- (iii) request a Voting Certificate to attend and vote at the relevant Meeting in person or through a representative in favor or against the Extraordinary Resolution; or
- (iv) abstain from attending the Meeting.

A Voting Certificate, a Voting Instruction or a Consent Instruction shall be valid until the end of the Meeting. A Voting Certificate, a Voting Instruction or a Consent Instruction cannot be issued and outstanding simultaneously in respect of the same Security.

Securityholders wishing to amend or revoke their votes given by way of Consent Instructions may do so in accordance with the manners and terms in the “Transfer and Revocation” section.

Securityholders can contact the Tabulation Agent by e-mail or the phone number provided on the last page of this Notice if they need assistance or information in connection with the procedures for submitting Consent Instructions or requesting Voting Certificates.



Only Direct Participants may submit a Consent Instruction. If you are not a Direct Participant, you must arrange for the Direct Participant through which you hold Securities to submit a Consent Instruction on your behalf to the Tabulation Agent through the relevant Clearing System.

Securityholders whose Securities are held in the name of a broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee should contact such entity sufficiently in advance of the Expiration Deadline if they wish to vote and procure that the Securities are blocked in accordance with the standard procedures of the relevant Clearing System and the deadlines imposed by such Clearing System.

**Securityholders are advised to check with any broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee through which they hold Securities whether such broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee would require receiving any notice or instructions prior to the deadlines set out in the section “Indicative Timetable” of the Consent Solicitation Memorandum.**

All questions as to the form of documents and validity, eligibility (including time of receipt) and acceptance of Consent Instructions will be determined by the Issuer in its sole discretion, and such determination will be final and binding. The Issuer reserves the absolute right to reject any or all Consent Instructions which it determines are not in proper form or which may be unlawful, including, without limitation, if it is determined that a Securityholder's participation in the Consent Solicitation would not be permitted under the laws or regulations of its jurisdiction of residence or domicile. Any defect, irregularity or delay must be cured within such time as the Issuer determines, unless waived by it. Consent Instructions in the Consent Solicitation will be deemed not to have been made until such defects, irregularities or delays have been cured or waived. None of the Issuer, the Lead Solicitation Agents and the Solicitation Agents, the Trustee, the Principal Paying Agent, and the Tabulation Agent or any other person shall be under any duty to give notice to Securityholders of any defects, irregularities or delays in any Consent Instructions, nor shall any of them incur any liability for failure to give such notice.

#### **Transfer and Revocation**

The receipt of a Consent Instruction, Voting Instruction or of a request for a Voting Certificate (as the case may be) by the relevant Clearing System will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of the Securities in the relevant Clearing System so that no transfer may be effected in relation to such Securities from the date on which the Consent Instruction or Voting Instruction is submitted or the Voting Certificate is requested (as the case may be) until the earlier of (i) the conclusion of the Meeting; and (ii) (A) in respect of Voting Certificates, the surrender to the Paying Agent of such Voting Certificate(s) prior to the Meeting; (B) in respect of the Voting Instruction, not less than 48 Hours before the time for which the Meeting is convened, the notification in writing of any revocation of a Direct Participant's previous instructions to the Paying Agent and the same then being notified in writing by the Paying Agent to the Issuer at least 24 hours before the time appointed for holding the Meeting and such Securities ceasing in accordance with the procedures of the relevant Clearing System and with the agreement of the Paying Agent to be held to its order or (C) in respect of Consent Instructions, notice of revocation of such Consent Instruction(s) is given to the Tabulation Agent before the Expiration Deadline. Securityholders must take the appropriate steps through the relevant Clearing System so that no transfers or other action may be effected in relation to such blocked Securities at any time after the date of submission of such Consent Instruction, Voting Instruction or request of the Voting Certificate (as the case may be), in accordance with the requirements of the relevant Clearing System and the deadlines required by such Clearing System. By blocking such Securities in the relevant Clearing System, each Securityholder will be deemed to consent to have the relevant Clearing System provide details concerning such Securityholder's identity to the Tabulation Agent, the Lead Solicitation Agents, the Solicitation Agents, the Trustee, the Paying Agents and the Issuer.

Consent Instructions submitted in the Consent Solicitation by a Securityholder, or its Direct Participant on its behalf, may only be revoked by that Securityholder, or by the relevant Direct Participant on its behalf, by sending valid revocation instructions to the Tabulation Agent through the relevant Clearing System. To be valid, such revocation instruction must specify the Securities to which the original Consent Instruction related, the securities account in which such Securities are credited and any other information required by the Tabulation Agent. Any such revocation instruction will only be valid if received by the Tabulation Agent through the relevant Clearing System by the Expiration Deadline.

#### **Information on the share capital and Securities**

As of the date of this notice, the share capital of Enel S.p.A. is equal to Euro 10,166,679,946 and is divided into no. 10,166,679,946 ordinary shares with a nominal value of Euro 1.00 each.

The total amount outstanding of the Securities as of the date of this Notice is EURO 900,001,000.

#### **Quorum**

The Quorum required for the Meeting to be validly held is one or more persons present holding Securities or Voting Certificates or being proxies and holding or representing in the aggregate at least one fifth of the nominal amount of the Securities then outstanding.

Without prejudice to the above, the majority required to pass the Extraordinary Resolution shall be the higher of votes cast (i) by one or more persons holding Securities in definitive form or Voting Certificates or being proxies and holding or representing in the





aggregate not less than one-half of the nominal amount of the Securities for the time being outstanding, and (ii) by one or more persons holding the relevant Securities in definitive form or Voting Certificate or being proxies and holding or representing not less than two thirds of the Securities represented at the Meeting.

**If approved, the Extraordinary Resolution will be binding on all Securityholders, regardless of whether or not they participated in the Meeting and whether they voted or not, and whether they voted for or against it.**

#### **Voting results**

The outcome of the Meeting's votes will be communicated to the Securityholders, the Trustee and the Principal Paying Agent pursuant to the current legislation.

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**The Issuer reserves the right to supplement and/or amend the content of this notice if, in light of the evolving health emergency related to the Covid-19 pandemic and/or regulatory provisions *pro tempore* in order to contain the contagion, it is appropriate or necessary to change the way the Meeting is carried out. Any changes and/or additions will be promptly disclosed with the same modalities as for the publication of this notice.**

Rome, 28 October 2021

**The Chairman of the Board of Directors**

Michele Crisostomo

*The excerpt of the notice is also published by the Company in the newspaper "Milano Finanza" on 29 October 2021.*



**ISSUER**

**ENEL - Public limited company**

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**SOLICITATION AGENT**

**J.P. Morgan AG**

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60310 Frankfurt am Main  
Germany

Email: [liability\\_management\\_EMEA@jpmorgan.com](mailto:liability_management_EMEA@jpmorgan.com)  
Attention: EMEA Liability Management Group

**TABULATION AGENT**

**Lucid Issuer Services Limited**

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Email: [enel@lucid-is.com](mailto:enel@lucid-is.com)  
Attention: Arlind Bytyqi

**PAYING AGENT AND PRINCIPAL PAYING AGENT**

**The Bank of New York Mellon, London Branch**

One Canada Square  
London E14 5AL  
United Kingdom

**TRUSTEE**

**BNY Mellon Corporate Trustee Services Limited**

One Canada Square  
London E14 5AL  
United Kingdom

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