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## PRESS RELEASE

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## ENEL: RESOLUTIONS OF THE SHAREHOLDERS' MEETING 2022

- *Financial statements at December 31<sup>st</sup>, 2021 approved and overall dividend of 0.38 euros per share resolved (0.19 euros already paid as interim dividend in January 2022 and the balance of 0.19 euros to be paid in July 2022)*
- *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 20<sup>th</sup>, 2021*
- *New Board of Statutory Auditors appointed for 2022-2024*
- *Long Term Incentive Plan 2022 for Enel Group management and Report on the remuneration policy for 2022 and compensations paid in 2021 approved*

**Rome, May 19<sup>th</sup>, 2022** – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel" or the "Company"), chaired by Michele Crisostomo, was held today in Rome.

Considering the uncertain developments of the COVID-19 pandemic and thus taking into account the ongoing need to minimize travels and risks associated with on-site participation, the Company decided to use the option set forth under Article 106, paragraph 4, of Law Decree no. 18 of March 17<sup>th</sup>, 2020, converted with amendments by Law no. 27 of April 24<sup>th</sup>, 2020 (as last amended by Law Decree no. 228 of December 30<sup>th</sup>, 2021, converted with amendments by Law no. 15 of February 25<sup>th</sup>, 2022) and, therefore, 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 24<sup>th</sup>, 1998. Upon the start of the works, around 67.341376% of Enel's share capital was represented at the Meeting.

The Shareholders' Meeting approved Enel's financial statements at December 31<sup>st</sup>, 2021, 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 0.38 euros per share and the distribution of 0.19 euros per share as the balance of the dividend, following the interim dividend of 0.19 euros per share already paid in January 2022 (pursuant to the relevant legislation, the dividend was not distributed to the 4,889,152 treasury shares held by the Company at the "record date", e.g. at the date of entitlement for the dividend payment, of January 25<sup>th</sup>, 2022). 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 20<sup>th</sup>, 2022, with the ex-dividend date of coupon no. 36 falling on July 18<sup>th</sup>, 2022 and the "record date" falling on July 19<sup>th</sup>, 2022.

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 20<sup>th</sup>, 2021. 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 appointed the new Board of Statutory Auditors, which will be composed of Barbara Tadolini as Chair (as drawn from the minority slate presented by a group of asset management companies and other institutional investors, that obtained the favorable vote of 7.468909% of the share capital represented at the Meeting), as well as of the Regular Statutory Auditors Maura Campa (drawn from the slate presented by the reference shareholder, the Italian Ministry of Economy and Finance ("MEF"), that obtained the majority of votes, equal to 92.164094% of the share capital represented at the Meeting) and Luigi Borrè (appointed in accordance with the legal majorities following the slate vote, on the basis of the candidacy presented on May 9<sup>th</sup>, 2022 by the same shareholder MEF). Furthermore, the Shareholders' Meeting appointed Tiziano Onesti and Carolyn A. Dittmeier (both drawn from the slate presented by the shareholder MEF), as well as Piera Vitali (drawn from the minority slate presented by a group of asset management companies and other institutional investors) as alternate Statutory Auditors. The above-mentioned Board of Statutory Auditors will remain in office until the approval of the 2024 financial statements. The slates of candidates and the further candidacy presented by the MEF, together with the biographies of the new Board of Statutory Auditors are available on Enel's website ([www.enel.com](http://www.enel.com)).

The Shareholders' Meeting confirmed subsequently a remuneration of 85,000 euros gross per year for the Chair and 75,000 euros gross per year for each of the other regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office.

The Shareholders' Meeting also approved the Long Term Incentive Plan 2022 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 2022 and the compensations paid in 2021, 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 2022, 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 2021.

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, 2021. 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, 2021 and of the consolidated non-financial statement related to the financial year 2021.**

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% 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	6,809,148,039	99.456148
Votes against	1,894,833	0.027676
Abstentions	20,503,223	0.299475
Not voting	14,836,115	0.216700
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>

**2. Allocation of the annual net income.**

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% 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	6,704,621,110	97.929401
Votes against	126,457,326	1.847068
Abstentions	467,659	0.006831
Not voting	14,836,115	0.216700
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>



**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 20, 2021. Related resolutions.**

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% 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	6,766,131,731	98.827841
Votes against	54,959,202	0.802748
Abstentions	6,721,162	0.098171
Not voting	18,570,115	0.271240
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>

**4. Election of the Board of Statutory Auditors.**

**4.1 Voting on the slates of candidates for the office of Statutory Auditor presented by the shareholders.**

The voting occurred in presence of no. 4,343 shareholders by proxy, for a total of n. 6,793,965,210 ordinary shares (equal to 66.825800% 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 Italian Ministry of the Economy and Finance's Slate	6,261,596,515	92.164094
Votes for institutional investors' Slate	507,435,072	7.468909
Votes against	94,023	0.001384
Abstentions	24,226,588	0.356590
Not voting	613,012	0.009023
<b>Total</b>	<b>6,793,965,210</b>	<b>100.000000</b>



#### 4.2 Voting with the legal majorities on the candidacy of Luigi Borrè as Regular Statutory Auditor, presented by the shareholder Italian Ministry of Economy and Finance.

The voting occurred in presence of no. 6 shareholders by proxy, for a total of n. 2,398,465,938 ordinary shares (equal to 23.591437% 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	2,397,861,270	99.974789
Votes against	590	0.000025
Abstentions	25,500	0.001063
Not voting	578,578	0.024123
<b>Total</b>	<b>2,398,465,938</b>	<b>100.000000</b>

#### 5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% of the share capital), all admitted to vote. The outcome of the vote on the proposal of the shareholder Italian Ministry of Economy and Finance – concerning the confirmation of a remuneration of 85,000 euros gross per year for the Chairman and of 75,000 euros gross per year for each of the other Regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office – was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,792,667,899	99.215435
Votes against	34,104,435	0.498138
Abstentions	5,384,564	0.078648
Not voting	14,225,312	0.207779
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>



**6. Long term incentive Plan 2022 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. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% 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	6,546,881,282	95.625413
Votes against	233,487,836	3.410383
Abstentions	47,442,977	0.692964
Not voting	18,570,115	0.271240
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>

**7. Report on the remuneration policy and compensations paid:**

**7.1 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 2022 (binding resolution).**

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% 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	6,567,324,918	95.924018
Votes against	230,302,058	3.363850
Abstentions	33,919,119	0.495431
Not voting	14,836,115	0.216700
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>



**7.2 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 2021 (non-binding resolution).**

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of n. 6,846,382,210 ordinary shares (equal to 67.341376% 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	6,671,515,853	97.445858
Votes against	151,996,320	2.220097
Abstentions	8,033,922	0.117346
Not voting	14,836,115	0.216700
<b>Total</b>	<b>6,846,382,210</b>	<b>100.000000</b>



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