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Oggetto : Enel Shareholders' Meeting approves 2022 financial statements and appoints new Board of Directors

*Testo del comunicato*

Vedi allegato.

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## ENEL SHAREHOLDERS' MEETING APPROVES 2022 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF DIRECTORS

- *Financial statements at December 31<sup>st</sup>, 2022 approved and overall dividend of 0.40 euros per share resolved (0.20 euros already paid as interim dividend in January 2023 and the remaining 0.20 euros to be paid as balance in July 2023)*
- *Authorization for the acquisition and disposal of treasury shares renewed, subject to the revocation of the authorization granted by the Shareholders' Meeting of May 19<sup>th</sup>, 2022*
- *New Board of Directors for the three-year period from 2023 to 2025 appointed*
- *Long-term incentive plan 2023 for the management of the Enel Group as well as the Report on the remuneration policy for 2023 and the compensations paid in 2022 approved*

**Rome, May 10<sup>th</sup>, 2023** – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel" or the "Company"), chaired by Michele Crisostomo, was held today in Rome.

First of all, Enel's financial statements at December 31<sup>st</sup>, 2022 were approved, 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 0.40 euros per share and the distribution of 0.20 euros per share as the balance of the dividend, following the interim dividend of 0.20 euros per share already paid in January 2023 (pursuant to the relevant legislation, the dividend was not distributed to the 7,153,795 treasury shares held by the Company at the "record date", i.e. the date of entitlement for the dividend payment, of January 24<sup>th</sup>, 2023). 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 26<sup>th</sup>, 2023, with the ex-dividend date of coupon no. 38 falling on July 24<sup>th</sup>, 2023 and the "record date" falling on July 25<sup>th</sup>, 2023.

Enel's Shareholders' Meeting also renewed the authorization to the Company's Board of Directors for the acquisition and subsequent disposal of treasury shares 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 19<sup>th</sup>, 2022. 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 Directors, whose term will expire with the approval of the financial statements for 2025. The new Board is composed of:

Name and surname	Independent member in accordance with the Consolidated Financial Act and with the Italian Corporate Governance Code	Slate
Paolo Scaroni <sup>(4)</sup> - Chair	No	Slate no. 1 <sup>(1)</sup>
Johanna Arbib <sup>(4)</sup>	Yes <sup>(3)</sup>	Slate no. 1 <sup>(1)</sup>
Flavio Cattaneo <sup>(4)</sup>	No	Slate no. 1 <sup>(1)</sup>
Mario Corsi <sup>(5)</sup>	Yes <sup>(3)</sup>	Slate no. 2 <sup>(2)</sup>
Olga Cuccurullo <sup>(4)</sup>	No	Slate no. 1 <sup>(1)</sup>
Dario Frigerio <sup>(5)</sup>	Yes <sup>(3)</sup>	Slate no. 2 <sup>(2)</sup>
Fiammetta Salmoni <sup>(4)</sup>	Yes <sup>(3)</sup>	Slate no. 1 <sup>(1)</sup>
Alessandra Stabilini <sup>(5)</sup>	Yes <sup>(3)</sup>	Slate no. 2 <sup>(2)</sup>
Alessandro Zehentner <sup>(4)</sup>	Yes <sup>(3)</sup>	Slate no. 1 <sup>(1)</sup>

The slates from which the members of the new Board of Directors were drawn and their biographies are available on Enel's website ([www.enel.com](http://www.enel.com)).

The Shareholders' Meeting confirmed in 80,000 euros gross per year the remuneration for each member of the Board of Directors, in addition to the reimbursement of the expenses incurred in relation to their office, upon presentation of the related supporting documentation.

The Shareholders' Meeting also approved the Long Term Incentive Plan 2023 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 2023 and the compensations paid in 2022, 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 2023, 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,

<sup>(1)</sup> Slate filed by the Shareholder Italian Ministry of Economy and Finance.

<sup>(2)</sup> Slate filed by a group of mutual funds and other institutional investors.

<sup>(3)</sup> The Director declared to hold the independence requirements provided for by both the law (art. 147-ter, paragraph 4 and art. 148, paragraph 3 of the Consolidated Financial Act) and the Recommendation n. 7 of the Italian Corporate Governance Code (January 2020 edition).

<sup>(4)</sup> Member drawn from slate no. 1, which turn out to be the majority slate, having obtained the 49.108864% of the votes expressed by the share capital represented at the Shareholders' Meeting.

<sup>(5)</sup> Member drawn from slate no. 2, which turn out to be the only minority slate from which Directors were drawn, having obtained the 43.497203% of the votes expressed by the share capital represented at the Shareholders' Meeting (compared to 6.944788% of the votes obtained by slate filed by Covalis Capital LLP and Covalis (Gibraltar) Ltd.).



of the General Manager and of the Executives with strategic responsibilities related to the financial year 2022.

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