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Oggetto : Enel launches a sustainability-linked share buyback program serving its Long-term incentive Plan 2023

Testo del comunicato

Vedi allegato.

PRESS RELEASE

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ENEL LAUNCHES A SUSTAINABILITY-LINKED SHARE BUYBACK PROGRAM SERVING ITS LONG-TERM INCENTIVE PLAN 2023

- *The program provides for the purchase of 4.2 million treasury shares, equivalent to approximately 0.041% of Enel's share capital*
- *In line with Enel's commitment to a sustainable development model, the mandate to the intermediary will also provide for a discount on the price at which the Company repurchases the shares from the latter linked to the achievement by the Enel Group of the sustainability objective represented by the "Scope 1" GHG emissions intensity relating to Group Power Generation equal to or less than 130gCO_{2eq}/kWh in 2025*

Rome, October 5th, 2023 – Enel S.p.A. ("Enel" or the "Company") announces that the Board of Directors of the Company, implementing the authorization granted by the Shareholders' Meeting of May 10th, 2023 and in compliance with the relevant terms already disclosed to the market, has approved today the launch of a share buyback program, for a number of shares equal to 4.2 million (the "Program"), equivalent to approximately 0.041% of Enel's share capital.

The Program, the duration of which will run from October 16th, 2023 until no later than January 18th, 2024, is designed to serve the Long-Term Incentive Plan 2023 reserved to the management of Enel and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code ("LTI Plan 2023"), which was also approved by the Shareholders' Meeting on May 10th, 2023.

Taking into account the closing price of Enel's shares on October 4th, 2023 on the Euronext Milan market organized and managed by Borsa Italiana S.p.A., equal to 5.557 euros, the potential disbursement related to the execution of the Program is estimated at approximately 23.3 million euros.

For the purposes of executing the Program, Enel will appoint an authorized intermediary which will make decisions on purchases, also in relation to their timing, in full independence, and in compliance with daily price and volume limits consistent with both the authorization granted by the Shareholders' Meeting of May 10th, 2023 and with the provisions of Article 5 of Regulation (EU) No. 596/2014 on market abuse and Article 3 of Delegated Regulation (EU) No. 2016/1052. In particular, the purchase price of the shares shall not be more than 10% lower or higher than the official price recorded by Enel's shares on the Euronext Milan market in the trading day preceding each individual transaction and, in any case, shall not exceed the higher between the price of the last independent trade and the highest current independent purchase bid on the Euronext Milan market. Furthermore, the daily volume of purchases shall not exceed 25% of the average daily volume of Enel shares traded on the Euronext Milan market in the 20 trading days preceding the date of purchase.

In line with Enel's commitment to a model of sustainable development, the mandate to the intermediary will also provide for a discount on the price at which the Company repurchases the shares from the intermediary linked to the achievement by the Enel Group of the sustainability objective



represented by the “Scope 1” GHG emissions intensity relating to Group Power Generation equal to or less than 130gCO_{2eq}/kWh in 2025.

Purchases will be made on the Euronext Milan market, so as to ensure equal treatment of shareholders, in compliance with Article 144-*bis*, paragraph 1, letter b) of Consob Regulation No.11971/1999, as well as in accordance with the provisions of the aforementioned Regulation (EU) No. 596/2014 on market abuse and Article 3 of Delegated Regulation (EU) No. 2016/1052.

The purchase transactions carried out will be communicated to CONSOB and to the market, in detailed and aggregate form, within the terms and in the manner set out in Article 2 of Delegated Regulation (EU) 2016/1052.

As of today’s date, Enel holds 5,885,106 treasury shares in its portfolio, equal to approximately 0.058% of the share capital, while its subsidiaries do not hold any Enel shares. It should be noted that, in accordance with the resolution adopted today by the Company’s Board of Directors, in addition to the 4.2 million shares to be purchased under the Program, the treasury shares in portfolio already purchased to serve similar Long-Term Incentive Plans, and not used upon the related final assessment of such Plans, will be also used to serve the LTI Plan 2023.

Fine Comunicato n.0116-80

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