



## FULL NOTICE OF CALL ENEL SHAREHOLDERS' MEETING MAY 16, 2019

ENEL - S.p.A.

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

VAT code no. 00934061003

### ***Notice of ordinary Shareholders' Meeting***

An ordinary Shareholders' Meeting is convened, on single call, on May 16, 2019, at 2:00 pm, in Rome, at Centro Congressi Enel, Viale Regina Margherita, no. 125, in order to discuss and resolve on the following

### **AGENDA**

1. Financial statements as of December 31, 2018. 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, 2018 and of the consolidated non-financial statement related to the financial year 2018.
2. Allocation of the annual net income.
3. Authorization for the acquisition and the disposal of own shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 24, 2018. Related resolutions.
4. Appointment of the Board of Statutory Auditors.
5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.
6. Appointment of the External Auditor for the period 2020-2028 and determination of the related fees.

7. Long term incentive Plan 2019 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
8. Remuneration report.

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### **Information on the share capital**

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.

### **Right to attend and vote at the Meeting**

Pursuant to Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Financial Act”) and Article 10.1 of the Corporate Bylaws, the right to attend and vote at the Meeting shall be conditional upon the receipt by the Company of a specific notice by an authorized intermediary based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders’ Meeting (*i.e.* on May 7, 2019). The credit or debit entries made on the accounting records after the said term shall not be taken into account for the purpose of entitling to vote at the Shareholders’ Meeting.

### **Representation at the Meeting**

#### Ordinary proxy

Those who are entitled to vote at the Meeting may appoint a representative according to the applicable laws, by means of a proxy granted in writing or through a document electronically signed pursuant to Legislative Decree no. 82 of March 7, 2005. To this purpose, it may be used the form of proxy available in the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting. The proxy can be delivered to the Company by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome) or by fax to the no. +39 06.83055028 – Ref. “Proxy Vote” – at least two trading days before the date set for the Meeting (*i.e.* by May 14, 2019). Pursuant to Article 11.1 of the Corporate Bylaws, the proxy can be notified to the Company even electronically, up to the beginning of the Meeting, through the specific section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting. The proxy holder may deliver or send to the Company, instead of the

original, a copy of the proxy, also in electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.

*Proxy to the representative appointed by the Company*

The proxy may also be given to Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19, in its capacity as representative appointed by the Company, in accordance with Article 135-*undecies* of the Consolidated Financial Act. To this purpose, it may be used the specific web application for the guided compilation of the proxy form to the representative appointed by the Company, prepared and managed by Computershare S.p.A, which can be reached through the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting. The proxy form to the representative appointed by the Company is also available in printable version. Computershare S.p.A. may receive proxies only in its capacity as representative appointed by the Company.

The proxy to the representative appointed by the Company may contain voting instructions for all or certain items on the agenda and shall be received by the said representative, in original, no later than the end of the second trading day before the Meeting (*i.e.* by the end of May 14, 2019), at the following address: Computershare S.p.A. (Ref. "Proxy for the Shareholders' Meeting Enel S.p.A."), Via Monte Giberto no. 33, 00138 Rome. A copy of the proxy, together with a statement certifying the conformity of the proxy to the original, may be anticipated to the representative appointed by the Company, within the same term, by fax, to no. +39 06.45417450 or by e-mail at [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it). The proxy and the voting instructions may be revoked within the said term and with the modalities indicated above. The proxy shall be effective only for the proposals in relation to which voting instructions have been given. The shares, in relation to which a full or partial proxy is given, are taken into account for the duly constitution of the Meeting. With reference to the proposals in relation to which voting instructions are not given, the relevant shares are not taken into account for the purpose of calculating the majority and the *quorum* required for the approval of the resolutions.

**Right to add items on the agenda and to submit new resolution proposals**

Pursuant to Article 126-*bis* of the Consolidated Financial Act, Shareholders who represent, also on a jointly basis, at least 2.5% of the share capital, may request, in writing, within ten days from the publication of this notice (*i.e.* by April 13, 2019) to add

items on the agenda, indicating, in the related request, the additional proposed items to be discussed, or to submit resolution proposals on items already on the agenda (it being understood that those who are entitled to vote may in any case individually submit resolution proposals during the Meeting). The agenda cannot be integrated with items in relation to which the Meeting resolves, pursuant to the applicable laws, upon proposals of the Directors or on the basis of a project or a report prepared by the Directors, other than those under Article 125-ter, paragraph 1, of the Consolidated Financial Act. The requests to add items on the agenda or to submit resolution proposals may be filed by those Shareholders in relation to which the Company has received a specific communication, certifying their shareholdings, from an authorized intermediary pursuant to the applicable laws. For further information on the right to add items on the agenda and to submit additional resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting.

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

Pursuant to Article 127-ter of the Consolidated Financial Act, those entitled to exercise their voting rights and in relation to which the Company has received a specific communication from an authorized intermediary pursuant to applicable laws, may ask questions on the items on the agenda also before the Meeting. Those who intend to exercise such right shall provide the Company with their questions within the third day before the date set for the Meeting (*i.e.* by May 13, 2019). Questions filed before the Meeting will be answered no later than 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.

#### **Appointment of the Board of Statutory Auditors**

Pursuant to Article 25.1 of the Corporate Bylaws, the Shareholders' Meeting elects the Board of Statutory Auditors, which consists of three regular members, as well as three alternate Statutory Auditors.

All the members of the Board of Statutory Auditors must meet the requirements of integrity and professionalism provided by the Ministry of Justice Decree no. 162 of March 30, 2000, as integrated (for the professionalism requirements only) by the provisions of Article 25.1 of the Corporate Bylaws. With respect to the causes of non-

eligibility and the limits to the maximum number of managing and supervisory offices that members of the Board of Statutory Auditors may hold, laws and regulations in force shall apply. For the purpose of filing slates of candidates, Shareholders are invited to acknowledge also (i) the recommendations on the independence of the members of the Board of Statutory Auditors set forth in the Corporate Governance Code of the listed companies, (ii) the “*Diversity Policy of the Board of Statutory Auditors of Enel S.p.A.*” approved by the Board of Statutory Auditors of Enel S.p.A. on January 29, 2018 (the “Diversity Policy”) and available on the Company’s website ([www.enel.com](http://www.enel.com)) in the page “Bylaws, Rules And Policies” of the section “Investors – Governance”, as well as (iii) the specific “*Guidelines to Shareholders on the composition of the new Board of Statutory Auditors*”, approved by the expiring Board of Statutory Auditors on March 29, 2019 and available on the Company’s website ([www.enel.com](http://www.enel.com)) relating to this Meeting.

Pursuant to Article 25.2 of the Corporate Bylaws, both regular and alternate Statutory Auditors are elected on the basis of the slates filed by the Shareholders who, alone or together with other Shareholders, result to own at least 0.5% of the company’s share capital. The ownership of such shareholding is determined by taking into account the shares that are registered in the name of the Shareholder on the date on which the slates are filed with the Company.

Each Shareholder shall not file, even indirectly through a third person or trust companies, more than one slate. Shareholders which are part of the same group and those who are part of a shareholders’ agreement relating to the shares of the Company shall not file, even indirectly through a third person or trust companies, more than a slate. Each candidate shall be indicated only in one slate, under penalty of ineligibility. The slates shall be divided into two sections, one for the candidates for the office of regular Statutory Auditor and the other one for the candidates for the office of alternate Statutory Auditor; within each section, candidates must be numbered progressively, and their number must not exceed the number of the members to be elected. The first candidate on each slate section must be a registered auditor and have practiced the profession of legal auditor for a period of no less than three years.

According to the applicable laws and the Corporate Bylaws on gender balance, slates which, considering both sections, contain a number of candidates equal to or above three shall also include, both in the first two places of the section of the slate relating

to the regular Statutory Auditors, and in the first two places of the section of the slate relating to the alternate Statutory Auditors, candidates belonging to different genders. Slates of candidates shall be filed by Shareholders at the Company's registered office, no later than twenty-five days before the Meeting; however, considering that such term ends on a non-working day (*i.e.* April 21, 2019), it shall be considered as postponed to the first working day available following such date, *i.e.* April 23, 2019.

The slates shall be filed as follows: *(i)* by hand delivery of the relevant documentation to the offices of Enel S.p.A., Legal and Corporate Affairs, Viale Regina Margherita no. 137 - 00198, Rome, from Monday to Friday, from 9:00 am to 5:00 pm; *(ii)* through the specific section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting; *(iii)* by fax to no. +39 06.83055028 – Ref: "Filing of the Board of Statutory Auditors slates".

The Shareholders who file the slates shall also file a declaration containing the information on their identity and their overall shareholding in the Company's share capital. The communication certifying the ownership of the aforementioned shareholding may also be provided to the Company after the filing of the slates but, in any case, no later than twenty-one days before the date of the Meeting (*i.e.* no later than April 26, 2019, as April 25, 2019 is a non-working day).

The slates should also be accompanied by: *(i)* a declaration of the Shareholders other than those who, also jointly, hold a controlling or relative majority shareholding in the Company, certifying the absence of any relationships of affiliation with such shareholders pursuant to Article 144-*quinquies* of the Issuers' Regulation approved by Consob through Resolution no. 11971 of May 14, 1999 ("Consob Issuers' Regulation"), taking also into account the recommendations made by the same Consob with Communication no. DEM/9017893 of February 26, 2009; and *(ii)* a detailed information on the personal traits and professional qualifications of the candidates as well as a statement by which the candidates certify to meet the requirements provided for by the law and accept their election.

Considering that, pursuant to Article 2400, last paragraph, of the Italian Civil Code, after the election but before the acceptance of the office, all managing and supervising offices held in other companies must be disclosed to the Meeting, and taking also into account the limits to the number of offices that members of the Board of Statutory Auditors may hold in management and supervisory bodies pursuant to Article 148-*bis* of Consolidate Financial Act and Articles 144-*duodecies* and following of Consob

Issuers' Regulation, please provide, together with the slates, the statements of the candidates certifying their compliance with the aforementioned limits as well as the *curricula vitae* disclosing the managing or supervising offices held in other companies, with the recommendation of ensuring their update until the date of the Meeting.

It should be noted that if – at the deadline of the above-mentioned term for filing the slates (*i.e.* April 23, 2019) – only one slate has been filed or if only slates by Shareholders which are in relationship among them pursuant to the aforementioned Article 144-*quinquies* of the Issuers' Regulation have been filed, the term to file slates, pursuant to Article 144-*sexies*, paragraph 5, of Consob Issuers' Regulation will be postponed up to the third day following such date and, precisely, up to 5:00 pm of April 26, 2019. Meeting this specific time deadline is required to allow the Company to make public the slates filed by the Shareholders within the term set forth in Article 144-*octies* of Consob Issuers' Regulation, that also expires on April 26, 2019. It should be also noted that, in such case, the threshold provided for filing the slates shall be reduced by half, thus being equal to the 0.25% of the share capital.

It is also reminded that, according to applicable laws and to the Corporate Bylaws, the chairmanship of the Board of Statutory Auditors will fall to the Statutory Auditor drawn from the minority slates.

For further information on the appointment of the Board of Statutory Auditors, please see the explanatory report of the Board of Directors on the relevant item on the agenda.

## **Documentation**

The documentation relating to the Meeting – including the explanatory reports on the items on the agenda and the relevant resolution proposals, as well as the annual financial report and the consolidated non-financial statement pursuant to Legislative Decree no. 254/2016 – will be made available to the public, in accordance with the terms provided for under applicable laws, at the Company's registered office, in the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting and at the officially appointed mechanism for the central storage of regulated information denominated "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)). The Shareholders and, if different, those entitled to attend the Meeting, shall have the right to obtain a copy. Detailed information on the terms and modalities for the publication of the documents relating to the Meeting is available in the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting.

## **Other information**

In order to facilitate the verification of their right to attend the Meeting, those who are entitled to vote may provide the Company with the documentation evidencing such right by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome) or by fax at no. +39 06.83055028, Ref. “Right to attend the Meeting”, at least two trading days before the date of the Meeting (*i.e.* by May 14, 2019).

Experts, financial analysts, journalists and other individuals who intend to attend at the Meeting must submit their request to the Company by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome) or by fax at no. +39 06.83055028, Ref. “Request to attend the Meeting”, at least two trading days before the date of the Meeting (*i.e.* by May 14, 2019).

The attendance at this Meeting by electronic means is not allowed.

Those entitled to intervene at the Meeting are invited to arrive before the time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 12 noon.

A Meeting assistance service is available for further information at the following numbers: telephone no. +39 06.45417413 - fax no. +39 06.45417450.

For further information, please refer to the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting.

The Chairman of the Board of Directors  
Patrizia Grieco