



EXTRACT OF THE NOTICE OF CALL SHAREHOLDERS' MEETING OF ENEL MAY 14, 2020

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

Extract of the notice of ordinary Shareholders' Meeting

An ordinary Shareholders' Meeting is convened, on single call, on May 14, 2020, at 2:00 pm, in Rome, Via Ombrone no. 2, in order to discuss and resolve on the following

AGENDA

1. Financial statements as of December 31, 2019. 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, 2019 and of the consolidated non-financial statement related to the financial year 2019.
2. Allocation of the annual net income.
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 16, 2019. Related resolutions.
4. Determination of the number of the members of the Board of Directors.
5. Determination of the term of the Board of Directors.
6. Election of the members of the Board of Directors.
7. Election of the Chairman of the Board of Directors.

8. Determination of the remuneration of the members of the Board of Directors.
9. Long term incentive Plan 2020 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
10. Report on the remuneration policy and compensations paid:
 - 10.1 First section: remuneration policy (binding resolution);
 - 10.2 Second section: compensations paid (non-binding resolution).

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COVID-19 emergency – Participation in the Shareholders’ Meeting

Considering the current health emergency related to COVID-19 and taking into account law and regulatory provisions enacted for the containment of the contagion, those entitled to attend and vote at the Shareholders’ Meeting shall be entitled to participate in the latter **exclusively through the representative appointed by the Company** pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24, 1998 (*i.e.* through Computershare S.p.A., the “**Exclusive Proxy**”), according to the modalities set forth in the full notice of call available on the Company’s website (www.enel.com).

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Information concerning:

- the share capital;
- the right to attend at the Meeting exclusively through the Exclusive Proxy Computershare S.p.A. (record date May 5, 2020);
- how to grant proxies/sub-proxies to the Exclusive Proxy Computershare S.p.A. and to vote through the latter;
- the supplementation of the agenda and the submission of resolution proposals on the items already on the agenda on the part of Shareholders holding at least 2.5% of the share capital, pursuant to Article 126-*bis*, paragraph 1, first period, of Legislative Decree no. 58 of February 24, 1998 (within April 14, 2020);

- the submission of resolution proposals on the part of those entitled to vote, pursuant to Article 126-*bis*, paragraph 1, third period, of Legislative Decree no. 58 of February 24, 1998 (within April 29, 2020);
- the right to ask questions before the Meeting (within May 5, 2020);
- the election of the Board of Directors;
- the report on the remuneration policy and compensations paid; and
- the organizational aspects of the Meeting,

is set forth in the full notice of the Shareholders' Meeting published in the section of the Company's website (www.enel.com) reserved to this Meeting, to which reference is made.

With reference to the election of the Board of Directors, it should be noted that: (a) the slates may be filed by the Shareholders who, alone or together with other Shareholders, own at least 0.5% of the Company's share capital; (b) the slates shall be filed by Shareholders with the modalities set forth in the full notice of the Shareholders' Meeting, within twenty-five days before the date of the Meeting; however, considering that such term ends on a non-working day (*i.e.* April 19, 2020), the deadline is postponed to the day after, *i.e.* April 20, 2020.

The documentation relating to the Meeting, including the explanatory reports and the resolution proposals on the items of the agenda 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) reserved to this Meeting, as well as at the officially authorized mechanism for the central storage of regulated information enominated "eMarket Storage" (www.emarketstorage.com).

The Chairman of the Board of Directors
Patrizia Grieco