



## EXTRACT OF THE NOTICE OF CALL SHAREHOLDERS' MEETING OF ENEL MAY 20, 2021

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. 15844561009

### ***Extract of the notice of ordinary***

#### ***Shareholders' Meeting***

An ordinary Shareholders' Meeting is convened, on single call, on May 20, 2021, at 2:00 pm, in Rome, Via Pietro de Coubertin no. 30, in order to discuss and resolve on the following

#### **AGENDA**

1. Financial statements as of December 31, 2020. 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, 2020 and of the consolidated non-financial statement related to the financial year 2020.
2. Allocation of the annual net income and distribution of available reserves.
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 14, 2020. Related resolutions.
4. Long term incentive Plan 2021 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
5. Report on the remuneration policy and compensations paid:
  - 5.1 First section: report on the remuneration policy for 2021 (binding resolution);

5.2 Second section: report on the compensations paid in 2020 (non-binding resolution).

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### **COVID-19 emergency – Participation in the Shareholders’ Meeting**

Considering the still ongoing health emergency related to COVID-19 pandemic 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](http://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 11, 2021);
- 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 26, 2021);
- 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 May 5, 2021);
- the right to ask questions before the Meeting (within May 11, 2021);
- 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](http://www.enel.com)) reserved to this Meeting, to which reference is made.

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](http://www.enel.com)) reserved to this Meeting, as well as at the officially authorized mechanism for the central storage of regulated information denominated "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

The Chair of the Board of Directors  
Michele Crisostomo