



## FULL NOTICE OF CALL ENEL SHAREHOLDERS' MEETING 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

### ***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 pursuant to Law Decree no. 18 of March 17, 2020**

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, the Company decided to use the option set forth under Article 106, paragraph 4, of Law Decree no. 18 of March 17, 2020, converted with amendments by Law no. 27 of April 24, 2020 (as lastly amended by Law Decree no. 183 of December 31, 2020, converted with amendments by Law no. 21 of February 26, 2021), providing that 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 (the “Consolidated Financial Act”) – *i.e.* through Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19 (the “**Exclusive Proxy**”) – as specified below in the paragraph named “Representation at the Meeting”.

Having said that those entitled to vote shall be entitled to attend the Meeting **exclusively** through the Exclusive Proxy, it should be noted that Directors, Statutory Auditors, the secretary of the Meeting (if any), the notary, the Exclusive Proxy itself and other persons whose participation in the Meeting is required may also attend by means of electronic participation that ensure their identification; in any case, it shall not be required for the chair, the secretary and the notary to be in the same place.

### **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. As of the same date, the Company holds no. 3,269,152 treasury shares, equal to approximately 0.032% of the share capital; therefore no. 10,163,410,794 ordinary shares, excluding said treasury shares, have voting rights.

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

Pursuant to Article 83-*sexies* of the Consolidated Financial Act and Article 10.1 of the Corporate Bylaws, the right to attend and vote at the Meeting – **exclusively through the Exclusive Proxy** – 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 11, 2021). The credit or debit registrations 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**

Pursuant to Article 106, paragraph 4, of the aforementioned Law Decree no. 18 of March 17, 2020, **participation in the Shareholders' Meeting is allowed exclusively by giving a specific proxy to the Exclusive Proxy Computershare S.p.A.**, alternatively in accordance with (i) Article 135-*novies* of the Consolidated Financial Act, using the “form of ordinary proxy/sub-proxy”, or (ii) Article 135-*undecies* of the Consolidated Financial Act, using the “form of proxy to the representative appointed by the Company”, as described below.

Please note that electronic vote and/or vote by mail shall not be allowed.

(i) *Proxy and/or sub-proxy pursuant to Article 135-novies of the Consolidated Financial Act (“ordinary proxy and/or sub-proxy”)*

Those who are entitled to vote at the Meeting may appoint a representative according to the applicable laws, by giving a proxy and/or a sub-proxy to the Exclusive Proxy Computershare S.p.A. pursuant to Article 135-*novies* of the Consolidated Financial Act; the proxy and/or sub-proxy shall be granted in writing or through a document electronically signed pursuant to Legislative Decree no. 82 of March 7, 2005. To this end, it may be used the “form of ordinary proxy/sub-proxy” available in the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting.

The proxy and/or sub-proxy to the Exclusive Proxy Computershare S.p.A. may contain voting instructions on all or certain proposals on the items on the agenda, it being understood that the Exclusive Proxy will not cast any vote at the Shareholders' Meeting in relation to those proposals for which no specific voting instructions have been given. The proxy and/or sub-proxy must be delivered to the Exclusive Proxy Computershare S.p.A. (Ref. “Ordinary Proxy for the Shareholders' Meeting Enel S.p.A.”), together with

an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory, by the following means:

- for holders of advanced, qualified or digital electronic signature (AdES): by sending the proxy/sub-proxy signed with Advanced Electronic Signature by certified e-mail or by ordinary e-mail to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it);
- for holders of certified e-mail (CEM): by sending a copy electronically reproduced (PDF format) of the proxy/sub-proxy to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it);
- for holders of ordinary e-mail: by sending a copy electronically reproduced (PDF format) of the proxy/sub-proxy to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it);
- by sending a copy of the proxy/sub-proxy by fax to no. +39 06.45417450.

Pursuant to Article 11.1 of the Corporate Bylaws, the proxy and/or sub-proxy can be notified to the Company even electronically through the specific section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting, together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory.

If the Exclusive Proxy is given a sub-proxy, the sub-delegating proxy must also send to the Exclusive Proxy, with the above-mentioned modalities, a copy of the proxy received by the person entitled to vote and the declaration by which the same sub-delegating proxy certifies that the copy of the proxy corresponds to the original, as well as the identity of the person giving the proxy; for this purpose, it may be used the specific form available in the section of the Company's website ([www.enel.com](http://www.enel.com)) reserved to this Meeting.

If not already provided through a document signed with AdES and sent by CEM, the original of the proxy/sub-proxy and of the voting instructions – together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory – shall be sent to the Exclusive Proxy Computershare S.p.A., Via Monte Giberto no. 33, 00138 Rome. In order to allow the Company and the Exclusive Proxy Computershare S.p.A. to receive and verify the proxies and/or sub-proxies in advance before the beginning of the Meeting, **entitled persons are recommended to provide their proxies and/or sub-proxies within 2:00 pm of May 19, 2021.**

The proxy and/or sub-proxy and/or the relevant voting instructions may be revoked until the beginning of the Meeting by sending an e-mail to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it).

(ii) Proxy pursuant to Article 135-undecies of the Consolidated Financial Act (“proxy to the representative appointed by the Company”)

The proxy may also be given to the Exclusive Proxy Computershare S.p.A., in its capacity as representative appointed by the Company pursuant to Article 135-undecies of the Consolidated Financial Act.

The proxy to the representative appointed by the Company may contain voting instructions for all or certain items on the agenda and must be given by the end of the second trading day before the Meeting (*i.e.* by the end of May 18, 2021)

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 form of the proxy to the representative appointed by the Company is also available in the same section of the Company’s website in printable version.

The proxy to the representative appointed by the Company may also be delivered to the Exclusive Proxy Computershare S.p.A. (Ref. “Proxy to the representative appointed by the Company for the Shareholders’ Meeting Enel S.p.A.”), together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory, by the following means:

- for holders of advanced, qualified or digital electronic signature (AdES): by sending the proxy signed with Advanced Electronic Signature by certified e-mail or by ordinary e-mail to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it);
- for holders of certified e-mail (CEM): by sending a copy electronically reproduced (PDF format) of the proxy to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it);
- for holders of ordinary e-mail: by sending a copy electronically reproduced (PDF format) of the proxy to [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it);
- by sending a copy of the proxy by fax to no. +39 06.45417450.

If not already provided through the specific web application or through a document signed with AdES and sent by CEM, the original of the proxy and of the voting instructions – together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory – shall be sent to the Exclusive Proxy Computershare S.p.A., Via Monte Giberto no. 33, 00138 Rome.

The proxy and the voting instructions may be revoked within the said term (May 18, 2021) and with the modalities indicated above.

The proxy to Computershare S.p.A in its capacity as representative appointed by the Company 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 considered 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 considered for the purpose of calculating the majority and the *quorum* required for the approval of the resolutions.

**Supplementation of the agenda and submission of resolution proposals on the part of Shareholders holding at least 2.5% of the share capital (pursuant to Article 126-*bis*, paragraph 1, first period of the Consolidated Financial Act)**

Pursuant to Article 126-*bis*, paragraph 1, first period, 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 26, 2021) to supplement 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. The agenda cannot be supplemented with items in relation to which the Meeting resolves, pursuant to the applicable laws, upon proposal 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 supplement the agenda or to submit resolution proposals may be filed by those Shareholders in relation to which the Company has received a specific notice, certifying their shareholdings, from an authorized intermediary pursuant to the applicable laws. For further information on the right to supplement 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.

**Submission of resolution proposals on the part of those entitled to vote (pursuant to Article 126-*bis*, paragraph 1, third period of the Consolidated Financial Act)**

Considering that participation in the Shareholders' Meeting is allowed exclusively through the Exclusive Proxy Computershare S.p.A., in relation to this Meeting it is envisaged that those entitled to vote may individually submit to the Company resolution proposals on items on the agenda – pursuant to Article 126-*bis*, paragraph 1, third

period, of the Consolidated Financial Act – by May 5, 2021, with the modalities set out in the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting. Proposals must be drafted in a clear and complete manner.

Such resolution proposals will be published by the Company, in the aforesaid section of the website, by May 10, 2021, so that those entitled to vote can take them into account in order to give their proxies and/or sub-proxies, with relevant voting instructions, to the Exclusive Proxy Computershare S.p.A.

For the purposes of their publication, as well as for the holding of the Meeting, please note that the Company may verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable laws and regulations and the entitlement of the proposers.

### **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 notice from an authorized intermediary pursuant to applicable laws, may ask questions on the items on the agenda before the Meeting. Those who intend to exercise such right shall provide the Company with their questions within the seventh trading day before the date set for the Meeting (*i.e.* no later than May 11, 2021). The Company does not ensure answers to questions received after such term. Questions filed within the aforementioned term will be answered, through publication in the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting, by May 18, 2021. 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.

### **Report on the remuneration policy and compensations paid**

With regard to the report on the remuneration policy and compensations paid, referred to in the fifth item on the agenda, it is reminded that, pursuant to Article 123-*ter* of the Consolidated Financial Act – as amended by Legislative Decree no. 49 of May 10, 2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 (so-called “Shareholder rights directive II”), amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement – the Shareholders’ Meeting is called:



- to resolve with a binding resolution on the first section of the report, which describes the Company’s policy 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 for 2021, as well as the procedures used for the adoption and implementation of such policy; and
- to resolve with a non-binding resolution on the second section of the report, which describes the compensations of the members of the Board of Directors and of the Board of Statutory Auditors, of the General Manager and of the Executives with strategic responsibilities (for the latter, in aggregate form) related to the financial year 2020.

### **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 authorized mechanism for the central storage of regulated information denominated “eMarket Storage” ([www.emarketstorage.com](http://www.emarketstorage.com)). 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**

For further information relating to this Meeting, as well as for any information or clarification regarding how to grant proxies/sub-proxies to the Exclusive Proxy Computershare S.p.A., please contact the service available at the following numbers: telephone no. +39 06.45417401 - 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.

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The Company may supplement and/or modify the content of this notice in the event that, before the holding of the Meeting, the provisions set forth by Article 106 of the aforementioned Law Decree no. 18 of March 17, 2020 are amended or further provisions are issued on the part of the competent Authorities due to the still ongoing health emergency. Amendments and/or supplements (if any) will be promptly disclosed with the same modalities as for the publication of this notice.

The Chair of the Board of Directors  
Michele Crisostomo