



**Summary of the meeting resolutions and vote results on the items on the
agenda of the ordinary Shareholders' Meeting of Enel S.p.A.
of May 20, 2021**

The ordinary Shareholders' Meeting of Enel S.p.A. was held on May 20, 2021, on single call, at 2:00 p.m., in Rome, Via Pietro de Coubertin no. 30. 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, pursuant to 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), participation of those entitled to attend and vote in the Shareholders' Meeting took place exclusively through the representative appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24, 1998. At the beginning of the Meeting no. 4,439 shareholders were present by proxy, for a total of no. 6,622,039,714 ordinary shares (equal to 65.134732% of Enel's share capital).

The Shareholders' Meeting adopted the following resolutions.

1. Upon proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements of Enel S.p.A. for the year ended on December 31, 2020, having acknowledged the results of the consolidated financial statements of Enel Group together with the consolidated non-financial statement, both referred to the financial year 2020.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of no. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,598,288,073	99.641349
Votes against	9,903,419	0.149552
Abstentions	13,846,586	0.209099
Not voting	0	0
Total	6,622,038,078	100.000000

2. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved:
- (i) to earmark the net income of Enel S.p.A. for the year 2020, amounting to Euro 2,325,960,527.21, as follows:
- for distribution to Shareholders:
 - Euro 0.175 for each of the 10,163,410,794 ordinary shares in circulation on the ex-dividend date (considering the 3,269,152 treasury shares held by the Company at the "record date" indicated under this specific bullet point), to cover the interim dividend payable from January 20, 2021, with the ex-dividend date of coupon no. 33 having fallen on January 18, 2021 and the "record date" (*i.e.* the date of the title to the payment of the dividend) falling on January 19, 2021, for an overall amount of Euro 1,778,596,888.95;
 - Euro 0.053 for each of the 10,166,679,946 ordinary shares in circulation on July 19, 2021 (*i.e.* on the ex-dividend date), net of the treasury shares that will be held by Enel S.p.A. at the "record date" indicated under point (iii) below, as the balance of the dividend, for an overall maximum amount of Euro 538,834,037.14;
 - for the reserve named "retained earnings" the remaining part of the net income, for an overall minimum amount of Euro 8,529,601.12, which might increase consistently with the balance of the dividend

not paid due to the number of treasury shares that will be held by Enel S.p.A. at the “record date” indicated under point (iii) below;

- (ii) to earmark for the distribution to Shareholders, still as the balance of the dividend, also a part of the available reserve named “retained earnings” allocated in the financial statements of Enel S.p.A. (amounting as of December 31, 2020 to a total of approximately Euro 6,346 million), for an amount of Euro 0.130 for each of the 10,166,679,946 ordinary shares in circulation on July 19, 2021 (*i.e.* on the scheduled ex-dividend date), net of the treasury shares that will be held by Enel S.p.A. at the “record date” indicated under point (iii) below, for an overall maximum amount equal to Euro 1,321,668,392.98;
- (iii) to pay, before withholding tax, if any, the balance of the dividend of Euro 0.183 per ordinary share (of which Euro 0.053 as distribution of part of the remaining 2020 net income and Euro 0.130 as partial distribution of the available reserve named “retained earnings”) – net of the treasury shares that will be held by Enel S.p.A. at the “record date” indicated here below – as from July 21, 2021, with the ex-dividend date of coupon no. 34 falling on July 19, 2021 and the “record date” (*i.e.* the date of the title to the payment of the dividend) falling on July 20, 2021.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of no. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,563,124,743	99.110344
Votes against	58,821,884	0.888275
Abstentions	91,451	0.001381
Not voting	0	0
Total	6,622,038,078	100.000000

- 3. With respect to 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, upon proposal of the Board of Directors, the Shareholders' Meeting resolved:

- (i) to revoke the resolution concerning the authorization for the acquisition and the disposal of treasury shares approved by the ordinary Shareholders' meeting held on May 14, 2020;
- (ii) to authorize the Board of Directors – pursuant to Article 2357 of the Italian Civil Code – to purchase shares of the Company, in one or more instalments and for a period of eighteen months starting from the date of the Shareholders' Meeting resolution, for the purposes provided for by the explanatory report of the Board of Directors relating to this item on the agenda of the Shareholders' Meeting (the “Explanatory Report”), according to the terms and conditions specified below:
 - the maximum number of shares to be purchased is equal to 500 million ordinary shares of the Company, representing approximately 4.92% of the share capital of Enel S.p.A., which is currently divided into no. 10,166,679,946 ordinary shares with a nominal value of one Euro each, up to a maximum amount of Euro 2 billion; the acquisitions shall be made within the limits of distributable net income and of the available reserves, as per the most recent duly approved financial statements;
 - the acquisitions shall be made at a price which shall be determined from time to time, taking into account the specific modality selected to carry out the transaction and in compliance with the relevant applicable laws and, where applicable, with the accepted market practices in force from time to time, provided that in any case such price shall not be over 10% lower or higher than the reference price recorded by Enel S.p.A. stock on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction;
 - the acquisitions shall be carried out ensuring the equal treatment among Shareholders and according to the modalities provided for by the relevant applicable laws and, where applicable, by the accepted market practices in force from time to time, as recalled in the Explanatory Report relating to this item on the agenda, it being

understood that in any case the purchases shall not be executed by granting Shareholders with put-option rights in relation to the number of shares they hold, nor by the systematic internalisation activity through non-discriminatory modalities which provide for an automatic and non-discretionary implementation of the transactions on the basis of pre-set criteria;

(iii) to authorize the Board of Directors – pursuant to Article 2357-*ter* of the Italian Civil Code – to dispose, in one or more instalments, for an unlimited period of time, of all or part of the treasury shares held in portfolio, also before having reached the maximum amount of shares that can be purchased, as well as, as the case may be, to buy-back the shares, provided that the treasury shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization referred to in point (ii) above, without prejudice to what provided by the Explanatory Report in this respect. The acts of disposal and/or use of the treasury shares in portfolio shall be carried out for the purposes provided for by the said Explanatory Report, according to the terms and conditions specified below:

- the sale or any other disposal of treasury shares in portfolio shall be carried out with the modalities deemed the most appropriate and compliant with the interest of the Company and, in any case, in accordance with the relevant applicable laws and, where applicable, with the accepted market practices in force from time to time;
- the sale or any other disposal of treasury shares in portfolio shall take place in accordance with the terms and conditions determined from time to time by the Board of Directors, in compliance with the purposes and criteria as per this authorization, and in any case according to the limits (if any) provided for by the relevant applicable laws and, where applicable, by the accepted market practices in force from time to time;
- the treasury shares acquired in relation to the 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 (subject to the approval of this Shareholders' Meeting as the fourth item on

the agenda) and/or other equity incentive plans, if any, for Directors and/or employees of Enel S.p.A. and/or of its subsidiaries and/or affiliates shall be granted in accordance with the modalities and terms provided for by the regulations of the same plans;

- (iv) to grant the Board of Directors – and, on its behalf, the Chair and the Chief Executive Officer, on a several basis and with the right to sub-delegate – with any power needed in order to implement the resolutions as per the points above, carrying out all the activities that may be necessary, advisable, instrumental and/or related to the successful outcome of the same resolutions, as well as to provide the market with the due disclosure in compliance with the relevant applicable laws and, where applicable, with the accepted market practices in force from time to time.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of no. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,425,133,970	97.026533
Votes against	109,034,567	1.646541
Abstentions	87,869,541	1.326926
Not voting	0	0
Total	6,622,038,078	100.000000

4. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to approve the long term incentive Plan 2021 reserved to the management of Enel S.p.A. and/or its subsidiaries pursuant to Article 2359 of the Italian Civil Code, whose features are described in the relevant information document prepared pursuant to Article 84-*bis*, paragraph 1, of the Issuers' Regulation adopted by Consob with resolution No. 11971 of May 14, 1999, and to grant the Board of Directors, with the faculty to sub-delegate, all powers necessary for the actual implementation of the aforesaid Plan.

The voting occurred in presence of no. 4,437 shareholders by proxy, for a total of no. 6,622,038,078 ordinary shares (equal to 65.134716% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,537,186,066	98.718642
Votes against	77,847,134	1.175577
Abstentions	7,004,878	0.105781
Not voting	0	0
Total	6,622,038,078	100.000000

5. With reference to the “Report on the remuneration policy for 2021 and compensations paid in 2020” of Enel S.p.A., upon proposal of the Board of Directors, with two separate and distinct votes, the Shareholders' Meeting approved:

5.1 with a binding resolution, the first section of the aforementioned Report, drawn up by the Company's Board of Directors pursuant to Article 123-ter, paragraph 3, of Legislative Decree no. 58 of February 24, 1998 and containing the description of the Company's policy for 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 the financial year 2021, as well as the procedures used for the adoption and implementation of such policy.

The voting occurred in presence of no. 4,439 shareholders by proxy, for a total of no. 6,622,039,714 ordinary shares (equal to 65.134732% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,331,583,230	95.613791
Votes against	260,276,916	3.930464
Abstentions	30,179,568	0.455744
Not voting	0	0
Total	6,622,039,714	100.000000

5.2 with a non-binding resolution, the second section of the aforementioned Report, drawn up by the Company's Board of Directors pursuant to Article 123-ter, paragraph 4, of Legislative Decree no. 58 of February 24, 1998 and containing the description of the compensations of the members of the Board of Directors and the Board of Statutory Auditors, of the General Manager and the Executives with strategic responsibilities (for the latter, in aggregate form) related to the financial year 2020.

The voting occurred in presence of no. 4,439 shareholders by proxy, for a total of no. 6,622,039,714 ordinary shares (equal to 65.134732% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,362,847,588	96.085917
Votes against	194,814,092	2.941905
Abstentions	64,378,034	0.972178
Not voting	0	0
Total	6,622,039,714	100.000000