



## EXTRACT OF THE NOTICE OF CALL SHAREHOLDERS' MEETING OF ENEL MAY 19, 2022

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 19, 2022, 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, 2021. 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, 2021 and of the consolidated non-financial statement related to the financial year 2021.
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 20, 2021. Related resolutions.
4. Election of the Board of Statutory Auditors.
5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.

6. Long term incentive Plan 2022 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
7. Report on the remuneration policy and compensations paid:
  - 7.1 First section: report on the remuneration policy for 2022 (binding resolution);
  - 7.2 Second section: report on the compensations paid in 2021 (non-binding resolution).

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

In view of the uncertain developments of the COVID-19 pandemic and considering therefore the ongoing need to minimize travels and risks associated with on-site participation, **those entitled to attend and vote at the Shareholders’ Meeting shall 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 and vote at the Meeting exclusively through the Exclusive Proxy Computershare S.p.A. (record date May 10, 2022);
- 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 19, 2022);

- 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 4, 2022);
- the right to ask questions before the Meeting (within May 10, 2022);
- the election of the Board of Statutory Auditors;
- 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.

With reference to the election of the Board of Statutory Auditors, it should be noted that: (a) the slates may be filed by Shareholders who, alone or together with other Shareholders, own at least 0.5% of the share capital; (b) the slates shall be filed, with the modalities set forth in the full notice of call, no later than twenty-five days before the day of the Meeting; however, considering that such term ends on a non-working day (*i.e.* April 24, 2022), it shall be considered as postponed to the first working day available following such date, *i.e.* April 26, 2022.

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, 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