



**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 19, 2022**

The ordinary Shareholders' Meeting of Enel S.p.A. was held on May 19, 2022, on single call, at 2:00 p.m., in Rome, Via Pietro de Coubertin no. 30. Considering the uncertain developments of the COVID-19 pandemic and thus taking into account the ongoing need to minimize travels and risks associated with on-site participation, 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. 228 of December 30th, 2021, converted with amendments by Law no. 15 of February 25th, 2022) and, therefore, 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. 4,344 shareholders were present by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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, 2021, 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 2021.

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,809,148,039 | 99.456148 |
| Votes against | 1,894,833 | 0.027676 |
| Abstentions | 20,503,223 | 0.299475 |
| Not voting | 14,836,115 | 0.216700 |
| Total | 6,846,382,210 | 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 2021, amounting to Euro 4,762,482,257.12, as follows:

- for distribution to Shareholders:
 - Euro 0.19 for each of the 10,161,790,794 ordinary shares in circulation on the ex-dividend date (considering the 4,889,152 treasury shares held by the Company at the "record date" indicated under this specific bullet point), to cover the interim dividend payable from January 26, 2022, with the ex-dividend date of coupon no. 35 having fallen on January 24, 2022 and the "record date" (*i.e.*, the date of the title to the payment of the dividend) falling on January 25, 2022, for an overall amount of Euro 1,930,740,250.86;
 - Euro 0.19 for each of the 10,166,679,946 ordinary shares in circulation on July 18, 2022 (*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 (ii) below, as the balance of the dividend, for an overall maximum amount of Euro 1,931,669,189.74;
- for the reserve named "retained earnings" an overall amount of Euro 70,554,748.57, to cover the amounts paid in 2021, at the maturity of the respective coupons, to the holders of the non-convertible subordinated hybrid bonds with a so-called "perpetual" duration issued by Enel S.p.A.;

- for the same reserve named “retained earnings” the remaining part of the net income, for an overall minimum amount of Euro 829,518,067.95, 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 (ii) below;
- (ii) to pay, before withholding tax, if any, the balance of the dividend of Euro 0.19 per ordinary share – net of the treasury shares that will be held by Enel S.p.A. at the “record date” indicated here below – as from July 20, 2022, with the ex-dividend date of coupon no. 36 falling on July 18, 2022 and the “record date” (*i.e.*, the date of the title to the payment of the dividend) falling on July 19, 2022.

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,704,621,110 | 97.929401 |
| Votes against | 126,457,326 | 1.847068 |
| Abstentions | 467,659 | 0.006831 |
| Not voting | 14,836,115 | 0.216700 |
| Total | 6,846,382,210 | 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 20, 2021, 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 20, 2021, without prejudice to the effects of the latter in relation to the acts performed and/or related and consequential thereto;
 - (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 outlay 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 official price recorded by Enel S.p.A. stock on the *Euronext Milan* market (formerly, *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 internalization 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 2022 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 sixth 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. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,766,131,731 | 98.827841 |
| Votes against | 54,959,202 | 0.802748 |
| Abstentions | 6,721,162 | 0.098171 |
| Not voting | 18,570,115 | 0.271240 |
| Total | 6,846,382,210 | 100.000000 |

4. With reference to the election of the Board of Statutory Auditors:

4.1 the following slates of candidates were filed by the Company's Shareholders and submitted to the vote of the Shareholders' Meeting:

Slate no. 1: filed by shareholder Ministry of Economy and Finance, holding around 23.585% of Enel S.p.A.'s share capital, which was submitted to the vote according to the following composition (taking into account the withdrawal of Lorenzo Pozza - proposed as first candidate of this slate for the office of Regular Statutory Auditor - of his candidacy, communicated to the Company on May 9, 2022):

Regular Statutory Auditors:

1) Maura Campra;

Alternate Statutory Auditors:

1) Tiziano Onesti;

2) Carolyn A. Dittmeier.

Slate no. 2: filed by a group of 18 asset management companies and other institutional investors ⁽¹⁾, which together own approximately 1.321% of Enel S.p.A.'s share capital, composed of the following candidates, listed in each section:

Regular Statutory Auditors:

1) Barbara Tadolini;

Alternate Statutory Auditors:

1) Piera Vitali.

The voting occurred in presence of no. 4,343 shareholders by proxy, for a total of no. 6,793,965,210 ordinary shares (equal to 66.825800% 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 Slate no.1 | 6,261,596,515 | 92.164094 |
| Votes for Slate no. 2 | 507,435,072 | 7.468909 |
| Votes against | 94,023 | 0.001384 |
| Abstentions | 24,226,588 | 0.356590 |
| Not voting | 613,012 | 0.009023 |
| Total | 6,793,965,210 | 100.000000 |

4.2 following the completion of the slate vote, the candidacy of Luigi Borrè as Regular Statutory Auditor, presented by the shareholder Ministry of Economy and Finance on 9 May 2022, was submitted to the vote according to the legal majorities (considering that, following the aforementioned Lorenzo Pozza's withdrawal of his candidacy as Regular Statutory Auditor, the total number of candidates indicated in the two lists submitted was not sufficient to ensure the achievement of the number of Regular Statutory Auditors to be elected pursuant to the Company's by-laws).

(1) These investors are: Aberdeen Standard Investments; Amundi Asset Management SGR S.p.A.; Anima SGR S.p.A.; Arca Fondi SGR S.p.A.; BancoPosta Fondi S.p.A. SGR; Epsilon SGR S.p.A.; Eurizon Capital S.A.; Eurizon Capital SGR S.p.A.; Fidelity Funds; Fideuram Asset Management Ireland; Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A.; Interfund Sicav; Fondo Pensione BCC/CRA; Kairos Partners SGR S.p.A.; Legal & General Assurance (Pensions Management) Limited; MediobancaSGR S.p.A.; Mediobanca Sicav; Mediolanum Gestione Fondi SGR S.p.A.

The voting occurred in presence of no. 6 shareholders by proxy, for a total of no. 2,398,465,938 ordinary shares (equal to 23.591437% 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 | 2,397,861,270 | 99.974789 |
| Votes against | 590 | 0.000025 |
| Abstentions | 25,500 | 0.001063 |
| Not voting | 578,578 | 0.024123 |
| Total | 2,398,465,938 | 100.000000 |

As result of the votes referred to under points 4.1) and 4.2) above, the Shareholders' Meeting appointed the following members of the new Board of Statutory Auditors, which will expire in concurrence with the approval of Enel S.p.A.'s financial statements for the year ended on December 31, 2024:

- Barbara Tadolini – Chair;
- Maura Campa – Regular Statutory Auditor;
- Luigi Borrè – Regular Statutory Auditor;
- Tiziano Onesti – Alternate Statutory Auditor;
- Carolyn A. Dittmeier – Alternate Statutory Auditor;
- Piera Vitali – Alternate Statutory Auditor.

5. Upon proposal of the shareholder Ministry of Economy and Finance, the Shareholders' Meeting confirmed a remuneration of 85,000 euros gross per year for the Chair and of 75,000 euros gross per year for each of the other Regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office.

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,792,667,899 | 99.215435 |
| Votes against | 34,104,435 | 0.498138 |
| Abstentions | 5,384,564 | 0.078648 |
| Not voting | 14,225,312 | 0.207779 |
| Total | 6,846,382,210 | 100.000000 |

6. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to approve the long term incentive Plan 2022 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. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,546,881,282 | 95.625413 |
| Votes against | 233,487,836 | 3.410383 |
| Abstentions | 47,442,977 | 0.692964 |
| Not voting | 18,570,115 | 0.271240 |
| Total | 6,846,382,210 | 100.000000 |

7. With reference to the "Report on the remuneration policy for 2022 and compensations paid in 2021" of Enel S.p.A., upon proposal of the Board of Directors, with two separate and distinct votes, the Shareholders' Meeting approved:

7.1 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 2022, as well as the procedures used for the adoption and implementation of such policy.

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,567,324,918 | 95.924018 |
| Votes against | 230,302,058 | 3.363850 |
| Abstentions | 33,919,119 | 0.495431 |
| Not voting | 14,836,115 | 0.216700 |
| Total | 6,846,382,210 | 100.000000 |

7.2 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 2021.

The voting occurred in presence of no. 4,344 shareholders by proxy, for a total of no. 6,846,382,210 ordinary shares (equal to 67.341376% 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 | 6,671,515,853 | 97.445858 |
| Votes against | 151,996,320 | 2.220097 |
| Abstentions | 8,033,922 | 0.117346 |
| Not voting | 14,836,115 | 0.216700 |
| Total | 6,846,382,210 | 100.000000 |