



FULL NOTICE OF CALL ENEL SHAREHOLDERS' MEETING MAY 10, 2023

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 10, 2023, at 2:00 pm, in Rome, at Auditorium – Parco della Musica, Via Pietro de Coubertin, no. 30, in order to discuss and resolve on the following

AGENDA

1. Financial statements as of December 31, 2022. 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, 2022 and of the consolidated non-financial statement related to the financial year 2022.
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 19, 2022. Related resolutions.
4. Determination of the number of the members of the Board of Directors.
5. Determination of the term of the Board of Directors.
6. Election of the members of the Board of Directors.
7. Election of the Chair of the Board of Directors.
8. Determination of the remuneration of the members of the Board of Directors.

9. Long term incentive Plan 2023 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
10. Report on the remuneration policy and compensations paid:
 - 10.1 First section: report on the remuneration policy for 2023 (binding resolution);
 - 10.2 Second section: report on the compensations paid in 2022 (non-binding resolution).

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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 each. As of the same date, the Company holds no. 7,153,795 treasury shares, equal to approximately 0.07% of the share capital; therefore no. 10,159,526,151 ordinary shares, excluding said treasury shares, have voting rights.

Right to attend and vote at the Meeting

Pursuant to Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Financial Act”) and Article 10.1 of the Corporate Bylaws, the right to attend and vote at the Meeting 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 April 28, 2023). The credit or debit entries 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

Ordinary proxy

Those who are entitled to vote at the Meeting may appoint a representative according to the applicable laws, by means of a proxy granted in writing or through a document electronically signed pursuant to Legislative Decree no. 82 of March 7, 2005. To this purpose, it may be used the form of proxy available in the section of the Company’s website (www.enel.com) reserved to this Meeting. The proxy can be delivered to the Company by fax to the no. +39 06.83055028 – Ref. “Proxy Vote” – at least two trading

days before the date set for the Meeting (*i.e.*, by May 8, 2023). Pursuant to Article 11.1 of the Corporate Bylaws, the proxy can be notified to the Company even electronically, up to the beginning of the Meeting, through the specific section of the Company's website (www.enel.com) reserved to this Meeting. The proxy holder may send to the Company, instead of the original, a copy of the proxy, also in electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.

Proxy to the representative appointed by the Company

The proxy may also be given to Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19, in its capacity as representative appointed by the Company, in accordance with Article 135-*undecies* of the Consolidated Financial Act. The proxy to the appointed representative Computershare S.p.A. contains 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 8, 2023).

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) reserved to this Meeting. The proxy form to the appointed representative is also available in printable version. Computershare S.p.A. may receive proxies only in its capacity as appointed representative by the Company. The proxy to the appointed representative may also be delivered to Computershare S.p.A. (Ref. "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 signed with Advanced Electronic Signature by certified e-mail or by ordinary e-mail to enel@pecserviziotitoli.it;
- for holders of certified e-mail (CEM) or ordinary e-mail: by sending a copy electronically reproduced (PDF format) of the proxy to 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 via 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

appointed representative Computershare S.p.A., Via Monte Giberto no. 33, 00138 Rome.

The proxy and the voting instructions may be revoked within the said term (*i.e.*, May 8, 2023) set for the relevant conferral, with the modalities indicated above.

The proxy 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.

Right to add items on the agenda and to submit new resolution proposals

Pursuant to Article 126-*bis* 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 11, 2023, which represents the first working day after that on which the term falls – *i.e.*, April 9 – coinciding the latter with a non-working day) to add items on 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 (it being understood that those who are entitled to vote may in any case individually submit resolution proposals during the Meeting). The agenda cannot be integrated with items in relation to which the Meeting resolves, pursuant to the applicable laws, upon proposals 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 add items on the agenda or to submit resolution proposals may be filed by those Shareholders in relation to which the Company has received a specific communication, certifying their shareholdings, from an authorized intermediary pursuant to the applicable laws. For further information on the right to add items on 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) reserved to this Meeting.

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

communication from an authorized intermediary pursuant to applicable laws, may ask questions on the items on the agenda also before the Meeting. Those who intend to exercise such right shall provide the Company with their questions within the fifth trading day before the date set for the Meeting (*i.e.*, by May 3, 2023). Questions filed before the Meeting will be answered no later than during the Meeting. 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) reserved to this Meeting.

Election of the Board of Directors

Pursuant to the Consolidated Financial Act and to the Corporate Bylaws, members of the Board of Directors are elected by the ordinary Shareholders' Meeting on the basis of a slate-vote mechanism.

The slates of candidates for the office of Director may be filed by the Shareholders who, alone or jointly with other Shareholders, result to own at least 0.5% of the Company's share capital. The ownership of the minimum shareholding in the share capital of the Company required for the purpose of filing the slates is determined according to the shares that are registered in the name of the Shareholder on the date on which the slates are filed with the Company. In any case, pursuant to Article 14.3, lett. c), of the Corporate Bylaws, for the purposes of identifying the Directors to be elected, the candidates of the slates that have obtained a number of votes amounting to less than half of the percentage required for filing the same slates shall not be taken into account.

Each Shareholder shall not file, also jointly with other Shareholders, more than one slate only and each candidate shall be included only in one slate, under penalty of ineligibility.

The preparation, filing and publication of the slates shall be made in accordance with the modalities and conditions provided for or referred to in Articles 14 and 14-*bis* of the Corporate Bylaws, to which reference is made for what not expressly specified below.

In relation to the preparation of the slates and the composition of the Board of Directors, it shall be noted in particular that:

- the candidates for the office of Director shall meet: (i) the requirements of integrity provided for by Article 147-*quinquies* of the Consolidated Financial Act, which refers to those established for statutory auditors of listed companies by

Regulation of the Minister of Justice issued pursuant to Article 148, paragraph 4, of the same Consolidated Financial Act (in relation to which reference is currently made to Article 2 of the Decree of the Minister of Justice, no. 162 of March 30, 2000); and (ii) the requirements provided for by Article 14-*bis* of the Corporate Bylaws;

- since Enel S.p.A. holds a qualified indirect shareholding in the share capital of Mooney Group S.p.A., a company controlling intermediaries authorized to provide payment and e-money services, the candidates for the office of Director shall also comply with the requirements and the criteria set forth in Article 25 of Legislative Decree No. 385/1993, as referred to in Articles 114-*quinquies*.3 and 114-*undecies* of the same Legislative Decree No. 385/1993, and the relevant implementing legislation, including the requirements of integrity set forth in Article 1 of the Decree of the Minister of the Treasury, Budget and Economic Planning, no. 144 of March 18, 1998;
- pursuant to Article 14.3, paragraph 1, of the Corporate Bylaws, within each slate, candidates must be numbered progressively;
- pursuant to Article 14.3, paragraph 2, of the Corporate Bylaws, each slate must include at least two candidates that meet the requirements of independence established by the law (*i.e.* those provided for statutory auditors of listed companies), distinctly mentioning such candidates and listing one of them as first in the slate.
- with regard to the independence requirements of candidates, the Q&A instrumental to the application of the Italian Corporate Governance Code (January 2020 edition) (the “Corporate Governance Code”) recommends that the lists should also contain an indication of whether the candidates qualify as independent according to the provisions of Recommendation no. 7 of the same Code. In this regard, while referring to the provisions of Recommendation no. 7 of the Corporate Governance Code regarding circumstances that affect, or appear to affect, a director's independence, Shareholders are invited to take note of the quantitative criteria for assessing the significance of any commercial, financial or professional relationships and any additional remuneration adopted by the Board of Directors for the purpose of assessing the independence of its non-executive members, for a description of which please refer to the explanatory report of the Board of Directors on the sixth item on the agenda available in the

relevant section of the Company's website (www.enel.com) dedicated to this Meeting;

- pursuant to Article 14.3, paragraph 3, of the Corporate Bylaws and Article 147-ter, paragraph 1-ter, of the Consolidated Financial Act, slates which contain a number of candidates equal to or above three shall also include candidates belonging to different genders, in order to ensure the presence in the new Board of Directors of at least two fifths of members of the less-represented gender, rounded, in the case of a fractional number, to the higher unit. In particular:
 - a) slates with three candidates shall include one candidate of the less-represented gender, listed in one of the first two places of the slate;
 - b) slates with four candidates shall (i) include two candidates for each gender, and (ii) list in the first two places of the slate candidates of different gender;
 - c) slates with five candidates shall (i) include two candidates of the less-represented gender, and (ii) list a candidate of the less-represented gender in one of the first two places of the slate;
 - d) slates with six candidates shall (i) include three candidates for each gender, and (ii) list in the first two places of the slate candidates of different gender;
 - e) slates with seven candidates shall (i) include three candidates of the less-represented gender, (ii) list a candidate of the less-represented gender in either the first or second place of the slate, and (iii) list the other two candidates of the less-represented gender in the first six places of the slate;
 - f) slates with eight candidates shall (i) include four candidates for each gender, (ii) list in the first two places of the slate candidates of different gender, and (iii) list in the last two places of the slate candidates of different gender;
 - g) slates with more than eight candidates shall (i) include at least four candidates of the less-represented gender, (ii) list a candidate of the less-represented gender in one of the first two places of the slate, (iii) list other two candidates of the less-represented gender in the first six places of the slate, (iv) list one more candidate of the less-represented gender between the seventh and the ninth place of the slate, while (v) further candidates of the less-represented gender (if any) can be freely listed within the slate in the places following the ninth place;
- in the event of early termination of the Directors' office, Article 14.5 of the Corporate Bylaws provides for a mechanism of cooptation requiring that the

replacement, whenever possible, is made by appointing, in progressive order, persons drawn from the slate to which the Director who ceased from its office belonged, provided that said persons are still eligible and willing to accept the office, and in any case in compliance with the applicable laws on independence of Directors and gender balance;

- in line with the Recommendation no. 15 of the Corporate Governance Code, the Board of Directors has adopted a specific policy regarding the maximum number of offices that its members may hold in administrative and/or supervisory bodies in other companies of significant size, in order to ensure that the persons concerned have sufficient time to effectively perform their office as members of the Board of Directors of Enel; the document containing such policy is available at the Company's website (www.enel.com).

In view of preparing the slates, Shareholders are also invited to examine the specific Guidelines on the size and composition of the new Board of Directors of the Company, expressed by the expiring Board of Directors, upon consultation with the Nomination and Compensation Committee, in line with the Recommendation no. 23 of the Corporate Governance Code. Such Guidelines also consider the "*Diversity Policy of the Board of Directors of Enel S.p.A.*", adopted by the same Board of Directors on January 18, 2018. The abovementioned Guidelines and Policy are available for consultation at the Company's website (www.enel.com). Those who intend to submit a slate containing a number of candidates exceeding half of the members to be elected are therefore invited to provide adequate information, within the documentation submitted for the slate's filing, on the compliance of the same slate with the aforesaid Guidelines and to indicate their candidate for the office of Chair of the Board of Directors.

Pursuant to Article 147-ter, paragraph 1-bis, of the Consolidated Financial Act, the slates of candidates, together with the required documentation, shall be filed by Shareholders no later than twenty-five days before the Meeting; however, considering that such term would end on a Saturday (*i.e.*, April 15, 2023), in order to facilitate the submission of slates by Shareholders, it is postponed to the first working day available, *i.e.* April 17, 2023. The slates shall be filed as follows: (i) by e-mail to listecda@enel.com; (ii) by fax to no. +39 06.83055028 – in any case under the reference "*Filing of the Board of Directors slates*".

Slates shall be filed together with a declaration containing the information on the identity of the Shareholders filing them and their overall shareholding in the Company's share capital. The notice of the authorized intermediary certifying the ownership of such shareholding, may also be provided to the Company after the filing of the slates but, in any case, within twenty-one days before the date of the Meeting (*i.e.*, no later than April 19, 2023, which represents the deadline for the Company for publishing the slates).

Slates shall be filed with the Company also together with: (i) the statements by which the individual candidates accept their candidacy and certify, under their own responsibility, not to be in any situation of ineligibility and incompatibility and to meet the requirements provided by the applicable laws and Corporate Bylaws for their respective offices, as well as (ii) detailed information on the personal traits and professional qualifications of the candidates.

Finally, it should be noted that those filing a minority slate are addressees of the recommendations formulated by Consob in Communication no. DEM/9017893 of 26 February 2009.

For further information on the election of the Board of Directors, please see the explanatory report of the Board of Directors on the relevant item on the agenda.

Report on the remuneration policy and compensations paid

With regard to the report on the remuneration policy and compensations paid, referred to in the tenth item on the agenda, it should be noted that, pursuant to Article 123-*ter* of the Consolidated Financial Act, the Shareholders' Meeting is called:

- to resolve upon 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 2023, as well as the procedures used for the adoption and implementation of such policy; and
- to resolve upon 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 2022.

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) reserved to this Meeting and at the officially authorized mechanism for the central storage of regulated information denominated "eMarket Storage" (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) reserved to this Meeting.

Other information

In order to facilitate the verification of their right to attend the Meeting, those who are entitled to vote may provide the Company with the documentation evidencing such right by sending an e-mail to notificaelettronicodelega@enel.com or by fax at no. +39 06.83055028, Ref. "Right to attend the Meeting", at least two trading days before the date of the Meeting (*i.e.*, by May 8, 2023).

Experts, financial analysts, journalists and other individuals who intend to attend at the Meeting must submit their request to the Company by sending an e-mail to corporate.affairs@enel.com, Ref. "Request to attend the Meeting", at least two trading days before the date of the Meeting (*i.e.* by May 8, 2023).

The attendance by the Shareholders at this Meeting by electronic means is not allowed.

Those entitled to intervene at the Meeting are invited to arrive before the time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 12 noon.

A Meeting assistance service is available for further information 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) reserved to this Meeting.

The Chair of the Board of Directors
Michele Crisostomo