



**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 10, 2023**

The ordinary Shareholders' Meeting of Enel S.p.A. was held on May 10, 2023, on single call, at 2:00 p.m., in Rome, at Auditorium – Parco della Musica, Via Pietro de Coubertin no. 30. At the beginning of the Meeting no. 3,600 shareholders were present (of which no. 23 in person and no. 3,577 by proxy), for a total of no. 6,608,650,687 ordinary shares (equal to 65.003037% 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, 2022, 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 2022.

No. 3,540 shareholders took part in the vote (of which no. 29 in person and no. 3,511 by proxy), for a total of no. 6,579,683,999 ordinary shares (equal to 64.718119% 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     | 6,553,085,686        | 99.595751                          |
| Votes against | 4,645                | 0.000071                           |
| Abstentions   | 26,593,668           | 0.404178                           |
| <b>Total</b>  | <b>6,579,683,999</b> | <b>100.000000</b>                  |
| Non voting    | 38,400,290           |                                    |

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 2022, amounting to Euro 7,157,365,948.95, as follows:
- for distribution to Shareholders:
    - Euro 0.20 for each of the 10,159,526,151 ordinary shares in circulation on the ex-dividend date (considering the 7,153,795 treasury shares held by the Company at the "record date" indicated under this specific bullet point), to cover the interim dividend payable from January 25, 2023, with the ex-dividend date of coupon no. 37 having fallen on January 23, 2023 and the "record date" (*i.e.*, the date of the title to the payment of the dividend) falling on January 24, 2023, for an overall amount of Euro 2,031,905,230.20;
    - Euro 0.20 for each of the 10,166,679,946 ordinary shares in circulation on July 24, 2023 (*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 2,033,335,989.20;
  - for the reserve named "retained earnings" an overall amount of Euro 123,434,990.29, to cover the amounts paid in 2022, 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 2,968,689,739.26, 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 0.20 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 26,

2023, with the ex-dividend date of coupon no. 38 falling on July 24, 2023 and the “record date” (*i.e.*, the date of the title to the payment of the dividend) falling on July 25, 2023.

No. 3,540 shareholders took part in the vote (of which no. 29 in person and no. 3,511 by proxy), for a total of no. 6,579,683,999 ordinary shares (equal to 64.718119% 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     | 6,507,245,370        | 98.899056                          |
| Votes against | 70,435,973           | 1.070507                           |
| Abstentions   | 2,002,656            | 0.030437                           |
| <b>Total</b>  | <b>6,579,683,999</b> | <b>100.000000</b>                  |
| Non voting    | 38,400,290           |                                    |

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 19, 2022, 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 19, 2022, 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 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 2023 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 ninth 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 assigned 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.

No. 3,537 shareholders took part in the vote (of which no. 27 in person and no. 3,510 by proxy), for a total of no. 6,579,671,263 ordinary shares (equal to

64.717993% 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     | 6,480,857,220        | 98.498192                          |
| Votes against | 79,391,224           | 1.206614                           |
| Abstentions   | 19,422,819           | 0.295194                           |
| <b>Total</b>  | <b>6,579,671,263</b> | <b>100.000000</b>                  |
| Non voting    | 38,402,326           |                                    |

4. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to determine in nine the number of the members of the Board of Directors. No. 3,540 shareholders took part in the vote (of which no. 26 in person and no. 3,514 by proxy), for a total of no. 6,580,471,502 ordinary shares (equal to 64.725865% 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     | 6,549,019,036        | 99.522033                          |
| Votes against | 29,435,776           | 0.447320                           |
| Abstentions   | 2,016,690            | 0.030647                           |
| <b>Total</b>  | <b>6,580,471,502</b> | <b>100.000000</b>                  |
| Non voting    | 37,607,655           |                                    |

5. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to determine in three financial years (2023, 2024, 2025) the term of office of the Board of Directors, with expiration at the Shareholders' Meeting convened for the approval of the annual financial statements for the year 2025.

No. 3,539 shareholders took part in the vote (of which no. 26 in person and no. 3,513 by proxy), for a total of no. 6,580,465,502 ordinary shares (equal to 64.725806% 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     | 6,555,896,568        | 99.626638                          |
| Votes against | 22,558,424           | 0.342809                           |
| Abstentions   | 2,010,510            | 0.030553                           |
| <b>Total</b>  | <b>6,580,465,502</b> | <b>100.000000</b>                  |
| Non voting    | 37,607,655           |                                    |

6. With respect to the appointment of the members of the Board of Directors the following slates 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, composed of the following candidates numbered progressively:

- 1) Fiammetta Salmoni;
- 2) Paolo Scaroni;
- 3) Flavio Cattaneo;
- 4) Johanna Arbib;
- 5) Alessandro Zehentner;
- 6) Olga Cuccurullo.

Slate no. 2: filed by a group of 24 asset management companies and other institutional investors <sup>(1)</sup>, which together own approximately 1.859% of Enel S.p.A.'s share capital, composed of the following candidates numbered progressively:

- 1) Dario Frigerio;
- 2) Alessandra Stabilini;
- 3) Mario Corsi.

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<sup>(1)</sup> These are: Aberdeen Standard Fund Managers Limited; Allianz Global Investors; Amundi Asset Management SGR S.p.A.; Anima SGR S.p.A.; APG Asset Management N.V.; Arca Fondi SGR S.p.A.; AXA Investment Managers Paris; BancoPosta Fondi S.p.A. SGR; BNP Paribas Asset Management; Epsilon SGR S.p.A.; Eurizon Capital SGR S.p.A.; Eurizon Capital S.A.; Fidelity Funds; Fideuram Asset Management Ireland; Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A.; Interfund SICAV; Fondo Pensione BCC/CRA; Generali Investments Partners S.p.A. SGR; Kairos Partners SGR S.p.A.; Legal & General Assurance (Pensions Management) Limited; Mediobanca SICAV; Mediobanca SGR S.p.A.; Mediolanum Gestione Fondi SGR S.p.A.; Mediolanum International Funds Limited.

Slate no. 3: filed by Covalis Capital LLP e Covalis (Gibraltar) Ltd. as managers of five investment funds <sup>(2)</sup>, which together own approximately 0.641% of Enel S.p.A.'s share capital, composed of the following candidates numbered progressively:

- 1) Marco Mazzucchelli;
- 2) Leilani C. Latimer;
- 3) Francesco Galietti;
- 4) Monique Sasson;
- 5) Paulina Beato Blanco;
- 6) Daniel Lacalle Fernandez.

No. 3,608 shareholders took part in the vote (of which no. 25 in person and no. 3,583 by proxy), for a total of no. 6,618,055,965 ordinary shares (equal to 65.095547% 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  | 3,250,052,131        | 49.108864                          |
| Votes for Slate no. 2 | 2,878,669,206        | 43.497203                          |
| Votes for Slate no. 3 | 459,609,925          | 6.944788                           |
| Votes against         | 2,588,319            | 0.039110                           |
| Abstentions           | 27,136,384           | 0.410036                           |
| <b>Total</b>          | <b>6,618,055,965</b> | <b>100.000000</b>                  |
| Non voting            | 23,192               |                                    |

7. Following the completion of the slate vote, the candidacy of Paolo Scaroni as Chair of the Board of Director, presented by the shareholder Ministry of Economy and Finance, was submitted to the vote.

No. 2,745 shareholders took part in the vote (of which no. 24 in person and no. 2,721 by proxy), for a total of no. 5,428,933,668 ordinary shares (equal to

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<sup>(2)</sup> These are: Covalis Capital Enhanced Master Fund Ltd; Covalis Capital Master Fund Ltd; Covalis Capital Strategic Opportunities Master Fund SPC; Covalis Capital Tactical Opportunities Master Fund Ltd; Astra SICAV SIF - Covalis Capital Energy Fund.



53.399278% 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     | 5,279,529,157        | 97.247995                          |
| Votes against | 36,239,061           | 0.667517                           |
| Abstentions   | 113,165,450          | 2.084488                           |
| <b>Total</b>  | <b>5,428,933,668</b> | <b>100.000000</b>                  |
| Non voting    | 1,136,712,126        |                                    |

As a consequence of the resolutions indicated under the aforementioned items no. 4), 5), and 6), as well as a consequence of the resolution as set out in the current item, the new Board of Directors has therefore been appointed until the approval of Enel S.p.A.'s annual financial statements for the year 2025 and is composed by:

- Paolo Scaroni - Chair;
- Johanna Arbib - Director;
- Flavio Cattaneo - Director;
- Mario Corsi - Director;
- Olga Cuccurullo - Director;
- Dario Frigerio - Director;
- Fiammetta Salmoni - Director;
- Alessandra Stabilini - Director;
- Alessandro Zehentner - Director.

8. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to confirm in Euro 80,000 gross per year the remuneration for each member of the Board of Directors, in addition to the reimbursement of the expenses incurred in relation to their office, upon presentation of the related supporting documentation.

No. 3,532 shareholders took part in the vote (of which no. 24 in person and no. 3,508 by proxy), for a total of no. 6,579,365,516 ordinary shares (equal to 64.714986% 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     | 6,522,300,807        | 99.132672                          |
| Votes against | 55,019,865           | 0.836249                           |
| Abstentions   | 2,044,844            | 0.031080                           |
| <b>Total</b>  | <b>6,579,365,516</b> | <b>100.000000</b>                  |
| Non voting    | 38,408,282           |                                    |

9. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to approve the 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, 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.

No. 3,531 shareholders took part in the vote (of which no. 24 in person and no. 3,507 by proxy), for a total of no. 6,579,354,816 ordinary shares (equal to 64.714881% 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     | 6,411,878,110        | 97.454512                          |
| Votes against | 109,122,518          | 1.658560                           |
| Abstentions   | 58,354,188           | 0.886929                           |
| <b>Total</b>  | <b>6,579,354,816</b> | <b>100.000000</b>                  |
| Non voting    | 38,402,282           |                                    |

10. With reference to the "Report on the remuneration policy for 2023 and compensations paid in 2022" of Enel S.p.A., upon proposal of the Board of Directors, with two separate and distinct votes, the Shareholders' Meeting approved:

10.1 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 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 related to the financial year 2023, as well as the procedures used for the adoption and implementation of such policy.

No. 3,530 shareholders took part in the vote (of which no. 23 in person and no. 3,507 by proxy), for a total of no. 6,579,353,556 ordinary shares (equal to 64.714868% 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     | 6,122,024,757        | 93.049031                          |
| Votes against | 292,404,994          | 4.444282                           |
| Abstentions   | 164,923,805          | 2.506687                           |
| <b>Total</b>  | <b>6,579,353,556</b> | <b>100.000000</b>                  |
| Non voting    | 38,403,542           |                                    |

10.2 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 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.

No. 3,529 shareholders took part in the vote (of which no. 22 in person and no. 3,507 by proxy), for a total of no. 6,579,347,730 ordinary shares (equal to 64.714811% 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     | 6,466,767,482        | 98.288884                          |
| Votes against | 70,660,987           | 1.073982                           |
| Abstentions   | 41,919,261           | 0.637134                           |
| <b>Total</b>  | <b>6,579,347,730</b> | <b>100.000000</b>                  |
| Non voting    | 38,402,282           |                                    |