



**Summary of the meeting resolutions and vote results on the items on the
agenda of the ordinary and extraordinary Shareholders' Meeting of Enel
S.p.A. of May 22, 2025**

The ordinary and extraordinary Shareholders' Meeting of Enel S.p.A. was held on May 22, 2025, on single call, at 2:00 p.m., in Rome, at Via Dalmazia, no. 15. 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 (whose final application deadline was last extended to December 31, 2025 by Article 3, paragraph 14-*sexies*, of Law-Decree no. 202 of December 27, 2024, converted with amendments by law no. 15 of February 21, 2025), 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 24th, 1998. At the beginning of the Meeting no. 3,990 shareholders were represented by proxy, for a total of no. 6,765,083,585 ordinary shares (equal to 66.541719% of Enel's share capital).

The Shareholders' Meeting, in the ordinary part, 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, 2024, having acknowledged the results of the consolidated financial statements of Enel Group referred to the same financial year, including the Consolidated sustainability statement.

No. 3,988 shareholders took part in the vote by proxy, for a total of n. 6,764,337,185 ordinary shares (equal to 66.534377% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares that took part in the vote
Votes for	6,723,649,481	99.398497
Votes against	24,700,245	0.365154
Abstentions	15,987,459	0.236349
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,764,337,185	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	746,400	

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 2024, amounting to Euro 2,597,975,581.25, as follows:

- for distribution to Shareholders:
 - Euro 0.215 for each of the 10,154,600,276 ordinary shares in circulation on the ex-dividend date (considering the 12,079,670 treasury shares held by the Company at the "record date" indicated under this specific bullet point), to cover the interim dividend payable from January 22, 2025, with the ex-dividend date of coupon no. 41 having fallen on January 20, 2025 and the "record date" (*i.e.* the date of the title to the payment of the dividend) falling on January 21, 2025, for an overall amount of Euro 2,183,239,059.34;
 - Euro 0.016 for each of the 10,166,679,946 ordinary shares in circulation on July 21, 2025 (*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 162,666,879.14;
- for the reserve named "retained earnings", an overall amount of Euro 246,412,117.24, to cover the amounts paid in 2024, 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 reserve named “retained earnings” the remaining part of the net income, for an overall minimum amount of Euro 5,657,525.53, 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 also earmark for distribution to the shareholders, again as the balance of the dividend, a portion of the available reserve named “retained earnings” set aside in the financial statements of Enel S.p.A. (amounting overall as of December 31, 2024, to Euro 6,995,391,683.56), in the amount of Euro 0.239 for each of the 10,166,679,946 ordinary shares in circulation on the “ex-dividend” date of July 21, 2025 (net of the treasury shares that will be held by Enel S.p.A. at the “record date” indicated under point (iii) below), for a maximum total amount of Euro 2,429,836,507.09;
- (iii) to pay, before withholding tax, if any, the overall balance of the dividend of Euro 0.255 per ordinary share (of which Euro 0.016 as a distribution of a portion of the remaining net income for the financial year 2024 and Euro 0.239 as a 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 23, 2025, with the ex-dividend date of coupon no. 42 falling on July 21, 2025 and the “record date” (i.e. the date of the title to the payment of the dividend) falling on July 22, 2025.

No. 3,988 shareholders took part in the vote by proxy, for a total of n. 6,764,337,185 ordinary shares (equal to 66.534377% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares that took part in the vote
Votes for	6,740,888,997	99.653356
Votes against	21,472,133	0.317431
Abstentions	1,976,055	0.029213
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,764,337,185	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	746,400	

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 23, 2024, 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 23, 2024, 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"), (that are essentially (i) to pay Shareholders a remuneration in addition to the distribution of dividends, as a result to the cancellation of the treasury shares purchased for this purpose (according to the resolution adopted by the Shareholders' Meeting in the extraordinary part, as better indicated below); (ii) to operate on the market with a medium and long-term investment view; and (iii) to fulfil the obligations arising from the Long term incentive Plan 2025 reserved to the management of Enel

and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code and/or any other equity plans for Directors and/or employees of Enel and/or of its subsidiaries and/or affiliates), 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 current share capital of Enel S.p.A., up to a maximum outlay of Euro 3.5 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, 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 within the limit regarding the

maximum number of shares that can be purchased as per 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 authorization for the disposal is granted for an unlimited period of time, except for the limit described in the Explanatory Report for cancelling the treasury shares possibly purchased to pay Shareholders a remuneration in addition to the distribution of dividends;
- the sale or any other disposal of treasury shares in portfolio (if not canceled, following the treasury shares possibly purchased to pay Shareholders a remuneration in addition to the distribution of dividends) 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 (if not canceled, following the treasury shares possibly purchased to pay Shareholders a remuneration in addition to the distribution of dividends) 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 2025 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 the Shareholders' Meeting as the sixth item on the ordinary part of 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 Chief Executive Officer 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. 3,974 shareholders took part in the vote by proxy, for a total of n. 6,764,294,283 ordinary shares (equal to 66.533955% 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	6,722,873,273	99.387652
Votes against	36,852,891	0.544815
Abstentions	4,568,119	0.067533
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,764,294,283	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	789,302	

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

Regular Statutory Auditors:

- 1) Monica Scipione;
- 2) Mauro Zanin.

Alternate Statutory Auditors:

1) Claudia Mezzabotta;

2) Paolo Russo.

Slate no. 2: filed by a group of 18 mutual funds and other institutional investors ⁽¹⁾, which together own approximately 1.146% of Enel S.p.A.'s share capital, composed of the following candidates, listed in each section:

Regular Statutory Auditors:

1) Pierluigi Pace.

Alternate Statutory Auditors:

1) Barbara Zanardi.

No. 3,944 shareholders took part in the vote by proxy, for a total of n. 6,763,170,963 ordinary shares (equal to 66.522906% 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	6,108,540,264	90.320654
Votes for Slate no. 2	629,252,859	9.304110
Votes against	3,299,658	0.048789
Abstentions	22,078,182	0.326447
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,763,170,963	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	1,912,622	

As result of such vote, the ordinary Shareholders' Meeting appointed the following members of the new Board of Statutory Auditors, which will expire

⁽¹⁾ These investors are: 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; 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.; Generali Asset Management S.p.A. Società di Gestione del Risparmio; Kairos Partners SGR S.p.A.; Legal & General Assurance (Pensions Management) Limited; Mediobanca SGR S.p.A.; Mediolanum Gestione Fondi SGR S.p.A.; Mediolanum International Funds Limited.

in concurrence with the approval of Enel S.p.A.'s financial statements for the year ended on December 31, 2027:

- Pierluigi Pace – Chairman;
- Monica Scipione – Regular Statutory Auditor;
- Mauro Zanin – Regular Statutory Auditor;
- Claudia Mezzabotta – Alternate Statutory Auditor;
- Paolo Russo – Alternate Statutory Auditor;
- Barbara Zanardi – 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 Chairman 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.

No. 3,976 shareholders took part in the vote by proxy, for a total of n. 6,765,040,683 ordinary shares (equal to 66.541297% 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	6,763,091,086	99.971181
Votes against	2,938	0.000043
Abstentions	1,946,659	0.028775
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,765,040,683	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	42,902	

6. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to approve the long term incentive Plan 2025 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. 3,988 shareholders took part in the vote by proxy, for a total of n. 6,764,337,185 ordinary shares (equal to 66.534377% 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	6,705,773,026	99.134222
Votes against	56,351,130	0.833062
Abstentions	2,213,029	0.032716
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,764,337,185	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	746,400	

7. With reference to the "Report on the remuneration policy for 2025 and compensations paid in 2024" 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 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 2025, as well as the procedures used for the adoption and implementation of such policy.

No. 3,974 shareholders took part in the vote by proxy, for a total of n. 6,764,294,283 ordinary shares (equal to 66.533955% 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	6,368,993,186	94.156063
Votes against	344,997,389	5.100272
Abstentions	50,303,708	0.743665
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,764,294,283	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	789,302	

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 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 2024.

No. 3,957 shareholders took part in the vote by proxy, for a total of n. 6,762,793,168 ordinary shares (equal to 66.519190% 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	6,707,839,486	99.187411
Votes against	52,425,199	0.775200
Abstentions	2,528,483	0.037388
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,762,793,168	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	2,290,417	

The Shareholders' Meeting, in the extraordinary part, adopted the following resolutions.

1. With reference to the amendments to Article 5.1, Article 16.2 and Article 25.4 of the corporate bylaws, upon proposal of the Board of Directors, the Shareholders' Meeting resolved:

1.a) to approve the proposed amendment to Article 5.1 of the corporate bylaws, with the consequent deletion of the explicit nominal value of the shares.

No. 3,957 shareholders took part in the vote by proxy, for a total of n. 6,762,793,168 ordinary shares (equal to 66.519190% 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	6,760,706,918	99.969151
Votes against	3,194	0.000047
Abstentions	2,083,056	0.030802
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,762,793,168	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	2,290,417	

1.b) to approve the proposed amendment to Article 16.2 of the corporate bylaws concerning the modalities of holding meetings of the Board of Directors by means of telecommunication providing, in particular, for the deletion from such provision of the reference to a physical location for holding said meetings. Consequently, it has also been deleted the necessary presence in the same location of the person chairing the meeting of the Board of Directors and the Secretary.

No. 3,957 shareholders took part in the vote by proxy, for a total of n. 6,762,793,168 ordinary shares (equal to 66.519190% 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	6,760,524,536	99.966454
Votes against	20,450	0.000302
Abstentions	2,248,182	0.033243
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,762,793,168	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	2,290,417	

1.c) to approve the proposed amendment to Article 25.4 of the corporate bylaws concerning the modalities of holding meetings of the Board of Statutory Auditors by means of telecommunication, providing for the deletion of the reference to a physical location for holding said meetings, in line with the similar amendment to Article 16.2 of the corporate bylaws.

No. 3,957 shareholders took part in the vote by proxy, for a total of n. 6,762,793,168 ordinary shares (equal to 66.519190% 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	6,760,541,203	99.966701
Votes against	3,783	0.000056
Abstentions	2,248,182	0.033243
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,762,793,168	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	2,290,417	

2. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved:

- (i) to approve the proposal of cancellation of the treasury shares of Enel S.p.A that – by virtue of the authorization granted by the Shareholders' Meeting in the ordinary part – will possibly be purchased by the Company for the purpose of paying shareholders a remuneration in addition to the distribution of dividends, up to a maximum number of 500 million ordinary shares of the Company, representing approximately 4.92% of the current share capital. Such cancellation could be proceeded, in a single transaction or severally through more transactions, within November 22, 2026;
- (ii) to proceed with such cancellation by keeping the amount of share capital unchanged – considering the approved amendment to Article 5.1 of the corporate bylaws concerning the deletion of the explicit nominal value of the shares – and by reducing the related specific reserve (equally to the book value of the cancelled shares);
- (iii) to add a final paragraph to Article 5 of the corporate bylaws, with function of transitional clause covering the above-mentioned cancellation, that will be deleted once the cancellation transactions will have been completed;
- (iv) to approve as of now the amendment to Article 5.1 of the corporate bylaws in the part concerning the number of shares in which the share capital of Enel S.p.A. is divided, indicating the number of shares that will be actually existing after completing any cancellation;
- (v) to grant the Board of Directors – and, on its behalf, the Chief Executive Officer, with the right to sub-delegate – with any and broadest powers needed to implement the above resolutions.

No. 3,957 shareholders took part in the vote by proxy, for a total of n. 6,762,793,168 ordinary shares (equal to 66.519190% 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	6,752,859,929	99.853119
Votes against	8,363,147	0.123664
Abstentions	1,570,092	0.023217
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,762,793,168	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	2,290,417	