



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 12, 2026

The ordinary and extraordinary Shareholders' Meeting of Enel S.p.A. was held on May 12, 2026, 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 September 30, 2026 by Article 4, paragraph 11, of Law-Decree no. 200 of December 31, 2025, converted with amendments by law no. 26 of February 27, 2026), 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. 4,512 shareholders were represented by proxy, for a total of no. 6,895,389,269 ordinary shares with no par value (equal to 67.823412% of the 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, 2025, having acknowledged the results of the consolidated financial statements of Enel Group referred to the same financial year, including the Consolidated sustainability statement.

No. 4,509 shareholders took part in the vote by proxy, for a total of n. 6,696,434,269 ordinary shares (equal to 65.866481% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,659,464,743	99.447922
Votes against	24,692,462	0.368740
Abstentions	12,277,064	0.183337
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,434,269	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,955,000	

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 2025, amounting to Euro 3,068,305,436.86, as follows:
- for distribution to Shareholders:
 - Euro 0.23 for each of the 10,033,078,871 ordinary shares in circulation on the ex-dividend date (considering the 133,601,075 treasury shares held by the Company at the "record date" indicated under this specific bullet point), to cover the interim dividend payable from January 21, 2026, with the ex-dividend date of coupon no. 43 having fallen on January 19, 2026 and the "record date" (*i.e.* the date of the title to the payment of the dividend) falling on January 20, 2026, for an overall amount of Euro 2,307,608,140.33;
 - Euro 0.045 for each ordinary share in circulation on July 20, 2026 (*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 – which takes into account the 10,166,679,946 ordinary shares into which the share capital is currently divided – of Euro 457,500,597.57;

- for the reserve named “retained earnings”, an overall amount of Euro 265,581,910.41, to cover the amounts paid in 2025, 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 37,614,788.55, 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, 2025, to Euro 3,554,302,759.31), in the amount of Euro 0.215 for each ordinary share in circulation on the “ex-dividend” date of July 20, 2026 (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 – which takes into account the 10,166,679,946 ordinary shares into which the share capital is currently divided – of Euro 2,185,836,188.39;
- (iii) to pay, before withholding tax, if any, the overall balance of the dividend of Euro 0.26 per ordinary share (of which Euro 0.045 as a distribution of a portion of the remaining net income for the financial year 2025 and Euro 0.215 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 22, 2026, with the ex-dividend date of coupon no. 44 falling on July 20, 2026 and the “record date” (i.e. the date of the title to the payment of the dividend) falling on July 21, 2026.

No. 4,509 shareholders took part in the vote by proxy, for a total of n. 6,696,434,269 ordinary shares (equal to 65.866481% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,659,596,684	99.449893
Votes against	35,204,350	0.525718
Abstentions	1,633,235	0.024390
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,434,269	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,955,000	

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 22, 2025, 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 22, 2025, without prejudice to the effects of the latter in relation to the acts performed and/or related and consequential thereto. In this regard, inter alia, the following shall in any case remain unaffected: (i) purchases of treasury shares already made in execution the Company's buy-back programs of treasury shares approved by the Board of Directors based on the aforementioned authorization granted by the Shareholders' Meeting on May 22, 2025, as well as (ii) the acts of disposal of treasury shares made for the purposes indicated in the same Shareholders' Meeting authorization (without prejudice to the deadline of November 22, 2026, for the cancellation of the treasury shares purchased for the purpose of paying Shareholders a remuneration in addition to the distribution of dividends);

(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 2026 reserved to the management of Enel S.p.A. 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 S.p.A. 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 200 million ordinary shares of the Company, representing approximately 1.97% of the 10,166,679,946 ordinary shares with no par value into which the share capital of Enel S.p.A. is currently divided, up to a maximum outlay of Euro 1.5 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 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 2026 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 ninth 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. 4,500 shareholders took part in the vote by proxy, for a total of n. 6,696,402,585 ordinary shares (equal to 65.866169% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,649,313,485	99.296800
Votes against	45,303,740	0.676538
Abstentions	1,785,360	0.026661
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,402,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,986,684	

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. 4,503 shareholders took part in the vote by proxy, for a total of n. 6,895,357,585 ordinary shares (equal to 67.823101% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,893,670,119	99.975528
Votes against	86,915	0.001260
Abstentions	1,600,551	0.023212
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,895,357,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	31,684	

5. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to determine in three financial years (2026, 2027 and 2028) 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 2028.

No. 4,503 shareholders took part in the vote by proxy, for a total of n. 6,895,357,585 ordinary shares (equal to 67.823101% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,851,274,390	99.360683
Votes against	42,482,628	0.616105
Abstentions	1,600,567	0.023212
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,895,357,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	31,684	

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 Italian Ministry of Economy and Finance, holding around 23.59% of Enel S.p.A.'s share capital, composed of the following candidates numbered progressively:

- 1) Paolo Scaroni;
- 2) Johanna Arbib;
- 3) Flavio Cattaneo;
- 4) Federica Seganti;
- 5) Alessandro Monteduro;
- 6) Tiziana De Luca.

Slate no. 2: filed by a group of asset management companies and other institutional investors ⁽¹⁾, which together own approximately 1.45% of Enel S.p.A.'s share capital, composed of the following candidates numbered progressively:

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

No. 4,503 shareholders took part in the vote by proxy, for a total of n. 6,895,357,585 ordinary shares (equal to 67.823101% of the 10,166,679,946 shares into which the share capital is currently divided), all admitted to vote. The outcome on the slates of candidates for the Board of Directors submitted by the Shareholders was the following:

	Number of shares	% on shares that took part in the vote
Votes for Italian Ministry of the Economy and Finance's Slate – (Slate no. 1)	3,675,078,837	53.297872
Votes for institutional investor's Slate – (Slate no. 2)	3,175,330,350	46.050264
Votes against	2,000,436	0.029011
Abstentions	42,947,962	0.622853
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,895,357,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	31,684	

7. Upon proposal of the Shareholder Italian Ministry of the Economy and Finance, the Shareholders' Meeting resolved to confirm Director Paolo Scaroni as Chairman of the Board of Directors.

⁽¹⁾ These are: 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; BancoPosta Fondi S.p.A. SGR; BNP Paribas Asset Management; Eurizon Capital SGR S.p.A.; Fidelity Funds; Fideuram Asset Management (Ireland); Fineco Asset Management; Interfund Sicav; 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.

No. 4,501 shareholders took part in the vote by proxy, for a total of n. 6,894,867,585 ordinary shares (equal to 67.818281% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,861,713,328	99.519146
Votes against	30,569,083	0.443360
Abstentions	2,585,174	0.037494
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,894,867,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	521,684	

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 2028 and is composed by:

- Paolo Scaroni - Chairman;
- Johanna Arbib - Director;
- Flavio Cattaneo - Director;
- Mario Corsi - Director;
- Tiziana De Luca - Director;
- Dario Frigerio - Director;
- Alessandro Monteduro - Director;
- Federica Seganti – Director;
- Alessandra Stabilini – 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. 4,500 shareholders took part in the vote by proxy, for a total of n. 6,894,867,085 ordinary shares (equal to 67.818276% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,847,227,383	99.309056
Votes against	45,665,475	0.662311
Abstentions	1,974,227	0.028633
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,894,867,085	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	522,184	

9. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to approve the long term incentive Plan 2026 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. 4,499 shareholders took part in the vote by proxy, for a total of n. 6,696,402,085 ordinary shares (equal to 65.866164% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,627,758,935	98.974925
Votes against	66,550,220	0.993821
Abstentions	2,092,930	0.031255
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,402,085	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,987,184	

10. With reference to the "Report on the remuneration policy for 2026 and compensations paid in 2025" 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 2026, as well as the procedures used for the adoption and implementation of such policy.

No. 4,500 shareholders took part in the vote by proxy, for a total of n. 6,696,402,585 ordinary shares (equal to 65.866169% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,409,904,146	95.721607
Votes against	207,419,338	3.097474
Abstentions	79,079,101	1.180919
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,402,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,986,684	

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 2025.

No. 4,499 shareholders took part in the vote by proxy, for a total of n. 6,696,402,085 ordinary shares (equal to 65.866164% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,546,942,520	97.768062
Votes against	142,649,331	2.130238
Abstentions	6,810,234	0.101700
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,402,085	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,987,184	

Upon proposal of the Board of Directors, on the sole item on the extraordinary part of the agenda, 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 200 million ordinary shares of the Company, representing approximately 1.97% of the total number of shares into which the share capital of Enel S.p.A. is currently divided. Such cancellation could be proceeded, in a single transaction or severally through more transactions, within November 12, 2027;
- (ii) to proceed with such cancellation by keeping the amount of share capital unchanged – considering that Article 5.1 of the corporate bylaws provides that the Company's shares have no par value – 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 immediately the amendment to Article 5.1 of the corporate bylaws in the part concerning the number of shares into 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. 4,500 shareholders took part in the vote by proxy, for a total of n. 6,696,402,585 ordinary shares (equal to 65.866169% of the 10,166,679,946 shares into which the share capital is currently divided), 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	6,691,814,077	99.931478
Votes against	3,176,611	0.047438
Abstentions	1,411,897	0.021084
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,696,402,585	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	198,986,684	