



**ORGANIZATIONAL REGULATIONS OF THE RELATED
PARTIES COMMITTEE OF ENEL S.p.A.**

Document approved by the Board of Directors of Enel S.p.A. at its meeting on November 9, 2010 and subsequently revised at its meetings on June 16, 2011, December 18, 2012, July 10, 2014 and June 17, 2021

ARTICLE 1

Composition

- 1.1. The Related Parties Committee of Enel S.p.A. (hereinafter, for the sake of brevity, the "Committee") set up pursuant to the Procedure for Transactions with Related Parties, adopted by the Board of Directors of Enel S.p.A. at its meeting on November 9, 2010, as subsequently revised by the same Board of Directors (hereinafter, for the sake of brevity, the "Procedure", in which are provided the definitions of the terms beginning with a capital letter indicated in the present regulations), shall be composed of at least three Directors, who shall have the requisites of independence specified by the Italian Corporate Governance Code, one of whom appointed as the Chair of the Committee.
- 1.2. The Chair and the other members of the Committee shall be appointed and may be revoked by justified resolutions of the Board of Directors.
- 1.3. The Committee, upon proposal of the Chair, shall appoint a secretary, who need not be elected among its members, to whom the task of drawing up the minutes of its meetings shall be entrusted.

ARTICLE 2

Duties

- 2.1. The Committee shall perform the duties set forth in the applicable laws and regulations and in the Procedure referred to in the preceding Article 1.1. The Committee may propose to the Board of Directors amendments or integrations to the aforesaid Procedure.
- 2.2. In particular, pursuant to the Procedure referred to in the preceding Article 1.1, the Committee's main task is to submit specific reasoned opinions on the interest of Enel S.p.A. – and of the companies directly or indirectly controlled by Enel S.p.A. which are concerned - in the completion of

Related Parties Transactions, irrespective of whether they are Major or Minor Transactions, giving its assessment about the convenience and the substantial fairness of its underlying terms, after receiving adequate and prompt information flows. As far as Major Transactions are concerned, the Committee may also require information and make comments to the Chief Executive Officer and to those persons in charge of the negotiations or the inquiry regarding aspects which are the subject matter of the information flows it has received. In addition, the Committee shall resolve the cases, submitted to it by the Advisory Board (as defined in the Procedure referred to in the preceding Article 1.1), in which the identification of a Related Party or the Regular nature of a Transaction is disputed.

- 2.3. In any case, the Committee shall be entitled to request the information necessary for the performance of its duties. The Committee may also avail itself, at the expense of the Company, of the assistance of one or more experts of its choice - identified among persons of proven professionalism and expertise on the subject-matters of the Related Parties Transactions which the Committee shall issue its opinion on - whose independence and lack of conflicts of interest shall be previously verified by the Committee.

ARTICLE 3

Convocation, proceedings, and minutes of the meetings

- 3.1. The Committee shall meet whenever it shall perform the duties attributed to it by applicable laws and regulations and by the Procedure referred to in the preceding Article 1.1.
- 3.2. As a rule, the meeting notice – specifying the day, time, and place of the meeting, the list of the matters to be discussed and the procedures established for the participation – shall be sent to the members of the Committee by the secretary upon instructions from the Chair, at least three days prior to the one set for the meeting, by means of a communication sent to the e-mail address indicated by each person, and at the same time

shall be uploaded on the specific confidential intranet website. In cases of urgency the foregoing term may be shorter, but as a rule, in any case, no shorter than 24 hours. The documentation concerning the items on the agenda shall be uploaded on the specific confidential intranet website, by the secretary, normally at the same time as the notice of the meeting is sent. The secretary shall send the notice of the meeting, via e-mail, also to the regular members of the Board of Statutory Auditors and to the other persons, if any, invited by the Chair of the Committee to participate in the meeting.

- 3.3. The Committee's meetings shall be chaired by the Chair or, if the latter is absent or impeded, by the oldest member.
- 3.4. The Chair of the Board of Statutory Auditors, who may designate another regular Statutory Auditor as his/her substitute, shall participate in the meetings of the Committee; the remaining regular Statutory Auditors are also allowed to participate. The Chair of the Committee may on each occasion invite to the meetings other members of the Board of Directors or executives or third persons whose presence may help the Committee to better perform its duties.
- 3.5. The Committee may also hold its meetings through telecommunications, provided that all the participants can be identified and such identification is acknowledged in the related minutes and that they are able to follow and participate in the discussion of the matters concerned in real time, if need be exchanging documents.

In extraordinary cases, related to emergency situations, in which it is provided for the possibility to attend the Committee meeting exclusively by telecommunication means, it is not necessary to indicate the place of the meeting in the notice of call nor in the relevant minutes. Emergency situations justifying such modalities of holding the meeting shall be indicated in the relevant minutes.

- 3.6. The presence of a majority of the members in office shall be necessary for meetings of the Committee to be valid.
- 3.7. The Committee shall make its decisions by an absolute majority of the members present; in case of a tie, the vote of the person chairing the meeting shall be decisive. If one or more of the members of the Committee are counterparty of a specific Transaction (or Related Parties of such counterparty), the opinion regarding Related Parties Transaction set forth under Articles 6, 8 and 11 of the Procedure referred to in the preceding Article 1.1 is issued, as set forth in Article 10.1 of the same Procedure.
- 3.8. The Committee's meetings shall be documented by minutes signed by the meeting's chair and the secretary and kept by the latter in chronological order.

For the sole purpose of facilitating the drafting of minutes, and unless otherwise decided by the chair of the meeting, Committee meetings are recorded using audio-video instruments, it being understood that the audio-video supports and the related transcriptions shall be destroyed as soon as the relevant minutes are signed.

A copy of the signed minutes is made available to the members of the Committee, to the members of the Board of Statutory Auditors, as well as to the Chair of the Board of Directors and to the Chief Executive Officer by the secretary, by uploading it on the specific confidential intranet website. The aforesaid persons are notified of the upload by means of a message sent to the email address indicated by them.

ARTICLE 4

Amendments to the Regulations

- 4.1. The Committee shall periodically review the adequacy of the present Regulations and submit to the Board of Directors any proposals of amendments or integrations thereto.