



**ORGANIZATIONAL REGULATIONS OF THE  
CORPORATE GOVERNANCE AND  
SUSTAINABILITY COMMITTEE OF ENEL S.p.A.**

**Document approved by the Board of Directors of Enel S.p.A. at its meeting  
on June 16, 2011 and subsequently revised at its meetings on December  
18, 2012, July 10, 2014, February 9, 2016, March 1, 2016, March 21, 2019  
and February 25, 2021**

## **ARTICLE 1**

### *Composition*

- 1.1 The Corporate Governance and Sustainability Committee of Enel S.p.A. (hereinafter, for the sake of brevity, the “Committee”) shall be composed of at least three Directors, one of whom shall act as Chair. The majority of the members of the Committee shall have the requisites of independence specified by the Italian Corporate Governance Code.
- 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 At the proposal of the Chair, the Committee 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 has the task of assisting the Board of Directors in the assessments and decisions relating to the corporate governance of the Company and the Group and to sustainability <sup>(1)</sup>, by carrying out preparatory work for the purpose of making proposals and providing advice. As part of such duties, the Committee shall be entrusted, in particular, with the following tasks:
- a) to monitor the evolution of the laws and of the national and international best practices in relation to corporate governance, updating the Board of Directors in case of significant changes;
  - b) to verify that the corporate governance system adopted by the Company and the Group is compliant with the laws, the

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(<sup>1</sup>) Sustainability includes, among others, issues related to climate change, atmospheric emissions, water management, biodiversity, circular economy, health and safety, diversity, management and development of people working in the company, relations with communities and customers, supply chain, ethical conduct and human rights.

- recommendations of the Italian Corporate Governance Code, and national and international best practices;
- c) to submit to the Board of Directors proposals for the review of the aforementioned corporate governance system, if it is deemed necessary or appropriate;
  - d) without prejudice to the preparatory work of the Nomination and Compensation Committee with regard to the board review and to the task of ensuring the adequacy and the transparency of such process entrusted to the Chair of the Board of Directors, to examine the results of the board review summarized in the report prepared by the consulting firm in charge, in order to make comments and/or suggestions (if any) on issues within the scope of its tasks in view of the subsequent sharing on the part of the Board of Directors;
  - e) to support the Board of Directors, together with the Nomination and Compensation Committee, in preparing – and, if necessary, updating – a “*contingency plan*” providing the activities to be carried out in order to guarantee the proper management of the Company in case of early cessation of the Chief Executive Officer before the expiry of the ordinary term of office;
  - f) in the event of early cessation of the Chief Executive Officer before the expiry of the ordinary term of office, to propose to the Board of Directors, together with the Nomination and Compensation Committee, the identification of the new Chief Executive Officer, taking into account any indications provided by those shareholders that submitted the slate from which the outgoing Chief Executive Officer was drawn;
  - g) to examine beforehand the annual report on corporate governance to be published with the documentation connected with the annual financial statements;
  - h) to monitor on sustainability-related issues in connection with the Company’s business and the interaction dynamics between the latter and its stakeholders;
  - i) to examine the guidelines of the sustainability plan as well as the materiality matrix – which identifies priority issues for stakeholders in

the light of Enel Group industrial strategies – periodically assessing the achievement of the objectives defined in the plan itself;

- j) to examine the procedures to implement the sustainability policy;
- k) to supervise the inclusion of the Company in the main sustainability indexes as well as its participation to the most relevant international event in this subject;
- l) to examine the general approach and the structure of the contents of the non-financial statement pursuant to Legislative Decree n. 254/2016 and of the sustainability report – possibly summarized in a single document – as well as the completeness and transparency of the information provided by such documents and the related consistency with the principles set forth by the adopted reporting standard, issuing in this regard a prior opinion to the Board of Directors called to approve them;
- m) to examine the main Company's rules and procedures that might be relevant for its stakeholders – among which are in particular pointed out the Compliance Program pursuant to Legislative Decree n. 231/2001, the Code of Ethics, the "Zero Tolerance of Corruption" Plan, and the Human Rights Policy – and to submit such documents for approval to the Board of Directors, assessing any subsequent change or revision of them;
- n) to perform the additional tasks assigned to it by the Board of Directors.

2.2 The Committee shall be entitled to access the corporate information and corporate functions necessary for the performance of its duties and may avail itself at the Company's expense of external consultants.

2.3 The Chair of the Committee shall report to the Board of Directors during its first available meeting on the Committee's meetings.

### **ARTICLE 3**

#### *Convocation, proceedings, and minutes of the meetings*

- 3.1 The Committee shall meet as often as necessary to properly perform its duties.
- 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 day 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 notice time 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. Meetings may also be called upon request by the Chair of the Board of Directors, the Chief Executive Officer or the Chair of the Board of Statutory Auditors. 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, as well as, for information purposes, to the Chair of the Board of Directors and to the Chief Executive Officer.
- 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 may on each occasion invite to the meetings of the Committee 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 the meetings 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.

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 e-mail 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.