



**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 and March 21, 2019**

## **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 Chairman. The majority of the members of the Committee shall have the requisites of independence specified by the Self-regulation Code of listed companies.
- 1.2 The Chairman 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 Chairman, 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

---

<sup>(1)</sup> Sustainability includes, among others, issues related to climate change, CO<sub>2</sub> emissions, water management, biodiversity, circular economy, health and safety, diversity, management

- recommendations of the Corporate Governance Code for listed companies, 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) to prepare the board review process, by making proposals to the Board of Directors with respect to the engagement of a firm specialized in such field, identifying the matters to be assessed and defining the modalities and time-frames to be followed in such regard;
  - e) to support the Board of Directors, together with the Nomination and Compensation Committee, in preparing 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 and the procedures to implement the sustainability policy;
  - j) 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;

- k) to examine the general approach of the non-financial statement pursuant to Legislative Decree n. 254/2016 and of the sustainability report, as well as the structure of their contents and the completeness and transparency of the information provided through such documents, issuing in this regard separate prior opinions to the Board of Directors called to approve them;
- l) to examine the main corporate rules and procedures that might be relevant for its stakeholders – together with the Control and Risk Committee, if such rules and procedures are related to the internal control and risk management system – and to submit such documents for approval to the Board of Directors, assessing any subsequent change or revision of them;
- m) 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 Chairman 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 and the list of the matters to be discussed – shall be sent to the members of the Committee by the secretary, upon instructions from the Chairman, at least three days prior to the day set for the meeting. In cases of urgency, the notice time may be shorter, but, in any case, no shorter than 24 hours. Meetings may also be called upon request by the Chairman of the Board of Directors, the Chief Executive Officer or the Chairman of the Board

of Statutory Auditors. The secretary shall send the notice of the meeting also to the regular members of the Board of Statutory Auditors and to the other persons, if any, invited by the Chairman of the Committee to participate in the meeting, as well as, for information purposes, to the Chairman of the Board of Directors and to the Chief Executive Officer.

3.3 The Committee's meetings shall be chaired by the Chairman or, if the latter is absent or impeded, by the oldest member.

3.4 The Chairman 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 Chairman 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.

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 chairman and the secretary and kept by the latter in chronological order. Copies of the minutes shall be sent by the secretary to the members of the Committee and to the regular members of the Board of Statutory

Auditors, as well as to the Chairman of the Board of Directors and to the Chief Executive Officer.

#### **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.