



**PROCEDURE FOR THE PARTICIPATION
OF INDEPENDENT DIRECTORS
IN MEETINGS OF COMMITTEES
OF WHICH THEY ARE NOT MEMBERS**

**Document approved by the Board of Directors of Enel S.p.A.
at its meeting of March 21, 2019**

ARTICLE 1

Subject and purpose

- 1.1 This document regulates the procedures for the exercise of the faculty of the Directors of Enel S.p.A. who meet the independence requirements, in accordance with the Italian Corporate Governance Code currently in force ("Independent Directors"), to participate in the meetings of the Committees established within the Board of Directors ("Committees") of which they are not members.
- 1.2 The procedures for the exercise of the faculty mentioned in paragraph 1.1 are intended to combine the opportunity to allow the independent Directors to share more widely the matters discussed by the various Committees with the necessity to ensure an orderly functioning of the work of the Committees themselves and to safeguard the important preliminary role they play.
- 1.3 The discipline of the organizational regulations of the various Committees concerning the convocation and proceedings of their meetings is to be considered supplemented by the provisions of this document.

ARTICLE 2

Procedures for the exercise of the faculty of independent Directors to participate in the meetings of Committees of which they are not members

- 2.1 In order to allow the exercise of the faculty mentioned in paragraph 1.1, the meeting notice of the meetings of each Committee, specifying the day, time and place of the meeting and the list of the matters to be discussed, is also sent by the secretary – simultaneously with its transmission to the members of the Committee – to the independent Directors who are not members of the Committee.

- 2.2 Once the meeting notice mentioned in paragraph 2.1 has been received, the independent Directors who are not members of the Committee to which the same notice refers shall promptly – and in any case with a minimum prior notice of 24 hours, except in cases where the Committee is called on an urgent basis – send to the related secretary their possible request to participate in the meeting, indicating the items on the agenda that are of specific interest to them and the envisaged procedures for the participation (in person or by telecommunications means). The secretary shall promptly inform the chair of the Committee, so that the latter can arrange – in compliance with the provisions of the organizational regulations of the various Committees – the invitation to the meeting of the independent Directors who are not members of the same Committee and have expressly requested to attend, as well as the transmission to them of the documentation relating to the individual items on the agenda for which their participation is envisaged.
- 2.3 In order to ensure an orderly functioning of the work of the Committees, respectful of the preliminary role entrusted to them on specific matters on which subsequent assessments and decisions fall normally within the competence of the Board of Directors, the independent Directors shall abstain from systematically participating in the work of the Committees of which they are not members. They therefore exercise the faculty mentioned in paragraph 1.1 with reference to single items on the agenda of their specific interest, especially where such items are not subject to subsequent resolutions of the Board of Directors.
- 2.4 Still with the aim of ensuring an orderly functioning of the work of the Committees, the independent Directors who are not members of the Committees participate in the relevant meetings taking into account said own status. Although they may participate in the discussion through observations and requests for information, they shall therefore abstain from intervening in the deliberation processes.

2.5 In case of participation in the meetings of Committees of which they are not members, the independent Directors are not entitled to any attendance fees.