

**FAC-SIMILE**  
**FORM OF THE PROXY FOR THE ATTENDANCE AT THE MEETING OF HOLDERS**  
**OF THE**  
**“€750,000,000 8.5 YEAR NON-CALL CAPITAL SECURITIES DUE 2081” (ISIN: XS1713463559)**  
**ISSUED BY ENEL S.P.A. (THE “SECURITIES”)** <sup>(1)</sup>

The undersigned \_\_\_\_\_ <sup>(2)</sup>,  
entitled to attend and vote at the Meeting of holders of the Securities, convened, on single call, on 26  
November 2020, in his/her quality \_\_\_\_\_ <sup>(3)</sup> with regard to no.  
\_\_\_\_\_ Securities for a total nominal value equal to Euro \_\_\_\_\_, registered  
in favor of \_\_\_\_\_ <sup>(4)</sup>,

**GIVES PROXY TO**

*or in case of sub-delegation*

The undersigned \_\_\_\_\_ <sup>(5)</sup>,  
in his/her capacity as proxy for attending and voting at the Meeting of the holders of the Securities,  
convened, on single call, on 26 November 2020, from  
\_\_\_\_\_ <sup>(6)</sup>,  
in his/her quality \_\_\_\_\_ <sup>(7)</sup> with regard to no. \_\_\_\_\_  
Securities for a total nominal value equal to Euro \_\_\_\_\_, registered in favor of  
\_\_\_\_\_ <sup>(8)</sup>,  
\_\_\_\_\_

<sup>1</sup> We remind that the proxy/sub-proxy holder may attend and vote at the Meeting only at the condition that the Company has received evidence from Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme, in accordance with Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998.

<sup>2</sup> Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the proxy giver.

<sup>3</sup> Indicate the quality of the proxy giver (e.g. person in whose name the Securities are registered, legal representative, proxy holder with power to sub-delegate, pledgee, taker-in, usufructuary, depositary).

<sup>4</sup> To be filled out only if the Securities are registered in favor of a person other than the person who undersigns the proxy.

<sup>5</sup> Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the sub-proxy giver.

<sup>6</sup> Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the proxy giver.

<sup>7</sup> Indicate the quality of the proxy giver (e.g. person in whose name the Securities are registered, legal representative, proxy holder with power to sub-delegate, pledgee, taker-in, usufructuary, depositary).

<sup>8</sup> To be filled out only if the Securities are registered in favor of a person other than the person who undersigns the proxy.

**☐ GIVES SUB-PROXY TO**

\_\_\_\_\_ (<sup>9</sup>), which shall have the right to be replaced by \_\_\_\_\_ (<sup>10</sup>) and/or to sub-delegate, to represent him/her at the above mentioned Meeting, which will be held on 26 November 2020, at 6:00 pm, in Rome, at Via Ombrone, no. 2, with the participation of those entitled exclusively by means of teleconference in accordance with art. 106, paragraph 2, of Decree Law no. 18 of 17 March 2020, with the following agenda:

1. *Approval, pursuant Article 2415, paragraph 1, n. 2 of the Italian Civil Code, and by means of an extraordinary resolution, amendments to the terms and conditions of the securities “€750,000,000 8.5 Year Non-Call Capital Securities due 2081” (ISIN: XS1713463559), consisting of, among others, the amendment of the maturity of the Securities and the deletion of the events of default, as well as further amendments to the terms and conditions of the Securities, the Trust Deed and the Agency Agreement; related resolutions.*

entrusting him/her with the necessary powers to exercise the right to vote, in his/her name and on his/her behalf (<sup>11</sup>).

Date and place

Signature of the person giving the proxy / sub-proxy

\_\_\_\_\_

\_\_\_\_\_

Attachments:

1. Copy of the identity document and/or passport of the signatory
2. Evidence of the signature powers of the delegating/sub-delegating party (<sup>12</sup>)

<sup>9</sup> Indicate name and surname or company name of the proxy or sub-proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or registered office of the proxy or sub-proxy holder.

<sup>10</sup> Indicate name and surname or company name of the substitute of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or registered office of the substitute.

<sup>11</sup> Those who are entitled to attend and vote at the Meeting and their proxy holders are kindly requested to take into account the provisions set forth under Article 135-*decies* of Legislative Decree no. 58 of February 24, 1998, on conflict of interest of the proxy holder and of his/her substitutes.

<sup>12</sup> Field referring to the case in which the delegating/sub-delegating party is a legal entity.

## **INSTRUCTIONS FOR THE NOTIFICATION OF THE PROXY/SUB-PROXY**

The proxy holder may deliver or send to Enel S.p.A., instead of the original, a copy, also in an electronic format, of the proxy and of the sub-proxy (if any), together with a signed copy of an identity document and, in the case of a legal person, the documentation proving the signature powers, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver or, in case of sub-proxy, filing a copy of the declaration with which the sub-proxy holder certifies the conformity of the copy of the proxy to the original and the identity of the proxy giver. In addition, the Securityholder should deliver its valid voting certificate to his or her representative. The proxy/sub-proxy, filled out entirely, with legible characters and duly signed, may be delivered to Enel S.p.A. by mail (to the address Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita, no. 137, 00198 Rome) or by fax to the following number +39 0683057100, Ref. “Voting proxy”, at least two trading days before the date set for the Meeting (i.e. by 24 November 2020). The proxy/sub-proxy may be notified to Enel S.p.A. also electronically, up to the beginning of the Meeting, by email to [consentsolicitation@enel.com](mailto:consentsolicitation@enel.com). The foregoing is without prejudice to the provisions set forth in the paragraph "Procedures for the Meeting" of the notice of call regarding attendance at the Meeting by those entitled to attend.

## INFORMATION ON PROCESSING OF PERSONAL DATA

### Controller

Enel S.p.A., with registered office in Rome, Viale Regina Margherita no. 137, VAT code no. 00934961003 (hereinafter, “**Enel**” or the “**Controller**”), in its capacity as Controller, will process Personal Data (as defined hereinafter) in compliance with the provisions of the applicable laws on protection of personal data (articles 13 and 14 of the Regulation (EU) no. 679/2016 – “**GDPR**” and Legislative Decree no. 196 of June 30, 2003) as well as with this information.

### Data Protection Officer (DPO)

The Controller appointed a DPO which can be reached at the following email address: [dpoenel@enel.com](mailto:dpoenel@enel.com).

### Object and Modalities of the Processing of Personal Data

The Controller will process Your identifier personal data (such as name, surname, residence) provided by You or the personal data concerning third parties (*e.g.*, sub-delegated or substitutes of proxy holders) provided by You (“**Personal Data**”) with respect to the right to attend the Meeting of the holders of the securities “€750,000,000 8.5 Year Non-Call Capital Securities due 2081” (ISIN: XS1713463559) called on 26 November 2020 (the “**Meeting**”), by means of a proxy and for the further activities related to the Meeting, for example voting and intervening.

Processing of Personal Data under this information means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automated means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction. The Processing of Personal Data will be carried out manually and/or with the use of computerized mechanisms and by means of information technology systems.

### Purposes and legal basis for the processing

Enel will process the Personal Data in relation to the attendance to the Meeting, in particular for the attendance by proxy.

The legal basis for the processing is represented by the Controller’s obligation deriving from the law to grant the exercise by You – also through proxy holders or sub-delegated – of the rights granted by the applicable law in relation to the attendance at the Meeting. The transmission and the processing of the Personal Data are necessary for the abovementioned purposes.

The failure to transmit such Personal Data determines the impossibility to attend the abovementioned Meeting by proxy.

### Recipients of Personal Data

In compliance with the principle of data minimisation, the Personal Data, for the purposes described above, may be disclosed to:

- a) employees and partners of the Controller which are entrusted with the data processing before, during and after the Meeting;
- b) third companies or other persons in their capacity as autonomous Controllers or that carry out activities on behalf of the Controller in their capacity as Processors.

### Transfer of Personal Data

Personal Data will be processed within the European Union and stored on servers located within the European Union. The same data may be processed in countries outside the European Union, provided that an adequate level of protection is guaranteed, recognized by a specific adequacy decision of the European Commission.

Any transfer of Personal Data to non-EU countries, in the absence of an adequacy decision by the European Commission, will be possible only if adequate guarantees of a contractual or contractual nature are provided by the controllers and responsible subjects involved, including binding corporate rules (“Binding Corporate Rules”) and standard contractual clauses on data protection.

The transfer of Personal Data to third countries outside the European Union, in the absence of an adequacy decision or other appropriate measures as described above, will be carried out only in the cases provided for by GDPR.

### Period for which the Personal Data will be stored

The Personal Data provided will be stored pursuant to the proportionality principle until the purposes of the processing are pursued and, in any case, for a period not exceeding 10 years, and will not be communicated to third parties, except for the purpose of complying with the applicable laws or regulations. Such period is compliant with the provisions of the Issuers’ regulation adopted by Consob through Resolution no. 11971 of May 14, 1999 which requires the issuers to disclose regulated information on their internet website and to keep it disclosed for five years.

### Rights of data subjects

Under the applicable laws, with reference to the Personal Data provided, it is possible to exercise the following rights:

- (i) right to access to and obtain copy;
- (ii) right to request rectification;
- (iii) right to request erasure;
- (iv) right to obtain the restriction of processing;

(v) right to object the processing;

(vi) right to receive the Personal Data in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller.

For the exercise of the above-mentioned rights please refer to the following email address [privacy.ca@enel.com](mailto:privacy.ca@enel.com).

Please note that it is possible to obtain additional information on Personal Data by the Enel's Data Protection Officer, as indicated above, indicating mandatorily in the subject "*Securityholders' Meeting of Enel S.p.A.*".

We remind You that the applicable laws provide for the right to lodge a complaint with the Italian Data Protection Authority, with registered office in Rome, Piazza Venezia no. 11; Tel. (+39) 06.696771, PEC: [protocollo@pec.gdpd.it](mailto:protocollo@pec.gdpd.it).