



PRESS RELEASE

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ENEL SHAREHOLDERS' MEETING APPROVES 2019 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF DIRECTORS

- *Financial statements at December 31st, 2019 approved and overall dividend of 0.328 euros per share resolved (0.16 euros already paid as interim dividend in January 2020 and the balance of 0.168 euros to be paid in July 2020)*
- *Authorization for the acquisition and disposal of company's treasury shares renewed, upon revocation of the authorization granted by the Shareholders' Meeting held on May 16th, 2019*
- *New Board of Directors appointed for 2020-2022 term*
- *2020 Long-Term Incentive Plan for Enel Group management and Report on the remuneration policy for 2020 and compensations paid in 2019 approved*

Rome, May 14th, 2020 – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel" or the "Company"), chaired by Patrizia Grieco, was held today in Rome.

Considering the current health emergency related to COVID-19 and taking into account law and regulatory provisions enacted for the containment of the contagion, pursuant to Article 106, paragraph 4, of Law Decree no. 18 of March 17th, 2020 (converted by Law no. 27 of April 24th, 2020), participation of those entitled to attend and vote in the Shareholders' Meeting took place exclusively through the representative appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24th, 1998. Upon the start of the works, around 70.831278% of Enel's share capital was represented at the Meeting.

The Shareholders' Meeting approved Enel's financial statements at December 31st, 2019, while the consolidated financial statements and the consolidated non-financial statement of the Enel Group, both referred to the same financial year, were presented.

Acting on a proposal of the Board of Directors, the Shareholders' Meeting also approved an overall dividend of 0.328 euros per share and the distribution of 0.168 euros per share as the balance of the dividend, following the interim dividend of 0.16 euros per share already paid in January 2020 (pursuant to the relevant legislation, the dividend was not distributed to the 1,549,152 treasury shares held by the Company at the "*record date*" of January 21st, 2020). The balance of the dividend will be paid – net of the treasury shares that will be held by Enel at the "*record date*" indicated here below and before withholding tax, if any – from July 22nd, 2020, with the *ex-dividend* date of coupon no. 32 falling on July 20th, 2020 and the "*record date*" (the date of entitlement for the dividend payment) falling on July 21st, 2020.

Enel Shareholders' Meeting also renewed the Company's Board of Directors authorization for the acquisition and subsequent disposal of up to a maximum of 500 million Enel shares, representing around 4.92% of the Company's share capital, for a total outlay of up to 2 billion euros, upon revocation of the



previous similar authorization granted by the Ordinary Shareholders' Meeting held on May 16th, 2019. The acquisition of the Company's treasury shares has been authorized for 18 months from today's Shareholders' Meeting resolution. Conversely, no time limit has been set for the disposal of any shares purchased. The Shareholders' Meeting also defined, in accordance with the Board of Directors' proposal, purposes, terms and conditions of the acquisition and disposal of the Company's treasury shares, specifically identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.

The Shareholders' Meeting also appointed the new Board of Directors, whose term will expire with the approval of the financial statements for 2022. The new Board is composed of:

- Michele Crisostomo (appointed as Chair) ^{(1), (3)}
- Francesco Starace ⁽¹⁾
- Cesare Calari ^{(2), (3)}
- Costanza Esclapon de Villeneuve ^{(1), (3)}
- Samuel Georg Friedrich Leupold ^{(2), (3)}
- Alberto Marchi ^{(1), (3)}
- Mariana Mazzucato ^{(1), (3)}
- Mirella Pellegrini ^{(1), (3)}
- Anna Chiara Svelto ^{(2), (3)}.

The slates from which the members of the new Board of Directors were drawn and their biographies are available on Enel's website (www.enel.com).

The Shareholders' Meeting confirmed in 80,000 euros gross per year the remuneration for each member of the Board of Directors, in addition to the reimbursement of the expenses incurred in relation to their office, upon presentation of the related supporting documentation.

The Shareholders' Meeting also approved the Long Term Incentive Plan for 2020 reserved to the management of Enel and/or its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

Finally, concerning the Report on the remuneration policy for 2020 and the compensations paid in 2019, the Shareholders' Meeting approved, in compliance with the relevant legislation:

- with a binding resolution, the first section of the above Report, which illustrates the policy adopted by the Company regarding the remuneration of the members of the Board of Directors, the General Manager, the Managers with strategic responsibilities and the members of the Board of Statutory Auditors with reference to 2020;
- with a non-binding resolution, the second section of the same Report, which indicates the compensations paid to the members of the Board of Directors and the Board of Statutory Auditors, to the General Manager and to the Managers with strategic responsibilities in 2019 or related to it.

⁽¹⁾ Member drawn from the slate filed by the shareholder Italian Ministry of the Economy and Finance, that obtained the minority of votes expressed by the share capital represented at the Shareholders' Meeting (as indicated in the Annex to this press release).

⁽²⁾ Member drawn from the slate filed by a group of mutual funds and other institutional investors, that obtained the majority of votes expressed by the share capital represented at the Shareholders' Meeting (as indicated in the Annex to this press release).

⁽³⁾ The Director declared to hold the independence requirements provided for by both legislation (art. 147-ter par. 4 and art. 148 par. 3 of Italy's Consolidated Financial Act) and by article 3 of the 2018 edition of the Italian Corporate Governance Code.



The result of the votes on the various items on the agenda is set out in detail in the Annex to this press release.



Annex

1. Financial statements as of December 31, 2019. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditor. Related resolutions. Presentation of the consolidated financial statements for the year ended on December 31, 2019 and of the consolidated non-financial statement related to the financial year 2019.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	7,144,746,538	99.216202
Votes against	16,894,979	0.234614
Abstentions	9,741,913	0.135282
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000

2. Allocation of the annual net income.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	7,021,717,318	97.507745
Votes against	141,361,570	1.963031
Abstentions	8,304,542	0.115322
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000

3. Authorization for the acquisition and the disposal of treasury shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 16, 2019. Related resolutions.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:



	Number of shares	% on shares admitted to the voting
Votes for	7,095,911,372	98.538048
Votes against	67,229,799	0.933593
Abstentions	8,242,259	0.114457
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000

4. Determination of the number of the members of the Board of Directors.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	7,177,996,426	99.677930
Votes against	2,837,429	0.039402
Abstentions	5,667,109	0.078697
Not voting	14,688,363	0.203971
Total	7,201,189,327	100.000000

5. Determination of the term of the Board of Directors.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	7,159,285,032	99.418092
Votes against	14,884,623	0.206697
Abstentions	5,667,109	0.078697
Not voting	21,352,563	0.296514
Total	7,201,189,327	100.000000

6. Election of the members of the Board of Directors.



The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for Italian Ministry of the Economy and Finance's Slate	3,439,104,882	47.757457
Votes for institutional investors' Slate	3,680,013,261	51.102854
Votes against	28,690,622	0.398415
Abstentions	47,082,982	0.653822
Not voting	6,297,580	0.087452
Total	7,201,189,327	100.000000

7. Election of the Chairman of the Board of Directors.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote on the proposal by the shareholder Italian Ministry of the Economy and Finance to appoint Director Michele Crisostomo as Chair of the Board of Directors was the following:

	Number of shares	% on shares admitted to the voting
Votes for	7,084,693,677	98.382272
Votes against	46,607,319	0.647217
Abstentions	40,082,434	0.556609
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000

8. Determination of the remuneration of the members of the Board of Directors.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:



	Number of shares	% on shares admitted to the voting
Votes for	7,141,967,199	99.177606
Votes against	23,749,122	0.329794
Abstentions	5,667,109	0.078697
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000

9. Long term incentive Plan 2020 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	7,030,094,749	97.624079
Votes against	134,818,722	1.872173
Abstentions	6,469,959	0.089846
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000

10. Report on the remuneration policy and compensations paid:

10.1 First section: Policy adopted by the Company regarding the remuneration of the members of the Board of Directors, the General Manager, the Managers with strategic responsibilities and the members of the Board of Statutory Auditors with reference to 2020 (binding resolution).

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,827,021,430	80.917487



Votes against	1,314,724,021	18.257040
Abstentions	16,966,954	0.235613
Not voting	42,476,922	0.589860
Total	7,201,189,327	100.000000

10. Report on the remuneration policy and compensations paid:

10.2 Second section: Indication of the compensations paid to the members of the Board of Directors and the Board of Statutory Auditors, to the General Manager and to the Managers with strategic responsibilities in 2019 or related to it (non-binding resolution).

The voting occurred in presence of no. 4,218 shareholders by proxy, for a total of n. 7,201,189,327 ordinary shares (equal to 70.831278% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	6,977,681,248	96.896234
Votes against	186,195,940	2.585628
Abstentions	7,506,242	0.104236
Not voting	29,805,897	0.413902
Total	7,201,189,327	100.000000