



PRESS RELEASE

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ENEL LAUNCHES A CONSENT SOLICITATION FOR HOLDERS OF CERTAIN HYBRID BONDS

Rome, October 23rd, 2020 - Enel S.p.A. (“Enel” or the “Company”) today launched a consent solicitation addressed to the holders of a number of subordinated, non-convertible hybrid bonds issued by the Company in order to align the terms and conditions of the above-mentioned bonds with those of the perpetual subordinated, non-convertible hybrid bond launched by Enel on September 1st, 2020.

To this end, the Company has called the Meetings of the noteholders of the following bonds, with a total outstanding amount of about 1,797 million euros (the “Bonds”), at first and single call on November 26th, 2020:

- 1,250,000,000 euros maturing January 10th, 2074 with 297,424,000 euros in circulation (ISIN: XS0954675129);
- 750,019,000 euros maturing November 24th, 2078 with 750,019,000 euros in circulation (ISIN: XS1713463716);
- 750,000,000 euros maturing November 24th, 2081 with 750,000,000 euros in circulation (ISIN: XS1713463559).

The proposed changes to the terms and conditions of the Bonds, submitted for approval by the aforementioned Meetings, are illustrated in the respective notices of call and in the documentation made available to the public in accordance with the modalities indicated below. More specifically, the proposed changes establish that:

- the Bonds, which currently have a specified long-term maturity date, would become due and payable and hence have to be repaid by the Company only in the event of winding up or liquidation of the Company;
- the events of default, envisaged in the terms and conditions and additional documentation that regulate the Bonds, would be eliminated.



The notices of call of the Meetings of the noteholders and the explanatory reports of the Board of Directors on the items of the agenda are available to the public at the registered office of the Company, on its website (www.enel.com) and at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com). The notices of call are also available to the public on the website of Euronext Dublin (www.ise.ie) and distributed to the noteholders through the systems of Euroclear Bank SA/NV and Clearstream Banking S.A.

Finally, additional information regarding the terms and conditions applicable to the consent solicitation, including the potential payment of an "*Early Participation Fee*", may be found in the Consent Solicitation Memorandum, together with additional documentation concerning the transaction, which are available to the public on the website of the Company (www.enel.com).

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This announcement does not constitute or form part of any offer to sell or a solicitation of an offer to buy any securities in the US or any other jurisdiction. The distribution of this announcement and/or of the consent solicitation memorandum may be restricted by applicable laws and regulations. Persons who are physically located in those jurisdictions in which this announcement and/or the consent solicitation memorandum is circulated, published or distributed must inform themselves about and observe any such restrictions.

The consent solicitation memorandum is intended exclusively for securityholders: (i) located or resident outside the United States and are not U.S. persons, dealer or other professional trustees in the United States acting only on a discretionary basis for the benefit or on behalf of persons other than U.S. persons outside the United States; (ii) not retail customers as defined by the 2014/65/EU Directive (as amended); and (iii) to which the consent solicitation can be lawfully addressed and who can lawfully participate in the consent solicitation.

The consent solicitation is not aimed at any Restricted Owner (as defined in the consent solicitation memorandum) nor to any securityholder whose participation in consent solicitation would violate the laws or regulations of its jurisdiction of residence or domicile or whose participation in consent solicitation excluded under the consent solicitation memorandum.