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| Informazione Regolamentata n. 0116-19-2025 | Data/Ora Inizio Diffusione 10 Aprile 2025 15:24:03 | Euronext Milan |
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Societa' : ENEL

Identificativo Informazione : 203926
Regolamentata

Utenza - Referente : ENELN07 - Giannetti Davide

Tipologia : REGEM

Data/Ora Ricezione : 10 Aprile 2025 15:24:03

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Oggetto : Extract of the Notice of call of the Shareholders'
Meeting

Testo del comunicato

Vedi allegato



EXTRACT OF THE NOTICE OF CALL SHAREHOLDERS' MEETING OF ENEL MAY 22, 2025

ENEL - S.p.A.

Registered office in Rome - Viale Regina Margherita, no. 137

Share capital € 10,166,679,946 fully paid in

Tax I.D. and Companies Register of Rome no. 00811720580

R.E.A. of Rome no. 756032

VAT code no. 15844561009

Extract of the notice of ordinary and extraordinary Shareholders' Meeting

An ordinary and extraordinary Shareholders' Meeting is convened, on single call, on May 22, 2025, at 2:00 pm, in Rome, at Via Dalmazia, no. 15, in order to discuss and resolve on the following

AGENDA

Ordinary part

1. Financial statements as of December 31, 2024. 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, 2024 including the Consolidated sustainability statement related to the financial year 2024.
2. Allocation of the annual net income and distribution of available reserves.
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 23, 2024. Related and consequent resolutions.
4. Election of the Board of Statutory Auditors.

5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.
6. Long term incentive Plan 2025 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
7. Report on the remuneration policy and compensations paid:
 - 7.1 First section: report on the remuneration policy for 2025 (binding resolution);
 - 7.2 Second section: report on the compensations paid in 2024 (non-binding resolution).

Extraordinary part

1. Amendments to Article 5.1 (deletion of the nominal value of the shares), Article 16.2 (modalities of holding meetings of the Board of Directors by means of telecommunications) and Article 25.4 (modalities of holding meetings of the Board of Statutory Auditors by means of telecommunications) of the Corporate Bylaws.
2. Cancellation of treasury shares without reduction of share capital and consequent amendment of Article 5 of the Corporate Bylaws. Related and consequent resolutions.

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Participation in the Shareholders' Meeting

Those entitled to attend and vote at the Shareholders' Meeting shall participate in the latter **exclusively through the representative appointed by the Company** pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24, 1998 (*i.e.* through Computershare S.p.A., the “**Exclusive Proxy**”), according to the modalities set forth in the full notice of call, published as indicated below.

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Information concerning:

- the share capital;
- the right to attend and vote at the Meeting exclusively through the Exclusive Proxy Computershare S.p.A. (record date May 13, 2025);
- how to grant proxies/sub-proxies to the Exclusive Proxy Computershare S.p.A. and to vote through the latter;
- the supplementation of the agenda and the submission of resolution proposals on the items already on the agenda on the part of Shareholders holding at least 2.5% of the share capital, pursuant to Article 126-*bis*, paragraph 1, first period, of Legislative Decree no. 58 of February 24, 1998 (within April 22, 2025);
- the submission of resolution proposals on items of the agenda on the part of those entitled to vote, pursuant to Article 126-*bis*, paragraph 1, third period, of Legislative Decree no. 58 of February 24, 1998 (within May 7, 2025);
- the right to ask questions before the Meeting (within May 13, 2025);
- the election of the Board of Statutory Auditors;
- the report on the remuneration policy and compensations paid; and
- the organizational aspects of the Meeting,

is set forth in the full notice of the Shareholders' Meeting, to which reference is made, published in the section of the Company's website (www.enel.com) reserved to this Meeting, as well as at the officially authorized mechanism for the storage of regulated information denominated "eMarket Storage" (www.emarketstorage.it).

With reference to the election of the Board of Statutory Auditors, it should be noted in particular that: (a) the slates may be filed by Shareholders who, alone or together with other Shareholders, own at least 0.5% of the share capital; (b) the slates shall be filed, with the modalities set forth in the full notice of call, no later than twenty-five days before the day of the Meeting; however, considering that such term ends on a non-working day (*i.e.* April 27, 2025), it is postponed to the first working day available following such date, *i.e.* April 28, 2025.

The documentation relating to the Meeting – comprising the explanatory reports and the resolution proposals on the items of the agenda, as well as the Annual financial report (including the Consolidated sustainability statement) – will be made available to the public in accordance with the terms provided for under applicable laws, at the

Company's registered office, in the section of the Company's website (www.enel.com) reserved to this Meeting, as well as at the officially authorized mechanism for the storage of regulated information denominated "eMarket Storage" (www.emarketstorage.it).

The Chairman of the Board of Directors
Paolo Scaroni

