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Oggetto : Enel launches a share buyback program of up to 1 billion euros to pay additional remuneration to Shareholders

Testo del comunicato

Vedi allegato



PRESS RELEASE

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ENEL LAUNCHES A SHARE BUYBACK PROGRAM OF UP TO 1 BILLION EUROS TO PAY ADDITIONAL REMUNERATION TO SHAREHOLDERS

- *The buyback program is aimed at providing Shareholders a remuneration in addition to the distribution of dividends, as a result of the cancellation of treasury shares purchased*
- *The program concerns a maximum total outlay of up to 1 billion euros for a maximum of 495 million shares of treasury shares*

Rome, July 31st, 2025 – Enel S.p.A. ("Enel" or the "Company") announces that the Company's Board of Directors approved today the launch of a share buyback program (the "Program") for a total outlay of up to 1 billion euros and a maximum number of shares not exceeding 495 million in any case, equivalent to approximately 4.87% of Enel's share capital.

The Program, which will run from August 1st until no later than December 31st, 2025, is aimed at providing Shareholders a remuneration in addition to the distribution of dividends, as a result of the cancellation of treasury shares purchased for this purpose.

The Program was approved in implementation of the resolution of the Shareholders' Meeting of May 22nd, 2025 which authorized the Board of Directors for the acquisition and subsequent disposal of treasury shares for a total outlay of up to 3.5 billion euros and for a maximum of 500 million shares of the Company.

The purchases will be made on the regulated market Euronext Milan, as well as on the multilateral trading facilities DXE Europe (DXE), Aquis Exchange Europe (Aquis) and Turquoise Europe, in order to ensure equal treatment of shareholders, in compliance with Article 132, paragraph 1, of Legislative Decree No. 58 of February 24th, 1998 and Article 144-bis, paragraph 1, letter b) of Consob Regulation 11971/1999, as well as in accordance with both the authorization granted by the Shareholders' Meeting of May 22nd, 2025 and the provisions of art. 5 of Regulation (EU) 596/2014 on market abuse and the related implementing provisions of Delegated Regulation (EU) 2016/1052.

For the purposes of executing the Program, Enel will appoint an authorized intermediary who will make decisions on the purchases in full independence, also in relation to their timing, and in accordance with daily price and volume limits consistent with both the authorization granted by the Shareholders' Meeting of May 22nd, 2025, and with the provisions of the aforementioned Article 5 of Regulation (EU) 596/2014 and Art. 3 of Delegated Regulation (EU) 2016/1052. In particular, the purchase price of the shares shall not be more than 10% lower or higher than the official price recorded by Enel's shares on the Euronext Milan market in the trading day preceding each individual transaction and, in any case, shall not exceed the higher between the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Furthermore, the daily volume of purchases shall not exceed 25% of the average daily volume of Enel shares traded on the trading venue where the purchase is made in the 20 trading days preceding the date of purchase.



The purchase transactions carried out will be communicated to the market within the terms and in the manner provided for by the provisions in force.

The cancellation of the treasury shares purchased under the Program will be carried out without reduction of the share capital, in accordance with the resolution of the Shareholders' Meeting of May 22nd, 2025, and may be carried out in a single solution or by means of several deeds in a fractional manner.

As of today, Enel holds no. 12,079,670 treasury shares in portfolio, equal to approximately 0.1188% of the share capital, while its subsidiaries do not hold any Enel shares.

Moreover, Enel announced that, today, the Board of Directors of the Chilean listed subsidiary Enel Américas S.A. ("Enel Américas") approved the call of an Extraordinary Shareholders' Meeting for August 28th, 2025 to resolve on the approval of a share buyback program. This program concerns up to a maximum of 4% of Enel Américas' share capital and has a duration of 90 days from the date of the aforementioned Shareholders' Meeting; it is also provided for the delegation to the Board of Directors to set the purchase price considering as basis the weighted average price during the 90 days prior to July 30th, 2025, plus a premium of up to 15%.

