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Oggetto : Enel: the new Board of Directors confirms
Flavio Cattaneo as Chief Executive Officer and
General Manager and appoints internal
Committees

Testo del comunicato

Vedi allegato



PRESS RELEASE

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ENEL: THE NEW BOARD OF DIRECTORS CONFIRMS FLAVIO CATTANEO AS CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER AND APPOINTS INTERNAL COMMITTEES

Rome, May 13th, 2026 – The Board of Directors of Enel S.p.A. (“Enel” or the “Company”), appointed by the Shareholders’ Meeting on May 12th, 2026, met today for the first time in Rome and was chaired by Paolo Scaroni.

The Board confirmed Flavio Cattaneo as Chief Executive Officer and General Manager of the Company.

The Board also confirmed the existing division of powers, designating the Chairman with the power to drive and oversee the application of corporate governance rules concerning the activities of the Board of Directors as well as to maintain, in agreement and coordination with the Chief Executive Officer, relations with institutional bodies and authorities and, finally, the power to supervise audit activities (although the head of said function continues to report hierarchically to the Board of Directors and functionally to the Chief Executive Officer, in his capacity as the Director in charge of the establishment and maintenance of the internal control and risk management system). The Chief Executive Officer was granted all powers for the management of the Company, except for those otherwise assigned by applicable laws and regulations as well as the by-laws or those retained by the Board of Directors within the scope of its responsibilities.

On the basis of the declarations released during the candidacy process and acceptance of the position and taking into account all the information available to the Company, the Board therefore verified that all the Directors meet the requirements of integrity and of absence of grounds for ineligibility and incompatibility and recognized that all non-executive Directors (Chairman Paolo Scaroni and Directors Johanna Arbib, Mario Corsi, Tiziana De Luca, Dario Frigerio, Alessandro Monteduro, Federica Seganti and Alessandra Stabilini) hold all the independence requirements set out both by law (article 147-ter, paragraph 4 and article 148, paragraph 2 of Italy’s Consolidated Financial Act) and by Recommendation no. 7 of Italy’s Corporate Governance Code (the “Corporate Governance Code”). To this end, the Board of Directors took into account the quantitative and qualitative criteria adopted to assess the significance of any commercial, financial or professional relationships and/or any additional remuneration - referred to in letters c) and d) of the aforementioned Recommendation no. 7, which may compromise the independence of a Director⁽¹⁾.

Specifically relating to the managerial position held by Director Tiziana De Luca at Italy’s Ministry of Economy and Finance, the Board of Directors has recognized that the interested party meets the independence requirements provided for by the Corporate Governance Code on the basis of a substantial assessment, in line with the principles of the Code itself. In particular, the Board took into account in this regard both the peculiar nature of Italy’s Ministry of Economy and Finance as a reference shareholder of Enel – as emerged, for the purposes of recognizing the independence requirements provided for by law,

⁽¹⁾ For a complete description of such criteria, reference is made to the information provided in the notes to Table 1 annexed to Enel’s Report on Corporate Governance and Ownership Structure for the year 2025, available on the Company’s website at www.enel.com.



from the provision of authentic interpretation of art. 148 of the Italian Consolidated Law on Finance contained in art. 13, paragraph 1-bis, of Law Decree no. 95/2025 (converted with amendments by Law no. 118/2025) – as well as the organizational position and competences assigned to Director Tiziana De Luca within the same Ministry, which were not considered likely to affect her autonomy of judgement.

With reference to the position of Head of Cabinet of Italy's Delegated Authority for the Security of the Republic held by Director Alessandro Monteduro, the Board of Directors also verified that this role does not affect the independence of the interested party, within the meaning of the Corporate Governance Code. This conclusion is based on the same considerations set out above for Director Tiziana De Luca, to be deemed further strengthened in light of the clear distinction, within the organizational structures of the public administration, between the competences attributed to Italy's Delegated Authority for the Security of the Republic (operating within the Presidency of the Council of Ministers) and those pertaining to Italy's Ministry of Economy and Finance.

The professional profiles of the members of the Board of Directors can be consulted on the Company's website: www.enel.com.

In the same meeting, the Board of Directors also appointed the following internal committees, entirely composed of independent Directors, whose duties have been confirmed vis-à-vis the previous mandate:

- Nomination and Compensation Committee, recommended by the Corporate Governance Code, with preliminary functions, of a proposing and consultative nature, within its remit. This Committee is composed of the following Directors: Alessandra Stabilini (as Chairman), Johanna Arbib, Tiziana De Luca and Dario Frigerio.
The Board of Directors recognized Director Dario Frigerio as possessing the requirement of adequate knowledge and experience in financial matters;
- Control and Risks Committee, recommended by the Corporate Governance Code, with preliminary functions, of a proposing and consultative nature, within its remit. This Committee is composed of the following Directors: Dario Frigerio (as Chairman), Mario Corsi, Tiziana De Luca and Federica Seganti.
The Board of Directors recognized (i) Directors Dario Frigerio and Federica Seganti as possessing the requirement of adequate knowledge and experience in accounting and finance as well as in risk management, and (ii) Director Mario Corsi as possessing the requirement of adequate knowledge and experience in risk management;
- Related Parties Committee, responsible for issuing specific opinions on transactions with related parties carried out by Enel, either directly or through subsidiaries, in the cases indicated and in the ways provided for by the related-party transaction Procedure adopted by the Board of Directors, in compliance with the rules laid down by Consob.
This Committee is composed of the following Directors: Alessandro Monteduro (as Chairman), Mario Corsi and Federica Seganti;
- Corporate Governance and Sustainability Committee, responsible for assisting the Board of Directors, with preliminary functions of a proposing and consultative nature, on its assessments and decisions related to the corporate governance of the Company and the Group as well as to sustainability issues.
This Committee is composed of the following Directors: Paolo Scaroni (as Chairman), Johanna Arbib, Alessandro Monteduro and Alessandra Stabilini.

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