



**Summary of the meeting resolutions and vote results on the items on the
agenda of the ordinary Shareholders' Meeting of Enel S.p.A.
of May 23, 2024**

The ordinary Shareholders' Meeting of Enel S.p.A. was held on May 23, 2024, on single call, at 2:00 p.m., in Rome, at Via Dalmazia, no. 15. Pursuant to Article 106, paragraph 4, of Law-Decree no. 18 of March 17, 2020, converted with amendments by Law no. 27 of April 24, 2020 (whose final application deadline was last extended to December 31, 2024 by Article 11, paragraph 2, of Law no. 21 of March 5, 2024), 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. At the beginning of the Meeting no. 3,659 shareholders were represented by proxy, for a total of no. 6,602,436,776 ordinary shares (equal to 64.941916% of Enel's share capital).

The Shareholders' Meeting adopted the following resolutions.

1. Upon proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements of Enel S.p.A. for the year ended on December 31, 2023, having acknowledged the results of the consolidated financial statements of Enel Group together with the consolidated non-financial statement, both referred to the financial year 2023.
No. 3,659 shareholders took part in the vote by proxy, for a total of n. 6,602,436,776 ordinary shares (equal to 64.941916% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares that took part in the vote
Votes for	6,578,712,236	99.640670
Votes against	1,344,788	0.020368
Abstentions	22,379,752	0.338962
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,602,436,776	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	0	

2. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved:

(i) to earmark the net income of Enel S.p.A. for the year 2023, amounting to Euro 3,031,809,855.45, as follows:

- for distribution to Shareholders:
 - Euro 0.215 for each of the 10,156,594,840 ordinary shares in circulation on the ex-dividend date (considering the 10,085,106 treasury shares held by the Company at the "record date" indicated under this specific bullet point), to cover the interim dividend payable from January 24, 2024, with the ex-dividend date of coupon no. 39 having fallen on January 22, 2024 and the "record date" (*i.e.* the date of the title to the payment of the dividend) falling on January 23, 2024, for an overall amount of Euro 2,183,667,890.60;
 - Euro 0.065 for each of the 10,166,679,946 ordinary shares in circulation on July 22, 2024 (*i.e.* on the ex-dividend date), net of the treasury shares that will be held by Enel S.p.A. at the "record date" indicated under point (iii) below, as the balance of the dividend, for an overall maximum amount of Euro 660,834,196.49;

- for the reserve named “retained earnings”, an overall amount of Euro 181,768,695.60, to cover the amounts paid in 2023, at the maturity of the respective coupons, to the holders of the non-convertible subordinated hybrid bonds with a so-called “perpetual” duration issued by Enel S.p.A.;
 - for the reserve named “retained earnings” the remaining part of the net income, for an overall minimum amount of Euro 5,539,072.76, which might increase consistently with the balance of the dividend not paid due to the number of treasury shares that will be held by Enel S.p.A. at the “record date” indicated under point (iii) below;
- (ii) to also earmark for distribution to the shareholders, again as the balance of the dividend, a portion of the available reserve named “retained earnings” set aside in the financial statements of Enel S.p.A. (amounting overall as of December 31, 2023, to Euro 8,591,640,579.55), in the amount of Euro 0.15 for each of the 10,166,679,946 ordinary shares in circulation on the “ex-dividend” date of July 22, 2024 (net of the treasury shares that will be held by Enel S.p.A. at the “record date” indicated under point (iii) below), for a maximum total amount of Euro 1,525,001,991.90;
- (iii) to pay, before withholding tax, if any, the overall balance of the dividend of Euro 0.215 per ordinary share (of which Euro 0.065 as a distribution of a portion of the remaining net income for the financial year 2023 and Euro 0.15 as a partial distribution of the available reserve named “retained earnings”) – net of the treasury shares that will be held by Enel S.p.A. at the “record date” indicated here below – as from July 24, 2024, with the ex-dividend date of coupon no. 40 falling on July 22, 2024 and the “record date” (i.e. the date of the title to the payment of the dividend) falling on July 23, 2024.

No. 3,659 shareholders took part in the vote by proxy, for a total of n. 6,602,436,776 ordinary shares (equal to 64.941916% of the share capital), all admitted to vote. The outcome of the vote was the following:

	Number of shares	% on shares that took part in the vote
Votes for	6,547,640,724	99.170063
Votes against	53,389,886	0.808639
Abstentions	1,406,166	0.021298
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,602,436,776	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	0	

3. With respect to the acquisition and the disposal of treasury shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 10, 2023, upon proposal of the Board of Directors, the Shareholders' Meeting resolved:
- (i) to revoke the resolution concerning the authorization for the acquisition and the disposal of treasury shares approved by the Ordinary Shareholders' meeting held on May 10, 2023, without prejudice to the effects of the latter in relation to the acts performed and/or related and consequential thereto;
 - (ii) to authorize the Board of Directors – pursuant to Article 2357 of the Italian Civil Code – to purchase shares of the Company, in one or more instalments and for a period of eighteen months starting from the date of the Shareholders' Meeting resolution, for the purposes provided for by the explanatory report of the Board of Directors relating to this item on the agenda of the Shareholders' Meeting (the "Explanatory Report"), according to the terms and conditions specified below:
 - the maximum number of shares to be purchased is equal to 500 million ordinary shares of the Company, representing approximately 4.92% of the share capital of Enel S.p.A., which is currently divided into no. 10,166,679,946 ordinary shares with a nominal value of one Euro each, up to a maximum outlay of Euro 2 billion; the acquisitions

shall be made within the limits of distributable net income and of the available reserves, as per the most recent duly approved financial statements;

- the acquisitions shall be made at a price which shall be determined from time to time, taking into account the specific modality selected to carry out the transaction and in compliance with the relevant applicable laws and, where applicable, with the accepted market practices in force from time to time, provided that in any case such price shall not be over 10% lower or higher than the official price recorded by Enel S.p.A. stock on the Euronext Milan market, organized and managed by Borsa Italiana S.p.A., in the trading day preceding each transaction;
 - the acquisitions shall be carried out ensuring the equal treatment among Shareholders and according to the modalities provided for by the relevant applicable laws and, where applicable, by the accepted market practices in force from time to time, as recalled in the Explanatory Report relating to this item on the agenda, it being understood that in any case the purchases shall not be executed by granting Shareholders with put-option rights in relation to the number of shares they hold, nor by the systematic internalization activity through non-discriminatory modalities which provide for an automatic and non-discretionary implementation of the transactions on the basis of pre-set criteria;
- (iii) to authorize the Board of Directors – pursuant to Article 2357-ter of the Italian Civil Code – to dispose, in one or more instalments, for an unlimited period of time, of all or part of the treasury shares held in portfolio, also before having reached the maximum amount of shares that can be purchased, as well as, as the case may be, to buy-back the shares, provided that the treasury shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization referred to in point (ii) above, without prejudice to what provided by the Explanatory Report in this respect. The acts of disposal and/or use of the treasury shares in portfolio shall be carried out for the

purposes provided for by the said Explanatory Report, according to the terms and conditions specified below:

- the sale or any other disposal of treasury shares in portfolio shall be carried out with the modalities deemed the most appropriate and compliant with the interest of the Company and, in any case, in accordance with the relevant applicable laws and, where applicable, with the accepted market practices in force from time to time;
 - the sale or any other disposal of treasury shares in portfolio shall take place in accordance with the terms and conditions determined from time to time by the Board of Directors, in compliance with the purposes and criteria as per this authorization, and in any case according to the limits (if any) provided for by the relevant applicable laws and, where applicable, by the accepted market practices in force from time to time;
 - the treasury shares acquired in relation to the Long term incentive Plan 2024 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code (subject to the approval of the Shareholders' Meeting as the fourth item on the agenda) and/or other equity incentive plans, if any, for Directors and/or employees of Enel S.p.A. and/or of its subsidiaries and/or affiliates shall be assigned in accordance with the modalities and terms provided for by the regulations of the same plans;
- (iv) to grant the Board of Directors – and, on its behalf, the Chair and the Chief Executive Officer, on a several basis and with the right to sub-delegate – with any power needed in order to implement the resolutions as per the points above, carrying out all the activities that may be necessary, advisable, instrumental and/or related to the successful outcome of the same resolutions, as well as to provide the market with the due disclosure in compliance with the relevant applicable laws and, where applicable, with the accepted market practices in force from time to time.

No. 3,659 shareholders took part in the vote by proxy, for a total of n. 6,602,436,776 ordinary shares (equal to 64.941916% 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	6,575,920,155	99.598381
Votes against	26,278,906	0.398018
Abstentions	237,715	0.003600
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,602,436,776	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	0	

4. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to approve the long term incentive Plan 2024 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code, whose features are described in the relevant information document prepared pursuant to Article 84-*bis*, paragraph 1, of the Issuers' Regulation adopted by Consob with resolution no. 11971 of May 14, 1999, and to grant the Board of Directors, with the faculty to sub-delegate, all powers necessary for the actual implementation of the aforesaid Plan.

No. 3,659 shareholders took part in the vote by proxy, for a total of n. 6,602,436,776 ordinary shares (equal to 64.941916% 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	6,525,216,778	98.830432
Votes against	75,900,626	1.149585
Abstentions	1,319,372	0.019983
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,602,436,776	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	0	

5. With reference to the “Report on the remuneration policy for 2024 and compensations paid in 2023” of Enel S.p.A., upon proposal of the Board of Directors, with two separate and distinct votes, the Shareholders' Meeting approved:

5.1 with a binding resolution, the first section of the aforementioned Report, drawn up by the Company's Board of Directors pursuant to Article 123-ter, paragraph 3, of Legislative Decree no. 58 of February 24, 1998 and containing the description of the Company's policy on the remuneration of the members of the Board of Directors, the General Manager, the Executives with strategic responsibilities and the members of the Board of Statutory Auditors related to the financial year 2024, as well as the procedures used for the adoption and implementation of such policy.

No. 3,659 shareholders took part in the vote by proxy, for a total of n. 6,602,436,776 ordinary shares (equal to 64.941916% 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	6,276,443,631	95.062533
Votes against	325,718,033	4.933300
Abstentions	275,112	0.004167
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,602,436,776	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	0	

5.2 with a non-binding resolution, the second section of the aforementioned Report, drawn up by the Company's Board of Directors pursuant to Article 123-ter, paragraph 4, of Legislative Decree no. 58 of February 24, 1998 and containing the description of the compensations of the members of the Board of Directors and of the Board of Statutory Auditors, of the General Manager and of the Executives with strategic responsibilities (for the latter, in aggregate form) related to the financial year 2023.

No. 3,659 shareholders took part in the vote by proxy, for a total of n. 6,602,436,776 ordinary shares (equal to 64.941916% 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	6,446,636,411	97.640260
Votes against	122,859,926	1.860827
Abstentions	32,940,439	0.498913
Total shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the quorum for passing resolution)	6,602,436,776	100.000000
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (not counted for the quorum for passing resolution)	0	