



PRESS RELEASE

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ENEL SHAREHOLDERS' MEETING APPROVES 2018 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF STATUTORY AUDITORS

- *Financial statements as of December 31st, 2018 approved and overall dividend of 0.28 euros per share resolved (0.14 euros already paid as interim dividend in January 2019 and the balance of 0.14 euros to be paid in July 2019)*
- *Authorisation for the acquisition and disposal of company's own shares renewed, upon revocation of the authorisation granted by the Shareholders' Meeting held on May 24th, 2018*
- *New Board of Statutory Auditors appointed for 2019-2021*
- *KPMG appointed as External Auditor for 2020-2028*
- *2019 Long-Term Incentive Plan for Enel Group management and remuneration report approved*

Rome, May 16th, 2019 – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel" or the "Company"), chaired by Patrizia Grieco, was held today in Rome.

The Shareholders' Meeting approved Enel's financial statements as of December 31st, 2018, while the consolidated financial statements and the consolidated non-financial statement of the Enel Group, both referred to the same financial year, were presented.

Acting on a proposal of the Board of Directors, the Shareholders' Meeting also approved an overall dividend of 0.28 euros per share and the distribution of 0.14 euros per share as the balance of the dividend, following the interim dividend of 0.14 euros per share already paid in January 2019. The balance of the dividend will be paid – before withholding tax, if any – from July 24th, 2019, with the ex-dividend date of coupon no. 30 falling on July 22nd, 2019 and the record date (the date of entitlement for the dividend payment) falling on July 23rd, 2019.

Enel Shareholders' Meeting also renewed the Company's Board of Directors authorisation for the acquisition and subsequent disposal of up to a maximum of 500 million Enel shares, representing around 4.92% of the Company's share capital, for a total outlay of up to 2 billion euros, upon revocation of the previous similar authorisation granted by the Ordinary Shareholders' Meeting held on May 24th, 2018. The acquisition of the Company's own shares has been authorised for 18 months from today's Shareholders' Meeting resolution. Conversely, no time limit has been set for the disposal of any shares purchased. The Shareholders' Meeting also defined, in accordance with the Board of Directors' proposal, purposes, terms and conditions of the acquisition and disposal of the Company's own shares, specifically identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.

The Shareholders' Meeting also appointed the new Board of Statutory Auditors, which will be composed of Barbara Tadolini as Chair (as drawn from the minority slate presented by a group of institutional investors, that obtained the favorable vote of 9.699849% of the share capital present at the Meeting), as well as Claudio Sottoriva and Romina Guglielmetti as regular Statutory Auditors (both drawn from the



slate presented by the reference shareholder, the Italian Ministry of Economy and Finance, that obtained the majority of votes, equal to 89.766985% of the share capital present at the Meeting). Furthermore, the Shareholders' Meeting appointed Francesca Di Donato and Maurizio De Filippo (both drawn from the slate presented by the Italian Ministry of Economy and Finance), as well as Piera Vitali (drawn from the minority slate presented by a group of institutional investors) as alternate Statutory Auditors. The above mentioned Board of Statutory Auditors will remain in office until the approval of the 2021 financial statements. The slates from which the members of the new Board of Statutory Auditors were drawn and their biographies are available on Enel's website (www.enel.com).

The Shareholders' Meeting confirmed subsequently a gross annual remuneration of 85,000 euros for the Chair and 75,000 euros for each of the other regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office.

Acting on a proposal of the outgoing Company's Board of Statutory Auditors, the Shareholders' Meeting appointed KPMG S.p.A. as External Auditor for the period 2020-2028 and determined the related fees.

The Shareholders' Meeting finally approved the Long Term Incentive Plan for 2019 dedicated to the management of Enel and its subsidiaries pursuant to Article 2359 of the Italian Civil Code, and voted in favor of the section of the Remuneration Report setting out the policy adopted by the Company for the financial year 2019 regarding the remuneration of the Directors, the General Manager and the Executives with strategic responsibilities.