



PRESS RELEASE

Global News Media

T +39 06 8305 5699
ufficiostampa@enel.com
gnm@enel.com
enel.com

Investor Relations

T +39 06 8305 7975
investor.relations@enel.com
enel.com

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ENEL LAUNCHES A CONSENT SOLICITATION FOR HOLDERS OF A 900 MILLION EURO HYBRID BOND

Rome, October 28th, 2021 - Enel S.p.A. (“Enel” or the “Company”) today launched a consent solicitation addressed to the holders of a subordinated, non-convertible hybrid bond issued by the Company in order to align its terms and conditions with those of perpetual subordinated, non-convertible hybrid bonds launched by Enel in 2020 and 2021.

To this end, the Company has called, at first and single call on December 9th, 2021, the Meeting of the noteholders of the 900,001,000 euros bond maturing May 25th, 2080 with 900,001,000 euros in circulation (ISIN: XS2000719992) (the “Bond”).

The proposed changes to the terms and conditions of the Bond, submitted for approval by the aforementioned Meeting, are illustrated in the notice of call and in the documentation made available to the public in accordance with the modalities indicated below. More specifically, the proposed changes establish that:

- the Bond, which currently has a specified long-term maturity date, would become due and payable and hence have to be repaid by the Company only in the event of winding up or liquidation of the Company;
- the events of default, envisaged in the terms and conditions and additional documentation that regulate the Bond, would be eliminated.

The notice of call of the Meeting of the noteholders and the explanatory report of the Board of Directors on the item of the agenda are available to the public at the registered office of the Company, on its website (www.enel.com) and at the authorized storage mechanism “eMarket STORAGE” (www.emarketstorage.com). The notice of call is also available to the public on the website of Euronext Dublin (<https://www.euronext.com/en/markets/dublin>) and distributed to the noteholders through the systems of Euroclear Bank SA/NV and Clearstream Banking S.A.



Finally, additional information regarding the terms and conditions applicable to the consent solicitation, including the potential payment of an “*Early Participation Fee*”, may be found in the Consent Solicitation Memorandum, together with additional documentation concerning the transaction, which are available to the public on the website of the Company (www.enel.com).

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This announcement does not constitute or form part of any offer to sell or a solicitation of an offer to buy any securities in the US or any other jurisdiction. The distribution of this announcement and/or of the Consent Solicitation Memorandum may be restricted by applicable laws and regulations. Persons who are physically located in those jurisdictions in which this announcement and/or the Consent Solicitation Memorandum is circulated, published or distributed must inform themselves about and observe any such restrictions.

The Consent Solicitation Memorandum is intended exclusively for securityholders: (i) located or resident outside the United States and that are not U.S. persons, dealer or other professional fiduciary in the United States acting only on a discretionary basis for the benefit or account of non-U.S. persons located outside the United States; (ii) who are eligible counterparties or professional clients (each as defined in Directive 2014/65/EU, as amended) or eligible counterparties (as defined in the United Kingdom Financial Conduct Authority's Handbook Conduct of Business Sourcebook) or professional clients (as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; and (iii) to which the consent solicitation can be lawfully addressed and who can lawfully participate in the consent solicitation.

The consent solicitation is not aimed at any Restricted Owner (as defined in the Consent Solicitation Memorandum) nor to any securityholder whose participation in consent solicitation would violate the laws or regulations of its jurisdiction of residence or domicile or whose participation in consent solicitation excluded under the Consent Solicitation Memorandum.