



## PRESS RELEASE

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## ENEL: RESOLUTIONS OF THE SHAREHOLDERS' MEETING 2024, RESOLVED A DIVIDEND OF 0.43 EUROS PER SHARE, UP 7.5% OVER PREVIOUS YEAR

- *Financial statements at December 31<sup>st</sup>, 2023 approved and overall dividend of 0.43 euros per share resolved (0.215 euros already paid as interim dividend in January 2024 and the remaining 0.215 euros to be paid as balance in July 2024), up 7.5% compared to the overall dividend of 0.40 euros per share recognized for the 2022 financial year*
- *Authorization for the acquisition and disposal of treasury shares renewed subject to the revocation of the authorization granted by the Shareholders' Meeting of May 10<sup>th</sup>, 2023*
- *Long-term incentive plan 2024 for the management of the Enel Group as well as the Report on the remuneration policy for 2024 and the compensations paid in 2023 approved*

**Rome, May 23<sup>rd</sup>, 2024** – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel" or the "Company"), chaired by Paolo Scaroni, was held today in Rome.

Pursuant to Article 106, paragraph 4, of Law-Decree no. 18 of March 17<sup>th</sup>, 2020, converted with amendments by Law no. 27 of April 24<sup>th</sup>, 2020 (whose final application deadline was last extended to December 31<sup>st</sup>, 2024 by Article 11, paragraph 2, of Law no. 21 of March 5<sup>th</sup>, 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 24<sup>th</sup>, 1998. Upon the start of the works, around 64.941916% of Enel's share capital was represented at the Meeting.

First of all, the Shareholders' Meeting approved Enel's financial statements at December 31<sup>st</sup>, 2023, 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 0.43 euros per share, a 7.5% increase compared to the overall dividend of 0.40 euros per share recognized for the 2022 financial year, and the distribution of 0.215 euros per share as the balance of the dividend, of which 0.065 euros as distribution of the 2023 net income and 0.15 euros as partial distribution of the available reserve named "retained earnings", following the interim dividend of 0.215 euros per share already paid in January 2024 (pursuant to the relevant legislation, the dividend was not distributed to the 10,085,106 treasury shares held by the Company at the "record date", i.e. the date of entitlement for the dividend payment, of January 23<sup>rd</sup>, 2024). The balance of the dividend will be paid – net of the treasury shares that will be held by Enel at the "record date" indicated here below and before withholding tax, if any – from July 24<sup>th</sup>, 2024, with the ex-dividend date of coupon no. 40 falling on July 22<sup>nd</sup>, 2024 and the "record date" falling on July 23<sup>rd</sup>, 2024.

Enel's Shareholders' Meeting also renewed the authorization to the Company's Board of Directors for the acquisition and subsequent disposal of treasury shares 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 authorization granted by the ordinary Shareholders' Meeting held on May 10<sup>th</sup>, 2023. The acquisition of the Company's treasury shares has been authorized for 18 months from today's Shareholders' Meeting resolution; conversely, no time limit has been set for the disposal of the treasury 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 treasury 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 approved the Long Term Incentive Plan 2024 reserved to the management of Enel and/or its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

Finally, concerning the Report on the remuneration policy for 2024 and the compensations paid in 2023, the Shareholders' Meeting approved, in compliance with the relevant legislation:

- with a binding resolution, the first section of the above Report, which illustrates the policy adopted by the Company 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;
- with a non-binding resolution, the second section of the same Report, which indicates 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 related to the financial year 2023.

The result of the votes on the various items on the agenda is set out in detail in the Annex to this press release.



## Annex

**1. Financial statements as of December 31, 2023. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditor. Related resolutions. Presentation of the consolidated financial statements for the year ended on December 31, 2023 and of the consolidated non-financial statement 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 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
<b>Total</b>	<b>6,602,436,776</b>	<b>100.000000</b>
Not voting	0	

**2. Allocation of the annual net income and distribution of available reserves.**

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
<b>Total</b>	<b>6,602,436,776</b>	<b>100.000000</b>
Not voting	0	



**3. Authorization for 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. Related resolutions.**

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	6,575,920,155	99.598381
Votes against	26,278,906	0.398018
Abstentions	237,715	0.003600
<b>Total</b>	<b>6,602,436,776</b>	<b>100.000000</b>
Not voting	0	

**4. 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.**

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	6,525,216,778	98.830432
Votes against	75,900,626	1.149585
Abstentions	1,319,372	0.019983
<b>Total</b>	<b>6,602,436,776</b>	<b>100.000000</b>
Not voting	0	



**5. Report on the remuneration policy and compensations paid:**

**5.1 First section: Policy adopted by the Company 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 (binding resolution).**

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	6,276,443,631	95.062533
Votes against	325,718,033	4.933300
Abstentions	275,112	0.004167
<b>Total</b>	<b>6,602,436,776</b>	<b>100.000000</b>
Not voting	0	

**5. Report on the remuneration policy and compensations paid:**

**5.2 Second section: 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 related to the financial year 2023 (non-binding resolution).**

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	6,446,636,411	97.640260
Votes against	122,859,926	1.860827
Abstentions	32,940,439	0.498913
<b>Total</b>	<b>6,602,436,776</b>	<b>100.000000</b>
Not voting	0	