
Chairman of the Board of Directors

- The Chairman is vested by the bylaws with the powers to represent the Company and to sign on its behalf.
- The Chairman presides over Shareholders' Meetings.
- The Chairman convenes the meetings of the Board of Directors, establishes the agenda and presides over its proceedings.
- The Chairman acts as a liaison between the executive directors and the non-executive directors and, with the support of the Secretary of the Board of Directors, is responsible for the effective operation of the Board. More specifically, the Chairman, with the support of the Board Secretary, is responsible, among other things, for ensuring:
 - that information provided before Board meetings and supplementary information provided during meetings enables the directors to act in an informed manner in the performance of their duties; and
 - that the activity of the Board committees is coordinated with that of the Board of Directors.
- The Chairman ensures that the Board of Directors is informed in a timely manner on developments in and the substance of engagement activities with all shareholders.
- The Chairman ascertains that the Board's resolutions are carried out.
- Pursuant to a Board resolution of May 12, 2023, the Chairman has been vested with a number of additional non-executive powers.
- In the exercise of the function of stimulating and coordinating the activities of the Board of Directors, the Chairman plays a proactive role in the process of approving and monitoring of corporate and sustainability strategies, which are sharply focused on the decarbonization and electrification of energy consumption.
- During 2023, the Chairman also chaired the Corporate Governance and Sustainability Committee.

Chief Executive Officer

- Like the Chairman of the Board of Directors, the CEO is vested by the bylaws with the powers to represent the Company and to sign on its behalf, and in addition is vested by a Board resolution of May 12, 2023 with all powers for managing the Company, with the exception of those that are otherwise assigned by law, regulation or the bylaws or that the aforesaid resolution reserves for the Board of Directors (making the Chief Executive Officer the officer with primary responsibility for managing the Company).
- In the exercise of these powers, the CEO has defined a sustainable business model, delineating a strategy to lead the energy transition towards a low-carbon model. The CEO is also responsible for managing the business activities connected with Enel's efforts in combatting climate change.
- The CEO reports to the Board of Directors on the activities performed in the exercise of the powers granted to him, including business activities to maintain Enel's commitment to address climate change.
- The CEO represents Enel in various initiatives that deal with sustainability, holding positions of leadership in international institutions such as the Global Investors for Sustainable Development (GISD) Alliance launched by the United Nations in 2019.
- As the officer with primary responsibility for managing the Company, the CEO has primary authority for engaging with institutional investors, providing them with any appropriate clarification concerning matters that fall within the scope of the Chairman's management powers, in line with the policy for engaging with institutional investors and with Enel's shareholders and bondholders as a whole.
- The CEO has also been designated as the director responsible for establishing and maintaining the ICRMS.

Statutory audit of the accounts

- The statutory audit is performed by a specialized firm entered in the appropriate register of auditors, which is appointed by the Shareholders' Meeting on the basis of a reasoned proposal from the Board of Statutory Auditors.
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**Good corporate
governance
practices**

- Following the appointment of the Board of Directors by the ordinary Shareholders' Meeting of May 10, 2023 and taking account of the election of an entirely new Board, Enel organized a specific induction program to provide the directors with an understanding of the sectors in which the Group operates, as well as insight into company dynamics and their evolution, market developments and the applicable regulatory framework. Various induction initiatives were therefore held during 2023, focusing on the corporate governance system of the Company and the Group, the electrical system and power generation, as well as closer analyses of certain business lines and the People and Organization Staff Function.
 - At the end of 2023 and during the first two months of 2024, the Board of Directors carried out, with the assistance of a specialized independent advisor, an assessment of the size, composition and functioning of the Board and its committees (the "board review"), in line with the most advanced corporate governance practices accepted at the international level and incorporated within the Corporate Governance Code. The board review was also carried out using a "peer review" approach, i.e. evaluating not only the operation of the body as a whole, but also the style and substance of the contribution made by each of its members, and it was extended to include the Board of Statutory Auditors. Among other issues, the board review also specifically sought to verify the directors' perception of (i) the effectiveness of induction activities and (ii) the Board's involvement with sustainability issues and their integration into corporate strategy, including climate change issues. The findings of the board review are reported in Enel's Report on Corporate Governance and Ownership Structure.
 - The Board of Directors and the Board of Statutory Auditors have approved, each within their own sphere of competence, specific diversity policies that set out the characteristics considered optimal for the members of these bodies, so that each can exercise their duties most effectively, taking decisions that can effectively draw on the contribution of a plurality of qualified points of view, able to examine the issues under discussion from different perspectives. The policy approved by the Board of Directors establishes that with regard to the types of diversity and the associated objectives:
 - the optimal composition of Board members should provide for a majority of independent directors;
 - even when the regulatory provisions on gender balance expire, it is important to continue to ensure that at least one-third of the Board of Directors, both at the time of appointment and during its term of office, shall be made up of directors of the least represented gender;
 - the international scope of the Group's activities should be taken into consideration, ensuring that at least one-third of directors should have adequate experience in the international arena, which is also considered useful for preventing the standardization of opinions and the emergence of "group thought";
 - in order to achieve a balance between the need for continuity and renewal in management, it would be necessary to ensure a balanced combination of people of differing seniority – and age – within the Board of Directors;
 - non-executive directors should have a management and/or professional and/or academic and/or institutional background such as to create a diverse and complementary set of skills and experience;
 - in view of the differences in their roles, the Chairman and the CEO should have the appropriate skills (specifically indicated in the policy) for the effective performance of their respective duties.
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- In July 2015 the Board of Directors also approved (and subsequently amended in February 2019) a number of recommendations aimed at strengthening the corporate governance of Enel subsidiaries with shares listed on regulated markets and at the same time ensuring the implementation of local best practices in this area by those companies. Among other issues, these recommendations concern the composition of the management body, with regard to which it is also suggested to integrate a diversity of professional and management experience and skills, combined, where possible, with a diversity of gender, age and seniority, without prejudice to the provisions of applicable local legislation.
 - In order to regulate the procedures for the Company's engagement with institutional investors and with its shareholders and bondholders as a whole, in March 2021 the Board of Directors adopted, acting on a proposal from the Chairman formulated in agreement with the Chief Executive Officer, a specific policy in this area (the "Engagement Policy"). It largely incorporates the practices already followed by Enel to ensure that this dialogue is based on principles of fairness and transparency and takes place in compliance with EU and national regulations concerning market abuse, as well as in line with international best practices. In drawing up the Engagement Policy, which was consistently applied during 2023, the best practices adopted in this field by institutional investors and reflected in "Stewardship" codes were taken into account.
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For more detailed information on the corporate governance system, please see the Report on Corporate Governance and Ownership Structure of Enel, which has been

published on the Company's website (<http://www.enel.com>, in the "Governance" section).