

07

Corporate
Governance



Report on corporate governance and ownership structure

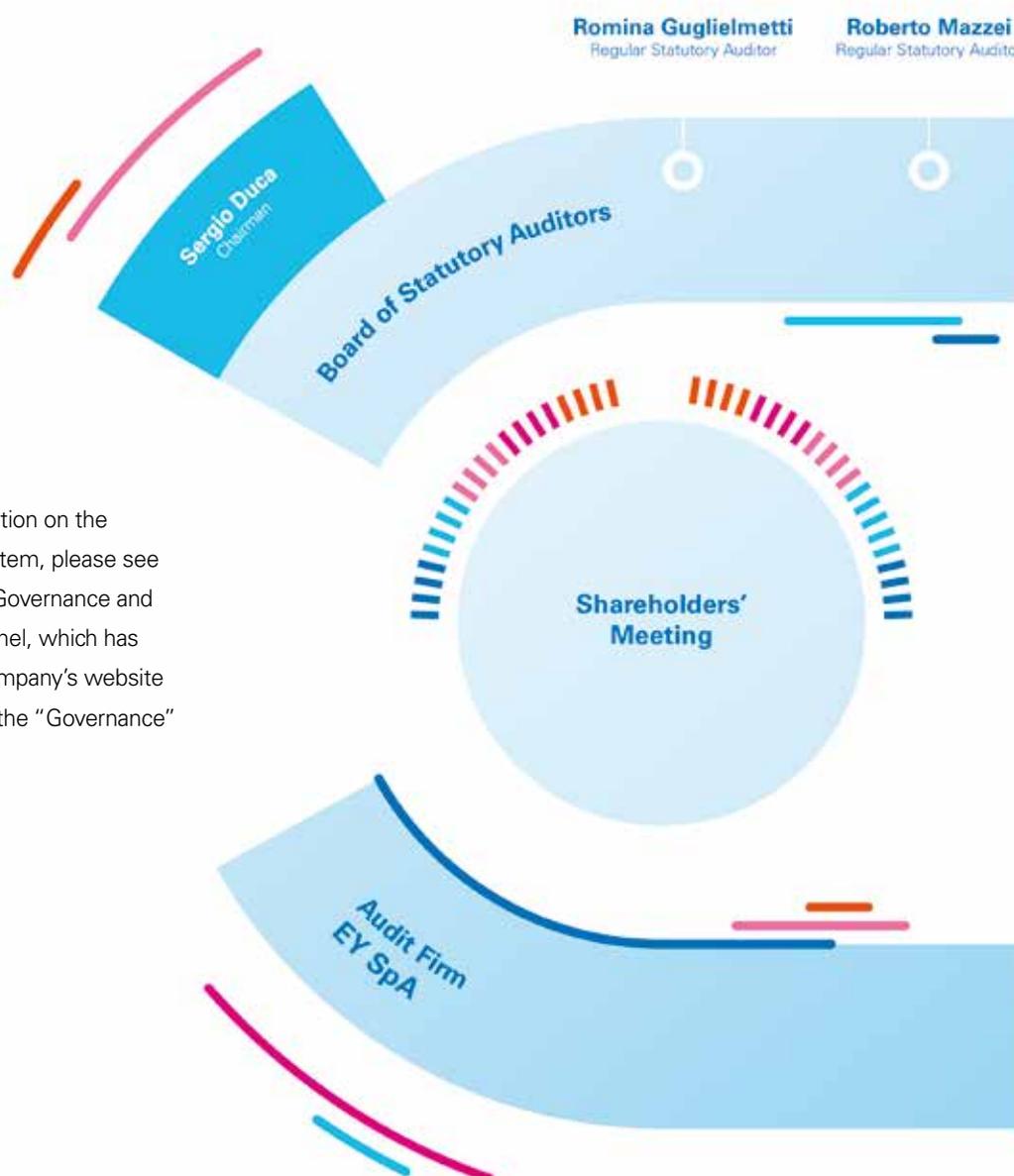
The corporate governance structure of Enel SpA complies with the principles set forth in the edition of the Corporate Governance Code for listed companies most recently amended in July 2018,¹⁸ which has been adopted by the company, and with international best practice.

The corporate governance system adopted by Enel and the Group is essentially aimed at creating value for the shareholders over the medium/long term, taking into account the social

importance of the Group's business operations and the consequent need, in conducting such operations, to adequately consider all the interests involved.

In compliance with the provisions of Italian law governing companies with listed shares, the company's organization is characterized by:

- a Board of Directors charged with managing the company;
- a Board of Statutory Auditors charged with monitoring:



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.

¹⁸ The current edition of the Code is available on the website of Borsa Italiana (<https://www.borsaitaliana.it/comitato-corporate-governance/codice/2018clean.pdf>).

(i) compliance with the law and the bylaws, and with the principles of sound administration in the performance of company business; (ii) the financial reporting process, as well as the adequacy of the organizational structure, the internal control system and the administrative-accounting system of the company; (iii) the statutory auditing of the annual accounts and the consolidated accounts, as well as the independence of the Audit Firm; and (iv) the manner in which the corporate governance rules set out in the Corporate Governance Code are actually implemented;

→ a Shareholders' Meeting, which is competent to take decisions concerning, among other issues – in ordinary or ex-

traordinary session: (i) the appointment and termination of members of the Board of Directors and the Board of Statutory Auditors and their compensation and responsibilities; (ii) the approval of the financial statements and allocation of net income; (iii) the purchase and sale of treasury shares; (iv) stock-based compensation plans; (v) amendments of the bylaws; and (vi) the issue of convertible bonds.

The statutory auditing of the accounts is performed by a specialized firm entered in the appropriate official register. It was engaged by the Shareholders' Meeting on the basis of a reasoned proposal of the Board of Statutory Auditors.

