



**ORGANIZATIONAL REGULATIONS OF THE INTERNAL  
CONTROL COMMITTEE OF ENEL S.p.A.**

**Document approved by the Board of Directors of Enel S.p.A. at its meeting  
on December 19, 2006 and subsequently revised at its meetings on  
February 24, 2010, November 9, 2010 and June 16, 2011.**

## **ARTICLE 1**

### *Composition*

- 1.1 The Internal Control Committee of Enel S.p.A. (hereinafter, for the sake of brevity, the “Committee”) shall be composed of at least three non-executive Directors, one of whom shall act as Chairman. The majority of the members of the Committee shall have the requisites of independence specified by the Self-regulation Code of listed companies. At least one member of the Committee shall have adequate experience in accounting and finance, to be assessed by the Board of Directors at the time of the appointment.
- 1.2 The members of the Committee and its Chairman shall be appointed and may be revoked by justified resolutions of the Board of Directors.
- 1.3 At the proposal of the Chairman, the Committee shall appoint a secretary – who need not be one of its members – to whom the task of drawing up the minutes of its meetings shall be entrusted.

## **ARTICLE 2**

### *Duties*

- 2.1 The Committee has the task of assisting the Board of Directors in its assessments and decisions regarding the internal control system, its approval of the financial statements and the half-year report, and, within the limits of the Board of Directors’ competences, the relations between the Company and the external auditor by carrying out preparatory work for the purpose of making proposals and providing advice.
- As part of such duties, the Committee shall be entrusted with the following tasks:
- a) to assist the Board of Directors in carrying out tasks regarding internal control entrusted to the latter by the Self-regulation Code of listed companies, with particular regard to:
- the definition of the guide-lines of the internal control system - so

that the main risks concerning Enel S.p.A. and its subsidiaries are correctly identified, as well as adequately measured, managed and monitored - as well as the determination of the criteria for determining whether such risks are compatible with a sound and correct management of the Company;

- the identification of an executive Director responsible for supervising the functionality of the internal control system;
  - the evaluation – to be carried out at least on an annual basis – of the adequacy, effectiveness and actual functioning of the internal control system, as well as the description, in the report on corporate governance, of the essential elements of the foregoing system;
  - the appointment and revocation of the person in charge of the internal control system as well as the definition of his/her remuneration in line with the policies of the Company.
- b) to assess, together with the executive in charge of preparing the Company's accounting documents and the external auditors, the proper use of accounting principles and their uniformity for the purposes of drawing up the consolidated financial statements;
- c) to express, upon request by the executive Director responsible for supervising the functionality of the internal control system, opinions on specific aspects concerning the identification of the Company's main risks, as well as the planning, implementation, and management of the internal control system;
- d) to examine the work plan prepared by the person in charge of the internal control system, as well as the latter's periodical reports;
- e) to assess the results expounded in the report of the auditing firm and, if there is one, the letter of suggestions;
- f) to assess the appropriateness of the care dedicated to the topics of corporate social responsibility, as well as the completeness and transparency of the information provided on this subject through the sustainability report;
- g) to perform the additional tasks assigned to it by the Board of Directors;
- h) to report to the Board of Directors at least once every six months on its activities, as well as on the adequacy of the internal control system.

2.2 The Committee shall be entitled to access the corporate information and departments necessary for the performance of its duties and may avail itself at the Company's expense of external consultants within the limits of the budget approved by the Board of Directors.

### **ARTICLE 3**

#### *Convocation, proceedings, and minutes of the meetings*

3.1 The Committee shall meet as often as necessary to properly perform its duties.

3.2 As a rule, the meeting notice – specifying the day, time, and place of the meeting and the list of the matters to be discussed – shall be sent to the members of the Committee by the secretary upon instructions from the Chairman, at least five days prior to the one set for the meeting. In cases of urgency, the notice time may be shorter, but, in any case, no shorter than 24 hours. Meetings may also be called if requested by the Chairman of the Board of Directors, the executive Director responsible for supervising the functionality of the internal control system or the Chairman of the Board of Statutory Auditors, as well as following a report by the person in charge of the internal control system. The secretary shall send the notice of the meeting also to the Chairman of the Board of Statutory Auditors and to the other persons, if any, invited by the Chairman of the Committee to participate in the meeting, as well as, for information purposes, to the Chairman of the Board of Directors and to the executive Director responsible for supervising the functionality of the internal control system.

3.3 The Committee's meetings shall be chaired by the Chairman or, if the latter is absent or impeded, by the oldest member.

3.4 The Chairman of the Board of Statutory Auditors, who may designate another Statutory Auditor as his/her substitute, shall participate in the

meetings of the Committee. As a rule, the person in charge of the internal control system shall attend the foregoing meetings. The Chairman may on each occasion invite to the meetings of the Committee other members of the Board of Directors or executives or third persons, whose presence may help the Committee to better perform its duties. The Chairman of the Board of Directors and the executive Director responsible for supervising the functionality of the internal control system may attend the meetings.

- 3.5 The Committee may also hold its meetings through telecommunications, provided that all the participants can be identified and such identification is acknowledged in the related minutes and that they are able to follow and participate in the discussion of the matters concerned in real time, if need be exchanging documents.
- 3.6 The presence of a majority of the members in office shall be necessary for meetings to be valid.
- 3.7 The Committee shall make its decisions by an absolute majority of the members present, in case of a tie, the vote of the person chairing the meeting shall be decisive.
- 3.8 The Committee's meetings shall be documented by minutes signed by the meeting's chairman and the secretary and kept by the latter in chronological order. Copies of the minutes shall be sent by the secretary to the members of the Committee, to the Chairman of the Board of Statutory Auditors (or to the member of the Board of Statutory Auditors who has substituted him/her in the meeting), as well as to the Chairman of the Board of Directors and to the executive Director responsible for supervising the functionality of the internal control system.

**ARTICLE 4***Amendments to the Regulations*

4.1 The Committee shall periodically review the adequacy of the present Regulations and submit to the Board of Directors any proposals of amendments or integrations thereto.