

NOTICE OF ENEL'S SHAREHOLDERS' MEETING – APRIL 29 2011

ENEL - S.p.a.

Registered Office – 137 Viale Regina Margherita, Rome

Share capital € 9,403,357,795 (as of December 31, 2009) fully paid up

Tax I.D. and Companies Register of Rome No. 00811720580

R.E.A. of Rome No. 756032

VAT code No. 00934061003

Notice of the Ordinary and Extraordinary Shareholders' Meeting

An ordinary and extraordinary Shareholders' Meeting is convened on April 29, 2011, in single call, at 3:00 pm in Rome, at Centro Congressi Enel, 125, Viale Regina Margherita, to discuss and resolve on the following

AGENDA

Ordinary Meeting:

1. Financial statements as of December 31, 2010. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditors. Related resolutions. Presentation of the consolidated financial statements for the year ended December 31, 2010.
2. Allocation of the net income of the year.
3. Determination of the number of the members of the Board of Directors.
4. Determination of the term of the Board of Directors.
5. Election of the members of the Board of Directors.
6. Election of the Chairman of the Board of Directors.
7. Determination of the remuneration of the members of the Board of Directors.
8. Appointment of the External Auditors for the period 2011-2019 and determination of the remuneration.

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Extraordinary Meeting:

1. Harmonization of the Bylaws with the provisions of:
 - (a) Legislative Decree of January 27, 2010, No. 27 concerning the participation to the shareholders' meeting by electronic means; amendment of article 11 of the Bylaws, and
 - (b) Regulation concerning the transactions with related parties, adopted by Consob with Resolution No. 17221 of March 12, 2010; amendment of articles 13 and 20 of the Bylaws.

Information on the share capital

On the date of this notice, the share capital of ENEL S.p.a. is divided into No. 9,403,357,795 ordinary shares with a nominal value of Euro 1.00 each.

Title to participate in the Meeting and to exercise voting rights

Pursuant to article 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 (hereinafter referred to as the “**Consolidated Financial Act**”) and article 10.1 of the Bylaws, the right to participate in the Meeting and to vote shall be conditional upon the reception by the Company of a specific notice by an authorized intermediary, based on the accounting records at the end of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. on April 18, 2011). Credit and debit records entered on the accounts after such date are not taken into account for the purpose of the title to exercise voting rights at the shareholders' meeting.

Representation at the Meeting

Ordinary proxy

Those who are entitled to vote at the Meeting may appoint a proxy holder pursuant to the applicable laws, by way of a proxy to be granted in

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accordance with the applicable laws. For such purposes, it may be used the form of proxy available in the specific section of the Company's website (www.enel.com) dedicated to the present Meeting. The proxy may be sent to the Company by ordinary mail (addressed to Enel S.p.A. – Department of Corporate Affairs – Viale Regina Margherita No. 137 – 00198 Rome – Ref. "Proxy voting"), or by fax to No. 06/83055028 at least two days before the date set for the Meeting. Pursuant to article 11.1 of the Bylaws, the proxy may also be notified to the Company electronically until the commencement of the Meeting, using the specific section of the Company's website dedicated to the Meeting. The proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.

Proxy to the representative appointed by the Company

The proxy may also be given to Servizio Titoli S.p.a., with registered office in Milan, Via Mantegna 6, which has been appointed as a representative by the Company pursuant to article 135-*undecies* of the Consolidated Financial Act. In this respect, it may be used the specific web applicative prepared and managed by Servizio Titoli S.p.a. for the guided filling of the proxy form to the appointed representative, which shall be accessible through the specific section of the Company's website dedicated to the present Meeting. The form of the proxy to the representative appointed by the Company is also available, in printable version, in the specific section of the Company's website dedicated to the present Meeting.

The proxy to the representative appointed by the Company shall contain

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voting instructions for all or certain items on the agenda and shall be received by the said representative, in original, no later than the end of the second trading day before the Meeting (i.e. by the end of April 27, 2011), at the following address: Servizio Titoli S.p.a. (Ref. "Proxy Shareholders' Meeting Enel S.p.a."), Via Monte Giberto No. 33, 00138 Rome. Copy of the proxy, together with a statement certifying the conformity of the proxy to the original, may be anticipated to the representative appointed by the Company, within the same term above-mentioned, by fax to No. +39 06/88345203 or by email at enel@pecserviziotitoli.it. The proxy and the voting instructions may always be revoked within the foregoing term with the same modalities above indicated. The proxy shall be effective only for those items of the agenda in relation to which voting instructions are given. The shares, in relation to which a full or partial proxy has been given, are taken into account for the duly composition of the Meeting. For the items of the agenda in relation to which voting instructions are not given, the relevant shares are not taken into account for the purpose of calculating the majority and the quorum required for the approval of the resolutions.

Right to put items on the agenda

Pursuant to article 126-*bis* of the Consolidated Financial Act, shareholders who represent, also on a jointly basis, at least 2.5% of the share capital, may request, in writing, no later than ten days as from the publication of this notice, to put items on the agenda, indicating in the request the additional items to be discussed. The supplement to the agenda is excluded with respect to the items in relation to which the Meeting resolves, pursuant to the applicable laws, upon proposal of the Directors or on the

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basis of a project or a report prepared by the Directors, other than those indicated in article 125-*ter*, paragraph 1, of the Consolidated Financial Act. For further information regarding the right to put items on the agenda and the modalities of its exercise, please see the specific section of the Company's website dedicated to the present Meeting.

Right to ask questions before the Meeting

Pursuant to article 127-*ter* of the Consolidated Financial Act, shareholders may ask questions in relation to the items of the agenda also before the Meeting, by sending them to the Company by ordinary mail (addressed to Enel S.p.A. – Department of Corporate Affairs – Viale Regina Margherita No. 137 – 00198 Rome – Ref. "Meeting questions"), or by fax at No. +39 06/83055028, or by using the specific section of the Company's website dedicated to the present Meeting. Those entitled to submit questions shall provide information that allows for their identification. In order to facilitate the good order of the Meeting and its preparation, shareholders are invited to submit the questions to the Company no later than the end of the day preceding the Meeting. Questions submitted before the Meeting will be answered no later than during the Meeting. For further information on the right to ask questions before the Meeting and on the modalities of its exercise, please see the specific section of the Company's website dedicated to the present Meeting.

Election of the Board of Directors

Pursuant to the Consolidated Financial Act and the Bylaws, the members of the Board of Directors will be elected by slate voting. The outgoing Board of Directors does not present a slate of candidates. Slates of

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candidates for the office of Director may be presented by shareholders who, alone or together with other shareholders, represent at least 0.5% of the share capital.

The preparation, filing and publication of the slates shall be made in accordance with the modalities and terms prescribed or referred to in article 14 of the Bylaws, to which reference is made for everything that is not expressly indicated below.

As far as the presentation of the slates is concerned, please remind that:

- according to article 14.3, paragraph 2, of the Bylaws, each slate must include at least two candidates possessing the requirements of independence established by the law (that is to say, those provided for the statutory auditors of listed companies), distinctly mentioning such candidates and listing one of them first on the slate;
- since ENEL S.p.a. controls ENEL Factor S.p.a., a company registered in the general list of the financial intermediaries provided by article 106 of Legislative Decree No. 385 of September 1, 1993 (in accordance with the text currently applicable, pending the implementation of the amendments made by Legislative Decree No. 141 of August 13, 2010), the candidates for the office of the Board of Directors must possess – in addition to the requisites of honorableness established for the statutory auditors of listed companies, in accordance with the provisions of article 147-*quinquies* of the Consolidated Financial Act – also the requisites of honorableness specified, by Decree No. 517 of December 30, 1998 of the Minister of the Treasury, the Budget, and

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Economic Planning, for the representatives of entities which participate into the equity of financial intermediaries;

- in the event that Directors leave office before the end of their term, article 14.5 of the Bylaws provides for a mechanism of mandatory cooptation requiring that, whenever possible, such Directors be replaced by candidates from the same slate who were not elected;
- implementing the recommendations of the Self-regulation Code of listed companies, on December 19, 2006 the Board of Directors adopted a specific policy regarding the maximum number of offices that its members may hold on the boards of directors and the boards of statutory auditors of other companies of significant size in order to ensure that the persons concerned have sufficient time to effectively perform the role they have on the Board of Directors of the Company. The document containing this policy can be consulted on the Company's website (in section Group/Governance/Board of Directors).

Pursuant to article 147-ter of the Consolidated Financial Act, the slates, together with the necessary documentation, shall be filed by shareholders at the Company, no later than twenty-five days before the Meeting (i.e. by April 4, 2011). The filing of the slates and of the relevant documentation shall be made by hand delivery at the office of the Department of Corporate Affairs of Enel S.p.A. (Viale Regina Margherita No. 137 – 00198, Rome, from Monday to Friday from 9:00 am to 5:00 pm) or using the specific section of the Company's website dedicated to the Meeting, or by fax to No. +39 06/83055028; at the filing of the slates, information allowing for the identification of those who submit the slates shall also be provided.

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The ownership of the minimum equity interest to the share capital of the Company required for the purpose of submitting the slates is determined according to the shares that are registered in the name of the shareholder on the date on which the slates are filed at the Company. The relevant certificate, released by an authorized intermediary, may be provided also after the filing of the slates but, in any case, no later than twenty-one days before the date of the Meeting (i.e. no later than April 8, 2011, which is the deadline for the publication of the slates by the Company).

Please remind that the Self-regulation Code of listed companies recommends that, together with the slates, exhaustive written information on the personal and professional characteristics of the candidates – which is also required by article 144-*octies* of Consob Resolution No. 11971 of May 14, 1999 – is filed at the registered office. The Self-regulation Code of listed companies also recommends that this information – which must be promptly published on the Company's website together with the slates – is accompanied by a statement as to whether or not the candidates qualify as independent according to article 3 of the aforesaid Code.

We remind you that those who submit a minority slate are also subject to the recommendations made by Consob in Recommendation No. DEM/9017893 of February 26, 2009.

It should also be noted, in the end, that according to the Bylaws, for the purpose of identifying the Directors to be elected, candidates of lists that receive a number of votes amounting to less than a half of the percentage required for submitting the lists are not taken into account.

Documentation

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Documents relating to the Meeting - including the illustrative reports of the Board of Directors on the items of the agenda and the relevant proposal for resolution, as well as the annual financial report - shall be made available to the public, within the terms set out in applicable laws, at the Company's registered office, at Borsa Italiana S.p.a.'s registered office and in the specific section of the Company's website dedicated to the present Meeting. Shareholders and, if different, those entitled to participate to the Meeting, shall have the faculty to obtain copy thereof.

Detailed information on the terms and modalities for the publication of the documents relating to the Meeting is available in the specific section of the Company's website dedicated to the present Meeting.

Other information

In order to facilitate the verification of their entitlement to attend the Meeting, those who are entitled to vote may submit the documents evidencing such entitlement to the Company by ordinary mail (addressed to ENEL S.p.a. – Department of Corporate Affairs – Viale Regina Margherita No. 137 – 00198 Rome - Ref. "Title to participate in the Meeting"), or by fax to No. +39 06/83055028, at least two days before the date of the Meeting.

Experts, financial analysts, qualified journalists and other individuals who may intend to attend the Meeting, must submit their request to the Company by ordinary mail (addressed to ENEL S.p.a. – Department of Corporate Affairs – Viale Regina Margherita No. 137 – 00198 Rome - Ref. "Title to participate in the Meeting"), or by fax to No. +39 06/83055028, at least two days before the date of the Meeting.

Those entitled to participate in the Meeting are invited to arrive before the

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time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 1:00 p.m.

For further information, a Meeting assistance service is available at the following numbers: telephone No. 06/88345112 - fax No. 06/88345203.

The Chairman of the Board of Directors
Dott. Piero Gnudi