

**FAC-SIMILE**  
**FORM OF THE PROXY FOR THE REPRESENTATION AT THE SHAREHOLDERS' MEETING**  
**PURSUANT TO ARTICLE 135-NOVIES OF LEGISLATIVE DECREE No. 58/1998<sup>(1)</sup>**

The undersigned \_\_\_\_\_<sup>(2)</sup>, entitled to attend and to exercise the right to vote in the ordinary and extraordinary Meeting of the shareholders of Enel S.p.a. (the Company), convened, in single call, on April 29, 2011, in his/her quality as \_\_\_\_\_<sup>(3)</sup> with regard to No. \_\_\_\_\_ ordinary shares of Enel S.p.a., registered in favour of \_\_\_\_\_<sup>(4)</sup>,

**APPOINTS**

\_\_\_\_\_<sup>(5)</sup> who shall have the right to be substituted by \_\_\_\_\_<sup>(6)</sup> to represent him/her in the aforementioned ordinary and extraordinary Shareholders' Meeting, to be held on April 29, 2011, at 3:00 pm, in Rome, at Centro Congressi Enel, 125, Viale Regina Margherita, with 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.

*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.

entrusting him/her with the necessary powers to exercise the right to vote, in his/her name and on his/her behalf<sup>(7)</sup><sup>(8)</sup>.

Date and place

Signature of the proxy grantor

<sup>1</sup> We remind that the proxy holder may participate and exercise the right to vote in the Shareholders' Meeting only at the condition that the Company has received the notice of the authorized intermediary, provided under article 83-*sexies* of the Legislative Decree 58/1998.

<sup>2</sup> Indicate name, surname, tax code (or equivalent international code), complete address of the domicile of the proxy grantor.

<sup>3</sup> Indicate the quality of the proxy grantor (e.g. person in whose name the shares are registered, legal representative, proxy holder with power to subdelegate, pledgee, taker-in, usufructuary, depositary).

<sup>4</sup> To be filled out only if the shares are registered in favour of a person other than the person who undersigns the proxy.

<sup>5</sup> Indicate name and surname or company name of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or of the registered office of the proxy holder.

<sup>6</sup> Indicate name and surname or company name of the substitute of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or registered office of the substitute.

<sup>7</sup> Please note that, pursuant to Art. 118, paragraph 1, subsection c), of the Regulation approved by Consob by resolution No. 11971/1999, shareholdings, for the purposes of the communication obligations concerning major holdings as regulated under art. 120 of Legislative Decree No. 58/1998, include those shares, in relation to which "the right to vote is granted under a proxy, provided that such right may be exercised in a discretionary manner, without specific instructions from the proxy grantor".

<sup>8</sup> Those who are entitled to participate and to exercise the right to vote in the Meeting and their proxy holders are kindly requested to take into account the provisions set forth under article 135-*decies* of Legislative Decree No. 58 /1998, on conflict of interest of the proxy holder and of his/her substitutes.

### **INSTRUCTIONS FOR THE NOTIFICATION OF THE PROXY TO ENEL S.P.A.**

Pursuant to article 135-*novies* of Legislative Decree No. 58/1998, 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 grantor.

The proxy, filled out entirely, with legible characters and duly signed, 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. +39 06 83055028 at least two days before the date set for the Meeting. The proxy may be also notified to Enel S.p.a. electronically until the commencement of the Meeting, using the specific section of the Company’s website ([www.enel.com](http://www.enel.com)) dedicated to the Meeting.

For any further information, a service of assistance relating to the Meeting is available at the following numbers: telephone No. +39 06 88345112 - fax No. +39 06 88345203.

### **PRIVACY POLICY PURSUANT TO LEGISLATIVE DECREE No. 196/2003**

The data controller, Enel S.p.a., shall process the personal data solely for those purposes necessary to comply with the scope provided for in this document, with respect to the participation in the Meeting by appointing a proxy holder.

The transmission and the processing of the personal data are to be considered necessary for the purposes indicated in this document. The lack of these personal data could determine the impossibility to proceed with the requests submitted. The personal data processing, for the purposes written above, shall be carried out mainly with the use of computerized mechanisms (aimed at storing, processing and transmitting the data), and shall be stored in printed copy, in any case so as to ensure full compliance with the security measures prescribed by Legislative Decree No. 196/2003 as well as to comply with the principles of necessity, relevance and fairness required by the applicable laws regarding personal data processing.

Personal data shall be stored for a period of 36 months and shall not be communicated to third parties, except when required by applicable laws or regulations. The data controller is allowed to transmit the personal data to Servizio Titoli S.p.A. (that will process the data in his capacity as responsible for the data processing) in order to allow for the correct exercise of the rights provided in this document, with respect to the Meeting.

The person responsible for the data processing is the Head of the Department of Corporate Affairs, domiciled at the registered office of Enel S.p.A., who is entitled, upon request, and pursuant to article 7 of Legislative Decree No. 196/2003, (i) to confirm the existence of the data; (ii) to provide for the information requested by paragraph 2 of the aforementioned article 7 (origin, scope and reason of the data processing and information regarding the persons in charge and responsible for the processing); and (iii) to update, correct, integrate, cancel and transform the data. The interested person is entitled to oppose the data processing in those cases and for those purposes provided for in Legislative Decree No. 196/2003.

The exercise of the rights provided in this document, with the modalities specified above, implies consent to the processing of the personal data.