

Summary of the meeting resolutions and voting results on the items of the ordinary and extraordinary sessions of the Shareholders' Meeting of Enel S.p.A. of April 29, 2011

The Shareholders' Meeting of Enel S.p.A. convened on April 29, 2011, in single call, at 3:00 pm, in Rome, at Centro Congressi Enel, 125, Viale Regina Margherita, adopted the following resolutions.

1. Upon proposal of the Board of Directors, the ordinary session of the Shareholders' Meeting approved the financial statements of Enel S.p.A. for the year ended December 31, 2010, also having noted the data of the consolidated financial statements of Enel Group for the year ended December 31, 2010.

The voting occurred in presence of no. 1,972 shareholders (of which no. 29 in person and no. 1,943 by proxy), for a total of no. 4,661,165,402 ordinary shares (amounting to 49.569159% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,646,903,935	99.694036
Votes against	949,825	0.020378
Abstentions	3,092,042	0.066336
Not voting	10,219,600	0.219250
Total	4,661,165,402	100.000000

2. Upon proposal of the Board of Directors, the ordinary Shareholders' Meeting resolved to allocate the net income for the year 2010 of Enel S.p.A., amounting to euro 3,116,516,050.46, as follows:

a) for distribution to the Shareholders:

- 0.10 for each of the 9,403,357,795 ordinary shares in circulation on the ex-dividend date to cover the interim dividend payable from November 25, 2010, after coupon no. 17 had gone ex-dividend on November 22, 2010, amounting to a total of euro 940,335,779.50; and

- euro 0.18 for each of the 9,403,357,795 ordinary shares in circulation on June 20, 2011, the scheduled ex-dividend date, as the balance of the dividend, amounting to a total of euro 1,692,604,403.10;

b) for “retained earnings” the remainder of the aforesaid net income, amounting to a total of euro 483,575,867.86;

setting in payment the aforesaid balance of the dividend, of euro 0.18 per ordinary share - before withholding tax, if any - from June 23, 2011, with the ex-dividend date of coupon n. 18 falling on June 20, 2011.

The voting occurred in presence of no. 1,965 shareholders (of which no.27 in person and no. 1,938 by proxy), for a total amount of no. 4,661,156,051 ordinary shares (amounting to 49.569060% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,633,043,332	99.396872
Votes against	60,000	0.001287
Abstentions	9,791,272	0.210061
Not voting	18,261,447	0.391779
Total	4,661,156,051	100.000000

The following points from 3) to 7) indicate the various resolutions of the ordinary Shareholders’ Meeting concerning the renewal of the Board of Directors and the determination of the remuneration of its members.

3. Upon proposal of the Ministry of Economy and Finance, the ordinary Shareholders’ Meeting resolved that the Board of Directors shall be composed of nine members. The voting occurred in presence of no. 1,946 shareholders (of which no. 18 in person and no. 1,928 by proxy), for a total of no. 4,660,625,058 ordinary shares (amounting to 49.563413% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,610,068,170	98.915234
Votes against	5,330,274	0.114368
Abstentions	26,987,014	0.579043
Not voting	18,239,600	0.391355
Total	4,660,625,058	100.000000

4. Upon proposal of the Ministry of Economy and Finance, the ordinary Shareholders' Meeting resolved to set the term of the Board of Directors in three accounting periods (2011, 2012 and 2013) and, therefore, until the approval of the financial statements for 2013. The voting occurred in presence of no. 1,946 shareholders (of which no. 18 in person and no. 1,928 by proxy), for a total of no. 4,660,625,058 ordinary shares (amounting to 49.563413% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,610,720,202	98.929224
Votes against	5,365,767	0.115130
Abstentions	26,024,889	0.558399
Not voting	18,514,200	0.397247
Total	4,660,625,058	100.000000

5. With regard to the election of the members of the Board of Directors, the Shareholders presented the following slates of candidates and submitted them to the voting of the ordinary Shareholders' Meeting:

Slate no. 1, presented by the Ministry of Economy and Finance, holding 31.24% of the share capital, containing the indication of the following candidates, progressively numbered:

1. Mauro Miccio;
2. Paolo Andrea Colombo;
3. Fulvio Conti;
4. Lorenzo Codogno;
5. Fernando Napolitano;
6. Gianfranco Tosi.

Slate no. 2, presented by a list of investment management companies and by other institutional investors (these are: Aletti Gestielle SGR S.p.A.; Allianz Global Investors Italia SGR S.p.A.; Anima SGR S.p.A.; APG Algemene Pensioen Groep N.V.; Arca SGR S.p.A.; BancoPosta Fondi SGR S.p.A.; BNP Paribas Investment Partners SGR S.p.A.; Eurizon Capital S.A.; Eurizon Capital SGR S.p.A.; FIL Investments International; Fideuram Gestions S.A.; Fideuram Investimenti SGR S.p.A.; Interfund SICAV; Kairos Partners SGR S.p.A.; Mediolanum International Funds Limited; Mediolanum Gestione Fondi SGR S.p.A.; Pioneer Asset Management S.A.; Pioneer Investment Management SGR S.p.A.; Prima SGR S.p.A.; UBI Pramerica SGR S.p.A.) holding altogether 0.98% of the share capital, containing the indication of the following candidates, progressively numbered:

1. Angelo Taraborrelli;
2. Alessandro Banchi;
3. Pedro Solbes.

The voting of the slates occurred in presence of no. 1,946 shareholders (of which no. 18 in person and no. 1,928 by proxy), for a total of no. 4,660,625,058 ordinary shares (amounting to 49.563413% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for Slate no. 1	2,952,856,017	63.357511
Votes for Slate no. 2	1,677,503,199	35.993095
Votes against	10,860,143	0.233019
Abstentions	18,867,588	0.404830
Not voting	538,111	0.011546
Total	4,660,625,058	100.000000

6. Upon proposal of the Ministry of Economy and Finance, the ordinary Shareholders' Meeting resolved to elect Mr. Paolo Andrea Colombo, member of the Board of Directors, as Chairman of the Board of Directors.

The voting occurred in presence of no. 1,945 shareholders (of which no. 18 in person and no. 1,927 by proxy), for a total of no. 4,660,609,466 ordinary shares (amounting to 49.563247% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,600,364,544	98.707360
Votes against	15,287,921	0.328024
Abstentions	19,472,083	0.417801
Not voting	25,484,918	0.546815
Total	4,660,609,466	100.000000

As a consequence of the resolutions mentioned above, under numbers 3), 4), 5) and 6), the new Board of Directors of the Company, which will remain in office until the approval of the financial statements for 2013, is composed by the following individuals:

- Paolo Andrea Colombo – President
- Alessandro Banchi – Director
- Lorenzo Codogno – Director
- Fulvio Conti – Director
- Mauro Miccio – Director
- Fernando Napolitano – Director
- Pedro Solbes – Director
- Angelo Taraborrelli – Director
- Gianfranco Tosi – Director

7. Upon proposal of the Ministry of Economy and Finance, the ordinary Shareholders' Meeting resolved to set the compensation of the members of the Board of Directors at euro 85,000 (gross) a year for each Director, in addition to the reimbursement of the expenses incurred because of their duties, upon presentation of the related documentation. The voting occurred in presence of no. 1,946 Shareholders (of which no. 18 in person and no. 1,928 by proxy), for

a total of no. 4,660,625,058 ordinary shares (amounting to 49.563413% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	3,239,076,066	69.498748
Votes against	1,083,505,264	23.248068
Abstentions	312,002,813	6.694441
Not voting	26,040,915	0.558743
Total	4,660,625,058	100.000000

8. Upon proposal of the Board of Statutory Auditors, the ordinary Shareholders' Meeting approved the appointment of Reconta Ernst & Young S.p.A. as the external auditor of Enel S.p.A. for the period from 2011 to 2019 for a total consideration of euro 3,480,791.55 for the nine-year-period. The voting occurred in presence of no. 1,911 Shareholders (of which no. 13 in person and no. 1,898 by proxy), for a total of no. 4,537,701,744 ordinary shares (amounting to 48.256185% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,507,263,293	99.329210
Votes against	1,720,126	0.037907
Abstentions	9,934,785	0.218939
Not voting	18,783,540	0.413944
Total	4,537,701,744	100.000000

9. Upon proposal of the Board of Directors, the extraordinary Shareholders' Meeting resolved to amend article 11 of the Bylaws, in order to harmonize its contents with the provisions introduced by Legislative Decree of January 27, 2010, no. 27 concerning the participation to the shareholders' meeting by electronic means. The voting occurred in presence of no. 1,938 Shareholders (of which no. 11 in person and no. 1,927 by proxy), for a total of no. 4,660,506,132 ordinary shares (amounting to 49.562148% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,630,243,366	99.350655
Votes against	15,592	0.000335
Abstentions	11,463,634	0.245974
Not voting	18,783,540	0.403036
Total	4,660,506,132	100.000000

10. Upon proposal of the Board of Directors, the extraordinary Shareholders' Meeting resolved to amend articles 13 and 20 of the Bylaws to harmonize its contents with the provisions introduced by the Regulation concerning the transactions with related parties, adopted by Consob with Resolution no. 17221 of March 12, 2010.

The voting occurred in presence of no. 1,938 Shareholders (of which no. 11 in person and no. 1,927 by proxy), for a total of no. 4,660,506,132 ordinary shares (amounting to 49.562148% of the share capital), all admitted to the voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,630,243,366	99.350655
Votes against	0	0.000000
Abstentions	11,479,226	0.246309
Not voting	18,783,540	0.403036
Total	4,660,506,132	100.000000