



## **REPORT OF THE BOARD OF DIRECTORS ON THE ONLY ITEM OF THE EXTRAORDINARY SESSION**

**Harmonization of the Bylaws with the provisions introduced by Law No. 120 of July 12, 2011, concerning the equal right of appointment in managing and supervisory boards of listed companies. Amendment to articles 14 and 25 and introduction of article 31 of the Bylaws.**

Dear Shareholders,

you have been convened in the extraordinary session to discuss and resolve in relation to the proposal of amendment of certain provisions of the Bylaws aimed at harmonizing such Bylaws with the provisions introduced by Law No. 120 of July 12, 2011 ("Law 120/2011"), on "*Amendments of the Unified Act of rules on financial intermediation, provided under Legislative Decree 24 February 1998, No. 58, concerning the equal right of appointment in managing and supervisory boards of companies listed in regulated markets*".

### **Part 1: legal framework**

#### **1. Law 120/2011 and the amendments to articles 147-ter and 148 of Legislative Decree No. 58/1998**

Law 120/2011 has amended articles 147-ter and 148 of Legislative Decree No. 58/1998 ("TUF") concerning, respectively, the appointment and the composition of the board of directors and the board of statutory auditors of companies with listed shares.

In particular, with reference to the appointment and the composition of the board of directors, pursuant to the new paragraph 1-ter of article 147-ter of TUF, bylaws of companies with listed shares shall provide that "*the division of directors to be appointed shall be carried out on the basis of a criterion that ensures a balance between genders*". The new provision indicates that – save for what set forth hereinafter with reference to the provisional regime – the less

represented gender shall obtain “*at least one third of the appointed directors*”. Pursuant to the aforesaid paragraph 1-*ter*, such division criterion shall apply for three consecutive terms.

In relation to the modalities to implement and enact the said provisions, article 147-*ter*, paragraph 1-*ter*, of TUF provides that bylaws shall determine “*the methods of formation of slates and the cases of replacement during a mandate, in order to ensure the compliance with the division criterion*” here above.

Consob has the power to issue regulation rules which provide “*in relation to the infringement, application and observance of the rules on gender quotas, also with reference to the preliminary phase and the procedures to be adopted*”.

In relation to the appointment and the composition of the board of statutory auditors, provisions with almost the same content have been introduced. The new paragraph 1-*bis* of article 148 of TUF provides that the bylaws shall indicate that the division criterion of the members of the board of statutory auditors shall be carried out – save for what set forth hereinafter with reference to the provisional regime – “*so that the less represented gender obtains at least one-third of the regular members of the board of statutory auditors*”. The said provision shall also be applied for three consecutive terms.

Also in relation to the board of statutory auditors, paragraph 1-*bis* of article 148 of TUF delegates Consob to issue regulations on the infringement, application and observance of the rules on gender quotas, also with reference to the preliminary phase and the procedures to be adopted.

## **2. Law 120/2011: date of application and provisional regime**

Pursuant to article 2 of Law 120/2011, the new rules shall apply starting from the first appointment of managing and supervisory boards of companies with listed shares “*following one year after the coming into force*” of the same Law, and, therefore, at the time of the first appointment of the companies’ boards after August 12, 2012.

The terms of the Board of Directors and of the Board of Statutory Auditors of Enel S.p.A. currently in office shall, respectively, expire at the time of the Meeting called to approve the financial statement relating to the 2013 financial year and at the time of the Meeting called to approve the financial statement relating to the 2012 financial year. This means that, both the appointment of the Board of Statutory Auditors – on 2013 spring – and the subsequent appointment

of the Board of Directors – on 2014 spring – shall be carried out in compliance with the new provisions on balance between genders.

In light of the above, it is necessary to adopt the relevant amendments of the company's Bylaws in this shareholders' Meeting, in order to timely harmonize the same Bylaws in relation to the appointment of the Board of Statutory Auditors, scheduled for next year.

In relation to, in particular, the gender division criterion to be complied with during the first appointment of company's boards after the said date of August 12, 2012, Law 120/2011 contains a specific provisional regime, which introduces a graduality principle in the application of the rules on the balance between genders. In fact, the above said article 2 provides that for the first term of appointment the less represented gender shall obtain a quota equal to "*at least one-fifth of the appointed directors and statutory auditors*", instead of one-third, as provided for under the said paragraphs 1-*ter* of article 147-*ter* and 1-*bis* of article 148 of TUF.

### **3. Article 144-*undecies*.1 of the Regulation on Issuers**

As already pointed out, Law 120/2011 has empowered Consob with the task to determine through regulation in relation to the infringement, application and observance of the rules on gender quotas, also with reference to the preliminary phase and the procedures to be adopted. On February 8, 2012, Consob, for the purpose of implementing the said delegation, has approved resolution No. 18098, which has introduced in the Regulation adopted through resolution No. 11971 of May 14, 1999 (the "Regulation on Issuers") a new section, concerning the "*Balance between genders in the composition of managing and supervisory boards*" <sup>(1)</sup>, composed by only article 144-*undecies*.1.

Such article provides that bylaws of companies with listed shares shall determine: (i) the methods of formation of slates, and the additional criteria for the purpose of the appointment of the single members of the boards, which may allow the respect of the balance between genders following the vote<sup>(2)</sup> (in this

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<sup>1</sup> The new section – Section I-*bis* – was introduced in Title V-*bis* of Part III of the Regulation on Issuers, concerning the managing and supervisory boards.

<sup>2</sup> In relation to the additional criteria, Consob, in the description section of the Consultation Document published on December 9, 2011, containing the Regulation on Issuers amendment proposals (see p. 11), clarifies that "*companies should provide in their bylaws a correction mechanism to be used in the event that, following the vote, the obligation to guarantee the presence of the less representative gender is not fulfilled [...] (e.g. through the provision of a "sliding procedure" through which by subsequent examination*

respect, such rule indicates that bylaws may not provide that the compliance with the gender division criterion is respected by slates which are composed of a number of candidates below three); (ii) the modalities of replacement of members of organs who are ceased during the term of appointment, taking into account the gender division criterion.

In relation to the quotient calculation modalities (one-fifth for the first term and one-third for the following two terms) provided for under Law 120/2011, Consob's provisions clarify that, in the event that, following the application of the gender division criterion provided for under the Law, the result is not a whole number of members of managing and supervisory boards belonging to the less represented gender, such quotient shall be rounded-up to the unit.

## **Part II: the proposals of amendment of the Enel S.p.A. Bylaws**

In light of what described under Part I of this report, hereinafter are set out the proposals of amendment of the Enel S.p.A. Bylaws.

**Article 14.3, third paragraph (of new introduction):** with reference to the appointment of the Board of Directors, it is proposed that, in compliance with article 144-*undecies*.1 of the Regulation on Issuers, slates which include a number of candidates “*equal or above of three*” shall also include candidates of different gender, as set forth in the notice of the Meeting, so that the Board of Directors' composition respects the provisions relating to the applicable laws on balance between genders. The referral to the notice of call seems to be appropriate in order to avoid to introduce in the Bylaws very complex clauses which may guarantee the compliance with the quotient – one-fifth and one-third – provided for under Law 120/2011 in relation, respectively, to the first and to the following two terms of appointment.

**Article 14.3, last paragraph, letters c-*bis*) and c-*ter*) (of new introduction):** in order to provide for additional criteria which – in compliance with article 144-*undecies*.1, paragraph 2, lett. a), of the Regulation on Issuers and with what has been specifically pointed out under Consob's Document of Consultation

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*of the names indicated in the slate, it may be possible to choose a candidate belonging to the missing gender) [...].*

published on December 9, 2011 – may allow to guarantee the respect of the rules on balance between genders also in the event that, following the vote, the minimum percentage of the less represented gender provided for under the Law is not immediately reached, it is proposed that, in the new letter c-bis) of the last paragraph of article 14.3, is introduced the following “sliding clause”: *“if, following the vote and the above procedure, the applicable laws on balance between genders are not complied with, candidates which would result to be elected in the various slates are disposed in one single decreasing ranking list, to be formed in compliance with the quotient system indicated under letter b). The candidate in such ranking list belonging to the most represented gender having the lowest quotient is therefore replaced with the first candidate of the less represented gender belonging to the same slate which would result not to be elected. In the event that in such slate there are no other candidates, the replacement here above is carried out by the Shareholders’ Meeting with the majorities provided for under the law, as provided for under the following point d) and in compliance with the principle of a proportional representation of minority shareholders in the Board of Directors.*

*In case of a tie between quotients, the replacement is made in favour of the candidate drawn from the slate which has obtained the highest number of votes. If the replacement of the candidate of the most represented gender having the lowest quotient in the ranking list does not allow, in any case, to reach the minimum threshold provided for under the applicable laws on balance between genders, the above said replacement procedure is carried out also with reference to the candidate belonging to the most represented gender having the second last quotient, and so forth, starting from the end of the ranking list”.*

In the following letter c-ter), therefore it is proposed to specify that the President of the Meeting, at the end of the above procedures, declares the elected members.

**Article 14.3, last paragraph, letter d):** it is proposed to provide that – if the Meeting has to appoint the Directors without applying the slate-vote mechanism (and, therefore, through the application of a majority voting principle) – it shall, also in such case, resolve in a manner which may ensure that the applicable laws on balance between genders are complied with.

**Article 14.5:** it is proposed to provide that, also in the event of cooptation by the Board of Directors to replace the ceased Directors (pursuant to article 2386 of the Italian Civil Code), the relevant procedure is to be carried in a manner which may ensure that the applicable laws on balance between genders are complied with.

**Article 25.1, paragraph 1:** in order to comply with the applicable laws on balance between genders also in the event of replacement of the members of the Board of Statutory Auditors who have ceased during their term (in which event a specific procedure, hereinafter set out with reference to article 25.2, last paragraph, of the Bylaws, is provided), it is proposed to increase the number of the alternate Statutory Auditors from two to three. In such respect, it is reminded that article 148, paragraph 1, lett. b) of TUF provides that bylaws shall indicate, with reference to the Board of Statutory Auditors, *“the number, not below two, of the alternate members”*.

**Article 25.2, fifth paragraph (of new introduction):** as described above with reference to the Board of Directors, in relation to the appointment of the Board of Statutory Auditors it is proposed that *“in compliance with the applicable laws on balance between genders, slates which, taking into account both sections, contain a number of candidates equal or above of three, shall include, both in the first two places in the section of the slate relating to the regular Statutory Auditors, and in the first two places in the section of the slate relating to the alternate Statutory Auditors, candidates belonging to different genders”*.

**Article 25.2, sixth (formerly fifth) paragraph:** in light of the above proposal to increase the number of the alternate Statutory Auditors from two to three, it is proposed to provide that, in carrying out the appointment procedure, two alternate Statutory Auditors (instead of only one) are drawn from the slate which has obtained the majority of the votes, in the rank in which they are listed.

**Article 25.2, seventh (formerly sixth) paragraph:** it is proposed to provide that, also in the event that the appointment of the Statutory Auditors is made out of the case of the appointment of the entire Board of Statutory Auditors (and, thus, through the application of the majority voting principle, instead of the slate-

vote mechanism), the Meeting shall resolve in a manner which may ensure that the applicable laws on balance between genders are complied with.

**Article 25.2, last paragraph:** with reference to the case in which it is necessary to replace one of the regular Statutory Auditors belonging to the list which has obtained the majority of the votes, it is proposed to provide that the latter is replaced by the first of the alternate Statutory Auditors belonging to the same slate. Moreover, in the event that the replacement carried out through the above modalities, does not allow to form a Board of Statutory Auditors compliant with the applicable laws on balance between genders, it is proposed to provide that the replacement shall be carried out in favour of the second alternate Statutory Auditor belonging to the same slate. Finally, it is provided that, if, thereafter, it is necessary to replace the other regular Statutory Auditor belonging to the slate which has obtained the majority of the votes, the latter shall in any case be replaced by the alternate Statutory Auditor belonging to the same slate.

**New article 31:** in consideration of the fact that Law 120/2011, as set out in Part I of this report, provides that the applicable laws on balance between genders shall apply for “*three consecutive terms*”, it is proposed to introduce into the Bylaws a new article 31, which may therefore regulate as set forth hereinafter, through a specific provisional clause, the implementation in the same Bylaws of the rules provided for under Law 120/2011:

*“31.1 The provisions of articles 14.3, 14.5, and 25.2 aimed at ensuring the fulfilment of the applicable laws on balance between genders shall be applied for the first three appointments, respectively, of the Board of Directors and of the board of Statutory Auditors, following the coming into force and the effectiveness of the provisions of article 1 of Law 12 July 2011, No. 120, published on the Official Gazette No. 174 of 28 July 2011.*

*31.2 The composition of the Board of Statutory Auditors indicated under article 25.1, which is characterized by the presence of three regular Statutory Auditors and three alternate Statutory Auditors, shall apply from the first appointment of the supervisory board following the coming into force and the effectiveness of the provisions of article 1 of Law 12 July 2011, No. 120, published on the Official Gazette No. 174 of 28 July 2011. Until such moment, the Board of Statutory Auditors is composed by three regular Statutory Auditors and two*

alternate Statutory Auditors”.

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The text of the proposed bylaws amendments to articles 14 and 25 is set forth here below, with the indication of the current text of the Bylaws.

## **Board of Directors**

### **Article 14**

<b>Current text</b>	<b>Proposed text</b>
<p>14.1 The Company shall be managed by a Board of Directors composed of no fewer than three and no more than nine members, to which may be added a Director appointed pursuant to article 6.2, letter d) of these bylaws. A Shareholders' Meeting shall determine their number within the aforesaid limits.</p> <p>14.2 The Board of Directors shall serve for a term of up to three accounting periods and its members shall be eligible for re-election.</p> <p>14.3 With the exception of the one who may be appointed under article 6.2, d) of these bylaws, the Directors shall be elected by a Shareholders' Meeting on the basis of slates presented by the shareholders and by the outgoing Board of Directors. Within each slate, the candidates are to be numbered progressively. Each slate must include at least two candidates possessing the requirements of independence established by the law, distinctly mentioning such candidates and listing one of them first on the slate.</p> <p>(Omissis)</p> <p>The procedure for electing the Directors is to be as follows:</p> <p>a) seven-tenths of the Directors to be elected, rounding down any fraction to the unit, shall be drawn from the slate that has obtained the most votes cast in the order in which they are listed on the slate;</p> <p>b) the remaining Directors shall be drawn from the other slates; for this purpose, the votes obtained by these slates shall be divided</p>	<p>14.1 The Company shall be managed by a Board of Directors composed of no fewer than three and no more than nine members, to which may be added a Director appointed pursuant to article 6.2, letter d) of these bylaws. A Shareholders' Meeting shall determine their number within the aforesaid limits.</p> <p>14.2 The Board of Directors shall serve for a term of up to three accounting periods and its members shall be eligible for re-election.</p> <p>14.3 With the exception of the one who may be appointed under article 6.2, d) of these bylaws, the Directors shall be elected by a Shareholders' Meeting on the basis of slates presented by the shareholders and by the outgoing Board of Directors. Within each slate, the candidates are to be numbered progressively. Each slate <b>must</b> include at least two candidates possessing the requirements of independence established by the law, distinctly mentioning such candidates and listing one of them first on the slate. <b>Slates which contain a number of candidates equal to or above three shall include candidates belonging to different genders, as indicated in the notice of meeting, in order to ensure that the composition of the Board of Directors is compliant with the applicable laws on balance between genders.</b></p> <p>(Omissis)</p> <p>The procedure for electing the Directors is to be as follows:</p> <p>a) seven-tenths of the Directors to be elected, rounding down any fraction to the unit, shall be drawn from the slate that has obtained the most votes cast in the order in which they are listed on the slate;</p> <p>b) the remaining Directors shall be drawn from the other slates; for this purpose, the votes obtained by these slates shall be divided</p>



successively by one, two, three and so forth according to the number of Directors to be elected. The numbers obtained in this way shall be attributed to the candidates of such slates in the order in which they rank in the slate. The numbers thus attributed to the candidates of the various slates shall be arranged in decreasing order in a single ranking. The candidates who have obtained the highest numbers shall become Directors.

In the event that more than one candidate has obtained the same number, the candidate of the slate that has not yet elected a Director or that has elected the fewest Directors shall be appointed Director. In the event that no Director has been elected yet from any of these slates or that the same number of Directors has been elected from each slate, the candidate of the slate that has obtained the most votes shall be appointed Director. If there is a tie in terms of both numbers assigned and votes obtained by each slate, the entire Shareholders' Meeting shall vote again and the candidate who obtains a simple majority of the votes will be appointed Director;

c) for the purposes of the identifying the Directors to be elected, the candidates designated on the slates that have obtained a number of votes amounting to less than half of the percentage required for the presentation of the same slates shall not be taken into account;

successively by one, two, three and so forth according to the number of Directors to be elected. The numbers obtained in this way shall be attributed to the candidates of such slates in the order in which they rank in the slate. The numbers thus attributed to the candidates of the various slates shall be arranged in decreasing order in a single ranking. The candidates who have obtained the highest numbers shall become Directors.

In the event that more than one candidate has obtained the same number, the candidate of the slate that has not yet elected a Director or that has elected the fewest Directors shall be appointed Director. In the event that no Director has been elected yet from any of these slates or that the same number of Directors has been elected from each slate, the candidate of the slate that has obtained the most votes shall be appointed Director. If there is a tie in terms of both numbers assigned and votes obtained by each slate, the entire Shareholders' Meeting shall vote again and the candidate who obtains a simple majority of the votes will be appointed Director;

c) for the purposes of the identifying the Directors to be elected, the candidates designated on the slates that have obtained a number of votes amounting to less than half of the percentage required for the presentation of the same slates shall not be taken into account;

**c-bis) if, following the vote and the above procedure, the applicable laws on balance between genders are not complied with, candidates which would result to be elected in the various slates are disposed in one single decreasing ranking list, to be formed in compliance with the quotient system indicated under letter b). The candidate in such ranking list belonging to the most represented gender having the lowest quotient is therefore replaced with the first candidate of the less represented gender belonging to the same slate which would result no to be elected. In the event that in such slate there are no other candidates, the replacement here above is carried out by the Shareholders' meeting with the majorities provided for under the law, as provided for under the following point d) and in compliance with the principle of a proportional representation of minority shareholders in the Board of Directors.**

**In case of a tie between quotients, the replacement is made in favour of the candidate drawn from the slate which has obtained the highest number of votes.**

**If the replacement of the candidate of the most represented gender having the lowest**

<p>d) for the appointment of the Directors who, for whatever reason, are not elected pursuant to the procedures specified above, the Shareholders' Meeting will resolve according to the majorities provided for by the law, ensuring in any case the presence of the necessary number of Directors possessing the requirements of independence established by the law.</p> <p>The slate-vote mechanism shall apply only when the entire Board of Directors is being elected.</p> <p>14.4 Even during a Board's term, a Shareholders' Meeting may change the number of the members of the Board of Directors within the limits referred to in 14.1 above and proceed to elect them. The term of the Directors so elected is to end at the same time as that of the Directors in office.</p> <p>14.5 Should one or more vacancies occur on the Board during the accounting period, steps shall be taken in accordance with section 2386 of the Civil Code, except with regard to the Director who may be appointed pursuant to article 6.2, d) of these bylaws. If one or more of the Directors leaving their offices vacant were drawn from a slate also containing unelected candidates, they shall be replaced by appointing, in progressive order, persons drawn from the slate to which the Director in question belonged, provided that said persons are still eligible and willing to accept the directorship. In any case, in replacing Directors who leave their offices vacant, the Board of Directors shall ensure the presence of the necessary number of Directors possessing the requirements of independence established by the law. In the event that the majority of the offices of the Directors elected by the shareholders becomes vacant, the entire Board is to be deemed to have resigned and the Directors still in office must promptly call a meeting of the shareholders to elect a new Board.</p>	<p><b>quotient in the ranking list does not allow, in any case, to reach the minimum threshold provided for under the applicable laws on balance between genders, the above said replacement procedure is carried out also with reference to the candidate belonging to the most represented gender having the second last quotient, and so forth, starting from the end of the ranking list.</b></p> <p><b>c-ter) the president of the meeting, at the end of the above procedures, declares the elected members;</b></p> <p>d) for the appointment of the Directors who, for whatever reason, are not elected pursuant to the procedures specified above, the Shareholders' Meeting will resolve according to the majorities provided for by the law, ensuring in any case the presence of the necessary number of Directors possessing the requirements of independence established by the law, <b>and the compliance with the applicable laws on balance between genders.</b></p> <p>The slate-vote mechanism shall apply only when the entire Board of Directors is being elected.</p> <p>14.4 Even during a Board's term, a Shareholders' Meeting may change the number of the members of the Board of Directors within the limits referred to in 14.1 above and proceed to elect them. The term of the Directors so elected is to end at the same time as that of the Directors in office.</p> <p>14.5 Should one or more vacancies occur on the Board during the accounting period, steps shall be taken in accordance with section 2386 of the Civil Code, except with regard to the Director who may be appointed pursuant to article 6.2, d) of these bylaws. If one or more of the Directors leaving their offices vacant were drawn from a slate also containing unelected candidates, they shall be replaced by appointing, in progressive order, persons drawn from the slate to which the Director in question belonged, provided that said persons are still eligible and willing to accept the directorship. In any case, in replacing Directors who leave their offices vacant, the Board of Directors shall ensure the presence of the necessary number of Directors possessing the requirements of independence established by the law, <b>and the compliance with the applicable laws on balance between genders.</b> In the event that the majority of the offices of the Directors elected by the shareholders becomes vacant, the entire Board is to be deemed to have resigned</p>
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	and the Directors still in office must promptly call a meeting of the shareholders to elect a new Board.
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## **Board of Statutory Auditors**

### **Article 25**

<b>Current text</b>	<b>Proposed text</b>
<p>25.1 A Shareholders' Meeting shall elect the Board of Statutory Auditors, which is to be composed of three regular members, and shall determine their compensation. <del>Two</del> alternate members shall also be elected by a Shareholders' Meeting.</p> <p>The members of the Board of Statutory Auditors must possess the requisites of professionalism and honorableness specified in the Ministry of Justice's decree n. 162 of March 30, 2000. For the purposes of the provisions of section 1, paragraph 2, b) and c) of this decree, the following are considered closely connected with the scope of the Company's business activities: subjects pertaining to commercial law and tax law, business economics and business finance, as well as subjects and fields of activity pertaining to energy in general, communications, telematics and information technology, and network structures.</p> <p>Situations of ineligibility and the limits to the number of offices on boards of directors, boards of statutory auditors, and similar bodies that the members of the Board of Statutory Auditors may hold shall be governed by the provisions of the statutes and regulations in force.</p>	<p>25.1 A Shareholders' Meeting shall elect the Board of Statutory Auditors, which is to be composed of three regular members, and shall determine their compensation. <b>Three</b> alternate members shall also be elected by a Shareholders' Meeting.</p> <p>The members of the Board of Statutory Auditors must possess the requisites of professionalism and honorableness specified in the Ministry of Justice's decree n. 162 of March 30, 2000. For the purposes of the provisions of section 1, paragraph 2, b) and c) of this decree, the following are considered closely connected with the scope of the Company's business activities: subjects pertaining to commercial law and tax law, business economics and business finance, as well as subjects and fields of activity pertaining to energy in general, communications, telematics and information technology, and network structures.</p> <p><b>The composition of the board of statutory auditors</b>, situations of ineligibility and the limits to the number of offices on boards of directors, boards of statutory auditors, and similar bodies that the members of the Board of Statutory Auditors may hold shall be governed by the provisions of the statutes and regulations in force.</p>
<p>25.2 Regular members of the Board of Statutory Auditors and alternate members shall be elected by Shareholders' Meetings on the basis of the slates presented by the shareholders, on which the candidates are to be numbered progressively and their number must not exceed that of the members of the body to be elected.</p> <p>Only those shareholders who, alone or together with other shareholders, own the minimum percentage of the share capital established by a regulation of the Consob for the presentation of slates of candidates for the election of the Board of Directors are entitled to present slates.</p> <p>The provisions of law in force shall apply to the presentation, lodgment and publication of the slates.</p> <p>The slates are to be divided into two sections: one for the candidates for the office of regular auditor and the other for candidates for the office of alternate auditor. The first candidate</p>	<p>25.2 Regular members of the Board of Statutory Auditors and alternate members shall be elected by Shareholders' Meetings on the basis of the slates presented by the shareholders, on which the candidates are to be numbered progressively and their number must not exceed that of the members of the body to be elected.</p> <p>Only those shareholders who, alone or together with other shareholders, own the minimum percentage of the share capital established by a regulation of the Consob for the presentation of slates of candidates for the election of the Board of Directors are entitled to present slates.</p> <p>The provisions of law in force shall apply to the presentation, lodgment and publication of the slates.</p> <p>The slates are to be divided into two sections: one for the candidates for the office of regular auditor and the other for candidates for the office of alternate auditor. The first candidate</p>

in each section must be a registered auditor and have practiced the profession of legal auditor for a period of no less than three years.

Two regular members of the Board of Statutory Auditors ~~and an alternate member~~ are to be drawn, in the numerical order in which they were listed in each section, from the slate that has obtained the most votes. The remaining regular member and the remaining alternate are to be elected according to the provisions of law in force and the procedures specified in article 14.3, b), to be applied separately to each of the sections in which the other slates are divided.

When less than the entire Board is being elected, the Shareholders' Meeting shall resolve according to the majorities provided for by the law, without following the procedure specified above, but in any case in such a way as to ensure that the composition of the Board of Statutory Auditors is in accordance with the provisions of section 1, paragraph 1, of the Ministry of Justice's decree n. 162 of March 30, 2000, as well as with the principle of the representation of minority shareholders.

The chairmanship of the Board of Statutory Auditors shall fall to the regular Auditor elected according to the procedures specified in article 14.3, b); in the event the Chairman is substituted, this office shall be filled by the alternate Auditor also elected according to the procedures specified in article 14.3, b).

In the event that one of the members drawn from the slate that obtained the most votes is substituted, his or her place shall be taken by ~~the alternate member drawn~~ from the same slate.

in each section must be a registered auditor and have practiced the profession of legal auditor for a period of no less than three years.

**In compliance with the applicable laws on balance between genders, slates which, taking into account both sections, contain a number of candidates equal or above of three, shall include, both in the first two places of in the section of the slate relating to the regular statutory auditors, and in the first two places in the section of the slate relating to the alternate statutory auditors, candidates belonging to different genders.**

Two regular members of the Board of Statutory Auditors **and two alternate members** are to be drawn, in the numerical order in which they were listed in each section, from the slate that has obtained the most votes. The remaining regular member and the remaining alternate are to be elected according to the provisions of law in force and the procedures specified in article 14.3, b), to be applied separately to each of the sections in which the other slates are divided.

When less than the entire Board is being elected, the Shareholders' Meeting shall resolve according to the majorities provided for by the law, without following the procedure specified above, but in any case in such a way as to ensure that the composition of the Board of Statutory Auditors is in accordance with the provisions of section 1, paragraph 1, of the Ministry of Justice's decree n. 162 of March 30, 2000, as well as with the principle of the representation of minority shareholders **and the applicable laws on balance between genders.**

The chairmanship of the Board of Statutory Auditors shall fall to the regular Auditor elected according to the procedures specified in article 14.3, b); in the event the Chairman is substituted, this office shall be filled by the alternate Auditor also elected according to the procedures specified in article 14.3, b).

In the event that one of the members drawn from the slate that obtained the most votes is substituted, his or her place shall be taken by **the first of the alternate members drawn** from the same slate. **In the event that the replacement, if carried out through the above modalities, does not allow to form a Board of Statutory Auditors compliant with the applicable laws on balance between genders, the replacement shall be carried out in favour of the second alternate Statutory Auditor belonging to the same slate. If thereafter it is necessary to replace the other regular Statutory Auditor belonging to the slate which has obtained the highest number of votes, the latter shall in any case be replaced by the alternate**

(Omissis)	<b>Statutory Auditor belonging to the same slate.</b>  (Omissis)
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The text of new article 31 which is proposed to be introduced in the Bylaws is reported here below.

**Provisional clause**

**New article 31**

- 31.1 The provisions of articles 14.3, 14.5, and 25.2 aimed at ensuring the fulfilment of the applicable laws on balance between genders shall apply for the first three appointments, respectively, of the Board of Directors and of the Board of Statutory Auditors, following the coming into force and the effectiveness of the provisions of article 1 of Law 12 July 2011, No. 120, published on the Official Gazette No. 174 of 28 July 2011.**
- 31.2 The composition of the Board of Statutory Auditors indicated under article 25.1, which is characterized by the presence of three regular Statutory Auditors and three alternate Statutory Auditors, shall apply from the first appointment of the supervisory board following the coming into force and the effectiveness of the provisions of article 1 of Law 12 July 2011, No. 120, published on the Official Gazette No. 174 of 28 July 2011. Until such moment, the Board of Statutory Auditors is composed by three regular Statutory Auditors and two alternate Statutory Auditors.**

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Please note that the proposed bylaws amendments do not entitle Shareholders who have not concurred to adopt the relevant resolution to withdraw, because none of the grounds for individual withdrawal specified in article 2437 of the Italian Civil Code are present.

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In consideration of the foregoing, we submit to your approval the following

**Agenda**

The Meeting of the Shareholders Enel S.p.A., having examined the illustrative report of the Board of Directors,

**resolves**

1. to approve the amendment proposal of articles 14.3, 14.5, 25.1, and 25.2, and the introduction of the provisional clause under new article 31 of the Bylaws, pursuant to the content set forth in the illustrative report, in order to harmonize its content to the provisions of Law 12 July 2011, No. 120 on equal right of appointment in managing and supervisory boards of listed companies, appointing the President of the Board of Directors and the Chief Executive Office to act severally to approve and introduce in this resolution the amendments, additions or deletions it may be necessary for the purpose of its registration at the Companies' Register.