



REPORT OF THE BOARD OF DIRECTORS ON THE SECOND ITEM OF THE ORDINARY SESSION

Allocation of net income for the year

Dear Shareholders,

we remind you that the dividend policy – resolved by the Board of Directors at its meeting on March 11, 2009 and still applicable with regard to the income of the fiscal year 2011 – provided for the payment to the Shareholders of a sum amounting to 60% of the ordinary net income of the Group, understood as the consolidated net income from ordinary business transactions. In compliance with such policy, the dividends have been paid in two installments during each fiscal year (according to procedures similar to those that have been used by the Company since 2004, with payments thus scheduled in November as interim dividends and in June of the following year as the balance).

Taking into account that the Group's ordinary net income for 2011 amounts to euro 4,097 million (against the Group's total net income of euro 4,148 million) and that in November 2011 an interim dividend amounting to euro 0.10 per share (a total of about euro 940.3 million) was distributed, in accordance with the aforesaid dividend policy, the Board of Directors proposes to distribute a dividend balance amounting to euro 0.16 per share (a total of about euro 1,504.5 million), to be paid in June 2012.

Having stated all the foregoing, and taken into account that the legal reserve is already equal to the maximum amount of one-fifth of the share capital (as specified by article 2430, paragraph 1, of the Civil Code), we submit for your approval the following

Agenda

Having examined the illustrative report of the Board of Directors, the present Meeting of the Shareholders of Enel S.p.A.

resolves

1. with regard to Enel S.p.A.'s net income for the year 2011, amounting to euro 2,466,906,096.73, to:
 - earmark for distribution to the Shareholders:
 - euro 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 24, 2011, after coupon n. 19 had gone ex-dividend on November 21, 2011, amounting to a total of euro 940,335,779.50 and
 - euro 0.16 for each of the 9,403,357,795 ordinary shares in circulation on June 18, 2012, the scheduled ex-dividend date, as the balance of the dividend, amounting to a total of euro 1,504,537,247.20;
 - earmark for "retained earnings" the remainder of the aforesaid net income, amounting to a total of euro 22,033,070.03;

2. to pay, before withholding tax, if any, the aforesaid balance of euro 0.16 per ordinary share of the 2011 dividend as from June 21, 2012, with the ex-dividend date of coupon n. 20 falling on June 18, 2012.