

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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ENEL - S.p.A.

Registered Office – 137 Viale Regina Margherita, Rome

Share capital € 9.403.357.795 (as of December 31, 2010) 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 30, 2012, in single call, at 2:00 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, 2011. 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, 2011.
2. Allocation of the net income of the year.
3. Remuneration report.

#### Extraordinary meeting:

1. 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 of articles 14 and 25 and introduction of the new article 31 of the Bylaws.

#### **Information on the share capital**

As of the date of this notice, the share capital of ENEL S.p.A. is divided into

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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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 19, 2012). 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 accordance with the applicable laws. For such purposes, it may be used the form of proxy available in the section of the Company’s website ([www.enel.com](http://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. – *Legal and Corporate Affairs* – Viale Regina Margherita No. 137 – 00198 Rome – Ref. “Proxy voting”), or by fax to No. 06/83055028, at least two trading days before the date set for the Meeting (i.e. within April 26, 2012). 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 section of Enel’s website dedicated to the Meeting. The proxy holder may deliver or

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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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 Lorenzo Mascheroni No. 19, 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 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 section of the Company's website dedicated to the present Meeting.

The proxy to the representative appointed by the Company shall contain 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 26, 2012), at the following address: Servizio Titoli S.p.A. (Ref. "Proxy Shareholders' Meeting Enel S.p.A."), Via Monte Giberto No. 29, 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 06/45417450 or by email at [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it). The proxy and the voting instructions may always be revoked within the foregoing term with

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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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 constitution 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 of 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 basis of a report prepared by the Directors, other than those indicated in article 125-*ter*, paragraph 1, of the Consolidated Financial Act.

The requests to put items on the agenda may be presented by those in relation to which the Company has received a specific communication, certifying the relevant right, by an authorized intermediary pursuant to article 23 of the Regulation jointly approved by the Bank of Italy and Consob on February 22, 2008.

For further information regarding the right to put items on the agenda and the modalities of its exercise, please see the section of the Company's website dedicated to the present Meeting.

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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## **Right to ask questions before the Meeting**

Pursuant to article 127-*ter* of the Consolidated Financial Act, those shareholders in relation to which the Company has received a specific communication, certifying the relevant right, by an authorized intermediary (pursuant to article 23 of the Regulation jointly approved by the Bank of Italy and Consob on February 22, 2008) may ask questions also before the Meeting.

In order for the Company to give adequate answers, shareholders who intend to ask questions before the Meeting are invited to provide the Company with their questions within the second trading day before the date of the Meeting (i.e. April 26, 2012). 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, please see the section of the Company's website dedicated to the present Meeting.

## **Remuneration report**

With regard to the third item of the agenda of the Ordinary Meeting, please note that, pursuant to art. 123-*ter*, paragraph 6, of the Consolidated Financial Act, the shareholder's Meeting is called, for the first time, to resolve upon the first section of the remuneration report, which explains the Company's policy on the remuneration of the members of the Board of Directors, the General Manager and the Executives with strategic responsibilities with reference to the financial year 2012 and the procedures used to adopt and implement such policy. Pursuant to article 123-*ter*, paragraph 6, of the Consolidated Financial Act, the resolution is not binding.

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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## **Documentation**

Documents relating to the Meeting – including the illustrative reports of the Board of Directors on the items of the agenda and the relevant proposals 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., and in the 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 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. – *Legal and 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 trading days before the date of the Meeting (*i.e.* within April 26, 2012).

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. – *Legal and 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

# NOTICE OF THE MEETING

ENEL S.p.A. 30.4.2012

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least two trading days before the date of the Meeting (*i.e.* within April 26, 2012).

Participation to the present Meeting through electronic means is not contemplated.

Those entitled to participate in the Meeting are invited to arrive before the time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 12:00 p.m. (midday).

For further information, a Meeting assistance service is available at the following numbers: telephone No. 06/45417413 - fax No. 06/45417450.

The Chairman of the Board of Directors

Paolo Andrea Colombo