

Enel S.p.A. – General Shareholders' Meeting of April 30, 2012 (single call) - Proxy Form and Voting Instructions for
SERVIZIO TITOLI S.p.A. (Appointed Representative for Holders of Enel Shares)

Servizio Titoli S.p.A., as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree 58/98 (T.U.F) by Enel S.p.A., shall collect the voting proxies relating to Enel's Ordinary and Extraordinary Shareholders' Meeting convened on **April 30, 2012**, on single call, under the conditions and within the deadlines reported in the notice of call published on the Enel's website www.enel.com on **March 29, 2012**.

The proxy and voting instructions may be cancelled up to the end of **April 26, 2012** (24:00) with the same procedures used for their conferral.

Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.

In the event of unknown circumstances or in the event of amendments or integrations to the proposals presented to the meeting, Servizio Titoli S.p.A., as Appointed Representative, although not involved in any of the situations that give rise to a conflict of interest as contemplated in article 135-*decies* of T.U.F, does not intend to express a vote other than that indicated in the voting instructions received. Therefore, in the present form it is not possible to authorize the Appointed Representative to express a vote other than that indicated in the voting instructions received.

PROXY FORM

Fill in the required information, taking into account the "Instructions for filling in and submitting the form" (available at the bottom of this document) and notify Enel through Servizio Titoli S.p.A. (1)

*** mandatory information**

The undersigned *.....place of birth *.....date of birth*..... Tax Code (or other equivalent code)*
.....
residing in (town/city) *..... address *..... State*.....
telephone no*, e-mail*

entitled to the voting right as :**(2)** person in whose name the shares are registered - legal representative proxy holder with power of sub-delegation-pledgee-
contango broker- usufructuary- -depository manager - other (specify)

for no *..... ordinary shares (Enel S.p.A.) (ISIN IT0003128367)

(3) registered in favour ofplace of birth *.....date of birth.....Tax Code (or other equivalent code).....
residing in (town/city)*..... (address*).....State*.....

registered in the securities account **(4)** no..... at Bank code Sorte code

as resulting from communication no **(5)** made by (Bank) *.....

DELEGATES the Appointed Representative to attend and exercise the right to vote at the above mentioned meeting, with reference to the above shares, as per the instructions provided and

DECLARES that he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of items on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the voting instructions given to Appointed Representative could be executed only at the condition that Enel has received, within the beginning of Shareholders' Meeting, the notice of the authorised intermediary regarding the shares indicated in the proxy form.

DATE..... Form of Identification **(6)** (type)*.....issued by*.....no*.....SIGNATURE/STAMP.....

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VOTING INSTRUCTIONS

(For the use of the Appointed Representative only – Tick the relevant boxes and send to Servizio Titoli S.p.A. according to the “Instructions for filling and submitting the form” available at the bottom of this document)

The undersigned (7)

DELEGATES the Appointed Representative to vote at Enel's Ordinary and Extraordinary Shareholders' Meeting convened on **April 30, 2012**, on single call, according to the following instructions (8):

A) RESOLUTIONS TO BE VOTED (9)

ORDINARY PART

1st item on the agenda:

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.

FOR . AGAINST ABSTAIN

2nd item on the agenda:

Allocation of the net income of the year.

FOR . AGAINST ABSTAIN

3rd item on the agenda:

Remuneration report. (10)

FOR . AGAINST ABSTAIN

EXTRAORDINARY PART

1st item on the agenda:

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.

FOR . AGAINST ABSTAIN

B) UNKNOWN CIRCUMSTANCES (11)

In the event of unknown circumstances at the time of issue of the proxy, the undersigned, in relation to the:

ORDINARY PART

1st item on the agenda:

CONFIRMS THE INSTRUCTIONS

CANCELS THE INSTRUCTIONS

MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

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2nd item on the agenda:

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

3rd item on the agenda :

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

EXTRAORDINARY PART

1st item on the agenda:

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

C) AMENDMENTS OR INTEGRATIONS (12)

In the event of voting on amendments or integrations to the above resolutions submitted to the shareholders' meeting, the undersigned authorises the Appointed Representative to vote according to the following further indications.

ORDINARY PART

1st item on the agenda:

Amendment/integration proposed by the **Board of Directors (13)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **majority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **minority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

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2nd item on the agenda:

Amendment/integration proposed by the **Board of Directors (13)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **majority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **minority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

3rd item on the agenda:

Amendment/integration proposed by the **Board of Directors (13)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **majority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **minority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

EXTRAORDINARY PART

1st item on the agenda:

Amendment/integration proposed by the **Board of Directors (13)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **majority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

Amendment/integration proposed by the holder of **minority equity interest (14)**

- CONFIRMS THE INSTRUCTIONS
- CANCELS THE INSTRUCTIONS
- MODIFIES THE INSTRUCTIONS

FOR . AGAINST ABSTAIN

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In the event of voting the **liability action** proposed under article 2393, subsection 2 of the Italian Civil Code, the undersigned delegates the Appointed Representative to vote according to the following indications FOR AGAINST ABSTAIN

DATE.....

SIGNATURE

Enel S.p.A. – General Shareholders' Meeting of April 30, 2012 (single call) - Proxy Form and Voting Instructions for
SERVIZIO TITOLI S.p.A. (Appointed Representative for Holders of Enel Shares)

Instructions for filling in and submitting the form

1. The **Proxy form** (together with the documentation providing proof of the signatory powers as per point 2 below and with **Voting Instructions**) shall be sent in original version to Servizio Titoli S.p.A., Via Monte Giberto 29, 00138 Rome within the end of the second trading day before the Meeting (i.e. **April 26, 2012**). A copy of the proxy may be sent in advance within the same date, with a statement attesting the compliance to the original, using one of the following alternative methods:
 - fax: no.+39 0645417450
 - attached to an e-mail message sent to: enel@pecserviziotitoli.it
2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
5. Reference to the communication made by the intermediary and his/her name, if differing from the depository of the securities account as per point 4 above.
6. Provide details on a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the illustrative reports published on the company website www.enel.com and available at Enel S.p.A.'s registered offices and at Borsa Italiana S.p.A.'s registered offices.
Servizio Titoli S.p.A., as Appointed Representative, has no personal interest in the proposals mentioned.
10. It is recalled that, as indicated in the Notice of the Meeting, the resolution on the 3rd item on the agenda is not binding (according to art.123 ter, paragraph 6, of the Legislative Decree No. 58 of 24 February 1998).
11. Should relevant circumstances occur, which are unknown at the time of issue of the proxy and which cannot be notified to the proxy grantor, one of the following options may be chosen: a) confirm the voting instruction already expressed; b) cancel the voting instruction already expressed; c) amend the voting instruction already expressed. If no choice is made, the voting instructions expressed in sub a) are confirmed.
12. In case of amendments or integrations to the proposals of resolution submitted to the Shareholders' Meeting, one of the following options may be chosen: a) confirm the voting instruction already expressed; b) cancel the voting instruction already expressed; c) amend the voting instruction already expressed. If no choice is made, the voting instructions expressed in sub a) are confirmed.
13. Should a resolution replacing the initial resolution be put to the vote or endorsed, regardless of the proponent, by the Board of Directors, the voting instructions provided herein shall replace the previous ones.
14. Amendment or integration occur, for example, in the event that, upon proposal of a shareholder, a resolution alternative to the one previously voted (and which has not obtained the majority of for-votes required for its approval) is put to vote.

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Italian Legislative Decree no. 58/98 (TUF)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) Has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) Is associated with the company or exercises significant influence over that company;
 - c) Is a member of the administrative or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) Is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) Is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) Is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions.
4. The person appointed as representative shall notify any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Italian Civil Code

Art. 2393

(Corporate liability action)

1. The liability action against the directors is started as a result of the resolution of the Shareholders' Meeting, even if the company is going into liquidation.
2. The resolution concerning the liability of the directors can be passed on the occasion of the discussion of the financial statements, even if not indicated on the agenda, when it comes to facts relevant to the financial year to which the financial statements refer.
3. The liability action can also be started as a result of the resolution of the board of statutory auditors, passed with a majority of two thirds of its members.
4. The action can be asserted within five years from the cessation of the director's service.
5. The resolution of the liability action implies the removal from the office of the directors against which it is proposed, provided that it is passed with the favourable vote of at least one-fifth of the share capital. In this case, the Shareholders' Meeting replaces the directors.
6. The company can waive the assertion of the liability action and can reach an agreement, provided the waiver and the compromise are approved with the explicit resolution of the Shareholders' Meeting, and provided that there is no unfavourable vote of a minority of shareholders representing at least one fifth of the share capital or - in companies resorting to the equity market - at least one-twentieth of the share capital, namely the measure provided for in the Articles of Association for the exercise of the corporate liability action pursuant to the first and second subparagraphs of article 2393-bis.

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PROTECTION OF PERSONS AND OTHER SUBJECTS WITH REGARDS TO THE PROCESSING OF PERSONAL DATA" INFORMATION NOTICE EX ART. 13 OF ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003

Pursuant to article 13 of Italian Legislative Decree no. 196 of 30 June 2003, containing the code for the processing of personal data (hereafter: "the Code"), Servizio Titoli S.p.A., con sede in Milano, Via Lorenzo Mascheroni 19 (hereafter: "ServizioTitoli") as data controller of the personal data (hereafter: "Data") intends informing you of the following.

1. PURPOSE OF DATA PROCESSING

The Data provided will be processed by Servizio Titoli with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the shareholders' meeting and expressing the represented subject's vote in compliance with the instructions provided by the subject to Servizio Titoli;
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Servizio Titoli for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Servizio Titoli from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Servizio Titoli on account of the activities and tasks they carry out, without prejudice to point 4, subsection two of this information notice. These persons, whose number shall be as limited as possible, process data as "Data Processors", are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Servizio Titoli in the person of the Director appointed for this function.

2. COMMUNICATION OF DATA TO THIRD PARTIES

Servizio Titoli may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and control bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

3. DATA PROCESSING METHODS

Servizio Titoli processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of "processing" pursuant to article 4 of the Code (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes.

The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the law and of any provisions laid down by the Privacy Guarantor.

4. EXERCISING OF RIGHTS

Interested parties may exercise their rights under article 7 of the Code; this article also provides that the interested party may request access to his/her Data, obtain a copy of the information processed and, where applicable, the updating, rectification, integration, cancellation or blocking of data, and may also oppose, in whole or in part, for legitimate reasons, the processing of his/her Data.

Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Servizio Titoli S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

This information notice was updated in November 2011.

Servizio Titoli S.p.A.