



**REPORT OF THE BOARD OF DIRECTORS ON THE SECOND ITEM OF THE
AGENDA**

Allocation of the annual net income.

Dear Shareholders,

we remind you that the dividend policy approved by the Board of Directors on March 7th, 2012, which will be applied for the first time to the results of year 2012, provides for the payment to the Shareholders of an amount equal to at least 40% of the ordinary net income of the Group, this being the consolidated net income generated from ordinary operations. According to this policy, the dividends are paid annually, hence no interim dividends shall apply.

Given that the Group's ordinary net income for 2012 amounts to Euro 3,455 million (against the Group's total net results of Euro 865 million), in accordance with the aforesaid dividend policy, the Board of Directors proposes to distribute a dividend amounting to Euro 0.15 per share (for a total amount of approximately Euro 1,411 million), to be paid in June 2013.

Therefore, given that the legal reserve already reaches the required one-fifth of the share capital threshold (as specified by Article 2430, paragraph 1, of the Italian Civil Code), we submit for your approval the following

Agenda

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

resolves

1. with regard to Enel S.p.A.'s net income for the year 2012, amounting to Euro 3,420,002,506.06, to:
 - earmark for distribution to the Shareholders Euro 0.15 for each of the 9,403,357,795 ordinary shares in circulation on June 24th, 2013, the scheduled ex-dividend date, as the dividend, amounting to a total of Euro 1,410,503,669.25;
 - earmark for "retained earnings" the remainder of the aforesaid net income, amounting to a total of Euro 2,009,498,836.81;

2. to pay, before withholding tax, if any, the aforesaid balance of Euro 0.15 for each ordinary share of the 2012 dividend as from June 27th, 2013, with the ex-dividend date of coupon No. 21 falling on June 24th, 2013.