

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

ENEL - S.p.A.

Registered office – Viale Regina Margherita No. 137, Rome

Share capital €9,403,357,795 (as of December 31th, 2011) 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 Shareholders' Meeting

An Ordinary Shareholders' Meeting is convened on April 30th, 2013, in single call, at 2:00 pm in Rome, at Centro Congressi Enel, No. 125, Viale Regina Margherita, to discuss and resolve on the following

AGENDA

1. Financial statements as of December 31st, 2012. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditor. Related resolutions. Presentation of the consolidated financial statements for the year ended December 31st, 2012.
2. Allocation of the annual net income.
3. Election of the Board of Statutory Auditors.
4. Determination of the compensation of the regular members of the Board of Statutory Auditors.
5. Remuneration report.

Information on the share capital

As of the date of this notice, the share capital of ENEL S.p.A. is equal to Euro 9,403,357,795 and is divided into No. 9,403,357,795 ordinary shares

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

with a nominal value of Euro 1.00 each.

Title to participate in the Meeting and to vote

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of February 24th, 1998 (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 19th, 2013). Credit and debit entries made on the accounting records after such date shall not be taken into account for the purpose of entitling to vote in the Shareholders’ Meeting.

Representation at the Meeting

Ordinary proxy

Those who are entitled to vote in the Meeting may appoint a representative, by means of a proxy granted in writing pursuant to the regulations in force or through a document electronically signed pursuant to Article 21, paragraph 2, of the Legislative Decree of March 7th, 2005, No. 82. To this purpose, it may be used the form of the proxy available in the section of the Company’s website (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. “Voting Proxy”), or by fax to the no. +39 06 83055028 at least two trading days before the date set for the Meeting (*i.e.* within April 26th, 2013). Pursuant to Article 11.1 of the Bylaws, the proxy may also be notified to the Company electronically, up to

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

the beginning of the Meeting, through the specific section of the Company's website dedicated to the present Meeting. The proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in electronic format, certifying under his or her responsibility the conformity of the proxy to the original version 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, in its capacity of representative appointed by the Company pursuant to Article 135-*undecies* of the Consolidated Financial Act. To this purpose, it may be used the specific web applicative for the guided filling of the proxy form to the appointed representative, prepared and managed by Servizio Titoli S.p.A, 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 such section of the Company's website. Servizio Titoli S.p.A. may receive proxies only in its capacity as representative appointed by the Company.

The proxy to the representative appointed by the Company shall contain voting instructions for all or certain proposals of 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 26th, 2013), 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

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

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. The proxy and the voting instructions may always be revoked within the foregoing term according to the same above indicated modalities. The proxy shall be effective only for the items of the agenda in relation to which voting instructions have been 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. With reference to the items of the agenda in which respect no voting instructions have been given, the relevant shares are not taken into account for the purpose of calculating the majority and the quorum required to pass the resolutions.

Right to put items on the agenda and resolution proposals in the Meeting

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, within ten days from the publication of this notice, to put items on the agenda, indicating the additional proposed items to be discussed, or to submit resolution proposals on items already in the agenda (it being understood that those entitled to voting rights may still individually submit resolution proposals during the Meeting). The agenda cannot be supplemented with respect to the items in relation to which the Meeting resolves, in compliance with the applicable laws, upon proposals of the Directors or on the basis of a project or a report prepared by the Directors, other than those indicated in Article 125-*ter*, paragraph 1, of the

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

Consolidated Financial Act. The requests to put items on the agenda or to submit resolution proposals on items already on the agenda may be filed by those shareholders in relation to which the Company has received a communication , from an authorized intermediary pursuant to Article 23 of the Regulation jointly approved by the Bank of Italy and Consob on February 22nd, 2008, certifying their participation rights. For further information on the right to put items on the agenda and to submit additional resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Company's website dedicated to this Meeting.

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 , from an authorized intermediary (pursuant to Article 23 of the Regulation approved by joint decision of the Bank of Italy and of Consob on February 22nd, 2008) a communication certifying their voting rights, may submit questions before the Meeting. Those who intend to exercise such right shall submit their questions to the Company no later than three days before to the date of the Meeting (*i.e.* by April 27th, 2013). Questions received before the Meeting will be answered during the Meeting at the latest. For further information on the right to submit questions before the Meeting and on the relevant modalities of exercise, please refer to the section of the Company's website dedicated to this Meeting.

The slate vote for the election of the members of the Board of Statutory Auditors

The members of the Board of Statutory Auditors, which will consist of three

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

regular Auditors and three alternate Auditors, are elected by the Meeting on the basis of the slates presented by the shareholders who, alone or together with other shareholders, result to own at least 0.5% of the company's share capital. Title on said minimum equity interest to the share capital of the Company required for the purpose of submitting the slates is determined by taking into account only the shares that are registered in the name of the shareholder on the date on which the slates are filed with the Company.

Pursuant to Article 25 of the Bylaws, each slate are to be divided into two sections, one for the candidates for the office of regular Auditor and the other one for the candidates for the office of alternate Auditor. The candidates must be numbered progressively and their number must not exceed that of the members of the body to be elected. The first candidate on each slate 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 provisions of the applicable law on balance between genders, those slates which, taking into account both sections, contain a number of candidates equal to or above three shall include, both in the first two places of the section of the slate relating to the regular statutory auditors, and in the first two places of the section of the slate relating to the alternate statutory auditors, candidates belonging to different genders.

Candidates for the office of Statutory Auditors must possess the requirements of professionalism and honorableness provided for statutory auditors of listed companies in the Ministry of Justice Decree No. 162 of March 30th, 2000, as integrated by the provisions of Article 25.1 of the

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

Bylaws. As far as situations of ineligibility and the maximum number of offices on boards of directors and boards of statutory auditors that members of the Board of Statutory Auditors may hold are concerned, law and regulations in force shall apply.

The slates shall be filed with the Company's registered office by hand delivery of the relevant documentation to the office of *Legal and Corporate Affair* of ENEL S.p.A. (Viale Regina Margherita No. 137 – 00198, Rome, from Monday to Friday, from 9:00 am to 5:00 pm), or through the specific section of the Company's website dedicated to the Meeting, or by fax to No. +30 06/83055028, no later than twenty-five days before the Meeting (i.e., within April 5th, 2013); together with the filing of the slates, information allowing for the identification of the persons submitting the slates shall also be provided.

The shareholders who file the slates shall also file a declaration containing the information on their identity and their overall percentage in the Company's share capital. The communication certifying the ownership of the aforementioned shareholding may also be provided after the filing of the slates but, in any case, no later than twenty-one days before the date of the Meeting (*i.e.* no later than April 9th, 2013).

The slates shall also be accompanied by: (i) a declaration of the Shareholders other than those who, also jointly, hold a controlling or relative majority shareholding in the Company, certifying the absence of any relationships of affiliation with such Shareholders and (ii) a detailed information on the personal traits and professional qualifications of the candidates together with a declaration certifying their possession of the

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

requirements provided by the law and their acceptance of the nomination.

Given that, pursuant to Article 2400, last paragraph, of the Italian Civil Code, when the Statutory Auditors are elected and before they accept their office the ordinary Meeting must be informed of the offices held by them in the boards of directors and boards of statutory auditors of other companies, and in light of the provisions of Article 148-*bis* of the Consolidated Financial Act, please provide a declaration covering this matter as part of the *curricula vitae* and keep it up to date until the day of the Meeting.

Please be advised that those who submit a minority slate are also subject to the recommendations made by Consob in Communication No. DEM/9017893 of February 26th, 2009.

Finally, please note that, pursuant to the law and the Bylaws, the chairmanship of the Board of Statutory Auditors will fall to the regular Auditor drawn from the minority slates.

Documentation

Documents relating to the Meeting – including the illustrative reports of the Board of Directors on the items of the agenda and the relevant resolution proposals as well as the annual financial report – will be made available to the public at the Company's registered office and in the section of the Company's website dedicated to the present Meeting, within the terms set out by applicable laws. Shareholders and, if different, those entitled to participate to the Meeting, shall have the right to obtain copy thereof.

Detailed information on terms and modalities for the publication of the documents relating to the Meeting is available in the section of the

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

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 to the Meeting”), or by fax at No +39 06/83055028, at least two trading days before the date of the Meeting (*i.e.* within April 26th, 2013).

Experts, financial analysts, journalists and other individuals who 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. “Request to attend the Meeting”), or by fax at No +39 06/83055028, at least two trading days before the date of the Meeting (*i.e.* within April 26th, 2013).

Participation to this Meeting by electronic means is not allowed.

Those entitled to intervene at 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 noon.

For further information, a Meeting assistance service is available at the following numbers: telephone No. +39 06/45417413 - fax No. +39 06/45417450.

For further information, please refer to the section of the website of the Company dedicated to this Meeting.

NOTICE OF THE MEETING OF ENEL

APRIL 30th, 2013

The Chairman of the Board of Directors

Paolo Andrea Colombo