

## **Summary of the meeting resolutions and voting results on the items of the ordinary Shareholders' Meeting of Enel S.p.A. of April 30<sup>th</sup>, 2013**

The ordinary Shareholders' Meeting of Enel S.p.A. held on April 30<sup>th</sup>, 2013, in single call, at 2:00 p.m., in Rome, at Enel Conference Center, 125 Viale Regina Margherita, adopted the following resolutions:

1. Upon proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements of Enel S.p.A. for the year ended on December 31<sup>st</sup>, 2012, having acknowledged the results of the consolidated financial statements of Enel Group for the year ended on December 31<sup>st</sup>, 2012.

The voting occurred in presence of no. 1,592 shareholders (of which no. 13 in person and no. 1,579 by proxy), for a total of no. 4,530,206,996 ordinary shares (amounting to 48.176482% of the share capital), all admitted to voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,509,799,714	99.549529
Votes against	488,131	0.010775
Abstentions	12,747,773	0.281395
Not voting	7,171,378	0.158301
<b>Total</b>	<b>4,530,206,996</b>	<b>100.000000</b>

2. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved to:
  - (i) allocate the net income for the year 2012 of Enel S.p.A., amounting to euro 3,420,002,506.06 euro, as follows:
    - to earmark for distribution to Shareholders, as dividend, euro 0.15 for each of the 9,403,357,795 ordinary shares in circulation on June 24<sup>th</sup>, 2013, the scheduled ex-dividend date, for an overall amount of euro 1,410,503,669.25;

- to earmark for “retained earnings“ the remainder of the aforesaid net income, amounting to a total of euro 2,009,498,836.81;
- (ii) pay - before withholding tax, if any - the aforesaid dividend of euro 0.15 per ordinary share as from June 27<sup>th</sup>, 2013, with the ex-dividend date of coupon no. 21 falling on June 24<sup>th</sup>, 2013.

The voting occurred in presence of no. 1,587 shareholders (of which no. 12 in person and no. 1,575 by proxy), for a total of no. 4,530,205,731 ordinary shares (amounting to 48.176469% of the share capital), all admitted to voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,506,192,293	99.469926
Votes against	1,914	0.000042
Abstentions	12,566,524	0.277394
Not voting	11,445,000	0.252638
<b>Total</b>	<b>4,530,205,731</b>	<b>100.000000</b>

3. With respect to the appointment of the Board of Statutory Auditors, the following slates of candidates were filed by the Company’s Shareholders:

Slate no.1: filed by shareholder Ministry of Economy and Finance, holding approximately 31.24% of Enel S.p.A.’s share capital, composed of the following candidates:

Regular Statutory Auditors:

- 1) Lidia d’Alessio;
- 2) Gennaro Mariconda.

Alternate Statutory Auditors:

- 1) Giulia De Martino;
- 2) Pierpaolo Singer.

Slate no.2: filed by a group of 18 mutual funds and other institutional investors<sup>(1)</sup>, which together own approximately 1.07% of Enel S.p.A.'s share capital, composed of the following candidates:

Regular Statutory Auditor:

1) Sergio Duca;

Alternate Statutory Auditor:

1) Franco Tutino.

The voting occurred in presence of no. 1,580 shareholders (of which no. 7 in person and no. 1,573 by proxy), for a total of no. 4,530,122,366 ordinary shares (amounting to 48.175582% of the share capital), all admitted to voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for Slate no.1	2,970,290,587	65.567557
Votes for Slate no.2	1,540,944,535	34.015517
Votes against	16,046,020	0.354207
Abstentions	2,841,224	0.062718
Not voting	0	0.000000
<b>Total</b>	<b>4,530,122,366</b>	<b>100.000000</b>

As a consequence of such vote, the Shareholders' Meeting appointed the following members of the new Board of Statutory Auditors, which will expire in concurrence with the approval of Enel S.p.A.'s financial statements for the year ended on December 31, 2015:

- Sergio Duca – Chairman;
- Lidia d'Alessio – Regular Statutory Auditor;
- Gennaro Mariconda – Regular Statutory Auditor;
- Giulia De Martino – Alternate Statutory Auditor;
- Pierpaolo Singer – Alternate Statutory Auditor;

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<sup>1</sup> Such investors are: Aletti Gestielle SGR S.p.A.; Allianz Global Investors Italia SGR S.p.A.; Anima SGR S.p.A.; APG Algemene Pensioen Groep N.V.; Arca SGR S.p.A.; BNP Paribas Investment Partners SGR S.p.A.; Ersel Asset Management SGR S.p.A.; Eurizon Capital SGR S.p.A.; Eurizon Capital SA; FIL Investments International; Fideuram Investimenti SGR S.p.A.; Fideuram Gestions SA; Interfund Sicav; Mediolanum Gestioni Fondi SGR S.p.A.; Mediolanum

- Franco Tutino – Alternate Statutory Auditor.

4. Upon proposal of the shareholder Ministry of Economy and Finance, the Shareholders' Meeting approved a gross yearly remuneration of euro 85,000 for the Chairman of the Board of the Statutory Auditors and euro 75,000 for each of the other regular Statutory Auditors, in addition to the reimbursement of the expenses incurred in performing the duties of the office.

The voting occurred in presence of no. 1,580 shareholders (of which no. 7 in person and no. 1,573 by proxy), for a total of no. 4,530,122,366 ordinary shares (amounting to 48.175582% of the share capital), all admitted to voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,165,186,767	91.944244
Votes against	225,382,998	4.975208
Abstentions	128,107,601	2.827906
Not voting	11,445,000	0.252642
<b>Total</b>	<b>4,530,122,366</b>	<b>100.000000</b>

5. Upon proposal of the Board of Directors, the Shareholders' Meeting resolved in favour of the first section of the remuneration report drawn up pursuant to article 123-*ter* of Legislative Decree No. 58 dated February 24, 1998, and article 84-*quater* of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999, containing the description of the policy for the remuneration of Directors, General Manager and Executives with strategic responsibilities adopted by the Company for the financial year 2013, as well as the procedures used for the adoption and implementation of such policy.

The voting occurred in presence of no. 1,578 shareholders (of which no. 5 in person and no. 1,573 by proxy), for a total of no. 4,530,116,002 ordinary

shares (amounting to 48.175515% of the share capital), all admitted to voting. The voting result was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,364,233,447	96.338227
Votes against	92,056,434	2.032099
Abstentions	62,381,121	1.377031
Not voting	11,445,000	0.252643
<b>Total</b>	<b>4,530,116,002</b>	<b>100.000000</b>