



**REPORT OF THE BOARD OF DIRECTORS ON THE SECOND ITEM OF THE  
ORDINARY MEETING AGENDA  
Allocation of the annual net income.**

Dear Shareholders,

we remind you that the dividend policy - approved by the Board of Directors on March 7, 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 2013 amounts to Euro 3,119 million (against the Group's total net results of Euro 3,235 million), in accordance with the aforesaid dividend policy, the Board of Directors proposes to distribute a dividend amounting to Euro 0.13 per share (for a total amount of approximately Euro 1,222 million), to be paid in June 2014.

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 2013, amounting to Euro 1,372,360,952.13, to:
  - earmark for distribution to the Shareholders, as dividend, Euro 0.13 for each of the 9,403,357,795 ordinary shares in circulation on June 23, 2014, the scheduled ex-dividend date, for an overall amount of Euro 1,222,436,513.35;
  - earmark for "retained earnings" the remainder of the aforesaid net income, amounting to a total of Euro 149,924,438.78;
  
2. to pay, before withholding tax, if any, the aforesaid dividend for 2013 of Euro 0.13 per ordinary share as from June 26, 2014, with the ex-dividend date of coupon No. 22 falling on June 23, 2014. Pursuant to Article 83-*terdecies* of Legislative Decree no. 58 of February 24, 1998, the legitimate payment of dividends is determined with reference to the evidence of the accounts of the intermediary referred to under Article 83-*quarter*, third paragraph, of Legislative Decree no. 58 of February 24, 1998 and Article 2.6.7, second paragraph, of the Market Regulation of Borsa Italiana S.p.A., in relation to the end of the accounting day of June 25, 2014 (i.e. *record date*).