

FAC-SIMILE
FORM OF THE PROXY FOR THE ATTENDANCE AT THE MEETING BY PROXY PURSUANT
TO ARTICLE 135-NOVIES OF LEGISLATIVE DECREE 58/1998 ⁽¹⁾

The undersigned _____
(²), entitled to attend and to exercise the right to vote in the ordinary and extraordinary Meeting of the shareholders of Enel S.p.A., called, on single call, on May 22, 2014, in his/her quality _____ (³) with regard to No. _____ ordinary shares of Enel S.p.A., registered in favor of _____ (⁴),

APPOINTS

_____ (⁵)
shall have the right to be substituted by _____
_____ (⁶)
to represent him/her in the aforementioned ordinary Meeting, to be held on single call on May 22, 2014, at 2 p.m., in Rome, at Centro Congressi Enel, Viale Regina Margherita, No. 125, with the following agenda:

Ordinary meeting:

1. Financial statements as of December 31, 2013. 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 31, 2013.
2. Allocation of the annual net income.

Extraordinary meeting:

1. Proposal from the shareholder Ministry of Economy and Finance under Article 2367 of the Italian Civil Code of insertion in the corporate bylaws of a provision concerning integrity requirements and related causes of ineligibility and disqualification from office of the members of the Board of Directors. Insertion of Article 14-*bis* in, and amendment of Article 14.3 of, the corporate bylaws;
2. Amendment of Article 13.2 of the corporate bylaws.

Ordinary meeting:

¹ We remind that the proxy holder may participate and exercise the right to vote in the shareholders' Meeting only at the condition that the Company has received the notice of the authorized intermediary, provided under Article 83-*sexies* of Legislative Decree No. 58/1998.

² Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the proxy giver.

³ Indicate the quality of the proxy giver (e.g. person in whose name the shares are registered, legal representative, proxy holder with power to subdelegate, pledgee, taker-in, usufructuary, depositary).

⁴ To be filled out only if the shares are registered in favour of a person other than the person who undersigns the proxy.

⁵ Indicate name and surname or company name of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or of the registered office of the proxy holder.

⁶ Indicate name and surname or company name of the substitute of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or registered office of the substitute.

3. Determination of the number of the members of the Board of Directors.
4. Determination of the term of the Board of Directors.
5. Election of the members of the Board of Directors.
6. Election of the Chairman of the Board of Directors.
7. Determination of the compensation of the members of the Board of Directors.
8. Limits set under Article 84-ter of Law Decree No. 69 of June 21, 2013, as amended and converted into Law No. 98 of August 9, 2013, on the compensation of the directors with delegated powers of the Company and of its subsidiaries.
9. Remuneration report.

Entrusting him/her with the necessary powers to exercise the right to vote, in his/her name and on his/her behalf ⁽⁷⁾ ⁽⁸⁾.

Place and date

Signature of the proxy giver

⁷ Please note that, pursuant to Article 118, paragraph 1, lett. c), of the Regulation approved by Consob by resolution No. 11971/1999, as subsequently amended and supplemented, equity interests, for the purposes of the communication obligations regulated by Article 120 of Legislative Decree No. 58 of February 24, 1998, include those shares, in relation to which “*the right to vote is granted under a proxy, provided that such right may be exercised in a discretionary manner, without specific instructions from the proxy giver*”.

⁸ Those who are entitled to participate and to exercise the right to vote in the meeting and their proxy holders are kindly requested to take into account the provisions set forth under Article 135-decies of Legislative Decree No. 58 dated February 24, 1998, on conflict of interest of the proxy holder and of his/her substitutes.

INSTRUCTIONS FOR THE NOTIFICATION OF THE PROXY TO ENEL S.P.A.

Pursuant to article 135-*novies* of Legislative Decree 58/1998, the proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.

The proxy, filled out entirely, with legible characters and duly signed, may be sent to the Company by mail (sent to Enel S.p.A. – *Legal and Corporate Affairs* –, No. 137 Viale Regina Margherita, 00198 Rome, ref. “Proxy voting”) or by fax to the following number 06/83055028, at least two trading days before the date set for the Meeting (i.e. by May 20, 2014). The proxy may also be notified to the Company through the specific section of the Company’s website (www.enel.com) until the start of the Meeting.

Please note that further information on the Meeting can be provided through an assistance service at the following numbers: telephone 06/45417413 - fax 06/45417450.

PRIVACY POLICY PURSUANT TO LEGISLATIVE DECREE NO. 196/2003

The data controller, Enel S.p.A., shall process the personal data solely for those purposes necessary from time to time in order to comply with the scope provided for in this section of the website with respect to the Meeting.

The transmission and the processing of the personal data are necessary for the purposes indicated in this section of the website. The failure to transmit such personal data may determine the impossibility to provide a feedback to the requests submitted from time to time.

The personal data processing for the above purposes, will be mainly carried out with the use of computerized mechanisms (aimed at storing, processing and transmitting the data), and will be stored in printed copy, in order to ensure full compliance with the security measures prescribed by Legislative Decree 196/2003 as well as to comply with the principles of necessity, relevance and fairness required by the applicable laws regarding the personal data processing.

The personal data will be stored for a period of 36 months and will be not communicated to third parties, except if for the purpose of complying with the applicable laws or regulations. The data controller is allowed to transmit the personal data to Computershare S.p.A. (which will process the data in his capacity as responsible for the data processing) in order to allow the exercise of the rights provided in this section of the website, with respect to the Meeting.

The person responsible for the data processing is the Director of the *Legal and Corporate Affairs* Function, domiciled at the registered office of Enel S.p.A., to whom it may be requested at any time, pursuant to Article 7 of Legislative Decree No. 196/2003, (i) to confirm the existence of the data; (ii) to provide the information under paragraph 2 of the aforementioned disposition (origin, scope and reason of the data processing and information regarding the persons in charge and responsible for the processing); and (iii) to update, correct, integrate, cancel and transform the data. The interested person is entitled to oppose, also partially, the legitimate data processing, sending of advertisement materials, direct sales, market researches or marketing communications, absent express consent.

The exercise of the rights provided in this section, with the modalities specified therein, implies the consent to the treatment of personal data.