

**Summary of the meeting resolutions and vote results on the items of the  
ordinary and extraordinary Shareholders' Meeting of Enel S.p.A.  
of May 22, 2014**

The ordinary and extraordinary Shareholders' Meeting of Enel S.p.A. held on May 22, 2014, 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 ordinary Shareholders' Meeting approved the financial statements of Enel S.p.A. for the year ended on December 31, 2013, having acknowledged the results of the consolidated financial statements of Enel Group for the year ended on December 31, 2013.

The voting occurred in presence of no. 1,961 shareholders (of which no. 26 in person and no. 1,935 by proxy), for a total of no. 4,956,683,633 ordinary shares (amounting to 52.711848% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,930,334,932	99.468421
Votes against	2,091,072	0.042187
Abstentions	5,548,171	0.111933
Not voting	18,709,458	0.377459
<b>Total</b>	<b>4,956,683,633</b>	<b>100.000000</b>

2. Upon proposal of the Board of Directors, the ordinary Shareholders' Meeting resolved to:
  - (i) allocate the net income for the year 2013 of Enel S.p.A., amounting to euro 1,372,360,952.13 euro, as follows:
    - to earmark for distribution to 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;

- to earmark for “retained earnings“ the remainder of the aforesaid net income, amounting to a total of euro 149,924,438.78;
- (ii) pay - before withholding tax, if any - the aforesaid dividend 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 and record date (*i.e.* the date of the legitimate payment of dividends) of June 25, 2014.

The voting occurred in presence of no. 1,961 shareholders (of which no. 26 in person and no. 1,935 by proxy), for a total of no. 4,956,683,633 ordinary shares (amounting to 52.711848% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,921,813,707	99.296507
Votes against	105	0.000002
Abstentions	5,510,363	0.111170
Not voting	29,359,458	0.592321
<b>Total</b>	<b>4,956,683,633</b>	<b>100.000000</b>

3. Upon proposal of the shareholder Ministry of Economy and Finance, the ordinary Shareholders’ Meeting resolved to set to 9 the number of the members of the Board of Directors.

The voting occurred in presence of no. 1,949 shareholders (of which no. 18 in person and no. 1,931 by proxy), for a total of no. 4,956,571,070 ordinary shares (amounting to 52.710651% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,921,077,586	99.283911
Votes against	4,255,899	0.085864
Abstentions	12,528,127	0.252758
Not voting	18,709,458	0.377468
<b>Total</b>	<b>4,956,571,070</b>	<b>100.000000</b>

4. Upon proposal of the shareholder Ministry of Economy and Finance, the ordinary Shareholders' Meeting resolved to set to three financial years the term of the Board of Directors (i.e. 2014, 2015 and 2016) which, therefore, will expire with the approval of the financial statements for the year 2016. The voting occurred in presence of no. 1,949 shareholders (of which no. 18 in person and no. 1,931 by proxy), for a total of no. 4,956,571,070 ordinary shares (amounting to 52.710651% of the share capital), all admitted to voting. The result of the vote was the following.

	Number of share	% on shares admitted to the voting
Votes for	4,906,689,073	98.993619
Votes against	18,182,553	0.366837
Abstentions	12,989,986	0.262076
Not voting	18,709,458	0.377468
<b>Total</b>	<b>4,956,571,070</b>	<b>100.000000</b>

5. With respect to the appointment of the Board of Directors the following slates were filed by the Company's shareholders and submitted to the vote of the ordinary Shareholders' Meeting:

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

1. Maria Patrizia Grieco;
2. Francesco Starace;

3. Salvatore Mancuso;
4. Paola Girdinio;
5. Alberto Bianchi;
6. Alberto Pera.

Slate no. 2, filed by a group of 19 mutual funds and other institutional investors<sup>(1)</sup>, which together own approximately 1.26% of Enel S.p.A.'s share capital, composed of the following candidates, listed in progressive order:

1. Angelo Taraborrelli;
2. Anna Chiara Svelto;
3. Alessandro Banchi.

The voting on the aforementioned slates occurred in presence of no. 1,949 shareholders (of which no. 18 in person and no. 1,931 by proxy), for a total of no. 4,956,871,070 ordinary shares (amounting to 52.713841% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for Slate no. 1	2,980,739,547	60.133490
Votes for Slate no. 2	1,945,788,978	39.254379
Votes against	21,376,492	0.431250
Abstentions	8,965,953	0.180879
Not voting	100	0.000002
<b>Total</b>	<b>4,956,871,070</b>	<b>100.000000</b>

1 Such investors are: AcomeA S.G.R. S.p.A., Aletti Gestielle S.G.R. S.p.A., Anima S.G.R. S.p.A, APG Asset Management NV, Arca S.G.R. S.p.A., Ersel Asset Management S.G.R. S.p.A., Eurizon Capital S.A., Eurizon Capital S.G.R. S.p.A., FIL Investments International, Fideuram Asset Management (Ireland) Limited, Fideuram Investimenti S.G.R. S.p.A., Generali Investments SICAV, Generali Investments Europe S.G.R. S.p.A., Interfund Sicav, Mediolanum International Funds Limited, Mediolanum Gestione Fondi S.G.R. S.p.A., Pioneer Asset Management S.A., Pioneer Investment Management S.G.R. S.p.A., UBI Pramerica S.G.R. S.p.A.

6. Upon proposal of the shareholder Ministry of Economy and Finance, the ordinary Shareholders' Meeting resolved to appoint the Director Maria Patrizia Grieco as Chairman of the Board of Directors.

The voting occurred in presence of no. 1,947 shareholders (of which no. 16 in person and no. 1,931 by proxy), for a total of no. 4,956,568,569 ordinary shares (amounting to 52.710624% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,625,643,658	93.323508
Votes against	299,601,022	6.044525
Abstentions	12,614,431	0.254499
Not voting	18,709,458	0.377468
<b>Total</b>	<b>4,956,568,569</b>	<b>100.000000</b>

As a consequence of the resolutions indicated under the aforementioned items no. 3), 4), 5) and 6), the new Board of Directors has therefore been appointed until the approval of Enel S.p.A.'s financial statements for the year 2016 and is composed by:

- Maria Patrizia Grieco – Chairman;
- Alessandro Banchi – Director;
- Alberto Bianchi – Director;
- Paola Girdinio – Director;
- Salvatore Mancuso – Director;
- Alberto Pera – Director;
- Francesco Starace – Director;
- Anna Chiara Svelto – Director;
- Angelo Taraborrelli – Director.

7. Upon proposal of the shareholder Ministry of Economy and Finance, the ordinary Shareholder's Meeting resolved a gross yearly remuneration of Euro 90,000 for the Chairman of the Board of Directors and Euro 80,000

for each of the others Directors, in addition to the reimbursement of the expenses incurred in performing the duties of the office.

The voting occurred in presence of no. 1,947 shareholders (of which no. 16 in person and no. 1,931 by proxy), for a total of no. 4,952,200,573 ordinary shares (amounting to 52.664173% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of share	% on shares admitted to the voting
Votes for	3,746,676,223	75.656795
Votes against	1,133,742,072	22.893703
Abstentions	42,422,820	0.856646
Not voting	29,359,458	0.592857
<b>Total</b>	<b>4,952,200,573</b>	<b>100.000000</b>

8. Upon proposal of the Board of Directors, the ordinary Shareholder's Meeting resolved, pursuant to Article 84-*ter* of Law Decree No. 69 of June 21, 2013, as converted with amendments into Law No. 98 of August 9, 2013, that:
- the compensation of Enel S.p.A.'s Directors with delegated powers provided for under Article 2389, paragraph 3, of the Italian Civil Code, cannot be determined and assigned by the Board of Directors elected by this Meeting in excess of 75% of the total compensation set in the previous term of office, inclusive of emoluments of any nature and also of any possible compensation due under work relationships with the Company; specifying that total compensation shall mean the maximum total compensation payable on the basis of the resolutions and/or applicable contractual provisions. This measure shall apply only to the renewal of Enel S.p.A.'s Board of Directors approved by this Meeting;
  - Enel S.p.A.'s Board of Directors shall procure that the competent bodies apply the aforementioned restrictions to the compensation, determined pursuant to Article 2389, third paragraph, of the Italian Civil Code, of the directors with delegated powers of Enel S.p.A.'s

Italian subsidiaries, except for those issuing shares listed on regulated markets (which will autonomously comply with the law provisions) and their subsidiaries; specifying that this measure shall apply only to the first renewal of the board of directors of such companies occurring from the date hereof or, where such renewal has already been resolved upon, to the compensation that as of the date of the this Shareholders' Meeting is still to be determined or to be finally determined.

The voting occurred in presence of no. 1,947 shareholders (of which no. 16 in person and no. 1,931 by proxy), for a total of no. 4,956,568,569 ordinary shares (amounting to 52.710624% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,904,291,563	98.945298
Votes against	13,634	0.000275
Abstentions	22,886,914	0.461749
Not voting	29,376,458	0.592677
<b>Total</b>	<b>4,956,568,569</b>	<b>100.000000</b>

9. Upon proposal of the Board of Directors, the ordinary 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 2014, as well as the procedures used for the adoption and implementation of such policy.

The voting occurred in presence of no. 1,947 shareholders (of which no. 16 in person and no. 1,931 by proxy), for a total of no. 4,956,568,569 ordinary

shares (amounting to 52.710624% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,646,635,005	93.747013
Votes against	257.654.298	5.198239
Abstentions	22.919.213	0.462401
Not voting	29.360.053	0.592346
<b>Total</b>	<b>4.956.568.569</b>	<b>100.000000</b>

10. Upon proposal of the shareholder Ministry of Economy and Finance pursuant to Article 2367 of the Italian Civil Code, the extraordinary Shareholders' Meeting resolved to introduce in the corporate Bylaws a provision concerning integrity requirements and related causes of ineligibility and disqualification of Directors and the consequent insertion of Article 14-*bis* and amendment of Article 14.3 of the corporate Bylaws.

The voting occurred in presence of no. 1,957 shareholders (of which no. 23 in person and no. 1,934 by proxy), for a total of no. 4,956,667,067 ordinary shares (amounting to 52.711671% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	3,440,599,597	69.413571
Votes against	1,475,888,191	29.775819
Abstentions	21,463,019	0.433013
Not voting	18,716,260	0.377598
<b>Total</b>	<b>4,956,667,067</b>	<b>100.000000</b>

11. Upon proposal of the Board of Directors, the extraordinary Shareholders' Meeting resolved to amend Article 13.2 of the corporate Bylaws in order to insert the faculty to convene the shareholders' meetings on several calls, as an alternative to the single call currently provided.

The voting occurred in presence of no. 1,956 shareholders (of which no. 22 in person and no. 1,934 by proxy), for a total of no. 4,956,666,067 ordinary



shares (amounting to 52.711661% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	4,894,866,739	98.753208
Votes against	19,917,465	0.401832
Abstentions	12,522,005	0.252630
Not voting	29,359,858	0.592331
<b>Total</b>	<b>4,956,666,067</b>	<b>100.000000</b>