

**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 28, 2015**

The ordinary and extraordinary Shareholders' Meeting of Enel S.p.A. held on May 28, 2015, 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, 2014, having acknowledged the results of the consolidated financial statements of Enel Group for the year ended on December 31, 2014.

The voting occurred in presence of no. 2,106 shareholders (of which no. 14 in person and no. 2,092 by proxy), for a total of no. 4,907,782,388 ordinary shares (amounting to 52.191807% 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	4,902,148,977	99.885215
Votes against	5,700	0.000116
Abstentions	5,627,711	0.114669
Not voting	0	0.000000
Total	4,907,782,388	100.000000

2. Upon proposal of the Board of Directors, the ordinary Shareholders' Meeting resolved:
 - (i) to allocate the net income for the year 2014 of Enel S.p.A., amounting to euro 558,202,514.37 euro, as follows:
 - to earmark for distribution to the Shareholders, as dividend, Euro 0.05 for each of the 9,403,357,795 ordinary shares in circulation on

June 22, 2015, the scheduled ex-dividend date, for an overall amount of Euro 470,167,889.75;

- to earmark for “retained earnings” the remaining part, equal to Euro 88,034,624.62;
- (ii) to earmark for distribution to the Shareholders also a part of the available reserve named “retained earnings” allocated in the financial statements of Enel S.p.A. (amounting at the date of the Shareholders’ Meeting to Euro 6,061,293,373.19 overall), for an amount of Euro 0.09 for each of the 9,403,357,795 ordinary shares in circulation on June 22, 2015, the scheduled ex-dividend date, for an overall amount of Euro 846,302,201.55;
- (iii) to pay, before withholding tax, if any, an overall dividend of Euro 0.14 per ordinary share – of which Euro 0.05 as distribution of the 2014 net income and Euro 0.09 as partial distribution of the available reserve named “retained earnings” – as from June 24, 2015, with the ex-dividend date of coupon no. 23 falling on June 22, 2015 and the “record date” (i.e. the date of the legitimate payment of dividends) coinciding with June 23, 2015.

The voting occurred in presence of no. 2,106 shareholders (of which no. 14 in person and no. 2,092 by proxy), for a total of no. 4,907,782,388 ordinary shares (amounting to 52.191807% 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	4,811,448,611	98.037122
Votes against	90,650,453	1.847076
Abstentions	5,678,623	0.115706
Not voting	4,701	0.000096
Total	4,907,782,388	100.000000

3. Upon proposal of the shareholder Ministry of Economy and Finance, the ordinary Shareholders’ Meeting resolved, pursuant to Article 2386 of the

Italian Civil Code, the appointment of Alfredo Antoniozzi as member of the Board of Directors, who will stay in office until the expiry of the Board of Directors in office at the date of the Shareholders' Meeting, i.e. until the approval of 2016 financial statements.

The voting occurred in presence of no. 2,096 shareholders (of which no. 11 in person and no. 2,085 by proxy), for a total of no. 4,905,309,415 ordinary shares (amounting to 52.165509% 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	4,761,134,790	97.060845
Votes against	130,132,012	2.652881
Abstentions	14,010,499	0.285619
Not voting	32,114	0.000655
Total	4,905,309,415	100.000000

4. Upon proposal of the Board of Directors, the ordinary Shareholder's Meeting resolved to approve the long term incentive Plan for 2015 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code, whose features are described in the relevant information document prepared pursuant to Article 84-*bis*, paragraph 1, of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999, and to grant the Board of Directors, with the faculty to sub-delegate, all powers necessary for the actual implementation of the aforesaid Plan.

The voting occurred in presence of no. 2,092 shareholders (of which no. 9 in person and no. 2,083 by proxy), for a total of no. 4,905,289,394 ordinary shares (amounting to 52.165296% 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	4,795,785,700	97.767640
Votes against	102,247,986	2.084444
Abstentions	7,255,708	0.147916
Not voting	0	0.000000
Total	4,905,289,394	100.000000

5. 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 2015, as well as the procedures used for the adoption and implementation of such policy.

The voting occurred in presence of no. 2,091 shareholders (of which no. 8 in person and no. 2,083 by proxy), for a total of no. 4,905,285,724 ordinary shares (amounting to 52.165257% 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	4,732,179,598	96.471029
Votes against	166,698,103	3.398336
Abstentions	6,408,023	0.130635
Not voting	0	0.000000
Total	4,905,285,724	100.000000

6. Upon proposal of the Board of Directors, the extraordinary Shareholders' Meeting resolved some amendments of the Bylaws provisions concerning requirements of integrity and related causes of ineligibility and

disqualification of members of the Board of Directors as set forth under Article 14-bis of the Corporate Bylaws.

The voting occurred in presence of no. 2,102 shareholders (of which no. 13 in person and no. 2,089 by proxy), for a total of no. 4,907,725,683 ordinary shares (amounting to 52.191204% 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	4,900,206,957	99.846798
Votes against	1,541,890	0.031418
Abstentions	5,973,282	0.121712
Not voting	3,554	0.000072
Total	4,907,725,683	100.000000