



REPORT OF THE BOARD OF DIRECTORS ON THE THIRD ITEM OF THE AGENDA

Authorization for the acquisition and the disposal of own shares. Related resolutions

Dear Shareholders,

You have been convened to discuss and resolve upon granting the Board of Directors with an authorization for the acquisition and the disposal of own shares of the Company, pursuant to Articles 2357 and 2357-*ter* of the Italian Civil Code, for the purposes and in accordance with the terms and modalities described below.

1. Reasons for the authorization request

The request for authorization is aimed at granting the Board of Directors with the right to purchase and dispose of own shares of the Company, in compliance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time, for the following purposes:

- (i) to offer to Shareholders an additional tool for monetising their investment;
- (ii) to operate on the market with a medium and long-term investment view;
- (iii) to fulfil the obligations arising from any equity plans for Directors or employees of Enel S.p.A. ("Enel") or of its subsidiaries or affiliates;
- (iv) to set up a share portfolio to serve extraordinary financial transactions or for other purposes deemed to be in the financial, business and/or strategic interest of Enel;
- (v) to support the market liquidity of Enel's stock, in order to facilitate the regular execution of trading and to avoid irregular price fluctuations, as well as to

regularize the trend of negotiations and quotations against temporary distortions due to volatility excess or low trading liquidity.

2. Maximum number of shares to which the authorization refers

It is hereby proposed that the Shareholders' Meeting authorizes the acquisition of own shares, in one or more instalments, up to a maximum amount of 2 billion euros and to a maximum number of 500 million Enel ordinary shares, representing approximately the 4.92% of the Company's share capital, which is currently divided into no. 10,166,679,946 ordinary shares with a par value of 1 euro each.

Pursuant to Article 2357, paragraph 1, of the Italian Civil Code, the acquisitions shall be made within the limits of distributable net income and of the available reserves, as per the most recent duly approved financial statements. In this regard, please note that the available reserves resulting from Enel's financial statements as of December 31, 2016, which is submitted to the approval of this Shareholders' Meeting, are equal to an overall amount of approximately 14,310 million euros.

The authorization includes the right to dispose, in one or more instalments, of all or part of the own shares in portfolio, also before having reached the maximum amount of shares that can be purchased as well as, as the case may be, to buy-back the shares, provided that the own shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization.

3. Further useful information for assessing compliance with Article 2357, paragraph 3, of the Italian Civil Code

At the date of this report, Enel's share capital is equal to euro 10,166,679,946 and is divided into no. 10,166,679,946 ordinary shares with a par value of 1 euro each, fully subscribed and paid-in.

Currently the Company does not hold own shares in portfolio, neither through its subsidiaries.

4. Term for which the authorization is requested

The authorization to purchase own shares is requested for the maximum term provided for by Article 2357, paragraph 2, of the Italian Civil Code, equal to eighteen months starting from the date on which the Shareholders' Meeting grants the authorization. During such period, the Board of Directors may carry out the acquisitions freely determining the relating amount and times, in compliance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time.

Given the absence of any legislative restriction and taking into account the need to grant the Company with as much operational flexibility as possible, the requested authorization does not provide for any term in relation to the disposal of the own shares purchased.

5. Minimum and maximum consideration

Under the requested authorization, purchases shall be made at a price which shall be determined from time to time, taking into account the specific modality selected to carry out the transaction and in compliance with the regulatory provisions (also of European Union), if any, or the accepted market practices in force from time to time, provided that in any case such price shall not be 10% lower or higher than the official price recorded by the Enel's stock on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction.

Under the same requested authorization, the sale or any other disposal of own shares in portfolio shall take place in accordance with the terms and conditions determined from time to time by the Board of Directors, in compliance with the purposes and criteria illustrated above, and in any case according to the limits (if any) provided for by the relevant applicable (also of European Union) laws and the accepted market practices in force from time to time.

6. Modalities for the acquisition and disposal of own shares

Given the several purposes indicated in paragraph 1 above, under the requested authorization, acquisitions shall be carried out in compliance with most of the

modalities provided for by the relevant applicable (also European Union) laws and the accepted market practices in force from time to time.

Such modalities are currently set forth by Article 132 of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Financial Act”), by Article 144-*bis* of Consob Resolution no. 11971 of May 14, 1999 (the “Issuers’ Regulation”), by Article 5 of the Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014 and its relating implementing measures, as well as by the market practices accepted by Consob with Resolution no. 16839 of March 19, 2009.

In particular, in compliance with Article 132, paragraph 1, of the Consolidated Financial Act, the acquisitions of own shares shall be carried out ensuring the equal treatment among Shareholders, according to the modalities established by Consob. In this respect, among the modalities envisaged by Article 144-*bis*, paragraph 1, of the Issuers’ Regulation, it is provided that the purchases of Enel shares may be carried out:

- a) through a public tender or exchange offer;
- b) on regulated markets in accordance with the operating modalities provided for by the regulations for the organization and management of the same markets, that do not allow the direct matching of purchase offers with predetermined sale offers;
- c) through the purchase and the sale of derivative instruments traded on regulated markets providing the delivery of the underlying shares, provided that the market rules lay down modalities for the purchase and sale of such instruments in compliance with the same Article 144-*bis*, paragraph 1, letter c), of the Issuers’ Regulation.

The purchases shall not be executed by granting Shareholders with put-option rights in relation to the number of shares they hold.

Pursuant to Article 132, paragraph 3, of the Consolidated Financial Act, the above mentioned modalities shall not apply with reference to the purchase of own shares held by employees of the Company or of its subsidiaries and assigned or subscribed pursuant to Articles 2349 and 2441, paragraph 8, of the Italian Civil Code, or resulting from compensation plans based on financial instruments approved according to Article 114-*bis* of the Consolidated Financial Act. Shares

related to equity incentive plans, if any, shall be assigned according to the modalities and terms provided for by the regulations of the same plans.

Under the same requested authorization, acts of disposal and/or use of own shares shall be made with the modalities deemed the most appropriate and compliant with the interest of the Company and, in any case, in accordance with the relevant applicable (also of European Union) laws and the accepted market practices in force from time to time.

7. Information on the relation, if any, between the purchase of own shares and the purpose of reducing the share capital

This request for authorization to purchase own shares is not instrumental to the reduction of the share capital.

We therefore submit to your approval the following

Agenda

The Shareholders' Meeting of Enel S.p.A., having examined the explanatory report of the Board of Directors,

resolves

1. to authorize the Board of Directors – pursuant to Article 2357 of the Italian Civil Code – to acquire shares of the Company, in one or more instalments and for a period of eighteen months starting from the date of this resolution, for the purposes provided for by the explanatory report of the Board of Directors relating to this item on the agenda of today's Shareholders' Meeting, according to the terms and conditions specified below:
 - the maximum number of shares to be purchased is equal to no. 500 million ordinary shares of the Company, representing approximately the 4.92% of the share capital of Enel S.p.A., which is currently divided into no. 10,166,679,946 ordinary shares with a par value of 1 euro each, up to a maximum amount of 2 billion euros; the acquisitions shall be made within the limits of distributable net income and of the available reserves, as per the most recent duly approved financial statements;

- the acquisitions shall be made at a price which shall be determined from time to time, taking into account the specific modality selected to carry out the transaction and in compliance with the regulatory provisions (also of European Union), if any, or the accepted market practices in force from time to time, provided that in any case such price shall not be 10% lower or higher than the official price recorded by the Enel S.p.A.'s stock on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction;
 - the acquisitions shall be carried out ensuring the equal treatment among Shareholders and according to the modalities provided for by the relevant applicable (also of European Union) laws and the accepted market practices in force from time to time, as recalled in the explanatory report of the Board of Directors relating to this item on the agenda of today's Shareholders' Meeting, it being understood that in any case the purchases shall not be executed by granting Shareholders with put-option rights in relation to the number of shares they hold;
2. to authorize the Board of Directors – pursuant to Article 2357-ter of the Italian Civil Code – to dispose, in one or more instalments, for an unlimited period of time, of all or part of the own shares held in portfolio, also before having reached the maximum amount of shares that can be purchased, as well as, as the case may be, to buy-back the shares, provided that the own shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization referred to in point 1 above. The acts of disposal and/or use of the own shares in *portfolio* shall be carried out for the purposes provided for by the explanatory report of the Board of Directors relating to this item on the agenda of today's Shareholders' Meeting, according to the terms and conditions specified below:
- the sale or any other disposal of own shares in *portfolio* shall be carried out with the modalities deemed the most appropriate and compliant with the interest of the Company and, in any case, in accordance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time;

- the sale or any other disposal of own shares in portfolio shall take place in accordance with the terms and conditions determined from time to time by the Board of Directors, in compliance with the purposes and criteria as per this authorization, and in any case according to the limits (if any) provided for by the relevant applicable (also European Union) laws and the accepted market practices in force from time to time;
 - the own shares related to equity incentive plans, if any, shall be assigned in accordance with the modalities and terms provided for by the regulations of the same plans;
3. to grant the Board of Directors – and, on its behalf, the Chairman and the Chief Executive Officer, on a several basis and with the right to sub-delegate – with any power needed in order to implement the resolutions as per points 1 and 2 above, carrying out all the activities that may be necessary, advisable, instrumental and/or related to the successful outcome of the same resolutions, as well as to provide the market with the due disclosure in compliance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time.