



## **REPORT OF THE BOARD OF DIRECTORS ON THE SEVENTH ITEM ON THE AGENDA**

### **Election of the Chairman of the Board of Directors**

Dear Shareholders,

the Shareholders' Meeting is preferentially entitled to elect the Chairman of the Board of Directors; in fact, pursuant to Article 15.1 of the Corporate Bylaws the Board of Directors shall elect the Chairman among its members only if the Chairman has not already been elected by the Shareholders' Meeting.

With regard to the foregoing, the Shareholders' Meeting is requested to elect the Chairman of the Board of Directors among the Directors elected under the previous item of the agenda and on the basis of the proposals made by Shareholders.

In this regard, please note that the specific guidelines on the size and composition of the next Board of Directors – addressed to the Shareholders and approved by the expiring Board of Directors on March 2, 2017, as described in detail in the explanatory report on the fourth item of the agenda – provide for precise recommendations on the managerial and professional traits that the Chairman of the Board of Directors of the Company should have.

Shareholders are recommended to submit proposals on this item of the agenda with a due notice prior to the date of the Shareholders' Meeting, as recommended under the comment of Article 9 of the Corporate Governance Code for listed companies, which Enel S.p.A. complies with.