



FULL NOTICE OF CALL
ENEL S.P.A. SHAREHOLDERS' MEETING
MAY 4, 2017

ENEL - S.p.A.

Registered office – Viale Regina Margherita no. 137, Rome
Share capital € 10,166,679,946 fully paid in
Tax I.D. and Companies Register of Rome no. 00811720580
R.E.A. of Rome no. 756032
VAT code no. 00934061003

Notice of ordinary Shareholders' Meeting

An ordinary Shareholders' Meeting is convened, on single call, on May 4, 2017, at 2:00 pm, in Rome, at Centro Congressi Enel, Viale Regina Margherita, no. 125, in order to discuss and resolve on the following

AGENDA

1. Financial statements as of December 31, 2016. 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 on December 31, 2016.
2. Allocation of the annual net income and distribution of available reserves.
3. Authorization for the acquisition and the disposal of own shares. Related resolutions.
4. Determination of the number of the members of the Board of Directors.
5. Determination of the term of the Board of Directors.
6. Election of the members of the Board of Directors.
7. Election of the Chairman of the Board of Directors.
8. Determination of the compensation of the members of the Board of Directors.
9. Long term incentive Plan 2017 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
10. Remuneration report.

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Information on the share capital

As of the date of this notice, the share capital of Enel S.p.A. is equal to Euro 10,166,679,946 and is divided into no. 10,166,679,946 ordinary shares with a nominal value of Euro 1.00 each.

Right to attend and vote at the Meeting

Pursuant to Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Financial Act”) and Article 10.1 of the Corporate Bylaws, the right to attend and vote at the Meeting shall be conditional upon the receipt by the Company of a specific notice by an authorized intermediary based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders’ Meeting (*i.e.* on April 24, 2017). The credit or debit entries made on the accounting records after the said term shall not be taken into account for the purpose of entitling to vote at the Shareholders’ Meeting.

Representation at the Meeting

Ordinary proxy

Those who are entitled to vote in the Meeting may appoint a representative according to the applicable laws, by means of a proxy granted in writing or through a document electronically signed pursuant to Article 21, paragraph 2, of the Legislative Decree no. 82 of March 7, 2005. To this purpose, it may be used the form of proxy available in the section of the Company’s website (www.enel.com) reserved to this Meeting. The proxy can be delivered to the Company by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome), or by fax to the no. +39 06.83055028 – Ref. “Proxy Vote” – at least two trading days before the date set for the Meeting (*i.e.* by May 2, 2017). Pursuant to Article 11.1 of the Corporate Bylaws, the proxy can be notified to the Company even electronically, up to the beginning of the Meeting, through the specific section of the Company’s website (www.enel.com) reserved to this Meeting. The proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.



Proxy to the representative appointed by the Company

The proxy may also be given to Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19, in its capacity of representative appointed by the Company, in accordance with Article 135-*undecies* of the Consolidated Financial Act. To this purpose, it may be used the specific web applicative for the guided compilation of the proxy form to the representative appointed by the Company, prepared and managed by Computershare S.p.A, which can be reached through the section of the Company's website (www.enel.com) reserved to this Meeting. The proxy form to the representative appointed by the Company is also available in printable version. Computershare S.p.A. may receive proxies only in its capacity of representative appointed by the Company.

The proxy to the representative appointed by the Company shall contain voting instructions for all or certain items of the agenda and shall be received by the said representative, in original, no later than the end of the second trading day before the Meeting (*i.e.* by the end of May 2, 2017), at the following address: Computershare S.p.A. (Ref. "Proxy for the Shareholders' Meeting Enel S.p.A."), Via Monte Giberto no. 33, 00138 Rome. A copy of the proxy, together with a statement certifying the conformity of the proxy to the original, may be anticipated to the representative appointed by the Company, within the same term, by fax, to no. +39 06.45417450 or by e-mail at enel@pecserviziotitoli.it. The proxy and the voting instructions may be revoked within the said term and with the modalities indicated above. The proxy shall be effective only for the proposals in relation to which voting instructions have been given. The shares, in relation to which a full or partial proxy is given, are taken into account for the duly constitution of the Meeting. With reference to the proposals in relation to which voting instructions are not given, the relevant shares are not taken into account for the purpose of calculating the majority and the *quorum* required for the approval of the resolutions.

Right to add items on the agenda and to submit new resolution proposals

Pursuant to Article 126-*bis* of the Consolidated Financial Act, Shareholders who represent, also on a jointly basis, at least 2.5% of the share capital, may request, in writing, within ten days from the publication of this notice (*i.e.* by March 27, 2017) to add items on the agenda, indicating, in the relevant request, the additional proposed items to



be discussed, or to submit resolution proposals on items already on the agenda (it being understood that those who are entitled to vote may in any case individually submit resolution proposals during the Meeting). The agenda cannot be integrated with items in relation to which the Meeting resolves, in compliance with the applicable laws, upon proposals of the Directors or on the basis of a project or a report prepared by the Directors, other than those indicated in Article 125-*ter*, paragraph 1, of the Consolidated Financial Act. The requests to add items on the agenda or to submit resolution proposals may be filed by those Shareholders in relation to which the Company has received a specific communication, certifying their participation rights, from an authorized intermediary pursuant to applicable laws. For further information on the right to add items on the agenda and to submit additional resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Company's website (www.enel.com) reserved to this Meeting.

Right to ask questions before the Meeting

Pursuant to Article 127-*ter* of the Consolidated Financial Act, those entitled to exercise their voting rights and in relation to which the Company has received a specific communication from an authorized intermediary pursuant to applicable laws, may ask questions on the items provided in the agenda also before the Meeting. Those who intend to exercise such right shall provide the Company with their questions within the third day before the date set for the Meeting (*i.e.* by May 1, 2017). Questions filed before the Meeting will be answered no later than during the Meeting. For further information on the right to submit questions before the Meeting and on the modalities to exercise such right, please refer to the section of the Company's website (www.enel.com) reserved to this Meeting.

Election of the Board of Directors

Pursuant to the Consolidated Financial Act and to the Corporate Bylaws, the members of the Board of Directors are elected by slate voting. Although the expiring Board of Directors abstained from submitting its own slate of candidates, it has expressed, having heard the Nomination and Compensation Committee and the Corporate Governance and Sustainability Committee, specific guidelines on the size and composition of the next

Board of Directors, in compliance with the recommendations set forth under Article 1.C.1, letter h), of the Corporate Governance Code for listed companies. Such guidelines are available at the Company's web site (www.enel.com).

The slates of candidates for the election of the Board of Directors may be filed only by the Shareholders who, alone or together with other Shareholders, own at least 0.5% of the share capital. In any case, pursuant to Article 14.3, letter c), of the Corporate Bylaws, for the purposes of identifying the Directors to be elected, the candidates designated on the slates that have obtained a number of votes amounting to less than half of the percentage required for the submission of the same slates shall not be taken into account. The preparation, filing and publication of the slates shall be made in accordance with the modalities and conditions prescribed or referred to in Articles 14 and 14-*bis* of the Corporate Bylaws, to which reference is made for what not expressly provided for here below.

In relation to the preparation of the slates and the composition of the Board of Directors, it shall be noted in particular that:

- the candidates shall meet the requirements of integrity provided for (i) by Article 147-*quinquies* of the Consolidated Financial Act, which refers to the requirements of integrity established for statutory auditors of listed companies by the Regulation of the Ministry of Justice issued pursuant to Article 148, paragraph 4, of the same Consolidated Financial Act (in relation to which reference is currently made to Article 2 of the Decree of the Minister of Justice, no. 162 of March 30, 2000) and (ii) by Article 14-*bis* of the Corporate Bylaws;
- pursuant to Article 14.3, paragraph 2, of the Corporate Bylaws, each slate shall include at least two candidates that meet the requirements of independence established by the law (*i.e.* the requirements of independence provided for the statutory auditors of listed companies), distinctly mentioning such candidates and listing one of them as first in the slate;
- pursuant to Article 14.3, paragraph 3, of the Corporate Bylaws and Article 147-*ter*, paragraph 1-*ter*, of the Consolidated Financial Act, slates which contain a number of candidates equal to or above three shall also include candidates belonging to

different genders, in order to ensure the presence in the Board of Directors of at least one third of members of the less-represented gender, rounded, in the case of a fractional number, to the higher unit. In particular:

- a) slates with three or four candidates shall indicate one of the candidates of the less-represented gender in either the first or second position of the slate; while
 - b) slates with five or more candidates shall (i) include at least two candidates of the less-represented gender and (ii) indicate one of the candidates of the less-represented gender in either the first or second position of the slate;
- in the event of early termination of Directors from their office, Article 14.5 of the Corporate Bylaws provides for a mechanism of mandatory cooptation requiring that, whenever possible, such Directors are to be replaced by other candidates belonging to the same slate of the Directors who ceased from their office;
 - in compliance with the recommendations of Article 1.C.3 of the Corporate Governance Code for listed companies, the Board of Directors has adopted a specific policy regarding the maximum number of offices that its members may hold in management and supervisory bodies of other companies of significant size, in order to ensure that the persons concerned have sufficient time to effectively perform the role they have in the Board of Directors of Enel S.p.A.; the document containing this policy is available at the Company's website (www.enel.com).

Pursuant to Article 147-*ter*, paragraph 1-*bis*, of the Consolidated Financial Act, the slates, together with the required documentation, shall be filed by Shareholders, within twenty-five days before the Meeting; however, considering that such term would end on a non-working day (*i.e.* April 9, 2017), it will be postponed to the day after, with deadline on April 10, 2017. The slates shall be filed as follows: (i) by hand delivery of the relevant documentation at the offices of the Legal and Corporate Affairs Function of Enel S.p.A., Viale Regina Margherita no. 137 - 00198, Rome, from Monday to Friday, from 9:00 am to 5:00 pm; (ii) through the specific section of the Company's website (www.enel.com) dedicated to the Meeting; or (iii) by fax to no. +39 06.83055028 – Ref: “Filing of the Board of Directors slates”. Shareholders who submits the slates shall also file, together with the slates, a declaration containing the information on their identity and their overall equity



interest in the share capital of the Company. The ownership of the minimum equity interest in the share capital of the Company required for the purpose of submitting the slates is determined according to the shares that are registered in the name of the Shareholder on the date on which the slates are filed with the Company. The communication of the authorized intermediary certifying the ownership of the aforementioned equity interest may also be provided to the Company after the filing of the slates but, in any case, within twenty-one days before the date of the Meeting (*i.e.* no later than April 13, 2017, that represents the deadline for the publication of the slates by the Company).

It is reminded that, slates shall be filed with the Company together with both (i) the statements by which the individual candidates accept their candidacy and certify, under their own responsibility, not to be in any situation of ineligibility and incompatibility and to meet the requirements provided by applicable laws and Corporate Bylaws for their respective offices, and (ii) the additional documentation required by Article 144-*octies*, paragraph 1, letter b), of Consob Resolution no. 11971 of May 14, 1999.

It should also be noted that the Comment to Article 5 of the Corporate Governance Code for listed companies recommends to file the slates together with the candidates' declaration of possession of the independence requirements set forth in Article 3 of the same Code, if that is the case.

It is finally reminded that those who submit a minority slate are also subject to the recommendations made by Consob in Communication no. DEM/9017893 of February 26, 2009.

Documentation

The documentation relating to the Meeting – including the explanatory reports on the items on the agenda and the relevant resolution proposals, as well as the annual financial report – will be made available to the public, in accordance with the terms provided for under applicable laws, at the Company's registered office, in the section of the Company's website (www.enel.com) reserved to this Meeting and at the officially appointed mechanism for the central storage of regulated information denominated



“eMarket Storage” (www.emarketstorage.com). The Shareholders and, if different, those entitled to attend the Meeting, shall have the right to obtain a copy.

Detailed information on the terms and modalities for the publication of the documents relating to the Meeting is available in the section of the Company’s website (www.enel.com) reserved to this Meeting.

Other information

In order to facilitate the verification of their right to attend the Meeting, those who are entitled to vote may provide the Company with the documentation evidencing such right by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome) or by fax at no. +39 06.83055028, Ref. “Right to attend the Meeting”, at least two trading days before the date of the Meeting (*i.e.* by May 2, 2017).

Experts, financial analysts, journalists and other individuals who intend to attend at the Meeting must submit their request to the Company by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome) or by fax at no. +39 06.83055028, Ref. “Request to attend the Meeting”, at least two trading days before the date of the Meeting (*i.e.* by May 2, 2017).

The attendance at this Meeting by electronic means is not allowed.

Those entitled to intervene at the Meeting are invited to arrive before the time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 12 noon.

A Meeting assistance service is available for further information at the following numbers: telephone no. +39 06.45417413 - fax no. +39 06.45417450.

For further information, please refer to the section of the Company’s website (www.enel.com) reserved to this Meeting.

The Chairman of the Board of Directors
Patrizia Grieco