



FULL NOTICE OF CALL  
ENEL S.P.A. SHAREHOLDERS' MEETING  
MAY 24, 2018

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 and extraordinary Shareholders' Meeting***

An ordinary and extraordinary Shareholders' Meeting is convened, on single call, on May 24, 2018, 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**

**Ordinary meeting:**

1. Financial statements as of December 31, 2017. 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, 2017 and of the consolidated non-financial statement related to the financial year 2017.
2. Allocation of the annual net income and distribution of available reserves.
3. Authorization for the acquisition and the disposal of own shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 4, 2017. Related resolutions.
4. Adjustment of the fees charged for the statutory audit assignment concerning financial years 2018 and 2019 pursuant to changes in the law.
5. Long term incentive Plan 2018 reserved to the management of Enel S.p.A. and/or of

its subsidiaries pursuant to Article 2359 of the Italian Civil Code.

6. Remuneration report.

**Extraordinary Meeting:**

1. Amendment of the Corporate Bylaws: deletion of Article 31 (transitory rule on gender balance in the composition of the Board of Directors and of the Board of Statutory Auditors) and integration of Article 21 (power of the Board of Directors to establish among its members committees having proposing and/or consultative functions).

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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 May 15, 2018). 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 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](http://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 22, 2018). 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](http://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](http://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 may 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 22, 2018), 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@pecserviziitolitoli.it](mailto:enel@pecserviziitolitoli.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 April 30, 2018) 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](http://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 21, 2018). 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](http://www.enel.com)) reserved to this Meeting.

### **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 and the consolidated non-financial statement pursuant to Legislative Decree No. 254/2016 – 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](http://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](http://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](http://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 22, 2018).

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 22, 2018).

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](http://www.enel.com)) reserved to this Meeting.

The Chairman of the Board of Directors  
Patrizia Grieco