

FAC-SIMILE

**FORM OF THE PROXY/SUB-PROXY FOR THE ATTENDANCE AT THE MEETING BY PROXY
PURSUANT TO ARTICLE 135-NOVIES OF LEGISLATIVE DECREE NO. 58/1998 AND ARTICLE
106, PARAGRAPH 4, OF LAW DECREE NO. 18/2020 ⁽¹⁾**

The undersigned _____ ⁽²⁾,
entitled to attend and vote at the ordinary Shareholders' Meeting of Enel S.p.A., convened, on single call, on
May 14, 2020, in his/her quality _____ ⁽³⁾, with regard to no. _____
ordinary shares of Enel S.p.A., registered in favor of _____ ⁽⁴⁾,

GIVES PROXY TO

or, in case of sub-delegation

The undersigned _____ ⁽⁵⁾,
in his/her capacity as proxy for attending and voting at the ordinary Shareholders' Meeting of Enel S.p.A.,
convened, on single call, on May 14, 2020, due to the proxy given by

⁽⁶⁾,
in his/her quality _____ ⁽⁷⁾, with regard to no. _____ ordinary shares of
Enel S.p.A., registered in favor of _____,

GIVES SUB-PROXY TO

⁽⁸⁾,
which shall have the right to be replaced by _____ ⁽⁹⁾

¹ Please note that the proxy/sub-proxy holder may attend and vote at the Shareholders' Meeting, exclusively through the Exclusive Proxy Computershare S.p.A., only at the condition that the Company has received the notice of the authorized intermediary provided under Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998.

² Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the person giving the proxy.

³ Indicate the quality of the person giving the proxy (e.g. person in whose name the shares are registered, legal representative, proxy holder with power to subdelegate, pledgee, taker-in, usufructuary, depositary).

⁴ To be filled out only if the shares are registered in favor of a person other than the person who undersigns the proxy.

⁵ Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the person giving the sub-proxy.

⁶ Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the person giving the proxy.

⁷ Indicate the quality of the person giving the proxy (e.g. person in whose name the shares are registered, legal representative, proxy holder with power to subdelegate, pledgee, taker-in, usufructuary, depositary).

⁸ Indicate name and surname or company name of the proxy/sub-proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or of the registered office of the proxy/sub-proxy holder.

If the proxy is not directly granted to the Exclusive Proxy indicated in the notice of call of the Shareholders' Meeting (i.e. Computershare S.p.A., Tax Code - VAT no. 06722790018, with registered office in Milan, Via Lorenzo Mascheroni no. 19), the proxy holder shall necessarily give a sub-proxy to the Exclusive Proxy Computershare S.p.A., since the latter – pursuant to the notice of call of the Meeting – is the only person allowed to participate in the Shareholders' Meeting in representation of those entitled to attend and vote, pursuant to Article 106, paragraph 4, of Law Decree no. 18 of March 17, 2020.

⁹ Indicate name and surname or company name of the substitute of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or registered office of the substitute.

and/or to sub-delegate, to represent him/her in the aforementioned ordinary Shareholders' Meeting, to be held, on single call, on May 14, 2020, at 2:00 pm, in Rome, Via Ombrone, no. 2, with the following agenda:

1. Financial statements as of December 31, 2019. 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, 2019 and of the consolidated non-financial statement related to the financial year 2019.
2. Allocation of the annual net income.
3. Authorization for the acquisition and the disposal of treasury shares, subject to the revocation of the authorization granted by the ordinary Shareholders' Meeting held on May 16, 2019. 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 remuneration of the members of the Board of Directors.
9. Long term incentive Plan 2020 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
10. Report on the remuneration policy and compensations paid:
 - 10.1 First section: remuneration policy (binding resolution);
 - 10.2 Second section: compensations paid (non-binding resolution),

entrusting him/her with the necessary powers to attend and vote at the Meeting, in his/her name and on his/her behalf, in accordance with the instructions below ⁽¹⁰⁾ ⁽¹¹⁾.

Date and place

Signature of the person giving the proxy/sub-proxy

Please note that in any case no substitutes may be indicated other than the Exclusive Proxy Computershare S.p.A.

¹⁰ Please note that, pursuant to Article 118, paragraph 1, lett. c), of the Issuers' Regulation approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, equity interests, for the purposes of the communication obligations regulated by Article 120 of Legislative Decree no. 58 of February 24, 1998, include those shares in relation to which "the right to vote is granted under a proxy, provided that such right may be exercised in a discretionary manner, without specific instructions from the proxy giver".

¹¹ Those who are entitled to attend and vote at the Meeting and their proxy holders are kindly requested to take into account the provisions set forth under Article 135-*decies* of Legislative Decree no. 58 of February 24, 1998, on conflict of interest of the proxy holder and of his/her substitutes.

VOTING INSTRUCTIONS ⁽¹²⁾

1. First item on the agenda

“Financial statements as of December 31, 2019. 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, 2019 and of the consolidated non-financial statement related to the financial year 2019”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

¹² Voting instructions may be given on all or certain items on the agenda, it being understood that the Exclusive Proxy Computershare S.p.A. will not cast any vote at the Shareholders' Meeting in relation to those proposals for which no specific voting instructions have been given.

2. Second item on the agenda

“Allocation of the annual net income”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

3. Third item on the agenda

“Authorization for the acquisition and the disposal of treasury shares, subject to the revocation of the authorization granted by the ordinary Shareholders’ Meeting held on May 16, 2019. Related resolutions”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

4. Fourth item on the agenda

“Determination of the number of the members of the Board of Directors”.

Voting instructions: (*tick and/or fill in the selected squares and boxes*)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

5. Fifth item on the agenda

“Determination of the term of the Board of Directors”.

Voting instructions: (*tick and/or fill in the selected squares and boxes*)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

6. Sixth item on the agenda

“Election of the members of the Board of Directors”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

Vote in favor of slate no. (.....), filed by

or

Vote against all slates

or

Abstention on all slates

or

No voting instruction

7. Seventh item on the agenda

“Election of the Chairman of the Board of Directors”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

Vote against all proposals

or

Abstention on all proposals

or

No voting instruction

8. Eighth item on the agenda

“Determination of the remuneration of the members of the Board of Directors”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

9. Ninth item on the agenda

“Long term incentive Plan 2020 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code”.

Voting instructions: (tick and/or fill in the selected squares and boxes)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

10. Tenth item on the agenda

“Report on the remuneration policy and compensations paid”.

10.1 “First section: remuneration policy (binding resolution)”.

Voting instructions: (*tick and/or fill in the selected squares and boxes*)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

10.2 “Second section: compensations paid (non-binding resolution)”.

Voting instructions: (*tick and/or fill in the selected squares and boxes*)

- Vote on the proposal made by the Board of Directors in the Explanatory Report on this item on the agenda:

For	Against	Abstain
-----	---------	---------

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Vote against all proposals

or

- Abstention on all proposals

or

- No voting instruction

* * * * *

In addition to the above, should a **derivative action** pursuant to Article 2393, paragraph 2, of the Italian Civil Code be brought, also at the Shareholders’ Meeting, the following voting instructions are provided (*tick and/or fill in the selected squares and boxes*):

- Vote against all derivative actions that might be brought

or

- Vote on the proposal made by

For	Against	Abstain
-----	---------	---------

or

- Abstention on all proposals

or

- No voting instruction

INSTRUCTIONS FOR THE NOTIFICATION OF THE PROXY/SUB-PROXY

The proxy and/or sub-proxy must be delivered to the Exclusive Proxy Computershare S.p.A. (Ref. “Ordinary Proxy for the Shareholders’ Meeting Enel S.p.A.”), together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory, by the following means:

- for holders of advanced, qualified or digital electronic signature (AdES): by sending the proxy/sub-proxy signed with Advanced Electronic Signature by certified e-mail or by ordinary e-mail to enel@pecserviziotitoli.it;
- for holders of certified e-mail (CEM): by sending a copy electronically reproduced (PDF format) of the proxy/sub-proxy to enel@pecserviziotitoli.it;
- for holders of ordinary e-mail: by sending a copy electronically reproduced (PDF format) of the proxy/sub-proxy to enel@pecserviziotitoli.it;
- by sending a copy of the proxy/sub-proxy by fax to no. +39 06.45417450.

The proxy and/or sub-proxy can be notified to the Company even electronically through the specific section of the Company’s website (www.enel.com) reserved to the Meeting, together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory.

If the Exclusive Proxy is given a sub-proxy, the sub-delegating proxy must also send to the Exclusive Proxy, with the above-mentioned modalities, a copy of the proxy received by the person entitled to vote and the declaration by which the same sub-delegating proxy certifies that the copy of the proxy corresponds to the original, as well as the identity of the person giving the proxy; for this purpose, it may be used the specific form available in the section of the Company’s website (www.enel.com) reserved to the Meeting.

If not already provided through a document signed with AdES and sent by CEM, the original of the proxy/sub-proxy and of the voting instructions – together with an undersigned ID copy and, in the case of a legal entity, the documentation proving representative powers of the signatory – shall be sent to the Exclusive Proxy Computershare S.p.A., Via Monte Giberto no. 33, 00138 Rome.

In order to allow Enel S.p.A. and the Exclusive Proxy Computershare S.p.A. to receive and verify the proxies and/or sub-proxies in advance before the beginning of the Meeting, **entitled persons are recommended to provide their proxies and/or sub-proxies within 2:00 pm of May 13, 2020.**

The proxy and/or sub-proxy and/or the relevant voting instructions may be revoked until the beginning of the Meeting by sending an e-mail to enel@pecserviziotitoli.it.

For further information relating to this Meeting, as well as for any information or clarification regarding how to grant proxies and/or sub-proxies to the Exclusive Proxy Computershare S.p.A., please contact the service available at the following numbers: telephone no. +39 06.45417401 - fax no. +39 06.45417450.

INFORMATION ON PROCESSING OF PERSONAL DATA

Controller

Enel S.p.A., with registered office in Rome, Viale Regina Margherita no. 137, VAT code no. 00934061003 (hereinafter, “**Enel**” or the “**Controller**”), in its capacity as Controller, will process Personal Data (as defined hereinafter) in compliance with the provisions of the applicable laws on protection of personal data (articles 13 and 14 of the Regulation (EU) no. 679/2016 – “**GDPR**” and Legislative Decree no. 196 of June 30, 2003) as well as with this information.

Data Protection Officer (DPO)

The Controller appointed a DPO which can be reached at the following email address dpoenel@enel.com.

Object and Modalities of Processing

The Controller will process Your identifier personal data (such as name, surname, residence) provided by You or the personal data concerning third parties (*e.g.*, sub-delegated or substitutes of proxy holders) provided by You (“**Personal Data**”) with respect to the right to attend the Shareholders’ Meeting called on May 14, 2020 (the “**Meeting**”), which is allowed exclusively by means of a proxy and/or sub-proxy to the Exclusive Proxy Computershare S.p.A., and for the further activities related to the Meeting, for example voting and intervening.

Processing of Personal Data under this information means any operation or set of operations which is performed on Personal Data, whether or not by automated means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction. Processing of Personal Data will be carried out manually and/or with the use of computerized mechanisms and by means of information technology systems.

Purposes and legal basis for processing

Enel will process the Personal Data in relation to the attendance to the Meeting, in particular for the attendance by proxy and/or sub-proxy to the Exclusive Proxy Computershare S.p.A..

The legal basis for processing is represented by the Controller’s obligation under applicable laws to grant the exercise by You – through the Exclusive Proxy Computershare S.p.A. – of the rights granted by the applicable law in relation to the attendance at the Meeting.

Transmission and processing of the Personal Data are necessary for the abovementioned purposes. The failure to transmit such Personal Data determines the impossibility to attend the abovementioned Meeting.

Recipients of Personal Data

In compliance with the principle of data minimisation, the Personal Data, for the purposes described above, may be disclosed to:

- a) employees and partners of the Controller which are entrusted with the data processing before, during and after the Meeting;
- b) third companies or other persons in their capacity as autonomous Controllers or that carry out activities on behalf of the Controller in their capacity as Processors;
- c) Computershare S.p.A., a company not belonging to Enel Group, appointed as processor for the purposes of ensuring protection of the Shareholders’ rights provided for by the applicable laws.

Transfer of Personal Data

Your Personal Data will be processed within the European Union and stored on server cloud located within the European Union. The same data may be processed in Countries outside the European Union, provided that an adequate level of protection is ensured, recognized by a specific adequacy decision of the European Commission.

Any transfer of Personal Data to non-EU Countries, in the absence of an adequacy decision by the European Commission, will be possible only if the involved Controllers and Processors provide adequate guarantees based on contracts or agreements, including binding corporate rules and standard contractual clauses on data protection.

The transfer of Personal Data to third countries outside the European Union, in the absence of an adequacy decision or other appropriate measures as described above, will be carried out only in the cases provided for by GDPR.

Period for which the Personal Data will be stored

The Personal Data provided will be stored pursuant to the proportionality principle until the purposes of the processing are pursued and, in any case, for a period not exceeding 10 years, and will not be communicated to third parties, except for the purpose of complying with the applicable laws or regulations. Such period is compliant with the provisions of the Issuers’ regulation adopted by Consob through Resolution no. 11971 of May 14, 1999 which requires the issuers to disclose regulated information on their internet website and to keep it disclosed for five years.

Rights of data subjects

Under the applicable laws, with reference to the Personal Data provided, it is possible to exercise the following rights:

- (i) right to access to and obtain copy;
- (ii) right to request rectification;
- (iii) right to request erasure;
- (iv) right to obtain the restriction of processing;
- (v) right to object processing;
- (vi) right to receive the Personal Data in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller.

For the exercise of the above-mentioned rights please refer to the following email address privacy.ca@enel.com.

Please note that it is possible to obtain additional information on Personal Data by the Enel's Data Protection Officer, as indicated above, indicating mandatorily in the subject "*Shareholders' Meeting of Enel S.p.A.*".

We remind You that the applicable laws provide for the right to lodge a complaint with the Italian Data Protection Authority, with registered office in Rome, Piazza Venezia no. 11; Tel. (+39) 06.696771, CEM: protocollo@pec.gdp.it.