

NOTICE OF CALL ENEL SHAREHOLDERS' MEETING 11.01.2016

ENEL - S.p.A.

Registered office at Viale Regina Margherita, No. 137, Rome

Share capital € 9,403,357,795 fully paid in

Tax Code and Companies Register of Rome No. 00811720580

R.E.A. of Rome No. 756032

VAT Code No. 00934061003

Notice of call Extraordinary Shareholders' Meeting

The extraordinary Shareholders' meeting is convened, on single call, on January 11, 2016, at 17:00 at Centro Congressi Enel, Viale Regina Margherita, No. 125, Rome, in order to discuss and resolve on the following

AGENDA

1. Approval of the plan for the partial non-proportional demerger of Enel Green Power S.p.A. in favor of Enel S.p.A., pursuant to Article 2506-*bis*, paragraph 4, of the Italian Civil Code; consequent amendments to Article 5 of the By-laws. Related and consequent resolutions.

Information on the share capital

As of the date of this notice, the share capital of Enel S.p.A. is equal to Euro 9,403,357,795 and is divided into 9,403,357,795 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 conditioned upon the reception by the Company of a specific notice from an authorized intermediary based on the accounting records at the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.* on December 29, 2015). Credit and debit entries made on the accounting records after such date shall not be taken into account for purposes of the right to vote at the Shareholders' Meeting.

Representation at the Meeting

Ordinary proxy

Those who are entitled to vote at the Meeting may appoint a representative pursuant to the regulations in force, by 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. For this purpose, the proxy form available in the section of the Company's website (www.enel.com) reserved to this Meeting may be used. The proxy

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may be provided to the Company by mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita No. 137 - 00198 Rome – Ref. “Proxy Vote”) or by fax to the No. +39 06 83055028 at least two trading days before the date set for the Meeting (*i.e.* by January 7, 2016). Pursuant to Article 11.1 of the Corporate Bylaws, the proxy may also be notified to the Company electronically, up until the beginning of the Meeting, through the specific section of Enel’s website 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 version and the identity of the proxy giver.

Proxy granted 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 pursuant to Article 135-*undecies* of the Consolidated Financial Act. For this purpose, the specific web application for the guided compilation may be used to fill out the proxy to the appointed representative, as prepared and managed by Computershare S.p.A, which will be accessible through the section of the Company’s website dedicated to this Meeting. The form of the proxy to the representative appointed by the Company is also available in printable version. Computershare S.p.A. may receive proxies only in its capacity as representative appointed by the Company.

The proxy to the representative appointed by the Company shall contain voting instructions and shall be received by said representative, in the original, no later than the end of the second trading day before the Meeting (*i.e.* by the end of January 7, 2016), at the following address: Computershare S.p.A. (Ref. “Proxy for the Shareholders’ Meeting of Enel S.p.A.”), Via Monte Giberto No. 33, 00138 Rome. A copy of the proxy, together with a statement certifying its conformity to the original, may be anticipated to the representative appointed by the Company, within the same above-mentioned term, by fax to No. +39 06/45417450 or by e-mail to enel@pecserviziolitoli.it. The proxy and the voting instructions may be revoked at any time within the foregoing term by following the same modalities indicated above. The proxy shall be effective only for those proposals in relation to which voting instructions have been given. The shares in relation to which a proxy has been given are taken into account for the due constitution of the Meeting. With reference to the proposals in relation to which no voting instructions have been given, the relevant shares are not taken into account for purposes 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 joint 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 November 28, 2015, to add items to the agenda, indicating, in such request, the additional

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proposed items to be discussed, or to submit resolution proposals on items already on the agenda (it being understood that all those who are entitled to vote may, in any case, individually submit resolution proposals at the Meeting). The integration of the agenda is precluded with respect to any items in relation to which the Meeting is required to pass resolutions, under applicable provisions of law, only upon proposals presented by the Directors or on the basis of a project or report prepared by the Directors, other than those indicated in Article 125-ter, paragraph 1, of the Consolidated Financial Act. Requests to add items to the agenda or to submit resolution proposals may be filed by those shareholders with respect to whom the Company has received a communication from an authorized intermediary pursuant to applicable laws, certifying their ownership of the required shareholding. For further information on the right to add items to the agenda and to submit additional resolution proposals, and on the modalities to be followed in exercising such rights, please refer to the section of the Company's website dedicated to this Meeting.

Right to ask questions before the Meeting

Pursuant to Article 127-ter of the Consolidated Financial Act, those who are entitled to vote and in relation to whom the Company has received a specific communication from an authorized intermediary pursuant to applicable laws, may ask questions on the items on the agenda even before the Meeting. Those who intend to exercise such right shall submit their questions to the Company no later than three days before the date of the Meeting (*i.e.* by January 8, 2016). Questions received before the Meeting will be answered during the Meeting at the latest. For further information on the right to submit questions before the Meeting and on the relevant modalities of exercise, please refer to the section of the Company's website dedicated to this Meeting.

Documentation

The documentation relating to the Meeting – including the explanatory report on the single item on the agenda and the relevant resolution proposal, as well as the demerger project, the additional documentation provided under the combined provisions of Articles 2501-septies and 2506-ter of the Italian Civil Code, and the information document on the demerger drafted pursuant to Article 70, paragraph 6, of the Rules adopted by Consob through resolution No. 11971 dated 14 May 1999, as subsequently amended – will be made available to the public in accordance with the terms provided 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 on the officially appointed mechanism for the central storage of regulated information called "NIS-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 reserved to this Meeting.

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Other information

In order to facilitate the verification of their right to attend the Meeting, those who are entitled to vote may submit the documentation evidencing such right to the Company by ordinary mail (addressed to Enel S.p.A. — Legal and Corporate Affairs — Viale Regina Margherita No. 137 – 00198 Rome – Ref. “Right to attend the Meeting”), or by fax at No. +39 06/83055028, at least two trading days before the date of the Meeting (*i.e.* by January 7, 2016).

Experts, financial analysts, journalists and other individuals who intend to attend the Meeting must submit their request to the Company by ordinary mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita No. 137 – 00198 Rome – Ref. “Request to attend the Meeting”), or by fax at No. +39 06/83055028, at least two trading days before the date of the Meeting (*i.e.* by January 7, 2016).

Attendance of this Meeting by electronic means will not be allowed.

Those entitled to intervene at the Meeting are invited to arrive before the scheduled time of the Meeting, in order to facilitate the registration procedures, which will start at 16:00.

For further information, a Meeting assistance service is available 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 dedicated to this Meeting.

The Chairman of the Board of Directors

Patrizia Grieco