

Enel S.p.A. – Extraordinary Shareholders' Meeting of January 11th, 2016 (single call) - Proxy Form and Voting Instructions for
COMPUTERSHARE S.p.A. (Appointed Representative for Holders of Enel Shares)

Computershare S.p.A., as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree 58/98 (T.U.F) by Enel S.p.A., shall collect the voting proxies relating to Enel's Extraordinary Shareholders' Meeting convened on **January 11th, 2016**, on single call, under the conditions and within the deadlines reported in the notice of call published on the Enel's website www.enel.com on **November 18th, 2015**.

The proxy and voting instructions may be cancelled up to **12** (midnight) of **January 7th, 2016** with the same procedures used for their conferral.

Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.

In the event of unknown circumstances or in the event of amendments or integrations to the proposals presented to the meeting, Computershare S.p.A., as Appointed Representative, although not involved in any of the situations that give rise to a conflict of interest as contemplated in article 135-*decies* of T.U.F, does not intend to express a vote other than that indicated in the voting instructions received. Therefore, in the present form it is not possible to authorize the Appointed Representative to express a vote other than that indicated in the voting instructions received.

PROXY FORM

Fill in the required information, taking into account the "Instructions for filling in and submitting the form" (available at the bottom of this document) and notify Enel through Computershare S.p.A. (1)

*** mandatory information**

The undersigned *.....place of birth *.....date of birth*..... Tax Code (or other equivalent code)*
.....

residing in (town/city) *..... address *..... State*.....

telephone no*, e-mail*

entitled to vote at the close of business of **29/12/2015 (record date)** as (2): person in whose name the shares are registered legal representative proxy holder with power of sub-delegation pledgee contango broker usufructuary depositary manager other (specify)

for no *..... ordinary shares (Enel S.p.A.) (ISIN IT0003128367)

(3) registered in favour ofplace of birth *.....date of birth.....Tax Code (or other equivalent code).....

residing in (town/city)*..... (address*).....State*.....

registered in the securities account **(4)** no..... atBank code Sorte code

as resulting from communication no **(5)** made by (Bank) *.....

DELEGATES the above Appointed Representative to attend and exercise the right to vote at the above mentioned meeting, with reference to the above shares, as per the instructions provided and

DECLARES that he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of items on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the voting instructions given to Appointed Representative could be executed only at the condition that Enel has received, within the beginning of Shareholders' Meeting, the notice of the authorised intermediary regarding the shares indicated in the proxy form.

DATE..... Form of Identification **(6)** (type)*.....issued by*.....no*.....SIGNATURE/STAMP.....

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VOTING INSTRUCTIONS

(For the use of the Appointed Representative only – Tick the relevant boxes and send to Computershare S.p.A. according to the “Instructions for filling and submitting the form” available at the bottom of this document)

The undersigned **(7)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting convened **on January 11th, 2016**, on single call, as follow **(8)**

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS <i>Section A: F (for), C (against), A (abstain)</i> <i>Section B/C: Confirm, Cancel, Modify</i> <i>previous instructions</i>
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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.						
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A		
F	C	A				
Sections B (10)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Canc</td> <td colspan="3" style="text-align: center;">Mod voting instructions</td> </tr> </table>	Conf	Canc	Mod voting instructions		
Conf	Canc	Mod voting instructions				
B – vote for unknown circumstances	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Can</td> <td style="width: 16.6%; text-align: center;">F</td> <td style="width: 16.6%; text-align: center;">C</td> <td style="width: 16.6%; text-align: center;">A</td> </tr> </table>	Conf	Can	F	C	A
Conf	Can	F	C	A		
C – vote for amendment/integration to the proposal submitted to the Shareholders’ Meeting	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Can</td> <td style="width: 16.6%; text-align: center;">F</td> <td style="width: 16.6%; text-align: center;">C</td> <td style="width: 16.6%; text-align: center;">A</td> </tr> </table>	Conf	Can	F	C	A
Conf	Can	F	C	A		

DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. The **Proxy form**, together with **Voting Instructions** reserved to Appointed Representative, shall be sent in original version, (together with documentation providing proof of the signatory powers as point below) to Computershare S.p.A., Ref. - Proxy for the Shareholders' Meeting of Enel S.p.A., Via Monte Giberto 33, 00138 Rome within the end of the second trading day before the meeting (i.e. **January 7th, 2016**). A copy of the proxy may be sent in advance within the same date, with a statement attesting the compliance to the original, using one of the following alternative methods:
 - fax: no.+39 0645417450
 - attached to an e-mail message sent to: enel@pecserviziititoli.it
2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
5. Reference to the communication made by the intermediary and his/her name, if differing from the depository of the securities account as per point 4 above.
6. Provide details on a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, paragraph 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the illustrative reports published on the company website www.enel.com and available at Enel S.p.A.'s registered offices.

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C.

The vote is expressed by ticking the relevant box between the following: F (for), C (against) or A (abstention).
10. If any resolutions not provided in the proposals published as required by law, the Appointed Representative won't be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issue of the proxy, which cannot be provided to delegating party and could modify the voting instructions, one of the following options may be chosen in section B: Conf (confirm), Canc (cancel) or Mod (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred .
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Italian Civil Code

Art. 2506-bis

(Demerger Plan)

1. The governing body of the companies taking part in the demerger must draft a plan providing the information specified in subsection one of article 2501 – ter and additionally the exact description of the assets to be assigned to each beneficiary company, along with any payment in cash.
2. If the allocation of the asset item may not be inferred from the plan, in the case of the assignment of the entire equity of the company being demerged, it shall be shared between the beneficiary companies proportionate to the share of the net equity assigned to each one of them, as valued for the purpose by calculating the exchange ratio; if the assignment of the company's assets is only partial, this item remains with the transferor company.
3. If the allocation of items on the liabilities side of the balance sheet may not be inferred from the plan, the beneficiary companies are jointly responsible in the first case, and in the second case, the demerged company and beneficiary companies are jointly responsible. Joint liability is limited to the actual value of the net equity attributed to each beneficiary company.

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4. The demerger plan must present the criteria for distributing the shares or units to beneficiary companies. If the plan envisages the attribution of equity interests to shareholders not proportional to their original shareholding, the plan must empower shareholders who do not approve the demerger to sell their shareholding for an amount to be calculated on the basis of the criteria envisaged for withdrawal, indicating the person / s on whom it is incumbent to make the purchase.
5. The demerger plan must be filed with the Business Register or published in the company internet website pursuant to Article 2501-ter, subsections three and four.

PROTECTION OF PERSONS AND OTHER SUBJECTS WITH REGARDS TO THE PROCESSING OF PERSONAL DATA” INFORMATION NOTICE EX ART. 13 OF ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003

Pursuant to article 13 of Italian Legislative Decree no. 196 of 30 June 2003, containing the code for the processing of personal data (hereafter: “the Code”), Computershare S.p.A., con sede in Milano, Via Lorenzo Mascheroni 19 (hereafter: “Computershare”) as data controller of the personal data (hereafter: “Data”) intends informing you of the following.

1. PURPOSE OF DATA PROCESSING

The Data provided will be processed by Computershare with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the shareholders' meeting and expressing the represented subject's vote in compliance with the instructions provided by the subject to Computershare;
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Computershare for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Computershare from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Computershare on account of the activities and tasks they carry out, without prejudice to point 4, subsection two of this information notice. These persons, whose number shall be as limited as possible, process data as “Data Processors”, are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Computershare in the person of the Director appointed for this function.

2. COMMUNICATION OF DATA TO THIRD PARTIES

Computershare may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and control bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

3. DATA PROCESSING METHODS

Computershare processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of “processing” pursuant to article 4 of the Code (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes.

The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the law and of any provisions laid down by the Privacy Guarantor.

4. EXERCISING OF RIGHTS

Interested parties may exercise their rights under article 7 of the Code; this article also provides that the interested party may request access to his/her Data, obtain a copy of the information processed and, where applicable, the updating, rectification, integration, cancellation or blocking of data, and may also oppose, in whole or in part, for legitimate reasons, the processing of his/her Data.

Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

Computershare S.p.A.