

## FAC-SIMILE

### FORM OF THE PROXY FOR THE ATTENDANCE AT THE MEETING BY PROXY PURSUANT TO ARTICLE 135-NOVIES OF LEGISLATIVE DECREE NO. 58/1998 <sup>(1)</sup>

The undersigned \_\_\_\_\_  
(<sup>2</sup>), entitled to attend and vote at the Shareholders' Meeting of Enel S.p.A., convened, on single call, on May 26, 2016, in his/her quality \_\_\_\_\_ (<sup>3</sup>) with regard to no. \_\_\_\_\_  
ordinary shares of Enel S.p.A., registered in favor of \_\_\_\_\_ (<sup>4</sup>),

#### APPOINTS

\_\_\_\_\_  
(<sup>5</sup>),  
which shall have the right to be replaced by \_\_\_\_\_ (<sup>6</sup>)  
to represent him/her in the aforementioned Meeting, to be held, on single call, on May 26, 2016 at 2:00 pm  
in Rome, at Centro Congressi Enel, Viale Regina Margherita, no. 125, with the following agenda:

#### Ordinary meeting

1. Financial statements as of December 31, 2015. 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, 2015.
2. Allocation of the annual net income and distribution of available reserves.
3. Appointment of the Board of Statutory Auditors.
4. Determination of the remuneration of the regular members of the Board of Statutory Auditors.
5. Long term incentive plan 2016 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 Article 14.3 of the Corporate Bylaws. Integration of the provisions concerning the appointment of the Board of Directors by slate voting.

entrusting him/her with the necessary powers to exercise the right to vote, in his/her name and on his/her behalf (<sup>7</sup>) (<sup>8</sup>).

<sup>1</sup> We remind that the proxy holder may attend and vote at the Shareholders' Meeting 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.

<sup>2</sup> Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the proxy giver.

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

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

<sup>5</sup> Indicate name and surname or company name of the 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 holder.

<sup>6</sup> 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.

Date and place

Signature of the proxy giver

**INSTRUCTIONS FOR THE NOTIFICATION OF THE PROXY TO ENEL S.P.A.**

Pursuant to article 135-*novies* of Legislative Decree no. 58/1998, the proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.

The proxy, filled out entirely, with legible characters and duly signed, may be sent to the Company by mail (to the address Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita, no. 137, 00198 Rome) or by fax to the following number 06 83055028, Ref. “Proxy vote”, at least two trading days before the date set for the Meeting (*i.e.* by May 24, 2016). The proxy may also be notified to Enel S.p.A. until the beginning of the Meeting, in electronic form, through the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to the Meeting.

Please note that further information on the Meeting can be provided through an assistance service at the following numbers: telephone 06 45417413 - fax 06 45417450.

**PRIVACY POLICY PURSUANT TO LEGISLATIVE DECREE NO. 196/2003**

The data controller, Enel S.p.A., shall process the personal data solely for those purposes necessary to comply with the scope provided in this document, *i.e.* with respect to the right to attend the Meeting called on May 26, 2016 by means of a proxy.

The transmission and the processing of the personal data are to be considered necessary for the abovementioned purposes. The lack of these personal data determines the impossibility to attend the abovementioned Meeting by proxy. The personal data processing, for the purposes written above, shall be carried out mainly with the use of computerized mechanisms (aimed at storing, processing and transmitting the data), and shall be stored in printed copy, in order to ensure full compliance with the security measures prescribed by Legislative Decree no. 196/2003 as well as to comply with the principles of necessity, relevance and fairness required by the applicable laws regarding personal data processing.

Personal data shall be stored for a period of 36 months and shall not be communicated to third parties, except when required by applicable laws or regulations. The data controller is allowed to transmit the personal data to Computershare S.p.A. (that will process the data in his capacity as responsible for the data processing) in order to implement the rights provided in this document, with respect to the Meeting.

The person responsible for the data processing is the Director of the “Legal and Corporate Affairs” Function, domiciled at the registered office of Enel S.p.A., to whom it may be requested, pursuant to Article 7 of Legislative Decree no. 196/2003 (i) to confirm the existence of the data, (ii) to provide the information requested under paragraph 2 of the aforementioned Article 7 (origin, scope and reason of the data processing and information regarding the persons in charge and responsible for the processing), and (iii) to update, correct, integrate, cancel and transform the data. The interested person is entitled to oppose the legitimate data processing in those cases and for those purposes provided for in Legislative Decree no. 196/2003.

The exercise of the rights provided in this document, with the modalities specified above, implies consent to the processing of the personal data transmitted.

<sup>7</sup> Please note that, pursuant to Article 118, paragraph 1, lett. c), of the Regulation approved by Consob by 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*”.

<sup>8</sup> 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.