

**Summary of the meeting resolutions and vote results on the items of the  
ordinary and extraordinary Shareholders' Meeting of Enel S.p.A.  
of May 26, 2016**

The ordinary and extraordinary Shareholders' Meeting of Enel S.p.A. held on May 26, 2016, in single call, at 2:00 p.m., in Rome, at Enel Conference Center, 125 Viale Regina Margherita, adopted the following resolutions.

1. Upon proposal of the Board of Directors, the ordinary Shareholders' Meeting approved the financial statements of Enel S.p.A. for the year ended on December 31, 2015, having acknowledged the results of the consolidated financial statements of Enel Group for the year ended on December 31, 2015.

The voting occurred in presence of no. 2,479 shareholders (of which no. 12 in person and no. 2,467 by proxy), for a total of no. 5,467,018,554 ordinary shares (amounting to 53.773883% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,440,443,821	99.513908
Votes against	177,754	0.003251
Abstentions	6,915,130	0.126488
Not voting	19,481,849	0.356352
<b>Total</b>	<b>5,467,018,554</b>	<b>100.000000</b>

2. Upon proposal of the Board of Directors, the ordinary Shareholders' Meeting resolved:
  - (i) to allocate Enel S.p.A.'s net income for the year 2015, amounting to Euro 1,010,654,499.31, as follows:
    - to earmark for distribution to the Shareholders, as dividend, Euro 0.08 for each of the 10,166,679,946 ordinary shares in circulation on

June 20, 2016, the scheduled ex-dividend date, for an overall amount of Euro 813,334,395.68;

- to earmark for the statutory reserve the part of the net income necessary to bring the amount of the aforesaid reserve up to one-fifth of the share capital, as specified by article 2430, paragraph 1, of the Civil Code, for an overall amount of Euro 152,664,430.20;
  - to earmark for “retained earnings” the remaining part of the net income, equal to Euro 44,655,673.43;
- (ii) to earmark for the distribution to the Shareholders also a part of the available reserve named “retained earnings” allocated in the financial statements of Enel S.p.A. (amounting as of December 31, 2015 to Euro 5,303,025,796.26 overall), for an amount of Euro 0.08 for each of the 10,166,679,946 ordinary shares in circulation on June 20, 2016, the scheduled ex-dividend date, for an overall amount of Euro 813,334,395.68;
- (iii) to pay, before withholding tax, if any, an overall dividend of Euro 0.16 per ordinary share – of which Euro 0.08 as distribution of the 2015 net income and Euro 0.08 as partial distribution of the available reserve named “retained earnings” – as from June 22, 2016, with the ex-dividend date of coupon no. 24 falling on June 20, 2016 and the “record date” (*i.e.* the date of the title to the payment of the dividend) coinciding with June 21, 2016.

The voting occurred in presence of no. 2,479 shareholders (of which no. 12 in person and no. 2,467 by proxy), for a total of no. 5,467,018,554 ordinary shares (amounting to 53.773883% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,425,591,448	99.242236
Votes against	5,889,316	0.107724
Abstentions	16,055,941	0.293687
Not voting	19,481,849	0.356352
<b>Total</b>	<b>5,467,018,554</b>	<b>100.000000</b>

3. With respect to the appointment of the Board of Statutory Auditors, the following slates of candidates were filed by the Company's Shareholders: Slate no.1: filed by shareholder Ministry of Economy and Finance, holding approximately 23.585% of Enel S.p.A.'s share capital, composed of the following candidates numbered progressively:

Regular Statutory Auditors:

- 1) Roberto Mazzei;
- 2) Romina Guglielmetti.

Alternate Statutory Auditors:

- 1) Alfonso Tono;
- 2) Michela Barbiero.

Slate no.2: filed by a group of 16 mutual funds and other institutional investors <sup>(1)</sup>, which together own approximately 2.155% of Enel S.p.A.'s share capital, composed of the following candidates numbered progressively:

Regular Statutory Auditors:

- 1) Sergio Duca;
- 2) Giulia De Martino.

Alternate Statutory Auditors:

- 1) Franco Tutino;

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<sup>(1)</sup> These investors are: Aberdeen Asset Management PLC; Aletti Gestielle SGR S.p.A.; Anima SGR S.p.A.; APG Asset Management S.V.; Arca S.G.R. S.p.A.; Eurizon Capital S.G.R. S.p.A.; Eurizon Capital SA; FIL Investments International; Generali Investments Sicav; Kairos Partners SGR S.p.A.; Legal & General Investment Management Limited; Mediolanum Gestione Fondi SgrpA; Mediolanum International Funds Limited; Pioneer Asset Management SA; Pioneer Investment Management SGRpA and Standard Life Investment.

2) Maria Francesca Talamonti.

The voting on the aforesaid slates of candidates occurred in presence of no. 2,417 shareholders (of which no. 7 in person and no. 2,410 by proxy), for a total of no. 5,462,291,738 ordinary shares (amounting to 53.727390% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for Slate no.1	4,638,700,802	84.922246
Votes for Slate no.2	792,506,384	14.508679
Votes against	2,724,849	0.049885
Abstentions	28,359,703	0.519191
Not voting	0	0.000000
<b>Total</b>	<b>5,462,291,738</b>	<b>100.000000</b>

As a consequence of such vote, the ordinary Shareholders' Meeting appointed the following members of the new Board of Statutory Auditors, which will expire in concurrence with the approval of Enel S.p.A.'s financial statements for the year ended on December 31, 2018:

- Sergio Duca – Chairman;
- Roberto Mazzei – Regular Statutory Auditor;
- Romina Guglielmetti – Regular Statutory Auditor;
- Alfonso Tono – Alternate Statutory Auditor;
- Michela Barbiero – Alternate Statutory Auditor;
- Franco Tutino – Alternate Statutory Auditor.

4. Upon proposal of the shareholder Ministry of Economy and Finance, the ordinary Shareholders' Meeting approved a gross yearly remuneration of euro 85,000 for the Chairman of the Board of the Statutory Auditors and euro 75,000 for each of the other regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office.

The voting occurred in presence of no. 2,417 shareholders (of which no. 7 in person and no. 2.410 by proxy), for a total of no. 5,462,291,738 ordinary shares (amounting to 53.727390% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,391,487,124	98.703756
Votes against	1,715,930	0.031414
Abstentions	49,574,478	0.907577
Not voting	19,514,206	0.357253
<b>Total</b>	<b>5,462,291,738</b>	<b>100.000000</b>

5. Upon proposal of the Board of Directors, the ordinary Shareholder's Meeting resolved to approve the long term incentive Plan for 2016 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code, whose features are described in the relevant information document prepared pursuant to Article 84-*bis*, paragraph 1, of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999, and to grant the Board of Directors, with the faculty to sub-delegate, all powers necessary for the actual implementation of the aforesaid Plan.

The voting occurred in presence of no. 2,416 shareholders (of which no. 6 in person and no. 2,410 by proxy), for a total of no. 5,462,291,713 ordinary shares (amounting to 53.727389% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,330,355,153	97.584593
Votes against	95,716,063	1.752306
Abstentions	16,738,648	0.306440
Not voting	19,481,849	0.356661
<b>Total</b>	<b>5,462,291,713</b>	<b>100.000000</b>

6. Upon proposal of the Board of Directors, the ordinary Shareholders' Meeting resolved in favour of the first section of the remuneration report drawn up pursuant to article 123-ter of Legislative Decree No. 58 dated February 24, 1998, and article 84-quater of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999, containing the description of the policy for the remuneration of Directors, General Manager and Executives with strategic responsibilities adopted by the Company for the financial year 2016, as well as the procedures used for the adoption and implementation of such policy.

The voting occurred in presence of no. 2,416 shareholders (of which no. 6 in person and no. 2,410 by proxy), for a total of no. 5,462,291,713 ordinary shares (amounting to 53.727389% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,290,882,214	96.861949
Votes against	117,597,950	2.152905
Abstentions	34,329,700	0.628485
Not voting	19,481,849	0.356661
<b>Total</b>	<b>5,462,291,713</b>	<b>100.000000</b>

7. Upon proposal of the Board of Directors, the extraordinary Shareholders' Meeting resolved the amendment of article 14.3 of the Corporate bylaws concerning the procedure for the appointment of the Board of Directors by slating vote, in order to allow the entire Board to be elected by slating vote even in the event that the slate that has obtained the most votes at the Shareholders' Meeting contains a lower number of candidates than 7/10 of the Directors to be elected, assigned to that slate by the Corporate bylaws. The voting occurred in presence of no. 2,417 shareholders (of which no. 7 in person and no. 2,410 by proxy), for a total of no. 5,462,291,738 ordinary shares (amounting to 53.727390% of the share capital), all admitted to voting. The result of the vote was the following:

	Number of shares	% on shares admitted to the voting
Votes for	5,426,044,145	99.336403
Votes against	28,638	0.000524
Abstentions	16,737,106	0.306412
Not voting	19,481,849	0.356661
<b>Total</b>	<b>5,462,291,738</b>	<b>100.000000</b>