



**ORGANIZATIONAL REGULATIONS OF THE
NOMINATION AND COMPENSATION COMMITTEE OF
ENEL S.p.A.**

**Document approved by the Board of Directors of Enel S.p.A. at its meeting
on December 19, 2006 and subsequently revised at its meetings on June
16, 2011, December 18, 2012, July 10, 2014, February 9, 2016 and March 1,
2016**

ARTICLE 1

Composition

- 1.1 The Nomination and Compensation Committee of Enel S.p.A. (hereinafter, for the sake of brevity, the “Committee”) shall be composed of at least three non-executive Directors, one of whom shall act as Chairman. The majority of the members of the Committee, among whom the Chairman, shall have the requisites of independence specified by the Self-regulation Code of listed companies. At least one of the members of the Committee shall have an adequate knowledge and experience in finance or remuneration policies, to be assessed by the Board of Directors at the time of his/her appointment.
- 1.2 The Chairman and the other members of the Committee shall be appointed and may be revoked by justified resolutions of the Board of Directors.
- 1.3 At the proposal of the Chairman, the Committee shall appoint a secretary – who need not be one of its members – to whom the task of drawing up the minutes of the meetings shall be entrusted.

ARTICLE 2

Duties

- 2.1 The Committee shall have the following advisory and proactive tasks:
- a) to express opinions to the Board of Directors regarding the size and composition of the Board itself and to make recommendations regarding the managerial and professional figures whose representation on the Board it considers advisable;
 - b) to make recommendations to the Board of Directors regarding the maximum number of offices held as directors or statutory auditors – of other companies listed in regulated markets, of financial or insurance companies, of banks, or in any case of significantly large companies – that can be considered compatible with the effective performance of the duties of a Director of the Company;
 - c) to make recommendations to the Board of Directors regarding

problematic cases connected with the application of the prohibition of competition provided for with regard to Directors by article 2390 of the Civil Code in the event the Shareholders' Meeting – for organizational reasons – authorizes exceptions to such prohibition on a general basis;

- d) to propose candidates for the office of Director to the Board of Directors, taking into account suggestions that may be made by shareholders:
 - (i) in case of co-optation, should it be necessary to replace independent Directors;
 - (ii) in the event, when a new Board is being elected, it is foreseen that it is not possible to obtain the number of Directors required from the slates presented by shareholders, so that the outgoing Board can express candidates to submit to the Shareholders' Meeting;
 - (iii) in the event, when a new Board of Directors is being elected, the outgoing Board decides to avail itself of the right provided for by article 14.3 of the corporate Bylaws to present a slate of its own;
- e) to support the Board of Directors, together with the Corporate Governance and Sustainability Committee, to prepare a "*contingency plan*" providing the activities to be carried out in order to guarantee the proper management of the Company in case of termination of the Chief Executive Officer in advance respect to the ordinary term of office;
- f) in case of termination of the Chief Executive Officer in advance respect to the ordinary term of office, to propose to the Board of Directors, together with the Corporate Governance and Sustainability Committee, the identification of the new Chief Executive Officer, taking into account any instruction arising from the shareholders from which slate has been drawn the Chief Executive Officer that has terminated its office in advance;
- g) to submit to the Board of Directors proposals for the policy for the remuneration of the Directors and the Executives with strategic responsibilities, periodically evaluating the adequacy, overall consistency and actual application of the policy adopted, on the basis of the information provided by the Chief Executive Officer as far as the application of such policy to the Executives with strategic

responsibilities is concerned;

- h) to submit proposals or issue opinions to the Board of Directors for the compensation of the executive Directors and the other Directors who hold particular offices, and for the determination of the performance objectives linked to the variable component of such compensation, monitoring the implementation of the decisions adopted by the Board and verifying, in particular, the actual achievement of performance objectives;
- i) to examine beforehand the annual report on compensation to be made available to the public before the Shareholder's Meeting convened for the approval of the annual financial statements.

2.2 As part of its duties, the Committee shall devise, submit to the Board of Directors, and oversee the application of incentive systems for the management (including, if any, plans for share-based remuneration), which are meant to be instruments for attracting and motivating resources with adequate expertise and experience, developing their sense of belonging, and ensuring over time their constant effort to create value.

2.3 The Committee can also assist the Chief Executive Officer and the corporate functions concerned with regard to making the best use of managerial resources, finding talent, and promoting initiatives with university institutions for such purpose.

2.4 The Committee shall be entitled to access the corporate information and departments necessary for the performance of its duties and may avail itself at the Company's expense of external consultants within the limits of the budget approved by the Board of Directors. In this respect, whenever the Committee intends to avail itself of a consultant in order to obtain information about the market standards for remuneration policies, it shall previously verify that such consultant is not in a position which may concretely compromise its independence.

2.5 The Chairman of the Committee shall report to the Board of Directors during its first available meeting on the Committee's meetings.

ARTICLE 3

Convocation, proceedings, and minutes of the meetings

3.1 The Committee shall meet as often as necessary to properly perform its duties.

3.2 As a rule, the meeting notice – specifying the day, time, and place of the meeting and the list of the matters to be discussed – shall be sent to the members of the Committee by the secretary, upon instructions from the Chairman, at least three days prior to the day set for the meeting. In cases of urgency, the notice time may be shorter, but, in any case, no shorter than 24 hours. The secretary shall send the notice of the meeting also to the regular members of the Board of Statutory Auditors and to the other persons, if any, invited by the Chairman of the Committee to participate in the meeting.

3.3 The Committee's meetings shall be chaired by the Chairman or, if the latter is absent or impeded, by the oldest member.

3.4 The Chairman of the Board of Statutory Auditors, who may designate another Regular Statutory Auditor as his/her substitute, participates in the meetings of the Committee; the remaining Regular Statutory Auditors are also allowed to participate. As a rule, the head of the Human Resources and Organization Function attends the meetings of the Committee. The Chairman may on each occasion invite to the meetings of the Committee other members of the Board of Directors or executives or third persons whose presence may help the Committee to better perform its duties.

3.5 No member of the Board of Directors shall participate in the meetings of the Committee in which proposals are formulated to the Board of Directors for his/her own compensation, except in the case of proposals concerning the

remuneration of all the members of the Committees established within the Board of Directors.

3.6 The Committee may also hold its meetings through telecommunications, provided that all the participants can be identified and such identification is acknowledged in the related minutes and that they are able to follow and participate in the discussion of the matters concerned in real time, if need be exchanging documents.

3.7 The presence of a majority of the members in office shall be necessary for the meetings to be valid.

3.8 The Committee shall make its decisions by an absolute majority of the members present; in case of a tie, the vote of the person chairing the meeting shall be decisive.

3.9 The Committee's meetings shall be documented by minutes signed by the meeting's chairman and the secretary and kept by the latter in chronological order. Copies of the minutes shall be sent by the secretary to the members of the Committee and to the regular members of the Board of Statutory Auditors.

ARTICLE 4

Amendments to the Regulations

4.1 The Committee shall periodically review the adequacy of the present Regulations and submit to the Board of Directors any proposals of amendments or integrations thereto.