



EXTRACT OF THE NOTICE OF CALL  
SHAREHOLDERS' MEETING OF ENEL  
MAY 26, 2016

ENEL - S.p.A.  
Registered office – Viale Regina Margherita no. 137,  
Rome Share capital € 10,166,679,946 (as of April 1, 2016) fully paid in  
Tax I.D. and Companies Register of Rome no. 00811720580  
R.E.A. of Rome no. 756032  
VAT code no. 00934061003

*Extract of the notice of ordinary and extraordinary  
Shareholders' Meeting*

An ordinary and extraordinary Shareholders' Meeting of Enel S.p.A. is convened, on single call, on May 26, 2016 at 2:00 pm in Rome, at Centro Congressi Enel, no. 125, Viale Regina Margherita, in order to discuss and resolve on 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.

Information concerning:

- the share capital;
- the right to attend and vote at the Meeting (record date May 17, 2016);
- the vote by proxy, in case also through the shareholders' representative (Computershare S.p.A.) appointed by Enel S.p.A;
- the right to add items on the agenda and to submit new resolution proposals on the items already on the agenda of the Meeting (within April 26, 2016);
- the right to ask questions before the Meeting (within May 23, 2016);
- the appointment of the Board of Statutory Auditors; and
- the organizational aspects of the Meeting,

is set forth in the full notice of the Shareholders' Meeting published in the section



of the Company's website ([www.enel.com](http://www.enel.com)) dedicated to this Meeting, to which reference is made.

In relation to the appointment of the Board of Statutory Auditors it should be noted in particular that: (a) the slates can be filed by the shareholders who, alone or together with other shareholders, result to own at least 0.5% of the company's share capital; (b) the slates shall be filed at the Company's registered office no later than May 2<sup>nd</sup>, 2016.

The documentation relating to the Meeting, including the explanatory reports of the Board of Directors and the resolution proposals on the items of the agenda, will be made available to the public in accordance with the terms provided for under applicable laws, at the Company's registered office, in the section of the Company's website dedicated to this Meeting ([www.enel.com](http://www.enel.com)), as well as at the officially appointed mechanism for the central storage of regulated information denominated "NIS-Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

The Chairman of the Board of Directors

Patrizia Grieco