



FULL NOTICE OF CALL  
ENEL S.P.A. SHAREHOLDERS' MEETING  
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

***Notice of ordinary and extraordinary Shareholders' Meeting***

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



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### **Information on the share capital**

As of the date of this notice, the share capital of Enel S.p.A. is equal to Euro 10,166,679,946 and is divided into no. 10,166,679,946 ordinary shares with a nominal value of Euro 1.00 each.

### **Right to attend and vote at the Meeting**

Pursuant to Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Financial Act”) and Article 10.1 of the Corporate Bylaws, the right to attend and vote at the Meeting shall be conditional upon the reception by the Company of a specific notice by an authorized intermediary based on the accounting records at the end of the seventh trading day prior to the date set for the Shareholders’ Meeting (*i.e.* on May 17, 2016). Credit or debit entries made on the accounting records after such date shall not be taken into account for the purpose of entitling to vote at the Shareholders’ Meeting.

### **Representation at the Meeting**

#### Ordinary proxy

Those who are entitled to vote at the Meeting may appoint a representative pursuant to the regulations in force, by proxy granted in writing or through a document electronically signed pursuant to Article 21, paragraph 2, of the Legislative Decree no. 82 of March 7, 2005. To this purpose, it may be used the form of the proxy available in the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to this Meeting. The proxy may be sent to the Company by ordinary mail (addressed to Enel S.p.A. – “Legal and Corporate Affairs” – Viale Regina Margherita no. 137 - 00198 Rome) or by fax to the no. +39 06.83055028 – Ref. “Proxy Vote” – at least two trading days before the date set for the Meeting (*i.e.* by May 24, 2016). Pursuant to Article 11.1 of the Corporate Bylaws, the proxy may also be notified to the Company electronically, up to the beginning of the Meeting, using the indicated specific section of Enel’s website reserved to this Meeting. The proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in electronic format, certifying under his or her responsibility the conformity of the proxy to the original version and the identity of the proxy giver.



*Proxy to the representative appointed by the Company*

The proxy may also be given to Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19, in its capacity of representative appointed by the Company pursuant to Article 135-*undecies* of the Consolidated Financial Act. To this purpose, it may be used the specific web applicative for the guided compilation for filling the proxy to the appointed representative, prepared and managed by Computershare S.p.A, which will be accessible through the section of the Company's website reserved to this Meeting. The form of the proxy to the representative appointed by the Company is also available in printable version. Computershare S.p.A. may receive proxies only in its capacity as representative appointed by the Company.

The proxy to the representative appointed by the Company shall contain voting instructions for all or certain items of the agenda and shall be received by the said representative, in original, no later than the end of the second trading day before the Meeting (*i.e.* by the end of May 24, 2016), at the following address: Computershare S.p.A. (Ref. "Proxy Shareholders' Meeting Enel S.p.A."), Via Monte Giberto no. 33, 00138 Rome. Copy of the proxy, together with a statement certifying its conformity to the original, may be anticipated to the representative appointed by the Company, within the same above-mentioned term, by fax to no. +39 06.45417450 or by e-mail at [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it). The proxy and the voting instructions may always be revoked within the foregoing term with the same modalities above indicated. The proxy shall be effective only for the proposals in relation to which voting instructions have been given. The shares, in relation to which a full or partial proxy has been given, are taken into account for the duly constitution of the Meeting. With reference to the proposals in relation to which no voting instructions have been given, the relevant shares are not taken into account for the purpose of calculating the majority and the quorum required for the approval of the resolutions.

**Right to add items on the agenda and to submit new resolution proposals**

Pursuant to Article 126-*bis* of the Consolidated Financial Act, Shareholders who represent, also on a jointly basis, at least 2.5% of the share capital, may request, in writing, within ten days from the publication of this notice to add items on the agenda, indicating, in the request, the additional proposed items to be discussed, or to submit resolution proposals on items already on the agenda (it being understood that he who is entitled to vote may in any case individually submit resolution proposals at the Meeting). Considering that the ten days term would end on a non-



working day (*i.e.* April 25, 2016), it will be postponed to the day after, with deadline on April 26, 2016. The integration of the agenda is excluded with respect to any item in relation to which the Meeting resolves, in compliance with the applicable laws, upon proposals of the Directors or on the basis of a project or a report prepared by the Directors, other than those indicated in Article 125-*ter*, paragraph 1, of the Consolidated Financial Act. The requests to add items on the agenda or to submit resolution proposals may be filed by those Shareholders in relation to which the Company has received a communication from an authorized intermediary pursuant to applicable laws, certifying their participation rights. For further information on the right to add items on the agenda and to submit additional resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Company's website reserved to this Meeting.

#### **Right to ask questions before the Meeting**

Pursuant to Article 127-*ter* of the Consolidated Financial Act, those who are entitled to exercise their voting rights and in relation to which the Company has received a specific communication by an authorized intermediary pursuant to the applicable laws, may ask questions on the items on the agenda even before the Meeting. Those who intend to exercise such right shall submit their questions to the Company no later than three days before the date of the Meeting (*i.e.* by May 23, 2016). Questions received before the Meeting will be answered no later than during the Meeting. For further information on the right to submit questions before the Meeting and on the relevant modalities of exercise, please refer to the section of the Company's website reserved to this Meeting.

#### **Appointment of the Board of Statutory Auditors**

Pursuant to Article 25.1 of the Corporate Bylaws, the Shareholders' Meeting appoints the Board of Statutory Auditors, which consists of three regular Statutory Auditors, and three alternate Statutory Auditors. Both regular and alternate Statutory Auditors are appointed on the basis of the slates filed by the shareholders who, alone or together with other shareholders, result to own at least 0.5% of the company's share capital. The ownership of the minimum equity interest to the share capital of the Company required for the purpose of filing the slates is determined by taking into account the shares that are registered in the name of the shareholder on the date on which the slates are filed with the Company.



Pursuant to Article 25.2 of the Corporate Bylaws, the slates shall be divided into two sections, one for the candidates for the office of regular Statutory Auditor and the other one for the candidates for the office of alternate Statutory Auditor; within each section, candidates must be numbered progressively and their number must not exceed that of the members to be elected. The first candidate on each slate section must be a registered auditor and have practiced the profession of legal auditor for a period of no less than three years.

According to applicable laws on gender balance, slates which, considering both sections, contain a number of candidates equal to or above three shall also include, both in the first two places of the section of the slate relating to the regular Statutory Auditors, and in the first two places of the section of the slate relating to the alternate Statutory Auditors, candidates belonging to different genders.

Candidates for the office of Statutory Auditors must possess the requirements of integrity and professionalism provided for statutory auditors of listed companies by the Ministry of Justice Decree no. 162 of March 30, 2000, as integrated (for the professionalism requirements only) by the provisions of Article 25.1 of the Corporate Bylaws. With respect to the situations of ineligibility and to the limits to the maximum number of managing and supervisory offices that members of the Board of Statutory Auditors may hold, laws and regulations in force shall apply.

The slates shall be filed by Shareholders at the Company's registered office, no later than twenty-five days before the Meeting; however, considering that such term would end on a non-working day (*i.e.* May 1, 2016), it will be postponed to the day after, with deadline on May 2, 2016. The slates shall be filed as follows: (i) by hand delivery of the relevant documentation to the offices of Enel S.p.A., Legal and Corporate Affairs, Viale Regina Margherita no. 137 - 00198, Rome, from Monday to Friday, from 9:00 am to 5:00 pm; (ii) through the specific section of the Company's website dedicated to the Meeting; (iii) by fax to no. +39 06.83055028 – Ref: "Filing of the Board of Statutory Auditors slates". Together with the slates, information allowing the identification of the persons submitting the slates shall also be provided.

The shareholders who file the slates shall also file a declaration containing the information on their identity and their overall shareholding in the Company's share capital. The communication certifying the ownership of the aforementioned shareholding may also be provided to the Company after the filing of the slates but, in any case, no later than twenty-one days before the

date of the Meeting (*i.e.* no later than May 5, 2016). The slates shall also be accompanied by: (i) a declaration of the Shareholders other than those who, also jointly, hold a controlling or relative majority shareholding in the Company, certifying the absence of any relationships of affiliation with such Shareholders pursuant to Article 144-*quinquies* of Consob Resolution no. 11971 of May 14, 1999 (the “Issuers’ Regulation”), taking also into account the recommendations made by Consob with Communication no. DEM/9017893 of February 26, 2009 and (ii) a detailed information on the personal traits and professional qualifications of the candidates as well as a declaration certifying their possession of the requirements provided for by the law and their acceptance of the appointment.

Considering that, pursuant to Article 2400, last paragraph, of the Italian Civil Code, after the appointment but before the acceptance of the office, all managing and supervising offices held in other companies must be disclosed to the Meeting, and taking also into account the limits to the number of offices that members of the Board of Statutory Auditors may hold in management and supervisory bodies pursuant to Article 148-*bis* of Consolidate Financial Act, please provide, together with the slates, the statements of the candidates certifying their compliance with the aforementioned limits as well as the *curricula vitae* disclosing the managing or supervising offices held in other companies, with the recommendation of ensuring their update until the date of the Meeting.

It should be noted that if – at the deadline of the above-mentioned term for filing the slates (*i.e.* May 2, 2016) – only one slate has been filed or if only slates by Shareholders which are in relationship among them pursuant to Article 144-*quinquies* of the Issuers’ Regulation have been filed – the term to file slates, pursuant to Article 144-*sexies*, paragraph 5, of the Issuers’ Regulation will be postponed up to the third day following such date and, precisely, up to 5:00 pm of May 5, 2016. Meeting this specific time deadline is required to allow the Company to make public the slates filed by the Shareholders within the term set forth in Article 144-*octies* of the Issuers’ Regulation, that also expires on May 5, 2016. It should be also noted that, in such case, the threshold provided for filing the slates shall be reduced by half, thus being equal to the 0.25% of the share capital.



It is also reminded that, according to applicable laws and to the Corporate Bylaws, the chairmanship of the Board of Statutory Auditors will fall to the regular Statutory Auditor drawn from the minority slates.

### **Documentation**

The documentation relating to the Meeting – including the explanatory reports on the items on the agenda and the relevant resolution proposals, as well as the annual financial report – 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 ([www.enel.com](http://www.enel.com)) reserved to this Meeting and at the officially appointed mechanism for the central storage of regulated information denominated "NIS-Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)). The Shareholders and, if different, those entitled to attend the Meeting, shall have the right to obtain a copy.

Detailed information on the terms and modalities for the publication of the documents relating to the Meeting is available in the section of the Company's website reserved to this Meeting.

### **Other information**

In order to facilitate the verification of their right to attend the Meeting, those who are entitled to vote may provide the Company with the documentation evidencing such right by ordinary mail (addressed to Enel S.p.A. — Legal and Corporate Affairs — Viale Regina Margherita no. 137 – 00198 Rome) or by fax at no. +39 06.83055028, Ref. "Right to attend the Meeting", at least two trading days before the date of the Meeting (*i.e.* by May 24, 2016).

Experts, financial analysts, journalists and other individuals who intend to attend the Meeting must submit their request to the Company by ordinary mail (addressed to Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita no. 137 – 00198 Rome) or by fax at no. +39 06.83055028, Ref. "Request to attend the Meeting", at least two trading days before the date of the Meeting (*i.e.* by May 24, 2016).

The attendance at this Meeting by electronic means is not allowed.

Those entitled to intervene at the Meeting are invited to arrive before the time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 12 noon.



For further information, a Meeting assistance service is available at the following numbers:  
telephone no. +39 06.45417413 - fax no. +39 06.45417450.

For further information, please refer to the section of the website of the Company reserved to  
this Meeting.

The Chairman of the Board of Directors  
Patrizia Grieco