

Enel S.p.A. – Ordinary and Extraordinary Shareholders' Meeting of May 24, 2018 (single call) - Proxy Form and Voting Instructions for COMPUTERSHARE S.p.A. (Appointed Representative for Enel Shareholders)

**Computershare S.p.A.**, as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree 58/98 (TUF) by Enel S.p.A., shall collect the voting proxies relating to the Ordinary and Extraordinary Shareholders' Meeting of Enel S.p.A. convened on **May 24, 2018**, on single call, under the conditions and within the deadlines reported in the notice of call published on Enel's website [www.enel.com](http://www.enel.com) on **April 19, 2018**.

The proxy and voting instructions may be cancelled up to the end of **May 22, 2018 (12 midnight)** with the same procedures used for their conferral.

**Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.**

In the event of unknown circumstances or in the event of amendments or integrations to the proposals submitted to the Meeting, Computershare S.p.A., as Appointed Representative, although not involved in any of the situations that give rise to a conflict of interest pursuant to Article 135-*decies* of TUF, does not intend to express a vote other than that indicated in the voting instructions received. Therefore, in this form it is not possible to authorize the Appointed Representative to express a vote other than that indicated in the voting instructions received.

**PROXY FORM**

Fill in the required information, taking into account the "Instructions for filling in and submitting the form" (available at the bottom of this document) and notify Enel S.p.A. through Computershare S.p.A. (1)

**\* mandatory information**

The undersigned \* .....place of birth \* .....date of birth\* ..... Tax Code (or other equivalent code)\*  
.....residing in (town/city) \* ..... address \* ..... State\* .....

telephone no\* ....., e-mail\* .....

entitled to vote at the end of the business day of **May 15, 2018 (record date)** as (2): person in whose name the shares are registered  legal representative  proxy holder with power of sub-delegation  pledgee  contango broker  usufructuary  depositary  manager  other (specify) .....  
for no \* ..... ordinary shares (Enel S.p.A.) (ISIN IT0003128367)

(3) registered in favour of .....place of birth \* .....date of birth.....Tax Code (or other equivalent code).....

residing in/ registered office in (town/city)\* ..... (address\*).....  
State\* .....

registered in the securities account (4) no..... at .....Bank code ..... Sorte code .....

as resulting from communication no (5) ..... made by (Bank) \* .....

**DELEGATES** the above Appointed Representative to attend and exercise the right to vote at the above mentioned Meeting, with reference to the above shares, as per the instructions provided and

**DECLARES** that he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of items on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the voting instructions given to Appointed Representative could be executed only at the condition that Enel S.p.A. has received, within the beginning of Shareholders' Meeting, the notice of the authorised intermediary regarding the shares indicated in the proxy form.

DATE..... Form of Identification (6) (type)\* .....issued by\* .....no\* .....SIGNATURE/STAMP.....

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**VOTING INSTRUCTIONS**

(For the use of the Appointed Representative only – Tick or fill in the relevant boxes and send to Computershare S.p.A. according to the “Instructions for filling in and submitting the form” available at the bottom of this document)

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated Shareholders' Meeting convened on **May 24, 2018**, on single call, as follow (8)

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b>		
	Section A: F (for), C (against), A (abstain) Section B/C: Confirm, Cancel, Modify previous instructions		

**Ordinary Meeting**

<b>1. Financial statements as of December 31, 2017. 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, 2017 and of the consolidated non-financial statement related to the financial year 2017.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A	
<b>Sections A2</b> – vote for proposal published pursuant to Article 126-bis of TUF (10)		F	C	A	
<b>Sections B and C</b> (11)	<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances	Conf	Can	F	C	A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting</b> (12)	Conf	Can	F	C	A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest</b> (12)	Conf	Can	F	C	A
<b>C3</b> – vote for amendment/integration proposed by <b>holder of minority interest</b> (12)	Conf	Can	F	C	A

<b>2. Allocation of the annual net income and distribution of available reserves</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A	
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A	
<b>Sections B and C</b> (11)	<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances	Conf	Can	F	C	A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting</b> (12)	Conf	Can	F	C	A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest</b> (12)	Conf	Can	F	C	A
<b>C3</b> – vote for amendment/integration proposed by <b>holder of minority interest</b> (12)	Conf	Can	F	C	A

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<b>3. Authorization for the acquisition and the disposal of own shares, subject to the revocation of the authorization granted by the ordinary Shareholders’ Meeting held on May 4, 2017. Related resolutions.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)			F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
<b>Sections B and C (11)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			Conf	Can	F C A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting (12)</b>			Conf	Can	F C A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest (12)</b>			Conf	Can	F C A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (12)</b>			Conf	Can	F C A

<b>4. Adjustment of the fees charged for the statutory audit assignment concerning financial years 2018 and 2019 pursuant to changes in the law.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)			F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
<b>Sections B and C (11)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			Conf	Can	F C A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting (12)</b>			Conf	Can	F C A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest (12)</b>			Conf	Can	F C A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (12)</b>			Conf	Can	F C A

<b>5. Long term incentive Plan 2018 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)			F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
<b>Sections B and C (11)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			Conf	Can	F C A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting (12)</b>			Conf	Can	F C A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest (12)</b>			Conf	Can	F C A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (12)</b>			Conf	Can	F C A

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6. Remuneration report (13)					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A	
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A	
<b>Sections B and C (11)</b>	<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances	Conf	Can	F	C	A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting (12)</b>	Conf	Can	F	C	A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest (12)</b>	Conf	Can	F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (12)</b>	Conf	Can	F	C	A

**Extraordinary Meeting**

1 - Amendment of the Corporate Bylaws: deletion of Article 31 (transitory rule on gender balance in the composition of the Board of Directors and of the Board of Statutory Auditors) and integration of Article 21 (power of the Board of Directors to establish among its members committees having consultative and/or proposing functions).

1.a Proposal of deletion of Article 31 (transitory rule on gender balance in the composition of the Board of Directors and of the Board of Statutory Auditors)					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A	
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A	
<b>Sections B and C (11)</b>	<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances	Conf	Can	F	C	A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting (12)</b>	Conf	Can	F	C	A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest (12)</b>	Conf	Can	F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (12)</b>	Conf	Can	F	C	A

1.b Proposal of integration of Article 21 (power of the Board of Directors to establish among its members committees having proposing and/or consultative functions)					
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A	
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A	
<b>Sections B and C (11)</b>	<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances	Conf	Can	F	C	A
<b>C1</b> – vote for amendment/integration proposed at the Meeting by the <b>Chairman of the Meeting (12)</b>	Conf	Can	F	C	A
<b>C2</b> – vote for amendment/integration proposed by the <b>holder of the majority interest, including the relative majority interest (12)</b>	Conf	Can	F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (12)</b>	Conf	Can	F	C	A

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<b>Derivative action against Directors</b>				
Vote for proposed derivative action pursuant to Article 2393, paragraph 2, of the Italian Civil Code at the Meeting called for the approval of the annual financial statements	<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A		

DATE

SIGNATURE

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### *Instructions for filling in and submitting the form*

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1. The **Proxy form**, together with **Voting Instructions** reserved to Appointed Representative, shall be provided in original version (together with documentation providing proof of the signatory powers as point below) to Computershare S.p.A., Rif. - Proxy Form of Enel S.p.A. Shareholders' Meeting, Via Monte Giberto 33, 00138 Rome within the end of the second trading day before the meeting (i.e. **May 22, 2018**). A copy of the proxy may be sent in advance within the same date, with a statement attesting the compliance to the original, using one of the following alternative methods:
    - fax: no.+39 0645417450
    - attached to an e-mail message sent to: [enel@pecserviziotitoli.it](mailto:enel@pecserviziotitoli.it)
  2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
  3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory indications on relevant personal details must be included.
  4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
  5. Reference to the communication made by the intermediary and his/her name, if other than the depository of the securities account as per point 4 above.
  6. Provide details on a valid form of identification of the proxy signatory.
  7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
  8. Pursuant to article 135-undecies, paragraph 3, of the TUF, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
  9. The resolutions proposed to the Shareholders' Meeting, which are briefly referred to herein, are reported in the explanatory reports published on the Company's website [www.enel.com](http://www.enel.com) and available at Enel S.p.A.'s registered office.

Computershare S.p.A., as Appointed Representative, does not have any personal interest in the proposals mentioned above; however, in the event of unknown circumstances or in the event of amendment or integration to the proposals submitted to the Meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention) or filling in the relevant box as indicated in the single sections of the form.
  10. Section A2 allows to give voting instructions in case an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors has been submitted and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided for by the law. The Appointed Representative shall vote on each proposal in accordance with the instructions received hereby since it is up to the proxy giver to give instructions aligned with the (alternative or complementary) proposals that might be published.
  11. Should a vote be casted on a proposal other than those disclosed within the terms provided for by the law, the Appointed Representative won't be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published proposals of resolution occur, which were unknown at the time of issue of the proxy, which cannot be communicated to the proxy giver and could modify its voting instructions, one of the following options may be chosen in sections B and C: **Conf** (confirm), **Canc** (cancel) or **Mod** (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.

Particularly, if during the Meeting a motion replacing the proposals already published is submitted for the approval (or an alternative proposal in case the published proposal has not obtained the majority of the votes required for its approval), the proxy giver shall give voting instructions in Section C which replace or integrate those of Section A.

In addition to the above, please make reference also to the instructions indicated in the single sections of the form.
  12. The voting instructions expressed in relation to the different proponents' identities as indicated in Section C may be identical to each other but such instructions are binding on the Appointed Representative who shall vote only if the proponent's identity is as indicated in the relevant voting instructions.

In the **absence** of a proposal of the Board of Directors, the Shareholders' Meeting shall be called to resolve upon a proposal submitted during or before the Meeting, pursuant to applicable laws or to the Corporate Governance Code. Therefore, the voting instructions are collected by the Appointed Representative in Section C as sole voting instruction on the proposals submitted to the Meeting by the proponents specified in that section.
  13. It is recalled that, as indicated in the Notice of the Meeting, the resolution on the 6<sup>th</sup> item on the agenda of the ordinary meeting is not binding (according to Article 123-ter, paragraph 6, of the TUF).
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### **Article 135-decies**

*(Conflict of interest of the representative and substitutes)*

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

### **Article 135-undecies**

*(Appointed representative of a listed company)*

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may confer, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall communicate any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

### **Italian Civil Code**

#### **Art. 2393**

*(Derivative action)*

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.



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Pursuant to article 13 of Italian Legislative Decree no. 196 of 30 June 2003, containing the code for the processing of personal data (hereafter: "the Code"), Computershare S.p.A., con sede in Milano, Via Lorenzo Mascheroni 19 (hereafter: "Computershare") as data controller of the personal data (hereafter: "Data") intends informing you of the following.

### 1. PURPOSE OF DATA PROCESSING

The Data provided will be processed by Computershare with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the shareholders' meeting and expressing the represented subject's vote in compliance with the instructions provided by the subject to Computershare;
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Computershare for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Computershare from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Computershare on account of the activities and tasks they carry out, without prejudice to point 4, subsection two of this information notice. These persons, whose number shall be as limited as possible, process data as "Data Processors", are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Computershare in the person of the Director appointed for this function.

### 2. COMMUNICATION OF DATA TO THIRD PARTIES

Computershare may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and control bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

### 3. DATA PROCESSING METHODS

Computershare processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of "processing" pursuant to article 4 of the Code (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes.

The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the law and of any provisions laid down by the Privacy Guarantor.

### 4. EXERCISING OF RIGHTS

Interested parties may exercise their rights under article 7 of the Code; this article also provides that the interested party may request access to his/her Data, obtain a copy of the information processed and, where applicable, the updating, rectification, integration, cancellation or blocking of data, and may also oppose, in whole or in part, for legitimate reasons, the processing of his/her Data.

Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

Computershare S.p.A.