

**FAC-SIMILE**  
**FORM OF THE PROXY FOR THE ATTENDANCE AT THE MEETING BY PROXY PURSUANT**  
**TO ARTICLE 135-NOVIES OF LEGISLATIVE DECREE NO. 58/1998 <sup>(1)</sup>**

The undersigned \_\_\_\_\_ <sup>(2)</sup>,  
entitled to attend and vote at the Shareholders' Meeting of Enel S.p.A., convened, on single call, on May 16, 2019, in his/her quality \_\_\_\_\_ <sup>(3)</sup>, with regard to no. \_\_\_\_\_ ordinary shares of Enel S.p.A., registered in favor of \_\_\_\_\_ <sup>(4)</sup>,

**APPOINTS**

\_\_\_\_\_  
\_\_\_\_\_ <sup>(5)</sup>,  
which shall have the right to be replaced by \_\_\_\_\_ <sup>(6)</sup>,  
to represent him/her in the aforementioned Meeting, to be held, on single call, on May 16, 2019, at 2:00 pm, in Rome, at Centro Congressi Enel, Viale Regina Margherita, no. 125, with the following agenda:

**Ordinary Meeting:**

1. Financial statements as of December 31, 2018. 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, 2018 and of the consolidated non-financial statement related to the financial year 2018.
2. Allocation of the annual net income.
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 24, 2018. Related resolutions.
4. Appointment of the Board of Statutory Auditors.
5. Determination of the remuneration of the regular members of the Board of Statutory Auditors.
6. Appointment of the External Auditor for the period 2020-2028 and determination of the related fees.

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<sup>1</sup> We remind that the proxy holder may attend and vote at the Shareholders' Meeting only at the condition that the Company has received the notice of the authorized intermediary provided under Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998.

<sup>2</sup> Indicate name, surname, tax code (or equivalent international code), complete address of the domicile or registered office of the proxy giver.

<sup>3</sup> Indicate the quality of the proxy giver (e.g. person in whose name the shares are registered, legal representative, proxy holder with power to subdelegate, pledgee, taker-in, usufructuary, depositary).

<sup>4</sup> To be filled out only if the shares are registered in favor of a person other than the person who undersigns the proxy.

<sup>5</sup> Indicate name and surname or company name of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or of the registered office of the proxy holder.

<sup>6</sup> Indicate name and surname or company name of the substitute of the proxy holder, tax code or VAT number (or other equivalent international code), complete address of the domicile or registered office of the substitute.

7. Long term incentive Plan 2019 reserved to the management of Enel S.p.A. and/or of its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
8. Remuneration report.

entrusting him/her with the necessary powers to exercise the right to vote, in his/her name and on his/her behalf <sup>(7)</sup> <sup>(8)</sup>.

Date and place

Signature of the proxy giver

#### INSTRUCTIONS FOR THE NOTIFICATION OF THE PROXY TO ENEL S.P.A.

Pursuant to article 135-*novies* of Legislative Decree no. 58/1998, the proxy holder may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the proxy giver.

The proxy, filled out entirely, with legible characters and duly signed, may be delivered to the Company by mail (to the address Enel S.p.A. – Legal and Corporate Affairs – Viale Regina Margherita, no. 137, 00198 Rome) or by fax to the following number 06 83055028, Ref. “Proxy vote”, at least two trading days before the date set for the Meeting (*i.e.* by May 14, 2019). The proxy may be notified to Enel S.p.A. also electronically, up to the beginning of the Meeting, through the section of the Company’s website ([www.enel.com](http://www.enel.com)) reserved to the Meeting.

Please note that further information on the Meeting can be provided through an assistance service at the following numbers: telephone 06 45417413 - fax 06 45417450.

#### INFORMATION ON PROCESSING OF PERSONAL DATA

##### Controller

Enel S.p.A., with registered office in Rome, Viale Regina Margherita no. 137, VAT code no. 00934961003 (hereinafter, “**Enel**” or the “**Controller**”), in its capacity as Controller, will process Personal Data (as defined hereinafter) in compliance with the provisions of the applicable laws on protection of personal data (articles 13 and 14 of the Regulation (EU) no. 679/2016 – “**GDPR**” and Legislative Decree no. 196 of June 30, 2003) as well as with this information.

##### Data Protection Officer (DPO)

The Controller appointed a DPO which can be reached at the following email address [dpo@enel.com](mailto:dpo@enel.com).

##### Object and Modalities of the Processing of Personal Data

The Controller will process Your identifier personal data (such as name, surname, residence) provided by You or the personal data concerning third parties (*e.g.*, sub-delegated or substitutes of proxy holders) provided by You (“**Personal Data**”) with respect to the right to attend the Shareholders’ Meeting called on May 16, 2019 (the “**Meeting**”), by means of a proxy and for the further activities related to the Meeting, for example voting and intervening.

Processing of Personal Data under this information means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automated means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

The Processing of Personal Data will be carried out manually and/or with the use of computerized mechanisms and by means of information technology systems.

##### Purposes and legal basis for the processing

Enel will process the Personal Data in relation to the attendance to the Meeting, in particular for the attendance by proxy.

The legal basis for the processing is represented by the Controller’s obligation deriving from the law to grant the exercise by You –

<sup>7</sup> Please note that, pursuant to Article 118, paragraph 1, lett. c), of the Issuers’ Regulation approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, equity interests, for the purposes of the communication obligations regulated by Article 120 of Legislative Decree no. 58 of February 24, 1998, include those shares in relation to which “*the right to vote is granted under a proxy, provided that such right may be exercised in a discretionary manner, without specific instructions from the proxy giver*”.

<sup>8</sup> Those who are entitled to attend and vote at the Meeting and their proxy holders are kindly requested to take into account the provisions set forth under Article 135-*decies* of Legislative Decree no. 58 of February 24, 1998, on conflict of interest of the proxy holder and of his/her substitutes.

also through proxy holders or sub-delegated – of the rights granted by the applicable law in relation to the attendance at the Meeting. The transmission and the processing of the Personal Data are necessary for the abovementioned purposes. The failure to transmit such Personal Data determines the impossibility to attend the abovementioned Meeting by proxy.

#### **Recipients of Personal Data**

In compliance with the principle of data minimisation, the Personal Data, for the purposes described above, may be disclosed to:

- a) employees and partners of the Controller which are entrusted with the data processing before, during and after the Meeting;
- b) third companies or other persons that carry out activities on behalf of the Controller;
- c) Computershare S.p.A., a company not belonging to Enel Group, appointed as processor for the purposes of ensuring protection of the Shareholders' rights provided for by the applicable laws.

#### **Transfer of Personal Data**

Your Personal Data will be processed within the European Union and stored on server cloud located within the European Union.

#### **Period for which the Personal Data will be stored**

The Personal Data provided will be stored pursuant to the proportionality principle until the purposes of the processing are pursued and, in any case, for a period not exceeding 10 years, and will not be communicated to third parties, except for the purpose of complying with the applicable laws or regulations. Such period is compliant with the provisions of the Issuers' regulation adopted by Consob through Resolution no. 11971 of May 14, 1999 which requires the issuers to disclose regulated information on their internet website and to keep it disclosed for five years.

#### **Rights of data subjects**

Under the applicable laws, with reference to the Personal Data provided, it is possible to exercise the following rights:

- (i) right to access to and obtain copy;
- (ii) right to request rectification;
- (iii) right to request erasure;
- (iv) right to obtain the restriction of processing;
- (v) right to object the processing;
- (vi) right to receive the Personal Data in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller.

For the exercise of the above-mentioned rights please refer to the following email address [privacy.ca@enel.com](mailto:privacy.ca@enel.com).

Please note that it is possible to obtain additional information on Personal Data by the Enel's Data Protection Officer, as indicated above, indicating mandatorily in the subject "*Shareholders' Meeting of Enel S.p.A.*".

We remind You that the applicable laws provide for the right to lodge a complaint with the Italian Data Protection Authority, with registered office in Rome, Piazza Venezia no. 11; Tel. (+39) 06.696771, email: [garante@gdpd.it](mailto:garante@gdpd.it).

**FAC-SIMILE**  
**CERTIFICATION BY PROXY**  
**PURSUANT TO ARTICLE 135-NOVIES OF LEGISLATIVE DECREE NO. 58/1998**  
**(in case of delivery or transmission of a copy of the proxy)**

I the undersigned \_\_\_\_\_<sup>(1)</sup>, born in \_\_\_\_\_<sup>(2)</sup>, on \_\_\_\_\_, resident in \_\_\_\_\_<sup>(2)</sup>, Via \_\_\_\_\_, tax code <sup>(3)</sup> \_\_\_\_\_ [when applicable] <sup>(4)</sup>, legal representative of (name of company) \_\_\_\_\_, registered office at \_\_\_\_\_<sup>(2)</sup>, tax code or VAT no. <sup>(3)</sup> \_\_\_\_\_, in my capacity as (put a cross in the box that applies):

☐ proxy holder

☐ substitute of the proxy holder

appointed to attend at the ordinary Shareholders' meeting of Enel S.p.A. convened on May 16, 2019, on single call, at 2:00 p.m., in Rome at Centro Congressi Enel, Viale Regina Margherita no. 125, pursuant to Article 135-*novies*, paragraph 5, of Legislative Decree no. 58/1998

**HEREBY CERTIFY**

- (i) that the copy of the proxy for attendance at the aforementioned Shareholders Meeting delivered/sent to Enel S.p.A. is a true copy of the original;
- (ii) the identity of the proxy giver \_\_\_\_\_<sup>(5)</sup> as well as
- (iii) the full and valid signature powers of the signatory of the proxy.

\* \* \* \* \*

I acknowledge that, pursuant to Article 135-*novies*, paragraph 5, of Legislative Decree no. 58/1998, the proxy holder shall keep the original of the proxy and keep a record of voting instructions received, if any, for one year from the end of the Shareholders' Meeting.

Date and place

Signature of proxy holder/substitute

\_\_\_\_\_

\_\_\_\_\_

<sup>1</sup> Provide details of the proxy holder/substitute of the proxy holder. Where the proxy holder/substitute of the proxy holder is a legal entity, provide details of the legal representative.

<sup>2</sup> State country (where not Italy) and town/city.

<sup>3</sup> Or equivalent international code.

<sup>4</sup> Fill out only if the proxy holder/substitute of the proxy holder is a legal entity.

<sup>5</sup> Provide details of the proxy giver (if an individual: name, surname, date and place of birth, tax code or equivalent international code; if a legal entity: company name, full address of registered office, tax code or equivalent international code), as they appear on the communication for the purposes of attendance at the Shareholders' Meeting referred to in Article 83-*sexies* of Legislative Decree no. 58/1998.

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Processing of Personal Data under this information means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automated means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

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### Purposes and legal basis for the processing

Enel will process the Personal Data in relation to the attendance to the Meeting, in particular for the attendance by proxy.

The legal basis for the processing is represented by the Controller’s obligation deriving from the law to grant the exercise by You – also through proxy holders or sub-delegated – of the rights granted by the applicable law in relation to the attendance at the Meeting. The transmission and the processing of the Personal Data are necessary for the abovementioned purposes. The failure to transmit such Personal Data determines the impossibility to attend the abovementioned Meeting by proxy.

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