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ENEL: BOARD APPROVES EXIT FROM WEATHER

- *Way clear for Enel to sell its 26.1% stake in Weather to the group controlled by the Egyptian businessman Naguib Sawiris.*
- *Enel will receive a consideration of 1,962 million euro, payable in two instalments.*
- *The closing of the transaction is expected by the end of 2006.*
- *Conti: "With the exit from the telecommunications sector, Enel has completed its re-focusing on the core electricity and gas business and concentrated its resources on expanding operations abroad".*

Rome, 30 November 2006 – The Board of Directors of Enel S.p.A. (Enel), met today under the chairmanship of Piero Gnudi and approved the terms of an agreement with the group controlled by the Egyptian businessman Naguib Sawiris for the sale to the latter of Enel's stake in Weather Investments S.p.A. (Weather), which in turn owns 100% of Wind and 50% plus one share of Orascom Telecom Holding (a telecommunications company listed on the Cairo and Alexandria Stock Exchanges and the London Stock Exchange).

Fulvio Conti, Enel CEO, said: *"With the agreement approved today, Enel exits the telecommunications business, valuing its investment in this sector at about 12 billion euro. This completes our strategic re-focusing on our core electricity and gas business, which has seen Enel recoup abroad much of the generation capacity we were required to divest in Italy in order to foster market liberalization. With about 11,000 MW of generation capacity and more than 3 million customers outside Italy, today Enel is a major presence in many European countries and in the Americas. We intend to expand this presence even further, concentrating our financial and human resources and know-how in the pursuit of geographical and technological diversification and the integration of our activities from raw materials to distribution, in step with the evolution of the European energy market into large supranational macro-regions".*

The agreement, which is scheduled to be signed in the next few days, envisages the sale of Enel's entire stake in Weather (equal to 26.1% of share capital) for a consideration of 1,962 million euro, equal to the carrying value of such equity investment in Enel's consolidated financial statements as of September 30, 2006. This price puts the equity value of Weather at about 7.5 billion euro.

The transfer of Enel's stake in Weather is expected to occur by the end of the year. Specifically, Enel will sell 10% of Weather to a Weather wholly-owned company and the remaining 16.1% to the parent company Weather Investments II S.à.r.l. (Weather II), a holding company controlled by Sawiris.

Payment of the consideration to Enel will take place in two instalments: a first payment of 1 billion euro when the Weather stake is transferred and a second payment of 962 million euro within 18 months of the transfer. The second instalment will earn interest at market rates as from the date of the transfer.

Payment of the second instalment will be secured by the pledge (without voting rights) of the 26.1% of Weather share capital in favour of Enel, as well as the assignment of Weather II's receivables due from Weather.

The agreement also provides for an earn-out mechanism, which will supplement the price due to Enel in the event Sawiris' group within 18 months from the transfer should sell the Weather shares to other investors at a price above that agreed with Enel. The agreement also terminates the shareholders' agreement between Enel and Sawiris regarding the management of Weather.

On the basis of consolidated figures as of 30 September 2006, Weather posted revenues of 6,287 million euro, EBIT of 1,208 million euro and net income of 226 million euro. At the same date, shareholders' equity totalled 3,496 million euro.