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MERGER BY INCORPORATION OF ENEL GREEN POWER PORTOSCUSO IN ENEL GREEN POWER

Rome, June 12th, 2013 – Please be informed that the plan of merger by incorporation of Enel Green Power Portoscuso s.r.l. (“Enel Green Power Portoscuso”) in Enel Green Power S.p.A. (“Enel Green Power”), approved yesterday by the corporate bodies of both companies, has been filed at Rome Trade Register.

The transaction will allow to achieve a higher operational efficiency and a simplification of the administrative processes, as well as to benefit of the consequent reduction of the operating costs.

Enel Green Power Portoscuso being wholly owned by Enel Green Power, the merger will be subject to the approval of the Board of Directors under the simplified procedure provided for by art. 2505 of the Italian Civil Code and by art. 19 of the Company’s Bylaws.

Being a merger subject to the simplified procedure, Enel Green Power will not increase its share capital neither assign shares – according to art. 2504-*ter* of the Italian Civil Code - to replace the shares held in the incorporated company, that will be canceled without any exchange after the merger. At the same time, the merger does not imply any amendments to the Bylaws of Enel Green Power.

The merger will start having legal effects, according to the applicable laws, when the last of the registrations of the deed of merger in the Trade Register has been undertaken or starting from the different date that will be established in the deed of merger. The accounting and tax effects, on the other hand, will be charged on the financial statements of the surviving company with retroactive effect from January 1st, 2013.

The shareholders of Enel Green Power representing at least 5% of the share capital may request – pursuant to art. 2505, 3rd paragraph, of the Italian Civil Code – that the decision to approve the merger is entrusted to the extraordinary shareholders’ meeting, by addressing the said request to the Company within eight days from the filing of the merger (*i.e.* by June 20th, 2013).

The merger is exempted from the application of the Procedure for transactions with related parties of Enel Green Power, as provided for transactions with controlled companies.

Please be informed that, pursuant to Art. 70, 7th paragraph, of the Issuers Regulation adopted by Consob with resolution no. 11971 of May 14th, 1999, the plan of merger and the financial statements as of December 31st, 2012 of the companies participating in the



Press
Release

merger are available to the public at the Company's corporate seat and on its website (www.enelgreenpower.com, section About us/Governance/Documents/Extraordinary transactions).

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