



Press
Release

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PROSPECTUS ON PLACEMENT OF 17% OF ENDESA APPROVED

- *Maximum price of public offering set at 15.535 euros per share*

Rome, November 6th, 2014 – The Spanish Authority *Comisión Nacional del Mercado de Valores* (“CMNV”) approved today the publication of the prospectus for the placement of shares of Endesa S.A. (“Endesa”) by Enel Energy Europe S.L. (“EEE”), which currently holds 92.06% of Endesa. The initial amount of the placement will be equal to approximately 17% of Endesa’s share capital (“Initial Offer”), and may reach up to a maximum of 21.92% (“Maximum Offer”), in any case including the greenshoe option. Under such option, the Joint Global Coordinators may acquire up to a maximum of 15% of the number of shares to be placed in order to stabilize the Endesa share price.

The placement is expected to consist of:

- a public offering of shares in Spain to retail investors (“Public Offer”);
- an offering of shares to Spanish and international institutional investors (“Institutional Offer” and, together with the Public Offer, the “Global Offer”).

The Public Offer may represent 15% of the Initial Offer (excluding the greenshoe option), with the possibility that a portion of the shares originally aimed at the Institutional Offer will be re-allocated to the Public Offer (so-called clawback provision), in which case the amount of the Public Offer could be raised up to a maximum of 30% of the Initial Offer and up to a maximum of 23.27% of the Maximum Offer (excluding the greenshoe option).

The Public Offer will begin tomorrow, Friday, November 7th, 2014 and will conclude on Wednesday, November 19th, 2014, unless terminated earlier.

The maximum price for the Endesa shares to be placed through the Public Offer was set at 15.535 euros per share, corresponding to the highest of the closing prices for Endesa shares reported on the Spanish stock exchange between October 29th and November 5th, 2014. The final price for the Public Offer will be equal to the lesser between the aforementioned maximum price and the price that will be set for the Institutional Offer.

A bonus share incentive will be available for the Public Offer, providing for the awarding of one free Endesa share for every 40 shares purchased during the Public Offer and held for 12 straight months from the date of settlement. A mechanism for preferred allocation of the shares under the Public Offer to those who are shareholders of Endesa as of November 5th, 2014 is also set forth.

The terms and conditions of the offer are described in detail in the prospectus published on the CNMV website (www.cnmv.es) and on the Endesa website (www.endesa.com).

The Institutional Offer, which may total 85% of the Initial Offer (excluding the greenshoe option and unless the clawback provision for the Public Offer is exercised), will begin on Thursday, November 13th and will conclude on November 20th, 2014, unless terminated earlier.



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The price for the shares to be placed through the Institutional Offer will be determined on November 20th, 2014 in consultation with the Joint Global Coordinators, taking into account, among other considerations, the quantity and quality of the orders received for the Institutional Offer, as well as the overall demand relating to the Global Offer and market conditions.

The final allocation of the shares placed through the Global Offer is scheduled for Friday, November 21st, 2014. Settlement and delivery of the shares are scheduled for Wednesday, November 26th, 2014.

Within the Global offer:

- EEE and Endesa will commit, respectively, not to sell nor issue Endesa shares for a period of 180 days after the settlement date (the "lock-up" provision);
- Credit Suisse Securities (Europe) Limited may take action (subject to exercise of the greenshoe option) to stabilize the Endesa listed share price for a period of 25 days starting from November 21st, 2014.

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by Endesa, S.A. in the United States or in any jurisdiction where such offer or sale would be unlawful.

In any EEA Member State, other than Spain, that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any member State, the "Prospectus Directive"), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. This document does not solicit money, securities or any other type of consideration, and, if any is sent in response hereto, it will not be accepted.

This press release as well as the Spanish prospectus (folleto informativo) do not constitute an offer to sell Endesa securities in Chile. Both EEE and Endesa Chile have no intention to make whatsoever offer in such jurisdiction.

The official prospectus of the Offer (folleto informativo) is available on the CNMV's website (www.cnmv.es) and on the Endesa website (www.endesa.com).

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