



#### Media Relations

T +39 06 8305 5699  
F +39 06 8305 3771  
ufficiostampa@enel.com

enel.com

#### Investor Relations

T +39 06 8305 7975  
F +39 06 8305 7940  
investor.relations@enel.com

enel.com

T +39 06 8305 9104  
F +39 06 6444 2758  
[iregp@enel.com](mailto:iregp@enel.com)

enelgreenpower.com

## PRESS RELEASE

*This press release does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities in the United States, Australia, Canada, Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the "Other Countries"). The 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"), or pursuant to the corresponding regulations in force in the Other Countries and may not be offered or sold in the United States or to "U.S. Persons" unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. No public offering of such securities is intended to be made in the United States or in the Other Countries.*

## INTEGRATION OF ENEL GREEN POWER INTO ENEL: RESULTS OF WITHDRAWAL AND SALE OF EGP SHARES

- *Total value of EGP shares subject to withdrawal and sale is approx. 29.2 million euros, or 0.33% of EGP share capital*
- *The condition precedent of the completion of the transaction has been fulfilled. The integration of Enel Green Power into Enel goes ahead.*
- *The option offer to shareholders of Enel Green Power for the shares subject to withdrawal and sale will commence on February 19<sup>th</sup>, 2016*

**Rome, February 18<sup>th</sup>, 2016** – Enel S.p.A ("**Enel**") and Enel Green Power S.p.A. ("**EGP**") hereby announce that, on the basis of the results obtained, the right of withdrawal and the right of sale arising from the partial non-proportional demerger of EGP in favour of Enel (the "**Demerger**") were validly exercised with respect to No. 16,406,123 ordinary shares of EGP (the "**Shares**"), at the unitary liquidation value of Euro 1.780 per each share, and therefore for an aggregate amount of 29.2 million euros.

The Shares represent around 0.33% of EGP's share capital.

The mentioned total value of the Shares is therefore below the threshold of 300 million euros, set as conditions precedent to the completion of the Demerger.



The right of withdrawal and the right of sale could have been exercised within January 29<sup>th</sup> 2016, exclusively by EGP shareholders who did not concur with the approval of the Demerger passed by the extraordinary shareholders meeting of EGP, held on January 11<sup>th</sup>, 2016.

The Shares will be offered on an option and preemption right basis to the shareholders of EGP pursuant to Article 2437-*quater* of the Italian Civil Code, from February 19<sup>th</sup>, 2016 to March 21<sup>st</sup>, 2016 inclusive.

The terms and procedures of the offer on an option and preemption right basis will be outlined in the relevant notice which will be published today on the authorised storage mechanism “NIS-Storage” ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the EGP’s website at [www.enelgreenpower.com](http://www.enelgreenpower.com). On February 19<sup>th</sup>, 2016 that notice will be filed at the Companies’ Register of Rome and published in the newspapers “Il Sole 24 Ore” and “Milano Finanza”.

Enel has declared its intention to fully exercise the option right for the purchase of the Shares it is entitled to, as well as to exercise the right of pre-emption on any Shares unsold pursuant to Article 2437-*quater*, paragraph 3, of the Italian Civil Code.

The effectiveness of the right of withdrawal and the right of sale and therefore the liquidation procedure of the Shares, as well as the completion of the option and pre-emptive offer are subject to the completion of the Demerger, which is expected to occur by the end of the first quarter of 2016.

All Enel press releases are also available in smartphone and tablet versions. You can download the Enel Corporate App at Apple Store.