



PRESS RELEASE

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ENEL SHAREHOLDERS' MEETING APPROVES 2016 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF DIRECTORS, CONFIRMING PATRIZIA GRIECO AS CHAIRMAN

- *Financial statements as of December 31st, 2016 approved and overall dividend of 0.18 euros per share resolved (0.09 euros already paid as interim dividend in January 2017 and the balance of 0.09 euros to be paid in July 2017).*
- *Authorization for the acquisition and disposal of company's own shares granted.*
- *New Board of Directors appointed for 2017-2019 term and Patrizia Grieco confirmed as Chairman.*
- *2017 Long-Term Incentive Plan for the management of the Enel Group and remuneration report approved.*

Rome, May 4th, 2017 – The Ordinary Shareholders' Meeting of Enel S.p.A. ("Enel"), chaired by Patrizia Grieco, was held today in Rome.

The Shareholders' Meeting first approved Enel's financial statements as of December 31st, 2016, while the consolidated financial statements of the Enel Group referred to the same financial year were presented.

Acting on a proposal of the Board of Directors, the Shareholders' Meeting approved an overall dividend of 0.18 euros per share and the distribution of 0.09 euros per share as the balance of the dividend, of which 0.07 euros as distribution of the 2016 net income and 0.02 euros as partial distribution of the available "retained earnings" reserve, following the interim dividend of 0.09 euros per share already paid in January 2017. The balance of the dividend will be paid – before withholding tax, if any – from July 26th, 2017, with the ex-dividend date of coupon no. 26 falling on July 24th, 2017 and the record date (the date of entitlement for the dividend payment) falling on July 25th, 2017.

The Shareholders' Meeting also granted the Board of Directors authorisation for the acquisition and subsequent disposal of up to a maximum of 500 million of Enel's shares, representing about 4.92% of the share capital, for a total outlay of up to 2 billion euros. The acquisition of the company's own shares has been authorised for 18 months from today's shareholders' meeting resolution. On the other hand, no time limit has been set for the disposal of the shares purchased. The Shareholders' Meeting also defined, in accordance with the Board of Directors' proposal, purposes, terms and conditions of the acquisition and disposal of the company's own shares, also identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.



Moreover, the Shareholders' Meeting appointed the new Board of Directors, whose term will expire with the approval of the financial statements for 2019. The new Board is composed of:

- Patrizia Grieco (re-elected as Chairman) ^{(1), (3)}
- Francesco Starace ⁽¹⁾
- Alfredo Antoniozzi ^{(1), (4)}
- Alberto Bianchi ^{(1), (4)}
- Cesare Calari ^{(2), (4)}
- Paola Girdinio ^{(1), (4)}
- Alberto Pera ^{(1), (4)}
- Anna Chiara Svelto ^{(2), (4)}
- Angelo Taraborrelli ^{(2), (4)}

The slates from which the members of the new Board of Directors were drawn and their biographies are available on Enel's website (www.enel.com).

The Shareholders' Meeting furthermore confirmed a remuneration of 90,000 euros gross per year for the Chairman and 80,000 euros gross per year for each other member of the Board of Directors.

Finally, the Shareholders' Meeting approved the Long Term Incentive Plan for 2017 dedicated to the management of Enel and its subsidiaries pursuant to Article 2359 of the Italian Civil Code, and voted in favour of the section of the Remuneration Report setting out the policy adopted by the Company for the financial year 2017 regarding the remuneration of the Directors, the General Manager and the Executives with strategic responsibilities.

⁽¹⁾ Member drawn from the slate filed by the shareholder Ministry of the Economy and Finance, that obtained the most votes expressed by the share capital present or represented at the Shareholders' Meeting.

⁽²⁾ Member drawn from the slate filed by a group of mutual funds and other institutional investors, that obtained the minority of votes expressed by the share capital present or represented at the Shareholders' Meeting.

⁽³⁾ The Director declared to hold the independence requirements provided for by the Consolidated Financial Act.

⁽⁴⁾ The Director declared to hold the independence requirements provided for by both the Consolidated Financial Act and the Italian Corporate Governance Code.