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Societa' : ENEL GREEN POWER

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Informazione
Regolamentata

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Diffusione presunta

Oggetto : Enel Green Powe: Notice of Ordinary and
Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato.

NOTICE OF CALL OF ENEL GREEN POWER S.P.A. MEETING JANUARY 11th, 2016

Enel Green Power S.p.A.
Registered office in Rome, Viale Regina Margherita, no. 125
Share capital Euro 1,000,000,000.00 fully paid in
VAT number and Companies Register of Rome no. 10236451000
R.E.A. of Rome no. 1219253
Entity subjected to management and coordination by Enel S.p.A.

Notice of Ordinary and Extraordinary Shareholders' Meeting

An ordinary and extraordinary Shareholders' Meeting is convened, on single call, on January 11th, 2016, at 9:00 AM, in Rome, at Centro Congressi Enel in Viale Regina Margherita no. 125, in order to discuss and resolve upon the following

AGENDA

Ordinary session:

1. Appointment of one member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Related and consequent resolutions.

Extraordinary session:

1. Approval of the partial non-proportional demerger plan of Enel Green Power S.p.A. in favor of Enel S.p.A. pursuant to Article 2506-*bis*, paragraph 4, of the Italian Civil Code; consequent amendments to the Corporate Bylaws connected to the demerger. Related and consequent resolutions.

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Information on the share capital

As of the date of this notice, the share capital of Enel Green Power S.p.A. is equal to Euro 1,000,000,000.00 and is divided into no. 5,000,000,000 of ordinary shares with a nominal value of Euro 0.20 each.

Right to attend and vote at the Meeting

Pursuant to Article 83-*sexies* of Legislative Decree no. 58 of February 24th, 1998 (hereinafter referred to as the "Consolidated Financial Act") and Article 9 of the Corporate Bylaws, the right to attend and vote at the Meeting shall be conditional upon the receipt by the Company of a specific notice by an authorized intermediary based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders' Meeting (so called "record date", *i.e.* on December 29th, 2015). It should be noted that the communication from the intermediary certifying the ownership of the shares shall have to be done pursuant to the procedures set forth herein also by those who own shares traded on Spanish markets.

The credit or debit registrations made into the accounts after the said record date do not count for the purpose of being entitled to exercise the voting right at the Meeting.

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Representation at the Meeting

Ordinary proxy

Those who are entitled to vote at the Meeting may appoint a representative pursuant to the regulations in force, with a proxy granted in writing or through a document in an electronic format with a digital signature in accordance with Article 21, paragraph 2, of the Legislative Decree no. 82 of March 7th, 2005. To this purpose, the form of the proxy is available in the section of the Company's website (www.enelgreenpower.com) dedicated to this Meeting. The proxy may be sent to the Company by ordinary mail (addressed to Enel Green Power S.p.A. – Legal and Corporate Affairs Function – Corporate Affairs, Finance and Compliance Unit of Enel Green Power S.p.A.– Viale Regina Margherita no. 125, 3rd Tower, 5th Floor, 00198 Rome– Ref. “Proxy Vote”), or by fax at no. +39 06 8305 2700 at least two trading days before the date of the Meeting (*i.e.* within January 7th, 2016). Pursuant to Article 10.1 of the Corporate Bylaws, the proxy may also be notified to the Company electronically, up to the beginning of the Meeting, through the specific section of the Company's website dedicated to this Meeting. The representative may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original version and the identity of the delegating person.

Proxy to the representative appointed by the Company

The proxy may also be given to Computershare S.p.A., with registered office in Via Lorenzo Mascheroni no. 19, Milan, which has been appointed as representative by the Company pursuant to Article 135-*undecies* of the Consolidated Financial Act. For this purpose the specific web application prepared and managed by Computershare S.p.A. for the guided compilation may be used for filling the proxy to the appointed representative, which will be accessible through the section of the Company's website dedicated to this Meeting. The proxy form to the appointed representative is also available in printable version. Computershare S.p.A. may receive proxies only in its capacity as appointed representative by the Company. The proxy to the appointed representative shall contain voting instructions for all or certain items of the Agenda and shall be received, in original, by the said representative within the end of the second trading day prior the date of the Meeting (*i.e.* within January 7th, 2016), at the following address: Computershare S.p.A. – (Ref. “Proxy for the Meeting of Enel Green Power S.p.A.”), Via Monte Giberto no. 33, 00138 Rome. Copy of the proxy, together with a statement certifying its conformity to the original, may be anticipated to the appointed representative within the same abovementioned term, by fax to no. +39 06 45 41 74 50 or by email at egp@pecserviziotitoli.it. The proxy and the voting instructions may always be revoked within the foregoing term with the same modalities above indicated. The proxy shall be effective only for those items of the Agenda in relation to which voting instructions have been given. The shares, in relation to which a full or partial proxy has been given, are taken

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into account for the duly composition of the Meeting. For the items of the Agenda in relation to which voting instructions have not been given, the relevant shares are not taken into account for the purpose of calculating the majority and the quorum required for the approval of the resolutions.

Right to add items on the agenda and to submit new resolution proposals

Pursuant to Article 126-*bis* of the Consolidated Financial Act, the shareholders who represent, also on a jointly basis, at least 2.5% of the share capital, may request, in writing, within ten days from the publication of this notice (*i.e.* within November 28th, 2015) to add items on the agenda, indicating in the request the additional items to be discussed, or to submit resolution proposals on the items already on the agenda of the Meeting (it being understood that who is entitled to vote may in any case individually submit resolution proposals at the Meeting). The integration of the agenda is excluded with respect to the items in relation to which the Meeting resolves, pursuant to applicable laws, upon proposal of the Directors or on the basis of a project or a report prepared by the Directors, other than those indicated in Article 125-*ter*, paragraph 1, of the Consolidated Financial Act. The requests to add items on the agenda or to submit resolution proposals may be presented by those shareholders in relation to which the Company has received a specific communication, certifying the relevant right, by an authorized intermediary pursuant to the applicable laws. For further information on the right to add items on the agenda and to submit resolution proposals, and on the modalities to exercise such rights, please refer to the section of the Company's website dedicated to this Meeting.

Right to ask questions before the Meeting

Pursuant to Article 127-*ter* of the Consolidated Financial Act, those shareholders entitled to vote, and in relation to which the Company has received a specific communication by an authorized intermediary pursuant to the applicable laws, may ask questions on the items on the agenda even before the Meeting. Those who intend to exercise such right shall submit their questions to the Company within the third day prior to the date of the Meeting (*i.e.* by January 8th, 2016). Questions received before the Meeting will be answered during the Meeting at the latest.

For further information on the right to submit questions before the Meeting and on the relevant modalities of exercise, please refer to the section of the Company's website dedicated to this Meeting.

Documentation

The documentation relating to the Meeting – including, without limitation, the explanatory reports on the items on the agenda and the relevant resolution proposals, the demerger plan, the additional documentation relating to the demerger according to Articles 2501-*septies* and 2506-*ter* of the Italian Civil Code, the information document on the demerger pursuant to Article 70, paragraph 6, of the Regulation adopted by Consob with the resolution of 14 May 1999 No. 11971,

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as subsequently amended, as well as the information document on the transaction of major importance pursuant to art. 5 of Consob Regulation No. 17221 of 12 March 2010 concerning the transactions with related parties – will be made available to the public in accordance with the terms provided for under applicable laws, at the Company's registered office, in the section of the Company's website dedicated to this Meeting (www.enelgreenpower.com), and at the authorized storage mechanism denominated "NIS-storage" (www.emaketstorage.com). The shareholders and, if different, those entitled to attend the Meeting, shall have the right to obtain a copy.

Detailed information on the terms and modalities for the publication of the documentation relating to the Meeting is available in the section of the Company's website dedicated to this Meeting.

Right of Withdrawal and Right of Sale

Each shareholder of Enel Green Power S.p.A. that does not concur to the approval of the demerger plan has, alternatively: **(i)** the right of withdrawal, pursuant to Article 2437, paragraph 1, lett. a) of the Italian Civil Code (the "**Right of Withdrawal**"), of the Enel Green Power S.p.A. shares owned by the same shareholder, in whole or in part, since, as a result of the demerger, the shareholders of Enel Green Power S.p.A. shall be granted with shares of Enel S.p.A., company having a corporate purpose allowing activities significantly different from that described in the corporate purpose of Enel Green Power S.p.A.; and **(ii)** the right to sell, pursuant to Article 2506-*bis*, paragraph 4, of the Italian Civil Code, the Enel Green Power S.p.A. shares owned by the same shareholder, in whole or in part, to Enel S.p.A. (the "**Right of Sale**").

The Right of Withdrawal or the Right of Sale may be exercised within 15 days following the date of registration in the Register of Companies of Rome of the resolution of the extraordinary Shareholder's Meeting of Enel Green Power S.p.A. on the demerger; such date will be notified to the public in accordance with the terms and conditions of the law. In this regard, it should be noted that the liquidation value of each Enel Green Power S.p.A. share, in connection with which the Withdrawal Right and the Right of Sale may be exercised - calculated, pursuant to the provisions of Article 2437-*ter*, paragraph 3, of the Italian Civil Code, with reference to the arithmetic average of the closing prices of the shares recorded on the *Mercato Telematico Azionario* of *Borsa Italiana S.p.A.* in the six months preceding the date of publication of this notice of call - has been determined in Euro 1.780 for each share.

The procedure for the liquidation of the shares in connection with which the Right of Sale and the Right of Withdrawal is exercised will be carried out jointly, in accordance with Article 2437-*quater* of the Italian Civil Code. In particular, the terms of the option and the pre-emption rights, which will be granted to all the shareholders of Enel Green Power S.p.A. pursuant to the above mentioned provision, will be notified with the modalities provided under applicable law. In this regard, Enel S.p.A. announced its intention to fully exercise the option right in connection with its quota, as well as to exercise the pre-emption right on all the shares of Enel Green Power S.p.A. which will remain

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non-opted pursuant to Article 2437-*quarter*, paragraph 3, of the Italian Civil Code. The effectiveness of the Right of Sale and the Right of Withdrawal is subject to the completion of the demerger.

The effectiveness of the demerger is subject to the satisfaction of the condition precedent consisting of the circumstance that the overall liquidation value of the shares of Enel Green Power S.p.A., in relation to which the Right of Withdrawal and the Right of Sale will be validly exercised, does not exceed Euro 300,000,000. Such condition precedent may be freely waived by Enel S.p.A. within 60 calendar days following the date of registration of the last Shareholders' Meetings' resolutions approving the demerger plan at the Register of Companies of Rome, pursuant to Article 2502 of the Italian Civil Code.

Other information

In order to facilitate the verification of their right to attend the Meeting, those entitled to vote may submit the documentation evidencing such right to the Company by ordinary mail (addressed to Enel Green Power S.p.A. – Legal and Corporate Affairs Function – Corporate Affairs, Finance and Compliance Unit of Enel Green Power S.p.A.– Viale Regina Margherita no. 125, 3rd Tower, 5th Floor, 00198 Rome– Ref. "Right to attend the Meeting") or by fax at no. +39 06 8305 2700, at least two trading days before the date of the Meeting (*i.e.* within January 7th, 2016).

Experts, financial analysts, journalists and other individuals who may intend to attend the Meeting must submit their request to the Company by ordinary mail (addressed to Enel Green Power S.p.A. – Legal and Corporate Affairs Function – Corporate Affairs, Finance and Compliance Unit of Enel Green Power S.p.A.– Viale Regina Margherita no. 125, 3rd Tower, 5th Floor, 00198 Rome– Ref. "Request to attend the Meeting") or by fax at no. +39 06 8305 2700, at least two trading days before the date of the Meeting (*i.e.* within January 7th, 2016).

The attendance of this Meeting by electronic means is not allowed.

Those entitled to intervene at the Meeting are invited to arrive before the time on which the Meeting has been called, in order to facilitate the registration procedures, which will start from 7:30 AM.

For possible further information, a Meeting assistance service is available at the following numbers: telephone no. +39 06 45417413 - fax no. +39 0645417450.

For further information, please refer to the section of the website of the Company dedicated to this Meeting.

The Chairman of the Board of Directors

Alberto De Paoli

Fine Comunicato n.1190-91

Numero di Pagine: 7