



REPORT OF THE BOARD OF DIRECTORS ON THE FIFTH ITEM ON THE AGENDA

Determination of the term of the Board of Directors

Dear Shareholders,

pursuant to Article 14.2 of the Corporate Bylaws, the Company's Board of Directors shall be elected for a term not exceeding three financial years and may be reappointed at the expiration of the office. At this regard, the Board of Directors, in order to ensure a steady and consistent management of the Company, proposes to determine in three financial years the term of office of the Directors to be appointed, with expiration at the ordinary Shareholders' Meeting convened for the approval of the annual financial statements for the year 2019.

In light of the foregoing, we therefore submit to your approval the following

Agenda

The Shareholders' Meeting of Enel S.p.A.

- having examined the explanatory report of the Board of Directors;
- taking into account the provisions set forth by Article 14.2 of the Corporate Bylaws on the term of the Board of Directors,

resolves

to determine in three financial years (2017, 2018, 2019) the term of office of the Board of Directors, with expiration at the Shareholders' Meeting convened for the approval of the annual financial statements for the year 2019.