



SPAFID CONNECT

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Oggetto : Enel Holding Cile and Hydromac Energy to
be merged by incorporation into Enel S.p.A.

Testo del comunicato

Vedi allegato.



PRESS RELEASE

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

ENEL HOLDING CILE AND HYDROMAC ENERGY TO BE MERGED BY INCORPORATION INTO ENEL S.P.A.

The transaction is part of the Group's corporate structure simplification process, which is one of the key pillars of Enel's 2018-2020 Strategic Plan

Rome, July 16th, 2018 – Enel S.p.A. (“Enel” or the “Company”) announces that the plan of merger by incorporation into Enel of Enel Holding Cile S.r.l. (“Enel Holding Cile”), a company wholly owned directly by Enel, and Hydromac Energy S.r.l. (“Hydromac Energy”), a company wholly owned by Enel through Enel Holding Cile, which was approved by the relevant administrative bodies of the aforementioned companies, has been filed today with the Companies’ Register of Rome.

The transaction is part of the Group's corporate structure simplification process, which is one of the key pillars of Enel's 2018-2020 Strategic Plan. Specifically, the transaction will allow for the consolidation into Enel of the Group's 61.93% participation in Enel Chile S.A., of which 43.03% is currently held directly by Enel itself, while 18.88% is indirectly held through Hydromac Energy and 0.02% through Enel Holding Cile

As the incorporation relates to companies wholly owned by Enel, the decision on the merger will be submitted to the approval of the Company's Board of Directors under a simplified procedure, in accordance with art. 2505 of the Italian civil code and art. 20.2 of Enel's by-laws.

As the merger is subject to a simplified procedure without any share swap, Enel will not increase its share capital nor will it assign – as provided for by art. 2504-ter of the Italian civil code – its own shares to replace the equity interests held in Enel Holding Cile and Hydromac Energy. At the same time, the merger does not imply any amendment to Enel's by-laws.

The legal effects of the merger will take place, in accordance with the applicable laws, either as of the last registration of the deed of merger with the Companies’ Register or as of the later date set down in the deed of merger.

Pursuant to art. 2505, paragraph 3, of the Italian civil code, Enel's shareholders representing at least 5% of the share capital may ask, through a request addressed to the Company no later than eight days following the filing of the merger plan with the Companies’ Register of Rome (*i.e.* no later than July 24th, 2018), that the merger be approved by an extraordinary Shareholders’ Meeting of Enel. The details for presenting the aforementioned request will be indicated in a specific notice, which will be published today on Enel's website (www.enel.com) and in the authorised storage mechanism “eMarketStorage” (www.emarketstorage.com). On July 17th, 2018, the same notice will be published in the newspapers “Il Sole 24 Ore” and “Milano Finanza”.



Enel's Procedure for the management of transactions with related parties does not apply to this merger as it is a transaction between Enel and its wholly owned subsidiaries.

The documentation relating to the merger, and specifically the merger plan, the financial report of Enel as of March 31st, 2018, and the financial report of Enel Holding Cile and Hydromac Energy as of May 31st, 2018 are available to the public at Enel's registered office, on the company's website (www.enel.com) and on the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com).

Fine Comunicato n.0116-62

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