

IMPORTANT NOTICE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED BELOW) OR IN OR INTO THE UNITED STATES OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT AND THE ATTACHED EXCHANGE OFFER MEMORANDUM.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached exchange offer memorandum (the “**Exchange Offer Memorandum**”) and you are therefore required to read this disclaimer page carefully before accessing, reading or making any other use of the Exchange Offer Memorandum. By accessing, reading or making any other use of the Exchange Offer Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from ENEL Finance International N.V. (the “**Issuer**”), Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc and UniCredit Bank AG (the “**Dealer Managers**”) or Lucid Issuer Services Limited (the “**Exchange Agent**”) or otherwise as a result of such access. Capitalised terms used but not otherwise defined in this disclaimer shall have the meaning given to them in the Exchange Offer Memorandum.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE NEW NOTES (AS DEFINED IN THE EXCHANGE OFFER MEMORANDUM) HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE NEW NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT).

THE ATTACHED EXCHANGE OFFER MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE EXCHANGE OFFER MEMORANDUM MAY ONLY BE DISTRIBUTED OUTSIDE THE UNITED STATES TO PERSONS WHO ARE NOT U.S. PERSONS AND TO WHOM IT IS OTHERWISE LAWFUL TO SEND THE EXCHANGE OFFER MEMORANDUM. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Confirmation of your representation: In order to be eligible to view the attached Exchange Offer Memorandum or make an investment decision with respect to the New Notes (as defined in the Exchange Offer Memorandum), you must not be a U.S. person and must be outside the United States and otherwise able to participate lawfully in the invitations by the Issuer to holders of the Existing Notes (as defined in the Exchange Offer Memorandum) to offer to exchange their Existing Notes for a combination of (a) New Notes and (b) any applicable Cash Consideration (each as defined in the Exchange Offer Memorandum) on the terms and subject to the conditions set out in the Exchange Offer Memorandum, including the Offer and Distribution Restrictions set out on pages 13 to 15. The Exchange Offer Memorandum was sent at your

request and by accessing the Exchange Offer Memorandum you shall be deemed to have represented to the Issuer, the Dealer Managers and the Exchange Agent that:

- (i) you are a holder or a beneficial owner of the Existing Notes;
- (ii) the electronic mail address that you have given to us and to which the Exchange Offer Memorandum has been delivered is not located in the United States;
- (iii) you are not, and you are not acting, either directly or indirectly, for the account or benefit of, a U.S. Person (as defined in Regulation S under the Securities Act) or any person located in the United States;
- (iv) you are a person to whom it is lawful to send the attached Exchange Offer Memorandum or to make an invitation pursuant to the Exchange Offer (as defined in the Exchange Offer Memorandum) under all applicable laws, including the Offer and Distribution Restrictions; and
- (v) you consent to delivery of the Exchange Offer Memorandum to you by electronic transmission.

The attached Exchange Offer Memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Issuer, the Dealer Managers, the Exchange Agent, or any person who controls, or any director, officer, employee, agent or affiliate of, any such person accepts any liability or responsibility whatsoever in respect of any difference between the Exchange Offer Memorandum distributed to you in electronic format and the hard copy version available to you on request from the Exchange Agent, the contact details for which appear on the last page of the Exchange Offer Memorandum.

You are otherwise reminded that the Exchange Offer Memorandum has been sent to you on the basis that you are a person into whose possession the Exchange Offer Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and/or resident and you may not, nor are you authorised to, deliver the Exchange Offer Memorandum to any other person. Any materials relating to the Exchange Offer do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. If a jurisdiction requires that the Exchange Offer be made by a licensed broker or dealer and the Dealer Managers or any of their affiliates is such a licensed broker or dealer in that jurisdiction, the Exchange Offer shall be deemed to be made by the Dealer Managers or such affiliates, as the case may be, on behalf of the Issuer in such jurisdiction.

The Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 (“**FSMA**”) does not apply. Accordingly, such documents or materials and the attached Exchange Offer Memorandum are not being distributed to, and must not be passed on to, persons in the United Kingdom save in circumstances where section 21(1) of the FSMA does not apply. The communication of documents or materials relating to the Exchange Offer and the attached Exchange Offer Memorandum is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”)) or within Article 43(2) of the Order, or to other persons to whom it may otherwise be lawfully communicated by virtue of an exemption to section 21(1) of the FSMA or otherwise in circumstances where it does not apply (such persons together being “**Relevant Persons**”). The Exchange Offer Memorandum is only available to Relevant Persons and the transactions contemplated herein will be available only to, or engaged in only with, Relevant Persons, and must not be relied or acted upon by persons other than Relevant Persons.

Restrictions: Nothing in this electronic transmission constitutes an offer to buy or the solicitation of an offer to sell securities in the United States or any other jurisdiction in which such offer or solicitation would be unlawful. The distribution of the Exchange Offer Memorandum in certain jurisdictions may be restricted by

law (see the section headed “*Offer and Distribution Restrictions*” in the attached Exchange Offer Memorandum). Persons into whose possession the Exchange Offer Memorandum comes are required by the Issuer, the Dealer Managers and the Exchange Agent to inform themselves about, and to observe, any such restrictions. No action has been taken or will be taken in any jurisdiction in relation to the Exchange Offer that would permit a public offering of securities.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED BELOW) OR IN OR INTO THE UNITED STATES OR TO ANY PERSON LOCATED OR RESIDENT IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT.

**EXCHANGE OFFER MEMORANDUM DATED 18 MAY 2016
THIS DOCUMENT IS IMPORTANT AND REQUIRES IMMEDIATE ATTENTION**

This Exchange Offer Memorandum contains important information which should be read carefully before any decision is made with respect to the Exchange Offer. If any Noteholder is in any doubt as to the contents of this document or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to offer Existing Notes for exchange pursuant to the Exchange Offer. None of Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc or UniCredit Bank AG (together, the “Dealer Managers”), Lucid Issuer Services Limited (the “Exchange Agent”) or the Issuer makes any recommendation as to whether holders of Existing Notes should offer Existing Notes for exchange pursuant to the Exchange Offer.

Invitations by

**ENEL FINANCE INTERNATIONAL N.V.
(the “Issuer”)**

to holders of its outstanding Existing Notes (as defined below):

Notes	ISIN	Aggregate Nominal Amount Outstanding	Maturity Date	Benchmark	Exchange Spread	Exchange Yield	Cash Consideration
€1,000,000,000 4.125 per cent. Notes due 12 July 2017 (the “July 2017 Notes”)	XS0647288140	€97,231,000	12 July 2017	N/A	N/A	0% ¹	€30 per €1,000 aggregate nominal amount of July 2017 Notes validly offered and accepted for exchange
€1,000,000,000 3.625 per cent. Notes due 17 April 2018 (the “April 2018 Notes”)	XS0842659343	€67,093,000	17 April 2018	N/A	N/A	0% ²	€250 per €1,000 aggregate nominal amount of April 2018 Notes validly offered and accepted for exchange
€1,000,000,000 5.750 per cent. Notes due 24 October 2018 (the “October 2018 Notes”)	XS0695401801	€600,971,000	24 October 2018	N/A]	N/A	0% ³	€30 per €1,000 aggregate nominal amount of October 2018 Notes validly offered and accepted

¹ For information purposes only, the Exchange Price in respect of the July 2017 Notes will be 104.587% if the Settlement Date is 1 June 2016. Should the Settlement Date be postponed, the Exchange Price in respect of the July 2017 Notes will be recalculated and will be announced, for information purposes only, as soon as reasonably practicable after the Pricing Time on the Pricing Date.

² For information purposes only, the Exchange Price in respect of the April 2018 Notes will be 106.803% if the Settlement Date is 1 June 2016. Should the Settlement Date be postponed, the Exchange Price in respect of the April 2018 Notes will be recalculated and will be announced, for information purposes only, as soon as reasonably practicable after the Pricing Time on the Pricing Date.

³ For information purposes only, the Exchange Price in respect of the October 2018 Notes will be 113.778% if the Settlement Date is 1 June 2016. Should the Settlement Date be postponed, the Exchange Price in respect of the October 2018 Notes will be recalculated and will be announced, for information purposes only, as soon as reasonably practicable after the Pricing Time on the Pricing Date.

Notes	ISIN	Aggregate Nominal Amount Outstanding	Maturity Date	Benchmark	Exchange Spread	Exchange Yield	Cash Consideration
€1,000,000,000 4.875 per cent. Notes due 11 March 2020 (the “ March 2020 Notes ”)	XS0827692269	€603,635,000	11 March 2020	N/A	N/A	0% ⁴	for exchange €200 per €1,000 aggregate nominal amount of March 2020 Notes validly offered and accepted for exchange
€50,000,000 5.000 per cent. Notes due 12 July 2021 (the “ July 2021 Notes ”)	XS0647298883	€563,096,000	12 July 2021	Interpolated Mid-Swap Rate	15bps	The sum of the July 2021 Notes Exchange Spread and the July 2021 Notes Interpolated Mid-Swap Rate	€50 per €1,000 aggregate nominal amount of July 2021 Notes validly offered and accepted for exchange
€2,500,000,000 5.000 per cent. Notes due 14 September 2022 (the “ September 2022 Notes ”)	XS0452187916	€2,500,000,000	14 September 2022	Interpolated Mid-Swap Rate	30bps	The sum of the September 2022 Notes Exchange Spread and the September 2022 Notes Interpolated Mid-Swap Rate	€0 per €1,000 aggregate nominal amount of September 2022 Notes validly offered and accepted for exchange
€1,000,000,000 4.875 per cent. Notes due 17 April 2023 (the “ April 2023 Notes ”)	XS0842659426	€1,000,000,000	17 April 2023	Interpolated Mid-Swap Rate	30bps	The sum of the April 2023 Notes Exchange Spread and the April 2023 Notes Interpolated Mid-Swap Rate	€0 per €1,000 aggregate nominal amount of April 2023 Notes validly offered and accepted for exchange

(the July 2017 Notes, April 2018 Notes, October 2018 Notes, March 2020 Notes, July 2021 Notes, the September 2022 Notes and the April 2023 Notes, each an “**Existing Series**” and together, the “**Existing Notes**”) to offer and exchange up to the relevant Acceptance Amount of such Existing Notes for a combination of (i) euro denominated senior fixed rate notes to be issued by the Issuer and guaranteed by ENEL – Società per Azioni (“**ENEL**”) pursuant to the €35,000,000,000 Global Medium Term Note Programme of the Issuer and ENEL (the “**New Notes**”) and (ii) any applicable cash consideration amount (the “**Cash Consideration**”, and, together with the New Notes the “**Exchange Offer Consideration**”) as further described herein, subject to the section headed “*Offer and Distribution Restrictions*” and on the terms and subject to the conditions set out in this Exchange Offer Memorandum (the “**Exchange Offer**”), together with any Accrued Interest (as defined below), for such Existing Notes, on the terms and subject to the conditions set out in this Exchange Offer Memorandum.

The Issuer will announce an indicative Acceptance Amount for each Existing Series as soon as reasonably practicable on the Business Day immediately following the Expiration Deadline (as defined below). For the avoidance of doubt, the Issuer retains the right (in its sole and absolute discretion) to accept different aggregate nominal amounts of each Existing Series.

The Exchange Offer is being made upon the terms and subject to the conditions contained in this Exchange Offer Memorandum. The amount of the New Notes offered in exchange for each €1,000 in outstanding principal amount of the Existing Notes validly offered for exchange and accepted for exchange will be determined based on the application of the relevant exchange ratio (rounded to 6 decimal places, with 0.0000005 rounded upwards) resulting from the division of (i) the relevant Exchange Price minus any applicable Cash Consideration (expressed as a percentage of the nominal amount of such Existing Notes) by (ii) the New Notes Price (the “**Exchange Ratio**”) to such Existing Notes.

⁴ For information purposes only, the Exchange Price in respect of the March 2020 Notes will be 118.405% if the Settlement Date is 1 June 2016. Should the Settlement Date be postponed, the Exchange Price in respect of the March 2020 Notes will be recalculated and will be announced, for information purposes only, as soon as reasonably practicable after the Pricing Time on the Pricing Date.

In respect of each of:

- the July 2021 Notes, the September 2022 Notes and the April 2023 Notes, the relevant Exchange Price (being the “**July 2021 Notes Exchange Price**”, the “**September 2022 Notes Exchange Price**” and the “**April 2023 Notes Exchange Price**”, respectively) will be calculated by reference to the sum (being the “**July 2021 Notes Exchange Yield**”, the “**September 2022 Notes Exchange Yield**” and the “**April 2023 Notes Exchange Yield**”, respectively) of (a) the relevant Exchange Spread (as specified in the table set out in the section of this Exchange Offer Memorandum entitled “*Exchange Offer - Exchange Ratio and Cash Rounding Amount*”) and (b) the relevant Interpolated Mid-Swap Rate (as defined herein) for each of the July 2021 Notes, the September 2022 Notes and the April 2023 Notes (rounded to 3 decimal places, with 0.0005 rounded upwards); and
- the July 2017 Notes, the April 2018 Notes, the October 2018 Notes and the March 2020 Notes, the relevant Exchange Price (being the “**July 2017 Notes Exchange Price**”, the “**April 2018 Notes Exchange Price**”, the “**October 2018 Notes Exchange Price**” and the “**March 2020 Notes Exchange Price**”) will be calculated by reference to a yield of 0 per cent. (the “**July 2017 Notes Exchange Yield**”, the “**April 2018 Notes Exchange Yield**”, the “**October 2018 Notes Exchange Yield**” and the “**March 2020 Notes Exchange Yield**”, respectively). Each of the July 2017 Notes Exchange Price, the April 2018 Notes Exchange Price, the October 2018 Notes Exchange Price and the March 2020 Notes Exchange Price will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the July 2017 Notes, the April 2018 Notes, the October 2018 Notes and the March 2020 Notes, respectively, and is intended to reflect a yield to maturity of the July 2017 Notes, the April 2018 Notes, the October 2018 Notes and the March 2020 Notes, respectively on the Settlement Date based on the July 2017 Notes Exchange Yield, the April 2018 Notes Exchange Yield, the October 2018 Notes Exchange Yield and the March 2020 Notes Exchange Yield respectively. Specifically:
 - o the July 2017 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the July 2017 Notes up to and including the scheduled maturity date of the July 2017 Notes, minus (b) the relevant Accrued Interest;
 - o the April 2018 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the April 2018 Notes up to and including the scheduled maturity date of the April 2018 Notes, minus (b) the relevant Accrued Interest;
 - o the October 2018 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the October 2018 Notes up to and including the scheduled maturity date of the October 2018 Notes, minus (b) the relevant Accrued Interest; and
 - o the March 2020 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the March 2020 Notes up to and including the scheduled maturity date of the March 2020 Notes, minus (b) the relevant Accrued Interest.

References in this Exchange Offer Memorandum to the “**Exchange Price**” shall mean each of the July 2017 Notes Exchange Price, the April 2018 Notes Exchange Price, the October 2018 Notes Exchange Price, the March 2020 Notes Exchange Price, the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price and the April 2023 Notes Exchange Price and references to the “**Exchange Yield**” shall mean each of the July 2017 Notes Exchange Yield, the April 2018 Notes Exchange Yield, the October 2018 Notes Exchange Yield, the March 2020 Notes Exchange Yield, the July 2021 Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield.

An amount equal to accrued and unpaid interest on the Existing Notes up to (but excluding) the Settlement Date and a Cash Rounding Amount (if applicable) will be paid in cash on the Settlement Date.

The New Notes Price and New Notes Coupon will be calculated in the manner described in this Exchange Offer Memorandum by reference to the sum (the “**New Notes Yield**”) of the New Notes Spread and Reference Rate (if applicable, adjusted for coupon frequency in accordance with market convention). The New Notes Spread will be announced as soon as reasonably practicable on the Pricing Date (as defined herein).

The Minimum New Notes Spread and the New Notes Maturity will be announced by the Issuer no later than 10.00 CET on 23 May 2016. The New Notes Spread will be no lower than the Minimum New Notes Spread. The New Notes Maturity is expected to be 10 years from the date of issuance of the New Notes.

If the Issuer decides to accept valid offers of Existing Notes for exchange pursuant to the Exchange Offer (subject to pro-ration in respect of any Existing Series, in the event that the relevant Acceptance Amount is exceeded), pricing of the New Notes is expected to occur on the Business Day following the Expiration Deadline (as defined below), which is currently expected to be on 25 May 2016 (subject to the right of the Issuer, at its sole and absolute discretion, to extend such date), at or around the Pricing Time (as defined herein). At the Pricing Time, the Dealer Managers will determine (i) the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price, the April 2023 Notes Exchange Price, the July 2021 Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield, the Exchange Ratio for each Existing Series, the July 2021 Notes Interpolated Mid-Swap Rate, the September 2022 Notes Interpolated Mid-Swap Rate and the April 2023 Notes Interpolated Mid-Swap Rate; (ii) the Reference Rate, the New Notes Spread, the New Notes Yield, the New Notes Price and the New Notes Coupon (each as defined herein); (iii) the aggregate Cash Consideration for each Existing Series (if any); (iv) the Acceptance Amount (as defined herein) for each Existing Series (and applicable Pro-Ration Factor(s) (if any)); (v) Accrued Interest (as defined herein) in respect of the Existing Notes; and (vi) the aggregate nominal amount of New Notes to be issued.

The Issuer will announce the Acceptance Amount for each Existing Series and whether it will accept valid offers of Existing Notes for exchange pursuant to the Exchange Offer (subject to pro-ration in respect of any Existing Series, in the event that the relevant Acceptance Amount is exceeded) and, if so accepted, (i) the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price, the April 2023 Notes Exchange Price, the July 2021 Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield, the Exchange Ratio for each Existing Series, the July 2021 Notes Interpolated Mid-Swap Rate, the September 2022 Notes Interpolated Mid-Swap Rate and the April 2023 Notes Interpolated Mid-Swap Rate; (ii) the Reference Rate, the New Notes Spread, the New Notes Yield, the New Notes Price and the New Notes Coupon (each as defined herein); (iii) the aggregate Cash Consideration for each Existing Series (if any); (iv) the Acceptance Amount (as defined herein) for each Existing Series (and applicable Pro-Ration Factor(s) (if any)); (v) Accrued Interest (as defined herein) in respect of the Existing Notes; and (vi) the aggregate nominal amount of New Notes to be issued, as soon as reasonably practicable after the Pricing Time on the Pricing Date.

THE EXCHANGE OFFER COMMENCES ON 18 MAY 2016 AND WILL EXPIRE AT 17:00 CET ON 25 MAY 2016 (THE “EXPIRATION DEADLINE”), UNLESS EXTENDED, RE- OPENED, WITHDRAWN OR TERMINATED AT THE SOLE AND ABSOLUTE DISCRETION OF THE ISSUER. EXCHANGE INSTRUCTIONS, ONCE SUBMITTED, MAY NOT BE WITHDRAWN EXCEPT IN THE LIMITED CIRCUMSTANCES OUTLINED IN THIS EXCHANGE OFFER MEMORANDUM UNDER THE HEADING “PROCEDURES FOR PARTICIPATING IN THE EXCHANGE OFFER - REVOCATION OF EXCHANGE INSTRUCTIONS”.

Noteholders wishing to offer to exchange their Existing Notes pursuant to the Exchange Offer should do so in accordance with the procedures described herein under the heading “*Procedures for Participating in the Exchange Offer*”. In particular, Noteholders must validly offer for exchange a sufficient amount of the

relevant Existing Series (the “**Minimum Offer Amount**”) to be eligible to receive (after the application of the applicable Pro-Ration Factor, if any, and the relevant Exchange Ratio) pursuant to the Exchange Offer, in respect of such relevant Existing Series, a nominal amount of the New Notes of at least the minimum denomination of €100,000. In order to participate in, and be eligible to receive the Exchange Offer Consideration, Noteholders must validly offer their Existing Notes for exchange by delivering, or arranging to have delivered on their behalf, a valid Exchange Instruction that is received by the Exchange Agent by (and not validly revoked prior to) the Expiration Deadline.

Subject to applicable law and as provided in this Exchange Offer Memorandum, the Issuer may, at its sole and absolute discretion, extend, re-open, amend, waive any condition of or terminate the Exchange Offer at any time. Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in this Exchange Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

Exchange Instructions submitted pursuant to the Exchange Offer and received by the Exchange Agent will be revocable until 15:00 CET on 25 May 2016 (the “**Exchange Offer Revocation Deadline**”) and will be irrevocable thereafter except in the limited circumstances described in this Exchange Offer Memorandum under the heading “*Procedures for Participating in the Exchange Offer – Revocation of Exchange Instructions*”.

Custodians, Direct Participants and Clearing Systems will have deadlines for receiving instructions prior to the Expiration Deadline and you should contact the Intermediary through which you hold your Existing Notes as soon as possible to ensure proper and timely delivery of instructions.

Dealer Managers

Barclays	BNP PARIBAS
ING	J.P. Morgan
Mediobanca	MUFG
Société Générale	The Royal Bank of Scotland
Corporate & Investment Banking	
UniCredit Bank	

*This Exchange Offer Memorandum does not constitute an invitation to participate in the Exchange Offer in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The Exchange Offer is subject to offer and distribution restrictions in, amongst other countries, the United States of America, the United Kingdom, Belgium, France, The Netherlands and the Republic of Italy. The distribution of this Exchange Offer Memorandum in those jurisdictions is restricted by the laws of such jurisdictions. No action has been or will be taken in any jurisdiction in relation to the Exchange Offer that would permit a public offering of securities. See “Offer and Distribution Restrictions”. The Exchange Offer is not being made within, and this Exchange Offer Memorandum is not for distribution in or into, the United States of America or to any U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the “**Securities Act**”)). This Exchange Offer Memorandum is not an offer of securities for sale in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the*

United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons.

*Any questions or requests for assistance in connection with this Exchange Offer Memorandum may be directed to Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc and UniCredit Bank AG (the “**Dealer Managers**”) at the telephone number or e-mail address provided on the back cover of this Exchange Offer Memorandum. Any questions or requests for assistance in connection with the delivery of Exchange Instructions or requests for additional copies of this Exchange Offer Memorandum or related documents, which may be obtained free of charge, may be directed to Lucid Issuer Services Limited (the “**Exchange Agent**”) at the telephone number or e-mail address provided on the back cover of this Exchange Offer Memorandum. The Exchange Offer Memorandum is also available at the offices of the Issuer.*

This Exchange Offer Memorandum is not a prospectus for the purpose of the Prospectus Directive and has not been approved, filed with or reviewed by any commission or regulatory authority, whether domestic or foreign (including the U.S.), nor has any such entity issued any report regarding the accuracy or adequacy of this Exchange Offer Memorandum. A prospectus is not required to be published in connection with the Exchange Offer pursuant to the Prospectus Directive.

Before making a decision with respect to the Exchange Offer, Noteholders should carefully consider all of the information in this Exchange Offer Memorandum and, in particular, the risk factors described in the section entitled “*Risk Factors and Other Considerations*” and in the New Notes Preliminary Drawdown Prospectus including, without limitation, the New Notes Preliminary Drawdown Prospectus Risk Factors (as defined below) and they should seek advice from any tax, accounting, financial and legal advisers they deem necessary.

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EXCHANGE OFFER

Overview

The Issuer is inviting holders of the Existing Notes (the “**Noteholders**”) (subject to the offer restrictions referred to in “*Offer and Distribution Restrictions*”) to Offer to Exchange their Existing Notes for a combination of New Notes and any applicable Cash Consideration pursuant to the Exchange Offer. Subject as set out below, holders of Existing Notes which have been the subject matter of valid Exchange Instructions (as defined below) and accepted for exchange pursuant to the Exchange Offer will receive, on the Settlement Date, subject to the Minimum Offer Amount, a combination of (i) the New Notes (calculated as the product of the Exchange Ratio and the Existing Notes validly offered for exchange and accepted for exchange), subject to any scaling (as set out in “*Acceptance Amount and Pro-Ration of Existing Notes*”) and (ii) any applicable Cash Consideration.

Noteholders wishing to participate in the Exchange Offer on the terms and subject to the conditions set out in this Exchange Offer Memorandum, may, in respect of an aggregate nominal amount of Existing Notes, Offer to Exchange those Existing Notes for a combination of (i) an amount of the New Notes (calculated as a result of (a) the product of the Exchange Ratio to the Existing Notes validly offered for exchange and accepted for exchange minus (b) any applicable Cash Consideration) subject to any scaling (as set out in “*Acceptance Amount and Pro-Ration of Existing Notes*”) and (ii) any applicable Cash Consideration.

The Exchange Offer begins on 18 May 2016 and will expire at the Expiration Deadline, unless the period for the Exchange Offer is extended, re-opened or terminated, in each case, as provided in this Exchange Offer Memorandum.

Noteholders who have validly offered to exchange their Existing Notes by the Expiration Deadline will, if their Offers to Exchange are accepted pursuant to the Exchange Offer, and subject to the Minimum Offer Amount, receive a combination of (a) New Notes in a principal amount (rounded down to the nearest €1,000) equal to the aggregate principal amount of such Existing Notes accepted for exchange (subject to pro-ration of each Existing Series validly offered for exchange, if the aggregate principal amount of each Existing Series tendered for exchange is greater than the relevant Acceptance Amount) multiplied by the relevant Exchange Ratio to such Existing Notes, plus any applicable Accrued Payment and any Cash Rounding Amount and (b) any applicable Cash Consideration.

Capitalised terms used in this Exchange Offer Memorandum have the meaning given in “*Definitions*” and any other definitions of such terms are for ease of reference only and shall not affect their interpretation.

Rationale for the Exchange Offer

The Exchange Offer is being made as part of the Issuer’s and ENEL’s liabilities management programme to optimise debt maturities and cost of debt.

Pricing of the New Notes

The New Notes Price and the New Notes Coupon will be calculated in accordance with market convention by reference to the New Notes Yield. The Reference Rate will be determined by the Dealer Managers at the Pricing Time on the Pricing Date. The New Notes Spread will be added to the Reference Rate to determine the New Notes Yield, which is intended to reflect the yield to maturity of the New Notes on the Settlement Date, from which the New Notes Price and the New Notes Coupon will be calculated in accordance with market convention save that the New Notes Spread will be equal to or higher than the Minimum New Notes Spread.

The New Notes Price shall be the price (expressed as a percentage, rounded to 3 decimal places, with 0.0005 rounded upwards) at which the New Notes will be issued, as specified in the Issue Terms.

The New Notes Price and the New Notes Coupon will be announced as soon as reasonably practicable after the Pricing Time on the Pricing Date.

Exchange Ratio and Cash Rounding Amount

Existing Notes accepted by the Issuer for exchange will receive, on the Settlement Date, an aggregate nominal amount of the New Notes (rounded down to the nearest €1,000) equal to the product of (i) the aggregate nominal amount of the Existing Notes validly offered for exchange and accepted for exchange and (ii) the Exchange Ratio for such Existing Notes.

The Exchange Ratio applicable to each Existing Series will be calculated by dividing (i) the Exchange Price of such Existing Series minus any applicable Cash Consideration (expressed as a percentage of the nominal amount of such Existing Series) by (ii) the New Notes Price and will be rounded to six decimal places.

The Exchange Price in respect of each of the July 2017 Notes, the April 2018 Notes, the October 2018 Notes and the March 2020 Notes will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the July 2017 Notes, the April 2018 Notes, the October 2018 Notes and the March 2020 Notes, respectively, and is intended to reflect a yield to maturity of the July 2017 Notes, the April 2018 Notes, the October 2018 Notes and the March 2020 Notes, respectively on the Settlement Date based on the July 2017 Notes Exchange Yield, the April 2018 Notes Exchange Yield, the October 2018 Notes Exchange Yield and the March 2020 Notes Exchange Yield respectively. Specifically:

- the July 2017 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the July 2017 Notes up to and including the scheduled maturity date of the July 2017 Notes, minus (b) the relevant Accrued Interest;
- the April 2018 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the April 2018 Notes up to and including the scheduled maturity date of the April 2018 Notes, minus (b) the relevant Accrued Interest;
- the October 2018 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the October 2018 Notes up to and including the scheduled maturity date of the October 2018 Notes, minus (b) the relevant Accrued Interest; and
- the March 2020 Notes Exchange Price will equal (a) the value of all remaining payments of principal and interest on the March 2020 Notes up to and including the scheduled maturity date of the March 2020 Notes, minus (b) the relevant Accrued Interest.

The Exchange Price in respect of each of the July 2021 Notes, the September 2022 Notes and the April 2023 Notes will be calculated by reference to the sum of (a) the relevant Exchange Spread (as specified in the table below) and (b) the relevant Interpolated Mid-Swap Rate (as defined below) for each of the July 2021 Notes, the September 2022 Notes and the April 2023 Notes.

Notes	Exchange Spread
July 2021 Notes	15 bps
September 2022 Notes	30 bps
April 2023 Notes	30 bps

The Exchange Ratio for the Existing Notes will be announced as soon as reasonably practicable after the Pricing Time on the Pricing Date.

If, as a result of the application of the relevant Exchange Ratio, a Noteholder would be entitled to receive an aggregate principal amount of New Notes that is not an integral multiple of €1,000, the Issuer will pay, or procure that there is paid, in cash to that Noteholder on the Settlement Date the Cash Rounding Amount, which is the amount equal to (i) the fractional portion of such aggregate principal amount that is not such an integral multiple, multiplied by (ii) the New Notes Price (rounded to the nearest €0.01, with half a cent being rounded upwards).

Accrued Interest

On the Settlement Date, the Issuer will pay or procure that there is paid to all Noteholders who have validly offered to exchange their Existing Notes pursuant to the Exchange Offer and which Existing Notes are accepted for exchange, an amount in cash equal to interest accrued and unpaid on such Existing Notes from (and including) the immediately preceding interest payment date up to (but excluding) the Settlement Date.

Provided that the New Notes and the relevant funds have been deposited with the Clearing Systems on or before the Settlement Date, no additional interest or other amount will be payable for the period of any delay in respect of the receipt by the holder of the New Notes, any Cash Consideration Amount, any Accrued Payment and any Cash Rounding Amount (if applicable).

Acceptance Amount and Pro-Ration of Existing Notes

The Acceptance Amount will be determined by the Issuer in its sole and absolute discretion shortly following the Expiration Deadline by reference to the aggregate nominal amount of Existing Notes of each Existing Series accepted for exchange by the Issuer pursuant to the Exchange Offer and the net proceeds of the New Notes and any applicable Cash Consideration, and will be announced as soon as reasonably practicable after the Pricing Time on the Pricing Date.

Where, due to the Acceptance Amount in respect of any Existing Series being exceeded, offers to exchange in respect of such Existing Series are to be accepted by the Issuer on a pro-rata basis, for the purposes of such acceptance each such offer for exchange will be scaled by a factor (each, a “**Pro-Ration Factor**”) equal to (i) the Acceptance Amount for the relevant Existing Series, divided by (ii) the aggregate principal amount of all of the Notes of the relevant Existing Series that have been validly offered for exchange (subject to adjustment to allow for the aggregate principal amount of such Existing Series accepted to equal as closely as possible the Acceptance Amount in respect of the relevant Existing Series). Each such Offer to Exchange will be rounded down to the nearest €1,000 after application of the Pro-Ration Factor.

In the event of such scaling of offers to exchange Existing Notes for Exchange Offer Consideration, the Issuer will only accept such offers to exchange such Existing Notes subject to scaling to the extent such scaling would not result in the relevant Noteholder Offering to Exchange less than the Minimum Offer Amount.

Minimum Offer Amount

The New Notes will be issued in the denominations of €100,000 and integral multiples of €1,000 in excess thereof. Accordingly, in order to be eligible to receive a combination of the New Notes and any applicable Cash Consideration pursuant to the Exchange Offer, Noteholders must validly Offer to Exchange an aggregate principal amount of the relevant Existing Series at least equal to the Minimum Offer Amount such that after the application of the relevant Exchange Ratio, a Noteholder will be eligible to receive at least €100,000 in principal amount of New Notes (also after application of the Pro-Ration Factor, if applicable).

A Noteholder, in respect of any Existing Series, having a nominal amount less than the Minimum Offer Amount may acquire such further Existing Notes of such Existing Series as is necessary to enable that Noteholder to be able to offer for exchange the Minimum Offer Amount pursuant to the Exchange Offer.

In addition, in order to be valid, Exchange Instructions need to be submitted in the Minimum Specified Denominations and multiples of the Existing Notes, being:

Notes	ISIN	Minimum Specified Denominations	Multiples
July 2017 Notes	XS0647288140	€100,000	€1,000
April 2018 Notes	XS0842659343	€100,000	€1,000
October 2018 Notes	XS0695401801	€100,000	€1,000

Notes	ISIN	Minimum Specified Denominations	Multiples
March 2020 Notes	XS0827692269	€100,000	€1,000
July 2021 Notes	XS0647298883	€100,000	€1,000
September 2022 Notes	XS0452187916	€50,000	€1,000
April 2023 Notes	XS0842659426	€100,000	€1,000

Acceptance of Offers to Exchange

The Issuer intends to announce, *inter alia*, whether Offers for Exchange are accepted for exchange pursuant to the Exchange Offer as soon as reasonably practicable after the Pricing Time on the Pricing Date.

Noteholders whose Existing Notes Offered for Exchange are not accepted, or who do not participate in the Exchange Offer, will not be eligible to receive the Exchange Offer Consideration in exchange for such Existing Notes (and any other related payment) and shall continue to hold such Existing Notes subject to their terms and conditions.

The Issuer will have the absolute discretion at any time to accept for exchange any Existing Notes Offered for Exchange, in respect of which the Offers to Exchange which would otherwise be invalid or, in the sole opinion of the Issuer may otherwise be invalid.

The Issuer may reject any Offer to Exchange it considers at its sole and absolute discretion not to have been validly offered in the Exchange Offer and the Issuer is not under any obligation to any relevant Noteholder to furnish any reason or justification for refusing to accept such offers. For example, Exchange Instructions may be rejected and not accepted and may be treated as not having been validly offered in the Exchange Offer if any such offer does not comply with the requirements of a particular jurisdiction.

Any Existing Notes that are not successfully Offered to Exchange pursuant to the Exchange Offer will remain outstanding.

Settlement

On the Settlement Date, subject to the satisfaction or waiver of the conditions to the Exchange Offer, the Issuer will procure that the Exchange Offer Consideration will be delivered to the Noteholders of Existing Notes in respect of Existing Notes of such Noteholders validly Offered for Exchange and accepted for exchange pursuant to the Exchange Offer, subject to the satisfaction of the Minimum Offer Amount. In addition, on the Settlement Date, the Issuer will pay, or procure that there is paid, to Noteholders in respect of the Existing Notes of such Noteholders validly Offered for Exchange and accepted for exchange pursuant to the Exchange Offer a cash amount equal to: (i) the Accrued Payment; and (ii) any Cash Rounding Amount, if applicable.

The New Notes will be delivered and cash payments made to the Clearing System accounts in which the relevant Existing Notes are held. The delivery of such New Notes and payment of such aggregate amounts to the Clearing Systems will discharge in full the obligation of the Issuer to all the relevant Noteholders in respect of the delivery of the New Notes or, as the case may be, the payment of any Accrued Payments, Cash Rounding Amounts and Cash Consideration Amounts (as applicable).

New Notes

The New Notes will be euro denominated senior fixed rate notes to be issued by the Issuer and guaranteed by ENEL pursuant to the Programme. They will be issued in the denominations of €100,000 and integral multiples of €1,000 in excess thereof. Application will be made for the New Notes to be admitted to listing on the official list of the Irish Stock Exchange and to trading on its regulated market.

Target New Notes Size

The Target New Notes Size is expected to be benchmark size, determined by the Issuer in its sole and absolute discretion, being the result of New Notes issued pursuant to the Exchange Offer.

General Conditions of the Exchange Offer

The Issuer expressly reserves the right, in its sole and absolute discretion, to delay acceptance of Offers to Exchange in the Exchange Offer in order to comply with applicable laws. In all cases, Offers to Exchange pursuant to the Exchange Offer will only be made after the submission of a valid Exchange Instruction in accordance with the procedures described in “*Procedures for Participating in the Exchange Offer*” including the blocking of the Existing Notes offered for exchange in the relevant accounts at the relevant Clearing System until the earlier of (i) the time of settlement on the Settlement Date and (ii) the date of any termination of the Exchange Offer (including where such Existing Notes are not accepted for exchange pursuant to the Exchange Offer) or on which the Exchange Instruction is revoked, in the limited circumstances described in, and only in accordance with the procedures set out in “*Procedures for Participating in the Exchange Offer – Revocation of Exchange Instructions*”.

The failure of any person to receive a copy of this Exchange Offer Memorandum or any announcement made or notice issued by the Issuer in connection with the Exchange Offer, shall not invalidate any aspect of the Exchange Offer. No acknowledgement of receipt of any Exchange Instructions and/or other documents will be given by the Issuer or the Exchange Agent.

Announcements

Announcements in connection with the Exchange Offer will be made by publication on the website of the Irish Stock Exchange and as required by the rules of any stock exchange on which any Existing Notes may be listed and/or admitted to trading. Such announcements may also be made by (i) the issue of a press release to a Notifying News Service, (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants and (iii) publication on the relevant Reuters International Insider Screen. Copies of all announcements, notices and press releases can also be obtained from the Exchange Agent, the contact details for whom are on the last page of this Exchange Offer Memorandum. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Exchange Agent for the relevant announcements during the course of the Exchange Offer. In addition, Noteholders may contact the Dealer Managers for information using the contact details on the last page of this Exchange Offer Memorandum.

Governing Law

The Exchange Offer, any Offer to Exchange Notes pursuant to the Exchange Offer and any non-contractual obligation arising in respect thereof shall be governed by and construed in accordance with English law (see also “*Procedures for Participating in the Exchange Offer – Governing Law*”).

OFFER AND DISTRIBUTION RESTRICTIONS

This Exchange Offer Memorandum does not constitute an invitation to participate in the Exchange Offer in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this Exchange Offer Memorandum comes are required by each of the Issuer, the Dealer Managers and the Exchange Agent to inform themselves about and to observe any such restrictions.

*No action has been or will be taken in any jurisdiction by the Issuer, the Dealer Managers or the Exchange Agent in relation to the Exchange Offer that would permit a public offering of securities. This Exchange Offer Memorandum has been prepared on the basis that the Exchange Offer in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for any offer of securities.*

United States

The Exchange Offer is not being made or offered and will not be made or offered, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to or for the account or benefit of, any U.S. Person (as defined in Regulation S of the Securities Act (each a “**U.S. Person**”). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Existing Notes cannot be offered for exchange in the Exchange Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported offer of Existing Notes for exchange resulting directly or indirectly from a violation of these restrictions will be invalid and any purported offer of Existing Notes for exchange made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or for a U.S. Person will be invalid and will not be accepted.

This Exchange Offer Memorandum is not an offer of securities for sale in the United States or to U.S. Persons. The Existing Notes and the New Notes may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes and the Existing Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons. The purpose of this Exchange Offer Memorandum is limited to the Exchange Offer and this Exchange Offer Memorandum may not be sent or given to a person in the United States or to a U.S. Person or otherwise to any person other than in an offshore transaction in accordance with Regulation S under the Securities Act.

Each Noteholder participating in the Exchange Offer will represent that it is not participating in the Exchange Offer from the United States, that it is participating in the Exchange Offer in accordance with Regulation S under the Securities Act and that it is not a U.S. Person or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Exchange Offer from the United States and who is not a U.S. Person. As used herein and elsewhere in this Exchange Offer

Memorandum, “**United States**” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of this Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (“**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Issuer or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

France

The Exchange Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). Neither this Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code Monétaire et Financier*, are eligible to participate in the Exchange Offer. This Exchange Offer Memorandum and any other document or material relating to the Exchange Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Belgium

Neither this Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority and, accordingly, the Exchange Offer may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the “**Belgian Takeover Law**”) or as defined in Article 3 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (the “**Belgian Prospectus Law**”), both as amended or replaced from time to time. Accordingly, the Exchange Offer may not be advertised and the Exchange Offer will not be extended, and neither this Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to persons which are “qualified investors” in the sense of Article 10 of the Belgian Prospectus Law, acting on their own account; or (ii) in any other circumstances set out in Article 6, §4 of the Belgian Takeover Law and Article 3, §4 of the Belgian Prospectus Law. This Exchange Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Exchange Offer. Accordingly, the information contained in this Exchange Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

Italy

None of the Exchange Offer, this Exchange Offer Memorandum or any other documents or materials relating to the Exchange Offer or the New Notes have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”).

The Exchange Offer is being carried out in the Republic of Italy as exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraphs 3 and 4, of CONSOB Regulation No. 11971 of 14 May 1999 (the “**Issuers’ Regulation**”), as amended.

Noteholders or beneficial owners of the Existing Notes can offer to exchange the Existing Notes pursuant to the Exchange Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Existing Notes, the New Notes, the Exchange Offer or this Exchange Offer Memorandum.

The Netherlands

In the Netherlands, the Exchange Offer is and may only be made, and this Exchange Offer Memorandum is exclusively addressed to, Noteholders who or which are qualified investors as defined in Section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) (which incorporates the definition of “qualified investor” from the Prospectus Directive (as defined herein)).

General

Neither this Exchange Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy the New Notes or the solicitation of an offer to sell the Existing Notes and/or the New Notes, and offers for the exchange of Existing Notes for New Notes pursuant to the Exchange Offer will not be accepted from Noteholders in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an exchange offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer or similar in any such jurisdiction, the Exchange Offer shall be deemed to be made in such jurisdictions by such Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

No action has been or will be taken in any jurisdiction by the Issuer, the Dealer Managers or the Exchange Agent that would permit a public offering of the New Notes.

In addition to the representations referred to above in respect of the United States, each Noteholder participating in the Exchange Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Exchange Offer*”. Any offer of Existing Notes for exchange pursuant to the Exchange Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer, the Dealer Managers and the Exchange Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any offer of Existing Notes for exchange pursuant to the Exchange Offer whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such offer may be rejected.

IMPORTANT NOTICES

This Exchange Offer Memorandum and the documents incorporated by reference (see “*Documents Incorporated by Reference*”) contain important information which should be read carefully before any decision is made with respect to the Exchange Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to exchange such Existing Notes in the Exchange Offer.

No Exchange Offer is being made, and any instructions relating to an Exchange Offer will not be accepted from, or on behalf of, Noteholders in any jurisdiction in which the making of the Exchange Offer would not be in compliance with the laws or regulations of such jurisdictions. See “*Offer and Distribution Restrictions*”.

The Issuer accepts responsibility for the information contained in this Exchange Offer Memorandum. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Exchange Offer Memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate (including those relating to the Exchange Offer, the New Notes and the Issuer, the relevant Existing Notes and the Exchange Offer Memorandum) and each Noteholder must make its own decision, based upon its own judgement and having obtained advice from such financial, accounting, legal and tax advisers as it may deem necessary, as to whether to offer any or all of its Existing Notes for exchange pursuant to the Exchange Offer. Accordingly, each person receiving this Exchange Offer Memorandum acknowledges that such person has not relied upon the Issuer, ENEL, the Dealer Managers or the Exchange Agent in connection with its decision as to whether to participate in the Exchange Offer. Each such person must make its own analysis and investigations regarding the Exchange Offer, with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it. If such person is in any doubt about any aspect of the Exchange Offer and/or the action it should take, including in respect of any tax consequences it should consult its professional advisers.

None of the Dealer Managers, the Exchange Agent or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding this Exchange Offer Memorandum or the Exchange Offer, and none of the Issuer, ENEL, the Dealer Managers, the Exchange Agent or their respective directors, employees or affiliates makes any recommendation as to whether holders of Existing Notes should offer any Existing Notes for exchange pursuant to the Exchange Offer or refrain from doing so and no one has been authorised by any of them to make any such recommendation. The Exchange Agent is the agent of the Issuer and owes no duty to any holder of Existing Notes.

A decision to participate or not participate in the Exchange Offer will involve certain risks. Noteholders should carefully consider all of the information in this Exchange Offer Memorandum and, in particular, the risk factors described in “*Risk Factors and other considerations*” below and in the New Notes Preliminary Drawdown Prospectus including, without limitation, the New Notes Preliminary Drawdown Prospectus Risk Factors (as defined below) and they should seek advice from any tax, accounting, financial and legal advisers they deem necessary.

None of the Dealer Managers, the Exchange Agent or their respective directors, employees or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Exchange Offer contained in this Exchange Offer Memorandum or for any failure by the Issuer to disclose events that

may have occurred which may affect the significance or accuracy of the information in this Exchange Offer Memorandum.

No person has been authorised to give any information or to make any representation other than those contained in or incorporated by reference in this Exchange Offer Memorandum in connection with the Exchange Offer and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or the Dealer Managers, or any of their affiliates or respective agents. Neither the delivery of this Exchange Offer Memorandum nor any purchase of New Notes pursuant to the Exchange Offer shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date of this Exchange Offer Memorandum or that the information contained in this Exchange Offer Memorandum is correct as of any time subsequent to the date of this Exchange Offer Memorandum.

Noteholders who do not participate in the Exchange Offer, or whose Existing Notes are not accepted for exchange by the Issuer, will continue to hold their Existing Notes subject to their terms and conditions.

The Issuer is making the Offers to Exchange only in those jurisdictions where it is legal to do so. Noteholders must comply with all laws that apply to them in any place in which they possess this Exchange Offer Memorandum. Noteholders must also obtain any consents or approvals that they need in order to exchange their Existing Notes. None of the Issuer, the Dealer Managers or the Exchange Agent are responsible for Noteholders' compliance with these legal requirements. See "*Offer and Distribution Restrictions.*"

The applicable provisions of the Financial Services and Markets Act 2000 must be complied with in respect of anything done in relation to the Exchange Offer in, from or otherwise involving the United Kingdom.

This document does not constitute a "prospectus" for the purposes of Directive 2003/71/EC (as amended). For the avoidance of doubt, each invitation by the Issuer to Noteholders contained in this Exchange Offer Memorandum is an invitation to treat by the Issuer and any references to any offer or invitation being made by the Issuer under or in respect of the Exchange Offer shall be construed accordingly.

Unless the context otherwise requires, all references in this Exchange Offer Memorandum to:

- (a) a Noteholder or holder of Existing Notes include:
 - (i) each person who is shown in the records of Euroclear, Clearstream as a holder of the Existing Notes; and
 - (ii) each beneficial owner of Existing Notes holding such Existing Notes, directly or indirectly, in accounts in the name of a Direct Participant acting on the beneficial owner's behalf,

except that for the purposes of the exchange of any Existing Notes for New Notes and the payment of any Cash Consideration Amount, any Accrued Payment and any Cash Rounding Amount (if applicable), to the extent the beneficial owner of the relevant Existing Notes is not a Direct Participant, the relevant New Notes will only be delivered and such payment will only be made to the relevant Direct Participant and the delivery of such New Notes and making of such payment, by or on behalf of the Issuer, to such Clearing System and by such Clearing System to such Direct Participant will satisfy in full any obligations of the Issuer and the relevant Clearing System in respect of such Existing Notes; and

- (b) "euro" and "€" are to the currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty on the Functioning of the European Union, as amended.

Capitalised terms used in this Exchange Offer Memorandum have the meaning given in “*Definitions and Interpretation*” and any other definitions of such terms are for ease of reference only and shall not affect their interpretation.

The New Notes will initially be represented on issue by a global note in bearer form. Noteholders should refer to the New Notes Preliminary Drawdown Prospectus and the documents incorporated by reference therein (see “*Documents Incorporated by Reference*” for further information).

Copies of this Exchange Offer Memorandum and the documents incorporated by reference are available on request, subject to applicable laws and the restrictions set out in “*Offer and Distribution Restrictions*”, from the Exchange Agent, the contact details for which appear on the last page of this Exchange Offer Memorandum (see “*Documents Incorporated by Reference*” for further information).

INDICATIVE TIMETABLE

The following table sets out the expected dates and times of the key events relating to the Exchange Offer. This timetable is subject to change and dates and times may be extended or amended by the Issuer in accordance with the terms of the Exchange Offer as described in this Exchange Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Event	Date and time (all times are CET)
<p><i>Commencement of Exchange Offer</i> Exchange Offer announced (including the Exchange Spreads) and Exchange Offer Memorandum available from the Exchange Agent.</p>	18 May 2016
<p><i>Minimum New Notes Spread and New Notes Maturity Announcement</i> Announcement of the Minimum New Notes Spread, and announcement of the New Notes Maturity.</p>	No later than 10:00 on 23 May 2016
<p><i>Exchange Offer Revocation Deadline</i> Exchange Instructions submitted prior to the Exchange Offer Revocation Deadline will be irrevocable after this time and any Exchange Instructions submitted after the Exchange Offer Revocation Deadline will be irrevocable, save in each case in the limited circumstances described in “<i>Procedures for Participating in the Exchange Offer – Revocation of Exchange Instructions</i>”.</p>	25 May 2016 at 15:00
<p><i>Expiration Deadline</i> Deadline for receipt by the Exchange Agent of all Exchange Instructions.</p>	25 May 2016 at 17:00
<p><i>Announcement of Indicative Acceptance Amounts</i> Announcement, if any, by the Issuer in relation to the Exchange Offer of an indicative Acceptance Amount for each Existing Series (including applicable indicative Pro-Ration Factor(s) (if any)) and the expected Pricing Date and Pricing Time.</p>	As soon as reasonably practicable on the Business Day immediately following the Expiration Deadline
<p><i>Pricing Time and Pricing Date</i> Determination of: (i) the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price, the April 2023 Notes Exchange Price, the July 2021 Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield, the Exchange Ratio for each Existing Series, the July 2021 Notes Interpolated Mid-Swap Rate, the September 2022 Notes Interpolated Mid-Swap Rate and the April 2023 Notes Interpolated Mid-Swap Rate; (ii) the Reference Rate, New Notes Spread, the New Notes Yield, the New Notes Price and the New Notes Coupon; (iii) the aggregate Cash Consideration for each Existing Series (if any); (iv) the Acceptance Amount for each Existing Series (and applicable Pro-Ration Factor(s) (if any)); (v) Accrued Interest in respect of the Existing Notes; and (vi) the aggregate nominal amount of New Notes to be issued.</p>	Expected to be at or around 12:00 on 26 May 2016
<p><i>Pricing and Results Announcement</i> Announcement by the Issuer in relation to the Exchange Offer setting out: (i) the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price, the April 2023 Notes Exchange Price, the July 2021</p>	As soon as reasonably practicable after the Pricing Time on the Pricing Date

Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield, the Exchange Ratio for each Existing Series, the July 2021 Notes Interpolated Mid-Swap Rate, the September 2022 Notes Interpolated Mid-Swap Rate and the April 2023 Notes Interpolated Mid-Swap Rate; (ii) the Reference Rate, the New Notes Spread, the New Notes Yield, the New Notes Price and the New Notes Coupon; (iii) the aggregate Cash Consideration for each Existing Series (if any); (iv) the Acceptance Amount for each Existing Series (and applicable Pro-Ration Factor(s) (if any)); (v) Accrued Interest in respect of the Existing Notes; and (vi) the aggregate nominal amount of New Notes to be issued.

Settlement

Expected to be on 1 June 2016

Settlement Date for the Exchange Offer, including (i) delivery of the New Notes and any Cash Consideration Amount, in exchange for the Existing Notes validly Offered for Exchange and accepted for exchange pursuant to the Exchange Offer and (ii) payment of Cash Rounding Amounts and Accrued Payments (if any).

The Exchange Offer will be made by publication on the website of the Irish Stock Exchange and as required by the rules of any stock exchange on which any Existing Notes may be listed and/or admitted to trading. Such announcements may also be made by (i) the issue of a press release to a Notifying News Service, (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants and (iii) publication on the relevant Reuters International Insider Screen. Copies of all announcements, notices and press releases can also be obtained from the Exchange Agent, the contact details for whom are on the last page of this Exchange Offer Memorandum. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Exchange Agent for the relevant announcements during the course of the Exchange Offer.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes when such intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Exchange Offer before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission of Exchange Instructions will be earlier than the relevant deadlines specified above.

DEFINITIONS AND INTERPRETATION

Each defined term listed below and/or elsewhere in this Exchange Offer Memorandum is subject to the right of the Issuer, in its sole and absolute discretion, to extend, re-open, withdraw or terminate the Exchange Offer and to amend or waive any of the terms and conditions of the Exchange Offer, as described herein under the heading “*Amendment and Termination*”. Subject to the foregoing, in this Exchange Offer Memorandum the following expressions have the following meanings:

5 Year Swap Rates	The bid and offered swap rates for Euro swap transactions with a maturity of 5 years, in each case which appear on the Bloomberg ICAE1 Page, or such other page as may replace it on that information service, or on such other equivalent information service as determined by the Dealer Managers.
5 Year Mid-Swap Rate	The mid-market arithmetic mean, expressed as a percentage and rounded to the nearest 0.001 per cent., of the 5 Year Swap Rates, as determined by the Dealer Managers at the Pricing Time on the Pricing Date.
6 Year Swap Rates	The bid and offered swap rates for Euro swap transactions with a maturity of 6 years, in each case which appear on the Bloomberg ICAE1 Page, or such other page as may replace it on that information service, or on such other equivalent information service as determined by the Dealer Managers.
6 Year Mid-Swap Rate	The mid-market arithmetic mean, expressed as a percentage and rounded to the nearest 0.001 per cent., of the 6 Year Swap Rates, as determined by the Dealer Managers at the Pricing Time on the Pricing Date.
7 Year Swap Rates	The bid and offered swap rates for Euro swap transactions with a maturity of 7 years, in each case which appear on the Bloomberg ICAE1 Page, or such other page as may replace it on that information service, or on such other equivalent information service as determined by the Dealer Managers.
7 Year Mid-Swap Rate	The mid-market arithmetic mean, expressed as a percentage and rounded to the nearest 0.001 per cent., of the 7 Year Swap Rates, as determined by the Dealer Managers at the Pricing Time on the Pricing Date.
Acceptance Amount	The aggregate principal amount of Existing Notes of each relevant Existing Series which will be accepted for exchange by the Issuer pursuant to the Exchange Offer and which will be determined by the Issuer in its sole and absolute discretion and will be announced as soon as reasonably practicable after the Pricing Time on the Pricing Date.
Accrued Interest	An amount equal to interest accrued and unpaid on each Existing Series, from (and including) the immediately preceding interest payment date in respect of such Existing Series, to (but excluding) the Settlement Date, calculated in accordance with the terms and conditions of each Existing

	Series, as applicable.
Accrued Payment	An amount in cash (rounded to the nearest €0.01, with half a cent being rounded upwards) equal to the Accrued Interest on each of the Existing Series validly offered for exchange by each relevant Noteholders and accepted by the Issuer pursuant to the Exchange Offer.
April 2018 Notes	The €1,000,000,000 3.625 per cent. Notes due 17 April 2018 (ISIN: XS0842659343) issued by the Issuer and guaranteed by ENEL.
April 2018 Notes Exchange Price	The price equal to (a) the value of all remaining payments of principal and interest on the April 2018 Notes up to and including the scheduled maturity date of the April 2018 Notes, minus (b) the relevant Accrued Interest, which will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the April 2018 Notes, and is intended to reflect a yield to maturity of the April 2018 Notes on the Settlement Date based on the April 2018 Notes Exchange Yield.
April 2018 Notes Exchange Yield	0%
April 2023 Notes	The €1,000,000,000 4.875 per cent. Notes due 17 April 2023 (ISIN: XS0842659426) issued by the Issuer and guaranteed by ENEL.
April 2023 Notes Exchange Price	The price for each €1,000 in nominal amount of the April 2023 Notes accepted for exchange by the Issuer to be calculated by reference to the sum of (a) the April 2023 Notes Exchange Spread (as specified in the table set out in the section of this Exchange Offer Memorandum entitled “ <i>Exchange Offer - Exchange Ratio and Cash Rounding Amount</i> ”) and (b) the April 2023 Interpolated Mid-Swap Rate (rounded to 3 decimal places, with 0.0005 rounded upwards).
April 2023 Notes Exchange Spread	30 bps
April 2023 Notes Exchange Yield	The sum of the April 2023 Notes Exchange Spread and the April 2023 Notes Interpolated Mid-Swap Rate.
April 2023 Notes Interpolated Mid-Swap Rate	The rate, expressed as a percentage and rounded to the nearest 0.001 per cent. (with 0.0005 rounded upwards), as calculated by the Dealer Managers at the Pricing Time on the Pricing Date, by means of linear interpolation of the 6 Year Mid-Swap Rate and 7 Year Mid-Swap Rate as follows: <ul style="list-style-type: none"> (i) by subtracting the 6 Year Mid-Swap Rate from the 7 Year Mid-Swap Rate and multiplying the result of such subtraction by the September 2022 Notes Weight (and rounding the result of such multiplication to the nearest 0.001 per cent); and

- (ii) adding the 6 Year Mid-Swap Rate to the (rounded) final result of (i).

April 2023 Notes Weight

The amount, expressed as a fraction calculated by dividing the actual number of days from (and including) the date falling exactly 6 years after the Settlement Date to (but excluding) 17 April 2023 (being the maturity date of the April 2023 Notes) by 365.

bps

Basis points.

Business Day

A day other than a Saturday or a Sunday or a public holiday on which commercial banks and foreign exchange markets are open for business in Rome, Ireland or Luxembourg.

Cash Consideration

The cash amount per €1,000 in nominal amount of each Existing Series as indicated in the column “Cash Consideration” on page 1 of this Exchange Offer Memorandum.

Cash Consideration Amount

An amount of cash equal to the Cash Consideration payable in relation to the Existing Notes which are the subject of a valid Exchange Instruction.

Cash Rounding Amount

The amount in cash (rounded to the nearest €0.01, with half a cent being rounded upwards) to be paid, or procured to be paid, by the Issuer in relation to the Exchange Offer to a Noteholder on the Settlement Date for any fractional portion of New Notes that is not an integral multiple of €1,000 and that such Noteholder would otherwise be entitled to receive as a result of the application of the relevant Exchange Ratio, which is to be calculated in the manner described in “*Exchange Offer – Exchange Ratio and Cash Rounding Amount*”.

CET

Central European Time.

Clearing System Notice

The “Deadlines and Corporate Events” or similar form of notice to be sent to Direct Participants by each of Euroclear and Clearstream, Luxembourg on or about 18 May 2016 informing Direct Participants of the procedures to be followed in order to participate in the Exchange Offer.

Clearing Systems

Clearstream, Luxembourg and Euroclear.

Clearstream, Luxembourg

Clearstream Banking, *société anonyme*.

Dealer Managers

Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc and UniCredit Bank AG

Direct Participant

Each person shown in the records of the Clearing Systems as a holder of the Existing Notes (except for either Clearing System in its capacity as an accountholder of the other Clearing System).

ENEL	ENEL – Società per Azioni
Euroclear	Euroclear Bank S.A./N.V.
Exchange Agent	Lucid Issuer Services Limited
Exchange Instructions	The electronic exchange and blocking instructions in the form specified in the Clearing System Notice to be submitted by Noteholder wishing to participate in the Exchange Offer in accordance with the requirements of the Clearing Systems.
Exchange Offer	The invitation by the Issuer to all Noteholders (subject to the offer restrictions set out in “ <i>Offer and Distribution Restrictions</i> ”) to offer to exchange Existing Notes for New Notes and any applicable Cash Consideration on the terms and subject to the conditions (including, but not limited to, the setting by the Issuer of the relevant Acceptance Amount) as set out in this Exchange Offer Memorandum.
Exchange Offer Consideration	A combination of (a) New Notes calculated using the Exchange Ratio and (b) any applicable Cash Consideration.
Exchange Offer Revocation Deadline	15:00 CET on 25 May 2016.
Exchange Price	The July 2017 Notes Exchange Price, the April 2018 Notes Exchange Price, the October 2018 Notes Exchange Price, the March 2020 Notes Exchange Price, the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price and the April 2023 Notes Exchange Price, as the context may require.
Exchange Ratio	In respect of each Existing Series, the ratio that will determine the amount of New Notes that each Noteholder whose Existing Notes are accepted for exchange pursuant to each Exchange Offer will receive on the Settlement Date, which will be calculated in the manner described in “ <i>Exchange Offer – Exchange Ratio and Cash Rounding Amount</i> ”, subject to such Noteholders satisfying the Minimum Offer Amount condition (as described in “ <i>Exchange Offer – Minimum Offer Amount</i> ”).
Exchange Spread	The July 2021 Notes Exchange Spread, the September 2022 Notes Exchange Spread and the April 2023 Notes Exchange Spread, as the context may require.
Exchange Yield	The July 2017 Notes Exchange Yield, the April 2018 Notes Exchange Yield, the October 2018 Notes Exchange Yield, the March 2020 Notes Exchange Yield, the July 2021 Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield, as the context may require.
Existing Notes	The July 2017 Notes, April 2018 Notes, the October 2018 Notes, the March 2020 Notes, the July 2021 Notes, the September 2022 Notes and the April 2023 Notes, and each an

“Existing Series”.

Expiration Deadline	17:00 CET on 25 May 2016 (subject to the right of the Issuer to extend, re-open and/or terminate the Exchange Offer, as applicable).
Financial Promotion Order	The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended).
Intermediary	Any broker, dealer, bank, custodian, trust company, nominee or Direct Participant in any Clearing System which holds Notes or an interest in Notes on behalf of another person.
Interpolated Mid-Swap Rate	The July 2021 Notes Interpolated Mid-Swap Rate, the September 2022 Notes Interpolated Mid-Swap Rate and the April 2023 Notes Interpolated Mid-Swap Rate, as the context may require.
Irish Stock Exchange	The Irish Stock Exchange
Issuer	Enel Finance International N.V.
Issuers’ Regulation	CONSOB Regulation No. 11971 of 14 May 1999, as amended.
Issue Terms	The issue terms relating to and completing the New Notes Conditions, the form of which is set out in the New Notes Preliminary Drawdown Prospectus (which, until publication of the New Notes Drawdown Prospectus, should be read in conjunction with the Pricing and Results Announcement).
July 2017 Notes	The €1,000,000,000 4.125 per cent. Notes due 12 July 2017 (ISIN: XS0647288140) issued by the Issuer and guaranteed by ENEL.
July 2017 Notes Exchange Price	The price equal to (a) the value of all remaining payments of principal and interest on the July 2017 Notes up to and including the scheduled maturity date of the July 2017 Notes, minus (b) the relevant Accrued Interest, which will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the July 2017 Notes, and is intended to reflect a yield to maturity of the July 2017 Notes on the Settlement Date based on the July 2017 Notes Exchange Yield.
July 2017 Notes Exchange Yield	0%
July 2021 Notes	The €750,000,000 5.000 per cent. Notes due 12 July 2021 (ISIN: XS0647298883) issued by the Issuer and guaranteed by ENEL.
July 2021 Notes Exchange Price	The price for each €1,000 in nominal amount of the July 2021 Notes accepted for exchange by the Issuer to be calculated by reference to the sum of (a) the July 2021 Notes Exchange Spread (as specified in the table set out in the section of this Exchange Offer Memorandum entitled “ <i>Exchange Offer - Exchange Ratio and Cash Rounding Amount</i> ”) and (b) the July

	2021 Interpolated Mid-Swap Rate (rounded to 3 decimal places, with 0.0005 rounded upwards).
July 2021 Notes Exchange Spread	15 bps
July 2021 Notes Exchange Yield	The sum of the July 2021 Notes Exchange Spread and the July 2021 Notes Interpolated Mid-Swap Rate.
July 2021 Notes Interpolated Mid-Swap Rate	<p>The rate, expressed as a percentage and rounded to the nearest 0.001 per cent. (with 0.0005 rounded upwards), as calculated by the Dealer Managers at the Pricing Time on the Pricing Date, by means of linear interpolation of the 5 Year Mid-Swap Rate and 6 Year Mid-Swap Rate as follows:</p> <ul style="list-style-type: none"> (i) by subtracting the 5 Year Mid-Swap Rate from the 6 Year Mid-Swap Rate and multiplying the result of such subtraction by the July 2021 Notes Weight (and rounding the result of such multiplication to the nearest 0.001 per cent); and (ii) adding the 5 Year Mid-Swap Rate to the (rounded) final result of (i).
July 2021 Notes Weight	The amount, expressed as a fraction calculated by dividing the actual number of days from (and including) the date falling exactly 5 years after the Settlement Date to (but excluding) 12 July 2021 (being the maturity date of the July 2021 Notes) by 365.
March 2020 Notes	The €1,000,000,000 4.875 per cent. Notes due 11 March 2020 (ISIN: XS0827692269) issued by the Issuer and guaranteed by ENEL.
March 2020 Notes Exchange Price	The price equal to (a) the value of all remaining payments of principal and interest on the March 2020 Notes up to and including the scheduled maturity date of the March 2020 Notes, minus (b) the relevant Accrued Interest, which will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the March 2020 Notes, and is intended to reflect a yield to maturity of the March 2020 Notes on the Settlement Date based on the March 2020 Notes Exchange Yield.
March 2020 Notes Exchange Yield	0%
Minimum Specified Denomination	€50,000 in respect of the September 2022 Notes and €100,000 in respect of the July 2017 Notes, April 2018 Notes, October 2018 Notes, March 2020 Notes, July 2021 Notes and April 2023 Notes.
Minimum Offer Amount	A sufficient amount of an Existing Series validly offered by a Noteholder for exchange for such Noteholder to be eligible to receive, in respect of such Existing Series, pursuant to the

	Exchange Offer (and after the application of the Pro-Ration Factor, if applicable) a nominal amount of the New Notes of at least the minimum denomination of €100,000 (as described in “Exchange Offer – Minimum Offer Amount”).
Minimum New Notes Spread	The spread to be announced in the Minimum New Notes Spread and New Notes Maturity Announcement, which will be the minimum spread at which the New Notes Spread will be set.
Minimum New Notes Spread and New Notes Maturity Announcement	The announcement of the Minimum New Notes Spread and New Notes Maturity to be made no later than 10:00 CET on 23 May 2016.
New Notes	The euro denominated senior fixed rate notes to be issued by the Issuer pursuant to its €35,000,000,000 Global Medium Term Note Programme into which Existing Notes validly offered for exchange and accepted for exchange pursuant to the Exchange Offer will be exchanged.
New Notes Conditions	The terms and conditions of the New Notes set out on pages 80 to 110 (inclusive) of the Prospectus, which are incorporated by reference in the New Notes Preliminary Drawdown Prospectus, and as completed by the Issue Terms set out in the New Notes Preliminary Drawdown Prospectus.
New Notes Coupon	The interest rate payable on the New Notes, as specified in the Issue Terms.
New Notes Drawdown Prospectus	The final drawdown prospectus, substantially in the form of the New Notes Preliminary Drawdown Prospectus, expected to be published following the Pricing and Results Announcements but prior to the Settlement Date, relating to the listing and admission to trading of the New Notes.
New Notes Preliminary Drawdown Prospectus	The preliminary drawdown prospectus prepared in connection with the issue of the New Notes set out in Annex 1 to this Exchange Offer Memorandum incorporating by reference, <i>inter alia</i> , specified sections of the Prospectus.
New Notes Maturity	The maturity date of the New Notes, which is expected to be 10 years from the date of issuance of the New Notes.
New Notes Price	The price (expressed as a percentage, rounded to 3 decimal places, with 0.0005 rounded upwards) at which the New Notes will be issued, as specified in the Issue Terms.
New Notes Preliminary Drawdown Prospectus Risk Factors	The section entitled “Risk Factors” set out on pages 7 to 9 (inclusive) of the New Notes Preliminary Drawdown Prospectus.
New Notes Spread	The spread (which will be no lower than the Minimum New Notes Spread) to be announced in the Pricing and Results Announcement and to be added to the relevant Reference Rate to determine the relevant New Notes Price and the relevant

	New Notes Coupon, in each case at the Pricing Time.
New Notes Yield	The sum of the New Notes Spread and the Reference Rate (if applicable, adjusted for coupon frequency in accordance with market convention).
Noteholders	Holder of the Existing Notes.
Notifying News Service	A recognised financial news service or services (e.g. Reuters/Bloomberg) as selected by the Issuer.
Offer to Exchange	The making of an offer by a Noteholder to the Issuer to exchange its Existing Notes for a combination of New Notes and any applicable Cash Consideration made pursuant to the Exchange Offer and “ Offers to Exchange ”, “ Offered for Exchange ” and “ Offering to Exchange ” shall be construed accordingly.
October 2018 Notes	The €1,000,000,000 5.750 per cent. Notes due 24 October 2018 (ISIN: XS0695401801) issued by the Issuer and guaranteed by ENEL.
October 2018 Notes Exchange Price	The price equal to (a) the value of all remaining payments of principal and interest on the October 2018 Notes up to and including the scheduled maturity date of October 2018 Notes, minus (b) the relevant Accrued Interest, which will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the October 2018 Notes, and is intended to reflect a yield to maturity of the October 2018 Notes on the Settlement Date based on the October 2018 Notes Exchange Yield.
October 2018 Notes Exchange Yield	0%
Offer and Distribution Restrictions	The offer and distribution restrictions set out in “ <i>Offer and Distribution Restrictions</i> ”.
Pricing and Results Announcement	An announcement which the Issuer intends to release as soon as reasonably practicable after the Pricing Time on the Pricing Date in relation to the Exchange Offer setting out: (i) the July 2021 Notes Exchange Price, the September 2022 Notes Exchange Price, the April 2023 Notes Exchange Price, the July 2021 Notes Exchange Yield, the September 2022 Notes Exchange Yield and the April 2023 Notes Exchange Yield, the Exchange Ratio for each Existing Series, the July 2021 Notes Interpolated Mid-Swap Rate, the September 2022 Notes Interpolated Mid-Swap Rate and the April 2023 Notes Interpolated Mid-Swap Rate; (ii) the Reference Rate, New Notes Spread, the New Notes Yield, the New Notes Price and the New Notes Coupon; (iii) the aggregate Cash Consideration for each Existing Series (if any); (iv) the Acceptance Amount for each Existing Series (and applicable Pro-Ration Factor(s) (if any)); (v) Accrued Interest in respect of the Existing Notes; and

(vi) the aggregate nominal amount of New Notes to be issued.

Pricing Date	Expected to be at around 12:00 on 26 May 2016, subject to the right of the Issuer to amend this date in relation to the Exchange Offer.
Pricing Time	The time at which pricing is determined on the Pricing Date, subject to the right of the Issuer (at its sole and absolute discretion) to extend, re-open, amend and/or terminate the Exchange Offer.
Pro-Ration Factor	The factor that will determine the pro rata basis on which each Existing Series validly offered by Noteholders for exchange will be accepted for exchange by the Issuer in the event that each Acceptance Amount is exceeded, which will be calculated in the manner specified in “ <i>Exchange Offer – Acceptance Amount and Pro-Ration of Existing Notes</i> ”.
Programme	The €35,000,000,000 Global Medium Term Note Programme of the Issuer and ENEL.
Prospectus	The base prospectus from the Programme dated 20 October 2015, as supplemented by the supplement dated 18 December 2015.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of the European Union (and amendments thereto, including Directive 2010/73/EU to the extent implemented in the relevant member state of the European Economic Area, including all relevant implementing measures).
Reference Rate	The mid-market arithmetic mean, expressed as a percentage and rounded up to the nearest 0.001 per cent. of the bid and offered swap rates for euro swap transactions with a maturity equivalent to the New Notes Maturity (or interpolation of such rates where such maturity is not available, in accordance with market conventions), in each case which appears on the Bloomberg ICAE1 Page, as determined by the Dealer Managers at the Pricing Time.
September 2022 Notes	The €2,500,000,000 5.00 per cent. Notes due 14 September 2022 (ISIN: XS0452187916) issued by the Issuer and guaranteed by ENEL.
September 2022 Notes Exchange Price	The price for each €1,000 in nominal amount of the September 2022 Notes accepted for exchange by the Issuer to be calculated by reference to the sum of (a) the September 2022 Notes Exchange Spread (as specified in the table set out in the section of this Exchange Offer Memorandum entitled “ <i>Exchange Offer - Exchange Ratio and Cash Rounding Amount</i> ”) and (b) the September 2022 Interpolated Mid-Swap Rate (rounded to 3 decimal places, with 0.0005 rounded upwards).

September 2022 Notes Exchange Spread	30 bps
September 2022 Notes Exchange Yield	The sum of the September 2022 Notes Exchange Spread and the September 2022 Notes Interpolated Mid-Swap Rate
September 2022 Notes Interpolated Mid-Swap Rate	<p>The rate, expressed as a percentage and rounded to the nearest 0.001 per cent. (with 0.0005 rounded upwards), as calculated by the Dealer Managers at the Pricing Time on the Pricing Date, by means of linear interpolation of the 6 Year Mid-Swap Rate and 7 Year Mid-Swap Rate as follows:</p> <ul style="list-style-type: none"> (i) by subtracting the 6 Year Mid-Swap Rate from the 7 Year Mid-Swap Rate and multiplying the result of such subtraction by the September 2022 Notes Weight (and rounding the result of such multiplication to the nearest 0.001 per cent); and (ii) adding the 6 Year Mid-Swap Rate to the (rounded) final result of (i).
September 2022 Notes Weight	The amount, expressed as a fraction calculated by dividing the actual number of days from (and including) the date falling exactly 6 years after the Settlement Date to (but excluding) 14 September 2022 (being the maturity date of the September 2022 Notes) by 365.
Settlement Date	Expected to be on 1 June 2016 (subject to the right of the Issuer (at its sole and absolute discretion) to extend, re-open, amend and/or terminate the Exchange Offer).
Target New Notes Size	Benchmark size, determined by the Issuer in its sole and absolute discretion.
Weight	The July 2021 Notes Weight, the September 2022 Notes Weight or the April 2023 Notes Weight, as the context may require.

In this Exchange Offer Memorandum headings and sub-headings are for ease of reference and shall not affect the construction or interpretation of any provision of this Exchange Offer Memorandum.

DOCUMENTS INCORPORATED BY REFERENCE

Each of the documents and information specified in the section headed “Documents Incorporated by Reference” in the New Notes Preliminary Drawdown Prospectus shall be deemed to be incorporated in, and form a part of, this Exchange Offer Memorandum.

Copies of all of the above documents and information that are incorporated by reference into this Exchange Offer Memorandum are available, free of charge, on request from the Exchange Agent, the contact details for which are on the last page of this Exchange Offer Memorandum.

Any statements contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Exchange Offer Memorandum to the extent that a statement contained, or incorporated by reference, herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Exchange Offer Memorandum.

Noteholders should read this entire Exchange Offer Memorandum (including the information incorporated by reference or otherwise referred to) and any applicable related documents and any amendments or supplements carefully before making any decision as to whether to participate in the Exchange Offer. Noteholders should note that they will be deemed to have represented that they have reviewed and understood such documents in order to accept validly the Exchange Offer.

RISK FACTORS AND OTHER CONSIDERATIONS

Before making a decision whether to offer Existing Notes for exchange pursuant to the Exchange Offer, holders of Existing Notes should carefully consider all of the information in this Exchange Offer Memorandum and, in particular, the following factors, all of the information in the New Notes Preliminary Drawdown Prospectus including, without limitation, the New Notes Preliminary Drawdown Prospectus Risk Factors (as defined below) and any documents incorporated by reference thereto. The Issuer believes that the factors described below and the New Notes Preliminary Drawdown Prospectus Risk Factors represent the principal risks inherent in the Exchange Offer, but the Exchange Offer may imply other risks which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate.

Noteholders should carefully read the entire Exchange Offer Memorandum and any document incorporated by reference thereto:

Uncertainty as to the trading market for Existing Notes not exchanged.

Although the Existing Notes that are not validly offered for exchange by Noteholders or accepted for exchange by the Issuer will continue to be admitted to the Official List and to trading on the Regulated Market of the Irish Stock Exchange, to the extent offers of Existing Notes for exchange in the Exchange Offer are accepted by the Issuer and the Exchange Offer is completed, the trading market for the Existing Notes that remain outstanding following such completion may be significantly more limited. Such remaining Existing Notes may command a lower price than a comparable issue of securities with greater market liquidity. A reduced market value and liquidity may also make the trading price of such remaining Existing Notes more volatile. As a result, the market price for such Existing Notes that remain outstanding after the completion of the Exchange Offer may be adversely affected as a result of the Exchange Offer. None of the Issuer, ENEL, the Dealer Managers or the Exchange Agent has any duty to make a market in any such remaining Existing Notes.

Uncertainty as to the trading market for the New Notes.

The Issuer does not intend to make any application for the admission to trading of the New Notes on any market other than the Irish Stock Exchange's Regulated Market. The New Notes are securities for which there is currently no trading market and for which there can be no assurance of future liquidity.

No Assurance the Exchange Offer will be completed

Until the announcement by the Issuer as to whether and to what extent it accepts offers of Existing Notes for exchange in the Exchange Offer, which it expects to make on 26 May 2016, no assurance can be given that the Exchange Offer will be completed.

Irrevocability of Exchange Instructions

Under the Exchange Offer, Exchange Instructions will be revocable until the Exchange Offer Revocation Deadline and will be irrevocable thereafter except in the limited circumstances described in "*Procedures for participating in the Exchange Offer - Revocation of Exchange Instructions*".

Compliance with offer and distribution restrictions

Noteholders are referred to the offer and distribution restrictions as set out in "*Offer and Distribution Restrictions*" and the agreements, acknowledgements, representations, warranties and undertakings as set out in "*Procedures for participating in the Exchange Offer - Noteholders' Representations, Warranties and*

Undertakings” which Noteholders will be deemed to make on submission of an Exchange Instruction. Non-compliance with these could result in, among other things, the unwinding of trades and/or heavy penalties.

Differences between the Existing Notes and the New Notes.

There are a number of differences between the terms and conditions of each Existing Series and the New Notes Conditions. Accordingly, Noteholders are advised to review the New Notes Conditions in their entirety before making a decision whether to offer Existing Notes for exchange.

The New Notes Conditions are set out in the New Notes Preliminary Drawdown Prospectus which are annexed hereto. In particular, attention is also drawn to the New Notes Preliminary Drawdown Prospectus Risk Factors (as defined below) for further information on factors that may affect the Issuer’s and ENEL’s ability to fulfil their respective obligations under the New Notes, risks relating to the New Notes and risks related to the market generally.

Blocking of Notes.

When considering whether to exchange Existing Notes in the Exchange Offer, Noteholders should take into account that restrictions on the transfer of the Existing Notes will apply from the time of submission of Exchange Instructions. A Noteholder will, on submitting an Exchange Instruction, agree that its Existing Notes will be blocked in the relevant account at the relevant Clearing System from the date that the relevant Exchange Instruction is submitted until the earlier of (i) in the limited circumstances in which revocation of an Exchange Instruction is permitted, (see “*Procedures for Participating in the Exchange Offer – Revocation of Exchange Instructions*”) (including the automatic revocation of Exchange Instructions on the withdrawal or termination of the Exchange Offer), in accordance with the terms of the Exchange Offer and (ii) the time of settlement on the Settlement Date.

Responsibility for complying with the procedures of the Exchange Offer.

Noteholders are responsible for complying with all of the procedures for offering Existing Notes for exchange. None of the Issuer, the Dealer Managers or the Exchange Agent assumes any responsibility for informing any holder of Existing Notes of irregularities with respect to such holder’s participation in the Exchange Offer.

Minimum Specified Denomination of the Existing Notes.

The September 2022 Notes have denominations consisting of a Minimum Specified Denomination of €50,000 and integral multiples of €1,000 in excess thereof up to and including €99,000. The Existing Notes other than the September 2022 Notes have denominations consisting of a Minimum Specified Denomination of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000.

A Noteholder whose Offer to Exchange its holding in any Existing Notes pursuant to the Exchange Offer is accepted by the Issuer (including after any application of the Pro-Ration Factor, if applicable) and who, following exchange of the relevant Existing Notes on the Settlement Date, continues to hold in its account with the relevant Clearing System further Existing Notes in a nominal amount outstanding of less than the relevant Minimum Specified Denomination (whether by virtue of the application of the Pro-Ration Factor, if applicable, or otherwise), would need to purchase a nominal amount of the relevant Existing Series such that its holding amounts to at least such Minimum Specified Denomination before (i) the relevant Existing Notes it continues to hold may be traded in the Clearing Systems or (ii) it may receive a definitive note in respect of such holding (should definitive notes be printed).

Noteholders must validly offer for exchange a principal amount of Existing Notes equal to or greater than the Minimum Offer Amount in order to be eligible to receive New Notes pursuant to the Exchange Offer.

In order to be eligible to receive New Notes pursuant to the Exchange Offer, the Noteholders must validly offer for exchange a principal amount of the Existing Notes at least equal to the Minimum Offer Amount.

Accordingly, a Noteholder that holds Existing Notes having a principal amount less than the Minimum Offer Amount must, if it wishes to receive New Notes pursuant to the relevant Exchange Offer, first acquire such additional Existing Notes as is necessary to enable that Noteholder to be able to submit an offer for exchange of Existing Notes equal to at least the Minimum Offer Amount.

No obligation to accept offers to exchange

The Issuer is not under any obligation to accept, and shall have no liability to any person for any non-acceptance of, any offer of Existing Notes for exchange pursuant to the Exchange Offer. Offers of Existing Notes for exchange may be rejected in the sole and absolute discretion of the Issuer for any reason and the Issuer is not under any obligation to Noteholders to furnish any reason or justification for refusing to accept an offer of Existing Notes for exchange. For example, offers of Existing Notes for exchange may be rejected if the Exchange Offer is terminated, if the Exchange Offer does not comply with the relevant requirements of a particular jurisdiction or for any other reason.

Scaling

If the Issuer decides to accept valid offers to exchange an Existing Series and the aggregate nominal amount of any Existing Series validly Offered to Exchange pursuant to the Exchange Offer is greater than the relevant Acceptance Amount, the Issuer intends to accept such valid Offers to Exchange on a pro-rata basis, and, for the purpose of such acceptance, each such Offer to Exchange will be scaled by a factor equal to (i) the relevant Acceptance Amount divided by (ii) the aggregate nominal amount of all of the Notes of the relevant Existing Series validly offered for exchange (subject to adjustment following the Minimum Offer Amount).

Completion, termination and amendment

Until the Issuer announces whether it has decided to accept valid offers of Existing Notes for exchange pursuant to the Exchange Offer, no assurance can be given that the Exchange Offer will be completed. This may depend upon the satisfaction or waiver of the conditions of the Exchange Offer. Existing Notes that are not accepted for exchange pursuant to the Exchange Offer will remain outstanding.

In addition, subject to applicable law and as provided in this Exchange Offer Memorandum, the Issuer may, in its sole and absolute discretion, extend, re-open, amend or terminate the Exchange Offer at any time before its announcement of whether it will accept valid offers of Existing Notes for exchange pursuant to the Exchange Offer and may, in its sole and absolute discretion, waive any of the conditions to the Exchange Offer either before or after such announcement.

Future Actions in Respect of the Existing Notes

Whether or not the Exchange Offer is completed, the Issuer and/or any other member of the Issuer's corporate group may, to the extent permitted by applicable law and the terms and conditions of the Existing Notes, continue to acquire, from time to time, Existing Notes other than pursuant to the Exchange Offer, including through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as they may determine, which may be more or less than the prices to be

paid pursuant to the Exchange Offer and could be for cash or other consideration or otherwise on terms more or less favourable than those contemplated in the Exchange Offer.

Responsibility to Consult Advisers

Noteholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax or accounting consequences of participating in the Exchange Offer and an investment in the New Notes.

In particular, in view of the number of different jurisdictions where tax laws may apply to a Noteholder, this Exchange Offer Memorandum does not discuss the tax consequences for Noteholders arising from the exchange of Existing Notes pursuant to the Exchange Offer and the receipt of New Notes, Cash Consideration Amount, Accrued Payment and any Cash Rounding Amount, nor as holders of the New Notes. Noteholders are urged to consult their own professional advisers regarding the possible tax consequences under the laws of the jurisdictions that apply to them or to the exchange of their Existing Notes and the receipt pursuant to the Exchange Offer of New Notes, Cash Consideration Amount, Accrued Payment and any Cash Rounding Amount. Noteholders are liable for their own taxes and have no recourse to the Issuer, ENEL, the Dealer Managers or the Exchange Agent with respect to taxes arising in connection with the Exchange Offer.

Market value and prices of the New Notes

The relevant Exchange Ratio may not reflect the market value of the corresponding New Notes.

Application will be made for the New Notes to be listed on the Official List of the Irish Stock Exchange and admitted to trading on the Irish Stock Exchange's regulated market. To the extent that the New Notes are traded, prices of the New Notes may fluctuate greatly depending on the trading volume and the balance between buy and sell orders. Noteholders are urged to contact their brokers to obtain the best available information as to the potential market price of the New Notes and for advice concerning the effect of the Exchange Ratio.

PROCEDURES FOR PARTICIPATING IN THE EXCHANGE OFFER

Noteholders that need assistance with respect to the procedures for participating in the Exchange Offer should contact the Exchange Agent, the contact details for whom are on the last page of this Exchange Offer Memorandum.

Summary of Action to be Taken

Offers to Exchange will only be accepted pursuant to the Exchange Offer by way of the submission of valid Exchange Instructions in accordance with the procedures set out in this section “*Procedures for Participating in the Exchange Offer*”.

To participate in the Exchange Offer, a Noteholder should deliver, or arrange to have delivered on its behalf, via the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Exchange Instruction which must be received in each case by the Exchange Agent by the Expiration Deadline. A separate Exchange Instruction must be completed by or on behalf of each beneficial owner.

Exchange Instructions must be submitted in respect of an aggregate nominal amount of the Existing Notes of at least the Minimum Specified Denomination and must, in order for such Existing Notes to be exchanged for New Notes (subject to any scaling), be at least the Minimum Offer Amount.

*Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes whether such intermediary would require to receive instructions to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Exchange Offer before the deadlines specified in this Exchange Offer Memorandum. **The deadlines set by each Clearing System for the submission and revocation of Exchange Instructions will also be earlier than the relevant deadlines specified in this Exchange Offer Memorandum.***

Procedures for Offering to Exchange Existing Notes

General

In order to participate in the Exchange Offer, Noteholders or the custodial entity, Intermediary or Direct Participant (as the case may be) through which Noteholders hold their Existing Notes must submit, or arrange to have submitted on their behalf, by the Expiration Deadline, Exchange Instructions in the manner described below.

By submitting an Exchange Instruction with respect to Existing Notes, Noteholders are deemed to make certain acknowledgments, representations, warranties and undertakings to the Issuer, the Dealer Managers and the Exchange Agent, as set forth under “*Noteholders’ Representations, Warranties and Undertakings*” below.

It is the responsibility of Noteholders wishing to participate in the Exchange Offer to validly submit Exchange Instructions in respect of their Existing Notes. Only the Issuer has the right in its sole and absolute discretion to waive any defects of such instructions submitted by Noteholders. However, the Issuer is not required to waive such defects and is not required to notify a Noteholder of defects in their Exchange Instructions.

An Exchange Instruction may only be validly revoked by a Noteholder, or the relevant Direct Participant on its behalf, up to the Exchange Offer Revocation Deadline (expected to be at 15:00 CET on 25 May 2016), and it will be irrevocable thereafter, except in the limited circumstances described under “*Revocation of Exchange Instructions*” below.

Any questions with respect to Offers to Exchange Existing Notes should be directed to the Exchange Agent whose address and telephone numbers are listed on the last page of this Exchange Offer Memorandum.

Exchange Instructions

The offering of Existing Notes for exchange by a Noteholder will be deemed to have occurred upon receipt by the Exchange Agent from the relevant Clearing System of a valid Exchange Instruction submitted in accordance with the requirements of such Clearing System. Each Exchange Instruction must specify, among other things, the securities account number at the relevant Clearing System in which the Existing Notes are held and the aggregate principal amount of the Existing Notes being offered for exchange. The receipt of such Exchange Instruction by the relevant Clearing System will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of the relevant Existing Notes in the Noteholder's account with the relevant Clearing System so that no transfers may be effected in relation to such Existing Notes.

Noteholders must take the appropriate steps through the relevant Clearing System so that no transfers may be effected in relation to such blocked Existing Notes at any time after the date of submission of such Exchange Instruction, in accordance with the requirements of the relevant Clearing System and the deadlines required by such Clearing System. By blocking such Existing Notes in the relevant Clearing System, each Direct Participant will be deemed to consent to have the relevant Clearing System provide details concerning such Direct Participant's identity to the Exchange Agent (and for the Exchange Agent to provide such details to the Issuer, the Dealer Managers and their respective legal advisers).

Only Direct Participants may submit Exchange Instructions. Each Noteholder that is not a Direct Participant must arrange for the Direct Participant through which such Noteholder holds its Existing Notes to submit a valid Exchange Instruction on its behalf to the relevant Clearing System before the deadlines specified by the relevant Clearing System.

Revocation of Exchange Instructions

The submission of a valid Exchange Instruction in accordance with the procedures set out in this Exchange Offer Memorandum will be revocable until the Exchange Offer Revocation Deadline and will be irrevocable thereafter except in the limited circumstances described in this section and only in accordance with the revocation procedures set out below.

Revocation Rights

If the Issuer amends the Exchange Offer in any way (including by way of the making of any announcement, or the issue of any supplement or other form of update to this Exchange Offer Memorandum or the New Notes Preliminary Drawdown Prospectus, in which any material development is disclosed, which announcement, supplement or other form of update is made or published before any acceptance by the Issuer of the Exchange Offer) that, in the opinion of the Issuer (in consultation with the Dealer Managers) is materially prejudicial to Noteholders that have already submitted Exchange Instructions before the announcement of such amendment (which announcement shall include a statement that in the opinion of the Issuer such amendment is materially prejudicial to such Noteholders), then Exchange Instructions submitted before the announcement of the relevant development in above may be revoked at any time from the date and time of the first announcement of such development until 5.00 p.m. (CET) on the second Business Day following such announcement (subject to the earlier deadlines required by the Clearing Systems and any intermediary through which Noteholders hold their Existing Notes).

For the avoidance of doubt, any extension or re-opening of the Exchange Offer (including any amendment in relation to the Expiration Deadline and/or the Settlement Date) in accordance with the terms of the Exchange Offer as described in the section "*Amendment and Termination*" shall not be considered materially prejudicial to Noteholders that have already submitted Exchange Instructions before the announcement of such amendment.

Noteholders wishing to exercise any right of revocation as set out above should do so in accordance with the procedures set out below. Beneficial owners of Existing Notes that are held through an intermediary are advised to check with such entity when it needs to receive instructions to revoke the Exchange Instruction in order to meet the above deadline. For the avoidance of doubt, any Noteholder who does not exercise any such right of revocation in the circumstances and in the manner specified above, shall be deemed to have waived such right of revocation and its original Exchange Instruction will remain effective.

Revocation Procedures

The following procedures should only be used to revoke Exchange Instructions in the limited circumstances described under “*Revocation Rights*” above.

Noteholders wishing to exercise any such right of revocation should do so by submitting an electronic withdrawal notice in accordance with the procedures of the relevant Clearing System. Beneficial owners of Existing Notes that are held through an Intermediary are advised to check with such entity when it would require to receive instructions to revoke an Exchange Instruction in order to meet the Revocation Deadline. For the avoidance of doubt, any Noteholder who does not exercise any such right of revocation in the circumstances and in the manner specified above shall be deemed to have waived such right of revocation and its original Exchange Instruction will remain effective.

If a Noteholder has validly revoked an Exchange Instruction submitted to a Clearing System in accordance with the procedures set out in this section, it will have the right to make another Exchange Instruction in respect of the Existing Notes to which such original Exchange Instruction relates prior to the Expiration Deadline in accordance with the procedures described in this Exchange Offer Memorandum for Offering to Exchange Existing Notes.

Noteholders’ Representations, Warranties and Undertakings

By submitting a valid Exchange Instruction to the relevant Clearing System in accordance with the standard procedures of such Clearing System, a Noteholder and any Direct Participant submitting such Exchange Instruction on such Noteholder’s behalf shall be deemed to agree, and acknowledge, represent, warrant and undertake, to the Issuer, ENEL, the Exchange Agent and the Dealer Managers the following at the time of submission of the Exchange Instruction, at the Expiration Deadline and the time of settlement on the Settlement Date (if a Noteholder or Direct Participant is unable to make any such agreement or acknowledgement or give any such representation, warranty or undertaking, such Noteholder or Direct Participant should contact the Exchange Agent immediately):

- (a) *Non-reliance*: it has received the Exchange Offer Memorandum, and has reviewed and accepts the Offer and Distribution Restrictions, terms, conditions, risk factors (including the New Notes Preliminary Drawdown Prospectus Risk Factors), New Note Conditions and other considerations of the Exchange Offer all as described in the Exchange Offer Memorandum (including the New Notes Preliminary Drawdown Prospectus and all the documents incorporated by reference herein), and it is assuming all the risks inherent in participating in the Exchange Offer and has undertaken an appropriate analysis of the implications of the Exchange Offer without reliance on the Issuer, ENEL, the Dealer Managers or the Exchange Agent (or any of their respective directors, employees or affiliates);
- (b) *Identity*: by blocking the relevant Existing Notes in the relevant Clearing System, it will be deemed to consent, in the case of a Direct Participant, to have such Clearing System provide details concerning its identity to the Exchange Agent (and for the Exchange Agent to provide such details to the Issuer and the Dealer Managers, and their respective legal advisers);

- (c) *Renunciation of title and claims:* upon the terms and subject to the conditions of the Exchange Offer it offers for exchange in the Exchange Offer the aggregate principal amount of Existing Notes in its account blocked in the relevant Clearing System and, subject to and effective upon such exchange by the Issuer of the Existing Notes blocked in such Clearing System account, it renounces all right, title and interest in and to all such Existing Notes exchanged by or at the direction of the Issuer pursuant to the Exchange Offer and waives and releases any rights or claims it may have against the Issuer and/or ENEL with respect to any such Existing Notes or the Exchange Offer as the case may be, and it unconditionally and irrevocably releases, discharges and waives all claims (including all claims for interest, costs and orders for costs), actions and causes of action, present or future and however arising, whether or not presently known or unknown (including those which arise hereafter upon a change in the relevant law) whether arising in equity or under common law or statute or by reason of breach of contract or in respect of any tortious act or omission or otherwise (whether or not damage has yet been suffered) it has, may have or had against the Issuer and/or ENEL and each of their present or former officers, directors, employees or agents which arise out of or relate to, or are in any way connected with the Existing Notes, or non-contractual obligations arising out of or in connection with the Existing Notes. Further, it undertakes and covenants not to, and shall procure that any entity controlled, directly or indirectly, by it, or that controls, directly or indirectly, it, shall not, make, pursue, litigate, commence or prosecute any proceedings in relation to the Existing Notes, or non-contractual obligations arising out of or in connection with the Existing Notes, against the Issuer and/or ENEL or any of their present or former officers, directors, employees or agents following exchange of the Existing Notes on the Settlement Date in accordance with the provisions of this Exchange Offer Memorandum;
- (d) *Ratification:* it agrees to ratify and confirm each and every act or thing that may be done or effected by the Issuer, any of its directors or any person nominated by the Issuer in the proper exercise of his or her powers and/or authority hereunder;
- (e) *Further acts:* it agrees to do all such acts and things as shall be necessary and execute and deliver any additional documents deemed by the Issuer to be desirable, in each case to complete the sale, assignment and transfer of the Existing Notes offered for exchange pursuant to the Exchange Offer;
- (f) *Compliance with applicable laws:* it has observed the laws of all relevant jurisdictions; obtained all requisite governmental, exchange control or other required consents; complied with all requisite formalities; and paid any issue, transfer or other taxes or requisite payments due from it in each respect in connection with any offer or acceptance in any jurisdiction and that it has not taken or omitted to take any action in breach of the terms of the Exchange Offer or which will or may result in the Issuer, the Dealer Managers, the Exchange Agent or any other person acting in breach of the legal or regulatory requirements of any such jurisdiction in connection with the Exchange Offer;
- (g) *Successors and assigns:* all authority conferred or agreed to be conferred pursuant to its acknowledgements, agreements, representations, warranties and undertakings, and all of its obligations shall be binding upon its successors, assigns, heirs, executors, trustees in bankruptcy and legal representatives, and shall not be affected by, and shall survive, its death or incapacity;
- (h) *Own decision:* none of the Issuer, ENEL, the Dealer Managers, the Exchange Agent (or any of their respective directors, employees or affiliates) has given it any information with respect to the Exchange Offer save as expressly set out in this Exchange Offer Memorandum and the New Notes Preliminary Drawdown Prospectus attached to this Exchange Offer Memorandum nor has any of them made any recommendation to it as to whether it should offer Existing Notes for exchange in the Exchange Offer and it has made its own decision with regard to offering Existing Notes for exchange in the Exchange Offer based on any legal, tax or financial advice it has deemed necessary to seek;

- (i) *Tax consequences*: no information has been provided to it by the Issuer, ENEL, the Dealer Managers or the Exchange Agent, or any of their respective directors, employees or affiliate, with regard to the tax consequences for Noteholders arising from the exchange of Existing Notes pursuant to the Exchange Offer for the Exchange Offer Consideration, or in relation to the New Notes, and it acknowledges that it is solely liable for any taxes and similar or related payments imposed on it under the laws of any applicable jurisdiction as a result of its participation in the Exchange Offer (including the exchange of its Existing Notes and the receipt pursuant to the Exchange Offer of the relevant New Notes, the Cash Consideration Amount, the Accrued Payment and any Cash Rounding Amount) or in relation to the New Notes, and agrees that it will not and does not have any right of recourse (whether by way of reimbursement, indemnity or otherwise) against the Issuer, ENEL, the Dealer Managers or the Exchange Agent, or any of their respective directors or employees, or any other person in respect of such taxes and payments;
- (j) *No unlawful invitation*: it is not a person to whom it is unlawful to send the Exchange Offer Memorandum and to make an invitation pursuant to the Exchange Offer under applicable securities laws and it has (before submitting, or arranging for the submission on its behalf, as the case may be, of the Exchange Instruction in respect of the Existing Notes it is offering for exchange) complied with all laws and regulations applicable to it for the purposes of its participation in the Exchange Offer;
- (k) *United States*: either (a) (i) it is the beneficial owner of the Existing Notes being offered for exchange and (ii) it is located outside the United States and is participating in the Exchange Offer from outside the United States and it is not a U.S. person or (b) (i) it is acting, either directly or indirectly, on behalf of the beneficial owner of the Existing Notes being offered for exchange on a non-discretionary basis and has been duly authorised to so act and (ii) such beneficial owner has confirmed to it that it is located outside the United States and is participating in the Exchange Offer from outside the United States and it is not a U.S. person;
- (l) *United Kingdom*: it is not located or resident in the United Kingdom or, if it is located or resident in the United Kingdom, it is a person falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Promotion Order) or within Article 43(2) or 49 of the Financial Promotion Order, or to whom the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer may otherwise lawfully be communicated in accordance with the Financial Promotion Order;
- (m) *Italy*: it is not located or resident in Italy or, if it is located or resident in Italy, it is an authorised person or offering Existing Notes through an authorised person (such as an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Italian Financial Services Act, as amended, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority;
- (n) *France*: it is not located or resident in France or, if it is located or resident in France, it is a (i) provider of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investor (*investisseur qualifié*), other than an individual (all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code Monétaire et Financier*);
- (o) *Belgium*: it is not located or resident in Belgium or, if it is located or resident in Belgium it is a qualified investor within the meaning of Article 10 of the Belgian Law of 16 June 2006 on public

offerings of investment instruments and the admission of investment instruments to trading on regulated markets;

- (p) *The Netherlands*: it is not located or resident in the Netherlands or, if it is located or resident in the Netherlands it is a qualified investor within the meaning of Section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) (which incorporates the definition of “qualified investor” from the Prospectus Directive (as defined herein).
- (q) *Sanctions*: it is not (i) a person that is, or is owned or controlled by a person that is, described or designated as a “specially designated national” or “blocked person” in the most current U.S. Treasury Department list of “Specially Designated National and Blocked Persons” (which can be found at <http://sdnsearch.ofac.treas.gov/>); or (ii) currently subject to, or in violation of, any sanctions under (x) the laws and regulations that have been officially published and are administered or enforced by the U.S. Government (including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury (“**OFAC**”) or the U.S. Department of State), or any enabling legislation or executive order relating thereto; or (y) any equivalent sanctions or measures officially published and imposed by the European Union, Her Majesty’s Treasury, the United Nations Security Council or any other relevant sanctions authority, including sanctions imposed against certain states, organisations and individuals under the European Union’s Common Foreign & Security Policy (other than any non-prohibited dealing or transaction with any person who is listed under Directive 1 (as amended) issued by OFAC pursuant to Executive Order 13662 and Council Regulation (EU) No 833/2014 (as amended by Council Regulation (EU) No 960/2014)) save that UniCredit Bank AG will not benefit from this representation insofar as it would result in a violation of, or conflict with, Section 7 of the German Foreign Trade Ordinance (*Außenwirtschaftsverordnung*) or any similar applicable anti-boycott law or regulation;
- (r) *Power and authority*: it has full power and authority to offer for exchange and transfer the Existing Notes offered for exchange and, if such Existing Notes are accepted for exchange by the Issuer, such Existing Notes will be transferred to, or to the order of, the Issuer with full title free from all liens, charges and encumbrances, not subject to any adverse claim and together with all rights attached to such Existing Notes, and it will, upon request, execute and deliver any additional documents and/or do such other things deemed by the Issuer to be necessary or desirable to complete the transfer and cancellation of such Existing Notes or to evidence such power and authority;
- (s) *Compliance with Clearing System requirements*: it holds and will hold, until the time of settlement on the Settlement Date, the Existing Notes blocked in the relevant Clearing System and, in accordance with the requirements of, and by the deadline required by, such Clearing System, it has submitted, or has caused to be submitted, an Exchange Instruction to such Clearing System to authorise the blocking of the Existing Notes offered for exchange with effect on and from the date of such submission so that, at any time pending the transfer of such Existing Notes on the Settlement Date to the Issuer, or to its agent on its behalf, no transfers of such Existing Notes may be effected;
- (t) *No obligation*: the Issuer is under no obligation to accept offers of Existing Notes for exchange pursuant to the Exchange Offer, and accordingly such offers may be accepted or rejected by the Issuer in its sole and absolute discretion and for any reason;
- (u) *Terms and conditions of Exchange Offer*: the terms and conditions of the Exchange Offer shall be deemed to be incorporated in, and form a part of, the Exchange Instruction which shall be read and construed accordingly, and that the information given by or on behalf of such Noteholder in the Exchange Instruction is true and will be true in all respects at the time of the exchange on the Settlement Date;

- (v) *Constitution of binding agreement*: the Issuer's acceptance for payment of Existing Notes offered pursuant to any of the procedures described in this Exchange Offer Memorandum will constitute a binding agreement between such Noteholder and the Issuer in accordance with the terms and subject to the conditions of the Exchange Offer;
- (w) *Withdrawal or termination*: in the event of a withdrawal or termination of the Exchange Offer, the Exchange Instructions with respect to the relevant Existing Notes will be deemed to be withdrawn, and the relevant Existing Notes will be unblocked in the Direct Participant's Clearing System account;
- (x) *Cash amounts*: it acknowledges that, should its Existing Notes be accepted for exchange pursuant to the Exchange Offer: (i) any Cash Consideration Amount, Accrued Payment and any Cash Rounding Amount, as the case may be, will be paid in euro subject to and in accordance with the terms of the Exchange Offer; (ii) any Cash Consideration Amount, Accrued Payment and any Cash Rounding Amount, as the case may be, in respect of the Existing Notes so accepted will be deposited by or on behalf of the Issuer with the relevant Clearing System(s) on the Settlement Date; (iii) the Clearing Systems thereafter will make payments promptly to the relevant accounts in the Clearing Systems of the relevant Noteholders; and (iv) the New Notes will be delivered and payments of any Cash Consideration Amount, Accrued Interest and any Cash Rounding Amount, as the case may be, will be made to the Clearing System accounts in which the relevant Existing Notes are held and the delivery of any New Notes and payment of such amounts to the Clearing Systems will discharge in full the obligation of the Issuer to all such Noteholders in respect of the delivery of the New Notes and/or payment of such amounts, as the case may be;
- (y) *Accuracy of information*: the information given by or on behalf of such Noteholder in the Exchange Instruction is in all respects true, accurate and not misleading and will in all respects be true, accurate and not misleading at the time of the purchase of the New Notes on the Settlement Date; and
- (z) *Indemnity*: the Issuer, the Dealer Managers and the Exchange Agent will rely on the truth and accuracy of the foregoing acknowledgements, agreements, representations, warranties and undertakings and it shall indemnify the Issuer, the Dealer Managers and the Exchange Agent against all and any losses, costs, claims, liabilities, expenses, charges, actions or demands which any of them may incur or which may be made against any of them as a result of any breach of any of the terms of, or any of the agreements, representations, warranties and/or undertakings given in connection with the Exchange Offer.

The receipt of an Exchange Instruction by the relevant Clearing System will constitute instructions to debit the securities account of the relevant Direct Participant on the Settlement Date in respect of all of the Existing Notes that the relevant Noteholder has offered for exchange which have been accepted for exchange by the Issuer, upon receipt by such Clearing System of an instruction from the Exchange Agent for such Existing Notes to be transferred to the specified account of the Issuer or its agent on its behalf and against credit of the relevant New Notes and payment by or on behalf of the Issuer of any Cash Consideration Amount, Accrued Payment or any Cash Rounding Amount, subject to the automatic withdrawal of those instructions on the date of any termination of the Exchange Offer or on the valid revocation of such Exchange Instruction, in the limited circumstances in which such revocation is permitted as described in "*Revocation of Exchange Instructions*", and subject to acceptance by the Issuer of Offers to Exchange and satisfaction of all other conditions of the Exchange Offer.

General

Separate Exchange Instructions

A separate Exchange Instruction must be completed on behalf of each beneficial owner.

Irrevocability

The submission of a valid Exchange Instruction in accordance with the procedures set out in this section “*Procedures for Participating in the Exchange Offer*” will be irrevocable after the Exchange Offer Revocation Deadline (expected to be at 15:00 CET on 25 May 2016) except in the limited circumstances described in “*Revocation of Exchange Instructions*” above.

Irregularities

All questions as to the validity, form, eligibility and valid revocation (including times of receipt) of the Exchange Instruction will be determined by the Issuer in its sole and absolute discretion, which determination shall be final and binding.

The Issuer reserves, in its sole and absolute discretion, the right to reject any and all Exchange Instructions or revocation instructions not in proper form or for which any corresponding agreement by the Issuer to accept would, in the opinion of the Issuer and its legal advisers, be unlawful. The Issuer also reserves, in its sole and absolute discretion, the right to waive any defects, irregularities or delay in the submission of any and all Exchange Instructions or revocation instructions. The Issuer also reserves, in its sole and absolute discretion, the right to waive any such defect, irregularity or delay in respect of particular offers of Existing Notes for exchange, whether or not the Issuer elects to waive similar defects, irregularities or any delay in respect of any other offers of Existing Notes for exchange.

Any defect, irregularity or delay must be cured within such time as the Issuer determines, unless waived by it. Exchange Instructions will be deemed not to have been made until such defects, irregularities or delays have been cured or waived. None of the Issuer, the Dealer Managers or the Exchange Agent shall be under any duty to give notice to a Noteholder of any defects, irregularities or delays in an Exchange Instruction or revocation instruction, nor shall any of them incur any liability for failure to give such notice.

Governing Law

The Exchange Offer, each Exchange Instruction and any exchange of Existing Notes pursuant to the Exchange Offer, and any non-contractual obligations arising out of or in connection with the foregoing, shall be governed by and construed in accordance with English law. By submitting an Exchange Instruction, the relevant Noteholder irrevocably and unconditionally agrees for the benefit of the Issuer, the Dealer Managers and the Exchange Agent that the courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with the Exchange Offer, such Exchange Instruction, any exchange of Existing Notes pursuant to the Exchange Offer or any non-contractual obligations arising out of or in connection with the foregoing and that, accordingly, any suit, action or proceedings arising out of or in connection with the foregoing may be brought in such courts.

AMENDMENT AND TERMINATION

Amendment and Termination

Notwithstanding any other provision of the Exchange Offer, the Issuer may, subject to applicable laws but at its option and sole and absolute discretion, at any time before the Issuer announces whether Offers to Exchange are accepted pursuant to the Exchange Offer which it expects to do as soon as reasonably practicable after the Pricing Time on the Pricing Date:

- (a) *Extension or re-opening*: extend the Expiration Deadline or re-open the Exchange Offer (in which case all references in this Exchange Offer Memorandum to “Expiration Deadline” shall, unless the context requires otherwise, be to the latest time and date to which the Expiration Deadline has been so extended);
- (b) *Amendment of other terms*: extend, re-open or amend the Exchange Offer in any respect (including, but not limited to, any extension, re-opening or amendment, as applicable, in relation to the Expiration Deadline, the Pricing Time, the Pricing Date and/or the Settlement Date, any decrease in the Exchange Spread and/or the New Notes Spread or any increase or decrease in the Target New Notes Size);
- (c) *Delay*: delay acceptance of, subject to applicable law, Exchange Instructions submitted pursuant to the Exchange Offer until satisfaction or waiver of the conditions to the Exchange Offer, even if the Exchange Offer has expired; or
- (d) *Termination*: terminate the Exchange Offer including with respect to Exchange Instructions submitted before the time of such termination.

The Issuer also reserves the right at any time, in its sole and absolute discretion, to waive any or all of the conditions of the Exchange Offer as set out in this Exchange Offer Memorandum.

The Issuer will ensure an announcement is made of any such extension, re-opening, delayed acceptance, amendment or termination as soon as is reasonably practicable after the relevant decision is made. To the extent a decision is made to waive any condition of the Exchange Offer generally, such decision will also be announced as soon as is reasonably practicable after it is made (see “*Exchange Offer — Announcements*” above.) If the Issuer amends the Exchange Offer in any way that, in the opinion of the Issuer (in consultation with the Dealer Managers), is materially prejudicial to Noteholders that have already Offered for Exchange their Existing Notes, the announcement of such amendment shall include a statement that in the Issuer’s opinion such amendment is materially prejudicial to such Noteholders.

In the event the Exchange Offer is terminated, notwithstanding the irrevocability of all Exchange Instructions, all Exchange Instructions in respect of Existing Notes of the relevant Existing Series will be deemed to be revoked automatically.

TAX CONSEQUENCES

In view of the number of different jurisdictions where tax laws may apply to a Noteholder, this Exchange Offer Memorandum does not discuss the tax consequences for Noteholders arising from the exchange of Existing Notes pursuant to the Exchange Offer and the receipt of New Notes, Cash Consideration Amount, Accrued Payment or any Cash Rounding Amount, nor as holders of the New Notes. Noteholders are urged to consult their own professional advisers regarding the possible tax consequences under the laws of the jurisdictions that apply to them or to the exchange of their Existing Notes and the receipt pursuant to the Exchange Offer of New Notes, Cash Consideration Amount, Accrued Payments or any Cash Rounding Amount. Noteholders are liable for their own taxes and have no recourse to the Issuer, ENEL, the Dealer Managers or the Exchange Agent with respect to taxes arising in connection with the Exchange Offer.

DEALER MANAGERS AND EXCHANGE AGENT

The Issuer has retained Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc and UniCredit Bank AG to act as Dealer Managers for the Exchange Offer and Lucid Issuer Services Limited to act as Exchange Agent. The Issuer has entered into a dealer manager agreement with the Dealer Managers, which contains certain provisions regarding payment of fees, expense reimbursement and indemnity arrangements relating to the Exchange Offer.

The Dealer Managers and their affiliates may contact Noteholders regarding the Exchange Offer and may request brokerage houses, custodians, nominees, fiduciaries and others to forward this Exchange Offer Memorandum and related materials to Noteholders.

The Dealer Managers and their affiliates have provided and continue to provide certain investment banking services, and/or lending, and/or may have issued financial instruments linked to ENEL's shares, and/or commercial banking transactions with, and may perform other services for, the Issuer, ENEL and their affiliates for which they have received and will receive compensation that is customary for services of such nature.

The Dealer Managers and/or their affiliates may have a holding in, or may from time to time provide advice or other investment services in relation to, or engage in transactions involving, the Existing Notes and the New Notes. Further, each of the Dealer Managers may (i) submit Exchange Instructions for their own account and (ii) submit Exchange Instructions (subject always to the offer restrictions set out in "*Offer and Distribution Restrictions*") on behalf of other Noteholders.

For the purposes of the calculation of the Exchange Ratio (which involves the calculation of the New Notes Price) at the Pricing Time, the Dealer Managers will determine the Reference Rate, and calculate the New Notes Yield, New Notes Price and New Notes Coupon. All such calculations and determinations will, absent manifest error, be conclusive and binding on the Issuer and the Noteholders.

None of the Dealer Managers, the Exchange Agent, or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Exchange Offer, the Issuer, any of its affiliates, the Existing Notes or the New Notes contained in this Exchange Offer Memorandum or for any failure by the Issuer to disclose events that may have occurred and may affect the significance or accuracy of such information.

None of the Dealer Managers, the Exchange Agent, the Issuer, ENEL or any of their respective directors, officers, employees or affiliates make any representation or recommendation whatsoever regarding the Exchange Offer or any recommendation as to whether Noteholders should offer for exchange Existing Notes in the Exchange Offer.

The Exchange Agent and the Dealer Managers are the agents of the Issuer and owe no duty to any holder of Notes.

ANNEX 1 – NEW NOTES PRELIMINARY DRAWDOWN PROSPECTUS

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ENEL FINANCE INTERNATIONAL N.V.

*(a limited liability company incorporated in The Netherlands,
having its corporate seat in Amsterdam, The Netherlands)*

**Issue of €[●] [●] Notes due 20[26]
(the “Notes”)**

**Guaranteed by
ENEL – Società per Azioni**
(incorporated with limited liability in Italy)

**Under the
€35,000,000,000
Global Medium Term Note Programme**

This drawdown prospectus (the “**Drawdown Prospectus**”) comprises (i) this document, and (ii) the documents and information specified in the section headed “*Documents Incorporated by Reference*” below.

This Drawdown Prospectus has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under Directive 2003/71/EC, which expression shall include any amendments thereto, including Directive 2010/73/EU (the “**2010 PD Amending Directive**”, to the extent implemented in the Relevant Member State) (the “**Prospectus Directive**”). The Central Bank only approves this Drawdown Prospectus as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This document constitutes a Prospectus for the purposes of the Prospectus Directive. Application has been made to the Irish Stock Exchange for the Notes to be admitted to the official list (the “**Official List**”) and trading on its regulated market which is a regulated market for the purposes of Directive 2004/39/EC. No assurance can be given that any such application will be successful.

The Notes will constitute direct, unconditional and (subject to the provisions of Condition 4) unsecured and unsubordinated obligations of Enel Finance International N.V. (the “**Issuer**”). Upon issue the Notes will be guaranteed by Enel – Società per Azioni (“**ENEL**”). For further details see “*Terms and Conditions of the Notes – Status of the Notes and the Guarantee*”.

The Notes will bear interest from and including [1] June 2016 (the “**Issue Date**”) at a rate of [●] per cent. per annum. Interest on the Notes will be payable [annually] in arrear on [●] in each year, beginning on [●] [●] 2016.

Unless previously redeemed, repurchased or cancelled, the Notes will be redeemed at 100 per cent. of their principal amount on [●] [●] 20[26]. The Notes may be redeemed, in whole but not in part, at 100 per cent. of their principal amount plus interest, if any, prior to the date fixed for redemption at the option of the Issuer in the event of certain changes affecting taxation in the Republic of Italy. For further details see “*Terms and Conditions of the Notes – Redemption and Purchase*”.

The Issuer has a right of substitution as set out in Condition 16(a) and Condition 16(c). ENEL N.V. may at any time, without the consent of the Noteholders or the Couponholders, substitute for itself as principal debtor under the Notes and the Coupons either ENEL as Issuer or any of ENEL’s Subsidiaries (as defined below). ENEL or the relevant Subsidiary (failing which, ENEL) shall indemnify each Noteholder and Couponholder against any adverse tax consequences of such a substitution, except that neither ENEL nor the relevant Subsidiary shall be liable under such indemnity to pay any additional amounts either on account of “*imposta sostitutiva*” or on account of any other withholding or deduction in the event of payment of interest or other amounts paid to a non-Italian resident legal entity or a non-Italian resident individual which is resident in a country which does not allow for a satisfactory exchange of information. When ENEL N.V. is to be substituted by another of ENEL’s Subsidiaries, such substitution may only take place if ENEL continues to guarantee the obligations of such Subsidiary. For further details regarding ENEL N.V.’s right of substitution see Condition 16(a) and Condition 16(c).

Any capitalised terms used but not defined in this Drawdown Prospectus shall have the meanings given to them in the Offering Circular as defined below.

Investing in Notes involves certain risks. For a discussion of these see the section entitled “Risk Factors” beginning on page 7.

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes are being offered outside the United

States in accordance with Regulation S under the Securities Act (“**Regulation S**”), and may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. persons (as defined in Regulation S) except in a transaction that is exempt from the registration requirements of the Securities Act and in compliance with any applicable state securities laws. In addition, Notes issued in reliance on Regulation S during the 40-day period beginning on the date of the completion of the distribution of the Notes will only be issued to a person that is neither a U.S. person nor holding such Notes for the account or benefit of a U.S. person. Terms in the previous sentence have the meaning given to them in Regulation S.

The Notes will be in bearer form and in denominations of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000 and will initially be in the form of a temporary global note (the “**Temporary Global Note**”), without interest coupons, which will be deposited on or around [1] June 2016 (the “**Issue Date**”) with a common safekeeper (the “**Common Safekeeper**”) for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, société anonyme (“**Clearstream, Luxembourg**” and, together with Euroclear, the “**Clearing Systems**”). Interests in the Temporary Global Note will be exchangeable for interests in a permanent global note (the “**Permanent Global Note**”), without interest coupons, not earlier than 40 days after the Issue Date upon certification as to non-U.S. beneficial ownership. Interest payments in respect of the Notes cannot be collected without such certification. The Temporary Global Note and the Permanent Global Note (each a “**Global Note**”) will be issued in new global note (“**NGN**”) form. Ownership of the beneficial interests in the Notes will be shown on, and transfers thereof will be effected through, records maintained in book-entry form by the Clearing Systems and their respective participants.

The Notes are expected to be rated BBB by Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”), BBB+ by Fitch Italia S.p.A. (“**Fitch**”) and Baa2 by Moody’s Investors Service Ltd (“**Moody’s**”). Each of Moody’s, S&P and Fitch is established in the European Union and registered under Regulation (EC) No.1060/2009 (as amended) (the “**CRA Regulation**”) and as such is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, supervision or withdrawal at any time by the assigning rating organization.

Each investor must comply with all applicable laws and regulations in each country or jurisdiction in or from which the investor purchases, offers, sells or delivers the Notes or has in the investor’s possession or distributes this Drawdown Prospectus and the accompanying Issue Terms.

Joint Lead Managers

Barclays
ING
Mediobanca
Société Générale Corporate & Investment Banking

BNP PARIBAS
J.P. Morgan
MUFG
The Royal Bank of Scotland

UniCredit Bank

IMPORTANT NOTICES

This Drawdown Prospectus is to be read in conjunction with all documents which are incorporated herein by reference (see “*Documents Incorporated by Reference*” below).

Terms used herein and not otherwise defined shall have the same meanings given to them in the offering circular dated 20 October 2015 (the “Offering Circular”) as supplemented by the supplement dated 18 December 2015 (the “Supplement”) in each case relating to the €35,000,000,000 Global Medium Term Note Programme of the Issuer and the Guarantor.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Drawdown Prospectus. To the best of the knowledge of each of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Drawdown Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. Certain third party information has been extracted from external sources as described in this Drawdown Prospectus. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and, as far as it is aware and is able to ascertain from published information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No representation, warranty or undertaking, express or implied, is made by Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc or UniCredit Bank AG (together, the “Joint Lead Managers”) or any of their respective affiliates and no responsibility or liability is accepted by any of the Joint Lead Managers or any of their respective affiliates as to the accuracy or completeness of the information contained or incorporated in this Drawdown Prospectus or any other information provided by the Issuer or the Guarantor in connection with the Notes. None of the Joint Lead Managers or any of their affiliates accepts any liability in relation to the information contained or incorporated by reference in this Drawdown Prospectus or any other information provided by the Issuer or the Guarantor in connection with the Notes.

No person is or has been authorised by the Issuer or the Guarantor to give any information or to make any representation not contained in or not consistent with this Drawdown Prospectus or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or the Guarantor or any of the Joint Lead Managers.

Neither this Drawdown Prospectus nor any other information supplied in connection with the Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer or the Guarantor or any of the Joint Lead Managers that any recipient of this Drawdown Prospectus or any other information supplied in connection with the Notes should purchase the Notes. Each investor contemplating purchasing the Notes should make its own independent investigation of the financial condition, results of operations and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Guarantor. Prospective investors should also read the detailed information set out elsewhere in this Drawdown Prospectus and in the Issue Terms of the Notes and reach their own views, based upon their own judgement and upon advice from such financial, legal and tax advisers as they have deemed necessary, prior to making any investment decision. Neither this Drawdown Prospectus nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer or the Guarantor or any of the Joint Lead Managers to any person to subscribe for or to purchase the Notes.

Neither the delivery of this Drawdown Prospectus nor the offering, sale or delivery of the Notes shall in any circumstances imply that the information contained herein concerning the Issuer or the Guarantor is correct at any time subsequent to the date hereof or that there has been no adverse change in the financial position of the Issuer or the Guarantor since the date hereof or the date upon which this document has been most recently supplemented or that any other information supplied in connection with the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Joint Lead Managers expressly do not undertake to review the financial condition or affairs of the Issuer or the Guarantor during the life of the Notes or to advise any investor in the Notes of any information coming to their attention.

This Drawdown Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Drawdown Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer, the Guarantor and the Joint Lead Managers do not represent that this Drawdown Prospectus may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular no action has been taken by the Issuer, the Guarantor or the Joint Lead Managers which is intended to permit a public offering of any Notes or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Drawdown Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Drawdown Prospectus or the Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Drawdown Prospectus and the offering and sale of the Notes. In particular, there are restrictions on the distribution of this Drawdown Prospectus and the offer or sale of Notes in the United States, the European Economic Area (including the United Kingdom, France, The Netherlands and Italy) and Japan, see “Subscription and Sale and Selling and Transfer Restrictions”.

All references in this document to “Euro” and “€” refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended. In addition, references to “U.S.\$” refer to United States dollars and to “Sterling” and “£” refer to pounds sterling.

References to the “Group” or the “ENEL Group” are to ENEL S.p.A. together with its subsidiary companies under Article 2359 of the Italian Civil Code and under Article 93 of the Italian Unified Financial Act, unless the context requires otherwise.

Non-IFRS Financial Measures

This Drawdown Prospectus contains certain non-IFRS financial measures including the Group’s “gross operating margin,” which is otherwise referred to as the Group’s “EBITDA,” and the Group’s “Net Financial Debt (ENEL method) and Net Financial Debt (CESR standard).” EBITDA is calculated as “operating income” plus “depreciation, amortisation and impairment losses.” References to “Net Financial Debt (CESR standard)” are to the Group’s net financial debt as ascertained pursuant to paragraph 127 of the CESR/05-054b Recommendations, implementing EC Regulation 809/2004, and in accordance with the CONSOB instruction of 26 July 2007. References to “Net Financial Debt (ENEL method)” are to the Group’s net financial debt calculated as the Group’s Net Financial Debt (CESR standard) netted for long-term financial receivables and securities. Investors should not place undue reliance on these non-IFRS financial measures and should not consider any non-IFRS financial

measure as: (i) an alternative to operating income or net income as determined in accordance with IFRS; (ii) an alternative to cash flow from operating, investing or financing activities (as determined in accordance with IFRS) as a measure of the Group's ability to meet cash needs; or (iii) an alternative to any other measure of performance under IFRS. These measures are not indicative of the Group's historical operating results; nor are they meant to be predictive of future results. These measures are, however, used by ENEL's management to monitor the underlying performance of the Group. Since companies generally do not calculate similarly entitled non-IFRS financial measures in an identical manner, ENEL's measures may not be consistent with similar measures used by other companies. For this reason also, investors should not place undue reliance on any non-IFRS financial measures.

Market Information

This Drawdown Prospectus contains statements related to, among other things, the following: (i) the size of the sectors and markets in which the ENEL Group operates; (ii) growth trends in the sectors and markets in which ENEL operates; and (iii) ENEL's relative competitive position in the sectors and markets in which it operates and the position of its competitors in those same sectors and markets.

Whether or not this is stated, where such information is presented, such information is based on third-party studies and surveys as well as ENEL's experience, market knowledge, accumulated data and investigation of market conditions. While ENEL believes such information to be reliable and believes any estimates contained in such information to be reasonable, there can be no assurance that such information or any of the assumptions underlying such estimates are accurate or correct, and none of the internal surveys or information on which ENEL has relied have been verified by any independent sources. Accordingly, undue reliance should not be placed on such information. In addition, information regarding the sectors and markets in which ENEL operates is normally not available for certain periods and, accordingly, such information may not be current as of the date of this Drawdown Prospectus.

STABILISATION

In connection with the issue and distribution of the Notes, [●] (the "Stabilising Manager(s)") (or any person acting on behalf of any Stabilising Manager(s)) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or any person acting on behalf of a Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the Issue Date and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or any person acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

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RISK FACTORS

The Issuer and the Guarantor believe that the following factors may affect their ability to fulfil their obligations under the Notes. Most of these factors are contingencies which may or may not occur and neither the Issuer nor the Guarantor is in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below.

The Issuer and the Guarantor believe that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer or the Guarantor to pay interest, principal or other amounts on or in connection with the Notes may occur for other reasons which may not be considered significant risks by the Issuer and the Guarantor based on information currently available to them and which they may not currently be able to anticipate. In addition, if any of the following risks, or any other risk not currently known, actually occur, the trading price of the Notes could decline and Noteholders may lose all or part of their investment. Prospective investors should also read the detailed information set out elsewhere in this Drawdown Prospectus including any document incorporated by reference hereto and reach their own views, based upon their own judgement and upon advice from such financial, legal and tax advisers as they have deemed necessary, prior to making any investment decision. Words and expressions defined in the “Terms and Conditions of the Notes” or elsewhere in this Drawdown Prospectus have the same meanings in this section.

Factors that may affect the Issuer’s and the Guarantor’s ability to fulfil their obligations under the Notes

The risks that may affect the Issuer’s and the Guarantor’s ability to fulfil their obligations under the Notes are set out:

- (a) under the headings:
 - (1) “Risks Related to the ENEL Group” on pages 28 to 33 of the Offering Circular;
 - (2) “Risks Related to the Energy Industry and Markets” on pages 33 to 38 of the Offering Circular; and
 - (3) “Risks relating to ENEL’s Ordinary Shares” on page 38 of the Offering Circular,in each case in the section entitled “Risk Factors” in the Offering Circular which has been incorporated by reference into this Drawdown Prospectus (see “Documents incorporated by reference” below), save that the paragraph entitled “ENEL’s ability to successfully execute its 2015-2019 Business Plan is not assured” on pages 30-31 of the Offering Circular shall not be incorporated; and
- (b) under the heading “ENEL’s ability to successfully execute its 2016-2019 Strategic Plan is not assured” on page 6 of the Supplement which has been incorporated by reference into this Drawdown Prospectus (see “Documents incorporated by reference” below).

Factors which are material for the purpose of assessing the market risks associated with the Notes

The risks which are material for the purpose of assessing the market risks associated with the Notes are set out under the headings:

- (a) “*Risks related to Notes generally*” on pages 39 to 41 of the Offering Circular, save that the risk factor set out under the heading “*Investors may be subject to tax consequences as a result of the Savings Directive*” on page 40 of the Offering Circular shall not be incorporated; and
- (b) “*Risks related to the market generally*” on pages 41 to 42 of the Offering Circular,

in each case in the section entitled “*Risk Factors*” in the Offering Circular which has been incorporated by reference into this Drawdown Prospectus (see “*Documents incorporated by reference*” below).

The following risk factor shall be included after the risk factor entitled “*Modification, waivers and substitution*” on page 39 of the Offering Circular and before the risk factor entitled “*Taxation*” on page 40 of the Offering Circular and should only be considered for the purposes of this Drawdown Prospectus:

“Investors may be subject to tax consequences as a result of the Savings Directive

Under Council Directive 2003/48/EC (the “**Savings Directive**”) on the taxation of savings income, each Member State is required to provide to the tax authorities of another Member State details of payments of interest or other similar income (within the meaning of the Savings Directive) paid by a Paying Agent (within the meaning of the Savings Directive) established within its jurisdiction to, or collected by, such a Paying Agent (within the meaning of the Savings Directive) for the benefit of an individual resident or Residual Entities (within the meaning of Article 4.2 of the Savings Directive) established in that other Member State except that Austria instead imposes a withholding system for a transitional period (subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest or other income may request that no tax be withheld) unless during such period it elects otherwise.

In order to avoid overlap with the amended Council Directive 2011/16/EU on administrative cooperation in the field of taxation, pursuant to which Member States will be required to apply other new measures on mandatory automatic exchange of information, the Savings Directive has been repealed as from 1 January 2016 (except that Austria is allowed to start applying these measures up to one year later).

If a payment to an individual were to be made or collected through a Member State which has opted and still provide for a withholding system (*i.e.* Austria) and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the Savings Directive or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26–27 November 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to such Directive, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. The Issuer is required to maintain a Paying Agent with a specified office in an EU Member State that is not obliged to withhold or deduct tax pursuant to any law implementing the Savings Directive or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26–27 November 2000.”

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published and have been filed with the Central Bank of Ireland and the Irish Stock Exchange shall be incorporated in, and form part of, this Drawdown Prospectus:

- (a) the Offering Circular available at https://www.enel.com/en-gb/Documents/investor/mediumterm/Offering_Circular_08ott15.pdf;
- (b) the Supplement available at https://www.enel.com/it-it/Documents/investor/mediumterm/ENEL_GMTN_2015_First_Supplement.pdf;
- (c) the audited consolidated financial statements of ENEL for the financial year ended 31 December 2013 and the related auditors report contained in ENEL's Annual Report 2013 available at https://www.enel.com/en-gb/Documents/FinancialReports/report2013/bilancio_consolidato_enel_spa_2013_en.pdf;
- (d) the audited consolidated financial statements of ENEL for the financial year ended 31 December 2014 and the related auditors report contained in ENEL's Annual Report 2014 available at https://www.enel.com/en-gb/Documents/FinancialReports/report2014/annual_report2014.pdf;
- (e) the audited consolidated financial statements of ENEL for the financial year ended 31 December 2015 available at https://www.enel.com/en-gb/Documents/FinancialReports/report2015/Annual_Report_2015.pdf;
- (f) the Auditors' report to the consolidated financial statements of ENEL for the financial year ended 31 December 2015 available at https://www.enel.com/en-gb/Documents/FinancialReports/report2015/Auditors_Report_on_the_2015_consolidated_financial_statements_of_the_Enel_Group.pdf;
- (g) the unaudited condensed consolidated interim financial report of ENEL as at and for the three months ended 31 March 2016, available at <https://www.enel.com/en-gb/Documents/report2016/Interim%20Financial%20Report%20at%20March%2031%202016.pdf>;
- (h) the audited financial statements of ENEL N.V. for the financial year ended 31 December 2013 and the related auditors report available at https://www.enel.com/en-gb/Documents/FinancialReports/report2013/EFI_FS_2013_with_auditors_report.pdf;
- (i) the audited financial statements of ENEL N.V. for the financial year ended 31 December 2014 and the related auditors report available at https://www.enel.com/en-gb/Documents/FinancialReports/report2014/enel_finance_international_nv_annual_report_2014_en.pdf;
- (j) the audited financial statements of ENEL N.V. for the financial year ended 31 December 2015 and the related auditors report available at https://www.enel.com/en-gb/Documents/FinancialReports/report2015/EFI_FS_12m2015%20published.pdf;
- (k) the press release dated 6 November 2015 and headed "*Enersis presents reorganisation of its operations in Chile and other Latin American countries to the financial community*", available at https://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664724-2_PDF-1.pdf;
- (l) the press release dated 6 November 2015 and headed "*Reorganisation of ENEL operations in Chile and other Latin American countries meets corporate interest of Enersis, Endesa Chile and Chilectra*", available at https://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664716-2_PDF-1.pdf;

- (m) the press release dated 11 November 2015 and headed “*Enersis, Endesa Chile and Chilectra call extraordinary shareholders’ meetings to approve the first phase of the restructuring of group operations in Chile and other Latin American countries*”, available at https://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664744-1_PDF-1.pdf;
- (n) the press release dated 13 November 2015 and headed “*Agreement for the sale of ENEL’s 49% stake in Hydro Dolomiti Enel for about 335 million Euros*”, and available at https://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664758-1_PDF-1.pdf;
- (o) the press release dated 18 November 2015 and headed “*ENEL Group presents 2016-2019 Strategic Plan*”, available at https://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664795-1_PDF-1.pdf;
- (p) the press release dated 18 November 2015 and headed “*Approval of integration of Enel Green Power into ENEL*”, available at https://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664793-2_PDF-1.pdf;
- (q) the press release dated 25 November 2015 and headed “*ENEL group corporate restructuring in Latin America moves forward*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664835-1_PDF-1.pdf;
- (r) the press release dated 26 November 2015 and headed “*Enel Green Power finalizes sale of all its assets in Portugal*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1664855-1_PDF-1.pdf;
- (s) the press release dated 18 December 2015 and headed “*Enel signs agreement with EPH for sale of stake in Slovenské Elektrárne*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665016-2_PDF-1.pdf;
- (t) the press release dated 19 December 2015 and headed “*Extraordinary shareholders’ meetings of Enersis, Endesa Chile and Chilectra approve first stage of Enel Group corporate restructuring in Latin America*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665018-1_PDF-1.pdf;
- (u) the press release dated 21 December 2015 and headed “*Enel signs agreement on Enel Produzione’s stake in Slovenské Elektrárne with Slovak Economy Ministry*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665021-1_PDF-1.pdf;
- (v) the press release dated 22 December 2015 and headed “*Enel Green Power and F2i close agreement to create a photovoltaic joint venture in Italy*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665068-1_PDF-1.pdf;
- (w) the press release dated 11 January 2016 and headed “*Enel extraordinary shareholders’ meeting approves integration of Enel Green Power into Enel*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665156-1_PDF-1.pdf;
- (x) the press release dated 13 January 2016 and headed “*Enel Green Power enters German market*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665163-1_PDF-1.pdf;
- (y) the press release dated 21 January 2016 and headed “*Preliminary assessment of effect on Enel Group of new 2016-2023 regulatory period for distribution in Italy*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665231-1_PDF-1.pdf;
- (z) the press release dated 21 January 2016 and headed “*Enel repurchases notes for an aggregate nominal amount of 750,007,000 Euros*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665229-1_PDF-1.pdf;

- (aa) the press release dated 26 January 2016 and headed “*Enel rebrands as an open power business*”, available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665273-1_PDF-1.pdf;
- (bb) the press release dated 18 February 2016 and headed “*Integration of ENEL Green Power into ENEL: results of withdrawal and sale of EGP Shares*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665375-1_PDF-1.pdf;
- (cc) the press release dated 18 February 2016 and headed “*ENEL Green Power steps into Peruvian market following successful tender outcome*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665369-1_PDF-1.pdf;
- (dd) the press release dated 22 March 2016 and headed “*2015 Financial targets achieved; progress against all five key pillars of strategic plan*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665519-1_PDF-1.pdf;
- (ee) the press release dated 23 March 2016 and headed “*ENEL open fiber strategic plan presented to ENEL Board of Directors*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665521-1_PDF-1.pdf;
- (ff) the press release dated 25 March 2016 and headed “*Deed of demerger executed for the integration of Enel Green Power into ENEL*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665525-1_PDF-1.pdf;
- (gg) the press release dated 29 March 2016 and headed “*Enel Green Power inaugurates triple renewable hybrid plant in the US*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665533-1_PDF-1.pdf;
- (hh) the press release dated 29 March 2016 and headed “*Deed of demerger for the integration of Enel Green Power into ENEL registered*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665531-1_PDF-1.pdf;
- (ii) the press release dated 30 March 2016 and headed “*Enel Green Power confirms renewables leadership in Mexico following successful tender outcome*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665535-1_PDF-1.pdf;
- (jj) the press release dated 4 April 2016 and headed “*ENEL starts construction of new solar park in Brazil*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665702-1_PDF-1.pdf;
- (kk) press release dated 6 April 2016 and headed “*ENEL starts production at Pampa Norte pv plant in Chile*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665710-1_PDF-1.pdf;
- (ll) press release dated 8 April 2016 and headed “*ENEL starts construction in the United States of its largest wind farm*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665741-1_PDF-1.pdf;
- (mm) press release dated 12 April 2016 and headed “*ENEL partners with GRI at 2016 Global Conference*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665749-1_PDF-1.pdf;
- (nn) press release dated 14 April 2016 and headed “*ENEL: amended shareholders’ meeting agenda*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665756-1_PDF-1.pdf;
- (oo) press release dated 15 April 2016 and headed “*ENEL’s mexican wind farm Dominica wins IDB Sustainability Award*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665761-2_PDF-1.pdf;

- (pp) press release dated 15 April 2016 and headed “*ENEL publishes documentation concerning items to be discussed in ordinary session of shareholders’ meeting*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665759-1_PDF-1.pdf;
- (qq) press release dated 18 April 2016 and headed “*ENEL building 90 mw wind farm in Brazil with 190 million us dollar investment*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665764-2_PDF-1.pdf;
- (rr) press release dated 20 April 2016 and headed “*ENEL publishes the explanatory report on the sole item to be discussed in extraordinary session of shareholders’ meeting*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665768-2_PDF-1.pdf;
- (ss) press release dated 21 April 2016 and headed “*ENEL foundation partners with American Academy in Rome*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665795-1_PDF-1.pdf;
- (tt) press release dated 22 April 2016 and headed “*ENEL starts production at the 24 mw Los Buenos Aires wind farm in Chile*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665800-1_PDF-1.pdf;
- (uu) press release dated 28 April 2016 and headed “*ENEL brings forward approval of first quarter 2016 results*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665815-1_PDF-1.pdf;
- (vv) press release dated 2 May 2016 and headed “*ENEL: slates of candidates for renewal of Board of Statutory Auditors have been filed*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665842-1_PDF-1.pdf;
- (ww) press release dated 3 May 2016 and headed “*ENEL starts operating Damascena wind farm in Brazil*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665847-1_PDF-1.pdf;
- (xx) press release dated 3 May 2016 and headed “*Enel Green Power and PLT Energia sign accord for the dale of two wind farms in Calabria*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665844-1_PDF-1.pdf;
- (yy) press release dated 4 May 2016 and headed “*ENEL starts production at its largest solar power plant in South Africa*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665849-1_PDF-1.pdf;
- (zz) press release dated 5 May 2016 and headed “*ENEL starts construction of its largest solar project in the United States*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665854-1_PDF-1.pdf;
- (aaa) press release dated 9 May 2016 and headed “*ENEL Group’s net income up and net financial debt down in first quarter of 2016*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665866-1_PDF-1.pdf, and
- (bbb) press release dated 16 May 2016 and headed “*ENEL starts construction of new 150 MW wind project in the United States*” available at http://servizi.enel.it/eWCM/salastampa/comunicati_eng/1665885-1_PDF-1.pdf.

save that any statement contained herein or in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Drawdown Prospectus to the extent that a statement contained in this this Drawdown Prospectus or in any document which is incorporated by reference herein expressly or impliedly modifies or supersedes such earlier statement. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Drawdown Prospectus.

Copies of documents incorporated by reference in this Drawdown Prospectus can be obtained from the registered offices of the Issuer and the Guarantor and from the specified offices of the Paying Agents for the time being in London (being The Bank of New York Mellon (acting through its London Branch), One Canada Square, London E14 5AL, United Kingdom) and Ireland (being Deutsche International Corporate Services (Ireland) Limited, Pinnacle 2, Eastpoint Business Park, Dublin 3, Ireland).

The documents incorporated by reference in this Drawdown Prospectus shall not include any documents which are themselves incorporated by reference in such incorporated documents (“daisy chained” documents). Such daisy chained documents incorporated by reference in the Offering Circular, the Supplement or the financial statements listed above as being incorporated by reference in this Drawdown Prospectus shall not form part of this Drawdown Prospectus. Where only part of the documents listed above have been incorporated by reference, only information expressly incorporated by reference herein shall form part of this document and the non-incorporated parts are either not relevant for the investor or covered elsewhere in this Drawdown Prospectus.

Pursuant to the Italian Civil Code, the non-consolidated financial statements as at and for the year ended 31 December 2015 of ENEL are subject to shareholder approval and a shareholder meeting has been called to approve such financial statements for 26 May 2016. In the event the shareholders do not approve such financial statements, this may have an impact on the 2015 consolidated financial information included and incorporated by reference in this Drawdown Prospectus and ENEL will file revised versions of such consolidated financial statements incorporated by reference herein as soon as practicable.

The following information from the documents listed above is incorporated by reference and the following cross-reference lists are provided to enable investors to identify specific items of information so incorporated. The documents listed at (k) to (bbb) above shall be incorporated in their entirety. Any information contained in any of the documents specified herein which is not incorporated by reference in this Drawdown Prospectus is either not relevant to investors or is covered elsewhere in this Drawdown Prospectus (in line with Article 28(4) of Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive).

Document	Information incorporated	Location
Offering Circular	Risk Factors, save that the risk factors headed (i) “ <i>ENEL’s ability to successfully execute its 2015-2019 Business Plan is not assured</i> ” on pages 30-31 of the Offering Circular and (ii) “Investors may be subject to tax consequences as a result of the Savings Directive” on page 40 of the Offering Circular shall not be incorporated.	pp. 28-42
	Overview of the Programme	pp. 46-49
	Form of the Notes	pp. 50-53
	Terms and Conditions of the Notes	pp. 80-110
	Description of ENEL save that the paragraphs headed (i) “ <i>Strategy</i> ” on page 118 of the Offering	pp. 112-163

	Circular, (ii) “ <i>Litigation</i> ” on pages from 140 to 148 of the Offering Circular and (iii) “ <i>Regulation</i> ” on page 149 of the Offering Circular shall not be incorporated	
	Description of ENEL Finance International N.V.	pp. 164-167
	Book-Entry Clearance Systems	pp. 170-173
	Taxation, save that the paragraphs headed (i) “ <i>EU Directive on the Taxation of Savings Income</i> ” on pages 174 to 175; (ii) “ <i>The Republic of Italy - Tax Treatment of Notes Issued by ENEL - Italian Resident Noteholders</i> ” on pages 175 to 176 (iii) “ <i>The Republic of Italy - Tax Treatment of Notes Issued by ENEL N.V. - Atypical Securities</i> ” on pages 178 to 179 and (iv) “ <i>Taxation in The Netherlands – Taxes on income and capital gains – Residents of The Netherlands</i> ” shall not be incorporated	pp. 174-185
	Subscription and Sale and Selling and Transfer Restrictions	pp. 186-192
Supplement	Risk Factors	p. 6
	Description of ENEL - Strategy	pp. 7-8
ENEL’s audited consolidated annual financial statements for the financial year ended 31 December 2013	Financial information concerning ENEL Group’s assets and liabilities, financial position and profits and losses, significant events and summary of the regulatory framework in which ENEL Group operates:	
	Significant events in 2013	pp. 58-66
	Sub-section “Regulatory and rate issues” of section “Reference scenario”	pp. 78-98
	Consolidated Income Statement	p. 134
	Statement of consolidated comprehensive Income	p. 135

	Consolidated Balance Sheet	pp. 136-137
	Statement of Changes in Consolidated Shareholders' Equity	pp. 138-139
	Consolidated Statement of Cash Flows	p. 140
	Notes to the Financial Statements	pp. 141-251
	Report of the Independent Auditors	pp. 294-296
ENEL's audited consolidated annual financial statements for the financial year ended 31 December 2014	Financial information concerning ENEL Group's assets and liabilities, financial position and profits and losses, significant events and summary of the regulatory framework in which ENEL Group operates:	
	Significant events in 2014	pp. 63-73
	Sub-section "Regulatory and rate issues" of section "Reference scenario"	pp. 83-101
	Consolidated Income Statement	p. 136
	Statement of Consolidated Comprehensive Income	p. 137
	Consolidated Balance Sheet	pp. 138-139
	Statement of Changes in Consolidated Shareholders' Equity	pp. 140-141
	Consolidated Statement of Cash Flows	p. 142
	Notes to the Financial Statements	pp. 143-285
	Report of the Independent Auditors	pp. 372-375
ENEL's audited consolidated annual financial statements for the financial year ended 31 December 2015	Financial information concerning ENEL Group's assets and liabilities, financial position and profits and losses, significant events and summary of the regulatory framework in which ENEL Group operates:	
	Significant events in 2015	pp. 64-73
	Sub-section "Regulatory and rate issues" of section "Reference scenario"	pp. 86-115
	Consolidated Income Statement	p. 146

	Statement of Consolidated Comprehensive Income	p. 147
	Consolidated Balance Sheet	p. 148-149
	Statement of Changes in Consolidated Shareholders' Equity	p. 150
	Consolidated Statement of Cash Flows	p. 151
	Notes to the consolidated financial statements	pp. 152-302
Auditors' report to the consolidated financial statements of ENEL for the financial year ended 31 December 2015	Report of the Independent Auditors	Entire document
ENEL N.V.'s audited annual financial statements for the financial year ended 31 December 2013	Financial information concerning ENEL N.V.'s assets and liabilities, financial position and profit and losses:	
	Statement of comprehensive income	p. 15
	Statement of financial position	p. 16
	Statement of changes in equity	p. 17
	Statement of cashflows	p. 18
	Notes to the Financial Statements	pp. 19-54
	Independent auditor's report	pp. 55-57
ENEL N.V.'s audited annual financial statements for the financial year ended 31 December 2014	Financial information concerning ENEL N.V.'s assets and liabilities, financial position and profit and losses:	
	Statement of comprehensive income	p. 15
	Statement of financial position	p. 16
	Statement of changes in equity	p. 17
	Statement of cashflows	p. 18
	Notes to the Financial Statements	pp. 19-55
	Independent auditor's report	pp. 56-59
ENEL N.V.'s audited annual financial statements for the financial year ended 31 December 2015	Financial information concerning ENEL N.V.'s assets and liabilities, financial position and profits and losses:	
	Statement of comprehensive income	p. 18

ENEL's Consolidated Interim Report
for the three month period ended 31
March 2016

Statement of financial position	p. 19
Statement of changes in equity	p. 20
Statement of cash flows	p. 21
Notes to the financial statements	pp. 22-52
Independent auditor's report	pp. 54-59
Financial information concerning ENEL Group's assets and liabilities, financial position and profits and losses, significant events and summary of the regulatory framework in which ENEL Group operates:	
Foreword	pp. 4-6
Summary of results	pp. 7-14
Results by business area	pp. 15-37
Analysis of the Group's financial position	p. 38
Analysis of the Group's financial structure	pp. 39-41
Significant events in the first quarter of 2016	pp.42-46
Reference scenario	pp. 47-50
Regulatory and rate issues	pp. 51-55
Condensed Consolidated Income Statement	p. 58
Statement of Consolidated Comprehensive Income	p. 59
Condensed Consolidated Balance Sheet	p. 60
Statement of Changes in Consolidated Shareholders' Equity	p. 61
Condensed Consolidated Statement of Cash Flows	p. 62
Notes to the condensed consolidated financial statements	pp. 63-88

TERMS AND CONDITIONS OF THE NOTES

The terms and conditions of the Notes shall consist of the Terms and Conditions of the Notes set out in the Offering Circular (the “**Offering Circular Terms and Conditions**”) as incorporated by reference herein (see “*Documents Incorporated by Reference*”) as completed by the terms set out in the issue terms set out below (the “**Issue Terms**”) (the Offering Circular Terms and Conditions and the Issue Terms together, being the “**Terms and Conditions of the Notes**”). Any references to “this document” in the “Issue Terms” section of this Drawdown Prospectus shall be deemed to refer to the Terms and Conditions of the Notes. References in the Offering Circular Terms and Conditions to Final Terms shall be deemed to refer to the Issue Terms set out below.

ISSUE TERMS

ENEL N.V. may at any time, without the consent of the Noteholders or the Couponholders, substitute for itself as principal debtor under the Notes and the Coupons either ENEL or any of ENEL's Subsidiaries (as defined in Condition 16 of the Notes) as Issuer. ENEL or the relevant Subsidiary (failing which, ENEL), as the case may be, shall indemnify each Noteholder and Couponholder against (A) any tax, duty, assessment or governmental charge which is imposed on such Noteholder or Couponholder by (or by any authority in or of) the Republic of Italy with respect to any Note or Coupon and which would not have been so imposed had the substitution not been made and (B) any tax, duty, assessment or governmental charge, and any cost or expense relating to the substitution, except that neither ENEL nor the relevant Subsidiary shall be liable under such indemnity to pay any additional amounts either on account of "*imposta sostitutiva*" or on account of any other withholding or deduction in the event of payment of interest or other amounts paid to a non-Italian resident legal entity or a non-Italian resident individual which is resident in a country which does not allow for a satisfactory exchange of information. When ENEL N.V. is to be substituted by another of ENEL's Subsidiaries, such substitution may only take place if ENEL continues to guarantee the obligations of such Subsidiary.

[30] May 2016

ENEL FINANCE INTERNATIONAL N.V.

(a limited liability company incorporated in The Netherlands with its corporate seat in Amsterdam, The Netherlands, and its registered address at Herengracht 471, 1017 BS Amsterdam, The Netherlands)

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

Guaranteed by

ENEL – SOCIETÀ PER AZIONI

(a limited liability company incorporated in Italy)

**issued under the €35,000,000,000
Global Medium Term Note Programme**

PART A CONTRACTUAL TERMS

1	(i) Issuer:	ENEL FINANCE INTERNATIONAL N.V.
	(ii) Guarantor:	ENEL — Società per Azioni
2	(i) Series Number:	[●]
	(ii) Tranche Number:	[●]
	(iii) Date on which the Notes become fungible:	Not Applicable.
3	Specified Currency or Currencies	Euro ("€")
4	Aggregate Nominal Amount:	
	(i) Series:	€[●]
	(ii) Tranche:	€[●]
5	(i) Issue Price:	[●] per cent. of the Aggregate Nominal Amount
	(ii) Net Proceeds:	€[●]

6	(i) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.
	(ii) Calculation Amount:	€1,000
7	(i) Issue Date:	[1] June 2016
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	[●] [●] 20[26]
9	Interest Basis:	[●] per cent. Fixed rate (further particulars specified below)
10	Redemption/Payment Basis:	[Redemption at par]
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options	Not Applicable
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee obtained:	The issue of the Notes has been authorised by a resolution of the managing board of the Issuer dated 18 February 2016. The giving of the Guarantee has been authorised by resolutions of the Board of Directors of the Guarantor dated 10 July 2014 and 17 December 2015
14	Method of distribution:	Delivery to participants in the relevant exchange offer launched by the Issuer on [18] May 2016 (the “ Exchange Offer ”)

Provisions relating to interest (if any) payable

15	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	[●] per cent. per annum [payable [annually] in arrear]
	(ii) Interest Payment Date(s):	[[●] in each year up to and including the Maturity Date]
	(iii) Fixed Coupon Amount(s): (Applicable to Notes in definitive form)	€[●] per Calculation Amount
	(iv) Broken Amount(s): (Applicable to Notes in definitive form)	€[●] per Calculation Amount, payable on the Interest Payment Date falling on [●]
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	[●] in each year
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note Provisions	Not Applicable

Provisions relating to Redemption

19	Issuer Call:	Not Applicable
20	Investor Put:	Not Applicable
21	Final Redemption Amount:	€1,000 per Calculation Amount
22	Early Redemption Amount payable on redemption for taxation reasons or on Event of Default:	As per Condition 7(e)

General Provisions applicable to the Notes

23	Form of Notes:	
	(a) Form:	Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
	(b) New Global Note:	Yes
24	Additional Financial Centre(s):	Not Applicable
25	Talons for future Coupons to be attached to Definitive Bearer Notes (and dates on which such Talons mature):	No

Distribution

26	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager (if any):	Not Applicable
27	If non-syndicated, name of relevant Dealer:	Not Applicable
28	Total commission and concession:	Not Applicable
29	U.S. Selling Restrictions:	Reg. S Category 2; TEFRA D

Purpose of Issue Terms

These Issue Terms comprise the issue terms required for issue and admission to trading on the Regulated Market of the Irish Stock Exchange of the Notes described herein pursuant to the €35,000,000,000 Global Medium Term Note Programme of ENEL FINANCE INTERNATIONAL N.V. as Issuer and ENEL — Società per Azioni as Issuer and Guarantor.

Responsibility

The Issuer and the Guarantor accept responsibility for the information contained in these Issue Terms.

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:

By:

Duly authorised

Duly authorised

**PART B
OTHER INFORMATION**

1 Listing and Admission to Trading

- (i) Listing and Admission to trading: Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market which is a regulated market for the purposes of Directive 2004/39/EC with effect from [1] June 2016.
- (ii) Estimate of total expenses related to admission to trading: EUR [●]

2 Ratings

- Ratings: The Notes to be issued have been rated:
S & P: [BBB]
Moody's: [Baa2]
Fitch: [BBB+]
Each of Moody's, S&P and Fitch is established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended).

3 Interests of Natural and Legal Persons Involved in the Issue

Save for any fees payable to Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Mitsubishi UFJ Securities International plc, Société Générale, The Royal Bank of Scotland plc and UniCredit Bank AG as dealer managers in connection with the Exchange Offer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

Not Applicable

5 Yield (Fixed Rate Notes only) Indication of yield: [●]

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 Operational Information

- (i) ISIN: [●]
- (ii) Common Code: [●]
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against delivery of certain of the existing securities in the Exchange Offer
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

DESCRIPTION OF ENEL

LITIGATION

In the ordinary course of its business the Group is subject to various civil, tax and administrative proceedings, as well as certain arbitral and criminal proceedings.

ENEL records provisions in its consolidated balance sheet to cover contingent litigation-related liabilities whenever ENEL's internal and external counsel advise it that an adverse outcome is likely in a given litigation and a reasonable estimate of the amount of the loss can be made. Such provisions amounted to €809 million as of 31 December 2015 and €50 million as of 31 December 2014 as provided in Note No. 35 (*Provisions for risks and charges*) to ENEL's audited consolidated financial statements for the financial year ended 31 December 2015. For a discussion of the litigations involving the companies belonging to the Group, see Note No. 49 (*Contingent liabilities and assets*) to ENEL's audited consolidated financial statements for the financial year ended 31 December 2015, as supplemented by Note No. 9 (*Contingent liabilities and assets*) to the unaudited condensed consolidated interim financial report of ENEL as at and for the three months ended 31 March 2016, each incorporated by reference hereto

(see "Documents Incorporated by Reference" above).

REGULATION

For an overview of the regulatory framework in which the Group operates, see the information contained (i) on pages from 86 to 115 of ENEL's audited consolidated annual financial statements for the financial year ended 31 December 2015 (sub-section "*Regulatory and rate issues*" of section "*Reference scenario*"); (ii) on pages from 83 to 101 of ENEL's audited consolidated annual financial statements for the financial year ended 31 December 2014 (sub-section "*Regulatory and rate issues*" of section "*Reference scenario*") and (iii) on pages from 51 to 55 of the unaudited condensed consolidated interim financial report of ENEL as at and for the three months ended 31 March 2016 (sub-section "*Regulatory and rate issues*" of section "*Reference scenario*"), each incorporated by reference hereto (see "*Documents Incorporated by Reference*" above).

CREDIT RATING

On 26 February 2016, Standard & Poor's Credit Market Services Europe Limited ("**S&P**") affirmed a "BBB" long term credit rating to ENEL, with a "stable" outlook. The long term credit rating assigned to ENEL by Moody's Investors Service Ltd ("**Moody's**") and Fitch Italia S.p.A. ("**Fitch**") is respectively "Baa2" and "BBB+"; in each case the outlook is "stable".

DESCRIPTION OF ENEL N.V. – RECENT DEVELOPMENTS

The following paragraph shall be included after the paragraph headed “*Auditors*” on page 167 of the Offering Circular and should only be considered for the purposes of this Drawdown Prospectus:

“Envisaged partial demerger of ENEL Green Power International B.V. in favour of ENEL N.V.

In the context of a corporate reorganisation aimed at, *inter alia*, providing that ENEL N.V. will be the main financing company for the ENEL Group – raising funds through notes issuances, loans and other facilities and on lending the funds so raised to the companies belonging to the ENEL Group – ENEL Green Power International B.V. (“EGPI”) and ENEL N.V. are considering a partial demerger (or alike transaction) of EGPI in favour of ENEL N.V..

In particular, in the forthcoming weeks, the competent corporate bodies of EGPI and ENEL N.V. should resolve upon a demerger of the financial assets and liabilities of EGPI (including credit rights against its subsidiaries and debts against ENEL N.V.) in favour of ENEL N.V..

For the avoidance of doubt, the envisaged demerger will not regard the financial indebtedness assumed by EGPI through bank facilities and capital market transactions to finance specific projects which are carried out by its subsidiaries. Such financial indebtedness will be assumed by other subsidiaries within the ENEL Group.

Subject to approval by the competent corporate bodies and completion of the relevant formalities, the envisaged partial demerger should take effect in the second half of 2016.”

TAXATION – RECENT DEVELOPMENTS

This section shall be read and construed in conjunction with the section headed “Taxation” on pages 174 to 185 of the Offering Circular incorporated by reference into this Drawdown Prospectus (see “Documents incorporated by reference” above).

The statements herein regarding taxation are based on the laws in force as at the date of this Drawdown Prospectus and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. Neither the Issuer nor the Guarantor will update this summary to reflect changes in laws and if such a change occurs the information in this summary could become invalid.

This summary assumes that ENEL and ENEL N.V. are resident for tax purposes in the Republic of Italy and in The Netherlands, respectively, are structured and conduct their business in the manner outlined in this Drawdown Prospectus. Changes in the Issuer’ and/or the Guarantor’s organisational structure, tax residence or the manner in which each of them conducts its business may invalidate this summary. This summary also assumes that each transaction with respect to the Notes is at arm’s length.

The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to subscribe for, purchase, own or dispose of the Notes and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules.

Prospective purchasers of the Notes are advised to consult their own tax advisers concerning the overall tax consequences under the tax laws of the country in which they are resident for tax purposes and of any other potentially relevant jurisdiction of acquiring, holding and disposing of the Notes and receiving payments of interest, principal and/or other amounts under the Notes, including in particular the effect of any state, regional or local tax laws.

EU Directive on the Taxation of Savings Income

Under the Savings Directive, each Member State is required, to provide to the tax authorities of another Member State details of payments of interest or other similar income (within the meaning of the Savings Directive) made by a Paying Agent (within the meaning of the Savings Directive) established within its jurisdiction to, or collected by, such a Paying Agent (within the meaning of the Savings Directive) for an individual resident or Residual Entities (within the meaning of Article 4.2 of the Savings Directive) established in that other Member State. Austria however does not participate in this system of information exchange, but instead imposes a withholding tax during a transitional period (subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest or other income may request that no tax be withheld), unless during such period it elects otherwise.

In order to avoid overlap with the amended Council Directive 2011/16/EU on administrative cooperation in the field of taxation, pursuant to which Member States will be required to apply other new measures on mandatory automatic exchange of information, the Savings Directive has been repealed as from 1 January 2016 (except that Austria is allowed to start applying these measures up to one year later).

If a payment to an individual were to be made or collected through a Member State which has opted and still provide for a withholding system (*i.e.*, Austria) and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the Savings Directive or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to such Directive, neither the Issuer nor

any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. The Issuer is required to maintain a Paying Agent with a specified office in a Member State that is not obliged to withhold or deduct tax pursuant to any law implementing the Savings Directive or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000.

The Republic of Italy – Tax Treatment of Notes Issued by ENEL – Italian Resident Noteholders

In case of Notes qualifying as bonds (*obbligazioni*) or debentures similar to bonds (*titoli similari alle obbligazioni*) held by an Italian resident Noteholder who is beneficial owner of the Notes and is (i) an individual not engaged in an entrepreneurial activity to which the Notes are connected, (ii) a non-commercial partnership, (iii) a non-commercial private or public institution, or (iv) an investor exempt from Italian corporate income taxation (in each case, unless the relevant Noteholder has entrusted the management of its financial assets, including the Notes, to an Italian authorised intermediary and has opted for the application of the risparmio gestito regime provided for by Article 7 of Italian Legislative Decree 21 November 1997, No. 461 – the “*Risparmio Gestito*” regime – see under “*Capital gains tax*” in the section headed “*Taxation*” on pages 179 to 181 of the Offering Circular incorporated by reference into this Drawdown Prospectus), interest, premium and other income relating to the Notes, accrued during the relevant holding period, are subject to a final tax, referred to as “*imposta sostitutiva*”, levied at the rate of 26 per cent.

In the event that the Noteholders described under (i) or (iii) above are engaged in an entrepreneurial activity to which the Notes are connected, the *imposta sostitutiva* applies as a provisional tax. In such case, interest, premium and other income relating to the Notes (i) will be subject to the *imposta sostitutiva* on account of income tax due and (ii) will be included in the relevant Noteholder’s annual corporate taxable income to be reported in the income tax return. As a consequence, such income will be subject to the ordinary income tax and the *imposta sostitutiva* may be recovered as a deduction from the income tax due.

Pursuant to Decree 239, *imposta sostitutiva* is generally applied by banks, società di intermediazione mobiliare (SIMs), fiduciary companies, società di gestione del risparmio (SGRs), stockbrokers and other entities identified by decrees of the Ministry of Finance who are (i) resident in Italy or permanent establishments in Italy of non-Italian resident financial intermediaries and (ii) intervene, in any way, in the collection of interest, premium and other income relating to the Notes or in the transfer of the Notes (each an “**Intermediary**”).

Where an Italian resident Noteholder who is beneficial owner of the Notes is a company or similar commercial entity, or a permanent establishment in Italy of a foreign company to which the Notes are effectively connected, and the Notes are timely deposited together with the relevant Coupons with an Intermediary, interest, premium and other income from the Notes will not be subject to *imposta sostitutiva*, but must be included in the relevant Noteholder’s income tax return and are therefore subject to general Italian corporate income tax (“**IRES**”), currently applying at 27.5 per cent. rate (24 per cent., as from 1 January 2017) and, in certain circumstances, depending on the “status” of the Noteholder, also to *imposta regionale sulle attività produttive*, the regional tax on productive activities (“**IRAP**”), generally applying at the rate of 3.9 per cent. (IRAP applies at different rates for certain categories of investors, e.g. banks, financial institutions and insurance companies and, in any case, can be increased by regional laws up to 0.92 per cent.).

Payments of interest, premium and other income in respect of the Notes made to Italian resident real estate investment funds and Italian real estate SICAFs established pursuant to Article 37 of Legislative Decree No. 58 of 24 February 1998 and Article 14-bis of Law No. 86 of 25 January 1994 (the “**Real Estate Funds**”) should not be subject to *imposta sostitutiva* and do not suffer any other income tax in the hands of the Real Estate Fund, provided that the Notes, together with the relevant Coupons, are timely deposited with an Intermediary. Unitholders are generally subject to a 26 per cent. withholding tax on distributions from the

Real Estate Funds. Furthermore, a direct imputation system (“tax transparency”) is provided for certain non-qualifying unitholders (e.g. Italian resident individuals) holding more than 5 per cent. of the units of the fund.

If the Noteholder is resident in Italy and is an open-ended or closed-ended investment fund (the “**Fund**”), a SICAV or a SICAF to which the provisions of Article 9 of Legislative Decree No. 44 of 4 March 2014 apply, and the Notes, together with the relevant Coupons, are timely deposited with an authorised Intermediary, interest accrued during the holding period on the Notes should not be subject to *imposta sostitutiva* and do not suffer any other income tax in the hands of the Funds. A 26 per cent. withholding tax is levied on proceeds received by certain categories of unitholders upon (i) distribution by Fund; or (ii) redemption or disposal of the units or liquidation of the Fund. Upon the occurrence of any of the events under (ii) above the rate of such withholding tax still applies at the 20 per cent. rate with reference to the portion of proceeds accrued up to 30 June 2014.

Where an Italian resident Noteholder is a pension fund (subject to the regime provided for by Article 17 of Legislative Decree 5 December 2005, No. 252) (the “**Pension Funds**”) and the Notes, together with the relevant Coupons, are timely deposited with an Intermediary, interest, premium and other income relating to the Notes and accrued during the holding period will not be subject to *imposta sostitutiva*, but must be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to an ad hoc 20 per cent. substitute tax (Article 1, paragraph 621 of Law 23 December 2014, No. 920). In certain circumstances and provided that certain conditions are met a 9 per cent. tax credit may be awarded.

Where an Italian resident Noteholder has opted for the Risparmio Gestito regime with respect to its investment in the Notes, such Noteholder will be subject to a 26 per cent. annual substitute tax on the increase in value of the managed assets accrued at the end of each tax year. In such case, interest, premium and other income on the Notes will be included in the calculation of said annual increase in value of managed assets.

Where the Notes and the relevant Coupons are not deposited with an Intermediary, the *imposta sostitutiva* is applied and withheld by any Italian intermediary (or permanent establishment in Italy of foreign intermediary) that intervenes in the payment of interest to any Noteholder or by the Issuer and Noteholders who are Italian resident companies or permanent establishments in Italy of foreign corporations to which the Notes are effectively connected are entitled to deduct *imposta sostitutiva* suffered from income taxes due.

Taxation in The Netherlands – Taxes on income and capital gains – Residents of The Netherlands

Generally speaking, if the holder of the Notes is an entity that is a resident or deemed to be resident of The Netherlands for Netherlands corporate income tax purposes, any payment under the Notes or any gain or loss realised on the disposal or deemed disposal of the Notes is subject to Netherlands corporate income tax at a rate of 20% with respect to taxable profits up to €200,000 and 25% with respect to taxable profits in excess of that amount.

If a holder of the Notes is an individual, resident or deemed to be resident of The Netherlands for Netherlands income tax purposes, any payment under the Notes or any gain or loss realised on the disposal or deemed disposal of the Notes is taxable at the progressive income tax rates (with a maximum of 52%), if:

- (i) the Notes are attributable to an enterprise (in Dutch: “*onderneming*”) from which the holder of the Notes derives a share of the profit, whether as an entrepreneur (in Dutch: “*ondernemer*”) or as a person who has a co-entitlement to the net worth (in Dutch: “*mede-gerechtigde tot het vermogen*”) of such enterprise without being a shareholder (as defined in The Netherlands Income Tax Act 2001);
or
- (ii) the holder of the Notes is considered to perform activities with respect to the Notes that go beyond ordinary asset management (in Dutch: “*normaal, actief vermogensbeheer*”) or derives benefits from

the Notes that are taxable as benefits from other activities (in Dutch: “resultaat uit overige werkzaamheden”).

If the above mentioned conditions (i) and (ii) do not apply to the individual holder of the Notes, such holder will be taxed annually on a deemed income of 4% of his/her net investment assets for the year at an income tax rate of 30%. As from January 2017 the fixed rate of four percent will be changed into three graduated rates of which the first two (2.9 and 4.7 percent) will be adjusted annually and the third one (5.5 percent) may be adjusted after five years. The net investment assets for the year (in Dutch: “*rendementsgrondslag*”) are the fair market value of the investment assets less the allowable liabilities on 1 January of the relevant calendar year, to the extent that a certain threshold (in Dutch: “*heffingsvrij vermogen*”) is exceeded. The Notes are included as investment assets. Actual income gains or losses in respect of the Notes are as such not subject to Netherlands income tax.

GENERAL INFORMATION

Authorisation

Establishment of the Programme / Entry into of the Programme by ENEL N.V.

The establishment of the €5,000,000,000 Global Medium Term Note Programme (the “**Programme**”) of ENEL and ENEL Finance International S.A. (currently ENEL N.V.), the increase in size and update of the Programme and the related documents by ENEL have been duly authorised by resolutions of the Board of Directors of ENEL dated (i) 29 September 2005, (ii) 9 April 2007, (iii) 3 February 2011, (iv) 20 October 2011, (v) 13 November 2012 and (vi) 10 July 2014.

The entry into of the Programme and the related documents by ENEL N.V. (formerly ENEL Finance International S.A.) has been duly authorised by a resolution of the managing board of ENEL N.V. dated 4 February 2011 and a resolution of the sole shareholder of ENEL N.V. dated 4 February 2011. The increase in size of the Programme has been duly authorised by (i) a resolution of the managing board of ENEL N.V. and a resolution of the shareholder of ENEL N.V., dated 20 October 2011 and (ii) a resolution of the managing board of ENEL N.V. adopted on 19 December 2012 and a resolution of the shareholder of ENEL N.V. dated 19 December 2012. The update of the Programme and the related documents by ENEL N.V. have been duly authorised by a resolution of the managing board of ENEL N.V. adopted on 30 September 2015 and a resolution of the sole shareholder of ENEL N.V. dated 30 September 2015.

Issue of the Notes / Giving of the Guarantee

The issue of the Notes has been duly authorised by a resolution of the managing board of ENEL N.V. dated 18 February 2016.

The giving of the Guarantee has been duly authorised by resolutions of the Board of Directors of ENEL dated (i) 29 September 2005, (ii) 9 April 2007, (iii) 3 February 2011, (iv) 20 October 2011, (v) 13 November 2012, (vi) 10 July 2014 and (vii) 17 December 2015.

Listing of Notes on the Irish Stock Exchange

Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market which is a regulated market for the purposes of Directive 2004/39/EC.

Documents Available

From the date hereof, so long as any of the Notes issued pursuant to this Drawdown Prospectus are to be traded on the regulated market of the Irish Stock Exchange and to be listed in the Official List of the Irish Stock Exchange, copies of the following documents will, when published, be available for inspection in hard copy, free of charge in English from the registered office of the Issuer or the Guarantor and from the specified office of the Paying Agent for the time being in Ireland (being Deutsche International Corporate Services (Ireland) Limited, Pinnacle 2, Eastpoint Business Park, Dublin 3, Ireland):

- (i) the articles of association and by-laws (with an English translation thereof) of ENEL N.V. and the Guarantor respectively;
- (ii) the Offering Circular and the Supplement;
- (iii) the Agency Agreement, the Deed of Guarantee and the Deed of Covenant;

- (iv) the audited consolidated financial statements of the Guarantor as at and for the year ended 31 December 2013, 31 December 2014 and 31 December 2015;
- (v) the unaudited condensed consolidated interim financial report of the Guarantor as at and for the three month period ended 31 March 2016;
- (vi) the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2013, 31 December 2014 and 31 December 2015; and
- (vii) a copy of this Drawdown Prospectus.

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg (which are the entities in charge of keeping the records). The appropriate Common Code and ISIN for the Notes allocated by Euroclear and Clearstream, Luxembourg are specified in the Issue Terms.

The address of Euroclear is Euroclear Bank S.A./N.V., 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium, the address of Clearstream, Luxembourg is Clearstream Banking, *société anonyme*, 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg and the address of DTC is The Depository Trust Company, 55 Water Street, New York, New York 10041, USA.

Trend Information

There has been no material adverse change in the prospects of ENEL N.V., ENEL or ENEL and its subsidiaries taken as a whole (“**ENEL Group**”) since 31 December 2015.

Significant change in the Issuer’s / Guarantor’s financial or trading position

There has been no significant change in the financial or trading position of ENEL N.V., ENEL and the ENEL Group since 31 March 2016.

In the foregoing statement required by the Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive, references to the “financial or trading position” is, in the interpretation of the Issuer and the Guarantor, specifically to the ability of ENEL N.V. and ENEL to meet their payment obligations under the Notes in a timely manner.

Litigation

Except as set out (i) on pages 289 to 299 of the ENEL’s audited consolidated annual financial statements for the financial year ended 31 December 2015, and (ii) on pages 86-88 of ENEL’s unaudited condensed consolidated interim financial report as at and for the three months ended 31 March 2016, which are each incorporated by reference herein, none of the Issuer, the Guarantor nor any subsidiary of the ENEL Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer or the Guarantor is aware) in the 12 months preceding the date of this document which may have or have had in such period a significant effect on the financial position or profitability of any of the Issuer, the Guarantor or the ENEL Group.

Auditors

The independent auditors of ENEL are Reconta Ernst & Young S.p.A. (“**E&Y**”), whose registered office is at Via Po, 32, 00198, Rome, Italy. E&Y is an accounting firm registered with CONSOB (the Italian stock market

regulator). E&Y has audited ENEL's accounts, prepared in accordance with International Financial Reporting Standards adopted in the European Union and the Italian regulations implementing Article 9 of Legislation Decree No. 38/05, without qualification, in accordance with auditing standards recommended by CONSOB for the financial year ended 31 December 2015, 31 December 2014 and 31 December 2013. The auditors of ENEL are independent accountants in respect of ENEL.

The independent auditor of ENEL N.V. is Ernst & Young Accountants LLP. Ernst & Young Accountants LLP is an audit firm for which the auditors are registered with the NBA.

Ernst & Young Accountants LLP was appointed as independent auditor of ENEL N.V. on 29 July 2011. Ernst & Young Accountants LLP has no interest in ENEL N.V.

Joint Lead Managers transacting with the Issuer or the Guarantor

Certain of the Joint Lead Managers and their affiliates have engaged, and may in the future engage, in financing, investment banking and/or commercial banking transactions with, and may perform services to the Issuer, the Guarantor and their affiliates in the ordinary course of business. Certain of the Joint Lead Managers and their affiliates may have positions, deal or make markets in the Notes, related derivatives and reference obligations, including (but not limited to) entering into hedging strategies on behalf of the Issuer or the Guarantor and their respective affiliates, investor clients, or as principal in order to manage their exposure, their general market risk, or other trading activities.

In addition, in the ordinary course of their business activities, the Joint Lead Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or the Guarantor, or the Issuer's or the Guarantor's affiliates. Certain of the Joint Lead Managers or their affiliates that have a lending relationship with the Issuer or the Guarantor routinely hedge their credit exposure to the Issuer or the Guarantor consistent with their customary risk management policies. Typically, such Joint Lead Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such positions could adversely affect future trading prices of Notes. The Joint Lead Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

For the purpose of this paragraph the term "affiliates" include also parent companies.

Foreign languages used in the Drawdown Prospectus

The language of this Drawdown Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

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