

In accordance with article 82 of the Securities Market Law, ENDESA, S.A. (the “**Company**” or “**Endesa**”), hereby submits the following

### **SIGNIFICANT EVENT**

On September 17, 2014, the Board of Directors of ENDESA, S.A. (“**ENDESA**” or “**Company**”) resolved to convene the Extraordinary General Shareholders’ Meeting, to be held in Madrid, at its registered offices located at calle Ribera del Loira no. 60, on October 21, 2014, at 12:30 p.m. in single call, in accordance with the following.

#### **Agenda**

1. Review and approval, as the case may be, of the sale to Enel Energy Europe, Single-Member Limited Liability Company (*Sociedad Limitada Unipersonal*) of (i) 20.3% of the shares of Enersis, S.A. which are held directly by ENDESA and (ii) 100% of the shares of Endesa Latinoamérica, S.A. (holding 40.32% of the capital stock of Enersis, S.A.) currently held by Endesa, for a total amount of 8,252.9 million Euros.
2. Review and approval, as the case may be, of the proposed division and transfer of share premiums and merger reserves, and of the partial transfer of legal and revaluation reserves (Royal Decree-Law 7/1996), to voluntary reserves.
3. Review and approval, as the case may be, of the distribution of an Extraordinary dividend of 7.795 Euros gross per share (i.e. a total of 8,252,972,752.02 Euros) charged to unrestricted reserves.
4. Review and approval, as the case may be, of the ratification, reappointment, and appointment of members of the Board of Directors for the period established in the Bylaws:
  - 4.1. Ratification of the appointment by co-optation of Mr. Francesco Starace and of his reappointment as shareholder-appointed director of the Company.
  - 4.2. Appointment of Mr. Livio Gallo as shareholder-appointed director.
  - 4.3. Appointment of Mr. Enrico Viale as shareholder-appointed director.
5. Delegation to the Board of Directors to execute and implement resolutions adopted by the General Meeting, as well as to substitute the powers it receives from the General Meeting, and the granting of powers to the Board of Directors to raise such resolutions to a public deed and to register and, as the case may be, correct such resolutions.

#### **Filing of Claims**

In accordance with Article 519.2 of the Spanish Capital Corporations Law (*Ley de Sociedades de Capital*), shareholders who represent at least five percent of the capital stock may file substantiated claims regarding topics included, or which should be included, on the Agenda for the General Meeting. This right may be exercised by attestable notice which must be received at the Company’s registered offices, calle Ribera del Loira, no. 60, 28042-Madrid, written out to the attention of the Secretary of the Board of Directors, within five days following publication of this official meeting notice.

### **Intervention of Notary Public at the Shareholders' Meeting**

The minutes of the Extraordinary General Shareholders' Meeting shall be drawn up by a Notary Public who is a member of the Madrid Association of Notaries Public, as so requested for this purpose by the Board of Directors, in accordance with the provisions of Article 203 of the Spanish Capital Corporations Law in connection with Article 101 of the Mercantile Registry Regulations, Article 35 of the Corporate Bylaws, and Article 22 of the General Meeting Regulations.

### **Right to Attend and Public Request for Proxy**

Shareholders whose shares are recorded in the relevant book-entry ledger at least five days in advance of the meeting being held and who hold the relevant attendance card may attend the Extraordinary General Shareholders' Meeting. The shares of ENDESA are represented through the book-entry system, as a consequence of which attendance, voting and proxy cards shall be issued and provided by the financial institutions participating in IBERCLEAR in which the shareholders have their shares deposited, without prejudice to the certificates of standing issued in accordance with the entries of the accounting ledger of the pertinent responsible or member institution.

Each shareholder entitled to attend may be represented at the Extraordinary General Shareholders' Meeting by means of another person, in accordance with the provisions on this subject matter set forth in Articles 184 and 185 of the Spanish Capital Corporations Law, the Corporate Bylaws, and the General Meeting Regulations.

In the case of proxies sent to the Company or granted in favor of a member of the Board of Directors, whether directly or through the entities acting as custodian of the shares or entrusted with recording the book-entries in relation thereto, the following rules shall apply, unless otherwise directed by the appointing shareholder:

1. Unless otherwise indicated by the shareholder appointing a proxy, the proxyholder shall be deemed to have specific instructions to vote in favor of the proposals made by the Board of Directors on the topics on the Agenda for the meeting and against all proposed resolutions not made by the Board of Directors.
2. In the event that the person to whom the proxy is delegated is not named, said proxy shall be deemed to be granted to the Chairman of the Audit and Compliance Committee, who shall be an independent director.
3. If the proxyholder so appointed has a legally defined conflict of interest in voting on any of the proposals which, on or off the Agenda, are submitted to the Extraordinary General Shareholders' Meeting, the proxy shall be deemed to be delegated to the Chairman of the Audit and Compliance Committee, who shall be an independent director, unless otherwise directed by the appointing shareholder.
4. Likewise, the delegation of powers extends to topics that may be submitted to a vote of the Extraordinary General Shareholders' Meeting even though they are not included on the Agenda for the meeting. In this case, and except as indicated otherwise by the appointing shareholder, the proxyholder shall vote for whatever would be in the best interests of the appointing shareholder.

In accordance with the provisions of Articles 523 and 526 of the Spanish Capital Corporations Law, it is hereby notified that the Chairman, Managing Director, Director-Secretary, and all the external shareholder-appointed Directors have a conflict of interest with regard to the first item on the Agenda. It is further notified that the Director Mr. Francesco Starace has a conflict of interest with regard to item

4.1 on the Agenda (ratification of appointment by co-optation and reappointment as member of the Board of Directors).

Furthermore, the Directors may incur in a conflict of interest situation according to Article 526.1(a) - (d) of the Spanish Capital Corporations Law with regard to potential issues which may arise outside of the Agenda, as provided by Law. In this case, the proxy, unless otherwise expressly indicated, shall be deemed granted to the Chairman of the Audit Committee, who shall be an independent director. Finally, it's indicated that in the event that the appointed proxyholder is legally subject to a conflict of interest with regard to voting on any of the proposals which, whether on the Agenda or not, are submitted to the General Meeting, the proxy shall be considered delegated to the Chairman of the Audit and Compliance Committee, who shall be an independent director.

In accordance with Article 11 of the General Meeting Regulations, financial intermediaries who have standing as shareholders but who also act on behalf of various clients may divide their vote in such a manner that allows them to abide by the instructions received.

### **Right to Information**

In accordance with the provisions of Articles 272 and 518 of the Spanish Capital Corporations Law, the shareholders may, immediately and free of charge, examine at the registered offices of or obtain from the Company the following texts and documentation:

1. Announcement of Call to Meeting
2. The total number of shares and voting rights on the date of the meeting.
3. Full text of proposed resolutions raised by the Board of Directors and presented to the Extraordinary General Shareholders' Meeting in relation to the various Agenda items.
4. Directors' Report justifying the proposals developed under items one and three of the Agenda of the Extraordinary General Shareholders' Meeting.
5. The fairness opinions issued by Merrill Lynch Capital Markets España, S.A., S.V. and Deutsche Bank, S.A.E related to the proposal received from Energy Europe, S.L.U. to acquire (i) 20.3% of the shares of Enersis, S.A. and (ii) 100% of the shares of Endesa Latinoamérica, S.A. (holds 40.32% of the capital stock of Enersis, S.A.).
6. The professional profile and biographies of the directors whose ratification, reappointment, and appointment is proposed during the Extraordinary General Shareholders' Meeting.
7. Model attendance, proxy, and distance voting cards.
8. Rules on distance voting and proxies.

All texts and documentation relating to the Extraordinary General Shareholders' Meeting may be consulted and obtained on the company's website **[www.endesa.com](http://www.endesa.com)**. Likewise, the shareholders are informed that the General Shareholders' Meeting may be followed through said website.

In accordance with the provisions of Articles 197 and 520 of the Spanish Capital Corporations Law and Article 9 of the General Meeting Regulations, shareholders may request information or clarification that they consider necessary, or ask questions which they consider relevant to the topics included on the General Meeting Agenda, provided that such request is made in writing during the period starting on the date the notice of meeting is published and ending seven days, inclusive, before the date on which the meeting is to be held in single call. In addition, within the same period and in the same manner, shareholders may make written requests for clarification regarding any publicly accessible information

provided to the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) by the Company since the last General Meeting was held.

Information requests must be made in accordance with the rules established in Article 9.3 of the General Meeting Regulations and may be made by either delivering or mailing the request to the registered offices of the Company at the following address: ENDESA, S.A. (JUNTA GENERAL EXTRAORDINARIA DE ACCIONISTAS - EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING), CALLE RIBERA DEL LOIRA, NO. 60, 28042-MADRID. Information requests may also be made electronically through the Company's website ([www.endesa.com](http://www.endesa.com)) by accessing the Extraordinary General Shareholders' Meeting link and selecting "Shareholders' Right to Information."

Those requests where the electronic document through which the information was requested includes either the recognized electronic signature of the requesting party or some other form of electronic signature which, by resolution previously adopted to such effect, the Board of Directors considers satisfies adequate guarantees of authenticity and identification of the shareholder exercising his right to information, shall be considered admissible. The shareholder shall be responsible for proving the sending of the request to the company in due time and form.

### **Delivery of Documentation**

For the convenience of the shareholders and in order to avoid crowds at the entry door of the premises where the Extraordinary General Shareholders' Meeting will be held, the delivery of the documentation referred to in the previous section shall take place, subject to presentation of the attendance card, at the registered offices of the Company, located at c/ Ribera del Loira, no. 60, 28042-Madrid, from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 6:00 p.m., Monday to Thursday, and from 9:00 am to 2:00 p.m. on Fridays, up until the day before the General Meeting.

### **RULES ON DISTANCE VOTING AND PROXIES**

The Board of Directors of ENDESA has decided, in accordance with the provisions of Article 31 of the Corporate Bylaws and Article 21 of the General Meeting Regulations, that at this Extraordinary General Shareholders' Meeting, the following rules on the subject of distance voting and proxies shall apply as from the date of publication of the pertinent meeting notice:

#### **1. VOTING THROUGH MEANS OF DISTANCE COMMUNICATION**

ENDESA shareholders entitled to attend and vote may cast their vote on Agenda items of the Extraordinary General Shareholders' Meeting through distance communication and prior to the General Meeting being held, in the terms contemplated by the Spanish Capital Corporations Law, Article 31 of the Corporate Bylaws, and Articles 10 and 21 of the General Meeting Regulations.

##### **1.1 Means for Casting a Distance Vote**

Valid means of distance communication for casting a distance vote are as follows:

##### **(i) Electronic Means**

In order to cast a distance vote by electronic communication with the Company, ENDESA shareholders must do so through the Company's webpage ([www.endesa.com](http://www.endesa.com)) by accessing the the Extraordinary General Shareholders' Meeting link and entering the "Distance Voting and Proxy" section.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the

shareholder exercising his or her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the recognized electronic signature and the advanced electronic signature, in the terms provided by Law 59/2003, of December 19, on electronic signatures, provided that they are based on a recognized electronic certificate issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española - CERES*), a body of the Spanish National Mint (*Fábrica Nacional de Moneda y Timbre*), and of which there is no record of revocation.

Those shareholders with an electronic signature that meet the aforementioned requirements and who can be identified through such signature, as well as those shareholders who hold an electronic National Identity Card (DNIE), may cast their vote on Agenda items of the Extraordinary General Shareholders' Meeting through the Company's website ([www.endesa.com](http://www.endesa.com)) by following the procedure established therein.

## **(ii) Postal Service**

In order to cast a distance vote by postal service, shareholders must complete and sign the "Distance Voting by Mail" section on the physical attendance, proxy or distance voting card issued by the entity participating in IBERCLEAR in which they have their shares deposited. Once the attendance, proxy and distance voting card has been filled out and the "Distance Voting by Mail" section signed, the shareholder may send the card:

1. By postal service to the following address: ENDESA, S.A. (JUNTA GENERAL EXTRAORDINARIA DE ACCIONISTAS– EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ), CALLE RIBERA DEL LOIRA, NO. 60, 28042-MADRID.
2. Using the "postage-paid" envelope, if any, accompanying the card.
3. By courier service, equivalent to the postal service, to the address indicated above.
4. By delivery of the completed and signed card to the entity participating in IBERCLEAR at which his or her shares are deposited.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include a section dedicated to "Distance Voting by Mail," a shareholder who wishes to vote remotely by mail must download a copy of the Distance Voting Card from ENDESA's website ([www.endesa.com](http://www.endesa.com)), print out a hard copy, and complete and sign it, together with the attendance card issued by the entity participating in IBERCLEAR. Once both cards have been completed and signed, the shareholder shall send them:

1. By postal service to the following address: ENDESA, S.A. (JUNTA GENERAL EXTRAORDINARIA DE ACCIONISTAS– EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ), CALLE RIBERA DEL LOIRA, NO. 60, 28042-MADRID.
2. By courier service, equivalent to the postal service, to the address indicated above.
3. By delivery of the completed and signed card to the entity participating in IBERCLEAR at which his or her shares are deposited.

## **2. DELEGATION OF PROXY BY MEANS OF DISTANCE COMMUNICATION**

ENDESA shareholders may delegate their proxy through distance communication prior to the Extraordinary General Shareholders' Meeting being held under the terms contemplated by the Spanish Capital Corporations Law, Article 31 of the Corporate Bylaws, Article 21 of the General Meeting Regulations, and those set forth above in this official meeting notice.

### **2.1 Means for Delegating Proxy**

Valid distance means of communication for delegation of proxy are as follows:

**(i) Electronic Means**

To grant a proxy by electronic communication with the Company, ENDESA shareholders must go to the Company's website ([www.endesa.com](http://www.endesa.com)), access the Extraordinary General Shareholders' Meeting link, and select the "Distance Voting and Proxy" option.

In accordance with the provisions of the Bylaws and the General Meeting Regulations, the mechanism for casting a vote by electronic means must afford due guarantees of authenticity and identification of the shareholder exercising the voting right. The guarantees which the Board of Directors deems adequate in order to ensure the authenticity and identification of the shareholder exercising his or her voting right are, in accordance with the provisions of Article 21 of the General Meeting Regulations, the recognized electronic signature and the advanced electronic signature, in the terms provided by Law 59/2003, of December 19, on electronic signatures, provided that they are based on a recognized electronic certificate issued by the Spanish Public Certification Authority (CERES), a body of the Spanish National Mint, and of which there is no record of revocation.

Those shareholders with an electronic signature meeting the specified requirements and who can be identified through such signature, as well as those shareholders who hold an electronic National Identity Card (DNle), may delegate their proxy through the Company's website ([www.endesa.com](http://www.endesa.com)) by following the procedure established therein. A shareholder who delegates his or her proxy electronically is required to notify the appointed proxyholder of the proxy so delegated. When the proxy is delegated to a Director or to the Secretary of the Board of Directors of ENDESA such notice shall be deemed to be given by means of the receipt of such electronic proxy by ENDESA.

On the date and at the venue of the Meeting, the designated proxyholders must identify themselves with their National Identity Card (DNI) or Passport, and as the case may be, together with a copy of the electronic proxy, so that the Company can check the proxy granted to them.

The proxyholder can only exercise the shareholder's vote by attending the Meeting in person.

**(ii) Postal Service**

In order to delegate a proxy by postal service, shareholders must complete and sign the proxy section of the physical attendance card issued by the entity participating in IBERCLEAR. The proxyholder can only exercise the vote by attending the Shareholders' Meeting in person.

Shareholders may send the duly completed and signed card:

1. By postal service to the following address: ENDESA, S.A. (JUNTA GENERAL EXTRAORDINARIA DE ACCIONISTAS– EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ), CALLE RIBERA DEL LOIRA, NO. 60, 28042-MADRID.
2. Using the "postage-paid" envelope, if any, accompanying the card.
3. By courier service, equivalent to the postal service, to the address indicated above.
4. By delivery of the completed and signed card to the entity participating in IBERCLEAR at which his or her shares are deposited.

On the date and at the venue of the Extraordinary General Shareholders' Meeting, the designated proxyholders must identify themselves with their National Identity Card or Passport, and as the case may be, together with a copy of the electronic proxy, so that the Company can check the proxy granted to them.



### **3. BASIC RULES FOR DISTANCE VOTING AND PROXIES**

#### **3.1 Deadline for receipt by the Company of distance proxies and votes.**

In order to be valid, and in accordance with the provisions of the General Meeting Regulations, the Company shall receive both distance proxies and votes (whether electronically or via mail) sufficiently in advance of when the Extraordinary General Shareholders' Meeting is to be held. If otherwise, it shall be deemed that the proxy was not granted and the vote not cast, unless it is subsequently received before the Extraordinary General Shareholders' Meeting has been held and such receipt allows for the proper verification and calculations to be made in order to prepare and grant such proxy.

#### **3.2 Priority rules between proxy, distance and direct vote at the General Meeting.**

##### **Priorities between proxy, distance vote and physical attendance**

Personal attendance at a Extraordinary General Shareholders' Meeting by a shareholder who had previously appointed a proxy or cast a distance vote, regardless of the manner in which the vote was cast, shall render such proxy or vote null and void.

Likewise, a vote, regardless of the manner in which it was cast, will render any proxy granted ineffective, whether granted electronically or by means of a printed card. If the proxy was granted before the vote was cast, the proxy will be considered revoked, and if granted subsequently, it shall be considered void.

##### **Priorities between proxies**

In the event that a shareholder validly appoints several proxies, the last proxy received by the Company shall prevail.

##### **Priorities between distance votes**

A shareholder may only validly cast one distance vote for each shareholding interest. In the event that a shareholder casts several distance votes for the same share, whether electronically or by postal service, the first vote received by the Company shall prevail, and any votes received on a subsequent date shall be invalid. The shareholder must personally attend the Extraordinary General Shareholders' Meeting in order to revoke or modify such distance vote.

#### **3.3 Specificity of distance vote**

A shareholder who wishes to cast a distance vote (electronically or via mail) must indicate how he or she will vote for each item on the Agenda. If, in relation to any of the Agenda items, a shareholder does not specify the direction of his or her vote, the shareholder shall be deemed to have voted in favor of the proposals of the Board of Directors on the business included on the Agenda as formulated by the latter, and against the further proposed resolutions included, as the case may be, in accordance with Article 519.2 of the Spanish Capital Corporations Law.

#### **3.4 Other Provisions**

In the event that electronic means are employed, only one electronic action per type of operation (one vote and one proxy) is allowed.

Disposal of the shares conferring the attendance right acknowledged by the Company will result in both distance proxies and votes being considered null and void.

The shareholder is exclusively responsible for the custody of his or her electronic signature in order to electronically vote or delegate a proxy.

### 3.5 Extraordinary Rules

Shareholders that are legal entities not resident in Spain must inquire about the possibility, as the case may be, of adapting the distance voting and proxy mechanisms to their needs while still providing adequate guarantees by calling the **Shareholder Relations Line at 900-666-900**.

Furthermore, in the event that the shareholder is a legal entity, the latter must notify the Company of any change or revocation in the powers held by its proxyholder and, therefore, ENDESA does not accept any liability until such notification has taken place.

Any of the joint holders of a share pool may attend and vote directly or by proxy, and the rules on priority established in section 3 herein shall apply as among them. For the purposes of Article 126 of the Spanish Capital Corporations Law, it shall be construed that the joint holder who, from time to time, performs an action (voting directly or by proxy, or physical or remote attendance), has been appointed by the rest of the joint owners to exercise their shareholder rights. In these cases, the first of the holders registered (physical or remote) at the meeting shall be considered the attendee. In relation thereto and for the purposes of Article 126 of the Spanish Capital Corporations Law, it shall be construed that the joint holder first registered (physically or remotely) at the meeting shall be the one appointed by the remainder of the joint owners to exercise their shareholder rights.

## 4. TECHNICAL INCIDENTS

ENDESA reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms when so required for technical or security reasons.

ENDESA shall not be held liable for any damages which may be caused to a shareholder as a result of breakdowns, overloads, dropped lines, failed connections, malfunctioning of postal service or any other circumstances of a like or similar nature, out of ENDESA's control, which prevent the use of the distance voting and proxy mechanisms.

### Electronic Shareholder Forum

The Board of Directors has decided, in accordance with the provisions of Article 539.2 of the Spanish Capital Corporations Law, that at the Extraordinary General Shareholders' Meeting, the rules of operation of the Electronic Shareholder Forum published on the company's website and available to the shareholders at the registered offices shall apply, as from the date of publication of the pertinent official meeting notice.

### Processing of Personal Data

The personal data submitted by the shareholders to exercise or delegate their attendance and voting rights at the General Meeting, or which are furnished by banking institutions, brokers, and dealers with whom shareholders have their shares deposited, through the entity legally qualified to carry out the book-entry records (IBERCLEAR), shall be processed by the Company for the purposes of communicating with the shareholder with regard to corporate relations, carrying out personalized campaigns, and ensuring compliance with legal obligations. The rights to access, rectification, cancellation and opposition may be exercised, when legally applicable, by written communication addressed to the Secretariat of the Board of the Company, located in Madrid at c/Ribera del Loira, no. 60, 28042.

### Additional Information

For any clarification concerning the delivery of documentation and any other aspect concerning this meeting notice, shareholders can address the Information Office, located at the registered offices at





calle Ribera del Loira, no. 60, Madrid, either in person or by telephoning 900-666-900 from 9:00 a.m. through 2:00 p.m. and from 4:00 p.m. through 6:00 p.m., Monday through Thursday, and from 9:00 am to 2:00 pm on Fridays.

Madrid, September 19, 2014

Salvador Montejo Velilla

Board of Directors Secretary