



ENDESA, S.A. (“**Endesa**”), pursuant to Article 82 of the Securities Market Law and in accordance with sections 5.2.5 and 6.5.3 of the Securities Note that forms part of the Prospectus of the Public Offering of Endesa shares (the “**Public Offering**” or the “**Offering**”) that are held by Enel Energy Europe, S.L.U. (the “**Offeror**”), registered in the official registries of the Spanish National Securities Market Commission (CNMV) on 6 November 2014 (the “**Prospectus**”), publishes the following

## **SIGNIFICANT EVENT**

### **1. Exercise of the green shoe option on 30,270,000 Endesa shares**

As of today's date, Credit Suisse Securities (Europe) Limited, as the Stabilisation Manager of the Offering, acting for and on behalf of the underwriters of the institutional tranche of the Offering, exercised in full the green shoe option granted by the Offeror for a maximum of 30,270,000 Endesa shares.

In accordance with the Underwriting Agreement for the institutional tranche of the Offering entered into on 20 November 2014, the price agreed upon for exercising the green shoe option is the same as the offer price in the Offering, i.e. €13.50 per share.

Consequently, and as indicated in the Additional Information to the Prospectus of 21 November, the total number of shares subject to the Offering is 232,070,000 shares, which represents 21.92% of Endesa's share capital, for gross proceeds of €3,132,945,000.

### **2. Stabilisation transactions**

Credit Suisse Securities (Europe) Limited, as the Stabilisation Manager, pursuant to Article 9.3 of Commission Regulation (EC) No. 2273/2003, of 22 December 2003, implementing Directive 2003/6/EC of the European Parliament and of the Council, as regards exemptions for buy-back programmes and stabilisation of financial instruments, has reported that no stabilisation transactions have been performed on Endesa shares since the transaction date of the Offering (i.e., since 21 November 2014).

As a result of exercising the green shoe option in full, on this date the stabilisation period referred to in section 6.5.2 of the Securities Note of the Prospectus, which could have continued until 15 December 2014, is hereby deemed to be concluded.

Madrid, 25 November 2014

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*“Prospectus Directive”), this communication is addressed only to qualified investors in that Member State within the meaning of the Prospectus Directive.*

*Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act"), as amended, and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. This document does not solicit money, securities or any other type of consideration, and, if any is sent in response hereto, it will not be accepted.*

*The Prospectus of the Offering registered by the CNMV can be found on its website ([www.cnmv.es](http://www.cnmv.es)) and on the corporate website of ENDESA [www.endesa.com](http://www.endesa.com)*