



REMUNERATION REPORT

(approved by the Board of Directors of Enel Green Power S.p.A. on April 2, 2012)

(Drawn up pursuant to Articles 123-*ter* of the Consolidated Financial Act and
84-*quater* of CONSOB's Regulation on Issuers)

Table of contents

Introduction	3
SECTION I: POLICY ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL MANAGER, AND THE EXECUTIVES WITH STRATEGIC RESPONSIBILITIES. PROCEDURES FOR THE ADOPTION AND IMPLEMENTATION OF THE POLICY	4
1.1 Procedures for the adoption and implementation of the policy	4
1.1.1 Bodies and persons involved in the preparation, approval and implementation of the policy.....	4
1.1.2 Role, composition and functioning of the Compensation Committee	4
1.1.3 Independent experts who took part in the preparation of the policy.....	5
1.2 Remuneration policy for members of the Board of Directors, the General Manager, and Executives with strategic responsibilities	5
1.2.1 Purposes of the remuneration policy and its underlying principles.....	5
1.2.2 Policy on fixed and variable components of remuneration (also known as the “pay mix”) and indication of the relative weight out of total remuneration	5
1.2.3 Policy on non-monetary benefits.....	8
1.2.4 Performance objectives on the basis of which the variable components of remuneration are awarded. Connection between the changes in results and the changes in remuneration.....	8
1.2.5 Criteria used for the assessment of the performance targets underlying the award of the variable component of remuneration	9
1.2.6 Consistency of the remuneration policy with the pursuit of the Company’s long-term interests and risk management policy, if formalized.....	10
1.2.7 Terms for the maturity (vesting period), any deferred payment systems and, where applicable, ex post correction mechanisms.....	10
1.2.8 Any clauses providing for holding financial instruments in the portfolio after purchase under stock incentive systems.....	10
1.2.9 Policy related to treatments established in the event of termination of the office or employment	11
1.2.10 Information on insurance coverage, or social security or pension coverage other than mandatory ones.....	12
1.2.11 Remuneration policy followed with reference to: (i) independent directors; (ii) participation in committees; and (iii) performance of special offices	12
1.2.12 Remuneration policies of other companies used as reference for Enel Green Power’s remuneration policy	12
SECTION II: REPRESENTATION OF THE ITEMS COMPOSING THE REMUNERATION AND FEES PAID DURING THE RELEVANT FINANCIAL YEAR.....	13
2.1 Representation of the items composing the remuneration (on an item-by-item basis).....	13
2.1.1 Items composing the remuneration of the members of the Board of Directors	13
2.1.2 Items composing the remuneration of the members of the Auditing Body	17
2.1.3 Items composing the remuneration of Executives with strategic responsibilities	18
2.2 Compensation paid in 2011	20
Table 1: Compensation paid to members of administrative and auditing bodies, to the General Manager and the Executives with strategic responsibilities	20
Table 2: Monetary incentive plans in favour of members of the Board of Directors, the General Manager and the other Executives with strategic responsibilities	24
2.3 Interests held by members of the Board of Directors, the Board of Statutory Auditors, the General Manager and Executives with strategic responsibilities	25

Remuneration report

Introduction

In consideration of the changes in the economic and financial context that have occurred since 2008, the European Commission - through Recommendation no. 385 issued on April 30, 2009, which complements Recommendation no. 913 issued on December 14, 2004 - reformulated the EC regulatory framework applicable to the remuneration of executive directors and executives with strategic responsibilities of listed companies, in order to link their remuneration with the achievement of results that are sustainable over the medium-long term for such companies.

The principles laid down by the European Commission have been implemented through art. 6 (formerly art. 7) of the Self-regulation Code for listed companies promoted by Borsa Italiana S.p.A. (the "Self-regulation Code"). Such Code recommends, *inter alia* (i) that the board of directors of listed companies adopts a policy on the remuneration of executive directors and executives with strategic responsibilities and (ii) that such policy is defined so as to align their interests with the pursuit of the over-arching objective of creating value for shareholders over the medium-long term.

The European Commission's recommendations also provide for shareholders' control over remuneration policies. These control mechanisms have been implemented through art. 123-ter of Legislative Decree 24 February 1998, No. 58 (the "Consolidated Financial Act"), which provides as follows:

- (i) listed companies must make available to the public, at least 21 days prior to the date set for the shareholders' meeting called to approve the financial statement, a remuneration report prepared on the basis of the indications provided by Consob in art. 84-*quater* and in Schedule 3A, Scheme 7-*bis*, of the Regulation issued through Consob resolution No. 11971/1999 (the "Regulation on Issuers"); and
- (ii) the first section of this remuneration report - which explains the policy adopted with regard to the remuneration of the members of the board of directors, of general managers and executives with strategic responsibilities, with reference at list to the financial year following the year of the financial statement submitted to the shareholders' meeting for approval - must be submitted to the shareholders for a consultative vote.

In light of the foregoing, the present remuneration report provides to the shareholders of Enel Green Power S.p.A. ("Enel Green Power" or the "Company") and to the market detailed disclosure with respect to both the remuneration policy for Directors, the General Manager and Executives with strategic responsibilities adopted for the financial year 2012, and the compensation paid to such persons and to the Effective Statutory Auditors in year 2011.

The report also provides information on the shareholdings held in Enel Green Power and its subsidiaries by members of the administrative and auditing bodies, the General Manager, Executives with strategic responsibilities, as well as their spouses who are not legally separated and their minor children, whether such shareholdings are held directly or indirectly through subsidiaries, trusts or agents.

The present remuneration report has been made available to the public at Enel Green Power's registered office (located at Viale Regina Margherita, 125, Rome), at Borsa Italiana S.p.A., and also on the Company's website (www.enelgreenpower.com).

SECTION I: POLICY ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL MANAGER, AND THE EXECUTIVES WITH STRATEGIC RESPONSIBILITIES. PROCEDURES FOR THE ADOPTION AND IMPLEMENTATION OF THE POLICY

1.1 Procedures for the adoption and implementation of the policy

1.1.1 Bodies and persons involved in the preparation, approval and implementation of the policy

Enel Green Power's remuneration policy was approved by the Board of Directors, upon a proposal submitted by the Compensation Committee.

In accordance with the recommendations set forth in art. 6.C.5 (formerly art. 7.C.5) of the Self-regulation Code, the adequacy, overall consistency and effective application of the remuneration policy will be reviewed periodically by the Compensation Committee. The Chief Executive Officer is in charge of implementing the remuneration policy for Executives with strategic responsibilities and, with the support from the Company's Human Resources and Organization Function, he also handles the on-going monitoring of the adequacy, overall consistency and effective application of the policy, and periodically reports to the Compensation Committee on such monitoring activities in order to allow such committee to make the assessments referred to in point 1.1.2. letter (a) below.

1.1.2 Role, composition and functioning of the Compensation Committee

The Compensation Committee is currently comprised of Directors Carlo Angelici (independent Director, who also serves as Chairman), Luca Anderlini (independent Director) and Daniele Umberto Santosuosso (independent Director).

The composition, tasks and functioning modalities of such Committee are governed by a special organizational regulation approved by the Board of Directors and made available to the public on the Company's website (www.enelgreenpower.com).

In particular, the Compensation Committee is in charge of the following consultative and proposing tasks:

- a) formulating to the Board of Directors proposals on the general policy on the remuneration of executive Directors and the other Directors holding particular offices and Executives with strategic responsibilities, periodically assessing the adequacy, overall consistency and effective application of the policy adopted, and using the information provided by the Chief Executive Officer with regard to the implementation of the policy *vis-à-vis* Executives with strategic responsibilities;
- b) submitting to the Board of Directors proposals on the remuneration of executive Directors and other Directors holding particular offices, the setting of performance objectives related to the variable component of such remuneration, also monitoring the application of decisions made by the Board and verifying, in particular, whether or not the performance objectives have effectively been reached;
- c) reviewing in advance the annual remuneration report, to be made available to the public prior to the annual Shareholders' Meeting called to approve the financial statement.

The Committee also prepares and submits to the Board of Directors, for its approval, incentive schemes for the management, including stock-based remuneration plans, monitoring the application of the same.

The Compensation Committee meets as often as appropriate to ensure the proper performance of its functions. The Chairman of the Board of Statutory Auditors attends the Committee meetings, and may also designate another Statutory Auditor to attend the meeting in his place. The Head of Human Resources and Organization Function generally attends the meeting as well as the members of the Internal Control Committee. The Chairman may, from time to time, invite to the Committee meetings other members of the Board of Directors, or other representatives of corporate functions or third parties whose attendance could be deemed helpful for a better

performance of the Committee functions. No Director takes part in the Committee meetings in which proposals are presented to the Board of Directors with regard to his own remuneration, unless the proposals concern all the members of Committees established within the Board of Directors. In order for Committee meetings to be valid, the attendance of a majority of the members in office is required. The Committee's determinations are made through an absolute majority vote of the members in attendance.

With regard to the activities performed by the Compensation Committee, the Chairman of the Committee reports to the Board of Directors at least once every six months.

1.1.3 Independent experts who took part in the preparation of the policy

For the preparation of the remuneration policy for the financial year 2012, the Company availed itself of the consultancy services provided by independent experts of Aon Hewitt Risk & Consulting S.r.l. (with regard to the remuneration of the sole executive director) and of HayGroup (with regard to the remuneration of executives with strategic responsibilities). In particular, such experts conducted a benchmarking analysis on the remuneration of the sole executive director and the executives with strategic responsibilities in companies, including foreign companies, operating in the same business sector and/or companies endowed with a business model similar to Enel Green Power's, which are particularly representative as regard their economic or operating dimensions.

1.2 Remuneration policy for members of the Board of Directors, the General Manager, and Executives with strategic responsibilities

1.2.1 Purposes of the remuneration policy and its underlying principles

In line with the recommendations set forth in arts. 6.C.1 and 6.C.3 (formerly, arts. 7.C.1 and 7.C.3, respectively) of the Self-regulation Code, the remuneration (i) of Enel Green Power's sole executive Director, and such term referring to the Chief Executive Officer (who also holds the role of General Manager with a provision that such role would automatically cease in the event that such person does no longer hold the role of Chief Executive Officer), and (ii) of Executives with strategic responsibilities of the Enel Green Power Group (the "Group") is defined so as to align their interests with the over-arching objective of creating value for Enel Green Power's shareholders over the medium-long term, ensuring that the remuneration is based upon results effectively achieved by the persons in question and by the Group as a whole.

The remuneration policy applicable to such persons is therefore aimed at enhancing sustainable performance, aligning their remuneration with market standards, with a view to ensuring an adequate level of competitiveness on the labor market.

Such policy is also structured so as to ensure an adequate balance between fixed and variable components and, - with regard to variable components - between short-term and medium-long term components, in order to ensure *equilibrium* between such components as well as the implementation of conducts in line with the sustainable performance by the Group.

The remuneration of non-executive Directors, in accordance with the recommendations set forth in art. 6.C.4 (formerly art. 7.C.4) of the Self-regulation Code, is linked with the dedication requested to each of them, also taking into account their respective participation on one or more committees established within the Board of Directors.

1.2.2 Policy on fixed and variable components of remuneration (also known as the "pay mix") and indication of the relative weight out of total remuneration

The policy on the remuneration of the sole executive Director – *i.e.* the Chief Executive Officer – provides for the grant of specific remuneration treatments by the Board of Directors, upon the proposal of the Compensation Committee, after hearing the opinion of the Board of Statutory Auditors, in accordance with art. 2389, paragraph 3, of the Italian Civil Code.

These remuneration treatments provide for an appropriate balance between fixed and variable components of remuneration, taking into account the responsibilities and powers assigned to the executive Director, as well as the Company's business sector and the characteristics of its business operations. In any case, the fixed emolument is determined, for the above-mentioned person, in an amount sufficient to remunerate his work in the event that the variable emolument is not paid due to the failure to achieve performance objectives.

The remuneration of the Chief Executive Officer, who also acts as General Manager, is comprised of a fixed component and a variable component, each granted separately for the directorship relationship (with reference to the office of Chief Executive Officer) and for the executive relationship (with reference to the office of General Manager). In line with the recommendations set forth in the combined provisions of arts. 6.C.1, letter c) and 6.C.3 (formerly articles . 7.C.1, letter c), and 7.C.3) of the Self-regulation Code, the fixed compensation of the General Manager is sufficient to remunerate his services in the event that the variable compensation due to him is not disbursed due to failure to achieve the performance objectives.

The base emolument awarded by the ordinary Shareholders' Meeting to each of the directors of the Company is absorbed by the remuneration determined by the Board of Directors with regard to the directorship relationship. Furthermore, the Chief Executive Officer/General Manager may be appointed as member of the boards of directors of subsidiaries and/or affiliates of Enel Green Power or they may maintain his positions within such companies in place at the time of appointment. The remuneration pursuant to art. 2389, paragraphs 1 and 3, of the Italian Civil Code pertaining to such offices is forfeited or transferred to the Company, since it is absorbed by the payment of compensation determined by the Board of Directors with reference to the executive relationship.

The variable remuneration due to the Chief Executive Officer/General Manager (with regard to the respective relationships) is comprised of the following components:

- (i) a short-term component, in a base amount that may be increased up to a maximum amount equal to 195% of the same, for the executive position, and in a base amount that may be increased up to a maximum of 150% of the same, for the directorship relationship. Both of the variable components are awarded based upon the achievement of objective and specific annual targets related to the budget and identified by the Board of Directors, at the Compensation Committee's proposal; and
- (ii) a medium-long term component deriving from his participation, in his capacity as General Manager, in the incentive plans periodically launched by Enel Green Power, through a resolution by the Board of Directors, at the proposal of the Compensation Committee, in favor of the Group's management. Under such plans, it can be envisaged that the Board of Directors, at the Compensation Committee's proposal, may grant to the General Manager a quantity of instruments or a monetary amount, that is proportional to the position held with respect to the quantities envisaged for other recipients. The actual implementation of such plans is conditioned upon the achievement of the objective and specific targets provided under such plans.

In particular, the long term incentive plan (LTI) for 2012, may provide for the award to the recipient of a base amount, related to 80% of the RAL, with reference to both the directorship position and the executive position. The final bonus obtainable under the plan may vary, depending upon the level of achievement of the objectives, from zero to a maximum level of 120% of the base amount, equal to 96% of the RAL. A revaluation clause will also be provided, pursuant to which, if the Chief Executive Officer/General Manager is to decide to exercise his rights under the plan starting from the second year after the year in which the exercise conditions were met (in other words, starting in the fifth year after the year in which the plan was approved), the Company will carry out a revaluation of the bonus due by applying the following *formula*:

Final Cumulative EBITDA 2012-(year preceding the year of exercise)		
<hr/>	X	Actual amount accrued in
Cumulative Budget EBITDA 2012-(year preceding the year of exercise)		2015

This adjustment may not (i) under any circumstances exceed 50% of the bonus due and accrued by 2015, or (ii) where there is a decrease, lead to a reduction in the above-mentioned actual value of the bonus accrued by 2015.

As regards the weight of the fixed and variable components of the remuneration of the Chief Executive Officer/General Manager as part of his overall remuneration, it should be noted that the maximum amount of the variable component - both the short-term and medium-long term components- which may be paid in the event that all of the pre-established conditions have been met would amount to approximately 64%. More specifically, the maximum amount of the short term variable component would amount to 29% of total remuneration, while the maximum amount of the medium long term variable component would amount to 35% of total remuneration.

As regards non-executive Directors, the policy provides that their remuneration be comprised solely of a fixed emolument (approved by the ordinary Shareholders' Meeting in accordance with art. 2389, paragraph 1, of the Italian Civil Code and art. 22 of the by-laws), and, for Directors who are also members of one or more committees established within the Board of Directors, an additional remuneration determined by the latter, at the Compensation Committee's proposal and after hearing the Board of Statutory Auditors' opinion.

For additional information on the compensation due for participation in the internal Committees established by the Board of Directors, see paragraph 1.2.11 below.

As regards Executives with strategic responsibilities, the policy provides that the compensation structure for such persons is comprised of the following:

- (i) a fixed component aimed at adequately remunerating the skills and expertise that are distinctive and necessary for purposes of performing the assigned office, the scope of responsibilities, and the overall contribution provided to achieve business results;
- (ii) a short-term variable component remunerating the performance from a standpoint of merits and sustainability; this component is characterized by the disbursement of an annual cash remuneration, the amount of which varies depending upon the level of achievement of pre-established targets (both individual and Group targets), assigned and measured with reference to the single financial year;
- (iii) a long-term variable component characterized by the participation in long-term incentive plans (LTI) which may provide for, as regards 2012, the establishment of a base amount related to the RAL and a subsequent grant of a cash bonus that may vary on the basis of such amount (from zero to a maximum of 120%) depending upon the level of achievement of pre-established targets and performance conditions of the Group. A revaluation clause will be also included which applies in accordance with the same terms described above with regard to the LTI 2012 plan to be assigned to the Chief Executive Officer/General Manager. This variable component is aimed at orienting management's actions toward the creation of value for shareholders over the medium - long term.

In this regard, it should be noted that the composition of remuneration of Executives with strategic responsibilities (the so-called "pay mix") is the following:

Executives with strategic responsibilities	Total (%)
Fixed Component	55%
Short term variable component*	19%
Medium-long term variable component**	26%

* The short term variable component is valued with reference to the possibility of achieving results levels equal to the target (in other words, 100% of the pre-established cash base).

** The valuation of the medium/long-term component is made by taking the present value with reference to the possibility of achieving the results levels equal to the target (meaning 100% of the pre-established cash bonus).

1.2.3 Policy on non-monetary benefits

With reference to the Chief Executive Officer/General Manager, with regard to his executive position, and to the Executives with strategic responsibilities the following is envisaged (i) the assignment of an automobile for business and personal use; (ii) the execution of insurance policies to cover the risk of accidents that may occur outside the professional environment; (iii) Enel Green Power's payment of contributions for the supplementary Pension Fund for the Group's executives; (iv) Enel Green Power's payment of contributions for *Asem - Associazione Assistenza Sanitaria Integrativa Dirigenza Energia e Multiservizi*, and, in accordance with the contractual provisions, (v) the adoption of protective measures in the event of legal or administrative proceedings against him in connection with their office (except in cases of wrongful misconduct or gross negligence determined through a final enforceable court judgment or acts committed blatantly to the Company's detriment).

1.2.4 Performance objectives on the basis of which the variable components of remuneration are awarded. Connection between the changes in results and the changes in remuneration.

With reference to the Chief Executive Officer/General Manager, the remuneration policy provides, as already mentioned, that the short term variable component is awarded to such person subject to the achievement of objective and specific annual targets related to the budget and identified by the Board of Directors at the Compensation Committee's proposal. In particular, such targets include for 2012 (i) quantitative targets referring to certain fundamental operating results (with reference to consolidated EBITDA, additional capacity, optimization of capex, safety in the workplace, the reduction of the Group's net financial indebtedness) and (ii) a qualitative target related to aligning conduct to the leadership model implemented by the Group. The percentage weight of the qualitative objectives with respect to quantitative objectives, in terms of the maximum bonus payable, amounts to approximately 15%.

The policy also provides that the medium-long term variable component - which may be granted on the basis of the long-term incentive plan (LTI) referred to in point 1.2.2 above to the Chief Executive Officer/General Manager, on the basis of his executive position - is granted subject to the achievement of operating and economic-financial targets provided under the plan and which apply to all of the recipients of the plan, including the Executives with strategic responsibilities (such objectives are illustrated below).

With reference to the Executives with strategic responsibilities, the remuneration policy provides that the short term variable component is granted to such persons subject to the achievement of objective, specific, annual targets, based upon the budget and the business plan and identified by the Administration, Finance and Control Function, at the proposal of the Human Resources and Organization Function. In particular, such objectives include (i) economic-financial targets, in line with the strategic budget targets of the Group as a whole and the individual Business Areas; (ii) technical and/or project-based targets; and (iii) the assessment of conducts envisaged under the Group's "Leadership Model" (in other words, the set of conduct relevant for Enel Green Power at all organizational levels, which contribute toward the achievement of successful performance, which is fundamental for purposes of ensuring sustainable growth over time; in particular, reference is made to conduct related to: (1) safety in the workplace, (2) the management of change (3) the assumption of responsibilities and risks, (4) oversight of tasks and (5) growth of collaborators).

It should also be noted that the cash base annually pre-assigned in connection with the short-term variable component (MBO) may vary from a minimum level which may correspond to the deletion

of the bonus in the event that none of the individual and/or Group targets is reached, to a maximum equal to 150% in the event of over-performance with respect to the targets assigned.

In addition, the bonus payable may be further raised up to 195% or decreased down to the elimination of the bonus, based upon the application of an adjustment factor consisting in whether or not the Group objectives have been achieved (generally, reference is made to the Group's EBITDA).

Lastly, it should be noted that for all of the recipients of the short-term variable remuneration system, an additional de-multiplier of the maximum amount payable is applied, related to safety in the workplace, in line with the Group's sustainability policies. In particular, if the index of frequency of accidents is worse than the prior year, the bonus payable may be decreased by up to 19.5% of the bonus payable.

The medium-long term variable component (LTI plan) payable to Executives with strategic responsibilities (and to the Chief Executive Officer/General Manager, on the basis of the executive position) it may be granted, under the 2012 plan, subject to the achievement of a combination of the following:

- (i) an operating target consisting in the Group's cumulative EBITDA for the three years in question (known as the "gateway objective"); if this objective is not met, the plan would cease to be effective. Therefore, if the gateway objective is not met, the recipients will not be granted any bonus under the LTI plan, even if all of the performance objectives are met;
- (ii) the following performance targets which are differentiated for the Chief Executive Officer/General Manager with respect to the Executives with Strategic Responsibilities, as follows:
 - (a) for the Chief Executive Officer/General Manager, two distinct performance objectives of an economic/financial nature consisting in:
 - with regard to 75% of the base amount of the bonus, the earning per share (EPS, or in other words the Group's net earnings as compared with the number of the Company's shares, on a cumulative basis for the three-year period);
 - with regard to the remaining 25% of the base amount of the bonus, the achievement of the additional capacity levels (MW) set in the business plan on a three-year cumulative basis.
 - (b) for Executives with strategic responsibilities, a performance target with respect to 100% of the base amount of the bonus, consisting of EPS.

In light of the foregoing objectives, the remuneration of the sole executive Director/General Manager and of Executives with strategic responsibilities varies – under the Group's general plan – depending upon growth and operating efficiency (measured by EBITDA), and the capacity to generate cash for shareholders (measured by EPS), as well as the capacity of expansion of the Company's activity, also taking into account the indebtedness policy followed (since, on the one hand, in the calculation of EPS, payment of interest payable on debt is included and, on the other, among the targets of short term variable remuneration, the reduction of the Group's indebtedness is particularly important).

1.2.5 Criteria used for the assessment of the performance targets underlying the award of the variable component of remuneration

The criteria used to assess the performance targets underlying the award of the variable component of remuneration, while varying depending upon the type of the objective assigned, in any case ensure an objective measurement of the performance of the persons in question. In particular, the achievement of the following types of targets:

- operating and economic-financial (envisaged for the award of both the short-term variable component and the long-term variable component) targets which are assessed on the basis of the results indicated in the draft financial statement approved by the Board of Directors; and
- technical or project-based target (envisaged for the award of the short-term variable component only) which is assessed based upon the level of achievement of the milestones envisaged with regard to individual projects.

In addition, as regards only the short-term variable component, the conduct of the relevant persons is assessed on the basis of the provisions of Enel Green Power's "Leadership Model".

1.2.6 Consistency of the remuneration policy with the pursuit of the Company's long-term interests and risk management policy, if formalized

The remuneration policy was prepared by the Company in order to motivate the Chief Executive Officer/General Manager (with regard to their respective relationships) and the Executives with strategic responsibilities to operate in the interest of the medium-long term sustainability of the Company.

In particular, in order to reinforce the connection between the remuneration and the Company's long-term interests, the policy on the remuneration of the above-mentioned persons provides as follows:

- (i) there must be an adequate *equilibrium* between the fixed component and the variable component and, as part of this latter component, between the short-term and the long-term components;
- (ii) a significant portion of the remuneration of the above-mentioned persons comes from three-year incentive plans;
- (iii) such plans must be disbursed subject to the achievement of the performance targets, the term of which is also three years;
- (iv) said targets are pre-established, measurable and indicative of the growth and operating efficiency of the Company, as well as its capacity to remunerate invested capital and generate cash for the shareholders over the medium/long-term (with reference to the link between the variation in results and the variation in remuneration, see paragraph 1.2.4 above); and
- (v) disbursement of a significant portion (equal to 70%) of the medium/long-term variable remuneration must be paid on a deferred basis, one year after the date of accrual.

1.2.7 Terms for the maturity (vesting period), any deferred payment systems and, where applicable, ex post correction mechanisms

As indicated in paragraph 1.2.6 above, Enel Green Power's remuneration policy provides that a significant portion of the remuneration of the Chief Executive Officer/General Manager, as well as the Executives with strategic responsibilities derives from cash incentive plans (LTI), having a three-year term, subject to the achievement of performance targets, which also have a three-year term. Therefore, the right of the above-mentioned persons to receive medium/long-term remuneration only accrues if, at the expiry of the three-year period (known as the three-year vesting period), the performance targets established under the plans are reached; as already mentioned, the disbursement of a significant portion of such remuneration (equal to 70% of the total) is paid on a deferred basis, one year after accrual.

1.2.8 Any clauses providing for holding financial instruments in the portfolio after purchase under stock incentive systems

No incentive plans based on financial instruments are envisaged for 2012.

1.2.9 Policy related to treatments established in the event of termination of the office or employment

Enel Green Power's remuneration policy provides for the Chief Executive Officer/General Manager – in the event of early termination by the Company and/or revocation of the office of Chief Executive Officer and/or in the event of resignation from the directorship at the request of the shareholder which has designated him or if he were to resign "for just cause" – the payment of an amount equal to the total amount of the fixed and variable emoluments (assuming for the variable emolument, the average of the variable remuneration amounts received in the last two years or, if such amounts had not been awarded, 50% of the maximum amount envisaged) that he would have received for the directorship relationship, as Chief Executive Officer, from the moment of cessation of the office until the expiry of the three-year period (minimum guaranteed term clause).

Such indemnity (i) shall not be paid in cases where the request for resignation by the shareholder which has designated him takes place contemporaneously with the assignment by such shareholder of another mandate that is equivalent to the one held within Enel Green Power or of greater professional importance, which gives rise to the award of a total emolument (for the executive position and the directorship position) corresponding to that granted by Enel Green Power; (ii) shall not be paid if the relationship ceases at the Company's decision, for "just cause" resulting from blatantly very serious conduct on the part of the recipient to the Company's detriment; (iii) is not granted in the event of voluntary resignation.

The Chief Executive Officer/General Manager is also entitled to receive consideration (for a non-competition agreement) in exchange for his undertaking to refrain from engaging in, for a period of one year from the cessation of the directorship position, on his own account and directly, throughout the European Union, any activities outside the Enel Group which could compete with those conducted by Enel Green Power. If the cessation of the directorship position occurs at the same time as the cessation of the executive position and exit from the Enel Group, Enel Green Power undertakes to pay to the Chief Executive Officer/General Manager, as consideration for the foregoing undertaking, an amount equal to 1 year of the total emoluments received, including both the fixed and variable components, in connection with both the directorship position and the executive position (assuming for the variable portion of the same an average of compensation received over the last two years or, otherwise, 50% of the maximum amount envisaged).

If the cessation of the Chief Executive Officer/General Manager's executive relationship and exit from the Enel Group were to occur after the cessation of his directorship position with Enel Green Power, but within one year of such cessation, the above amount shall be paid on a pro rata basis for the period starting on the date of exit from the Enel Group and ending on the annual expiry of the non-competition agreement.

The consideration for the non-competition agreement is paid in arrears, within 15 days of the expiry of the one-year term of the non-competition agreement.

The breach of the non-competition agreement gives rise to a payment of the above amount or the restitution of such amount if breach of the agreement should come to Enel Green Power's knowledge after payment, as well as an obligation to pay compensation for damages in a consensually and contractually agreed amount equal to twice the amount paid as consideration for the non-competition agreement.

As regards Executives with strategic responsibilities, in the event of termination of the employment relationship, no additional treatments are due other than those resulting from the application of the provisions of the national collective employment contract for executives of companies which produce goods and services and the supplementary contracts applicable to Enel Green Power's executives.

1.2.10 Information on insurance coverage, or social security or pension coverage other than mandatory ones

No insurance, social security or pension coverage other than mandatory coverage are provided for by the Company.

1.2.11 Remuneration policy followed with reference to: (i) independent directors; (ii) participation in committees; and (iii) performance of special offices

In light of the recommendations set forth in art. 6.C.4 of the Self-regulation Code (formerly art. 7.C.4), Enel Green Power's remuneration policy provides that the remuneration of the independent directors is not linked to the economic results achieved by the Company. Such directors' remuneration is, therefore, composed of the fixed component approved by the ordinary Shareholders' Meeting upon the director's appointment.

Furthermore, for all directors who are also members of one or more committees established within the Board of Directors, an additional compensation is envisaged as determined by the Board of directors itself, at the meeting held on October 5, 2011, in line with the recommendations set forth in art. 6.P.2 of the Self-regulation Code (formerly art. 7.P.2). The above-mentioned compensation, for participation in each of the committees established within the Board of Directors (in other words, the Compensation Committee and the Internal Control Committee which also acts as Related Party Transactions Committee), are as follows:

- gross annual compensation for the Chairman of the Committee: Euro 30,000
- gross annual compensation for the other members of the Committee: Euro 25,000.

No attendance fee is provided for the members of the abovementioned committees.

On April 27, 2011, the ordinary Shareholders' Meeting increased the number of the members of the Board of Directors from seven to ten and appointed three additional members. Subsequently, on May 10, 2011, the Board of Directors changed the composition of the Committees, confirming its resolution adopted in October 2010 with regard to compensation.

The emoluments for the participation of the directors in the Committees were determined also taking into account market practice followed by Italian companies comparable to Enel Green Power in terms of their size.

As regards the remuneration policy followed with reference to the performance of particular offices, the ordinary Shareholders' Meeting set the gross annual compensation for the Chairman of the Board of Directors at Euro 70,000, plus expenses necessary for the performance of his office. Reference is made to the description set forth in the foregoing paragraphs on the remuneration policy applied by the Board of Directors, pursuant to art. 2389, paragraph 3, of the Italian Civil Code, to the Chief Executive Officer/General Manager.

1.2.12 Remuneration policies of other companies used as reference for Enel Green Power's remuneration policy

For the definition of its remuneration policy, Enel Green Power made use of the benchmarking analyses carried out by the independent consultants Aon Hewitt Risk & Consulting S.r.l. with reference to executive directors and HayGroup with reference to executives with strategic responsibilities in companies, including foreign companies, operating in the same sector and/or with a business model similar to the one of Enel Green Power, which are particularly significant for economic or operating dimensions. The remuneration policies of companies belonging to the benchmarking sample were assessed as a whole, in order to take into account the market standard, without making reference to only one policy or only certain policies.

SECTION II: REPRESENTATION OF THE ITEMS COMPOSING THE REMUNERATION AND FEES PAID DURING THE RELEVANT FINANCIAL YEAR

2.1 Representation of the items composing the remuneration (on an item-by-item basis)

2.1.1 Items composing the remuneration of the members of the Board of Directors

Set forth below are the items composing the remuneration of the current members of the Board of Directors appointed by the ordinary Shareholders' Meeting held on October 5, 2010 and, subsequently, by the ordinary Shareholders' Meeting held on April 27, 2011; specifically, this latter meeting resolved to increase the number of members of the Board of Directors from seven to ten and appointed as new directors Luca Anderlini, Giovanni Pietro Malagnino and Daniele Umberto Santuosso.

Luigi Ferraris – Chairman

Luigi Ferraris holds the position of Head of Administration, Finance and Control of Enel S.p.A. He was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on October 5, 2010, which appointed him Chairman.

Luigi Ferraris' remuneration is represented by of a fixed emolument of Euro 70,000, corresponding to the compensation for the Chairman of the Board of Directors approved by the above-mentioned ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*).

Francesco Starace – Chief Executive Officer/General Manager

Francesco Starace was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on October 5, 2010. On the same date, the Board of Directors appointed him as Chief Executive Officer and General Manager.

Francesco Starace's remuneration is composed for the period January 1 – December 31, 2011 of the following components:

- (i) An overall fixed component equal to Euro 783,356.91 (see *table 1, column 1*), of which Euro 200,000 for his position as Chief Executive Officer and Euro 583,356.91 for his position as General Manager.
- (ii) An overall short-term component equal to Euro 531,250, of which Euro 125,000 for his position as Chief Executive Officer and Euro 406,250 for his position as General Manager, payable with reference to the financial year 2011, following the assessment carried out by the Board of Directors – upon the Compensation Committee's proposal – on April 2, 2012, on the level of achievement of objective and specific annual targets which have been assigned to Francesco Starace for the above-mentioned positions by the Board of Directors upon the Compensation Committee's proposal (see *table 2, column 2A*), at the meeting held on April 21, 2011. Specifically, such targets concerned the additional capacity, operating efficiency, safety in the workplace, the reduction of the group's net financial indebtedness, the rationalization of the minorities on the Iberian peninsula and alignment with the leadership model adopted by the group.
- (iii) A variable medium/long-term component for an overall amount, payable with reference to the financial year 2011, of Euro 385,000, deriving from his participation as Executive with Strategic Responsibilities – Head of the Renewable Energies Division of Enel S.p.A., in the periodic medium/long-term incentive plans (LTI plans for 2009 and 2010) launched by Enel S.p.A. (before the listing of the Company's shares on the Italian and Spanish markets) for the benefit of the Enel Group management (see *table 2, column 3B*). With reference to the conditions of the above-mentioned LTI plans, it should be noted that they provide for the

award of a base amount, equal to 80% of the RAL; the final bonus obtainable may vary, depending upon the level of achievement of the targets, from zero to a maximum level of 120% of the base amount. The economic amount related to such component is borne by Enel Green Power.

More specifically, the remuneration which, after the assessment of the level of achievement of the targets under the above-mentioned plans, is payable to the Chief Executive officer/General Manager, on the basis of this executive position, for the financial year 2011 is composed of the following:

- (1) the amount of Euro 210,000 accrued under the LTI plan for 2009 (for the second tranche – or in other words 50% – of such plan) based upon the level of achievement of the performance targets for the three-year period 2009/2011 (see *table 2, column 3B*); and
- (2) the amount of Euro 175,000 accrued under the 2012 LTI plan (for the first *tranche* – i.e. 50% – of such plan), based upon the level of achievement of the performance targets for the two-year period 2010/2011 (see *table 2, column 3B*).

For a description of the targets envisaged under such plans, see paragraph 2.1.3 below. With this respect, it should be noted that the amount of the second *tranche* of the 2010 LTI plan, amounting to Euro 175,000 (corresponding to the awarded base amount) is deferred, since it refers to the three-year period 2010/2012 (see *table 2, column 3C*).

It should also be noted that the Chief Executive Officer/General Manager, with regard to his executive position, is beneficiary of the 2011 long-term incentive plan (LTI) launched by Enel Green Power - through a resolution adopted by the Company's Board of Directors upon Compensation Committee's proposal - which provides for the pre-award of a base amount of Euro 466,686. The final bonus obtainable under the plan may vary, depending upon the level of achievement of the performance targets for the three-year period 2011/2013, from zero to a maximum level of 120% of the above-mentioned base amount. Since such performance targets have to be realized for the three-year period 2011/2013 (and since no intermediate *tranches* are provided for – differently from the 2009 and 2010 LTI plans), the assessment of the level of achievement of the above-mentioned targets will take place only in 2014. The 2011 LTI plan also contains a monetary adjustment clause pursuant to which should the Chief Executive Officer/General Manager decide to exercise the plan starting from the year following the year in which the plan becomes fully exercisable, the Company shall adjust the bonus payable by applying the following *formula*:

$$\frac{\text{Cumulative Final EBITDA for 2011-(year preceding the year of exercise)}}{\text{Cumulative Budget EBITDA for 2011-(year preceding the year of exercise)}} \times \text{Actual amount accrued in 2014}$$

Such adjustment may not (i) in any case, exceed 50% of the payable and accrued bonus in 2014, or (ii) in the event of a decrease, lead to a reduction of the above-mentioned actual amount of the bonus accrued in 2014.

- (iv) Non-monetary benefits amounting to Euro 52,576.22 (see *table 1, column 4*) relating to: (i) the car which may be used for both business and personal purposes, with respect to the executive position (on the basis of the value subject to tax and social security contributions, as provided for under the relevant ACI tables); (ii) insurance policies covering the risk of accidents unrelated to professional activities; (iii) contributions borne by Enel Green Power for the supplementary Pension Fund for the Group's executives; and (iv) contributions borne by Enel Green Power for l'Asem - *Associazione Assistenza Sanitaria Integrativa Dirigenza*

Energia e Multiservizi (Association for Supplementary Healthcare Coverage for Energy and Multiservices Executives).

The base emolument which the ordinary Shareholders' Meeting has approved for each of the Company's directors is absorbed in the consideration which the Board of Directors has determined with regard to the directorship position.

The consideration due, if any, for participation in boards of directors of subsidiaries or affiliates of Enel Green Power is forfeited or paid to the Company, since it is absorbed in the remuneration determined by the Board of Directors with regard to the executive position.

Luca Anderlini – Independent Director

Luca Anderlini was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on April 27, 2011; on May 10, 2011, he was also appointed by the Board of Directors as member of the Compensation Committee.

Luca Anderlini's remuneration is composed of (i) a fixed emolument of Euro 34,109.59, corresponding to the compensation accrued from the date of his appointment as member of the Board of Directors until 31 December 2011 and calculated on the basis of the annual compensation resolved by the ordinary Shareholders' Meeting on October 5, 2010 (see *table 1, column 1*), as well as (ii) compensation for participation in the Compensation Committee of Euro 16,164.38 accrued from the date of his appointment member of the Committee until December 31, 2011 (see *table 1, column 2*).

Carlo Angelici – Independent Director

Carlo Angelici was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on October 5, 2010. In 2011, he was also Chairman of the Compensation Committee and until May 10, 2011, member of the Internal Control Committee.

Carlo Angelici's remuneration is composed of (i) a fixed emolument of Euro 50,000, corresponding to the compensation approved by the above-mentioned ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*), as well as (ii) compensation for participation in the Compensation Committee (amounting to Euro 30,000, as chairman of the same committee for all of year 2011) and the Internal Control Committee (amounting to Euro 8,835.61, as member of the same committee accrued *pro rata temporis* - for the relevant period - until May 10, 2011) (see *table 1, column 2*).

Andrea Brentan – Non-executive Director

Andrea Brentan is Chief Executive officer of Endesa S.A. He was appointed director Enel Green Power by the ordinary Shareholders' Meeting held on October 5, 2010.

Andrea Brentan's remuneration is composed of a fixed emolument of Euro 50,000, corresponding to his compensation for his position as director approved by the above-mentioned ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*). The entire amount of this emolument is paid to Endesa S.A.

Giovanni Battista Lombardo – Independent Director

Giovanni Battista Lombardo was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on October 5, 2010; in 2011, he was also Chairman of the Internal Control Committee and, until May 10, 2011, he was a member of the Compensation Committee.

Giovanni Battista Lombardo's remuneration is composed of (i) a fixed emolument equal to Euro 50,000 corresponding to the compensation approved by the above-mentioned ordinary

Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*), and (ii) the compensation for his participation in the Internal Control Committee (equal to Euro 30,000, as chairman of such committee for all of 2011) and the Compensation Committee (equal to Euro 8,835.61, as member of the same committee accrued *pro rata temporis* - for the relevant period - until May 10, 2011) (see *table 1, column 2*).

Giovanni Pietro Malagnino – Independent Director

Giovanni Pietro Malagnino was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on April 27, 2011; on May 10, 2011, he was also appointed member of the Internal Control Committee by the Board of Directors.

Giovanni Pietro Malagnino's remuneration is composed of (i) a fixed emolument equal to Euro 34,109.59, corresponding to the compensation accrued from the date of his appointment as member of the Board of Directors until December 31, 2011 and calculated on the basis of the annual compensation approved by the ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*), and (ii) the compensation for participation in the Internal Control Committee equal to Euro 16,164.38 accrued from the date of his appointment as member of such committee until December 31, 2011 (see *table 1, column 2*).

Daniele Umberto Santosuosso – Independent Director

Daniele Umberto Santosuosso was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on April 27, 2011; on May 10, 2011, he was also appointed member of the Compensation Committee.

Daniele Umberto Santosuosso's remuneration is composed of (i) a fixed emolument equal to Euro 34,109.59, corresponding to the compensation accrued from the date of his appointment as member of the Board of directors until December 31, 2011 and calculated on the basis of the annual compensation approved by the ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*), and (ii) the compensation for participation in the Compensation Committee in the amount equal to Euro 16,164.38 accrued from the date of his appointment as member of such committee until December 31, 2011 (see *table 1, column 2*).

Carlo Tamburi – Non-executive Director

Carlo Tamburi holds the position of Head of the International Division of Enel S.p.A. He was appointed member of the Board of Directors of Enel Green Power by the ordinary Shareholders' Meeting held on October 5, 2010.

Carlo Tamburi's remuneration is composed of a fixed emolument equal to Euro 50,000, corresponding to compensation for the office of director approved by the above-mentioned ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*). The entire amount of this emolument is paid to Enel S.p.A.

Luciana Tarozzi – Independent Director

Luciana Tarozzi was appointed member of the Board of Directors by the ordinary Shareholders' Meeting held on October 5, 2010; in 2011, she was also a member of the Internal Control Committee and, until May 10, 2011, she was a member of the Compensation Committee.

Luciana Tarozzi's remuneration is composed of (i) a fixed emolument equal to Euro 50,000, corresponding to the compensation approved by the above-mentioned ordinary Shareholders' Meeting held on October 5, 2010 (see *table 1, column 1*), and (ii) the compensation for participation in the Internal Control Committee (amounting to Euro 25000, as member of such committee for all of 2011) and the Compensation Committee (amounting to Euro 8,835.61, as

member of such committee, accrued *pro rata temporis* - for the relevant period - until May 10, 2011) (see *table 1, column 2*).

2.1.2 Items composing the remuneration of the members of the Auditing Body

Set forth below are the items composing the remuneration of the current members of the auditing body appointed by the ordinary Shareholders' Meeting held on April 27, 2011, as well as the members of the auditing body which mandate expired on the date of the above-mentioned Shareholders' Meeting.

Franco Fontana – Chairman

Franco Fontana was appointed Chairman of the Board of Statutory Auditors by the ordinary Shareholders' Meeting held on April 27, 2011.

Franco Fontana's remuneration for year 2011, based upon the resolutions adopted by the ordinary Shareholders' Meeting on the occasion of his appointment and accrued *pro rata temporis* (for the relevant period) for the period starting from the date of his appointment until December 31, 2011 is composed of a fixed emolument equal to Euro 40,000 (see *table 1, column 1*).

Giuseppe Ascoli – Effective Statutory Auditor

Giuseppe Ascoli was appointed member of the Board of Statutory Auditors by the ordinary Shareholders' Meeting held on April 27, 2011. Previously, upon the Company's establishment, Giuseppe Ascoli was appointed effective Statutory Auditor until the date of approval of the 2010 financial statements.

Giuseppe Ascoli's remuneration for the year 2011 is composed of a fixed emolument equal to Euro 40,000 (see *table 1, column 1*) that represents the compensation accrued *pro rata temporis* (for the relevant period) from January 1, 2011 until April 27, 2011, amounting to Euro 10,000, and the compensation accrued *pro rata temporis* (for the relevant period) from April 27, 2011 until December 31, 2011, amounting to Euro 30,000.

Leonardo Perrone – Effective Statutory Auditor

Leonardo Perrone was appointed member of the Board of Statutory Auditors by the ordinary Shareholders' Meeting held on April 27, 2011. Previously, upon the Company's establishment, Leonardo Perrone was appointed Chairman of the Board of Statutory Auditors until the date of approval of the 2010 financial statements.

Leonardo Perrone's remuneration is composed of a fixed emolument equal to Euro 43,333.32 (see *table 1, column 1*) which represents the compensation accrued *pro rata temporis* (for the relevant period) from January 1, 2011 until April 27, 2011 for his role as Chairman of the Board of Statutory Auditors, amounting to 13,333.32, and the compensation accrued *pro rata temporis* (for the relevant period) from April 27, 2011 until December 31, 2011 for his office as Effective Statutory Auditor, amounting to Euro 30,000.

Giuseppe Mariani – Effective Statutory Auditor in office until April 27, 2011

Upon the Company's establishment, Giuseppe Mariani was appointed Effective Statutory Auditor for a term ending upon the approval of the 2010 financial statements. Giuseppe Mariani's remuneration is composed of a fixed emolument equal to Euro 10,000 accrued *pro rata temporis* (for the relevant period) from January 1, 2011 until April 27, 2011 (see *table 1, column 1*).

Giulio Monti – Alternate Auditor

Giulio Monti was appointed Alternate Auditor by the ordinary Shareholders' Meeting held on April 27, 2011. Previously, upon the Company's establishment, Giulio Monti was also appointed Alternate Auditor for a term ending upon the approval of the 2010 financial statements.

In 2011, Giulio Monti has accrued emoluments for a total amount of Euro 20,833.33 (see *table 1, column 1*) which is the compensation accrued for his office as effective statutory auditor of the following subsidiaries:

- (i) Enel Green Power Partecipazioni Speciali S.r.l. from December 6, 2011 until December 31, 2011, equal to Euro 833.33;
- (ii) Enel Green Power Puglia S.r.l. throughout 2011, equal to Euro 10,000;
- (iii) Enel Green Power TSS S.r.l. throughout 2011, equal to Euro 10,000.

Pierpaolo Singer – Alternate Auditor

Pierpaolo Singer was appointed Alternate Auditor by the ordinary Shareholders' Meeting held on April 27, 2011. Pierpaolo Singer never received any remuneration throughout 2011 (see *table 1*).

Francesco Rocco – Alternate Auditor

Upon the Company's establishment, Francesco Rocco was appointed Alternate Auditor for a term ending upon the approval of the 2010 financial statements.

In 2011, Francesco Rocco accrued emoluments amounting to Euro 6,773.23 (see *table 1, column 1*) which is the compensation accrued for his office as effective statutory auditor of the following subsidiaries:

- (i) Enel Green Power Strambino Solar S.r.l., throughout 2011, equal to Euro 3,850.65;
- (ii) Enel Green Power Calabria S.r.l., throughout 2011, equal to Euro 2,922.58.

2.1.3 Items composing the remuneration of Executives with strategic responsibilities

The remuneration of Executives with strategic responsibilities (for a total of 5 executive positions) is composed of the following components:

- (i) a fixed component in the aggregate equal to Euro 1,144,438.19 (see *table 1, column 1*);
- (ii) a short-term variable component in the aggregate equal to Euro 656,907.50 (see *table 2, column 2A*), payable following an assessment carried out on the level of achievement of the targets defined in advance (both individual and Group targets) assigned to the Executives with strategic responsibilities for the financial year 2011;
- (iii) a medium/long-term variable component equal in the aggregate to Euro 467,500 (see *table 2, column 3B*) payable with reference to the financial year 2011, deriving from the participation in medium/long-term incentive plans (2009 and 2010 LTI plans) launched by Enel S.p.A. with resolution adopted by the Board of Directors, upon the Compensation Committee's proposal. In this regard, it should be noted that the above-mentioned long-term incentive plans (LTI) provide that beneficiaries are awarded in advance with a base amount linked to RAL; the final bonus obtainable may vary, depending upon the level of achievement of the three-year targets assigned, from zero to a maximum level of 120% of the base amount.

More specifically, the remuneration which, following the assessments of the level of achievement of the targets under the above-mentioned plants, is payable to Executives with strategic responsibilities with reference to the financial year 2011, is composed of the following amounts:

- (1) Euro 240,000 accrued with reference to the 2009 LTI plan (for the second *tranche* – i.e. in other words 50% – of such plan), based upon the level of achievement of the performance targets for the three-year period 2009/2011 (see *table 2, column 3B*). Specifically, the amount consists of 120% of the total “base amount” awarded to Executives with strategic responsibilities (amounting to Euro 200,000), following the achievement of the gateway managerial target (represented by consolidated, cumulative EBITDA for the three-year period) and the level of achievement of the performance target (represented by cumulative EPS – *earning per share* – for the three-year period);
- (2) Euro 227,500 accrued with reference to the 2010 LTI plan (for the first *tranche* – i.e. , in other words, 50% of the plan), based upon the level of achievement of the performance targets for the two-year period 2010/2011 (see *table 2, column 3B*). Specifically, the amount consists of 100% of the total “base amount” awarded to the Executives with strategic responsibilities (amounting to Euro 227,500), following the achievement of the gateway managerial targets (represented by consolidated, cumulative EBITDA for the two-year period) and the level of achievement of the performance target (represented by cumulative EPS – *earning per share* – for the two-year period).

In this regard, it should be noted that the amount of the second *tranche* of the LTI plan for 2010, amounting to Euro 227,500 (corresponding to the base amount awarded) is deferred, since it refers to the three-year period 2010/2012 (see *table 2, column 3C*).

It should be noted that the Executives with strategic responsibilities are beneficiary of the 2011 long-term incentive plan (LTI), which provides for the award in advance of a base amount in the aggregate equal to Euro 512,661. The final bonus obtainable under the plan may vary, depending upon the achievement of performance targets for the three-year period 2011/2013, from zero up to a maximum level of 120% of the base amount. Since these are performance targets to be realized over the three-year period 2011/2013 (and since no intermediate tranches are envisaged – differently from the 2009 and 2010 LTI plans), the assessment of the level of achievement of the above-mentioned targets will take place only in 2014. A monetary adjustment clause is also envisaged pursuant to which should the beneficiary decide to exercise the plan starting from the year following the year in which the plan becomes fully exercisable, the Company will adjust the bonus payable, by applying the following *formula*:

$$\frac{\text{Cumulative Final EBITDA for 2011-(year preceding the year of exercise)}}{\text{Cumulative Budget EBITDA for 2011-(year preceding the year of exercise)}} \times \text{Actual amount accrued in 2014}$$

Such adjustment may not (i) under any circumstances exceed 50% of the bonus payable and accrued through 2014, or (ii) in the event of decrease, lead to a reduction of the above-mentioned accrued amount in 2014.

- (iv) One-off bonuses equal to Euro 100,000 linked to results achieved in the context of extraordinary projects (see *table 2, column 4*).

Non-monetary benefits amounting to 88,691.33 (see *table 1, column 4*) concerning (i) the assignment of a car for business and personal use (on the basis of the amount subject to social security and taxes, according to ACI tables); (ii) insurance policies in favor of the Executives with strategic responsibilities to cover the risk of accidents that may occur outside the professional environment; (iii) the payment by Enel Green Power of contributions for the supplementary Pension Fund for the Group’s executives; (iv) Enel Green Power’s payment of contributions for *Asem - Associazione Assistenza Sanitaria Integrativa Dirigenza Energia e Multiservizi*.

2.2 Compensation paid in 2011

Table 1: Compensation paid to members of administrative and auditing bodies, to the General Manager and the Executives with strategic responsibilities

The following tables set forth compensation paid to the members of the administrative and auditing bodies, to the General Manager and the Executives with strategic responsibilities, on an accrual basis (with the exception of the column entitled “Non-monetary benefits” which was completed in accordance with the taxable income criterion), in accordance with the provisions of Schedule 3A, Scheme 7-*bis*, of the CONSOB’s Regulation on Issuers.

(A) Name and surname	(B) Office	(C) Period for which office was held	(D) Office expiry	(1) Fixed compensation	(2) Compensation for committee participation	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other remuneration	(6) Total	(7) Fair value of equity compensation	(8) Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Luigi Ferraris	Chairman	01/2011–12/2011	Approval of 2012 financial statements	70,000 ⁽¹⁾	-	-	-	-	-	70,000	-	-
Francesco Starace	Chief Executive Officer and General Manager	01/2011-12/2011	Approval of 2012 financial statements	783,356.91	-	916,250.00	-	52,576.22	-	1,752,183.13	-	-
Luca Anderlini	Director	04/2011-12/2011	Approval of 2012 financial statements	34,109.59	16,164.38	-	-	-	-	50,273.97	-	-
Carlo Angelici	Director	01/2011-12/2011	Approval of 2012 financial statements	50,000	38,835.61	-	-	-	-	88,835.61	-	-
Andrea Brentan	Director	01/2011-12/2011	Approval of 2012 financial statements	50,000 ⁽²⁾	-	-	-	-	-	50,000	-	-
Giovanni Battista Lombardo	Director	01/2011-12/2011	Approval of 2012 financial statements	50,000	38,835.61	-	-	-	-	88,835.61	-	-
Giovanni Pietro Malagnino	Director	04/2011-12/2011	Approval of 2012 financial statements	34,109.59	16,164.38	-	-	-	-	50,273.97	-	-
Daniele Umberto Santosuosso	Director	04/2011-12/2011	Approval of 2012 financial statements	34,109.59	16,164.38	-	-	-	-	50,273.97	-	-
Carlo Tamburi	Director	01/2011-12/2011	Approval of 2012 financial statements	50,000 ⁽¹⁾	-	-	-	-	-	50,000	-	-
Luciana Tarozzi	Director	01/2011-12/2011	Approval of 2012 financial statements	50,000	33,835.61	-	-	-	-	83,835.61	-	-

⁽¹⁾ The compensation is entirely paid to Enel S.p.A.

⁽²⁾ The compensation is entirely paid to Endesa S.A.

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Franco Fontana	Chairman of Board of Statutory Auditors	04/2011–12/2011	Approval of 2013 financial statements									
(I) Compensation in the company preparing the financial statements				40,000	-	-	-	-	-	40,000	-	-
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-
(III) Total				40,000	-	-	-	-	-	40,000	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giuseppe Ascoli	Effective Auditor	01/2011-12/2011	Approval of 2013 financial statements									
(I) Compensation in the company preparing the financial statements				40,000	-	-	-	-	-	40,000	-	-
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-
(III) Total				40,000	-	-	-	-	-	40,000	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Leonardo Perrone	Effective Auditor	01/2011-12/2011	Approval of 2013 financial statements									
(I) Compensation in the company preparing the financial statements				43,333.32	-	-	-	-	-	43,333.32	-	-
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-
(III) Total				43,333.32	-	-	-	-	-	43,333.32	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giuseppe Mariani	Effective Auditor	01/2011-04/2011	Approval of 2010 financial statements									
(I) Compensation in the Company preparing the financial statements				10,000	-	-	-	-	-	10,000	-	-
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-
(III) Total				10,000	-	-	-	-	-	10,000	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giulio Monti	Alternate Auditor	01/2011-12/2011	Approval of 2013 financial statements									
(I) Compensation in the Company preparing the financial statements				-	-	-	-	-	-	-	-	-
(II) Compensation from subsidiaries and affiliates				20,833.33	-	-	-	-	-	20,833.33	-	-
(III) Total				20,833.33	-	-	-	-	-	20,833.33	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Pierpaolo Singer	Alternate Auditor	04/2011-12/2011	Approval of 2013 financial statements									
(I) Compensation in the Company preparing the financial statements				-	-	-	-	-	-	-	-	-
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-
(III) Total				-	-	-	-	-	-	-	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Francesco Rocco	Alternate Auditor	01/2011-04/2011	Approval of 2010 financial statements									
(I) Compensation in the Company preparing the financial statements				-	-	-	-	-	-	-	-	-
(II) Compensation from subsidiaries and affiliates				6,773.23	-	-	-	-	-	6,773.23	-	-
(III) Total				6,773.23	-	-	-	-	-	6,773.23	-	-

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed compensation	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Severance indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
-	Executives with strategic responsibilities	-	-									
(I) Compensation in the Company preparing the financial statements				1,144,438.19	-	1,224,407.50	-	88,691.33	-	2,457,537.02	-	-
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-
(III) Total				1,144,438.19	-	1,224,407.50	-	88,691.33	-	2,457,537.02	-	-

Table 2: Monetary incentive plans in favour of members of the Board of Directors, the General Manager and the other Executives with strategic responsibilities

The following table sets forth the compensation awarded under monetary incentive plans to the members of the Board of Directors, to the General Manager and to the Executives with strategic responsibilities according to the accrual method in compliance with the provisions of Schedule 3A, Scheme 7-bis, of the CONSOB's Regulation on Issuers.

A	B	(1)	(2)			(3)			(4)
Name and surname	Office	Plan	Bonus for the year			Bonus for the previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/paid	Deferred	Deferral period	No longer payable	Payable/paid	Still deferred	
Francesco Starace	Chief Executive Officer and General Manager								
(I) Compensation in the company preparing the financial statements		MBO 2011	531,250	-	-	-	-	-	-
		LTI 2009	-	-	-	-	210,000	-	-
		LTI 2010	-	-	-	-	175,000	175,000	-
		LTI 2011	-	-	-	-	-	-	-
(II) Compensation from subsidiaries and affiliates			-	-	-	-	-	-	-
(III) Total			531,250	-	-	-	385,000	175,000	-

A	B	(1)	(2)			(3)			(4)
Name and surname	Office	Plan	Bonus for the year			Bonus for the previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/paid	Deferred	Deferral period	No longer payable	Payable/paid	Still deferred	
Compensation in the company preparing the financial statements	Executives with strategic responsibilities	MBO 2011	656,907.50	-	-	-	-	-	-
		LTI 2009	-	-	-	-	240,000	-	-
		LTI 2010	-	-	-	-	227,500	227,500	-
		LTI 2011	-	-	-	-	-	-	-
		One-off amount	-	-	-	-	-	-	100,000
Compensation from subsidiaries and affiliates			-	-	-	-	-	-	-
Total			656,907.50	-	-	-	467,500	227,500	100,000

2.3 Interests held by members of the Board of Directors, the Board of Statutory Auditors, the General Manager and Executives with strategic responsibilities

The following table sets forth the shares in Enel Green Power and its subsidiaries held by the members of the Board of Directors, and Board of Statutory Auditors, the General Manager and Executives with strategic responsibilities, as well as by their spouses who are not legally separated and minor children, either directly or through subsidiaries, trusts or agents, as set forth in the shareholders' ledger, communications received and information gathered from such members of the Board of Directors and Board of Statutory Auditors, the General Manager and the Executives with strategic responsibilities. The data related to the latter are provided on an aggregate basis, in accordance with the provisions of Schedule 3A, Scheme 7-ter, of the CONSOB's Regulation on Issuers.

The table is completed only with reference to the persons who held, over the course of 2011 shares in Enel Green Power or companies controlled by it, including those who held the office in question for only a portion of the year.

Name and surname	Office	Investee Company	Number of shares held at the end of 2010	Number of shares acquired in 2011	Number of shares sold in 2011	Number of shares held at the end of 2011	Title
Members of the Board of Directors in office as of 31 December 2011							
Ferraris Luigi	Chairman of the Board of Directors	Enel Green Power SpA	40,000 ⁽¹⁾	-	-	40,000	Ownership
Starace Francesco	Chief Executive Officer/ General Manager	Enel Green Power SpA	40,000 ⁽¹⁾	160,000	-	200,000	Ownership
Tamburi Carlo	Director	Enel Green Power SpA	60,000 ⁽¹⁾	-	-	60,000	Ownership
Members of the Board of Statutory Auditors in office as of 31 December 2011							
Fontana Franco	Chairman of the Board of Statutory Auditors	Enel Green Power SpA	10,000 ⁽²⁾	-	-	10,000	Ownership
Leonardo Perrone	Effective Auditor	Enel Green Power SpA	24,000 ⁽¹⁾	-	-	24,000	Ownership

⁽¹⁾ Shares purchased in the initial public offer of Enel Green Power's shares.

⁽²⁾ Shares purchased in the initial public office of Enel Green Power's shares, prior to taking on the office of Chairman of the Board of Statutory Auditors.

Name	Investee Company	Number of shares held at the end of 2010	Number of shares acquired in 2011	Number of shares sold in 2011	Number of shares held at the end of 2011	Title
The 5 Executives with strategic responsibilities ⁽¹⁾	Enel Green Power SpA	166,000 ⁽²⁾⁽³⁾	35,000	-	201,000	Ownership
	Enel Green Power Romania SRL	-	1	-	1	Ownership
	Enel Green Power Jeotermal Enerji Yatirimlari A.Ş.	-	1	-	1	Ownership

⁽¹⁾ In 2011, the Executives with strategic responsibilities were (i) the head of the Administration, Finance and Control function, (ii) the head of the Business Development function, (iii) the head of the North America Area, (iv) the head of the Iberia and Latin America Area and (v) the head of the Italy and Europe Area.

⁽²⁾ Shares purchased at the time of the initial public office of Enel Green Power's shares.

⁽³⁾ Of which 120,000 are held personally and 46,000 held by their spouses.