

***Acciona and Enel***

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***Endesa strategic stakes***

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***Value creation for Endesa  
and Acciona shareholders***

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## Disclaimer

This presentation contains information on Acciona, S.A. (Acciona) in connection with Acciona's beneficial ownership of shares in Endesa, S.A. (Endesa) and in connection with an agreement (the "Agreement") entered into today with another major shareholder of Endesa, Enel SpA (Enel), and the transactions and matters contemplated by the Agreement.

This presentation should be read together with the Agreement, an original Spanish language copy of which has been publicly filed with the Spanish Comisión Nacional del Mercado de Valores (CNMV) and an English language translation of which will be filed with filings to be made with the United States Securities and Exchange Commission (SEC).

Further, analysts and investors should carefully review all of the filings made by Acciona with the CNMV and with the SEC; those filings contain important information about Acciona, its beneficial ownership of the Endesa shares, the Agreement and the transactions contemplated thereby, and related matters. The Agreement and all of the information referred to in this paragraph is publicly available at [www.cnmv.es](http://www.cnmv.es) and [www.sec.gov](http://www.sec.gov) and shall be deemed included herein by reference.

The implementation of the transactions contemplated by the Agreement and referred to herein, including the joint tender offer by Acciona and Enel for 100% of the outstanding shares of Endesa, is subject to various conditions, authorizations, contingencies and other significant requirements and constraints deriving from applicable laws and regulations and from the Agreement itself. Further, to the extent permitted under applicable law, Acciona reserves its right to amend, supplement, waive or rescind any part of the Agreement as it may agree with Enel from time to time. As a result of the foregoing, analysts and investors should not rely on this presentation or on the Agreement as an assurance that any or all of the transactions envisaged in the Agreement or in this presentation will be necessarily be completed or implemented. Further, analysts and investors are urged to read the Agreement and to seek legal advice in order to fully understand the terms, conditions, risks and contingencies to which the transactions envisaged in the Agreement are subject.

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# Disclaimer

## Additional Important Information for U.S. Investors

If Acciona and Enel commence a tender offer in the United States, they will file with the SEC a statement on Schedule TO that will include an offer to purchase, a letter of transmittal and related documents. The offer to purchase, letter of transmittal and related documents will also be mailed to U.S. holders of record of Endesa shares and holders of American Depositary Shares (“ADSS”) representing Endesa shares, and be made available for distribution to beneficial owners of Endesa shares and ADSs. The solicitation of offers to buy the Endesa shares and ADSs will only be made pursuant to the offer to purchase, the letter of transmittal and related documents. When they are available, U.S. stockholders should carefully read those materials (as well as any amendments and supplements to those materials) prior to making any decisions with respect to the tender offer because they will contain important information, including the various terms of, and conditions to, the tender offer. When they are available, U.S. stockholders will be able to obtain the offer to purchase, the letter of transmittal and related documents without charge from the SEC’s website at [www.sec.gov](http://www.sec.gov) and will receive information at an appropriate time on how to obtain such materials for free from Acciona and Enel or their duly designated agent.

## Forward-Looking Statements

This presentation contains statements that constitute forward-looking statements in its general meaning and within the meaning of Spanish applicable law regarding securities markets. These statements appear in a number of places in this document and include statements regarding the intent, belief or current expectations, estimates regarding future growth of Acciona, Endesa and other companies, as well of the global business, market share, financial results and other aspects of the activity and situation relating to those companies. The forward-looking statements in this document can be identified, in some instances, by the use of words such as “expects”, “anticipates”, “intends”, and similar language or the negative thereof or by forward-looking nature of discussions of strategy, plans or intentions. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and actual results may differ materially from those in the forward-looking statements as a result of various factors. Analysts and investors are cautioned not to place undue reliance on those forward-looking statements which speak only as of the date of this presentation. Acciona undertakes no obligation to release publicly the results of any revisions to these forward-looking statements which may be made to reflect events and circumstances after the date of this presentation, including, without limitation, change in Acciona’s business or acquisition strategy to reflect the occurrence of unanticipated events.

## Acciona's strategy in Endesa

Management influence  
in Endesa

Stand-alone company  
with Spanish identity



Leader in renewable  
energies

Headquarters and  
effective decision  
centres in Spain

## Acciona and Enel reach an agreement

- Since its entrance as a relevant shareholder in Endesa, Acciona has:



Analyzed different value creation alternatives



Established contacts with Endesa, Caja Madrid, E.On, Enel and other stakeholders of the company



**The current agreement with Enel fulfills Acciona's strategy and objectives in Endesa and offers a superior alternative for Endesa shareholders**

## The Agreement

- Acciona and Enel (the “Parties”), Endesa’s two largest shareholders, have reached an agreement relating to Endesa, valid for a period of 10 years, subject to extensions for five-year periods. The agreement provides:



The joint management of Endesa under the leadership of Acciona



The creation of a world leader in renewable energies



The relationship between the Parties as reference shareholders of Endesa



A tender offer for all Endesa shares (the “OPA”), to be launched by the Parties as joint co-offerors, at a minimum price of €41 in cash per share, together with interest at 3-month EURIBOR



Agreement subject to E.On not acquiring more than 50% of Endesa in its current tender offer and to regulatory consent

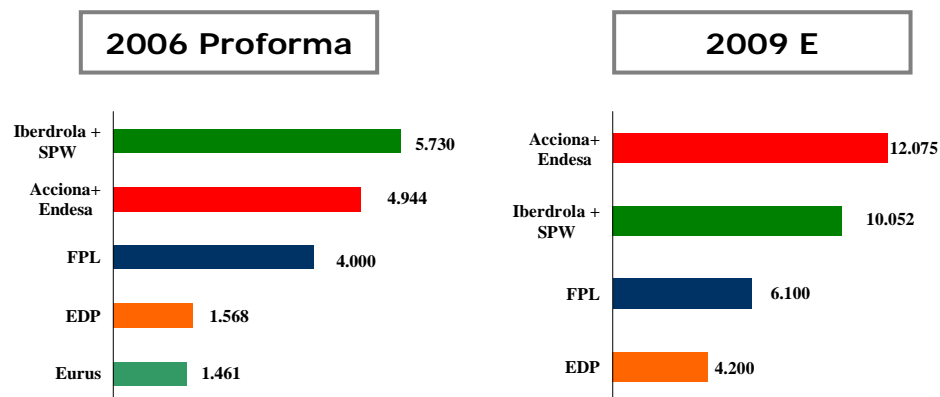
## Joint Management of Endesa under Acciona's leadership

- Equal number of Board members appointed by the Parties both at Endesa and the joint controlling vehicle ("Newco")
- Newco: Chairman appointed by Acciona to hold casting vote
- Endesa: Executive Chairman appointed by Acciona to hold casting vote
- Endesa: CEO appointed by Enel
- Endesa: Executive Chairman and CEO will have joint management powers
- Standard supermajorities at Endesa and Newco

## Creation of a World Leader in Renewable Energy

- Combination of Endesa's renewable energy assets and Acciona
- Acciona will hold a majority stake and will manage the resulting entity
- The resulting company will be a world leader in renewable energy

### Global Ranking in wind capacity (MW)



Total Installed MW	2006	2009E
<b>Total Wind Power</b>	<b>4,944</b>	<b>12,075</b>
Mini-hydro	299	304
Biomass	92	466
Solar	9	435
Waste	75	75
<b>Total Other Energies</b>	<b>475</b>	<b>1,280</b>
<b>Total Energy</b>	<b>5,419</b>	<b>13,355</b>

Source: Companies presentations and Acciona estimates

## Partners Contribution

### Acciona

- Spanish leading company
- Management dynamism
- Leadership in renewables

### Enel

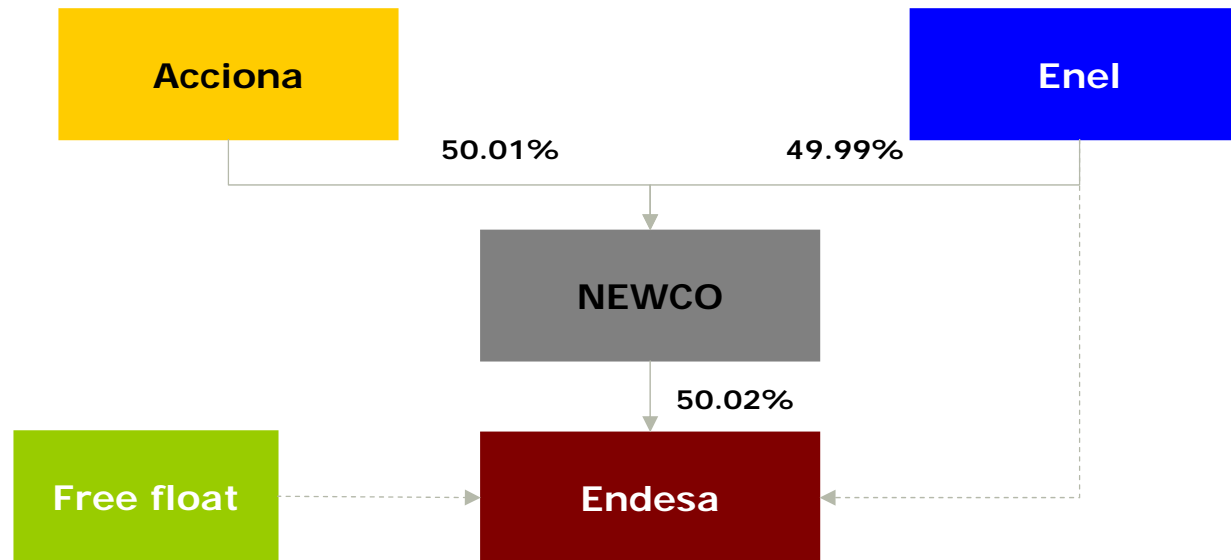
- European leader (Electricity and Gas)
- Strong potential for industrial synergies
- Technological innovation and sustainable development

### Endesa

- Leading utility player in Spain and Latam
- Attractive business prospects and opportunities
- Solid growth platform

## Transaction Structure

- Joint incorporation of Newco, the controlling vehicle, following the OPA
- Newco will ultimately hold 50.02% of Endesa
- Acciona will hold 50.01% of Newco



- Until closing of the OPA, the Parties are free to exercise their voting rights with respect to the Endesa shares owned by each of them

## Contractual Commitments

- During the term the Agreement is effective, the Parties agree:
  - Not to tender in E.On ´s takeover bid
  - To maintain Endesa’s workforce
  - To vote all the shares that the Parties hold outside Newco in the same manner as Newco votes its shares
  - Not to transfer shares of Endesa or Newco
  - To maintain Endesa’s current dividend policy, as a minimum

## OPA Details

- Subject to E.On not acquiring 50% or more of Endesa, the Parties will launch a public offer for 100% of Endesa´s share capital, subject to regulatory approvals, under the following terms:
  - The parties will act as co-offerors in the OPA
  - At a minimum price of €41 in cash per share, together with interest at 3-month EURIBOR\*
  - Initial allocation of 3.97% of Endesa´s shares to Acciona
  - The remaining acceptances of the OPA will be allocated to Enel

\* In the event that Endesa pays any dividend between today and the date of publication of the result of the offer, the consideration in the offer shall be reduced by an amount equivalent to the gross dividend distributed.

## Conditions of the OPA

- Receiving acceptances that together with the shares owned by Acciona and Enel represent more than 50% of the capital of Endesa
- Prior to the expiration of the acceptance period of the offer, articles 32, 37, 38 and 42 of Endesa's by-laws shall have been duly amended (in the manner on which E.On's tender offer was originally conditioned)
- Parties retain the right to withdraw any of the above-mentioned conditions

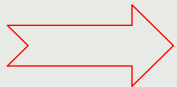
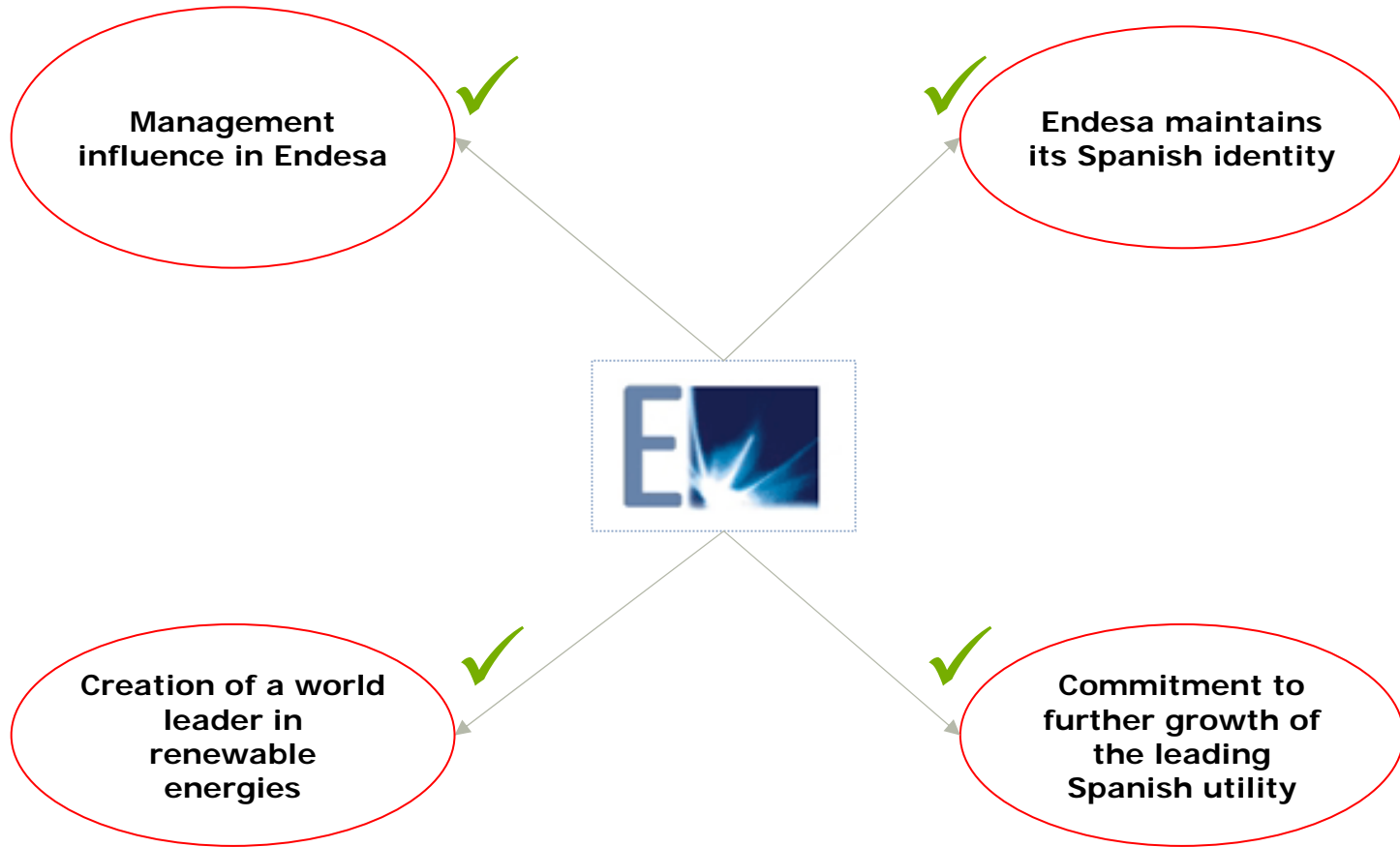
## “Deadlock” Situations

- In case of a deadlock situation concerning a supermajority issue, the following mechanisms apply:
  - From signing to year 3, blocking situation solved through:
    - Limited period of negotiations between representatives of both parties
    - The decision with less impact on the existing situation and business practices
  - After year 3 from signing:
    - Spin off / Asset split
    - Exercise put option by Acciona

## Put Option

- Enel gives Acciona a put option with the following conditions:
  - **Exercise Period:** between the third and tenth anniversary; as an alternative to the asset spin off
  - **Price:**
    - i) Minimum price will be the final E.On offer price
    - ii) If the parties have the effective control over Endesa, the higher of:
      - The market value according to standard valuation methodologies based on valuations undertaken by recognized investment banks
      - The Parties´ OPA final price adjusted by interest (at 3-month EURIBOR) and dividends
  - **Special case:** Acciona has the right to exercise the put option if after 3 years, Enel and Acciona do not have effective control over Endesa; in this case the exercise price will be E.On´s offer final price adjusted by interest (at 3-month EURIBOR) and dividends

## Acciona objectives



**With a superior financial impact: highly accretive transaction**

## The transaction reflects Acciona's stated commitments

### JOINT MANAGEMENT OF ENDESA LED BY ACCIONA

- Value creation from an aligned shareholding management structure
- Contribution of shareholders' complementary know how
- Value creation opportunities to be explored among shareholders

### WORLD LEADER IN RENEWABLE ENERGIES

- Presence in 24 countries
- Exploit the combination of strong and recurrent cash flows (traditional energies) and solid growth potential (renewables)
- 13,355 MW expected by 2009

### ENDESA STAND ALONE SPANISH IDENTITY

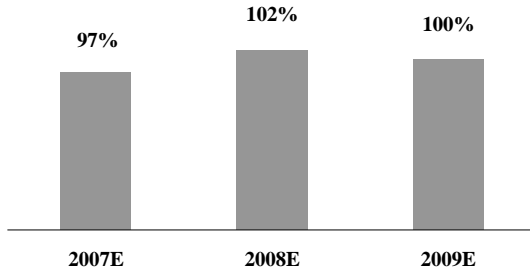
- Headquarters and effective decision centres in Spain
- Maintain current Business Plan and Investment Program
- Secure energy supply
- Secure investments in transmission and distribution networks
- Spanish leadership in Latam

### COMMITMENT TO FURTHER GROWTH

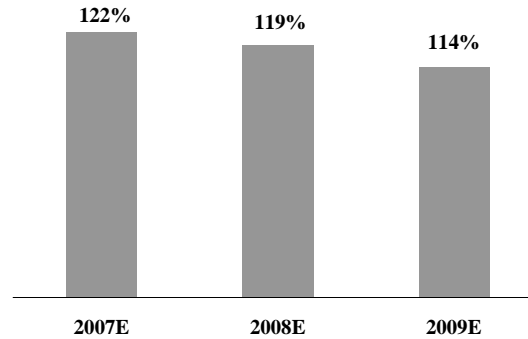
- Strong commitment to grow in renewable energies
- Unique platform to capture growth opportunities
- Consolidation of Endesa's financial and growth profile into the most attractive within the utility sector

# Financial Impact on Acciona

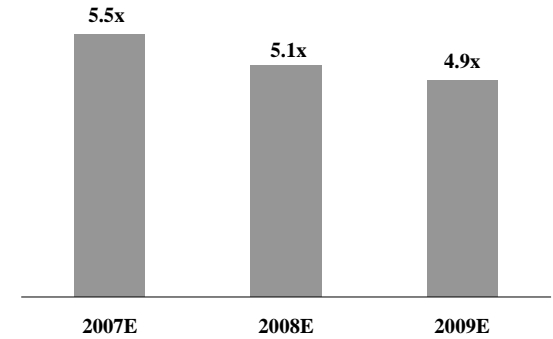
## EPS Accretion



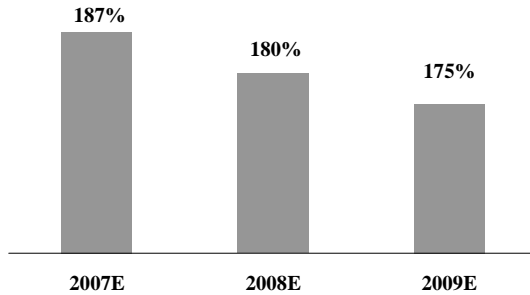
## Cash EPS Accretion



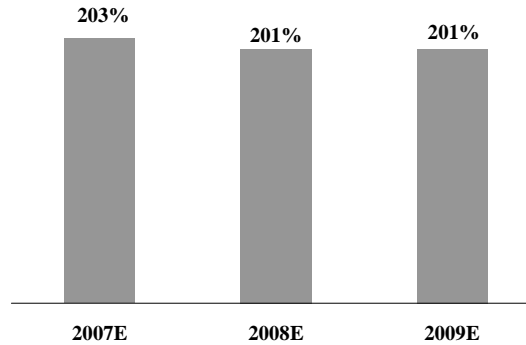
## Net Debt/EBITDA ratio



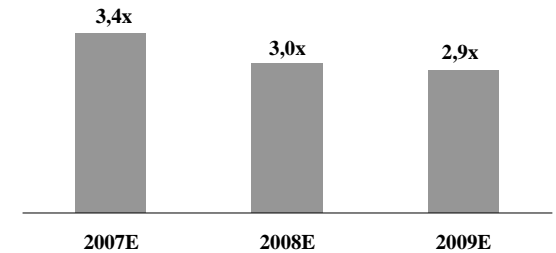
## EBITDA Accretion



## EBIT Accretion



## Recourse Net Debt/Recourse EBITDA ratio



**Highly accretive transaction for Acciona shareholders from day one**

Proportional consolidation of 25% stake in Endesa

Source: Endesa's 2005-2009 BP and Acciona estimates. Acciona 2007, 2008 and 2009 Fidentiis estimates

## Conclusions

- Maintenance of Endesa's Spanish identity
- Joint management of Endesa under the leadership of Acciona
- Creation of a World Leader in Renewable Energy
- Unique platform for growth and leadership
- Highly accretive transaction for Acciona shareholders from day one