



## FREQUENTLY ASKED QUESTIONS TENDER OFFER: ENDESA

### ***1.- What ENDESA securities are the Offerors seeking to acquire?***

ENELI ENERGY EUROPE, S.r.l. ("EEE") jointly with ACCIONA, S.A. ("ACCIONA") (both "the Offerors") have filed a tender offer (the "Offer") over ENDESA, S.A. ("ENDESA"). Such offer is addressed to all of the 1.058.752.117 issued shares in Endesa in circulation, excluding those shares held by ACCIONA, FINANZAS DOS, ENEL S.p.a. o EEE and which have been frozen, this is 487.116.120, and make up 46,01% of the ENDESA capital stock.

So effectively the Offer is addressed to 571.635.997 shares in ENDESA, 53,99% of the existing share capital. There is no maximum limit or pro-rata.

### ***2.- Is the Offer subject to any conditions?***

The Offer is subject to the following conditions:

1. the acquisition of a minimum number of ENDESA shares which, added to those already held by the Offerors and to those obtained in the US tender offer directly or indirectly make up more than 50% of the shares into which the stock capital of ENDESA;

2. certain modifications being made to ENDESA's articles of association regarding limitations to the voting rights, and requirements and qualifications applicable to the members of the board of directors and the following registration with the Spanish Registro Mercantil.

EEE and ACCIONA can waive these conditions in compliance with what is stated under the Offer prospectus, although they have expressed their intentions not to do so.

### ***3.- What is the Offer price?***

For each ENDESA ordinary share EEE and ACCIONA offers an amount of €40.16 in cash per ordinary shares and €40.16 in cash per ADS.

In each case this amount will be reduced by an amount equivalent to any gross dividend or other distribution distributed per ordinary share paid by ENDESA prior to the acceptance for payment of ENDESA Securities tendered under the Offer.

In the event that ENDESA pays any dividend or other distribution prior to the acceptance for payment of ENDESA securities tendered under the Offer, the consideration offered per ordinary share and per ADS shall be reduced by an amount equivalent to the gross dividend or other distribution distributed per ordinary share.

### ***4.- Will ENDESA be de-listed after the Offer?***

As of the date of this Offer to Purchase, the Offerors intend for the ordinary shares and ADSs to continue to be listed on the stock exchanges where they currently trade.

However, if as a consequence of the number of ordinary shares and ADSs tendered to the offer, ENDESA fails to meet adequate dissemination frequency or trading volume requirements for the applicable exchange, the Offerors would, to the extent required by applicable Spanish law, convene a general shareholders' meeting of ENDESA as soon as possible after the completion of the Offers and in any event during the following six months for the purpose of approving, with the affirmative vote of the Offerors, the delisting of ENDESA securities from the applicable stock exchanges where they are listed and would formally request the delisting of ENDESA securities from the applicable stock exchanges (CNMV and Chile), and the Offerors would seek to deregister the ordinary shares and ADSs under the Exchange Act if the applicable requirements are met.

The delisting of ENDESA securities from the applicable stock exchanges will be done in complete fulfillment of the legal requirements applicable.

### ***5.- When does the Offer finish?***



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The Offer expires on October 1, subject to any applicable extension.

### ***6.- When is the settlement date?***

It is expected by the Offerors that settlement of the Offer would take place within approximately 10 business days following expiration.

### ***7.- How can I know the outcome of the Offer?***

Final results of the Offer will be published by the Spanish Market Securities Commission on its web site ([www.cnmv.es](http://www.cnmv.es)), approximately five business days after the expiration date of the offers.

Final results of the Offer, accordingly to the abovementioned publication, will be published in the United States by the correspondent filing with the SEC, and in Chile through a communication from the Offerors to the Chilean Market Securities Commission.

### ***8.- What is the aim of the Offer?***

The purpose of the Offerors' joint Offers is to obtain joint control of ENDESA acquiring all outstanding ordinary shares and ADSs.

The business purpose for the acquisition of ENDESA by the Offerors is to develop a joint long term industrial relationship that will lead to a strengthening of the financial results of ENDESA, ACCIONA and ENEL by combining ACCIONA's experience in the Spanish market and in the renewable energy sector with ENEL's management capacity in the power industry and ENDESA's experience. The Offerors believe that their acquisition of ENDESA securities represents a long term and stable investment aimed at controlling ENDESA.

The Offerors believe that a greater and more balanced asset base will create economies of scale and cost saving opportunities as well as the possibility to share best practices in areas such

as: (a) availability and fuel risk management, (b) power plant construction, operation and maintenance, (c) customer management and new product development, (d) network infrastructure management and network availability and quality, (e) IT optimization and (f) joint purchase platforms and common support services. Notwithstanding the above, the purpose of the Offerors' joint Offers to acquire ENDESA is not to achieve synergies or cost savings, because the Offerors believe that the acquisition of ENDESA would continue to be profitable even without the realization of such synergies and cost savings. At this time, in the absence of more detailed information on ENDESA, the Offerors cannot quantify the synergies and cost savings resulting from the acquisition of ENDESA.

### ***9.- Who are the companies offerors?***

ACCIONA and EEE filed a joint tender offer.

ACCIONA is a Spanish stock company having a registered office at Avenida de Europa N° 18 - Alcobendas (Madrid).

ACCIONA is a Spanish corporation, headquartered in Madrid, engaged in the development and management of infrastructure and real estate projects, provision of transport, urban and environmental services, and development and operation of renewable energy facilities. The infrastructure built by the ACCIONA Group provides services to clients on five continents. Its energy activity positions the ACCIONA Group as one of the principal renewable energy generation companies in the world.

ACCIONA's capital stock amounts to €63,550,000, and is represented by 63,550,000 common shares, nominal value €1.00 each. ACCIONA's common shares are listed on the Madrid and Barcelona Stock Exchanges.

Grupo Entrecanales, S.A., is the mayor shareholder of ACCIONA, and holds a 59.60% stake in its capital stock.

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EEE is a Italian company having a registered office at Viale Regina Margherita 137, Rome, Italy, ENEL S.p.a is the sole shareholder of the EEE

EEE is a company of recent constitution that has not had a different activity from the formulation the Offer.

ENEL, the EEE sole shareholder is an Italian corporation, headquartered in Rome, Viale Regina Margherita 137, 00198 Italy, that is active in the energy business, primarily the supply of electricity and natural gas. ENEL is one of the leading integrated power and gas utilities in Europe. ENEL is the largest power company in Italy and the third largest in Europe after Electricité de France S.A. of France and E.ON AG of Germany based on number of clients.

ENEL's capital stock amounts to €6,182,720,234, and is represented by 6,182,720,234 common shares, nominal value €1.00 each. ENEL's common shares are listed on the Milan Stock Exchange. In addition, ENEL American depositary shares are listed on the NYSE under the symbol "EN" and are evidenced by American depositary receipts.

At present, the Ministry of Economy and Finance of the Republic of Italy (Ministero dell'economia e delle finanze) is the mayor shareholder of ENEL, currently owns 21.12% of ENEL. Additionally, the Cassa Depositi e Prestiti S.p.A., a company 70% owned by the above-mentioned Ministry, owns 10.15% of ENEL capital stock.

### ***10.- What is the Agreement between the Offerors?***

On March 26, 2007, ACCIONA, Finanzas, EEE and ENEL entered into a shareholders agreement ("the ENEL-ACCIONA Agreement"), and agreed on:

- Ruling the relations between the parties in regards to their present and future holdings

on ENDESA capital stock (included but not all, the ENEL-ACCIONA Agreement provides a set of governance principles for the joint management of ENDESA, procedures for conflicts resolution and termination of the agreement, control of ENDESA after settlement of the Offer, etc.)

- Set the mechanisms that will permit the parties to conduct their jointly managing project for ENDESA (subject to the completion of the Offer). The Offerors consider that, as provided by the ENEL-ACCIONA Agreement relevant decisions about the management of ENDESA will have to be adopted with the agreement of the parties, none of them may control ENDESA individually.

### ***11.- Where can I get further information?***

The Spanish National Securities Exchange Commission (Comisión Nacional del Mercado de Valores) has approved the Offer in the terms and conditions explained in the relevant explicative Prospectus.

Such Prospectus is available at the web sites of ACCIONA ([www.ACCIONA.com](http://www.ACCIONA.com)), ENEL ([www.ENEL.com](http://www.ENEL.com)), ENDESA ([www.ENDESA.com](http://www.ENDESA.com)), the CNMV ([www.cnmv.es](http://www.cnmv.es)); the stocks of Madrid, Barcelona, Valencia and Bilbao, and the Information Agent ([www.georgeson.com](http://www.georgeson.com)). Likewise, hardcopies of the explanatory prospectus will be available, amongst others, at the addresses of ACCIONA (Parque Empresarial de la Moraleja, Avenida de Europa nº 18 – Madrid), ENEL (viale Regina Margherita, nº 137 – Roma), ENDESA (Calle Ribera del Loira, nº 60 – Madrid), as well as in the public registries of the Spanish Securities Exchange Commission (in Madrid, Paseo de la Castellana, 15 and in Barcelona, Passeig de Gràcia, 19).

For any further information please call Georgeson at +44 207 019 7138, or send your queries via



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email at the following email address:  
[ENDESAoffer@georgeson.com](mailto:ENDESAoffer@georgeson.com)

shareholders as to whether it recommends  
acceptance or rejection of the Offers.

### ***12. What is the recommendation of ENDESA's board of directors?***

As of the date of this Document, ENDESA has not  
made any formal recommendation to its

**Disclaimer** The information in this document relates to the Offer being made in Spain which is addressed to all the shareholders in ENDESA, S.A. under the conditions set out in the Prospectus approved by the CNMV. This document does not relate to the offer which is being made in the U.S. concurrently with the exchange offer in Spain and which is addressed to all holders of ENDESA ordinary shares resident in the United States and all holders of ENDESA ADSs, wherever located. ENDESA ADSs, whether or not held by holders resident in the United States, may only be exchanged through the U.S. offer. All holders of ENDESA ordinary shares, wherever located, will be permitted to exchange their shares in the Spanish offer.