#### Banchile Asesoría Financiera S.A. | Investment Banking & Capital Markets



November 6th, 2020

## Report to Committee of Directors of Enel Américas S.A.



### Disclaimer

This document has been prepared by Banchile Asesoría Financiera S.A. ("Banchile") at the request of the Committee of Directors of Enel Américas S.A. (the "Committee of Directors" or the "Client") to act as an independent valuator under the terms of article 147 of Law No. 18,046 in connection with the proposed transaction (the "Transaction").

Recommendations and conclusions contained herein represent the best opinion of Banchile regarding the assessment of the Transaction at the time of preparation of this document, considering the work methodology employed and the available information. However, the conclusions contained herein could change if another background or information is considered or a different valuation criteria not considered in the development of this report is used. Banchile shall have no obligation to communicate such variations as well as whenever the opinions or information contained herein, or the assumptions on which the present report was prepared, are modified.

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This report and associated executive summary are presented in English and Spanish, both of which shall constitute the same presentation; provided however, that in case of doubt as to the proper interpretation or construction of the report, the Spanish text shall prevail.



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## 1. Executive Summary

## Background and Scope of Services

- 1 Background
- On September 21<sup>st</sup>, 2020, the Board of Directors of EnelAm ("EnelAm BoD") started a process that aims to incorporate, by merger, the non-conventional renewable energy generation businesses that Enel Green Power owns in LatAm (ex-Chile) ("EGPA"), the "Transaction"

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Transaction Rationale

- Consolidate EnelAm's position as a fully integrated leader in the utilities sector in LatAm, with a balanced, diversified
  and large renewables pipeline
  - Proforma for the transaction, installed power generation capacity to increase by ~70% and mix of renewables in its generation portfolio to increase from 55% to 73%<sup>(1)</sup>
- Shareholders would have access to cash flows from a new and growing business in diversified geographies, while
  preserving the financial flexibility and discipline of EnelAm to pursue attractive growth opportunities in the Central and
  South American region

3)

**Execution Considerations** 

- EnelAm BoD and Enel SpA have decided to proceed with the analyses and implement the Transaction according to Related Party Transaction ("RPT") rules<sup>(2)</sup>
- Additionally, given the expected increase in ownership of Enel SpA in EnelAm, the Company needs to submit the proposal for elimination of ownership limits<sup>(3)</sup> for vote to its shareholders
- Finally, shareholders at respective Extraordinary General Meeting ("EGM") must vote on the Transaction<sup>(4)</sup>

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**Scope of Work** 

- In the context of the Transaction, EnelAm Committee of Directors appointed Banchile Asesoría Financiera S.A. ("Banchile") to act as its independent financial advisor
- Banchile's scope of work will be equivalent to the scope contemplated in the LSA(5)
  - Description of the proposed Transaction
  - Analysis of the Transaction rationale and impacts for EnelAm shareholders
  - Valuation of EnelAm and EGPA in the context of the Transaction in order to determine the exchange ratio range ("Exchange Ratio") between EnelAm and EGPA shares for the proposed merger<sup>(6)</sup>



## **Valuation Summary**

Banchile has performed an independent valuation analysis of EnelAm and EGPA as part of its financial advisory to the Committee of Directors of EnelAm and is pleased to provide our recommendations.

EnelAm EGPA

Information Received & Interactions<sup>(1)</sup>

- Banchile received historical financial information, 5-year business plan, including detailed breakdown of revenues and costs for both EnelAm and EGPA
- Additionally, Banchile held several meetings with the management teams including management presentations for EnelAm and EGPA, and meetings with several country CFOs of EnelAm and EGPA to review the business plan in detail
- · Terminal Value ("TV") assumptions for the different assets of EnelAm and EGPA
- Broker research reports
- Tax, legal and technical due diligence reports on EGPA

Main Assumptions<sup>(2)</sup>

- Historical financial and operating information provided in Virtual Data Room ("VDR")
- Publicly disclosed operating and financial information
- Installed capacity of 11.3 GW as of 2020E for Generation ("Gx") assets in Argentina, Brazil, Colombia and Peru
- 25 mm clients for Distribution ("Dx") business in Argentina, Brazil, Colombia and Peru
- 2020E EBITDA of US\$3.4 bn and Net Debt of US\$4.2 bn<sup>(3)</sup>

- · Historical financial and operating information provided in VDR
- Installed capacity of 3.7 GW as of 2020E for Gx assets in Brazil, Colombia, Costa Rica, Guatemala, Panama and Peru
- Growth plan of 4.1 GW for the 2021-2024 period in Brazil, Colombia and Panama
- Long-Term Pipeline of ~22.1 GW in Brazil, Colombia, Panama and Peru
- 2020E EBITDA of US\$0.4 bn and Net Cash of US\$0.2 bn<sup>(3)</sup>

Valuation Methodologies • The analysis considers the following valuation methodologies: DCF, Market Values (EnelAm's stock trading prices), Brokers Outlook (target prices of research reports), Trading Comps and Precedent Transactions

Valuation Range

Equity Value of ~US\$14.1 – 14.9 bn<sup>(3)</sup>
 Implied FV / EBITDA 2020E range of ~7.4 – 7.8x
 Implied FV / EBITDA 2021E range of ~6.6 – 7.0x

• Equity Value of ~US\$5.7 – 6.2 bn<sup>(3)</sup>

Implied FV / EBITDA 2020E range of  $\sim$ 14.6 – 15.9x Implied FV / EBITDA 2021E range of  $\sim$ 11.1 – 12.1x

**Exchange Ratio** 

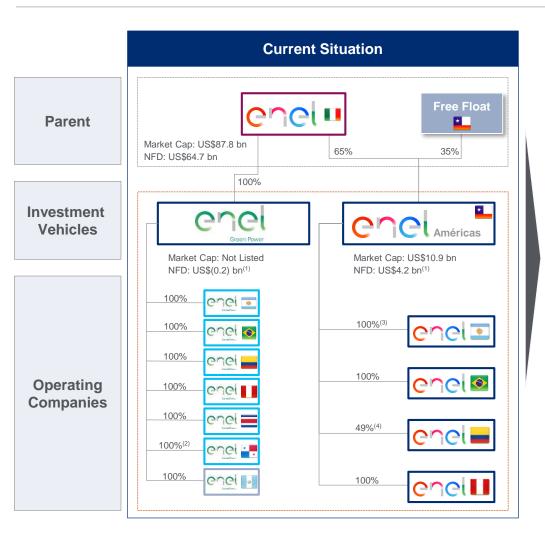
 Assuming that EGPA will have the same number of shares outstanding as EnelAm (76,086,311,036), Banchile recommends an Exchange Ratio between 0.38-0.44x EnelAm shares per EGPA share

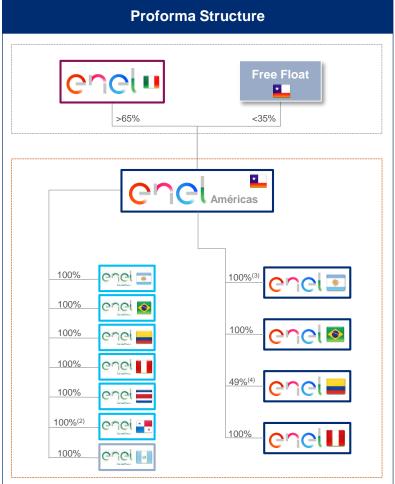


## 2. Proposed Transaction Description

## **Summary of Proposed Transaction**

The proposed Transaction contemplates a merger by incorporation of the EGPA subsidiaries in Argentina, Brazil, Colombia, Peru, Costa Rica, Panama and Guatemala into EnelAm.

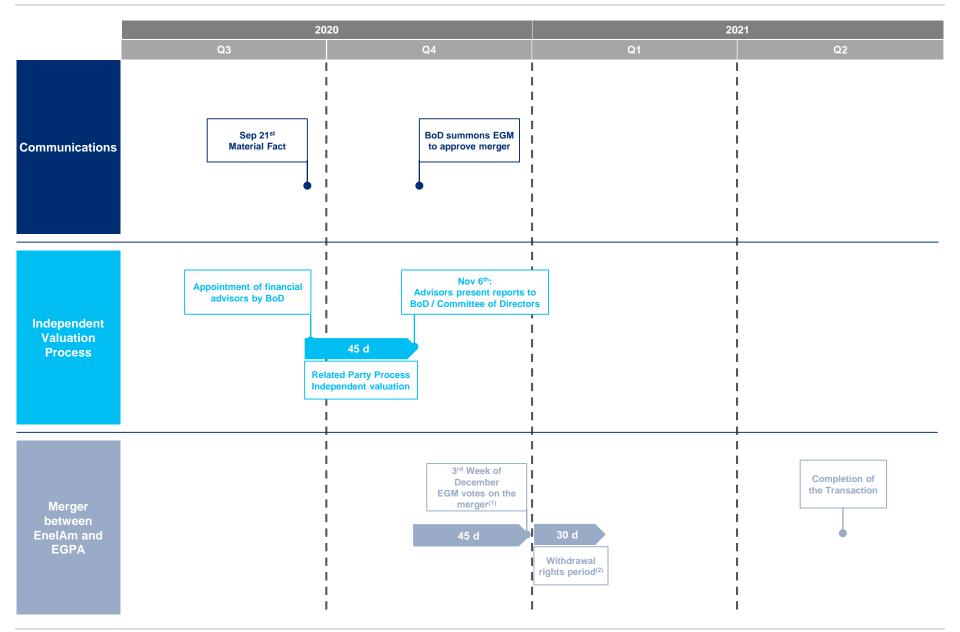








### **Indicative Transaction Timeline**



Notes: (1) The EGM requires 2/3 of the share capital for the merger approval. The bylaws amendment requires 75% of the share capital. (2) Dissenting shareholders may exercise their withdrawal rights up to 30 days after the EGM and sell their shares to the Company. Exercise price of withdrawal right equivalent to the weighted average price of the 60 trading days preceding the 30<sup>th</sup> trading day prior to the EGM.



# 3. Transaction Analysis

## Key Areas of Analysis and Supporting Activities

#### **Strategic Rationale**

- Analysis of the Transaction rationale and potential effects on EnelAm shareholders
  - Analysis of proposed rationale presented by EnelAm BoD
  - Preliminary analysis of the benefits of the transaction to EnelAm's shareholders
  - Impact of the Transaction on EnelAm minority shareholders

#### **EnelAm and EGPA Valuation**

- Valuation of EnelAm and EGPA under different methodologies
  - Discounted cash flows (DCF)
  - Historical share price performance of EnelAm
  - Trading comparable companies and precedent transactions, among others
- Determination of an Exchange Ratio range for EnelAm and EGPA shares for the proposed merger

#### **Supporting Activities**

- Support EnelAm Committee of Directors in the development of presentation materials to EGM
  - Assist the Board on detailed explanation of the results to minority shareholders from an independent perspective

Recommended valuation ranges for EnelAm and EGPA



## 3. Transaction Analysis

A. Strategic Rationale

## Strategic Rationale

Consolidation of Leading Position as a Power Utility in Latin America	<ul> <li>Consolidates EnelAm as a leading power utility company in Central and South America</li> <li>Integrated utility with operations in Dx, Gx (conventional and renewable) with a geographically diversified portfolio in seven countries</li> </ul>
Acceleration of Position Within Energy Transition Matrix	<ul> <li>Accelerate EnelAm's decarbonization path</li> <li>Increase renewables technologies within EnelAm's power generation to 73%<sup>(1)</sup> and provide further upside through its renewable pipeline</li> </ul>
Diversification of Asset Portfolio	<ul> <li>Diversified platform with favorable growth prospects and stable cash flows from different Gx technologies and geographies</li> <li>Relevant portfolio of advanced greenfield projects, which could support growth in the medium and long term</li> <li>Option to diversify source of dividends and invest in a vehicle with clear growth prospects</li> </ul>
Access to Know-How	<ul> <li>Access to the know-how and track record of EGP, global leader in renewable development</li> <li>Extract synergies and minimize operational and financial risk</li> </ul>
Path for Organic Growth in Renewables	<ul> <li>Substantial growth pipeline of ~22.1 GW in the medium and long term</li> <li>Successful track record of developing renewable projects</li> </ul>
Preservation of Financial Flexibility	<ul> <li>No increase in leverage as a result of the Transaction allows EnelAm to preserve financial flexibility and discipline to grow through further acquisitions</li> <li>Capacity to fund future growth through incremental leverage</li> </ul>



## Potential Impacts on EnelAm Shareholders

Supported by strong strategic rationale, shareholders that participate in the merger would capture most of the benefits of the Transaction.

Potential Impact	EnelAm Shareholder's that Participate in the Merger
Alignment of Interests	<ul> <li>No longer subject to potential conflicts of interest regarding Gx investment decisions between EnelAm and EGPA across LatAm</li> <li>Simplifies/streamlines corporate structure of EnelAm in LatAm</li> </ul>
Diversification and Growth Alternatives	<ul> <li>Option to diversify source of dividends and invest in a vehicle with clear growth prospects</li> <li>Incorporation of diversified, renewable assets in attractive LatAm economies, reducing the nominal exposure to countries like Argentina, and increasing their stake in Peru, Panama, among others</li> <li>Opens up growth opportunities in Central America where EnelAm currently does not have operations</li> </ul>
Funding of Growth	<ul> <li>Potential value crystallization or multiple expansion as a result of incorporation of renewable assets and growth pipeline into its portfolio</li> <li>EGPA holds low leverage level, therefore, after the merger, the Company will have the capacity to finance future growth by potentially increasing leverage levels at EnelAm</li> </ul>
Liquidity and Market Presence	<ul> <li>EnelAm shares will likely remain as liquid as they are currently</li> <li>EnelAm will be a larger company, even though with smaller float percentage, and will continue to be included in relevant market indexes as the large market cap, with potential to be included in new ESG indexes</li> <li>Research analysts will continue to focus on EnelAm after the Transaction as the leading public Company in LatAm</li> </ul>
Governance Rights	With proforma ownership of Enel SpA expected to increase above 2/3 threshold, minority shareholders would have slightly limited veto rights



### Overview of EGPA

The proposed Transaction contemplates a merger by incorporation of Enel SpA's LatAm renewable assets<sup>(1)</sup> into EnelAm, with an installed capacity of ~3.3 GW and ~4.5 GW of projects in execution as of September 2020.

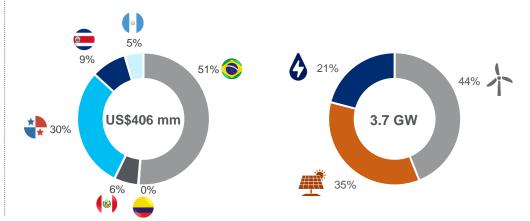


## **2020E Installed Capacity Breakdown by Country**

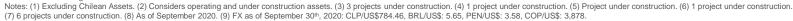


## 2020E EBITDA by Country<sup>(9)</sup> US\$ mm

## **2020E Capacity by Technology** GW





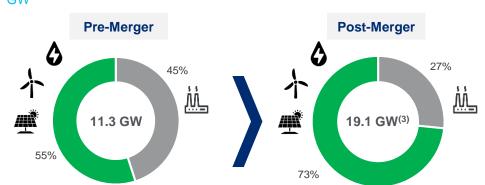


### **EnelAm: Proforma Generation Portfolio Mix**

#### **Strong Presence in LatAm**

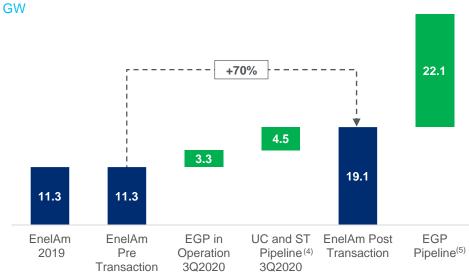


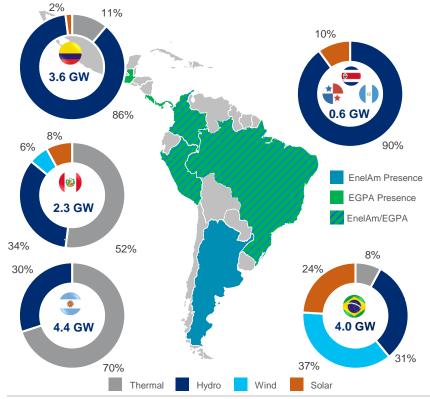






#### **Post Transaction Growth Profile**





Source: EnelAm and EGPA Management Presentation.

Notes: (1) EnelAm considers 3Q'2020 LTM. (2) FX as of September 30th, 2020: CLP/US\$784.46, BRL/US\$: 5.65, PEN/US\$: 3.58, COP/US\$: 3,878, ARS/US\$: 76.1. (3) Includes EGPA MW in operation (3.3 GW) and projects in execution + short term pipeline (4.5 GW) to be installed by 2024E. (4) Under construction and short term pipeline. (5) Long term pipeline in Brazil, Colombia, Peru and Panama.

## 3. Transaction Analysis

B. Valuation Methodology

## Description of Valuation Methodologies

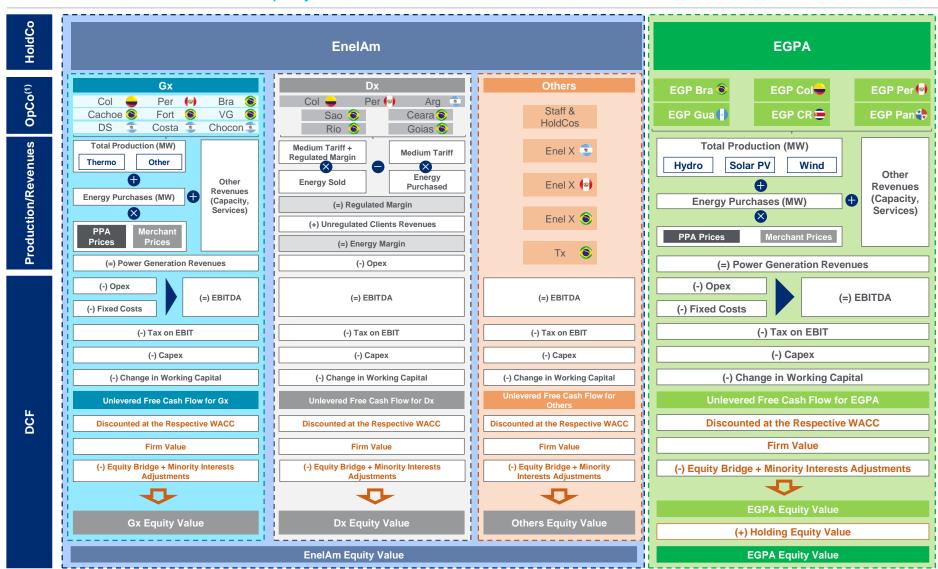
	DCF	Market Values	Brokers Outlook	Trading Comps	Precedent Transactions
Description	Present value of the expected unlevered FCF generated by the company     Reflects the intrinsic value of the company	Valuation based on the trading prices of a company in a specific period of time     Selected time period for EnelAm valuation considers preannouncement 52-week share price	Brokers value companies through different methodologies     Usually, their preferred approach is DCF     Target prices are typically 12 months forward	<ul> <li>Valuation based on market prices of similar companies</li> <li>Multiples from similar listed companies</li> <li>Key metric is forward looking FV/EBITDA and FV/Capacity for Gx/Renewables</li> </ul>	Valuation based on prices paid in previous transactions for similar companies  Multiples from precedent transactions  Key metric is FV/EBITDA and FV/Capacity for Gx/Renewables
Considerations	Captures potential growth  Captures potential synergies  Sensitive to assumptions and projections  SOTP <sup>(1)</sup> analysis to differentiate business and countries  Sensitive to the TV <sup>(2)</sup> assumed, if applicable	Varies depending on chosen time period     Listed companies only     Market price may be very volatile and could be affected by the announcement of a transaction	Based on public information     Public information and target prices could be inaccurate or dated     To compare with current prices, target prices would need to be brought to "present value"	Does not reflect a control premium nor synergies     Limited number of true comps within the region     Requires market value adjustments	Includes control premium     Considers Elqui valuation results as part of the analysis for EGPA     Limited number of local transactions and public information     Growth and/or other considerations add distortion
Relevance					
Applies to	EnelAm EGPA	EnelAm	EnelAm	EnelAm EGPA	EnelAm EGPA

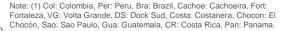




## DCF Build-Up Approach

Our DCF is built using a bottom-up approach for EnelAm and EGPA and their subsidiaries, starting from the revenues and costs of each company.













### Available Information and Interactions

#### Information Received

- Access to Virtual Data Room ("VDR") including the following:
  - Historical financial information for 2018, 2019 and 3Q'20 for EnelAm and 2018, 2019 for EGPA by country
  - Proforma financials as of 3Q'20
  - Projections for the companies:
    - Business plan for EnelAm and its subsidiaries, for the period 2020-2024
    - Business plan for EGPA and its subsidiaries, for the period 2020-2024; in addition, extended business plan for EGP Colombia and EGP Brazil
    - Detailed projections of revenues and costs for EnelAm and EGPA for the period 2020-2024 that contain expected energy production, contract and merchant energy prices, contracted energy, energy purchases and generation costs
    - Normalized maintenance Capex and replacement Capex for EnelAm and its subsidiaries and EGPA and its subsidiaries
    - Terminal value calculation methodology for EnelAm and EGPA
    - Details of useful life per asset within EGPA perimeter
  - Broker research reports
  - Tax, legal and technical due diligence reports on EGPA
  - Other public documents of interest

#### Interactions

- Management presentation of EnelAm and EGPA
- Meetings with EnelAm's and EGPA's CEO, CFO and General Counsel, among others
- · Meeting with EnelAm's commercial team
- Meeting with EnelAm's financial advisors
- Meetings with EnelAm's legal advisors to review the Transaction mechanics and its legal considerations
- Meeting with Company's modeling team to review the financial projections
- Weekly Q&A sessions in the VDR
- Presentation of valuation methodologies to EnelAm's Committee of Directors

- In this report, we have assumed that PPA contracts and agreements will remain as informed in the context of the Transaction, particularly and fundamentally with regards to prices and contracted generation. In addition, we have assumed that there are no renegotiation nor early termination clauses that may significantly affect valuations
- · Our assessment of EGPA is based on the information received until today



## **DCF** Valuation Assumptions

	EnelAm	EGPA
General Assumptions	<ul> <li>Valuation date: September 30<sup>th</sup>, 2020</li> <li>Equity Bridge as of September 30<sup>th</sup>, 2020</li> <li>Equity Bridge provided by EnelAm and EGPA considers adjustment</li> <li>Additional adjustments to reflect EnelAm and EGPA minority in</li> <li>For valuation purposes, statutory corporate tax rate over EBIT for each of the second s</li></ul>	terests
Valuation Perimeter	<ul> <li>Gx companies in Argentina (Enel Costanera, Inversiones Dock Sud, Enel El Chocón), Brazil (Cachoeira Dourada, Volta Grande, Fortaleza), Colombia (Emgesa) and Peru (Gx Peru, Piura)</li> <li>Dx companies in Argentina (Edesur), Brazil (Rio, Ceara, Goias, Sao Paulo), Colombia (Codensa) and Peru</li> <li>Other companies such as Enel CIEN (Tx), Enel X Solutions and Staff &amp; Services within the EnelAm perimeter</li> </ul>	EGPA subsidiary by country (Brazil, Colombia, Peru, Panama, Costa Rica and Guatemala)
Macroeconomic Assumptions	<ul> <li>Macro assumptions based on Economist Intelligence Unit ("EIU")</li> <li>US and local CPI, and GDP growth</li> <li>End-of-year and average currency exchange ratio per country</li> </ul>	
Currency	Nominal for each country (BRL\$, ARS\$, PEN\$, COP\$)	Nominal for Brazil and Colombia – US\$ for Peru and Central America
Discount Rate	Nominal local currency discount rate per country and business, based on WACC	Nominal local currency discount rate (WACC) for Brazil and Colombia, and US\$ based for Peru and Central America
Valuation Period	<ul> <li>EnelAm business plan forecast: 2020-2024</li> <li>Terminal value after explicit valuation period</li> </ul>	<ul> <li>EGPA business plan forecast: 2020-2024<sup>(2)</sup></li> <li>Extension of cash flows for the remaining useful life of each asset</li> </ul>



## DCF Valuation Assumptions (Cont'd)

#### 5-Year Business Plan Received from the Company (2020E-2024E)

## **Extended Business Plan Received from the Company**

## Terminal Value Assumptions

#### **EnelAm**

- Projections based on the company's contractual profile provided by EnelAm
- Assumes no growth Capex for the Gx platform
- Assumes no relevant impact from the last distribution companies public tender

Not available

Perpetuity

$$TV_t = \frac{FCF_t \times (1+g)}{WACC - g}$$

- Perpetuity with Replacement Capex<sup>(2)</sup>
- Annuity<sup>(3)</sup>

Gx

- Perpetuity of the NOPAT, considering a target RONIC<sup>(4)</sup> through to the following formula:
  - $TV_t = \frac{NOPAT_{t+1} \times \left(1 \frac{g}{RONIC}\right)}{WACC g}$

**EGPA** 

- Projections based on the company's contractual profile and business plan provided by EGPA
- Base scenario includes:
  - 3.7 GW operating assets by 2020E
  - Total additional capacity of 4.1 GW as of 2024E

#### Brazil & Colombia

- Projections of operating margin extended up until asset useful life
- Assumes no uncommitted PPA renewals
  - Merchant sales after PPA expirations

#### Working Capital

Net change in Working Capital equals 0 from 2024 onwards<sup>(1)</sup>

#### Capex and D&A

- · Only considers maintenance Capex
- Considers installed capacity as a proxy to project Depreciation and Amortization

 For every country, the valuation considers an extension of the FCF depending on the useful life per asset

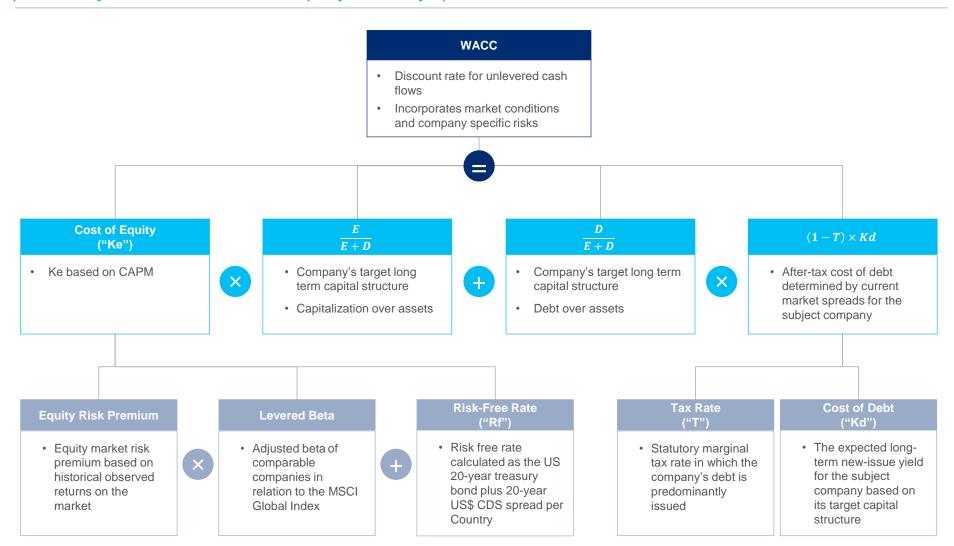
#### Useful Life

- Assumes 50, 30 and 25 years for Hydro, Solar and Wind technology assets, respectively
- Does not assume a terminal value for renewable assets



## WACC Methodology

WACC was calculated using CAPM method for each business (conventional Gx, renewable Gx, Dx, and others) per country in order to address company / industry specific risks and returns.





## 3. Transaction Analysis

C. Valuation Analysis

## Trading Update: Stock Price Performance

#### Stock Price Performance: EnelAm (listed in Chile) vs. LatAm Energy Index<sup>(1)</sup> vs. IPSA Index

2 Years Price, rebased to 100 on November 5th, 2018





## Recent Update on Broker Research Target Prices

After the transaction announcement, brokers maintained their target prices for EnelAm mainly citing the fact that there is no sufficient public information that could suggest differences for valuation purposes.



#### **EnelAm's Analyst Commentary**

"Little new information, investors were eager to assess the value of the assets involved...At this point it is still unclear the valuation (enterprise or equity) of EGP Américas, which makes it hard to predict what is the potential dilution for EnelAm minority shareholders. We should have more details in the coming weeks. For now we reiterate our OW on Enel Américas – we believe the deal makes strategic sense for the company and believe the valuation will be fair, as underscored by the presence of the independent evaluators"

**Broker 1** 

"Independent evaluator reports should identify the fair value of the assets involved, but those reports will not be available until mid November. Despite this, we've run some numbers on our own. Company peers are trading at an average of 1.2x EV/MW of installed capacity, while the most comparable asset in our view, Omega Geração in Brazil, is trading at 1.7x EV/MW. Considering EGP net debt of ~US\$1bn, its market cap could be valued between US\$2.5bn and US\$4bn at 1.2x and 1.7x EV/MW, respectively"

**Broker 2** 



### **EnelAm Valuation**



Valuation analysis indicates a US\$14.1-14.9 bn equity value range for EnelAm, implying a price per share range of CLP\$145-154. The implied range is 33-41% higher than the price prior to the transaction announcement.

#### **EnelAm Football Field**

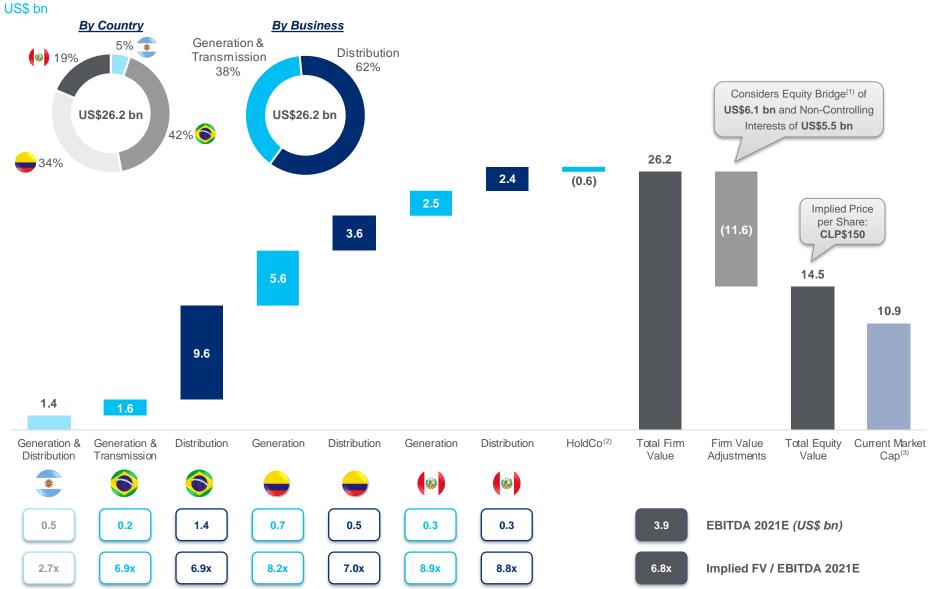




### DCF Sum of the Parts Valuation of EnelAm



#### Firm Value and Equity Value at DCF Midpoint





### **EGPA Valuation**



Valuation analysis indicates a US\$5.7-6.2 bn equity value range for EGPA. Considering the proposed number of EGPA shares (76.1 bn), the implied EGPA price per share ranges between CLP\$58 and CLP\$63.

#### **EGPA Football Field**



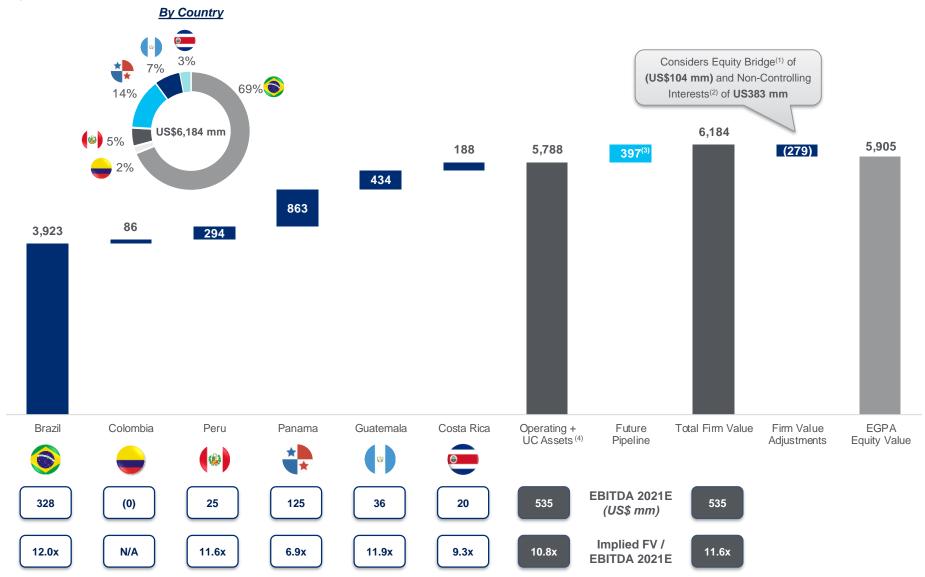


### DCF Sum of the Parts Valuation of EGPA



#### Firm Value and Equity Value at DCF Midpoint

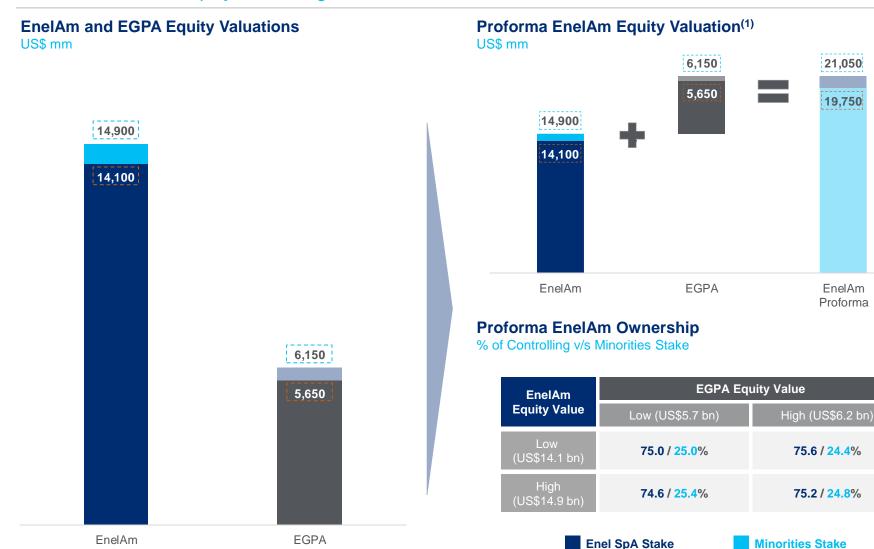
US\$ mm





## **EnelAm Proforma Valuation Summary**

EnelAm and EGPA Equity Values range between US\$14.1-14.9 bn and US\$5.7-6.2 bn, respectively. Post transaction EnelAm Equity Value range could reach ~US\$19.8-21.1 bn.





21,050

19,750

EnelAm Proforma

Note: (1) Excludes any additional synergies.

## EnelAm/EGPA Exchange Ratio

Given the proposed share number for EGPA of 76.1 bn, Banchile suggested valuation ranges implies an Exchange Ratio range of 0.38-0.44x EnelAm shares for each EGPA share.

#### **EnelAm to EGPA Shares Exchange Ratio**

х

EnelAm		EC	GPA Equity Value (US\$ b	on)	
Equity Value (US\$ bn)	\$5.7	\$5.8	\$5.9	\$6.0	\$6.2
\$14.1	0.40x	0.41x	0.42x	0.43x	0.44x
14.3	0.40x	0.40x	0.41x	0.42x	0.43x
14.5	0.39x	0.40x	0.41x	0.42x	0.42x
14.7	0.38x	0.39x	0.40x	0.41x	0.42x
14.9	0.38x	0.39x	0.40x	0.40x	0.41x

#### **Proforma EnelAm Ownership**

% of Controlling v/s Minorities Stake

EnelAm	EGPA Equity Value (US\$ bn)				
Equity Value (US\$ bn)	\$5.7	\$5.8	\$5.9	\$6.0	\$6.2
\$14.1	<b>75.0 / 25.0</b> %	75.2 / 24.8%	75.3 / 24.7%	75.5 / 24.5%	75.6 / 24.4%
14.3	74.9 / 25.1%	75.1 / 24.9%	<b>75.2 / 24.8</b> %	<b>75.4 / 24.6</b> %	75.5 / 24.5%
14.5	74.8 / 25.2%	75.0 / 25.0%	<b>75.1 / 24.9</b> %	<b>75.3 / 24.7</b> %	75.4 / 24.6%
14.7	74.7 / 25.3%	74.9 / 25.1%	<b>75.0 / 25.0</b> %	<b>75.2 / 24.8</b> %	75.3 / 24.7%
14.9	74.6 / 25.4%	74.8/ 25.2%	74.9 / 25.1%	<b>75.1 / 24.9</b> %	75.2 / 24.8%

Source: Company information.







## 4. Conclusions

## **Key Conclusions**

Supported by strong strategic rationale, under our recommended valuation ranges, the Transaction would contribute to the interest of EnelAm Shareholders.

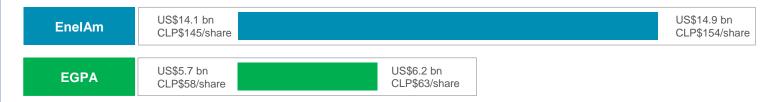
#### Strategic **Considerations**

- EnelAm shareholders that participate in the Transaction would capture several benefits:
- Diversification: Be part of an industry leader that combines both generation (conventional and renewable) and electricity distribution in different LatAm countries
- Growth: Gain exposure to the attractive renewable sector through EGPA, that has a relevant portfolio of advanced greenfield projects, which could support growth in the medium and long term
- Access to know-how: Access to the know-how and track record of EGP Américas, global leader in renewable development
- Governance: Reduce potential conflicts of interest between EnelAm and EGPA
- Financial flexibility: EGPA holds low level of debt, therefore, after the merger, the Company would have capacity to finance future growth by increasing debt levels

#### Recommended Valuation Ranges

Based on our assessment of the information provided, the following valuation ranges reflect prevailing market conditions for each company in the context of the Transaction:

Equity Value and Share Price (in US\$ mm and CLP\$, respectively)(1)(2)



- EGPA equity valuation ranges between a 28%-30% of Proforma EnelAm's Equity Value after the proposed Transaction
- Considering the valuation results and the proposed EGPA share issuance for the Transaction, Banchile proposes an Exchange Ratio between 0.38-0.44x EnelAm shares per EGPA share
- Upon completion of the transaction, the Proforma EnelAm ownership would reach ~75/25% for Enel SpA and minority shareholders, respectively



# **Appendix**

# **Appendix**

A. EGPA Asset Overview

## EGPA Operating and U/C Assets – Brazil



As of September 2020, the Company holds 2.3 GW of renewable operating assets in Brazil. In addition, EGPA have 1.7 GW of pipeline under construction and 1.8 GW of short-term pipeline.

Operating As		Installed	Production	
Asset	Technology	COD	Capacity (MW)	(GWh)
Alvorada	<b>&amp;</b>	1971-1983	7	31
Apiacas	<b>&amp;</b>	1954-1970	16	68
Isamu Ikeda	<b>&amp;</b>	1892	29	111
Mourão	<b>&amp;</b>	1964	8	48
Paranapanema	<b>&amp;</b>	1957	31	211
Primavera	<b>&amp;</b>	1968-1995	20	117
Quatiara	<b>&amp;</b>	1929-1937	5	28
Salto Apiacas	<b>&amp;</b>	2016	103	469
Socibe	<b>&amp;</b>	1997	14	95
Fontes Solar		2015	11	17
Horizonte		2018	103	219
Ituverava		2017	254	536
	340			

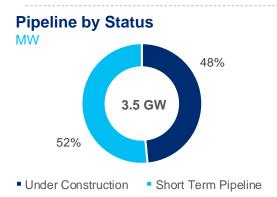
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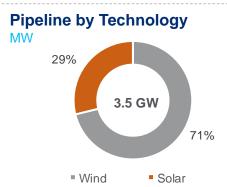
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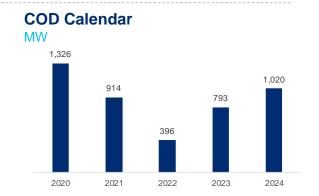
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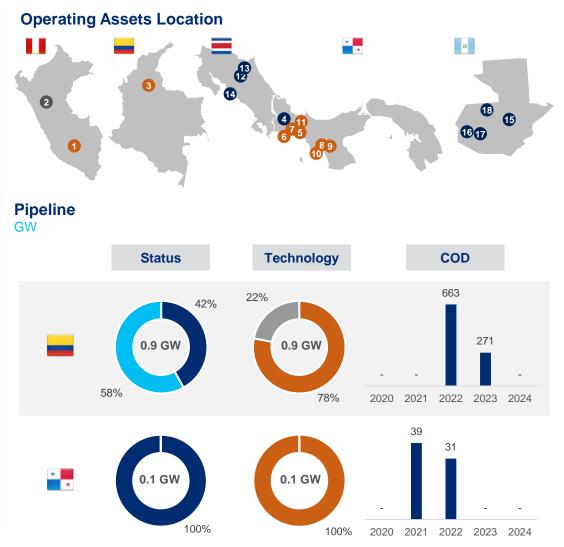
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## EGPA Operating and U/C Assets – Ex Brazil



As of September 2020, the Company holds 1.0 GW of renewable operating assets in Peru, Colombia, Panama, Costa Rica and Guatemala. Additionally, EGPA holds an UC + short-term pipeline of 1.0 GW.

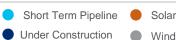
Operating Assets				
Asset	Technology	COD	Installed Capacity (MW)	Production (GWh)
1 Rubi		2017	180	423
2 Wayra	1	2018	132	582
3 El Paso		2018	86	146
4 Fortuna	<b></b> 4	1984	300	1,599
5 Chiriqui		2015	12	17
6 Solar David		2016	8	12
7 Solar Caldera		2016	5	8
8 Sol Real		2017	11	17
9 Vista Alegre		2017	8	12
10 Milton		2017	10	16
11 Estrella Solar		2018	8	10
12 PH Don Pedro	<b>=</b> 4	1996	14	62
13 PH Río Volcan	<b>5</b>	1997	17	68
14 PH Chucas	<b>■ 4</b>	2016	50	212
15 Tecnoguat	<b>6</b>	2002	16	67
Generadora de Occidente	<b>6</b>	2003	47	198
17 Montecristo	<b>6</b>	2006	13	54
18 Palo Viejo <sup>(1)</sup>	6	2012	87	350







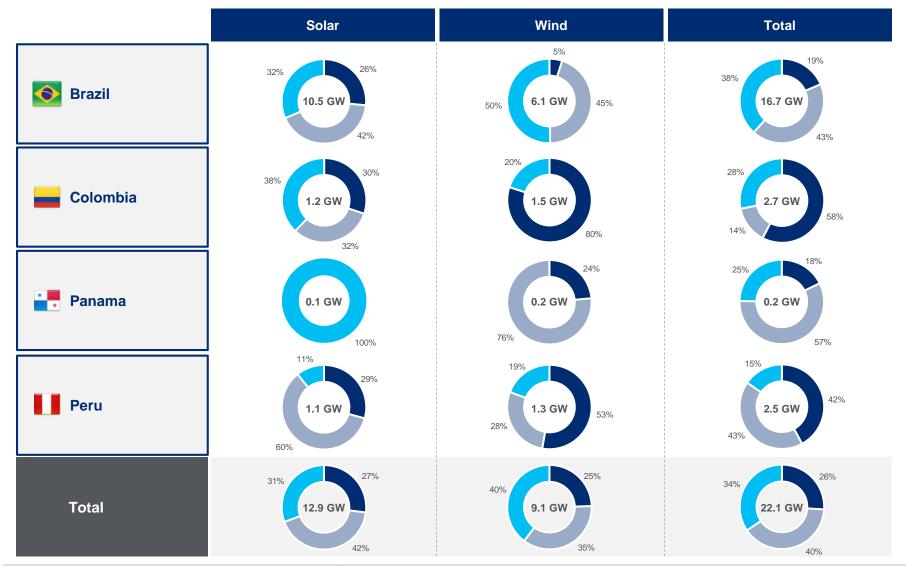






## Long-Term Pipeline by Country & Technology

EGPA hold a gross pipeline of around ~22.1 GW under different advanced development status. Over 75% is located in Brazil and almost 60% of the total are solar projects. "Premium" status pipeline accounts for ~7.6 GW.





Premium

# **Appendix**

B. Detailed Valuation Assumptions

## **EnelAm - DCF Forecast Assumptions**



	Assumption	Information Received	Horizon	Banchile Comments
Ма	cro Assumptions	US and Local CPI and GDP growth (%) Currency exchange ratio for each country Electricity demand in TWh	2020-2024	No projections post-2024
	Prices and Sales Volumes	Production (GWh) Contracted/Merchant sales (LCY\$(1)/MWh) Contracted/Merchant power sales (LCY\$/MWh / LCY\$/kW month) Other revenues (LCY\$)	2020-2024	<ul> <li>Assumes different Terminal Value approaches</li> <li>For Gx Argentina, the company provided the useful life per asset in order to apply the</li> </ul>
Generation	Costs	<ul> <li>Contracted energy/power purchases<sup>(2)</sup></li> <li>Merchant energy/power purchases<sup>(2)</sup></li> <li>Fuel costs<sup>(2)</sup></li> <li>Tolls<sup>(2)</sup></li> <li>Gas transport<sup>(2)</sup></li> <li>Other costs</li> </ul>	2020-2024	<ul> <li>EnelAm's methodology → Annuity</li> <li>For Gx Peru, the company provided the replacement Capex and D&amp;A values in order to apply the EnelAm's methodology → Perpetuity with Replacements Values</li> <li>For other business units he approach used considers the terminal Free Cash Flow from year 2024 adjusted by the WACC and perpetuity growth</li> </ul>
	OPEX	<ul><li>Cost of personnel</li><li>Fixed manageable costs</li><li>Fixed not manageable expenses</li></ul>	2020-2024	<ul> <li>Perpetuity growth is calculated as the average inflation from 2025 to 2050</li> </ul>
Distribution	EBITDA Build-up	<ul> <li>Regulated Energy Margin</li> <li>Unregulated clients revenues</li> <li>Other revenues/costs</li> <li>OPEX</li> </ul>	2020-2024	<ul> <li>Particular mechanics varies for each country, but in general terms the EBITDA has a similar build-up</li> <li>Considers regulatory rate over RAB</li> <li>Valuation assumes the Continuing Value Approach with RONIC = WACC<sup>(3)</sup></li> </ul>
	D&A	Depreciation, Amortization	2020-2024	Does not consider differences between financial and tax depreciation as there is no Growth Capex considered in the Company's BP
	Tax	Effective corporate tax rate per country	2020-2024	For valuation purposes, statutory corporate tax rate over EBIT <sup>(4)</sup>
Сарех		Maintenance Capex     Replacement Capex	2020-2024	The BP does not consider growth Capex for the perimeter
Working Capital		Current assets: inventories, trade receivables and other current assets     Current liabilities: trade payables, other current liabilities and other current payables	2020-2024	Working capital considers change in inventory, net trade receivables, trade payables, Net taxes receivables and net sundry receivables
Equity Bridge		Equity Bridge for the latest available period	3Q'2020	Equity bridge provided by the company considers net debt and other non-current assets and liabilities for each company     Additional adjustments reflect minority interests in several EnelAm subsidiaries

Notes: (1) Local Currency. (2) For all EnelAm Gx platforms excluding Argentina Gx. (3) Except for Ceara, Eletropaulo, Codensa and Peru Dx where RONIC spread over WACC = 1%. (4) With the exception of EnelAm Brazil Dx – Ceará (15.25% over EBIT due to SUDENE fiscal benefit).



## **EGPA - DCF Forecast Assumptions**



	Assumption	Information Received	Horizon	Banchile Comments
Ма	cro Assumptions	US and Local CPI and GDP growth (%) Currency exchange ratio for each country Electricity demand in TWh	2020-2024	From 2024 onwards, assumes EIU     Currency exchange ratios forecasted with purchasing power parity method (CPI differences)     Assets do not consider a Terminal Value
Prices and Sales Volumes		<ul> <li>Production (GWh)</li> <li>Contracted/Merchant sales (LCY\$<sup>(1)</sup>/MWh)</li> <li>Contracted/Merchant power sales (LCY\$/MWh / LCY\$/kW month)</li> <li>Other revenues (LCY\$)</li> </ul>	2020-2024 <sup>(3)</sup>	For Brazil and Colombia the Company provided extended projections over useful asset life     For the remaining countries, revenues extended by GWh, until useful life is over, indexed to CPI     For solar assets assumes a degradation factor of 0.3-0.5% per annum
Renewables	Costs	<ul> <li>Contracted energy/power purchases<sup>(2)</sup></li> <li>Merchant energy/power purchases<sup>(2)</sup></li> <li>Tolls<sup>(2)</sup></li> <li>Other costs</li> </ul>	2020-2024 <sup>(3)</sup>	CPI adjustments post 2024
	Opex	Brazil: detailed Opex per facility     Colombia: as % of the Gross Margin     Peru and Central America without information	2020-2024 <sup>(3)</sup>	CPI adjustments post 2024
	D&A	Depreciation, Amortization	2020-2024 <sup>(3)</sup>	Colombia considers tax depreciation for the installed capacity
	Tax	Effective corporate tax rate per country	2020-2024(3)	For valuation purposes, statutory corporate tax rate over EBIT <sup>(4)</sup>
Сарех		Maintenance Capex     Expansion Capex	2020-2024 <sup>(3)</sup>	The Business Plan consider growth Capex for Brazil, Colombia and Panama
Working Capital		Current assets: inventories, trade receivables and other current assets     Current liabilities: trade payables, other current liabilities and other current payables	2020-2024 <sup>(3)</sup>	The company estimates that change in working capital for all countries is close to 0 from 2024 onwards
Equity Bridge		Equity Bridge for the latest available period	3Q'2020	<ul> <li>Equity Bridge provided by the company considers net debt and other non-current assets and liabilities for each company</li> <li>Additional adjustments reflect minority interests in Panama</li> </ul>

Notes: (1) Local Currency with the exception of Peru. (2) Guatemala and Costa Rica does not consider Energy Costs. (3) For Brazil and Colombia, the Company extended projection until asset useful life is over. (4) EGPA Brazil (3.42% over Gross Margin as a proxy for Lucro presumido regime) and EGPA Panama – Fortuna (30.0% over EBIT).



# **Appendix**

C. Glossary

## Glossary

Term	Definition		
ADS	American Depositary Share		
ARS\$	Argentinian Peso		
Avg	Average		
Banchile	Banchile Asesoría Financiera S.A.		
bn	Billion/s		
BoD	Board of Directors		
BRL\$	Brazilian Real		
Capex	Capital Expenditure		
CAPM	Capital Asset Pricing Model		
CDS	Credit Default Swap		
CEO	Chief Executive Officer		
CFO	Chief Financial Officer		
CLP\$	Chilean Peso		
COD	Commercial Operation Date		
COP\$	Colombian Peso		
CPI	Consumer Price Index		
D	Debt		
DCF	Discounted Cash Flow		
Dx	Electricity Distribution		
E	Equity		
EBIT	Earnings Before Interest and Tax		
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization		
EGM	Extraordinary General Meeting		
EGP	Enel Green Power		
EGPA	Enel Green Power Américas S.A.		
EGPC	Enel Green Power Chile S.A.		
EIU	Economist Intelligence Unit		
EnelAm	Enel Américas S.A.		
ESG	Environmental, Social and Governance		
EV	Enterprise Value		
FV	Firm Value		
FCF	Free Cash Flows		
FX	Foreign Exchange		
g	Expected Growth Rate		
GDP	Gross Domestic Product		

Term	Definition			
Gx	Power Generation			
HoldCo	Holding Company			
IPSA	"Índice de Precios Selectivo de Acciones"			
Kd	Cost of Debt			
Ke	Cost of Equity			
L2Y	Last Two Years			
LatAm	Latin America			
LCY	Local Currency			
LSA	"Ley de Sociedades Anónimas" (Law number 18,046)			
LTM	Last Twelve Months			
Market Cap	Market Capitalization			
mm	Million/s			
NCRE	Non Conventional Renewable Energy			
NFD	Net Financial Debt			
NOPAT	Net Operating Profit After Tax			
OpCo	Operating Company			
Opex	Operating Expenses			
PPA	Power Purchase Agreement			
PPP	Purchase Price Parity			
PEN\$	Peruvian Sol			
Q&A	Question and Answer			
RAB	Replacement Asset Base			
Rf	Risk-Free Rate			
RONIC	Return over New Invested Capital			
RPT	Related Party Transaction			
SOTP	Sum of the Parts			
ST	Short-Term			
Т	Tax Rate			
TV	Terminal Value			
Tx	Transmission			
UC	Under Construction			
VDR	Virtual Data Room			
WACC	Weighted Average Cost of Capital			
YTD	Year to Date			

