



## REWRITTEN TEXT

### BYLAWS

#### ENEL AMÉRICAS S.A.

##### TITLE I

##### Name, Address and Duration

**Article One:** An open public limited company is established and shall be called "Enel Américas S.A." (the "Company"). It will be governed by these Bylaws and, in their silence, by the legal and regulatory rules that apply to this type of company.

**Article Two:** The Company's address will be the city of Santiago, and it may establish agencies or branches in other parts of the country or abroad.

**Article Three:** The duration of the Company will be indefinite.

**Article Four:** The purpose of the Company is to carry out, both in the country or abroad, the exploration, development, operation, generation, distribution, transmission, transformation and/or sale of energy in any form or nature, directly or through other companies, as well as activities in telecommunications and the provision of engineering consultancy services, in the country and abroad. Its purpose shall also be to invest and manage its investments in subsidiary and associated companies, including generators, transmitters, distributors or vendors of electrical energy or whose commercial activity corresponds to any of the following: (i) energy in any form or nature, (ii) the supply of public services or whose main input is energy, (iii) telecommunications and computer services, and (iv) intermediation business through the Internet. To comply with its main purpose, the Company will carry out the following functions:

- a) Promote, organize, establish, modify, dissolve, or liquidate companies of any nature, whose corporate purpose is related to those of the Company.
- b) Propose investment, financing, and commercial policies to its subsidiary companies, as well as the accounting systems and criteria to which they must adhere.
- c) Supervise the management of its subsidiary companies.
- d) Provide its related companies, subsidiaries, and affiliates with the financial resources necessary to develop their businesses and also provide their related companies, subsidiaries, and related companies with management services; financial, commercial, technical, and legal advice; audit services and, in general, any kind of services deemed necessary for its best performance.

In addition to its main purpose and always acting within the limits established by the Investment and Financing Policy approved at the Shareholders' Meeting, the Company may invest in:

First. The acquisition, operation, construction, leasing, administration, intermediation, marketing, and disposal of all kinds of movable and immovable assets, either directly or through subsidiary or affiliated companies.

Second. All kinds of financial assets, including shares, bonds and debentures, trading effects and, in general, all kinds of documents or transferable securities and contributions to companies, either directly or through subsidiary or affiliated companies.

## TITLE II Capital and Shares

**Article Five:** The Company's capital is the sum of fifteen thousand seven hundred and ninety-nine million, four hundred and ninety-eight thousand five hundred and forty-four US dollars divided into one hundred and seven thousand two hundred and eighty-one million, six hundred and ninety-eight thousand five hundred and sixty-one ordinary shares, registered, all of the same series and without nominal value, subscribed and paid in the manner indicated in the First Transitory Article of these bylaws.

**Article Six:** The shares will be registered, and their subscription must be in writing in the form established pursuant to these provisions. The payment of the subscribed shares may be in money or in other assets, whether tangible or incorporeal.

**Article Seven:** The Company will not recognize share fractions. If one or more shares belong jointly to several people, said owners must co-appoint a proxy for all of them to act before the Company.

**Article Eight:** The unpaid balances of the subscribed and unpaid shares will be readjusted according to the same proportion of the variation of the Unidad de Fomento.

**Article Nine:** Shareholders are only responsible for the payment of their shares and are not required to return to the amounts they have received as a benefit the corporate fund. In case of a transfer of subscribed and unpaid shares, the assignor will respond jointly and severally with the assignee for the payment of their value, and the terms of payment of the shares must be stated in the title.

**Article Ten:** The specific agreements between shareholders related to the share transfer must be deposited with the Company at the disposal of other shareholders and interested third parties and will be referred to in the Shareholders' Register. If this is not done, such agreements shall be unenforceable to third parties. However, these agreements will not affect the Company's obligation to register the presented transfers without further formalities, pursuant to Law.

**Article Eleven:** The Shareholders' Register, the mentions that the share titles must have and the procedure in case of loss or misplacement of the titles, must comply with the relevant legal and regulatory standards.

## TITLE III About management

**Article Twelve:** The Company will be managed by a Board of Directors composed of 7 re-electable members who may or may not be the Company's shareholders.

**Article Thirteen:** The members of the Board of Directors shall be elected by the Ordinary Shareholders' Meeting. The Board of Directors shall serve for a period of three years, at the end of which it shall be fully renewed or re-elected.

**Article Fourteen:** Board meetings shall be made up by an absolute majority of the number of Directors and resolutions shall be adopted by an absolute majority of the attending directors with voting rights. In the event of a tie, the person who presides the meeting shall make the final decision.

**Article Fifteen:** The Board of Directors shall meet at least once a month and at every opportunity required by corporate interests. There will be ordinary and extraordinary sessions. The first will be held on the dates and at times pre-established by the Board itself. The latter, when they are specially summoned by the Chairman himself, or at the request of one or more Directors after the Chairman has established the need for the meeting, unless it is requested by the absolute majority of the directors, in which case the meeting must necessarily be held without prior qualification. Extraordinary sessions may only discuss the matters that are specifically indicated in the summons. The Board of Directors shall elect a Chairman from among its members at the first meeting it holds, after the Board's appointment by the Ordinary Shareholders' Meeting.

**Article Sixteen:** Directors shall be remunerated. The Ordinary Shareholders' Meeting shall annually establish the amount of the remuneration. The Chairman shall be entitled to receive double the amount received by each Director.

**Article Seventeen:** The Company's Board of Directors represents it judicially and extrajudicially and in matters related to the compliance with the corporate purpose, which will not be necessary to accredit to third parties, it is invested with all the powers of administration and provisions that the Law or the Bylaws do not establish as exclusive of the Shareholders' Meeting, without the necessity to grant it any special powers, including for those actions or contracts in respect of which the laws require this condition. This does not preclude the representation corresponding to the General Manager. The Board of Directors may delegate part of its powers to the General Manager, Managers, Deputy Managers, Lawyers and the Company's principal executives, to a director or to the Directors' Committee and, for some specific purposes, to people.

**Article Seventeen Bis:** While exercising the powers expressed in the preceding Article, the Board of Directors shall always act within the limits established by the investment and financing policy approved by the Ordinary Shareholders' Meeting in accordance with the provisions of Article one hundred and nineteen of Decree Law number three thousand five hundred, issued in the year one thousand nine hundred and eighty, and its amendments. .

**Article Eighteen:** The Company will have a General Manager, who will be appointed by the Board of Directors and who will be responsible for all the commercial powers and all those expressly granted by the Board of Directors. The position of General Manager is incompatible with that of the Company's Chairman, Director, Auditor or Accountant.

## TITLE IV About the Meetings

**Article Nineteen:** The Company's shareholders will meet at Ordinary and Extraordinary Shareholders' Meetings. The first will be held once a year within the quarter following the date on which the Balance Sheet is issued to decide on the matters they have been informed about, without to need to indicate such matters in the respective summons. The latter may be held at any time, when required by corporate needs, to decide on any matter that the Law or these Bylaws report to the Shareholders' Meetings and provided that such matters are indicated in the corresponding summons. Summonses to Ordinary and Extraordinary Shareholders' Meetings will not be necessary when all the validly issued shares are represented at the respective Meeting. When an Extraordinary Shareholders' Meeting must decide on matters specific to an Ordinary Shareholders' Meeting, its operation and resolution shall be subject, as appropriate to the quorum applicable to the latter type of Meeting.

**Article Twenty:** The following are the subjects pertinent to the Ordinary Shareholders' Meetings: One) The examination of the Company's situation and the reports of the external auditors and the approval or rejection of the Annual Report, the balance sheet, the financial statements and announcements presented by the Company's directors or liquidators; Two) The distribution of profits for each financial year and, in particular, the distribution of dividends; Three) The election or renewal of the members of the Board of Directors, the liquidators and the supervisors of the administration; and, Four) In general, any matter of corporate interest that is not typical of an Extraordinary Shareholders' Meeting. Each year, the Board shall appoint an external audit firm governed by Title XXVIII of Law Number eighteen thousand and forty-five, in order to (a) selectively examine the amounts, endorsements and background that make up the accounting and financial statements.; (b) evaluate the accounting principles used and the consistency of their application with the relevant standards, as well as the significant estimates made by management, and; (c) issue their conclusions regarding the general presentation of the accounts and financial statements, indicating with a reasonable degree of assurance, whether they are free from significant errors and if they comply with the relevant standards in a thorough, consistent and reliable manner.

**Article Twenty Bis:** In addition to the provisions of the preceding Article, the Ordinary Shareholders' Meeting shall approve the investment and financing policy proposed by the management, in the terms contemplated in Article one hundred and nineteen of Decree Law number three thousand five hundred, issued in the year one thousand nine hundred and eighty, and its amendments.

**Article Twenty-One:** The following are the subjects pertinent to the Extraordinary Shareholders' Meeting: One) The dissolution of the Company; Two) The transformation, merger or division of the Company and the reform of its Bylaws; Three) The issuance of bonds or debentures convertible into shares; Four) The disposal of fifty percent or more of its assets, whether or not it includes its liabilities, which will be established according to the balance sheet of the previous year; as well as the formulation or modification of any business plan that contemplates the disposal of assets for an amount that exceeds the aforementioned percentage. Similarly, the disposal of fifty percent or more of the assets of a subsidiary, provided that it represents at least twenty percent of the Company's assets, as well as any disposal of its shares which would mean that the parent loses the character of controller; Five) Granting security or personal security rights to secure third-party obligations, except if these are subsidiary companies, in which case, the approval of the Board of Directors will be sufficient and, Six) Other matters that by Law or pursuant to these Bylaws correspond to their knowledge or to the

competence of the Shareholders' Meetings. The matters referred to in numbers one, two, three and four may only be agreed at Meetings held before a notary, who must certify that the minutes are a faithful expression of what occurred and was agreed at the meeting.

**Article Twenty-One Bis:** Notwithstanding what has been established in the Article above, the following matters can also be discussed by the Extraordinary Shareholders' Meeting: a) The disposal of the Company's assets or declared essential for its operation in the investment and financing policy, as well as setting up their guarantees; y b) The anticipated modification of the investment and financing policy approved by the Ordinary Shareholders' Meeting.

**Article Twenty-Two:** The Meetings will be convened by the Company's Board of Directors and the summons will be made by means of a visible advert published pursuant to the form, opportunity and deadlines established by law. Furthermore, the fact that a shareholders' meeting will be held in the form, opportunity and deadlines established by law or by the Financial Market Commission must be disseminated and the notification must contain a reference to the date of the Shareholders' Meeting, to the matters to be discussed, as well as the indication of how to obtain full copies of the documents that support the various options submitted to their vote, if any, which must also be made available to the shareholders on the Company's website. The omission of this obligation will not affect the validity of the summons, but the Directors, Liquidators and Managers of the infringing Company will be liable for the damages they cause to the shareholders, notwithstanding the administrative sanctions that the Financial Market Commission may apply. However, Meetings to which all the shares issued with the right to vote concur may be validly convened and held, even if the formalities required for their summons have not been met. Any Shareholders' Meeting that is held must be communicated to the Financial Market Commission in the form, opportunity and within the deadlines established by law or by the Financial Market Commission at least fifteen days prior to the meeting. To celebrate a Shareholders' Meeting, the Company may establish systems permitting remote participation and voting, provided that such systems duly safeguard the rights of shareholders and the regularity of the voting process.

**Article Twenty-Three:** The Meetings shall be held in first summons, with an absolute majority of the shares issued with voting rights; and, in the second summons, with those who are present or represented, whatever their number, and the resolutions will be adopted by an absolute majority of the shares present or represented with voting rights. Notifications of the second summons may only be published once the Meeting to be held in the first summons has not taken place and, in any case, the new Meeting must be summoned to be held within forty-five days following the date set for the Meeting that was not carried out. The Meetings shall be chaired by the Chairman of the Board of Directors or by the person acting in his or her place and acts as the Secretary of the Board of Directors, should there be any, or the Manager, in his replacement.

**Article Twenty-Four:** The resolutions of the Extraordinary Shareholders' Meeting that relate to the modification of the Bylaws, will require two thirds of the shares issued with voting rights.

**Article Twenty-Five:** Only holders of shares registered in the Shareholders' Register at midnight on the fifth working day prior to the one on which the respective Meeting is to be held may participate in meetings and exercise their voice and voting rights. Holders of non-voting shares, as well as Directors and Managers who are not shareholders, may participate in the Meetings with the right to speak.

**Article Twenty-Six:** Shareholders may be represented at the Meetings by another person even if the latter is not a shareholder. The foregoing, notwithstanding the provisions of Article Forty-Five bis of Decree Law number three thousand five hundred. The representation must be conferred in writing for the total of the shares of which the principal is the holder on the date indicated in the preceding Article Twenty-Five.

**Article Twenty-Seven:** Shareholders shall have the right to one vote per share they own or represent and may accumulate or distribute them in elections as they deem fit.

## TITLE V

### About the Directors' Committee and the Audit Committee

**Article Twenty-Eight:** As long as the Company complies with the equity and concentration requirements established in Article Fifty bis of Law No. 18,046, or the one that succeeds or replaces it, it must appoint an independent director and a Directors' Committee. This Committee will be governed in its generation, integration, operation, and attributions by the provisions of the Law on Corporations and the provisions of the Commission Financial Market in the matter.

**Article Twenty-Nine:** Notwithstanding the provisions of the preceding Article, as long as the Company is an issuer of securities duly registered with the New York Stock Exchange (NYSE) or any other U.S. national exchange, the generation, integration, operation and attributions of the Directors' Committee shall also be governed, in any way that is not contrary to the laws of Chile, by the mandatory provisions for the so-called "Audit Committees" set forth in the Sarbanes Oxley Act (SOX) of the United States of America and by the provisions of the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE), or by the agency or entity that ultimately corresponds under the laws of the United States of America. However, in the event of an irreconcilable or irremediable conflict, discrepancy, or incompatibility between the provisions of Chilean and U.S. law for the Directors' Committee and the Audit Committee, respectively, Chilean law shall prevail over foreign law, notwithstanding the fact that the Board of Directors may convene an Extraordinary Shareholders' Meeting to reform the bylaws if necessary and shall have the broadest powers, acting within its sphere of powers, to resolve such conflicts, disagreements or incompatibility, to the extent possible, through the creation of new committees and/or subcommittees, as well as through the delegation of part of its powers in accordance with the provisions of Article 40 of the Law on Corporations. The Company's shareholders, directors and the Board of Directors must guarantee at all times that the resolutions and policies adopted by the Company are compatible and concordant with the provisions of both laws.

**Article Thirty:** The Directors' Committee shall be composed of three members, the majority of whom must be independent according to the criteria and requirements established for this purpose in Article Fifty bis of Law No. 18,046, both at the time of their appointment and throughout the period they serve as members of the Committee. Notwithstanding the foregoing, in addition to the provisions of the Preceding Article Twenty-Nine, as long as the Company is an issuer of securities duly registered with the NYSE or any other U.S. national exchange, and in order to strictly comply with the legal and regulatory requirements that such registration entails, all members of the Directors' Committee must additionally comply with the criteria and requirements of independence prescribed for this purpose by the SOX, the SEC and the NYSE. Thus, no director who has been elected or appointed as a member of the Director' Committee may maintain any link, interest or dependence with the Company, whether

economic, professional, credit-related or commercial, whatever its amount or nature, or receive, directly or indirectly, income, remuneration or compensation from any part of the Company or any of its subsidiaries, that is not by concept or has as its sole and exclusive source, the work that he or she carries out as a member of the Board of Directors, as a member of the Directors' Committee, or as a member of any other committee or subcommittee of directors of the company.

**Article Thirty-One:** The loss of independence that in accordance with the laws governing the Company and these bylaws affects a member of the Committee, will lead to the supervening inability of the respective director to hold his or her position as director and member of the Directors' Committee, so that he or she will automatically cease his or her functions, notwithstanding his or her responsibility towards the shareholders.

**Article Thirty-Two:** The directors who are appointed members of the Directors' Committee shall be appointed members for the period of their appointment as Director and may only resign from this position when they resign from the position of director or have acquired a supervening incapacity to hold their position, in which case the provisions of the preceding Article will apply. No director elected or appointed to the Directors' Committee may excuse himself or herself from such election or appointment.

**Article Thirty-Three:** The meetings of the Directors' Committee shall be validly constituted by an absolute majority of the number of its members and their resolutions shall be adopted by an absolute majority of the attending members. The Directors' committee shall elect a Chairman among its members, who shall have a direct vote in the event of a tie.

**Article Thirty-Four:** The Committee shall have the powers and duties expressly provided for both in the laws and their regulations and in the norms issued for that purpose by the competent administrative authority, in particular, those listed in Article 50 bis of Law No. 18,046, as well as any other matter, assignment, power or duty entrusted to it by a shareholders' meeting or the board of directors.

**Article Thirty-Five:** The deliberations, resolutions and organization of the Directors' Committee shall be governed, in all aspects, by the rules relating to the company's board meetings.

## TITLE VI

### Balance Sheet, Funds and Profits

**Article Thirty-Six:** On the thirty-first day of December of each year, a Balance Sheet of the Company's operations will be produced which the Board of Directors will present to the Ordinary Shareholders' Meeting, accompanied by a Press Release describing the Company's situation and a profit and loss statement and the report presented in this regard by the external auditors. All these documents must clearly reflect the Company's equity situation at the end of the respective financial year and the profits obtained or losses suffered.

**Article Thirty-Seven:** On a date not later than the first summons notification for the Ordinary Shareholders' Meeting, the Board of Directors must make available to each of the shareholders registered in the respective Registry a copy of the Balance Sheet and the Company's Report, including the opinion of the external auditors and their respective notes. The balance sheet and financial

statements and report of the external auditors and the other information established by law or the Financial Market Commission shall be published on the Company's website at least ten days before the date on which the Meeting which will discuss said matters is to be held. Furthermore, the indicated documents must be submitted to the Financial Market Commission within the same period, at the time and in the manner established by said Commission. The Annual Report, balance sheet, inventory, minutes of the Board of Directors and Shareholders' Meetings, books, and reports of the external auditors, must be available to the shareholders at the Company's offices fifteen days prior to the date indicated for the Meeting. If the balance sheet and profit and loss statement are altered by the Meeting, the amendments, as appropriate, shall be made available to shareholders within fifteen days of the date of the Meeting.

**Article Thirty-Eight:** Unless otherwise agreed at the respective Meeting, and settled by the unanimity of the shares issued, at least thirty percent of the Company's net shall be distributed annually as a cash dividend to the shareholders, in proportion to their shares. In any case, the Board of Directors may, under the personal responsibility of the Directors who concur to the respective agreement, distribute provisional dividends during the year from the profits, provided that there are no accumulated losses. The part of the profits that is not intended for dividends by the Shareholders' Meeting, may at any time, be capitalized, after the bylaws are reformed, by issuing released shares or by increasing the nominal value of the shares, or be intended for the payment of final dividends in the future.

## TITLE VII Dissolution and Liquidation

**Article Thirty-Nine:** The dissolution of the Company will be verified in the cases provided for by law. An early dissolution may only be agreed at the Extraordinary Shareholders' Meeting with the concurring vote of two-thirds of the shares issued with voting rights.

**Article Forty:** Once the Company is dissolved, the liquidation will be carried out by a Liquidation Commission formed by three people, shareholders or not, elected by the Shareholders' Meeting, who will have the powers, duties and obligations established by Law or Regulations. If the Company is dissolved by bringing together all shares in one hand for an uninterrupted period that exceeds ten days, liquidation will not be necessary.

**Article Forty-One:** The liquidators will summon an Ordinary Shareholders' Meeting in April of each year, to give account of the status of the liquidation. If within two years the liquidation is not completed, new liquidators will be chosen, and they may be re-elected. The position of liquidators is remunerated and it is the Ordinary Shareholders' Meeting that will set their remuneration. The position of liquidator is revocable by the Ordinary or Extraordinary Shareholders' Meeting. Liquidators will cease their functions due to supervening legal incapacity or their declaration of bankruptcy.

## TITLE VIII General Provisions

**Article Forty-Two:** The differences occurring between the shareholders in their capacity as such, or between them and the Company or its directors, either during its validity or liquidation, will be resolved by an arbitrator appointed by a common agreement of the parties, who will have the character of arbitrator regarding the procedure, but who must rule pursuant to Law. Should no such consensus be reached, Ordinary Justice shall appoint the arbitrator at the request of any of the parties, in which case the appointment may only be lawyers who work or who have served as professors of the departments of Economic or Commercial Law in the Law Faculties of Universidad de Chile, Universidad Catolica de Chile, Universidad Catolica de Valparaiso for at least three consecutive years. The foregoing notwithstanding the fact that when a conflict occurs, the plaintiff may object the arbitrator's competence and submit it to the decision of Ordinary Justice, a right that may not be exercised by the directors, managers, administrators and principal executives of the Company, nor by those shareholders who individually own, directly or indirectly, shares whose book or stock market value exceeds five thousand Unidades de fomento, according to the value of said unit at the date of filing the lawsuit.

**Article Forty-Three:** Should these Bylaws be silent on any matter and in everything that is not expressly provided for herein, the provisions of Law number eighteen thousand forty-six, its modifications and Regulations will be valid.

**Article Forty-Four:** The Company will continue to be subject to Resolution No. 667 of the Honorable Resolution Commission, dated October 30, 2002; on the understanding that (i) the restrictions it imposes will not apply to the company with respect to Enel Chile S.A. and (ii) given that they are companies that will not participate in any way in relevant markets located in the Republic of Chile, the company may merge with Endesa Américas S.A. and Chilectra Américas S.A..

### **TRANSITIONAL PROVISIONS**

**Article One Transitory:** The Company's capital of the Company is the sum of fifteen thousand seven hundred and ninety-nine million, four hundred and ninety-eight thousand five hundred and forty-four US dollars divided into one hundred and seven thousand two hundred and eighty-one million, six hundred and ninety-eight thousand five hundred and sixty-one ordinary shares, nominative, all of the same series and without nominal value, which has been subscribed and will be subscribed and has been paid and will be paid as follows: (a) with the sum of nine thousand seven hundred and sixty-three million seventy-eight thousand six hundred and ninety-nine US dollars divided into seventy-six thousand eighty-six million three hundred and eleven thousand thirty-six shares, fully subscribed and paid; (b) with the sum of six thousand thirty-six million, four hundred and nineteen thousand eight hundred and forty-five US dollars corresponding to thirty-one thousand one hundred and ninety-five million, three hundred and eighty-seven thousand five hundred and twenty-five shares, to be issued from the capital increase agreed at the Extraordinary Shareholders' Meeting of Shareholders of the Company dated December eighteen of two thousand and twenty, which agreed and approved the merger by incorporation of EGP Americas SpA into the Company. The merger shall take effect on the date and subject to compliance with the conditions precedent stipulated at that meeting. As a result of the merger, the Company, as an acquiring entity, will incorporate EGP Américas SpA, absorbing it and



succeeding it in all its rights and obligations. The shares resulting from the capital increase of the merger will be subscribed and paid from the incorporation of the assets that correspond to the company that is being acquired. These shares will be issued and delivered to the shareholder or shareholders of EGP Americas SpA in accordance with the exchange relationship approved at the meeting. "