

**FUNDAMENTALS OF THE MATTERS PUT TO THE VOTE**  
**AT THE ORDINARY SHAREHOLDERS' MEETING OF ENEL AMÉRICAS S.A.**  
**TO BE HELD ON APRIL 26, 2022**

**1. Approval of the Annual Report, Balance Sheet, Financial Statements and Reports of the External Auditors for the year ended December 31, 2021.**

The Ordinary Shareholders' Meeting of Enel Américas S.A. will be asked to approve the Annual Report, Balance Sheet, Financial Statements and Reports of the External Auditors for the year ended December 31, 2021, documents that are available on the Company's website [www.enelamericas.com](http://www.enelamericas.com).

**2. Profit Distribution for the Year and Dividend Distribution.**

On February 25, 2022, the Board of Directors of Enel Américas S.A. unanimously agreed to propose to the Ordinary Shareholders' Meeting to distribute 30% of the net profits for the year 2021.

Consequently, given that the net income for the period is US\$ 740,859,399, the Ordinary Shareholders' Meeting will be asked to approve the distribution of a final dividend for an amount equivalent to 30% of the net profits for the year, that is to say, US\$ 222,257,820 (representing a US\$ 0.002071756607633780 dividend per share), deducting from the above the amount of the provisional dividend paid in January 2022 and which is US\$ 93,319,052 (equivalent to a US\$ 0.000869865287975563 dividend per share) so the effective amount to be distributed to shareholders in May 2022 would be US\$ 128,938,768 representing a US\$ 0.001201891319658220 dividend per share.

**3. Establishing Directors' remunerations.**

The Shareholders' Meeting must approve the Directors' remuneration for the 2022 financial year.

The shareholders will be asked to approve the following remuneration structure for the Board of Directors of Enel Américas S.A.:

"To be paid as a monthly remuneration, part at all events, and part per event, to each member of the Board of Directors.

This remuneration is broken down as follows:

216 UF as a fixed monthly payment and UF 79.2 as a payment for attending a session, with a maximum of 18 sessions in total, whether they be ordinary or extraordinary, within the corresponding financial year.

As stated in the Company's bylaws, the remuneration of the Chairman of the Board of Directors shall be twice that of a director.

Should a director of Enel Américas S.A. participate in more than one Board of Directors of subsidiaries and/or associates or should he or she be a director or advisor of other companies or legal entities in which Enel Américas S.A. directly or indirectly holds any interest, he or she may only receive remuneration in one of said committees or boards of directors.

The Company's executives and/or of its subsidiaries or associates will not receive any remuneration or allowances if they are directors of any of the subsidiaries, associates or investees in any way owned or with Enel Américas S.A.'s participation. However, such allowances may be received by executives if such a situation is previously and specifically authorized as an advance of the variable part of their remuneration to be paid by the respective companies to which they are linked by an employment contract.

4. **Establishing the remuneration of the Directors' Committee and setting their respective budget for 2022.**

The Shareholders' Meeting must approve the remuneration of the Directors' Committee for the 2022 financial year.

Shareholders will be asked to approve the following remuneration structure for Enel Américas S.A.'s Directors' Committee:

The compensation consists of 72 UF as a fixed monthly compensation at any event and

26.4 UF as an attendance fee per session, with a maximum of 18 sessions, whether they be ordinary or extraordinary, within the corresponding financial year.

At the meeting held on February 25, 2021, the Company's Board of Directors agreed via Agreement No. 18/2022 to propose to the Ordinary Shareholders' Meeting to set the budget for the expenses and operation of Enel Américas S.A.'s Directors' Committee and its advisors for the 2022 financial year, totaling UF10,000, not including the Directors' remunerations, a matter to be put to the vote and finally established by the Ordinary Shareholders' Meeting.

**5. Report on the Board of Directors' expenses and Annual Report on the Management of Activities and Expenses of the Directors Committee.**

This matter is only reported to the Board of Directors, and, therefore, is not subject to vote.

In any case, the Annual Report on the Management of Activities and Expenses of the Directors' Committee is included in the 2021 Financial Year Report, published on the Company's website: [www.enelamericas.com](http://www.enelamericas.com).

**6. Designation of an external audit firm pursuant to Title XXVIII of Law 18.045.**

The provisions of Article 50 bis of Law No. 18,046 and Circular Letters No. 718/2012 and No. 764/2012 of the Financial Market Commission provide, in relation to the proposal of external auditors, that the "*The Board of Directors must provide the shareholders with the justification of the various options that it will be proposed to the Meeting, so that they might have all the information necessary to choose the audit firm that will examine the Company's financial statements. This justification must contain detailed reasons that motivated the Board of Directors to propose each company, in consideration of aspects such as the hours and resources to be allocated to the review process, the experience of the audit company, the knowledge and experience of the team in charge of the aforementioned review, in attention to the industry, item, size and other particularities of the company that will be subject to the review, and any other aspect considered relevant. This must be accompanied by the corresponding prioritization of the different options to be proposed.*"

Pursuant to the above, shareholders are informed of the different options of external audit firms to be considered. Using such information, the Board of Directors establishes the prioritization of such firms to be proposed at the Ordinary Shareholders' Meeting. Proposals were requested from the following firms: KPMG Auditores Consultores SpA, Mazars Auditores Consultores SpA, PKF Chile Auditores Consultores Ltda. and ARTL Chile Auditores Ltda. At the same time, EY Audit SpA, Deloitte Chile, PwC Chile and BDO Chile announced that they were not able to participate in the process due to independence issues.

After analyzing the proposals received regarding their qualitative and quantitative background, on March 25, 2022, the Board of Directors of Enel Américas S.A. agreed to propose to the Ordinary Shareholders' Meeting to appoint the following firms as External Auditors of Enel Américas S.A. for the year 2022, prioritizing them in the following order:

- 1<sup>st</sup> KPMG Auditores Consultores SpA
- 2<sup>nd</sup> Mazars Auditores Consultores SpA
- 3<sup>rd</sup> PKF Chile Auditores Consultores Ltda.
- 4<sup>th</sup> ARTL Chile Auditores Ltda.

The grounds deemed relevant to propose KPMG Auditores Consultores SpA in the first place as Enel Américas S.A.'s External Auditor are as follows: (i) KPMG Auditores Consultores SpA presented the most competitive proposal according to the technical and economic evaluation carried out; (ii) it has a high qualification of the work teams and experience in the electricity sector; (iii) it is one of the four most important audit firms internationally and nationally; and (iv) is the auditing company with the highest level of synergy for Enel Américas S.A., since KPMG Auditores Consultores SpA is the main external auditor of the controller of Enel Américas S.A., Enel SpA.

## **7. Nomination of Private Risk Rating Agencies.**

At the ordinary session held on February 25, 2021, , Enel Américas S.A.'s Board of Directors unanimously agreed, as per agreement No. 19/2022, to propose to the Ordinary Shareholders' Meeting to nominate } Feller Rate Clasificadora de Riesgo Limitada and Fitch Chile Clasificadora de Riesgo Limitada as national risk rating agencies; and Fitch Ratings, Moody's Investors Services and Standard & Poor

International Ratings Services, as private international risk rating agencies, for the 2022 financial year.

## **8. Approval of the Investment and Financing Policy.**

On February 25, 2022, the Board of Directors of Enel Américas S.A. agreed to propose to the Shareholders' Meeting the following Investment and Financing Policy:

" ENEL AMÉRICAS INVESTMENT AND FINANCING POLICY FOR the 2022 FINANCIAL YEAR"

### **1. INVESTMENTS.**

A) Investment Areas: i) Enel Americas will make investments, as authorized by its bylaws, in the following areas: Contributions for investment or formation of subsidiary or affiliated companies whose activity is related, connected or linked to energy in any of its forms or nature or to the supply of public services or whose main input is energy; Investments consisting of the acquisition, operation, construction, leasing, management, marketing and disposal of all types of immovable property, either directly or through subsidiary companies; (iii) Other investments in all types of financial assets, securities and transferable securities.

B) The maximum investment limits for each investment area shall be as follows: i) Investments in its subsidiaries in the electricity sector, those necessary to comply with their respective purpose, with a maximum amount equivalent to 50% of the Total Equity of the Consolidated Balance Sheet of Enel Américas as of December 31, 2021; ii) Investments in other companies outside the electricity business, provided that at least 50.1% of the total Enel Américas' Consolidated Assets are in the electricity sector.

C) Participation in the control of investment areas: To control the investment areas and pursuant to the provisions of Enel Américas' corporate purpose, as far as possible, the Company will proceed as follows: i) The shareholders' meetings of the subsidiary in related and associated corporations will propose the appointment of directors who correspond to, at least, Enel Américas' participation in them. Such persons must preferably come from among the directors or executives of both the Company and its

subsidiary companies. (ii) It will propose investment, financing, and trade policies, as well as the accounting systems and criteria to which they should adhere as subsidiaries; (iii) It will monitor the management of subsidiaries and associated enterprises; (iv) It will maintain permanent monitoring of the subsidiaries' level of indebtedness.

## 2. FINANCING.

A) Debt ceiling: Enel Américas' debt ceiling will be established by the total financial debt ratio (measured as Other Current Financial Liabilities Plus Other Non-Current Financial Liabilities), less than or equal to 2.2 times of the Total Equity of Enel Américas' Consolidated Balance Sheet as of December 31, 2021.

B) The powers of administration to agree with creditors' restrictions on the distribution of Enel Américas dividends. Restrictions on the distribution of dividends may only be approved with creditors if they have previously been authorized at the shareholders' meeting (ordinary or extraordinary).

C) Powers of administration to agree with creditors on granting guarantees. The extraordinary shareholders' meeting shall approve real or personal guarantees to secure third-party obligations in relation to the essential assets indicated below.

D) Assets essential for the Company's operations. An asset essential for Enel Américas operations is the direct and/or indirect participation which permits the majority of the shares to maintain control or, alternatively, to implement shareholders' covenants or agreements of Enel Brasil and Enel Colombia.

## 9. **Statement of the Dividend Policy for the 2022 Financial Year and Information on the procedures to be used in the distribution of dividends.**

On February 25, 2022, the Board of Directors agreed to inform the Ordinary Shareholders' Meeting of Enel Américas S.A. of the following Dividend Policy for the 2022 financial year, as well as the corresponding procedure for Enel Américas S.A.'s dividend payments.

"Dividend Policy 2022 Financial Year: The Board of Directors intends to distribute a provisional dividend, charged to the profits accumulated until September 30, 2022, of up to 15% of the profits, as shown in the financial statements of Enel Américas S.A. at that date, to be paid in January 2023.

Furthermore, the Board of Directors intends to propose to the Ordinary Shareholders' Meeting, to be held during the first quarter of 2023, to distribute as a final dividend an amount equivalent to 30% of the 2022 profits. The final dividend will correspond to the one defined by the Ordinary Shareholders' Meeting, to be carried out during the first quarter of 2023. Compliance with the aforementioned program will be conditioned, in terms of dividends, on the Company's obtained profits, seeking to maintain the Company's financial balance.

Procedure for Enel Américas S.A.'s dividend payments: For the payment of dividends, whether provisional or final, and in order to avoid their incorrect collection, Enel Américas S.A. contemplates the following modalities: 1. Deposits in a current account, the holder of which is the shareholder. 2. Deposits in a savings account, the holder of which is the shareholder. 3. A nominative check or voucher sent by registered mail to the address of the shareholder listed in the Shareholders' Register of Enel Américas S.A. and 4. Collecting a cheque or a voucher sent to the offices of DCV Registros S.A., as administrator of Enel Américas S.A shareholder's register or the bank and its branches established for this purpose and informed in the published notification related to the payment of dividends.

For these purposes, a current or a savings account can be located in any place in the country. The payment method chosen by each shareholder will be used by DCV Registros S.A. for all dividend payments, as long as the shareholder does not express in writing his or her intention to modify it and register a new option. Shareholders who have not registered a payment method will be paid according to modality No. 4 above.

When checks or vouchers are returned by mail to DCV Registros S.A., they will remain in custody until they are withdrawn or requested by the shareholders. In the case of deposits in current accounts, Enel Américas S.A. and/or DCV Registros S.A. may request, for security reasons, their verification by the corresponding banks. If the accounts indicated by the shareholders are objected, either in a previous verification process or for any other reason, the dividend will be paid according to the modality

indicated in point No. 4 above. At the same time, the Company has adopted and will continue to adopt in the future all the necessary security measures required by the dividend payment process, in order to safeguard the interests of both shareholders and Enel Américas S.A.

**10. Information on the Board of Directors agreements related to acts or contracts governed by Title XVI of Law No. 18,046.**

This matter is only reported to the Board of Directors and, therefore, is not subject to vote.

**11. Information on costs of processing, printing and dispatch of the information required by Circular Letter No. 1,816 issued the Financial Market Commission.**

This matter is only reported to the Board of Directors and, therefore, is not subject to vote.

**12. Other matters of corporate interest and competence of the Ordinary Shareholders' Meeting.**

On the remaining matters of the Ordinary Meeting that are put to the vote, no proposals have been received to date from the shareholders to submit to the vote of the Meeting, nor has the Board of Directors agreed on any proposal in this regard.

**13. Adopting other agreements necessary to correctly implement the adopted resolutions.**

The Board of Directors will be asked to authorize Mr. Maurizio Bezzeccheri , Chief Executive Officer of Enel Américas S.A., Mr. Aurelio Bustilho de Oliveira, Chief Financial Officer and Mr. Domingo Valdés Prieto, Secretary of the Board, any one of them without distinction, to formalize and legalize the agreements and resolutions adopted at the Meeting, to issue the significant events corresponding to the Board of Directors' resolutions or those that are required by the relevant public authorities; and to grant the clarifying or complementary public deeds that account for the resolutions adopted by the Board of Directors.