



ENEL AMÉRICAS S.A. Proxy Statement

Ordinary and Extraordinary Shareholders' Meeting 2019

Georgeson



Ordinary and Extraordinary Shareholders' Meetings of Enel Américas, S.A.

Santiago de Chile, April 30th 2019

10th April 2019

To: **Owners of Common Stock of Enel Américas, S.A.**

(SEDOL: 2299453; ISIN: CLP371861061; WKN: 157776)

Re: **Ordinary and Extraordinary Shareholders' Meetings.**

Dear Sir/Madam,

Georgeson has been retained by Enel Américas, S.A. ("Enel Américas"), to facilitate communications between management and shareholders with respect to the Ordinary and Extraordinary Shareholders' Meeting.

Enel Américas is committed to maximizing shareholder participation at the next General Meeting and, therefore, would like to encourage all shareholders to participate at its Ordinary and Extraordinary Shareholder's Meetings to be held on **Tuesday, 30th of April, 2019 at 9:00 at San Isidro Street No. 74, Municipality of Santiago, Chile.**

Thank you in advance for your time and cooperation.

Georgeson

Contact Information

Georgeson is fully available to provide you with any additional information or material related to the Annual Shareholders' Meeting. For any query please contact:



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You can find further information on the [Company's website](#) or, you may contact Enel Américas at:



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ORDINARY AND EXTRAORDINARY MEETING MAIN INFORMATION

Date of Meeting	Tuesday, 30 th of April, 2019 at 9:00 a.m. The Extraordinary General Meeting will be held immediately after the Ordinary Shareholders' Meeting.
Place of the Meeting :	San Isidro Street No. 74, Municipality of Santiago, Chile.
Call notice	The call to the Shareholders' Meeting has been published on the Company's website .
Record date:	The shares need to be registered by the 24th of April 2019 .
Proxy and remote voting	Information is at your disposal by clicking the following link .
Documentation:	<p>In the following link of Enel America's website, the following documents are available: Explanations of the Matters submitted for votes, Power of Attorney and details regarding the General Meeting's Voting System. Please, take into account that some of the aforementioned documentation are in Spanish version.</p> <p>Also, documents such as Presentation FY 2018 results, annual accounts, and other additional documents can be downloaded at the following link. Please, take into account that some of the aforementioned documentation are in Spanish version.</p>
Additional information:	<p>APPENDIX 1: Corporate Governance APPENDIX 2: Composition of the Board of Directors after 2019 OGM APPENDIX 3: Full Agenda of 2019 Ordinary Shareholders Meeting APPENDIX 4: Full Agenda of 2019 Extraordinary Shareholders Meeting</p>

APPENDIX 1: Corporate Governance Statement

Enel Américas S.A. (“Enel Américas”) is committed to progressively make key improvements to align its corporate governance framework with best practices and requirements of institutional investors.

Following the engagement process in matters corporate governance with our shareholders, institutional investors and proxy advisors, Enel Americas wishes to share some key corporate governance considerations in relation to the items on the agenda of the next Ordinary and Extraordinary Shareholders' Meeting 2019.

Please note that all relevant information and reports are publicly disclosed in the Ordinary and Extraordinary General Meetings supporting documentation, which may be accessed directly on the following [link](#).

ORDINARY SHAREHOLDERS’ MEETING

Item 2. Distribution of profits for the year and payment of dividends

In accordance with Dividend Policy approved by 2018 AGM, it corresponds to distribute a definitive dividend by an amount equivalent to 40% of the annual net income for the financial year 2018.

- Net income of the financial year 2018 of Enel Américas reached an amount of US\$1,201,380,853, the income to be distribute reach to US\$480,552,341. This amount will have a deduction of the interim dividend paid in January 2019 of US\$76,900,309.50, resulting in an income pending to be distribute of US\$403,652.032.
- Which is equal to US\$ 0,00836432109033961 per share. This amount will have a deduction of the interim dividend paid in January 2019, therefore, the total amount to be distributed to shareholders will be US\$ 0,00702582198097170 per share.
- Proposed to be paid in Chilean pesos on May 17, 2019, according to the observed USD/CLP exchange rate published in the Official Gazette as of May 10, 2019.

Item 3. Election of all the members of the Board

As a result of the end of a three-year period since the last election of the members of the Board of Directors, all the members of the Board of Directors will stand for reelection at the Ordinary Shareholders’ Meeting.

For the purposes of the provisions set forth in article 50 bis of Law 18,046 on Corporations and the Circular Letter No. 1956 of 2009 issued by the Financial Market Commission, the company shall, in due course, inform its shareholders of the candidates proposed for the election of the Board of Directors that the Company receives.

- Enel SpA (Italy), which holds 56.4% of the share capital of Enel Américas S.A., proposed the following candidates for the position of **independent director** to integrate the Board of Directors:

- ✓ Mr. Hernán Somerville Senn
- ✓ Mr. Patricio Gómez Sabaini

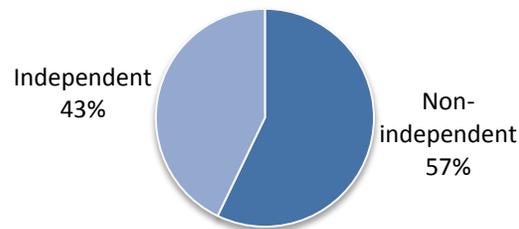
• Moreover, Enel Spa proposes the following as **non-independent directors**, for having a professional connection with the Enel Group:

- ✓ Mr. Francisco de Borja Acha Besga
- ✓ Mr. Livio Gallo
- ✓ Mr. José Antonio Vargas Lleras
- ✓ Mr. Enrico Viale

• AFP Capital, on behalf of the Pension Funds that it manages, which holds more than 1% of the shares, proposed as an **independent director** candidate:

- ✓ Mr. Domingo Cruzat Amunátegu

Composition of the Board of Directors



The categorization of independent and non-independent directors is in accordance with the Sarbanes Oxley regulations, as well as with the criteria of independence required by the NYSE for the Directors that integrate the Audit Committees of the issuers.

Should these resolutions be passed, the number of Directors in Enel Américas would stand at 7, upholding the independence ratio of the Board of Directors at 43%. Mr. Hernán Somerville Senn, Mr. Patricio Gómez Sabaini and Mr. Domingo Cruzat Amunátegui are proposed by Enel Américas shareholders as independent candidates for complying with international standards of independence and possessing the necessary qualities for the position. All of them with diverse profiles that cover the needs of the company; and with suitable career paths to assume their position and their responsibilities.

For further and detailed information, please click on the following [link](#) (in Spanish).

To see the Composition of the Board of Directors please refer to Appendix 2 of this document.

Item 4. Setting of the directors' compensation

The Ordinary Shareholders' Meeting must approve the remuneration of the directors for the financial year 2019. The remuneration is made up of the following components:

- 216 U.F. as a fixed monthly payment under all circumstances.
- 79.2 U.F. as an allowance to attend a session, with a maximum of 16 sessions, whether ordinary or extraordinary, in total all within the corresponding year.
- Pursuant to the provisions of the Bylaws, the remuneration of the Chairman of the Board will be twice the remuneration offered to a director.
- Should a director of Enel Américas participate in more than one Board of Directors of the

Company's subsidiaries and/or affiliates, or should he/she be a director of or an advisor to other companies or legal persons in which Enel Américas, directly or indirectly, has any participation, said person can only receive remuneration in one of those Boards of Directors. Enel Américas S.A.'s executives and/or of the executives of its subsidiaries or affiliates shall not receive any compensation or allowances if serving as directors of any of the subsidiaries, affiliated or investee companies of Enel Américas S.A. However, such remuneration or allowances may be perceived by executives to the extent that they are authorized previously and specifically as an advance of the variable part of the remuneration to be paid by the respective companies to which they are linked through an employment contract."

For further and detailed information, please click on the following [link](#) (in Spanish).

Item 5. Setting of the compensation of the members of the Directors Committee and determination of the committee's budget for the year 2019

The Board of Enel Américas, in the session of February 27, 2019 by means of Agreement No. 13/2019, agreed to propose the budget for expenses and operation of the Directors' Committee of Enel Américas and its advisors for the year 2019, which does not include the allowances of the Directors' Committee, in the amount of 10,000 U.F., to the Ordinary Shareholders' Meeting.

On the other hand, on March 21, 2019, the shareholder Enel SpA proposed submitting to the shareholders' approval, the following remuneration structure for the Directors' Committee of Enel Américas:

- Pay the Directors a monthly remuneration, to each member of the Directors Committee, the remuneration is as follows: 72 UF in the form of fixed monthly remuneration for any event, and 26.4 UF in the form of allowances for attending a session, all with a maximum of 16 sessions in total, whether ordinary or extraordinary, within the corresponding exercise.

Item 7. Appointment of an external audit firm regulated by Title XXVIII of Law No. 18,045

For the process of designating an external audit company and its proposal at the next Ordinary Shareholders' Meeting. Firstly, proposals were requested from the firms EY Audit SpA, 5 BDO Auditores & Consultores Ltda., PKF Chile Auditores Consultores Ltda., KPMG Auditores Consultores Ltda. and Deloitte, the last two excused themselves from participating due to lack of independence.

On March 27, 2019, after analyzing the proposals received in terms of their qualitative and quantitative characteristics, the Board of Directors of Enel Américas S.A. agreed to propose to the Ordinary Shareholders' Meeting of Enel Américas S.A. to engage as external auditors of Enel Américas S.A. for the year 2019 one of the following firms as stated below:

- 1° EY Audit SpA (EY)
- 2° PKF Chile Auditores Consultores Ltda.
- 3° BDO Auditores & Consultores Ltda.

The reasons for proposing EY first as the external auditor of Enel Américas are the following:

- EY submitted the most competitive proposal according to the technical and economic

evaluations of the proposals received;

- it presented a high quality standard of the resources available for performing its audit and has a broad experience in the electricity sector;
- it is one of the four largest auditing firms locally and worldwide; and
- is the auditing firm with the highest level of synergy with Enel Américas, as Enel Américas S.A.'s parent and controller companies have EY as their main auditor.

Item 8. Appointment of two Account Inspectors and two alternates and determination of their compensation

Enel Américas proposes as Account Reviewers to Mrs. Luis Osvaldo Rivera Villagrán and Rolf Ernst Heller Ihle and their respective alternates Mr. Bruno David Agustín Costa Nattero and Mr. Wenceslao Matamala Castro.

- All have confirmed their independence and have provided a copy of the Certificate that certifies the validity of their registration in the Registry of Account Reviewers and External Auditors (RICAIE in its Spanish acronyms) held by the Financial Market Commission.
- The remuneration for the Account Reviewers that will be proposed to the Ordinary Shareholders' Meeting will be the amount of 50 UF, to be voted on.

Item 9. Designation of *Clasificadores Privados de Riesgo*

On February 27, 2019, through Resolution No. 19/2019, the Board of Directors of Enel Américas unanimously agreed, by those in attendance, to propose to the Ordinary Shareholders' Meeting the selection of:

- Rating Agencies Feller Rate Clasificadora de Riesgo and Fitch Chile Clasificadora de Riesgo Limitada as the local private Credit Rating Agencies.
- Fitch Ratings, Moody's Investors Service and Standard & Poor's International Ratings Services as the international private Credit Rating Agency of Enel Américas S.A. for 2019.

Item 10. Approval of Investment and Financing Policy.

1. INVESTMENTS.

A) Areas of Investment:

- i) Enel Américas will invest, as authorized by its bylaws, in the following areas: Contributions for investment in, or for the creation of subsidiaries and related companies whose activity is aligned, related or linked to any form or type of energy, the supply of public utilities, or whose main raw material is energy.
- ii) Investments consistent in the acquisition, exploitation, construction, rental, administration, trading and disposal of any class of fixed assets, whether directly or through subsidiaries.
- iii) Other investments in all kinds of financial assets, titles or securities.

B) Maximum investment limits: The maximum investment limits for each investment area shall be the following:

- i) Investments in subsidiaries in the electricity sector: amounts required by the subsidiaries to meet their respective corporate purposes, with a maximum amount equal to 50% of the Net Equity in the consolidated balance sheet of Enel Américas S.A. as of December 31, 2018.
- ii) Investments in other companies outside the electricity sector, as long as at least 50.1% of Enel Américas consolidated assets are part of the electricity sector.

C) Participation in controlling investment area: In order to control the investment areas and pursuant to Enel Américas S.A.' corporate purpose, the following procedure will be followed whenever possible:

- i) At the Ordinary Shareholders Meeting will be proposed for subsidiaries or related companies the Directors of Enel Américas S.A. in proportion of at least the stake in those companies, and preferably they should be chosen among directors or executives of Enel Américas S.A. or its subsidiaries,
- ii) Investment, financial and commercial policies as well as accounting criteria and systems that they should follow will be proposed to the subsidiaries and related companies,
- iii) The management of the subsidiaries and related companies will be supervised, and
- iv) A permanent control of the debt level will be undertaken

2. FINANCING.

A) Maximum indebtedness level: The maximum indebtedness of Enel Américas S.A. is defined as the relation between the Total Financial Debt (measured as Other current financial liabilities and Other noncurrent financial liabilities) lower than or equal to 2.2 times total equity, based on the consolidated statements of financial position of Enel Américas S.A. as of December 31, 2018.

B) Management attributions for agreeing Enel Américas' dividend payment restrictions with lenders: Dividend payment restrictions may only be agreed upon with lenders if previously approved by a shareholders' meeting (ordinary or extraordinary).

C) Management attributions for granting liens to lenders: An Extraordinary Shareholders Meeting must approve the granting of liens or warranties to third parties obligations, related to essential assets described below.

D) Assets that are essential for the normal operation of the Company: An essential asset for the operation of Enel Américas is its direct and/or indirect participation that allows control, by way of holding the majority of shares, agreements or shareholder agreements, of Enel Brasil and Emgesa."

EXTRAORDINARY SHAREHOLDERS' MEETING

A. Capital Increase

Increase the capital of Enel Américas in the amount of up to US\$ 3,500,000,000 (three billion five hundred million dollars of the United States of America), through the issuance of the corresponding number of newly paid shares, all of the same series and without nominal value, at the price and other conditions approved by the Extraordinary Shareholders' Meeting.

The capital increase will generate several strategic benefits:

- **Facilitate Growth Strategy Execution:** the Company will have increased balance sheet capacity to fund strategic investment opportunities, such as acquisitions of minority interests in existing investments and privatization and consolidation
- **Cash Flow Optimization:** the Company is expected to see an overall net income increase given the reduction of interest expense on indebtedness and tax optimization. This could potentially increase dividend payout levels at Enel Brasil from the current level of 25% of profits and bolster Enel Américas' cash position.
- **Credit Enhancement:** Enel Brasil's net debt to EBITDA ratio for 2019 (estimated) would be reduced from 3.0x to 1.3x, resulting in reduction of Enel Américas' net debt to EBITDA ratio on a consolidated basis for 2019 (estimated) from 1.7x to 1.0x, assuming the full US\$3.5 billion capital increase is effected. As a result, Enel Américas' balance sheet would be strongly positioned to capitalize on upcoming opportunities in the electricity sector in Argentina, Brazil, Colombia and Peru.
- **Higher Market Capitalization, Float and Liquidity:** The Capital Increase is expected to increase Enel Américas' free float by up to US\$1.7 billion and its market capitalization by up to approximately 30% from the corresponding levels as of February 6, 2019. Higher free float generally correlates to increased liquidity.

Please find below a summarized chart with relevant information regarding this capital increase transaction.

Maximum amount of capital increase	Up to US\$3.5 billion through the issuance of the corresponding number of newly paid shares, all of the same series and without nominal value, at the price and other conditions approved by the Extraordinary Shareholders' Meeting.
Rights of the new shares to be issued	The newly authorized shares of common stock will have the same rights as the outstanding shares of common stock already issued. However, only those shareholders who subscribe for shares in the statutory preemptive rights offering will have the right to participate in the second subscription rights offering.
Subscription price	The offering price shall be calculated as the weighted average price of Enel

	<p>Américas shares on the stock exchanges of Chile, corresponding to the five trading days preceding the date of the start of the first preemptive rights offering period, with a discount of 5%.</p> <p>The Extraordinary Shareholders' Meeting will delegate to the Board of Directors of the Company the calculation of the offering price, applying the aforementioned formula.</p> <p>The subscription period commences within 180 days following the date of the Extraordinary Meeting, in accordance with article 23 of the Chilean Corporations Act Rules.</p> <p>The subscription price for the exercise of subscription rights to acquire shares of the Company's common stock may be paid, at the option of the subscriber, in U.S. dollars or the Chilean peso equivalent of the U.S. dollar subscription price based on the Dolar Observado for the date of subscription. The subscription price for the exercise of subscription rights to acquire ADSs may only be paid in U.S. dollars.</p>
Offering periods	<p>The offering of the newly authorized shares will first be undertaken within the 30-day statutory preemptive rights offering period provided by article 25 of the Chilean Corporations Act.</p>
Statutory Preemptive Rights and Additional Subscription Rights	<p>The Company intends to distribute to its shareholders and ADS Holders statutory preemptive rights to subscribe for the newly authorized shares of common stock, pro rata in proportion to their shareholdings at a record date to be established.</p> <p>The shares not subscribed during this first preemptive rights offering period, will be offered in a second rights offering period only to those shareholders or third parties that have subscribed for shares during the first preemptive rights offering period, pro rata based on the shares subscribed and paid during the aforementioned first preemptive rights offering period, and at the same price per share as they are offered during the first preemptive rights offering period.</p> <p>The remaining amount of newly authorized shares not subscribed during the second subscription rights offering period may be offered to the public through a mechanism to be determined by the Board of Directors.</p>
Use of Proceeds	<ul style="list-style-type: none"> • <i>Repayment of Enel Brasil debt.</i> The Company intends to apply the proceeds first to provide up to US\$2.65 billion to its subsidiary, Enel Brasil S.A. ("Enel Brasil"), through a subsequent capital increase in Enel Brasil and/or one or more loans to Enel Brasil to enable it to repay a loan currently provided by Enel Finance International N.V. to Enel Brasil, which replaced Enel Brasil's debt with banks incurred in connection with the acquisition of Eletropaulo Metropolitana Eletricidade de São Paulo S.A., now known commercially as Enel Distribuição São Paulo ("Enel Distribution Sao Paulo"). • <i>Restructuring of pension fund liabilities and reduction of contingent funds or provisions for litigation in Brazil.</i> The Company intends to use the balance of the proceeds for restructuring of pension fund obligations of

	Enel Distribution Sao Paulo and, if any proceeds are remaining, to reduce contingent funds or provisions for litigation in Brazil.
Registration of new shares	The Company will register the new shares of common stock to be issued in the Capital Increase in the Securities Registry of the Chilean Financial Market Commission (the “CMF” in its Spanish acronym) and the offer and sale of new shares of common stock and new ADSs in connection with the distribution of the rights to subscribe for shares and ADSs with the SEC. Application will be made to list the new ADSs on the New York Stock Exchange.

B. Amend of Bylaws

Amend the bylaws of Enel Américas, in order to reflect the agreement regarding the capital increase, replacing the Fifth and First Transitory Articles of the bylaws for such purposes.

It is worth noting that items 1 and 2, which constitute proposals to approve the Capital Increase and the proposed amendments of the Bylaws (*Estatutos*) of Enel Américas to incorporate the agreements of the shareholders regarding the Capital Increase, respectively, presented by the Board of Directors for the consideration and vote of shareholders at the Extraordinary Meeting, require the affirmative vote of at least two-thirds of the outstanding common stock of the Company.

You can access the Bylaws of the Company on the following [link](#).

C. Authorization with respect to the capital increase.

The Company is proposing that the shareholders empower the Board of Directors of Enel Américas for the registration of the new shares in the Securities Registry of the Financial Market Commission and in the local stock exchanges, the registration of the new shares and the new American Depositary Shares with the Securities and Exchange Commission of the United States of America and the New York Stock Exchange (NYSE), and other powers in relation to the capital increase. However, it is important to notice that if approved, this matter will not be effective unless Items 1 and 2 are approved by shareholders at the Extraordinary Meeting.

D. Other matters related to the Capital Increase.

The Company is proposing that the shareholders approve all other matters related to the Capital Increase that the shareholders may propose as necessary and ancillary to the Capital Increase. At the Extraordinary Meeting, shareholders will also have the opportunity to propose other matters relating to the Capital Increase that may be necessary and ancillary to the Capital Increase for the consideration and vote of other shareholders. As in item 3, if approved, these matters will not be effective unless Items 1 and 2 are approved by shareholders at the Extraordinary Meeting.

APPENDIX 2: Composition of the Board of Directors after 2019 OGM

Independent Directors (43%)			
Name	Current Position	Appointment	Skills and Expertise
Hernán Somerville Senn	Director	28/04/2016	Law/ Banking
Patricio Gómez Sabaini	Director	28/04/2016	Business Administration/ MBA/ experience in energy sector
Domingo Cruzat Amunátegui	Director	28/04/2016	Civil Industrial Engineer/ MBA
Non-independent Directors (57%)			
Name	Current Position	Term of office	Skills and Expertise
Borja Acha Besga	Chairman	28/04/2016	Law/ Public Prosecutor
José Antonio Vargas Lleras	Director	28/04/2016	Business and Public Services Law/ Corporate Management/ Finance/ experience in energy sector
Enrico Viale	Director	28/04/2016	Civil Hydraulic Engineer/ experience in energy sector/ International experience
Livio Gallo	Director	28/04/2016	Electronic engineering/ experience in energy sector

APPENDIX 3: Full Agenda of 2019 Ordinary General Meeting

- 1.** Approval of the Annual Report, Balance Sheet, Financial Statements and Reports of the External Auditors and Account Inspectors for the year ended December 31, 2018;
- 2.** Distribution of profits for the year and payment of dividends;
- 3.** Election of all the members of the Board;
- 4.** Setting of the directors' compensation;
- 5.** Setting of the compensation of the members of the Directors Committee and determination of the committee's budget for the year 2019;
- 6.** Report on the expenses of the Board of Directors and the Annual Report of Management of Activities and Expenses of the Directors Committee;
- 7.** Appointment of an external audit firm regulated by Title XXVIII of Law No. 18,045;
- 8.** Appointment of two Account Inspectors and two alternates and determination of their compensation;
- 9.** Designation of Risk Rating Agencies;
- 10.** Approval of the Investment and Financing Policy;
- 11.** Presentation of the Dividend Policy and Information on the procedures for the distribution of dividends;
- 12.** Information on agreements of the Board of Directors related to transactions or contracts governed by Title XVI of Law No. 18,046;
- 13.** Information on costs of processing, printing and delivering the information required by Resolution No. 1,816 of the Financial Market Commission;
- 14.** Other relevant matters that are of interest to and the competence of the Ordinary Shareholders' Meeting; and
- 15.** Adoption of all other approvals necessary for the proper implementation of the adopted resolutions.

APPENDIX 4: Full Agenda of 2019 Extraordinary Shareholders Meeting

- A. **Capital Increase.** Increase the capital of Enel Américas in the amount of up to US\$ 3,500,000,000 (three billion five hundred million dollars of the United States of America), through the issuance of the corresponding number of newly paid shares, all of the same series and without nominal value, at the price and other conditions approved by the Extraordinary Shareholders' Meeting.
- B. **Amendment of Bylaws.** Amend the bylaws of Enel Américas, in order to reflect the agreement regarding the capital increase, replacing the Fifth and First Transitory Articles of the bylaws for such purposes.
- C. **Powers to the Board of Directors of Enel Américas for the registration of the new shares in the Securities Registry of the Financial Market Commission and in the local stock exchanges,** the registration of the new shares and the new American Depositary Shares with the Securities and Exchange Commission of the United States of America and the New York Stock Exchange (NYSE), and other powers in relation to the capital increase.
- D. **Other matters related to the Capital Increase.** Agree on those other aspects of the capital increase described that the Extraordinary Shareholders' Meeting deems in the best interests to approve and that are necessary and ancillary to this transaction.