

Santiago, August 31 , 2016

Mr. / Mrs.

**REF: 2016 Extraordinary Shareholders' Meeting**

In accordance with article 59 of the Chilean Companies Act Law N°18,046 (the Chilean Companies Act), I hereby inform you that the Board of Directors of Endesa Américas S.A. (the "Company"), in accordance with the Company's bylaws, has agreed to summon an Extraordinary Shareholders' Meeting to be held on September 28, 2016 at 14:00 p.m. at Enersis Stadium, located at Carlos Medina N° 858, Independencia, Santiago, Chile.

The matters to be discussed and voted on at the Extraordinary Shareholders' Meeting are as follows:

- I. **Related-party transactions (OPR, by its Spanish acronym)**. First of all, pursuant to the terms of Title XVI of the Chilean Companies Act, Law No. 18,046 ("LSA", by its Spanish acronym), approve the related-party transaction ("OPR") consisting of the proposed merger by absorption of Endesa Américas S.A. ("Endesa Américas") and Chilectra Américas S.A. ("Chilectra Américas"), into Enersis Américas S.A. (the "Merger"), referred to in item II below, taking into account the following background data that serve as foundation, and which are available to the shareholders at the Company's corporate address and website, [www.endesaamericas.cl](http://www.endesaamericas.cl):
  1. Report issued by the independent valuator appointed by the Board of Directors, Banco Santander Chile S.A., submitted on August 5, 2016;
  2. Report issued by the independent valuator appointed by the Directors' Committee, Asesorías Tyndall Limitada, submitted on August 5, 2016;
  3. Fairness opinion issued on August 5, 2016 by Deutsche Bank, the financial advisor appointed by the Endesa Américas Board of Directors, to advise on the merger process.
  4. Report by the Company's Directors' Committee, issued on August 5, 2016; and
  5. Individual opinions of the Company Directors, Rafael Fauquié Bernal, Vittorio Vagliasindi, Hernán Cheyre Valenzuela, Eduardo Novoa Castellón, Loreto Silva Rojas, Francesco Buresti, Mauro Di Carlo, Umberto Magrini and Luca Noviello, all dated August 5, 2016.
  6. The document comprising the terms and conditions of the proposed merger prepared in accordance with Article 155(a) of the Chilean Companies Regulations, and that also contains the objectives and expected benefits of the Merger;
- II. **Merger**. Once item I above has been approved, pursuant to the terms of Title IX of the LSA, and of paragraph 3 of Title IX of the Chilean Companies Regulations, approve (i) the proposed Merger by virtue of which Enersis Américas, in its capacity as the surviving company, would absorb by acquisition each of Endesa Américas and Chilectra Américas, each of which would then dissolve

without the need for their liquidation, succeeding them in all their rights and obligations; and (ii) the background information that serves as foundation for the Merger. The specific terms and conditions of the Merger will be the following:

1. The background information that serves as foundation for the Merger, according to the applicable law, made available to the shareholders as of today's date and through the date the Extraordinary Shareholders' Meeting is held, consists of:
  - i. The document containing the terms and conditions of the proposed Merger, drawn up in accordance with Article 155(a) of the Chilean Companies Regulations, and which also contains the objectives and expected benefits of the Merger;
  - ii. The balance sheets and financial statements of Enersis Américas, Endesa Américas and Chilectra Américas as of June 30, 2016, duly audited by the external audit firms Ernst & Young, KPMG Auditores Consultores Limitada, and RSM Chile Auditores Limitada, respectively; and
  - iii. The expert reports prepared by Messrs. Pablo D'Agliano, Colin Becker and Emilio Venegas Valenzuela, all issued on August 5, 2016, and commissioned by the Boards of Directors of Enersis Américas, Endesa Américas and Chilectra Américas, respectively.
2. The Merger would be subject to the following conditions precedent (the "Conditions Precedent"):
  - (A)(i) The right to withdraw that may be exercised by the shareholders of Enersis Américas as a result of the Merger may not exceed 10% of its outstanding voting shares; provided that the exercise by the shareholders of Enersis Américas of the right to withdraw does not result in any shareholder exceeding the maximum shareholding concentration limit of 65% in Enersis Américas on the date the exercise period of the right to withdraw by dissenting shareholders is due to expire, considering for that purpose the number of shares into which the new Enersis Américas capital stock approved according to item 4 below is divided; (ii) the right to withdraw that may be exercised by the shareholders of Endesa Américas as a result of the Merger may not exceed 10% of its outstanding voting shares; or (iii) the right to withdraw that may be exercised by the shareholders of Chilectra Américas as a result of the Merger may not exceed 0.91% of its outstanding voting shares; and
  - (B) If one or more of the events described in numerals (i), (ii) or (iii) above occurs within the 60 days of the date of the respective shareholders' meetings to vote on the merger, the shareholders of each of the merging companies may agree at a new shareholders' meeting that the merger will take effect notwithstanding these effects.

3. Once the Conditions Precedent have been satisfied, the representatives appointed by the Boards of Directors of Enersis Américas, Endesa Américas, and Chilectra Américas shall grant a single declaratory public deed, notifying about the compliance with said Conditions Precedent. Said public deed shall be titled "Deed of Compliance with Merger Conditions."

The Merger shall be effective as of the first day of the calendar month following the month in which the aforementioned Deed of Compliance with Merger Conditions is granted. The foregoing is without prejudice to timely compliance with the registration in the corresponding Commercial Registry and publication in the Official Gazette of the extracts of the respective public deed recordings, either prior to or after granting the Deed of Compliance with Merger Conditions. Once the Merger has become effective, it will be timely informed to the SVS and to the market as an essential fact.

4. An increase in the authorized capital of Enersis Américas by the amount Ch \$1,046,470,167,544, through the issuance of 9,232,202,636 new registered shares of the same series and without par value, which will be subscribed and paid, in whole or part, using the incorporated equity of the shareholders of the absorbed companies, excluding for purposes of this subscription and capital payment, the shareholding capital Enersis Américas owns in each of Endesa Américas and Chilectra Américas through shares it currently owns in the companies ("Current Shares").
5. An exchange ratio of 2.8 shares of Enersis Américas for each share of Endesa Américas and 4 shares of Enersis Américas for each share of Chilectra Américas will be proposed without considering fractions of shares.
6. A consolidated text of the bylaws of Enersis Américas, which will include, in addition to modifications to the social capital, other social modifications approved by the shareholders of Enersis Américas, including a modification to the name and corporate purpose of the company, as well as the elimination of transitional arrangements that would have expired.
7. For the purposes of the provisions of Article 69 of the Tax Code, Enersis Américas, in its capacity as the surviving company and legal successor of Endesa Américas and Chilectra Américas, shall be liable and shall be required to pay all the taxes owed or that may be owed by Endesa Américas and Chilectra Américas, according to the final financial statements that Endesa Américas and Chilectra Américas must prepare by virtue of the aforementioned legal provision.
8. The Board of Directors of Enersis Américas shall allocate the new shares and update its shareholder ledger at midnight of the day prior to the date on which the Merger becomes effective, considering for this purpose the shareholders registered in the shareholder ledgers of Endesa Américas and Chilectra Américas on that date, and any duly executed conveyances, transfers, and transmissions of shares that may have been submitted to Endesa Américas and Chilectra Américas prior to the Merger and that may not yet have been finalized and recorded in the corresponding shareholder ledger.

The Current Shares are excluded from this designation as they are left ineffective as a result of the merger.

9. Agree on any other matters that the shareholders may deem appropriate with respect to the proposed Merger, and fully authorize the board of directors of Enersis Américas to grant all the powers of attorney that it may deem necessary, especially those necessary to legalize, materialize, and carry out the Merger and any other agreements adopted.

It is noted that the dissenting shareholders of the merger will be entitled to exercise their withdrawal rights in accordance with the provisions of Article 69 of the LSA. The terms and conditions for the exercise of the withdrawal right shall be informed promptly, in accordance with the current law and regulations.

- III. **Information about other related-party transactions.** Report to shareholders about any agreements on other related-party transactions within the meaning of Title XVI of the LSA, other than the Merger, held during the period since the last shareholders' meeting of Endesa Américas, indicating the directors that approved them.

The shareholders may obtain a full copy of the documents that explain and support the matters submitted for the discussion and approval of the Board at the corporate office located in Santa Rosa 76, 15th Floor (Investor Relations Department), Santiago de Chile, beginning today. Likewise, beginning today, said documents will also be available to the shareholders in the Company's website: [www.endesaamericas.cl](http://www.endesaamericas.cl). Finally, we hereby inform that also available in the respective websites of Enersis Américas ([www.enersis.cl](http://www.enersis.cl)) and Chilectra Américas ([www.chilectraamericas.cl](http://www.chilectraamericas.cl)), are the reports of the independent appraisers and experts required by said entities, as well as all other background information that may serve as basis to decide on the OPR and Merger that will be submitted for consideration to the shareholders of such entities.

Lastly, in accordance with applicable law, a notice of meeting will be published and a letter to shareholders containing information relating to the meeting will be mailed to shareholders on or before September 13, 2016.

Sincerely yours,

**Endesa Américas S.A.**

**Valter Moro**  
**Chief Executive Officer**

- c.c. Central Bank of Chile  
Santiago Stock Exchange  
Chilean Electronic Stock Exchange  
Valparaíso Stock Exchange  
Banco Santander Santiago – Bondholders Representatives  
Central Securities Depositary  
Risk Classification Commission  
National Economic Prosecutor's Office