



Santiago, April 10, 2019

Mr. / Mrs.

**REF: 2019 Ordinary and Extraordinary Shareholders' Meetings**

To whom it may concern:

In accordance with article 59 under Chilean Corporations Act Law No. 18,046 (the "Chilean Corporations Act"), I hereby inform you that the Board of Directors has resolved to summon the shareholders of **Enel Américas S.A.**, hereinafter "Enel Américas" or the "Company", to the following shareholders' meetings:

**A. Ordinary Shareholders' Meeting to be held on April 30, 2019 at 9:00 a.m.** at San Isidro 74, Comuna de Santiago, Chile, in order for the shareholders to consider and vote on the following matters:

**Proposed Resolutions**

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 the Board of Directors (to elect all seven 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.

**B. Extraordinary Shareholders' Meeting to be held on April 30, 2019 immediately following the Ordinary Shareholders' Meeting described in Section A above** at San Isidro 74, Comuna de Santiago, Chile, submitting for its consideration and decision a capital increase for up to US\$ 3,500,000,000 (three billion five hundred million dollars of the United States of America), the proceeds of which would be used (i) first to provide up to US\$2.65 billion to its subsidiary Enel Brasil S.A., through a subsequent capital increase in Enel Brasil S.A. and/or one or more loans thereto, to enable Enel Brasil S.A. to repay a loan currently provided by Enel Finance International N.V., which replaced debt of Enel Brasil S.A. with banks, associated with the acquisition of the Brazilian company Eletropaulo Metropolitana Eletricidade de Sao Paulo S.A., and (ii) to restructure the liabilities of the pension funds of Eletropaulo and, if any proceeds are remaining, for the reduction of contingent funds or for provisions for litigation in Brazil, which will position Enel Américas to take advantage of investment opportunities through merger and acquisition transactions and acquiring minority interests in existing investments by strengthening the Company's balance sheet.

Specifically, the matters that will be submitted for the consideration and decision of the Extraordinary Shareholders' Meeting will be the following:

- 1) **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) or such lesser amount as may be definitively determined by the shareholders at the Extraordinary Shareholders' Meeting, 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 offering price shall be calculated as (i) the weighted average price of Enel 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 the price on each such trading day converted in to U.S. dollars based on the *Dólar Observado* for such day, less (ii) a discount of 5%. For these purposes, the Extraordinary Shareholders' Meeting will delegate to the Board of Directors of the Company the calculation of the offering price, applying the aforementioned formula, provided that the offering is commenced within 180 days following the date of the Extraordinary Shareholders' Meeting, in accordance with article 23 of the Chilean Corporations Act Rules.

Likewise, it will be established that the offering of shares must be made in the first instance within the preemptive rights offering period required by article 25 of the Chilean Corporations Act. The shares not subscribed during this first preemptive rights offering period and those corresponding to fractions resulting from the apportionment among the shareholders, 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 and certain other conditions as they are offered during the first preemptive rights offering period.

- 2) **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.

- 3) **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.** To empower the Board of Directors of Enel Américas to perform all actions necessary for the capital increase, including requesting the registration of the new shares representing the capital increase in the Securities Registry of the Financial Market Commission and in the local stock exchanges, as well as 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 listing of the new ADSs on the New York Stock Exchange (NYSE), to carry out the appropriate actions for the effectuation of the capital increase and, in general, to perform all other acts related to the capital increase, adopting all other agreements that are necessary to formalize and make effective the statutory modifications of Enel Américas described above, with broad powers.
- 4) **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.

Each of these matters is conditioned on approval of each of the other matters at the Extraordinary Shareholders' Meeting and will not be effective unless the other matters are also approved by shareholders.

Yours sincerely,

**Maurizio Bezzeccheri**  
**Chief Executive Officer**