

## ENDESA AMÉRICAS S.A. CONSOLIDATED SIGNIFICANT EVENTS FOR THE PERIOD ENDED JUNE 30, 2016

In accordance with articles 9 and 10, paragraph 2, under Securities Market Law N°18,045, and as established under General Norm No. 30 of the Superintendence, the following significant event are reported:

## **ENDESA AMÉRICAS**

On April 14, 2016

The Board of Directors' Meeting of Endesa Américas held on this date, has agreed the following:

- 1. To announce that, on April 13, 2016, the Superintendence of Securities and Insurance (Superintendencia de Valores y Seguros, "SVS") proceeded to record Endesa Américas and its shares in the Securities Registry, according to a certificate issued by this entity, and that it has made the respective listings in the Santiago Stock Exchange, the Valparaíso Stock Exchange, the Chile Electronic Stock Exchange and the New York Stock Exchange of United States of America, all in accordance with the decision made at the Extraordinary Shareholders' Meeting of Empresa Nacional de Electricidad S.A. ("Endesa Chile") held on December 18, 2015. Therefore, the shares of the divided equity of Endesa Américas should be distributed free of any payment to the shareholders of Endesa Chile entitled to receive them.
- 2. The Board of Directors of Endesa Américas agreed to carry out the distribution and delivery of a total of 8,201,754,580 shares issued by Endesa Américas, all nominative, of a unique and single series and without nominal value, on April 21, 2016, to the shareholders of Endesa Chile that were listed in its shareholders' registry at the midnight of the day before April 21, 2016.
- 3. This distribution to the shareholders of Endesa Chile will be carried out by delivering one (1) share of Endesa Américas for each share of Endesa Chile that will be registered under its name in the registry at the midnight of the day before April 21, 2016. From April 21, 2016 onwards, the shares issued by Endesa Américas may be officially quoted in the stock markets aforementioned.
- 4. Representative titles of the shares in Endesa Américas will be available for shareholders of Endesa Chile to be withdrawn on April 21, 2016 at the Equity Department of Endesa Américas at DCV Registros S.A. offices, located in Huérfanos 770, 22nd floor, Santiago, Monday to Thursday from 9:00 am to 5:00 pm, and Friday from 9:00 am to 4:00 pm.
- On April 26, 2016

The Securities and Exchange Commission ("SEC") of United States of América has declared as effective the Form F-6 presented to that regulatory authority in order to obtain the registration of the American Depositary Receipts program of Endesa Américas S.A. and its registration as an issuer of American Depositary Shares (ADS) in accordance with the program aforementioned. Therefore, the distribution of Endesa Américas' ADRs has been carried out from this date onwards.

A copy of Form F-6 and attached documents will be available for shareholders and general public from today onwards in the website of Endesa Americas S.A., <a href="https://www.endesaamericas.cl">www.endesaamericas.cl</a>.

On April 27, 2016

At the Endesa America's Ordinary Shareholders Meeting ("OSM") held on this date, the new Board of Directors of the Company was elected for a period of three years starting from the date of the meeting. The following are now the members of the Board of Directors:

- Rafael Fauquié Bernal
- Maria Loreto Silva Rojas
- Umberto Magrini
- Francesco Buresti
- Vittorio Vagllasindi
- Mauro DiCario



- Luca Noviello
- Hernán Cheyre Valenzuela
- Eduardo Novoa Castellón

The meeting also resolved to distribute a dividend of \$ 9.37144 per share, which will be paid starting May 24, 2016, to shareholders registered in the register of shareholders at midnight on the fifth business day prior to such date payment.

## On April 28, 2016:

At the Board of Directors meeting held on April 27, 2016, the Board of Directors agreed to appoint Mr. Rafael Fauquié as Chairman of the Board of Directors and of the Company, Mr. Vittorio Vagliasindi as the Vice Chairman and Mr. Ignacio Quiñones as the Secretary of the Board.

At the same meeting, it was agreed to appoint as members of the Directors' Committee the following: Mr. Hernán Cheyre V., Eduardo Novoa C. and Mrs. María Loreto Silva R. Mr. Hernán Cheyre V. was appointed as the Committee's Financial Expert.

## On May 6, 2016

In its extraordinary session held on May 6, 2016, the Board of Directors of Endesa Américas unanimously agreed to:

- 1. Formally begin the merger process in which Enersis Américas S.A. ("Enersis Américas") would absorb Endesa Américas and Chilectra Américas S.A. ("Chilectra Américas") by incorporation, dissolving without liquidation, replacing all their rights and obligations in them (the "Merger"), according to the resolutions adopted at the Extraordinary Shareholders' Meeting of Empresa Nacional de Electricidad S.A. ("Endesa Chile") held on December 18, 2015, and according to the terms of the Merger presented in the aforementioned meeting, particularly regarding to the following: (i) that the Merger is subject to compliance with the condition precedent in which the right of withdrawal that the shareholders of Enersis Américas, Endesa Américas and Chilectra Américas may potentially exercise as a result of the Merger, should not exceed 10%, 7.72% and 0.91%, respectively, to the extent that the right to withdrawal from Enersis Américas should not cause any shareholder to exceed 65% of share ownership of Enersis Américas after the Merger is carried out, (ii) that, pursuant to the agreement adopted on November 24, 2015 by the Board of Directors of Enersis Américas, it was agreed to propose a share ratio of 2.8 of Enersis Américas shares for each Endesa Américas share and 5 Enersis Américas shares for each Chilectra Américas share to the Board of Directors (iii) that, pursuant to the agreement adopted on November 2, 2015, augmented by the agreement adopted on December 17, 2015, the Board of Directors of Enersis Américas also announced its intention to submit a tender offer for the acquisition of shares ("OPA," in its Spanish acronym) related to all American Depositary Receipts ("ADRs") issued by Endesa Américas which are not owned by Enersis Américas at a price of 285 Chilean pesos per share and that the OPA would be subject to the approval of the Merger at the Extraordinary Shareholders' Meetings of Enersis Américas, Endesa Américas and Chilectra Américas, and after the legal period to exercise the right to withdrawal from Enersis Américas and Endesa Américas has expired and the right to withdrawal has not been exercised above a certain number or percentage of shares as relevant; and the remaining terms and conditions that will be promptly detailed on time to submit the offer, (iv) also, in compliance with the agreement of November 24, 2015 the Chief Executive Officer ("CEO") was instructed to, strictly and exclusively, under the assumption that the Merger agreements were not adopted before December 31, 2017, to negotiate in good faith with Endesa Chile the terms of a compensation commitment, whereby the tax costs of Endesa Chile that were due to its division and duly authorized, and deduct the benefits or tax credits that Endesa Américas or Endesa Chile may obtain after the division, from those tax benefits that Enersis Américas may obtain as a result of the merger, (v) the controlling shareholder Enel S.p.A. ("Enel"), through two letters dated November 25 and December 17, 2015 said that, (a) it took into account that the exchange ratio announced for the Merger would be suitable for the interests of all the shareholders and of the companies involved in the reorganization, in a manner that would vote in the corresponding Extraordinary Shareholders' Meeting to approve the Merger, as long as before such meeting takes place there were no Significant Events that occur before the Shareholders' Meeting that affect substantially the referred exchange ratios and on the other side that (b) if the Merger is approved, it is Enel's intention as controlling shareholder, in a period of no less than five years from the date the meeting that approves the Merger takes place, not to perform or propose any other process to make any other corporate reorganization process that affects Enersis Américas other than the one exposed in the aforementioned Extraordinary Shareholders' Meeting.
- 2. Declare that the Directors Messrs. Rafael Fauquié Bernal, Vittorio Vagliasindi, Francesco Buresti, Umberto Magrini, Luca Noviello, Mauro Di Carlo and Mrs. Loreto Silva Rojas have been appointed in a decisive vote from the controlling shareholder of the Company, have declared to have an interest in the Merger under the terms contained in Article 147 of the Chilean Companies Act Law N°18,046 ("LSA," in its Spanish acronym), and with regards to the Sentence of the Court of Appeals of Santiago on March 22, 2016.
- 3. Appoint Mr. Colin Becker as independent expert appraiser of the Company, who will release a report regarding the value of the companies of the Merger and the corresponding exchange relation, in compliance with the terms contained on Articles 156 and 168 of LSA.



4. Appoint Banco Santander Chile S.A. as the financial advisor of the Board of Directors of Endesa Américas with regards to the Merger, which will release a report in the terms contained on Article 147 of the LSA.

The Directors' Committee of Endesa Américas, in a extraordinary session held after the Board of Directors' Meeting of the Company today, unanimously appointed "Asesorías Tyndall Limitada as additional independent evaluator to help in the Merger operation of Enersis Américas.