Free translation. For all legal effects rules and govern the original Spanish version

AGREEMENT PROPOSING CORPORATE REORGANIZATION

Background

On April 22, 2015, the Board of Directors of Enersis S.A. ("**Enersis**") acknowledged a Significant Event released by its Comptroller which acknowledged the desirability that the Board of Directors of Enersis, Endesa Chile and Chilectra analyze a process of corporate reorganization intending for the separation of the activities of generation and distribution of electric energy developed in Chile from those activities in the rest of the countries where the Enersis group has presence in Latin America (Argentina, Brazil, Colombia and Peru). On this same day, and after an extraordinary meeting of its Board of Directors, Enersis issued another Significant Event in which it reported that the Board had taken note of the Significant Event and had agreed that, upon meeting again the Board of Directors would examine the possible desirability of initiating the study of a corporate reorganization initiative. On April 28, 2015, following the conclusion of the Ordinary Shareholders' Meeting of the Company, there was a meeting of the Board of Directors of Enersis in which, through a Significant Event of the same date, the start of the analysis of corporate reorganization was announced, directing management to that effect.

As part of the recommended analytical work, on May 18, 2015, the management of Enersis sent a request to the Superintendency of Securities and Insurance ("**SVS**"), in which they requested, among other things, confirmation that the proposed spin-offs by Enersis, Endesa Chile and Chilectra did not constitute an operation between related parties ("**ORP**") subject to Title XVI of Law 18,046 of LSA. By Official Letter No. 15,443 of July 20, 2015 of the SVS ("**Official Letter**"), the SVS confirmed that the corporate reorganization does not constitute an operation with related parties, and thus established norms in Title XVI of the LSA are not applicable, but only those exclusively established in Title IX of the LSA.

Notwithstanding the foregoing, SVS said that: *"The Board must have sufficient, comprehensive and timely information when making their decisions on the "corporate reorganization" as a whole, with its various stages, and that (...) the spin-offs and mergers cannot be analyzed as independent and autonomous."* Therefore, the Official Letter found that among the information that must be made available to the shareholders who are to decide on the spin-offs, aside from the usual information for this type of transaction, was information regarding mergers, particularly (i) information regarding the purpose and expected benefits of the merger; (ii) reports issued by independent experts on the reference value of the entities that would be merged and (iii) estimates of the exchange ratio of the corresponding shares. Similarly, the SVS said that the management of the companies involved may consider other measures so that shareholders have more elements for a proper analysis of the transaction, *"such as specific opinion*

by the Directors Committee with respect to the aforementioned corporate reorganization which is the object of your inquiry."

At this stage of analysis, and together with the appointment of Bank of America - Merrill Lynch ("**BofA**") as advisor to the Board for the reorganization process--a fact that was reported to the market on June 22, 2015-- the Board of Directors agreed in line with the provisions of the Official Letter, in its Extraordinary Meeting of July 27, 2015, by unanimous vote of its members, to request that the Directors Committee of the Company deliver an opinion on the corporate reorganization transaction described in the Significant Event released on that same day. In order to have support in carrying out its work, on August 13, 2015 the Directors Committee agreed by majority to designate "**IM Trust**" as their adviser, under a contract with an order and scope of work equivalent to Article 147 LSA with regard to independent evaluators. Likewise, in compliance with the provisions of the aforementioned Official Letter, the Board resolved, on September 15, by a majority of its members to designate **Mr. Rafael Malla** as an independent expert. Finally, it should be recalled that previously, on April 28, it was agreed to hire outside counsel Philippi, Prietocarrizosa and Uria for the analysis of the transaction from a legal point of view.

Since the appointment, both, the expert and BofA as advising bank, have done an analysis of the corporate reorganization, which ended with the presentation on November 2, 2015 of the report of Mr. Malla and on November 3 with the delivery of the report by BofA. In addition, the Directors Committee has received the report of its independent advisor, IM Trust, dated November 2, 2015, and has held several meetings which, with the support of its advisor in the process, IM Trust, led to the issuance and delivery on November 4, 2015 of the report requested by the Board of Directors.

As a result, it can be concluded from this background that the process of corporate reorganization has been thoroughly discussed by the Board of Directors in meetings dated: April 28; May 19; June 17; July 27; August 28; September 15; October 13; October 30; and the present one on November 5, 2015, particularly in the last meetings where the independent expert and various advisers have reported the progress of the work before issuing their respective final reports, which suggests that this Board of Directors has received sound counseling and has enough decision making background and tools to decide on the corporate reorganization.

Reasoning

In view of the above background, the Board has analyzed: (i) the objectives and expected benefits of the corporate reorganization, (ii) the terms and conditions thereof and (iii) the consequences, implications or contingencies relating to it.

Regarding the **expected benefits and objectives of the reorganization**, some of which are contained and developed in the presentation called Expected Benefits of the Reorganization which will be made available to the Extraordinary Shareholders' Meeting, it can be mentioned in the first place, as a summary, that the Reorganization is intended to eliminate some of the inefficiencies warned of in the past. In this sense, the separation of businesses by countries under the terms provided allows the decision-making process to be more agile and efficient, eliminating potential conflicts of interest, redundancies or the corporate existence of various corporate layers in the decision-making process.

On the other hand, the new structure arising from the reorganization determines the elimination of cross-holding participations, resulting in a simpler structure and greater visibility of Enersis's investments. This should reduce leakage of cash flow and a potential decrease in the holding discount, all in line with a geographical distribution of activities, such as other relevant companies operate in the sector today in the rest of the world.

In addition, the respective industrial approaches of the Chilean business and those of the other countries where Enersis is present are different - derived among many other aspects from the different levels of growth and demand, stability of regulatory and policy frameworks; efficiency needs or renovation of infrastructure- which determines the need to undertake different strategies in one or another geographical area. This can be realized with the new corporate structure arising from the reorganization, for which there will be more focused staff and managers in their respective geographic areas, resulting in optimization of staff.

In more concrete terms, the corporate reorganization process will provide a real reduction in operational costs. To summarize, in terms of annual efficiency in 2019 against the current year 2015, the savings in Chile are estimated at US$100 million of which US$90 million relate to operating costs and US$10 million to the optimization of staff and services. The savings corresponding to Enersis Américas are quantified at US$327 million of which US$220 million are achieved by improvements in operating costs (US$20 million in Generation and US$200 million in Distribution), US$42 million in optimization of staff and services, US$15 million dollars in savings in financial expenses and approximately US$50 million in savings on taxes and more efficient management of the treasury.

As a result of that mentioned above, and particularly the separation of the Chile business from the rest of the countries where Enersis currently has presence, it results in greater visibility of cash flows received from the subsidiaries in each of the geographical areas. In addition, in the case of Enersis Chile S.A. ("Enersis Chile") and its subsidiaries Endesa Chile and Chilectra, whose geographical scope will be limited to Chile, the companies should see greater stability in the cash flow related to its activity in a more stable market.

In consequence, once the corporate reorganization is completed, in the 2016-2020 horizon, it will be possible to implement a new dividend policy that gradually increases the pay-out of these companies.

In this regard, the Board of Directors of Enersis considers that, under the terms stated in the Official Letter, a relevant consideration for shareholders to decide on the process of corporate reorganization in its different stages, is that should this process be successful, being of interest to the new company and its shareholders for the reasons given, it is appropriate that the proper governing bodies of the Company promote a dividend policy of the new company resulting from the spin-off, namely Enersis Chile, which is proposed increase progressively from the current 50%, as follows: 2016: 50%; 2017: 55%; 2018: 60 %; 2019: 65%; and 2020: 70%.

Nevertheless, the Directors Committee of Enersis and the Board of Directors of its subsidiary, Endesa Chile, have raised the advisability of implementing measures in the process of corporate reorganization to successfully avoid potential conflicts of interest that may affect Endesa Chile in the future due to the activities of Enel Green Power S.p.A ("Enel Green Power") in the country.

According to the Board of Directors of Enersis, the adoption of such measures would improve the prospects and benefits of its subsidiary Endesa Chile - and consequently those of Enersis Chile – in the aforementioned terms.

Therefore, in the opinion of the Board of Directors, it could be stated that the corporate reorganization would generate benefits derived mainly from reducing inefficiencies, optimizing means and resources, introducing a more efficient structure with improved transparency and a reduced discount holding structure, decreases in costs and increased quantified efficiencies.

Regarding the terms and conditions of the corporate reorganization, those are contained in the "Descriptive Document" that will be available to the shareholders together with this document. The "Descriptive Document" explains the legal aspects and mechanics of the operation regarding the terms and conditions of the spin-off of Enersis, Endesa Chile and Chilectra, as well as the subsequent merger of Endesa Américas and Chilectra Américas into Enersis Américas.

The uniqueness of this operation stems from the fact that the Official Letter determines that the "*reorganization should be analyzed as a whole, with its various stages, since (...) the spin-offs and mergers cannot be analyzed as independent or autonomous*." This is reflected particularly in the need to provide information in addition to that ordinarily provided in a spin-off, referring to a future merger in which

some companies will participate, that do not yet exist and obviously do not participate in the spin-off, as detailed in said "Descriptive Document."

In this regard there are two items related to the merger that could be especially relevant for shareholders that must first decide on the spin-off: how it will deal with the right of withdrawal and the subsequent merger, and what would be the "estimated exchange ratio" on which the Official Letter of the SVS has requested advance notice be given.

Regarding the first point, the merger of Endesa Américas and Chilectra Américas into Enersis Américas, would give withdrawal rights to shareholders of the three companies involved in the merger. In line with normal practice in such transactions, it is believed at this time that the exercise of withdrawal rights by unlimited shareholders or with a very high limit, would not be in the best interest of the company, because it would detract significant company funds to pay shareholders for their shares, alter the percentages of voting rights of the remaining shareholders for not being able to exercise the power of the treasury shares until their sale (if they are not amortized) and, precisely, the sale of a treasury share within the legal one year term could significantly affect the course of trading of the shares of the companies concerned. In addition, not setting limits on the right of withdrawal leads to a risk of infringement of the limits of concentration and dispersion of capital with voting rights that are provided for in Article 112 of Title XII of DL 3500 of 1980 and reflected in the bylaws of Enersis Américas and Endesa Américas, resulting from the deprivation of voting rights which is inherent in companies in this situation.

It is therefore considered necessary to set a limit on that right of withdrawal. After analyzing the precedents of recent transactions in Chile and based on the nature of the companies involved in the corporate reorganization process, it is appropriate to communicate expressly to the shareholders' meeting regarding the spin-off that it is predicted that the subsequent merger would be conditioned on the establishment of a limit on exercise of the right of withdrawal of up to 6.73% in the case of Enersis Américas. This percentage is the maximum that would allow Enersis Américas to remain in compliance with the limits of concentration and dispersion of capital with voting rights that are provided for in Article 112 of Title XII of DL 3500 of 1980. This condition could, however, be waived if the shareholders' meeting regarding the merger so authorizes, provided that this is the best interest of the company. It is hoped that Endesa Chile would establish a similar condition, being lower in the case of Chilectra, logically, so that the merger agreements of the three companies would be mutually conditioned on compliance with such conditions.

In this respect, it is appropriate to inform that, in relation to shares which will be eventually acquired due to the exercise of withdrawal rights, the Board of Directors' intention is that, once the merger becomes effective, a new extraordinary shareholders' meeting of Enersis Américas will be proposed within a

reasonably short period of time to decide regarding a proposal of redemption of such shares instead of their sale, in order to ensure that the securities issued by this company will not be affected by a possible sale of the outstanding shares in the market which could negatively impact their price.

Regarding the eventual proposals of limitations on the right of withdrawal in Endesa Américas and Chilectra Américas, once such proposals have been informed by their respective Boards of Directors, they will be included in the Descriptive Document.

On the other hand, and regarding the estimated exchange ratio of the merger (*ecuación de canje estimativa*), below are the ranges of estimates presented by: (i) the expert, Mr. Malla; (ii) those contained in the report of BofA, (iii) those indicated by the report issued by IM Trust, as well as (iv) those in the report issued by the Directors Committee.

ENERSIS	Exchange Ratio Range (ENI)		Exchange Ratio Range (EOC Min)		Exchange Ratio Range (CHI Min)	
	Min	Max	Min	Max	Min	Max
Expert Rafael Malla	84.0%	86.7%	13.2%	15.9%	0.1%	0.1%
IMTrust	85.0%	85.1%	14.8%	14.9%	0.1%	0.1%
Directors Committee/ Middle Point	**84.2%**	**86.3%**	**13.6%**	**15.7%**	**0.1%**	**0.1%**

In view of these estimates, it appears appropriate to consider the above mentioned proposal of the expert Mr. Malla, which recommends to communicate to the Shareholders Meeting that will decide about the spin-off the "estimated exchange ratio" as background information for the possible merger of Endesa Américas and Chilectra Américas into Enersis Américas, such range being: (a) for each share of Endesa Américas, its shareholders would receive between 2.3 (min.) and 2.8 (max.) shares of Enersis Américas and (b) for each share of Chilectra Américas, its shareholders would receive between 4.1 (min.) and 5.4 (max.) shares of Enersis Américas.

Notwithstanding, all reports that refer to these exchange ratios are being made available to the Company's shareholders and the general market.

The percentage limit of the withdrawal right, as well as the estimated exchange ratio are elements that are to be decided by the shareholders meetings of the companies that are involved in the merger, not

those companies that decide about the spin-off. However, considering the recommendation of the SVS issued through the Official Letter in order to provide the maximum amount of information to the market, it is deemed appropriate to facilitate such actions described above. In addition, it is not possible for the Company to guarantee that for various objective reasons, for example, material changes in the markets, such parameters which are reviewed by the shareholder meeting regarding the spin-off are the same parameters on which the shareholder meeting regarding the merger actually votes.

To conclude this section, and recognizing that Enersis, Endesa Chile and Chilectra are subject to Resolution No. 667 of the Honorable Resolution Commission, dated October 30, 2002 ("Resolution 667"), it is considered appropriate that the Bylaws of the new entities resulting from the spin-off, as well as those of Enersis Américas (currently known as Enersis), Endesa Chile and Chilectra expressly acknowledge the submission of such entities to Resolution 667.

Any items that refer to the consequences, implications or contingencies regarding the corporate reorganization, have received detailed treatment in the reports of the expert, the Banking Advisor of the Board of Directors, the Financial Advisor of the Directors Committee, and by the Directors Committee in its own report, although, it is important to highlight the items to which the Official Letter makes express reference: the tax implications of the transaction and the implications of the transaction in relation to the use of funds of the capital increase performed in 2012 by the Company. Additionally, it is also relevant to discuss the consequences arising from the fact that the spin-off and the merger are two distinct legal transactions, despite their treatment in the Official Letter which states that the analysis of those transactions cannot be performed separately.

Regarding the first of these items, the spin-offs will only generate taxes in Peru (and in Argentina, although due to the valuation of the companies, the impact is irrelevant), which is estimated to be a cost of US$251 million for Endesa Chile and US$27 million for Chilectra; notwithstanding, from this total of US$278 million, US$67 million should be subtracted for tax deductions in Chile (US$60 million for Endesa Chile and US$7 million for Chilectra). In the case of Enersis Américas, the spin-off will generate a positive tax impact.

Thus, it should be noted that upon the merger taking effect, it will not cause a negative tax impact; on the contrary, it would produce a tax benefit for the entity resulting from the merger (Enersis Américas), because it would eliminate the restrictions on the use of tax credits paid abroad. It is estimated that this would lower taxation by US$ 728 million of [VAN]. Such benefits would increase up to US$775 million if Enersis Américas could qualify for the [platform Company] tax treatment.

Regarding the use of funds for capital increase performed in 2013, per the request of the Official Letter, we inform you that as of September 30, 2015, the amount still not invested reached 863,546 million Chilean pesos which have been assigned to the pro-forma balance sheet of Enersis Américas, because it is estimated that this entity would be where the pursuit of the objectives earmarked in 2013 will be most efficient.

In this regard, note first that the use of funds does not vary nor will it be affected regarding those items indicated at the time of the aforementioned capital increase, i.e. acquisition and purchase transactions of minority shareholders in the companies in which Enersis Américas participates. Second, despite a relevant portion of investment remaining outstanding, the evolution of the markets has determined that this period of waiting for the appropriate time to undertake new investments has been beneficial for the Company, because since 2013 there has been a significant devaluation in the currencies of the countries where Enersis has a presence against the Chilean peso (the currency in which the account for the funds is denominated) and the reference valuation multiples of the companies which were possible acquisition objectives have been reduced significantly.

On the other hand, although the SVS in its Official Letter considered that the spin-off and the merger cannot be analyzed separately, the two transactions are unquestionably legally distinct. In this sense, it is not possible to guarantee from a legal standpoint that, once the spin-off has been agreed to, the merger will take place, among other reasons, because two of the three entities that are intended to participate in the merger still do not exist as they will be created as a result of the spin-offs.

Notwithstanding the foregoing, due to the background described above and the analysis performed, it is possible to anticipate in the case of Enersis (which upon the occurrence of the spin-off will be known as Enersis Américas and will be the entity that survives the merger), this Board of Directors considers that the execution of the merger on the proposed terms in the process of the corporate reorganization, would be in the best interests of the company, for those reasons discussed above. Thus, unless there are significant adverse supervening events, once the spin-off is approved, it is the intention of the Board of Directors of Enersis to perform the necessary legal actions to promote and submit to the Shareholders' Meeting of the Company the merger of Endesa Américas and Chilectra Américas into Enersis Américas, in the shortest time period possible in the best interest of the Company, when it is legally possible.

Finally, we considered the request of the Directors Committee to the effect that, following the commitments made by the majority shareholder as a result of the capital increase of Enersis in 2013 and the spin-off in the reorganization process, it is necessary for the majority shareholder of Enersis to ratify the validity and enforceability of the aforementioned commitment, consistent with the reorganization process, so that while it remains the majority shareholder of Enersis, said Chilean company as well as the

spun-off company resulting from the split of Enersis would remain the only investment vehicles of Enel Group in South America in the field of generation, transmission and distribution and sale of electricity, except for businesses that currently or in the future are developed by Enel Green Power in the field of renewable energy.

AGREEMENT No. /2015:

In light of that described above, considering the reports and opinions made available for the Directors and keeping in mind the expected benefits of the corporate reorganization, the terms and conditions of the same as well as its consequences, implications or contingencies, the Board of Directors, by a majority of its members and with the one dissenting vote of Director Rafael Fernández Morandé, concluded that the transaction as described will contribute to the corporate purpose of Enersis. The reasons stated by Director Rafael Fernández Morandé for his dissenting vote are set forth at the end of this Agreement.

In this regard, the majority of the Board determined that it was necessary to provide information regarding the analyses considered appropriate to determine the range of "estimated exchange ratios" as background information for the possible merger of Endesa Américas and Chilectra Américas into Enersis Américas, such range being: (a) for each share of Endesa Américas, its shareholders would receive between 2.3 (min.) and 2.8 (max.) shares of Enersis Américas and (b) for each share of Chilectra Américas, its shareholders would receive between 4.1 (min.) and 5.4 (max.) shares of Enersis Américas.

Likewise it was also considered essential to adopt measures to successfully avoid potential conflicts of interest that may eventually occur with Endesa Chile in connection with the activities of Enel Green Power in the country.

Finally, the Board of Directors of Enersis also considered essential that, in a manner consistent with the reorganization process, the majority shareholder of Enersis must ratify the validity and enforceability of the aforementioned commitment, as long as it remains the majority shareholder of Enersis, in order to the assure that the Chilean company as well as the spun-off company resulting from the split of Enersis, would remain the only investment vehicles of Enel Group in South America in the field of generation, transmission and distribution and sale of electricity, except for businesses that currently or in the future are developed by Enel Green Power in the field of renewable energy.

The Board took knowledge of the background that underlies the proposed Reorganization that is relevant in accordance with the provisions of Official Letter No. 15,443 of the SVS dated July 20, 2015, and make them available to the shareholders as of November 5, 2015, and consisting of:

(i) Consolidated Audited Financial Statements of Enersis as of September 30, 2015, which will be used for the spin-off (the "Spin-Off").

(ii) Report of the Board of Directors of Enersis on the absence of significant changes to the assets, liabilities or equity accounts occurring after the reference date of the respective balance sheet of the Spin-Off.

(iii) Description of key assets and liabilities allocated to the new company resulting from the Spin-Off, Enersis Chile.

(iv) Proforma Consolidated Statements of Financial Position, with attestation report by the respective auditors of Enersis and Enersis Chile, both as of October 1, 2015, and which provide, among other things, the allocation of assets, liabilities, and shareholders' equity between the Company and Enersis Chile.

(v) Report of the independent expert appointed by the Board of the Company, Mr. Rafael Malla, including the estimated value of the entities to be merged and the estimated exchange ratio of the corresponding shares in the context of the Reorganization.

(vi) Report of the financial advisor appointed by the Directors Committee of the Company, IM Trust, with its findings regarding the Reorganization.

(vii) Report of the Directors Committee of the Company with its findings regarding the Reorganization.

(viii) Document describing the Reorganization and its terms and conditions.

(ix) The objectives and expected benefits of the Reorganization and its consequences, implications or contingencies, such as those of an operational or tax nature and the determination of the number of Enersis Chile shares to be received by Enersis shareholders.

(x) This agreement by the Board of Directors, with the proposal of the Board of Directors of the Company with respect to the Reorganization, and

(xi) Draft of the Bylaws of Enersis and Enersis Chile subsequent to the Spin-Off.

Director Rafael Fernandez Morandé proceeded to substantiate his dissenting vote stating that, in his opinion, the subsidiary Endesa Chile should negotiate compensation with Enel S.p.A. as it is the

proponent of this geographical reorganization and, according to Enel S.p.A.'s own statements, the reorganization is intended to be consistent with the way it manages its business. Enersis is not required to compensate Endesa Chile. Secondly, he said that he was informed but did not agree with sections i) to v) regarding 6 i) of expert Mr. Rafael Malla's report. He reiterated his opposition to Mr. Malla's report. He said he was informed and agreed with the financial report of IM Trust requested by the Directors Committee, except for its conclusions. Regarding the report of the Directors Committee of the Company, he also acknowledged it but manifested that he did not agree with it nor the points contained therein.

He noted that he had maintained from the beginning, before the Board of Directors and the Directors Committee that this is a unique and indivisible transaction among related parties, for which it has been necessary to apply legal rules regarding transactions among the related parties, all of which leads to the careful consideration of whether the proposed transaction by the majority shareholder would contribute to the corporate purpose and whether it would be equal to the prevailing prices, terms and conditions in the market at the time of approval. This issue is reflected in the minutes.

He noted that this operation, which has been promoted by the majority shareholder Enel, involves a sui generis reorganization and specifically that he did not know any Chilean or international business group that operated in this way with Chile being separate from the other assets in Latin America, that is, Enersis Chile and Enersis Américas. He reiterated his request to Enel S.p.A. to manifest its long-term intentions for how to organize Enersis.

He indicated that, in his view, the proposal contained elements of inevitable costs at the beginning of its implementation with possible benefits accruing in the long term and a negative impact in the first 5 years. He did not attribute a significant positive impact to the holding discount and said that it contained risks that the merger would not take place.

He posed the possibility that upon completion of the spin-off and the consequent costs incurred in an amount of approximately US$300 million, these companies may not reach the merger stage. He noted that there were two identifiable risks in this regard: an ongoing or new legal action that would stop the reorganization process or that the right to withdraw exercised up to 30 days after the merger could exceed the threshold agreed by the Shareholders Meeting. A scenario with spun-off companies and merger delays could represent a high cost for many shareholders, which he thought should be represented.

He also considered and concluded that the proposed corporate reorganization did not contribute to the corporate purpose, contained elements of possible serious risks, and that there was an alternative organization proposal by lines of business that would best achieve the stated goals for this

reorganization. Therefore, he recommended that the Board of Directors vote against this corporate reorganization.

He also stated that if the Board of Directors recommends that the shareholders approve this proposal of geographic reorganization by the majority shareholder, it should give the shareholders a detailed explanation and reconciliation between the capital increase approved in 2012 and this reorganization proposal with all its elements and implications.