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November 14, 2017

Directed to the  
Shareholders of Enel Chile S.A.

Ref.: Individual Statement Regarding the Corporate Reorganization of Enel Chile S.A.

Dear Sirs and Madams:

Pursuant to the legal obligation established by numerals 5 and 6 of article 147 of the Corporations Law N°18,046, which states that board members must pronounce on the contribution of the transaction to the best interest of the Company and its shareholders and provide conclusions of the evaluators' and appraisers' reports. Therefore, I hereby present my individual statement as a member of Enel Chile's Board of Directors regarding the transaction described hereafter.

## **1. DESCRIPTION OF MY RELATIONSHIP WITH THE COMPANIES INVOLVED IN THE REORGANIZATION**

1.1 I am currently a member of the Board of Directors of Enel Chile and was elected at the shareholders meeting held April 28, 2016, without the votes of the controlling shareholder, and with whom I have no relation. In this way, I have no interest in the Reorganization (transaction involving related parties) which is described further on.

1.2 I also declare that I do not own, either directly or indirectly, any share of Enel Chile, Enel Generación Chile S.A., or Enel Green Power Latin America S.A.

## **2. GENERAL CONSIDERATIONS**

2.1 Enel Chile's Board of Directors agreed to begin the actions and studies required to carry out the "Reorganization", which involves (i) a merger by incorporation of Enel Green Power Latin America S.A. with and into Enel Chile; (ii) a public tender offer of shares ("PTO") by Enel Chile to acquire up to 100% of the shares issued by Enel Generación Chile S.A. owned by the minority shareholders of the latter; (iii) a capital increase so as to have sufficient shares to deliver to the shareholders of Enel Generación Chile S.A. that accept the PTO; (iv) an amendment to the bylaws of Enel Generación to eliminate the provisions of Title XII of Decree Law 3,500, including the 65% maximum concentration limit for a shareholder with voting rights. All the above was informed to the Superintendence of Securities and Insurance, the stock exchanges and the public in general through a significant event filing dated August 25, 2017.

2.2 In accordance with the abovementioned, the following actions are required for the Reorganization to be carried out and reach its goals:

(a) **Merger.** The merger by incorporation of Enel Green Power with and into Enel Chile implies that the former will dissolve, being absorbed by the latter. Enel Chile will acquire all the assets, liabilities and equity of Enel Green Power and succeed to its rights and responsibilities. The shareholders and equity of Enel Green Power will be incorporated into Enel Chile, fully dissolving Enel Green Power.

(b) **Enel Generación PTO.** The Reorganization contemplates that Enel Chile will launch a PTO for Enel Generación, offering to purchase up to 100% of all outstanding minority shares of Enel Generación. The Enel

Generación PTO is a cash tender. However, as determined by the SVS in its Letter N°27,562 dated October 13, 2017, the procedure of the Enel Generación PTO contemplates that the shareholders who accept the offer must use a portion, determined by the terms of the PTO, of the payment they receive to purchase common shares of Enel Chile. To do so, Enel Chile will automatically deduct that portion of the PTO price as payment for the subscription of such common shares. The remaining portion of the PTO price will be paid in cash to Enel Generación shareholders on the Enel Generación PTO payment date. The implementation of the PTO and its success will depend on several conditions, such as, the approval of an amendment to the Bylaws of Enel Generación and that Enel Chile reaches an ownership share of Enel Generación that exceeds 75%.

(c) **Enel Chile Capital Increase.** For Enel Chile to have a sufficient number of shares to be delivered to the shareholders of Enel Generación within the context of the Enel Generación PTO, the shareholders of Enel Chile must approve a capital increase of the Company.

(d) **Amendment to the Bylaws of Enel Generación.** As a condition to the success of the PTO and therefore of the Reorganization, the shareholders of Enel Generación must approve an amendment to the Bylaws of Enel Generación to eliminate limitations and restrictions established by Title XII of D.L. 3,500, including, but not limited to, the restriction on a single shareholder holding more than 65% of the share capital with voting rights of Enel Generación.

The actions previously described are the means to execute the Reorganization and cannot be considered individually, separate from the rest. Therefore, each step or action of the Reorganization will be subject to having met certain conditions, namely, that each other step become effective. The success of the Reorganization requires that each and every one of these actions is carried out.

2.3. Regarding the Reorganization process, Enel SpA, the ultimate controlling shareholder of Enel Chile, Enel Generación Chile S.A and Enel Green Power Latin America S.A., sent a letter dated August 25, 2017, stating that the Reorganization would be supported by Enel SpA provided that at least the following conditions were met: (i) the Reorganization must be carried out on arm's length terms, taking into consideration the renewable energy growth expectations for Chile; (ii) it must lead to an increase in Enel Chile's earnings per share; (iii) Enel SpA's ownership share of Enel Chile, when the process concludes, must be similar to its current ownership percentage, and it must at all times be Enel Chile's controlling shareholder within the 65% shareholder concentration limit established in Enel Chile's bylaws; and (iv) once the process concludes, Enel Generación must no longer be subject to Title XII of DL 3,500/1980, and the shareholder concentration limit restrictions and other restrictions must have been eliminated from its bylaws.

### **3. ACTIONS RELATED TO THE APPROVAL OF THE REORGANIZATION AS A RELATED PARTY TRANSACTION**

3.1 The Company filed a significant event notice dated August 25, 2017 informing the SVS and the general public on the Reorganization. Such significant event included a description of the Reorganization that was being analyzed and noted that it had been approved unanimously by the members of the Board of Directors of the Company. It also stated that the transaction, as a whole, would be considered a related party transaction and disclosed all communications regarding the Reorganization between Enel Chile and Enel SpA, which had previously been submitted to the SVS as confidential information.

3.2 The Board of Directors, at a meeting held August 25, 2017, acknowledged that board members Mr. Herman Chadwick Piñera, Mr. Giulio Fazio, Mr. Vincenzo Ranieri, Mr. Salvatore Bernabei, Mr. Fernán Gazmuri Plaza and Mr. Pablo Cabrera Gaete had been elected with the votes of the controlling shareholder and therefore had a special interest in the Reorganization as defined by article 147 of the Corporations Law. Therefore, having only one board

member without an interest in the Reorganization, the process proceeded according to article 147 N° 5 of the Corporations Law.

3.3. On August 30, 2017, the Board of Directors appointed Larraín Vial Servicios Profesionales Limitada as independent evaluator for Enel Chile's Reorganization to prepare a report including at least the following: i) a description of the terms and conditions of the Reorganization; ii) the effects and potential impact of the Reorganization on Enel Chile; and iii) other specific aspects regarding the Reorganization that the Board of Directors or the Directors' Committee of Enel Chile may expressly require to be assessed by such independent evaluator.

During the same board meeting, the Board of Directors appointed Mr. Oscar Molina as the Company's independent appraiser to prepare a report regarding the valuation of the companies merging and the corresponding exchange ratio based on the provisions of articles 156 and 168 of the Corporations Law.

3.4 Similarly, the Company's Directors' Committee at a session held on August 30, 2017, unanimously agreed to additionally appoint Econsult Capital ("**Econsult**"), as independent evaluator (along with Larraín Vial, the "**Independent Evaluators**") and requested that they issue a report including at least the following content: i) a description of the terms and conditions of the Reorganization; ii) an analysis of the potential effects and impacts of the Reorganization on Enel Chile and; iii) other specific topics regarding the Reorganization that the Company's Directors' Committee may expressly request be evaluated by such Independent Appraiser.

3.5 With the purpose of giving the Reorganization an optimum structure and clarifying certain operational aspects that affect the decisions Enel Chile's shareholders' meeting should adopt regarding the PTO, on October 13, 2017, the Company submitted a confidential inquiry to the SVS. The inquiry asked the SVS if it was permissible for the PTO to require that the minority shareholders of Enel Generación who accept the offer use a portion of the cash they receive as payment for their Enel Generación shares to subscribe for Enel Chile common stock. For this to be possible, Enel Chile's shareholders' meeting must have previously approved a capital increase of the Company in order to issue the common stock required.

3.6 Through Confidential Letter N° 27,562 dated October 13, 2017, the SVS responded to Enel Chile favorably, stating that based on the securities market regulation and the Corporations Law, the proposed structure was permissible.

3.7 Within this same context, on October 24, 2017, the Superintendence of Pensions ("SP") issued Letter N°24,211 confirming that Chilean pension funds could acquire Enel Chile's common stock within the terms of the Enel Generación PTO, which requires applying a portion of the proceeds received from the sale of their Enel Generación share to the subscription for Enel Chile common stock, as long as the PTO acceptance procedures ensure that the subscription and delivery of Enel Chile common stock is executed simultaneously with the transfer and payment of the shares sold in the PTO (delivery versus payment).

3.8 Enel Chile's Board of Directors formally acknowledged and analyzed the SVS and SP responses, and in view of these, all members of the board, unanimously, decided to further clarify the Reorganization structure originally proposed according to the terms established in such Letters.

3.9 Finally, on November 9, 2017, the Directors' Committee issued its report on the Reorganization pursuant to article 50 bis of the Corporations Law.

#### **4. STATEMENT REGARDING THE REPORTS RECEIVED**

I have taken the following documents into consideration to prepare my individual statement:

#### **4.1 Appraiser Report by Oscar Molina dated November 3, 2017**

The appraiser report included an estimate of the valuations of the companies involved in the Reorganization, the merger exchange ratio and a pro-forma balance statement of Enel Chile after the Merger.

It suggests a baseline scenario exchange ratio equal to 13.4 Enel Chile shares for each Enel Green Power share (within an exchange ratio range between 12.5 and 15.8 shares of Enel Chile per share of Enel Green Power).

I believe the expert's valuation was thorough and applied the proper methodology. It applied the company level discounted cash flow method, the multiples analysis and the market prices of comparable companies and comparable transactions. It is worth mentioning that the report was prepared in compliance with local regulation.

Notwithstanding the abovementioned, the valuation performed by the Appraiser of Enel Chile, as stated in the report, did not apply a holding discount, which does not represent the current or past reality of the Company. Therefore, this assumption is only applicable once the Reorganization has taken place and assuming such holding discount will completely disappear as a consequence of the Reorganization.

#### **4.2 Report dated November 3, 2017 by Independent Evaluator Larraín Vial appointed by the Board of Directors**

The analysis performed by Larraín Vial focused on (i) the Enel Chile's strategic rationale of the Reorganization; (ii) the valuation of Enel Chile relative to Enel Green Power to determine the exchange ratio between the two companies, and (iii) a valuation of Enel Generación to determine the terms of the Enel Generación PTO and the implicit exchange ratio between Enel Chile shares and Enel Generación shares.

Larraín Vial obtained the following price and exchange ratio ranges by applying three methodologies (discounted cash flow, stock price multiples of comparable companies and comparable transaction multiples):

- Price of Enel Generación share is between Ch\$ 534 and Ch\$ 586 per share.
- Exchange ratio is between 6.38 and 7.01 Enel Chile shares for each Enel Generación share.
- Exchange ratio is between 15.04 and 17.31 Enel Chile shares for each Enel Green Power share

I believe the valuation presented by Larraín Vial was thorough and applied the proper methodology. It applied the company level discounted cash flow method, the multiples analysis and the stock market prices of comparable companies and comparable transactions. It is worth mentioning that the report was prepared in compliance with local regulation.

#### **4.3 Report dated November 3, 2017 by the additional Independent Evaluator Econsult Capital appointed by the Board of Directors**

In its extraordinary session held on August 30, 2017, Enel Chile's Directors' Committee appointed Econsult Capital as the Independent Evaluator to prepare a report, in accordance with article 147 of the Corporations Law, with the purpose of reporting on the terms and conditions of the Reorganization, its effects and potential impact on Enel Chile. The methodologies used by Econsult include the company level discounted cash flow (DCF), market multiples analysis and stock market quotes of comparable companies in terms of business operations and countries, prices supplied by market analysts and multiples of previous transactions.

The analyses performed by Econsult obtained the following price and exchange ratio ranges applicable to the Reorganization:

- Price of the PTO: between Ch\$ 537 and Ch\$ 595 per Enel Generación share.
- PTO Exchange ratio: between 6.60 and 7.08 Enel Chile shares for each Enel Generación share.

- Merger Exchange ratio: between 14.23 and 17.05 Enel Chile shares for each Enel Green Power share.

I believe the valuation presented by Econsult was thorough and applied the proper methodology. It applied the company level discounted cash flow method, the multiples analysis and the stock market prices of comparable companies and comparable transactions. It is worth mentioning that the report was prepared in compliance with local regulation.

#### **4.4 Opinion regarding the reports by Independent Evaluators and Appraisers**

Based on the statements of the Appraiser and the Independent Evaluators, I consider they have all performed their task with great professionalism, they comply with the independence requirements and have had access to the information reasonably necessary, as well as sufficient time to perform their task.

Officially, although referring to the same transaction, the nature of the task assigned to the Appraiser is different from the task assigned to the Independent Evaluators. The Appraiser prepared a report in accordance with the provisions of article 156 of the Corporations Law, which states that a valuation of the companies involved in the merger and the calculation of merger exchange ratio must be performed and a pro forma balance statement of the surviving company after the merger must be estimated. The Independent Evaluators, on the other hand, prepared reports in accordance with article 147 of the Corporations Law, which states that Independent Evaluators must inform shareholders on the terms and conditions of the Reorganization, its effects, and potential impact on Enel Chile. These tasks, assigned by both the Board of Directors and Directors' Committee, additionally requested that the reports by the Independent Evaluators include whether the Reorganization is in the best interest of Enel Chile and its shareholders and whether it is being carried out on arm's length terms, in other words, at prices, terms and conditions prevailing in the market at the time of the Reorganization's approval.

#### **4.5 Directors' Committee Report dated November 9, 2017**

In accordance with provisions of article 50 bis of the Corporations Law, I have had access to the Directors' Committee to prepare my individual statement:

The Directors' Committee of Enel Chile agrees with the Independent Evaluators and states that the transaction would be on arm's length terms provided that the terms of the exchange proposed for the transaction are within the following ranges:

- Price of the PTO: between Ch\$ 570 and Ch\$ 595 per share.
- PTO Exchange ratio: between 7.0 and 7.5 Enel Chile shares per Enel Generación share.
- Merger Exchange ratio: between 14.5 and 17.2 Enel Chile shares per Enel Green Power share.

All reports referred to in this section and that have been taken into consideration to prepare this individual statement are available to shareholders and the general public.

### **5. THE CONTRIBUTION OF THE OPERATION TO THE BEST INTEREST OF ENEL CHILE**

In light of the aforementioned terms and conditions of the Reorganization, the content and conclusions presented in the reports issued by the Independent Evaluators, and Appraiser referred to above, in my opinion, the benefits to be expected from the Reorganization are the following:

**5.1 A highly competitive company.** Enel Chile would emerge as a very well structured company prepared to create value in the future. The Company would become a generation company with significant renewable energy assets. Its generation capacity would include a strong hydroelectric base, clean energy, and excellent back up for less continuous and controllable sources, as well as significant non-conventional renewable capacity that has reached very competitive costs so as to achieve an important share of the Chilean electricity market. Enel Chile could benefit from the proven ability of Enel Green Power to develop non-conventional renewable projects that are

competitive in the Chilean market and also take advantage of synergies within the framework of the wider Enel Group.

**5.2 A company with great potential to develop new businesses.** In addition to the renewable energy subject commented above, Enel Chile has an electricity distribution subsidiary that gives it a privileged position to participate in new businesses related to electricity supply, such as, producers- consumers, electro mobility, automation and intelligent metering, among others.

**5.3. Alignment of interests.** The fact that Enel Chile would own 100% of Enel Green Power and a large percent of Enel Generación and Enel Distribución, would better align the interests in these companies, even though, from a regulatory and technical perspective, it would be beneficial to manage them independently. This ownership structure allows managing different businesses in a healthy way and improves the fluidity and transparency of the decision making process.

**5.4 Holding discount reduction.** The fact that Enel Chile would be a holding company with a direct ownership share of nearly 100% of the three operating subsidiaries would allow it to be visibly involved in the operations of the three companies and also improve management's focus and transparency. Enel Chile would be an operating company organized through three specialized subsidiaries. This should take the holding discount, which has historically affected the price of its shares, to decline significantly or even disappear. This is a very important benefit for the shareholders of Enel Chile.

**5.5 A higher liquidity in Enel Chile's shares.** As the consequence of a greater market value of Enel Chile and a higher number of shareholders, as well as becoming an important operating vehicle for investing in the sector, is high probability that its liquidity will be increased, which would benefit shareholders

**5.6 Diversified generation matrix and results stabilization, with reduced operational risk.** By diluting the hydrology dependency with others technologies, the company will tend to a greater stability in its results and will diversify the risks.

**5.7 A greater sustainability.** The new Enel Chile will have a large component of clean energy and will be in line with the types of energy that will be supported in the long-term.

## **6. PRONOUNCEMENT ON THE PRICES AND EXCHANGE RATIOS PROPOSED BY THE BOARD OF DIRECTORS**

The Board of Directors has unanimously proposed to conduct the Reorganization under the following conditions:

- Price of the PTO: Ch\$ 590 per share.
- Merger Exchange ratio: 15.8 Enel Chile shares for each Enel Green Power share.
- Percentage of Enel Generación PTO price to subscribe Enel Chile shares: 40%
- Price of Enel Chile share for Enel Generación shareholders who accept PTO: Ch\$ 82 per share

Considerations:

1. The Ch\$590 PTO price per Enel Generación share represents a 15% premium above the price per share prior to the PTO announcement.
2. The exchange ratio of the Merger, given the value of Enel Chile, implies an Enel Green Power price of Ch\$ 1,295.6 per share which is 3% above the average range of overlapping series provided by the Independent Evaluators of Enel Chile and Enel Generación. In other words, 0.7% above the average of the Independent Evaluators' calculated average ranges.

3. The Ch\$82 price of Enel Chile share is the upper limit of the range in which the Independent Evaluators (who calculated the price in Chilean pesos of Enel Chile's share) coincide.

In my opinion, these values:

1. Are within the ranges determined by Independent Evaluators.
2. Altogether adequately protect the interests of Enel Chile's shareholders.
3. Offer a reasonable premium as incentive to Enel Generación shareholders to accept the PTO.
4. Adequately comply with Enel SpA's conditions to support the Merger proposed by Enel Chile.
5. Are proportionate and fair to the shareholders of each company involved.

## **7. CONCLUSIONS**

1. The Reorganization creates significant value to Enel Chile.
2. The Reorganization is an attractive opportunity for the shareholders of Enel Generación to sell their shares at an attractive price and become shareholders of Enel Chile, a company with positive value creation projections.

Considering the abovementioned, in my opinion, the Reorganization is in the best interest of Enel Chile and its shareholders.

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Juan Gerardo Jofré Miranda  
ID: 5,672,444-3  
Board Member  
Enel Chile S.A.