



**EXPLANATIONS OF THE MATTERS SUBMITTED FOR VOTE AT THE  
EXTRAORDINARY SHAREHOLDERS' MEETING OF ENEL CHILE S.A. TO BE HELD ON APRIL 27, 2022**

- 1) **To approve, in accordance with the terms of Title XVI of Law No. 18,046 on Corporations, the transaction with related parties consisting of the sale of 51% of the shares in the company in which the e-mobility services to be carved out will be located, in favor of Enel SpA, or a company related to the latter.**

It was agreed to propose to the Extraordinary Shareholders' Meeting of Enel Chile S.A., the approval, in accordance with the terms of Title XVI of Law No. 18,046 on Corporations, of the transaction with related parties consisting of the sale of 51% of the shares of the company, in which the *e-mobility* services to be carved out will be located, in favor of Enel SpA, or a company related to the latter, for a price of €12,750,000, (the "Sale and Purchase"). Enel SpA is the controlling company of Enel Chile.

According to the offer received from Enel SpA on March 25, the purchase price for 51% of the shares of the company that will be spun-off from Enel X Chile SpA and that will host the *e-mobility* services will be €12,750,000, calculated on a debt and cash free basis. The price that will be fully paid in cash to Enel Chile S.A., in accordance with the terms to be agreed by the parties in the purchase and sale agreement to be signed for this purpose, will be adjusted taking into consideration the value of the debt and cash of the spun-off company at the closing date of the transaction.

Further information on the valuation of the shares being sold, including the reports of the independent evaluation issued by EY Consulting SpA and Grant Thornton, as well as the individual opinions in relation to the aforementioned Sale and Purchase issued by the Chairman of the Board of Directors, Mr. Herman Chadwick Piñera and the Directors Mr. Fernán Gazmuri Plaza, Mr. Salvatore Bernabei, Mrs. Monica Girardi, Mrs. Isabella Alessio, Mr. Pablo Cabrera Gaete and Mr. Gonzalo Palacios Vásquez. Also available is the Collective Report issued by the Directors' Committee of Enel Chile on the Sale and Purchase, by means of which the members of said body unanimously pronounced that the terms and conditions of the referred transaction are in line with market prices and that it contributes to the corporate interest of Enel Chile and the Collective Pronouncement of the Board of Directors, referred to the Sale and Purchase, also approved by the unanimity of the present directors. All of the foregoing background information can be consulted at the following link: <https://www.enel.cl/en/investors/investor-enel-chile/projects/enel-x-way-chile-project.html> .



Finally, it will be proposed to authorize the Board of Directors of Enel Chile to proceed with the execution and completion of the Sale and Purchase, granting it the appropriate and necessary powers, which may be delegated to the Chief Executive Officer.

**2) Amendment of the bylaws of the Company.**

It was agreed to propose to the Extraordinary Shareholders' Meeting of Enel Chile S.A. to approve the amendment of the Company's bylaws, in the sense of:

- (i) amend Articles Twenty, Twenty-Second, Twenty-Fifth, Thirty-Sixth and Thirty-Seventh of the Company's bylaws in order to adapt them to current legislation and regulations, especially in relation to the appointment of an external auditing firm and to the formalities and deadlines for calling meetings;
- (ii) amend Article Forty-Fourth of the Company's bylaws to update the reference to Enel Américas S.A.;
- (iii) and replace the references to "Securities and Insurance Superintendence" or "Superintendence" with "Financial Market Commission" or "Commission" in Articles Twenty-Second, Twenty-Eighth and Thirty-Seventh, since the latter entity is the legal successor of the former;

**3) Restated text of the bylaws of the Company.**

It is proposed to submit for the approval of the shareholders to grant a restated text of the Company's bylaws incorporating the aforementioned amendments, as well as others that may be agreed at the Extraordinary Shareholders' Meeting.

The proposed restated text of the Company's bylaws, reflecting the proposed amendments, is attached.

**4) Additional agreements adopted to correctly implement the resolutions approved.**

It will be proposed to the Extraordinary Shareholders' Meeting to adopt the necessary resolutions to carry out the purchase and sale as a transaction between related parties, as well as the proposed amendment to the bylaws, under the terms and conditions that the Meeting will ultimately approve.

Also, it will be proposed that the Shareholders' Meeting duly authorizes Fabrizio Barderi, Giuseppe Turchiarelli and Domingo Valdés Prieto, to indistinctly formalize and legalize the agreements and resolutions adopted by the Shareholders' Meeting; to disclose the significant events related to the Shareholders' Meeting agreements, or those required by pertinent public authorities; and to grant explanatory or complementary public deeds that contain the agreements subscribed by the Shareholders' Meeting.