



**EXPLANATIONS OF THE MATTERS SUBMITTED FOR VOTE AT THE ORDINARY SHAREHOLDERS' MEETING
OF ENEL GENERACIÓN CHILE S.A. TO BE HELD ON APRIL 28, 2020**

▪ **Approval of the Annual Report, Balance Sheet, Financial Statements and External Auditors' and Account Inspectors' Reports for the year ended December 31, 2019**

The Board agreed to propose the Ordinary Shareholders' Meeting of Enel Generación Chile S.A. the approval of the Annual Report, Balance Sheet, Financial Statements and reports of external auditors and account inspectors for the year ended December 31, 2019. The documents are available on the Company's website www.enelgeneracion.cl.

▪ **Distribution of fiscal year 2019 net income and dividends**

According with Enel Generación Chile's current dividend policy, it corresponds to distribute a dividend equivalent to 60% of fiscal year 2019 net income equal to Ch\$ 14.3634994508699 per share, deducting the interim dividend paid in January 2020, equal to Ch\$ 2.3584352417 per share.

Thus, the effective amount that will be proposed to distribute to the shareholders at the next Ordinary Meeting will be of a total of Ch\$ 12.00506420917 per share to be paid on May 27, 2020 to all those shareholders registered in the Register of Shareholders with 5 business days in advance of said payment date.

Additionally, the distribution of an eventual dividend will be proposed to the shareholders at the Ordinary Meeting of Enel Generación Chile's, with a charge against the retained earnings of previous years of Ch\$ 120,393,379,756, equivalent to Ch\$ 14.6789785748503 per share, to be paid in May 27, 2020, together with the payment of the final dividend.

▪ **Establishing Board members' compensation**

To date, on this matter, no proposals have been received from shareholders to submit to the vote of the Board, nor has the Board of Directors made any proposals in this regard. Therefore, those proposals made by the Board will be submitted to shareholders' approval at the time this point is discussed at the Ordinary Meeting.

▪ **Report on Board of Directors' expenses and Annual Report on the Directors' Committee Management and Expenses**

This matter is only to inform Shareholders, and it is therefore not subject to vote by the Shareholders Meeting.



- **Appointing an External Audit Firm governed by Title XXVIII of Law 18,045**

In accordance with Article 50 bis of Law 18,046 and Executive Orders N° 718/2012 y N° 764/2012 of the Financial Market Commission regarding the proposal of external auditing firms, *“the Board of Directors must provide the shareholders with justification of all candidates who will be proposed at the shareholders’ meeting, in order to provide all necessary information to the Shareholders for the decision of which audit firm will examine the financial statements. Such justification should contain, in detail, the Board’s reasons for proposing each firm, taking into account aspects like the hours and resources they will devote to the review process, the experience of the audit firm, the knowledge and experience of the team that will be in charge of such review, taking into account the industry, sector, size and other characteristics of the company to be reviewed, and any other aspect considered relevant. The above should be accompanied by the corresponding order of preference of the candidates proposed.”*

Therefore, for Shareholder information, the audit firms under consideration to be proposed to the Ordinary Shareholders’ Meeting, and in the order which indicates the Board of Directors preference, are listed below. The Board requested proposals from firms PKF Chile Auditores Consultores Ltda., Mazars Auditores Consultores SpA, and ARTL Chile Auditores Ltda.

On March 30, 2020, and after analyzing the received proposals regarding their qualitative and quantitative features, the Board of Directors of Enel Generación Chile S.A. agreed to propose to the Ordinary Shareholders Meeting the following list of firms as the External Auditors for Enel Generación Chile S.A., in order of preference:

- 1° Mazars Auditores Consultores SpA
- 2° PKF Chile Auditores Consultores Ltda.
- 3° ARTL Chile Auditores Ltda.

The relevant justifications for presenting Mazars as the preferred candidate to be the External Audit Firm of Enel Generación Chile S.A. are the following: (i) Mazars submitted the most competitive proposal, in both technical and economic terms; (ii) it has high qualifications in terms of available resource quality as well as experience in the electricity sector and in SEC/PCAOB reports; an (iii) it is an important external auditing firms nationally and internationally.

- **Appointment of Private Risk Rating Agencies**

On February 24, 2020, the Board of Directors of Enel Generación Chile S.A. agreed to propose to the Ordinary Shareholders’ Meeting the designation of firms **Feller Rate Clasificadora de Riesgo** and **Fitch Chile Clasificadora de Riesgo** nationally, and **Fitch Ratings Service (USA)**, **Moody’s Investor Service (USA)** and **Standard & Poor’s**



International Ratings Services internationally, as the Private Risk Rating Agencies for Enel Generación Chile S.A. for 2020.

▪ **Dividend Policy 2020 and Information on Procedures to be followed for Dividend Distribution**

The Board of Directors agreed to propose to the Ordinary Shareholders' Meeting of Enel Generación Chile S.A. the following Dividend Policy for 2020. The Board of Directors intends to distribute an interim dividend, deducted from the net income of fiscal year 2020, of up to 15% of net income as of September 30, 2020, as shown on the consolidated financial statements of Enel Generación Chile S.A. as of that date, to be paid in January 2021.

The Board of Directors also intends to propose to the Ordinary Shareholders' Meeting, to be held during the first four months of 2021, the distribution of a definitive dividend equal to 60% of net income for the fiscal year 2020. The definitive dividend will correspond to the one determined by the Ordinary Shareholders' Meeting to be held during the first four months of 2021.

Compliance with the aforementioned dividend program will be conditioned to the actual net income the company obtains, as well as to the results of projections the company regularly performs, or to the nonexistence of certain conditions, supervening during the corresponding year that could alter the projections indicated above, as appropriate.

Dividend Payment Procedure for Enel Generación Chile S.A.

For the payment of dividends, whether interim or definitive, and aiming to avoid undue collection, Enel Generación Chile S.A. considers the following alternatives:

1. Deposit in a checking account, whose holder is the shareholder;
2. Deposit in a savings account, whose holder is the Shareholder;
3. Forwarding a check or bank note through certified mail services to the residence of the shareholder, as listed in the Enel Generación Chile S.A. Shareholder Registry; and
4. Check or bank note available for pick up at the offices of *DCV Registros S.A.* as the administrator of the Shareholder Registry of Enel Generación Chile S.A., or in the bank or branch offices that are determined for such purpose, and that will be disclosed in the notice to be published regarding dividend payments.

To these effects, checking and savings accounts may be from any bank in the country.



It is important to emphasize that the preferred method of payment by each shareholder will be used by *DCV Registros S.A.* for all dividend payments, as long as the shareholder does not express in writing his or her intention to modify the payment method and requests another alternative.

The shareholders that have not registered a method of payment will be paid by method N° 4, described above.

If checks or bank notes are returned by mail to *DCV Registros S.A.*, they shall remain in its custody until requested or picked up by the shareholders.

When checking account deposit is chosen, Enel Generación Chile S.A. could request the bank to verify the account for security reasons. Should the account indicated by the shareholder be objected, either due to a verification process or any other reason, the dividend will be paid by method N° 4, described above.

The Company has adopted and will continue to adopt in the future all necessary security measures required by the dividend payment process to protect the interests of shareholders and of Enel Generación Chile S.A.

- **Board of Directors' Agreements regarding acts or contracts governed by Title XVI of Law N° 18,046.**

This matter is only to inform Shareholders, and it is therefore not subject to vote by the Shareholders Meeting.

- **Information regarding costs of processing, printing, and delivery of the information required by Executive Order N° 1,816 of the Financial Market Commission.**

This matter is only to inform Shareholders, and it is therefore not subject to vote by the Shareholders Meeting.

- **Other matters within interest and competence of the Ordinary Shareholders' Meeting.**

Regarding any remaining matters to be voted by the Ordinary Shareholders' Meeting, to this date, no proposals have been received from shareholders or the Board of Directors.

- **Additional agreements adopted to correctly implement the resolutions approved.**

The Board will propose to the Ordinary Shareholders' Meeting to duly authorize Michele Siciliano, Raúl Arteaga Errázuriz and Ignacio Quiñones Sotomayor, 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.