



**HECHO ESENCIAL**  
**Enel Américas S.A.**  
**Inscripción Registro de Valores N°175**

Santiago, 27 de noviembre de 2019  
**Ger. Gen. N°71/2019**

Señor  
Joaquín Cortez Huerta  
Presidente  
Comisión para el Mercado Financiero  
Avenida Libertador Bernardo O'Higgins N°1449  
Presente

**Ref. COMUNICA HECHO ESENCIAL.**

De mi consideración:

De conformidad con lo dispuesto en los artículos 9° y 10°, inciso segundo, de la Ley 18.045, sobre Mercado de Valores y lo previsto en la Norma de Carácter General N°30 de esa Comisión, y en uso de las facultades que se me han conferido, informo, en carácter de Hecho Esencial, que en el marco de la oferta pública de adquisición de acciones presentada por nuestra filial, Enel Brasil S.A., sobre acciones de la filial Eletropaulo Metropolitana Eletricidade de São Paulo S.A. ("Eletropaulo"), con fecha 21 de noviembre se efectuó el remate de las acciones. En dicho remate Enel Brasil adquirió 2.959.302 acciones, que corresponden al 1,48% del total acciones de la empresa, con lo que Enel Brasil pasó a ser propietario de 192.282.847 acciones (equivalentes al 95,9% del total de acciones de Eletropaulo). La liquidación de esta transacción se verificó en el 25 de noviembre, a un valor de 49,39 reales por acción. El monto total de la transacción fue de R\$ 146,2 millones.

Con fecha de hoy Eletropaulo aprobó en Asamblea General de Accionistas y de conformidad con las normas societarias de la República de Brasil, el rescate de todas las acciones emitidas y en circulación de dicha compañía, de conformidad con los siguientes términos y condiciones:

- (a) Rescate de Acciones: la totalidad de las 5,174,050 acciones en circulación de la compañía, que representan el 2.58% de su capital accionario;
- (b) Precio de Rescate: el precio a ser pagado por acción rescatada será de R\$ 49.46, monto que equivale al precio por acción pagado en la Oferta Pública de Adquisición de Acciones actualizado por la tasa SELIC publicada por el Banco Central de Brasil desde la fecha del remate hasta la fecha de pago efectivo del precio del rescate.
- (c) Fecha de Pago: 5 de diciembre de 2019.

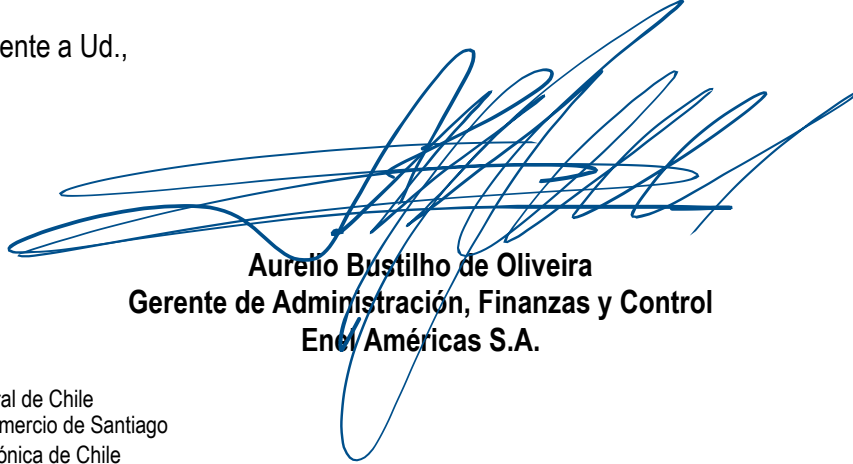
La ejecución de las mencionadas operaciones permitirá que Eletropaulo permanezca registrada ante la Comissão de Valores Mobiliários ("CVM") exclusivamente en la Categoría B (prevista para emisiones de deuda) y se cancele su registro en la categoría A (para acciones y deudas).

Enel Brasil ha financiado las operaciones antes descritas con cargo a la caja disponible en dicha Compañía.

Mayores detalles de la operación descrita se encuentran en el *Fato Relevante* emitido por Eletropaulo con fecha de ayer, el cual se adjunta.

Los efectos financieros de dicha operación no son cuantificables a esta fecha.

Saluda atentamente a Ud.,



**Aurelio Bustilho de Oliveira**  
**Gerente de Administración, Finanzas y Control**  
**Enel Américas S.A.**

c.c.: Banco Central de Chile  
Bolsa de Comercio de Santiago  
Bolsa Electrónica de Chile  
Banco Santander-Chile – Representante de los Tenedores de Bonos  
Depósito Central de Valores  
Comisión Clasificadora de Riesgos



**ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.**

Publicly-held Company  
CNPJ/ME No. 61.695.227/0001-93  
NIRE 35300050274

**MATERIAL FACT**

**Eletropaulo Metropolitana Eletricidade de São Paulo S.A.** ("Eletropaulo" or "Company") (B3: ELPL3), pursuant to the Securities and Exchange Commission of Brazil ("CVM") Normative Instruction No. 358, issued on January 3, 2002, as amended, the CVM Normative Instruction No. 361, of March 5, 2002, as amended ("CVM Instruction No. 361/02"), and in accordance with Law No. 6,404 of December 15, 1976, as amended ("Brazilian Corporations Act"), hereby informs its shareholders and the market in general of the approval, at the Company's General Shareholders Meeting held on the date hereof ("GSM"), of the redemption of all shares issued by the Company which are in free float, pursuant to the provisions of Article 4, fifth paragraph, of the Brazilian Corporations Act ("Redemption"), to be carried out according to the following terms and conditions:

- (a) Redeemed Shares: all of the 5,174,050 free-float Company common shares, representing 2.58% of its share capital will be redeemed ("Redeemed Shares");
- (b) Redemption Price: the price per Redeemed Share to be paid to its respective shareholder as a result of the Redemption will be R\$ 49.46, pursuant to Article 25-A of CVM Instruction No. 361/02, amount equal to the price per share paid in the public tender offer for the acquisition of shares issued by Eletropaulo, whose auction was held at B3 S.A. - Brasil, Bolsa, Balcão ("B3") on November 21, 2019 ("Auction"), that is, R\$ 49.39, updated by the variation of the Special System of Settlement and Custody Rate published by the Central Bank of Brazil (SELIC Rate) since the Auction settlement date (i.e., November 25, 2019) until the date of the effective payment of the Redemption price ("Redemption Price");
- (c) Payment Date: the payment of the Redemption Price will occur on December 5, 2019, in compliance with Article 20, item III, of CVM Instruction No. 361/02 ("Payment Date"); and
- (d) Payment Method: the Redemption Price will be paid in national currency, on the Payment Date, and the payment will be made (i) through the respective custodian agents of the holders of Redeemed Shares, for shareholders holding shares deposited in the fungible custody environment of B3; and (ii) through their registered accounts before the Company's registrar, Itaú Corretora de Valores S.A. ("Registrar"), for shareholders holding shares in the registry environment of Registrar (i.e., outside of B3) – provided that the Redemption Price owed to shareholders whose registration information is not duly updated will be deposited and remain available at the Registrar, and such shareholders shall go to any of



Registrar's branches with the documents indicated below, without limitation to other documents that Registrar may request:

- **Natural Person:** **(1)** a certified copy of *Cadastro de Pessoas Físicas* registration ("CPF", i.e. Brazilian Taxpayers Registry for Natural Persons), **(2)** a certified copy of identification card, and **(3)** a certified copy of proof of residency. Representatives of minors, legally-incapacitated persons and shareholders represented by an attorney-in-fact must present documentation granting powers of representation and certified copies of the CPF and identification card of such representatives. The representatives of minors and legally-incapacitated persons must also present the respective judicial authorization and a copy of the relevant bank account information;
- **Legal Entity, investment funds and other unincorporated organizations:** **(1)** a certified copy of the latest restated bylaws or articles of association, investment fund rules, or equivalent document, **(2)** a certified copy of the *Cadastro Nacional das Pessoas Jurídicas* registration card ("CNPJ", i.e. Brazilian Taxpayers Registry for Legal Entities), **(3)** certified copies of the corporate documentation granting powers of representation, if the last version of the restated bylaws or articles of association, investment fund rules or equivalent document is not sufficient for that purpose, and **(4)** certified copies of the CPF, identification card and proof of residency of its representatives. Investors resident outside Brazil may be obligated to present other documents of representation; and
- **CMN Resolution No. 4.373 Investor or Law No. 4,131 Investor:** a shareholder that has invested in the shares object of the Offer through the mechanisms established by Resolution CMN No. 4,373, of September 29, 2014, as amended ("CMN Resolution No. 4,373 Investor") or by Law No. 4,131, dated September 3, 1962 ("Law No. 4,131 Investor"), must provide beyond the documents described in items above, as applicable, document attesting its registration number before the CVM and before the Central Bank of Brazil (in this last case, the number of the RDE-Portfolio and the RDE-IED). In case the shareholder is a foreign natural person, the CMN Resolution No. 4,373 Investor must present, in addition to the documents indicated herein, a certified copy of their CPF registration.

After the submission of the documents requested above and its verification and validation by the Registrar, the payment of the Redemption Price shall be duly processed in an account indicated by the relevant shareholder, in accordance with the Payment Date described above.



The Redemption Price will be paid to the Company's shareholders based on their respective shareholding position registered on this date (*i.e.*, November 26, 2019), and the shares issued by Eletropaulo will be blocked for trading from November 27, 2019.

Additionally, the Company informs that, specifically for non-resident shareholders, pursuant to the applicable legislation, Income Tax will be automatically retained upon payment, over the positive balance, if any, between the amount received as a result of the Redemption and the corresponding cost of acquisition of the shares held by such shareholders not resident in Brazil, at progressive rates from 15% to 22.5% depending on the recognized gains (or 25% for such shareholders located in low- or zero-taxation jurisdictions, as defined by the tax authorities).

As a result, non-resident shareholders shall inform directly to the Company their respective average cost of acquisition of shares issued by the Company held by them. Such information must be sent **(i)** to Eletropaulo's Investor Relations Department at the e-mail [ri.eletropaulo@enel.com](mailto:ri.eletropaulo@enel.com) or to the Company headquarters address, and **(ii)** to the non-resident shareholders' custodian agents, provided that:

- non-resident shareholders must send, in each case, trustworthy documentation demonstrating the average cost informed; and
- the information and documents mentioned above must be received by Company **until November 29, 2019** (including this date).

If the information and documents mentioned above are not received by Eletropaulo until November 29, 2019 (including such date), or if the documentation sent is insufficient, on the Company's sole criteria to support the informed average cost, **Eletropaulo will consider that the cost of acquisition for such non-resident shareholder is equivalent to zero**, so that the amount received as a result of the Redemption will be entirely considered as capital gains, as authorized by the applicable legislation. In any case, the responsibility of the content of the information sent is exclusive to the non-resident shareholder and their respective legal representative in Brazil.

In case of any doubts and/or need for additional clarification, shareholders should contact the Registrar, during the business hours (from 9 a.m. to 6 p.m. on business days), through their service channel by telephone at 3003-9285 (capitals and metropolitan regions) or 0800-720-9285 (other areas) or in any of the following specialized branches, during banking opening hours:

- **São Paulo:** R. Boa Vista, nº 176, 1º subsolo, Centro, São Paulo / SP
- **Rio de Janeiro:** Av. Almirante Barroso, nº 52, 2º andar, Centro, Rio de Janeiro / RJ



The Company's Investor Relations department is also available for clarification through the telephone +55 (11) 2195-7048 or by e-mail at [ri.eletropaulo@enel.com](mailto:ri.eletropaulo@enel.com).

Eletropaulo will maintain its shareholders and the market informed regarding the development of the Redemption, according to the applicable regulations.

Barueri, November 26, 2019.

**ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.**

**Monica Hodor**

Executive Vice President and Investor Relations Officer