



HECHO ESENCIAL

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

Santiago, 26 de junio de 2019
Ger. Gen. N°60/2019

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 día de hoy nuestra filial, Enel Brasil S.A., presentó ante la *Comissão de Valores Mobiliários* ("CVM") de Brasil una solicitud de registro de oferta pública de adquisición de acciones de la filial Eletropaulo Metropolitana Eletricidade de São Paulo S.A. ("Eletropaulo"), con el objeto de proceder a la cancelación del registro de dicha compañía en su calidad de sociedad anónima abierta en la categoría A (para acciones y obligaciones), pasando a quedar registrada en la categoría B (sólo para obligaciones) ante la CVM. La oferta se destinará a las acciones ordinarias emitidas por Eletropaulo en circulación, correspondientes al 4,056% del capital social total de dicha Compañía, es decir, por la totalidad de las acciones ordinarias de emisión Eletropaulo, que no sean de propiedad directa o indirecta de Enel Brasil, o sus personas relacionadas, y distintas de las acciones propias en tesorería.

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

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

Saluda atentamente a Ud.,



Domingo Valdés Prieto
Fiscal
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 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 ("**CVM Instruction 361**") , the CVM Normative Instruction No. 358, of January 3rd, 2002, as amended ("**CVM Instruction 358**") and pursuant to Article 157, Paragraph 4, of Law 6,404, issued on December 15th, 1976, as amended ("**Brazilian Corporations Law**"), hereby informs that its indirect controlling shareholder **Enel Brasil S.A.**, privately-held Company, with headquarters at Praça Leoni Ramos, No. 1, Bloco 2, 7th floor, São Domingos, City of Niterói, State of Rio de Janeiro, Zip Code 24210-205, enrolled with the Brazilian Taxpayers Registry (CNPJ) No. 07.523.555/0001-67 ("**Enel Brasil**"), informed the Company's management that it has filed with CVM, on the date hereof, a request for registration of a tender offer for the acquisition of common shares issued by the Company, in order to cancel the registration as a publicly-held company of Eletropaulo with CVM under category "A" and convert into category "B" ("**Conversion of the Registration**"), pursuant to Article 4, Paragraph 4, of the Brazilian Corporations Law, Article 10 of Normative Instruction No. 480, of December 7th, 2009, as amended, and CVM Instruction 361 ("**Offer**").

Enel Brasil informed that it has engaged: (i) **Banco BTG Pactual S.A.**, to act as intermediary institution of the Offer; and (ii) **PricewaterhouseCoopers Serviços Profissionais Ltda.** ("**Appraiser**"), to prepare an appraisal report of the shares issued by the Company in accordance with CVM Instruction 361 ("**Appraisal Report**").

The Offer will be allocated to the 8,133,352 free float common shares issued by Eletropaulo corresponding to 4.056% of the Company's total share capital ("**Target Shares**"), that is, up to the totality of the common shares issued by Eletropaulo, except for those held directly or indirectly by Enel Brasil, by its related persons or by the Company's management, and treasury shares.

The price to be offered will be R\$ 48,28 (forty eight *reais* and twenty eight cents) per Target Share, value corresponding to the price of R\$ 45.22 offered in the voluntary competing tender offer for acquisition of control of Eletropaulo, launched on April 17th, 2018, by Enel Brasil Investimentos Sudeste S.A., a wholly-owned subsidiary of Enel Brasil ("**EBIS**" and "**Competing Tender Offer**", respectively), adjusted by the variation of the Special System of Settlement and Liquidation Rate published by the Central Bank of Brazil (SELIC Rate), from June 4, 2018, the date of the auction of the Competing Tender Offer, to the date hereof ("**Price per Share**"). The Price per Share will be paid in national currency on the date of the financial settlement of the Offer



Enel Brasil also informed that the Appraiser has determined the economic value of the Company's common shares in the range of R\$ 40.11 (forty *reais* and eleven cents) and R\$ 43.74 (forty-three *reais* and seventy four cents). Thus, since the Price per Share is higher than the maximum value indicated in the Appraisal Report, Enel Brasil understands that the Price per Share is fair and that it was widely accepted by the market in the Competing Tender Offer.

The Appraisal Report will be made available simultaneously to the disclosure of this Material Fact on the websites of CVM, B3 S.A. - Brasil, Bolsa, Balcão ("B3") and the Company, including for the purposes of Article 4-A, Paragraph 1 of the Brazilian Corporations Law and Articles 8, 5 and Article 24, item I, of CVM Instruction 361, with the term described therein counting from the date hereof.

Regarding the conditions for the Conversion of the Registration, Enel Brasil informed that Enel Brasil and EBIS filed with CVM, on August 13, 2018, a request for authorization to: (i) compute the adhesions to the Competing Tender Offer for the purpose of calculating the quorum of success of this Offer, as provided for in Article 16, item II, of CVM Instruction 361; and (ii) carry out the redemption of outstanding shares of the Company, as provided for in Article 4, Paragraph 5, of the Brazilian Corporations Law, subject to the launch of the Offer for the same price offered under the Competing Tender Offer ("Consultation").

The CVM Board of Commissioners unanimously approved the adoption of the of proposed alternative proceeding, pursuant to Article 34 of CVM Instruction 361, in accordance to the decision rendered in the scope of CVM Proceeding No. 19957.07811/2018-06, on April 18, 2019 ("CVM Decision").

Thus, the quorum for success of the Offer shall be considered as already achieved, with the condition for the Conversion of the Registration provided for in article 16, item II, of CVM Instruction 361 (i.e., acceptance of the Offer or express agreement with the Conversion of the Registration by shareholders holding more than 2/3 of the free float shares) having already been fulfilled.

Notwithstanding, the implementation, conclusion and settlement of the Offer are subject to: (i) the approval of the request for registration of the Offer by the CVM; and (ii) the other conditions set forth in the Offer notice, to be timely published.

Finally, Enel Brasil informed that it intends to cause the Company, after settlement of the Offer, to redeem the remaining shares that may not be acquired under the Offer, pursuant to Article 4, Paragraph 5, of the Brazilian Corporations Law, considering that: (i) the condition for the Conversion of the Registration provided for in Article 16, item II, of CVM Instruction 361 has already been complied with, as a result of the Competing Tender Offer; and (ii) the number of free float shares issued by Eletropaulo is already less than 5% of the total share capital of the Company.



Since the condition for Conversion of the Registration has already been complied with, according to the level of adhesion of the shareholders and the CVM Decision, after completion of the Offer, the Company will exit the special listing segment of B3 denominated *Novo Mercado*, as a result of the Conversion of the Registration.

The Company's management will maintain its shareholders and the market in general informed of any information regarding the Offer, in accordance with the applicable law and regulations.

This material fact is for informational purposes only and does not constitute an offer to acquire securities.

Barueri, June 26, 2019.

ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.
Monica Hodor

Executive Vice President and Investor Relations Officer