



EMGESA S.A. E.S.P
ASSEMBLY DECISIONS
JULY 27, 2021

Emgesa S.A. ESP (the "Company") informs that on July 27, 2021, the General Shareholders' Meeting of the Company S.A. ESP, in its extraordinary session, approved the merger commitment between the companies Emgesa S.A. ESP (Absorbing Company), Codensa S.A. ESP, Enel Green Power Colombia S.A.S. ESP and ESSA2 SpA (Absorbed Companies).

The merger transaction (the "Transaction") will bring about, among other things, the following benefits:

- i. The integration into a single company may generate certain synergies, since the participating companies operate substantially in the same sector.
- ii. The Transaction is intended to increase the profit of the participating companies by combining the assets of each of them.
- iii. The Transaction will allow the convergence to a single business model that makes it possible to distribute in a coordinated manner the products and services of the participating companies, offering a unified value proposition to the Colombian consumer.
- iv. The Transaction is shown as an ideal option to unify the operations of the Companies in a single corporate vehicle, thus seeking to reduce the impact of fixed costs by eliminating duplicated functions; achieve the strengthening of assets and optimize the administrative management of the Absorbing Company's businesses, by eliminating formalities, simplifying compliance with tax and accounting obligations and routine reports to the different authorities and, in general, simplifying procedures, harmonizing policies and maximizing controls. In addition, it would also achieve a better and more efficient execution of the commercial and social activities of the Companies, without infringing on the rights of third parties.

The purpose of this merger operation is to create a more robust company, which will allow us to face competition in the energy and non-conventional renewable energy sectors with greater efficiency and strength.

According to the special purpose financial statements as of April 30, 2021, duly certified and audited, the subscribed and paid-in capital and the assets and liabilities of each of the companies involved in the merger process are as follows (in thousands of Colombian pesos):

Company	Total Assets	Total Liabilities	Subscribed and paid-in capital
Emgesa S.A. ESP	\$ 9.125.369.773	\$ 4.593.750.668	\$ 655.222.313
Codensa S.A. ESP	\$ 8.728.407.847	\$ 5.750.232.507	\$ 13.487.545
Enel Green Power Colombia S.A.S. ESP	\$ 653.624.720	\$ 99.376.618	\$ 6.263.213
ESSA 2 S.p.A	\$ 2.477.423.385	\$ 0	\$ 2.473.245.049

Regarding the valuation method, it should be noted that the discounted cash flows as of December 31, 2020 were used (according to the "Locked-Box" valuation methodology¹ and adjusted by the net financial debt of the Companies as of December 2020, the following additional adjustments are made: (i) the present value of the dividends to be declared by Emgesa and Codensa prior to the Transaction for a total amount of COP \$2.958 billion is subtracted from the equity value of Emgesa and Codensa respectively (which include 50% of the extraordinary dividends from the retained earnings from 2016 to 2020 and the ordinary dividends declared in 2020); (ii) the present value of the capitalization of EGP Colombia for COP 2.175 billion to be made by Enel Américas S. A.; and (iii) the shares with preferential rights for GEB are valued by discounting the dividends associated with this class of shares.

As a result of the application described above, the following assessments were obtained:

Compañía	Equity Value		Enel COP MM	GEB COP MM	Minoritarios COP MM	
	COP MM	%				
Emgesa	13.889.393	45.3%	6.733.803	7.154.908	682	
Codensa	11.263.343	36.7%	5.440.489	5.780.519	42.336	
Colombia EGP	2.559.818	8.3%	2.559.818			
ESSA 2	2.960.201	9.7%	2.960.201			
Total Valor Patrimonial	30.672.756	100.0%	17.694.311	12.935.427	43.018	
Div Preferencial				174.600		Total
Total Valor Patrimonial + Div. Pref			17.694.311	13.110.027	43.018	30.847.356

Based on these valuations, the following exchange ratios were calculated:

- i. The value of Emgesa's common shares is COP\$ 11,935.12019 billion, so the value per Emgesa common share is COP\$ 93,271.14 per share.
- ii. The value of Emgesa's preferred shares is COP\$ 2,045.1729 billion, so the value per Emgesa preferred share is COP\$ 97,609.50 per share.

¹ The Locked Box methodology provides that the companies are valued as of a date in the past and, in order not to alter the valuation of the companies between that date and the effective date of the merger, the following principles are established for that period:

- Nothing material has happened from the date of the Locked Box (past) to the time of the agreement on valuations and on the exchange.
- The companies may not be decapitalized, nor may dividends be distributed (not foreseen in the valuation), nor may capital be increased/reduced (not foreseen), among others.
- No management decisions outside the ordinary course of business may be taken and, if necessary, would require the approval of the counterparty.
- No liquidation, merger, spin-off, or other reorganization of the companies may take place. For purposes of this merger commitment, the Locked Box methodology as of 12/31/2020 used establishes that for financial, valuation, exchange ratio and share exchange purposes, the merger between the four companies occurred on 12/31/2020.

- iii. The value of Codensa's common shares is COP\$ 9,592.2570 billion, so the value per Codensa common share is COP\$ 83,509.22 per share.
- iv. The value of the preferred shares of Codensa is COP\$ 1,754.7861 billion, therefore the value per preferred share of Codensa is COP\$ 87,691.96 per share.
- v. The value of the common shares of EGP Colombia is COP\$ 2,559.8184 billion, therefore the value per common share of EGP Colombia is COP\$ 408,706.91 per share.
- vi. The value of ESSA's common shares is COP\$ 2,960.201492 billion, so the value per ESSA common share is COP\$ 6,924.46 per share.

It should be noted that the company resulting from the merger will maintain the capital that Emgesa has, prior to the Transaction, as it is considered to be sufficiently robust, clarifying that it will consist exclusively of common shares and redistributing it among the Shareholders of the participating companies, assigning the percentage of participation in accordance with the exchange ratio indicated above. Thus, once the merger is completed, the Absorbing Company will have a subscribed and paid-in capital of one hundred and forty-eight million nine hundred and fourteen thousand one hundred and sixty-two ordinary shares (148,914,162) with a par value of four thousand four hundred pesos (COP\$4,400) each.

As a result of the exchange ratio, the resulting shareholder composition of the Absorbing Company will be as follows:

Shareholder	No. of Shares	Percentage
Enel Américas S.A.	85.418.331	57,361%
Grupo Energía Bogotá S.A. E.S.P.	63.288.040	42,500%
Otros accionistas minoritarios	207.791	0,139%
TOTAL	148.914.162	100,00%

In the session it was also explained that as a result of the agreements between Enel Américas S.A. and Grupo Energía Bogotá S.A. ESP (GEB), a compensation in shares will be made in favor of GEB and some other minority shareholders, which will proportionally reduce the shareholding of Enel Américas. Thus, the shareholding composition of the Absorbing Company once this compensation is completed will be as follows:

Shareholder	No. of Shares	Percentage
Enel Américas S.A.	85.394.808	57,345%
Grupo Energía Bogotá S.A. E.S.P.	63.311.437	42,515%
Otros accionistas minoritarios	207.917	0,140%
TOTAL	148.914.162	100,00%



The Transaction must be subsequently approved by the Bondholders' Meetings of Emgesa S.A. ESP and the Company, and then be subject to a prior authorization process by the Superintendence of Corporations for its subsequent execution.