11 December 2012

Enersis capital increase

Endesa Proposed terms

Important Legal Information

This presentation does not constitute an offer to sell any securities and is not soliciting an offer to buy any securities in any jurisdiction.

This presentation contains certain “forward-looking statements” regarding anticipated financial and operating results and statistics and other future events. These statements are not guarantees of future performance and are subject to material risks, uncertainties, changes and other factors which may be beyond Endesa’s control or may be difficult to predict. These statements may constitute forward-looking statements within the meaning of the US Private Securities Litigation Reform Act of 1995. The inclusion of these forward-looking statements should not be regarded as an indication that Endesa or any other person considers such projections to be material or to be a reliable prediction of actual future results. These forward-looking statements are subjective in many respects and there can be no assurance that they will be realized or that actual results will not be significantly higher or lower than described. As a result, the inclusion of any forward-looking statements in this presentation should not be relied on as necessarily predictive of actual future events. The projections and other forward-looking statements were based on numerous variables and assumptions that are inherently uncertain. Actual results may differ materially from those projected as a result of such risks and uncertainties. In addition, the financial projections do not necessarily reflect revised prospects, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the projections were prepared.

Forward looking statements include, but are not limited to, information regarding: estimated future earnings; estimated increases in enterprise value, anticipated increases in wind and CCGTs generation and market share; estimated green field project funding; expected increases in demand for gas and gas sourcing; management strategy and goals; estimated cost reductions; tariffs and pricing structure; estimated capital expenditures and other investments; expected assets and minority acquisitions; expected asset disposals; estimated increases in capacity and output and changes in capacity mix; repowering of capacity and macroeconomic conditions. The principal assumptions underlying these forecasts and targets relate to regulatory environment, exchange rates, divestments, increases in production and installed capacity in the various markets where Endesa operates, increases in demand in these markets, allocation of production among different technologies increased costs associated with higher activity levels not exceeding certain levels, the market price of electricity not falling below certain levels, the cost of CCGT and the availability and cost of gas, fuel, coal and emission rights necessary to operate our business at desired levels.

The following important factors, in addition to those discussed elsewhere in this presentation, could cause actual financial and operating results and statistics to differ materially from those expressed in our forward-looking statements:

Economic and Industry Conditions: materially adverse changes in economic or industry conditions generally or in our markets; the effect of existing regulations and regulatory changes; tariff reductions; the impact of any fluctuations in interest rates; the impact of fluctuations in exchange rates; unavailability of financial resources or increased costs for funding; markets disruptions; natural disasters; the impact of more stringent environmental regulations and the inherent environmental risks relating to our business operations; the potential liabilities relating to our nuclear facilities.

Transaction or Commercial Factors: any delays in or failure to obtain necessary regulatory, antitrust and other approvals as well as other third parties’ consents for our proposed acquisitions or asset disposals, or any conditions imposed in connection with such approvals; our ability to integrate acquired businesses successfully; the challenges inherent in diverting management's focus and resources from other strategic opportunities and from operational matters during the process of integrating acquired businesses; the outcome of any negotiations with partners and governments. Any delays in or failure to obtain necessary regulatory approvals, including environmental to construct new facilities, repowering or enhancement of existing facilities; shortages or changes in the price of equipment, materials or labor; opposition of political and ethnic groups; adverse changes in the political and regulatory environment in the countries where we and our related companies operate; adverse weather conditions, which may delay the completion of power plants or substations, or natural disasters, accidents or other unforeseen events; and the inability to obtain financing at rates that are satisfactory to us.

Political/Governmental Factors: political conditions in Latin America; changes in Spanish, European and foreign laws, regulations and taxes.

Operating Factors: technical difficulties; changes in operating conditions and costs; the ability to implement cost reduction plans; the ability to maintain a stable supply of coal, fuel and gas and the impact of fluctuations on fuel and gas prices; acquisitions or restructurings; the ability to implement an international and diversification strategy successfully.

Competitive Factors: the actions of competitors; changes in competition and pricing environments; the entry of new competitors in our markets.

No assurance can be given that the forward-looking statements in this document will be realized. Readers are cautioned not to place undue reliance on those forward-looking statements, which speak only as of the date of this presentation. Neither Endesa nor any of its affiliates intends, nor undertakes any obligation, to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

In no way can this presentation be deemed to be an offer or an invitation to participate in the capital increase to which it refers. Such capital increase is subject to certain corporate and regulatory approvals and to corporate and securities laws and other regulations applicable in Chile, United States of America, European Union and other relevant jurisdictions.

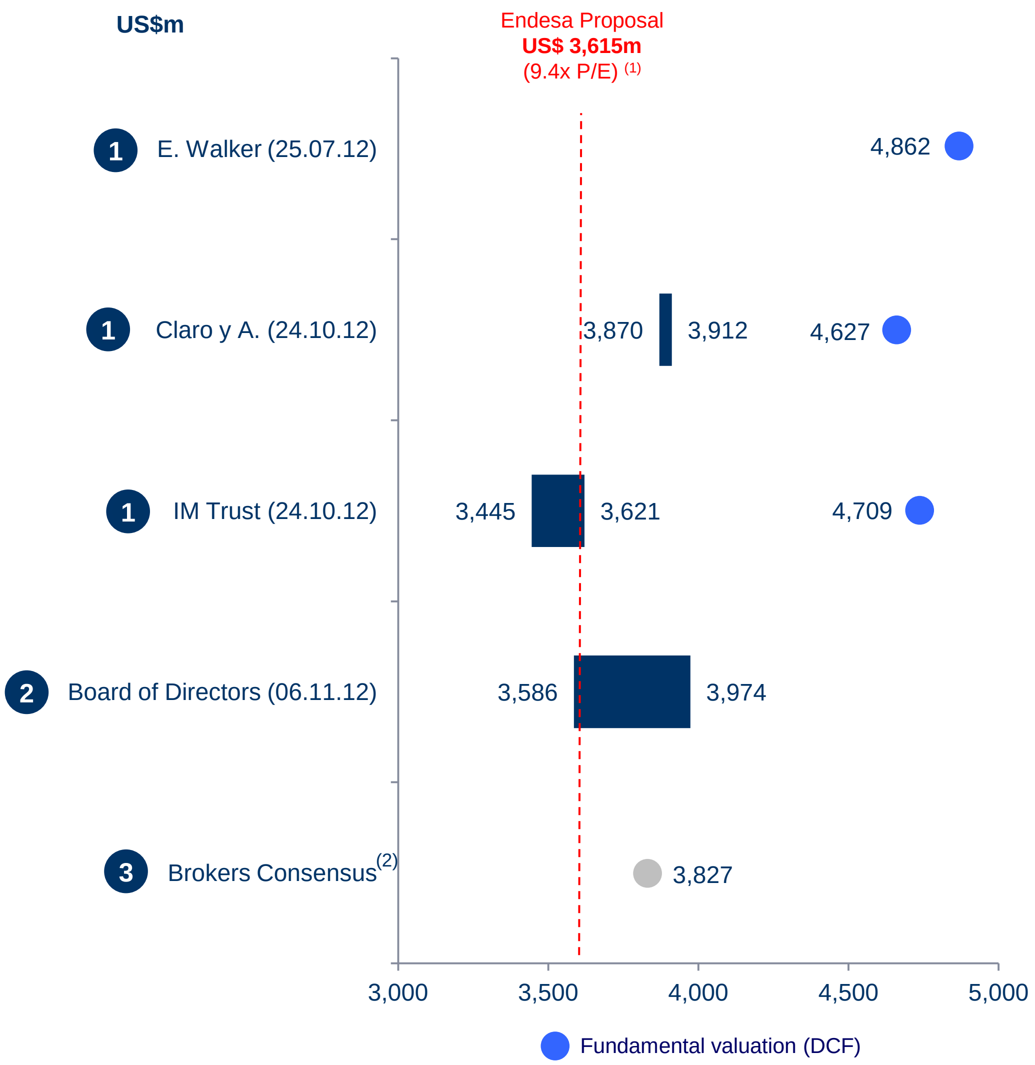
Endesa Proposal

The past 7th December, Endesa submitted a proposal to the Chilean Pension Funds (AFPs) on the terms and conditions of the capital increase of Enersis (the "Proposal") to be presented to the Enersis EGM scheduled as of 20th December. This Proposal has been considered, by the large majority of the AFPs, beneficial for all Enersis shareholders. The key terms of this Proposal are detailed below:

1 **Endesa Value Proposal**	Endesa would contribute 100% of its assets (Conosur) in exchange for **9,967.6 millions** of Enersis shares at an **issue price of 173 CLP** per share • Endesa Proposal values Conosur at **US$ 3,615 millions** taking into account current exchange rate (CLP/US$ 477)**.** This stands in the lower part both of the range of the Board of Directors and the absolute values published by the Independent Appraisers on 24th October • The proposed issue price represents a 7.5% discount vs. undisturbed price before Transaction announcement (187 CLP)
2 **Implied capital increase figures**	Endesa Proposal implies that, at current exchange rate (CLP/US$ 477): • the total number of shares to be issued would be **16,441.6 millions** • the total amount of the capital increase would be of up to **US$ 5,963 millions** • the total cash to be subscribed by other shareholders would be of up to **US$ 2,348 millions** • the amount of cash required to meet Condition of Success would be of **US$ 1,149 millions**

Value of assets to be contributed

Endesa Proposal vs. official references



The Endesa Proposal represents a unique opportunity for Enersis to acquire a set of valuable assets at a very attractive valuation:

1. Compared with the fundamental value determined by Mr E. Walker and Independent Appraisers it implies a discount of more than 20% both in terms of value (c. US$ 1bn) and implied P/E multiple (9.4x vs. an average of 12.3x)

US$m	**Walker**	**Claro**	**IM Trust**
Fundamental Value	**4,862**	**4,627**	**4,709**
Endesa Proposal vs DCF	*-25.6%*	*-21.9%*	*-23.2%*
P/E	*12.7x*	*12.0x*	*12.3x*

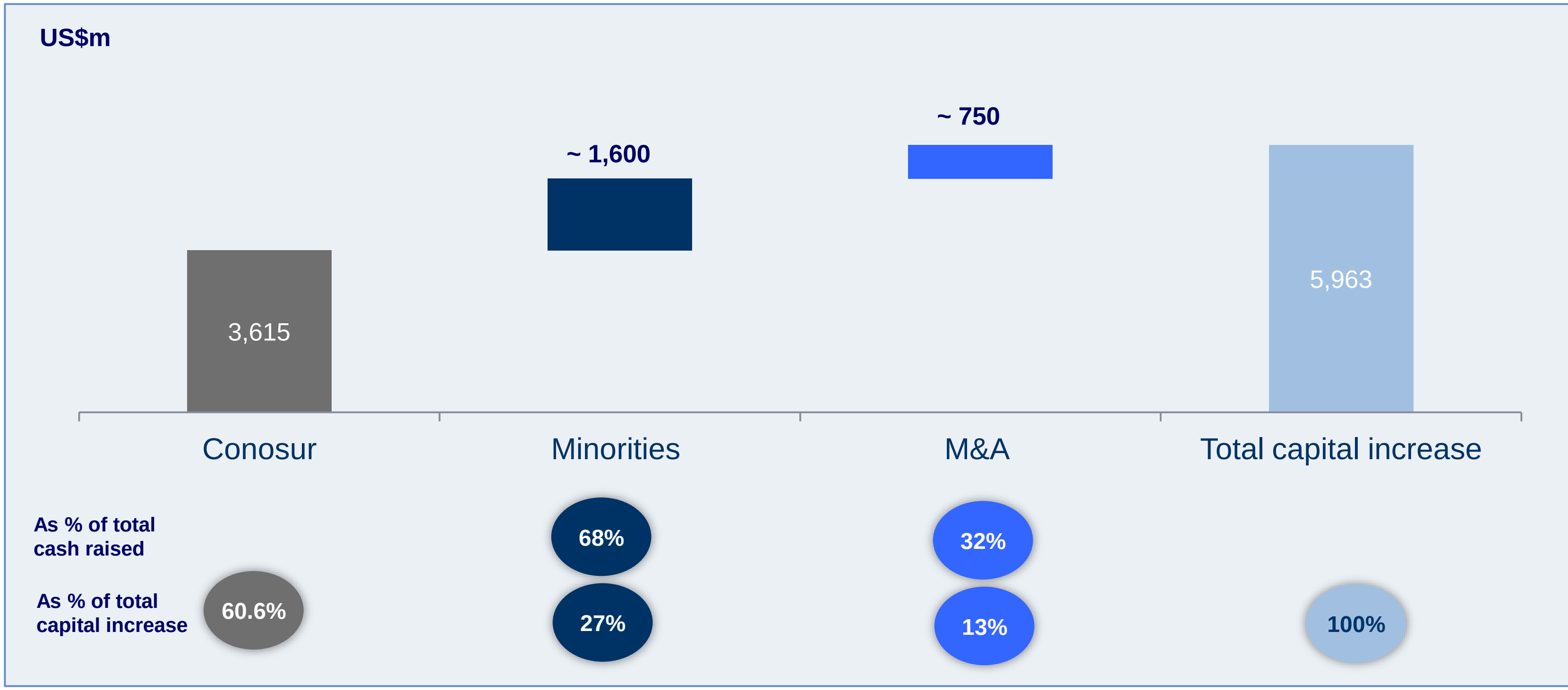
2. it stands in the low end of the range determined by the Enersis Board of Directors on 6th November

3. Compared with Broker Consensus is c. US$ 200m lower (or 0.5x in terms of P/E multiple)

(1) *Based on Claro y Associados figures*
(2) *Source: IM Trust independent appraiser report*

Cash raised and potential use of proceeds

Use of proceeds (assuming 100% subscription) – Endesa Proposal



1 Minorities acquisition

- Selection of already known companies
- Investment target of c. US$ 1,600m
- Limited integration risk
- Estimated acquisition multiple of 9-10x P/E
- Potential net income contribution of c. US$ **160-170m** per year

2 M&A opportunities

- Targets already identified considering:
  - the markets where the Company is already present (Brazil, Colombia and Peru)
  - Further opportunities from regulatory changes or local circumstances
- Estimated acquisition multiples between10x-15x P/E

The Transaction should be accretive from the beginning – illustrative exercise

EPS Accretion/(dilution) – illustrative exercise

US$m	2013E	2014E
Total Capital Increase size	**5,963**	
o/w Endesa assets contribution	3,615	
o/w cash contribution	2,348	
Number of shares issued (m)	16,442	
Issue price (CLP)	173	
Number of shares post (m)	49,093	
EPS ENI pre transaction	**100.0%**	**100.0%**
EPS ENI post transaction	66.5%	66.5%
EPS Conosur	28.2%	27.9%
EPS Minorities	4.1%	15.5%
EPS M&A	0.0%	5.2%
EPS cash financial income (1)	1.7%	0.0%
Total EPS post	**100.5%**	**115.2%**
Accretion / (dilution)	***0.5%***	***15.2%***

Use of proceeds – illustrative exercise

		US$m	P/E
Minorities acquisition (A)		1,600	*9.4x*
M&A (B)		748	
o/w Brazil Dx	*75%*	*561*	*10.0x*
o/w Colombia Dx	*25%*	*187*	*15.0x*

A *Acquisition of selected minorities at an implied P/E multiple of c. 9.4x including a premium on current market prices. Furthermore it assumes:*

- *c. 50% of minority acquisitions to take place at the end of 1H 2013 (six months net income consolidation in 2013)*
- *remaining c. 50% of acquisitions at the end of 3Q 2013 (3 months net income consolidation in 2013)*

B *Acquisition of distribution companies in Brazil (75%) and in Colombia (25%) at a P/E multiple in line with precedent M&A transactions*

- *assumes cash out on January 1st 2014 and 2014 full year net income consolidation*

Note: Exchange rate of 477CLP/US$

(1) Remuneration on outstanding cash assumed at 2% annual post tax

Why is Enersis a good investment opportunity?

1 At current market price Enersis stock represents an unique investment opportunity

- Share price prior to the transaction announcement (187 CLP) well above the proposed issue price (173 CLP)
- Average analyst target prices (over 200 CLP both prior to and following announcement) well above current levels

2 Enersis will incorporate a relevant portfolio of assets at a discount vs. fundamental value

- Relevant net income contribution coming from Conosur (c. US$ 380m [(1)])
- High fundamental value of Conosur: compared with the DCF valuation determined by Independent Appraisers Endesa Proposal implies a discount of more than 20%

3 Structure simplification is expected to drive potential valuation uplift

- Higher visibility of Enersis participations and corporate structure. The net income consolidation is expected to increase from current 43% up to 60% and potentially up to 70% after cash utilization
- Increased "ownership" of EBITDA expected to benefit Enersis valuation (potential EV/EBITDA multiple uplift of c. 1.7x to fill the gap with peer group)

A financially compelling Transaction with concrete value drivers

(1) Based on Claro y Associados figures