

*Management Discussion and Analysis (MD&A) of  
the Financial Statements*

**TRANSELEC S.A AND SUBSIDIARY**

*Santiago, Chile  
December 31<sup>st</sup>, 2018*



## **SUMMARY**

As of December 31, 2018, Revenues reached MCh\$329,217 showing an increase of 18.2% compared to the same period of 2017 (MCh\$278,599). The increase is mostly explained by the entry into force of 6T Decree which mainly establishes the new Zonal tariffs. Commissioning of new projects during the year and macroeconomics effects, explained mostly due to the local and international consumer price index also explain the Revenues increase.

As of December 31s, 2018, Transelec obtained an EBITDA<sup>1</sup> of MCh\$279,153, a 19.7% higher than the obtained in the same period of 2017 (MCh\$232,382), with an EBITDA Margin<sup>2</sup> of 84.5%. The EBITDA increase is almost totally due to the higher Revenues explained before.

The loss in Non-Operating Income as of December, 2018 was MCh\$77,496, representing an increase of 12.2% compared to the same period of 2017 (MCh\$69,050). The main item that explain this increase is higher losses for indexed assets and liabilities of MCh\$8,265, which mostly measures the inflation impact on the UF denominated debt of the Company.

Net Income recorded by the Company as of December 31, 2018 was MCh\$105,468, which is 34.8% higher compared to the same period of 2017, in which was registered a net income of MCh\$78,249.

During 2018, the Company incorporated US\$163.3 million of new facilities, which correspond to two new National projects commissioning, four expansions in the National and one in the Zonal segment. Among the commissioned projects, stands out the "Línea 2x220 kV Lo Aguirre - Cerro Navia" project which considers an underground section of approximately 1.5 km.

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<sup>1</sup> EBITDA= Operating Revenues + Operating Fixed Costs + Administration and Sales Fixed Costs + Other Income + Finance Leases Amortization

<sup>2</sup> EBITDA Margin= EBITDA/Revenues



**Relevant events of the period:**

- On March 15, 2018, the purchase and sale of shares between Brookfield Asset Management (BAM) and China Southern Power Grid International (CSGI) took place, therefore, CSGI became shareholder of the 27.79% that BAM indirectly owned in Transelec SA. The other 3 indirect shareholders remain unchanged (Canada Pension Plan (CPP), BCI (former bcIMC) and Public Sector Pension Investment (PSP)).
- On April 27, 2018, the Ordinary Shareholders Meeting was held, it was approved, among other things:
  - Approve the Financial Statements as of December 31, 2018.
  - Approve Deloitte as the External Auditors for 2018 exercise.
- In November 2018, the local risk rating agency Humphreys upgraded the Company's rating from AA- to AA with stable outlook. Additionally, during 2018, the local risk rating agencies Feller and Fitch Ratings ratified the AA- classifications. The international risk rating agencies Moody's, Fitch Ratings and Standard & Poors, also ratified Transelec's ratings at Baa1, BBB and BBB, respectively.
- In August 3, 2018, Transelec paid the Promissory Note of MCh\$20.000 held with Banco BCI at its maturity.
- In October 2018, Decree 6T was published in the Official Gazette, which establishes the new rates for the Zonal segment, which will be valid from January 1, 2018 to December 31, 2019. The income difference between the previous Decree and the current one, which occurred during the first 3 quarters of 2018, was recognized retroactively as income in the fourth quarter of 2018.
- In November took place the first meeting between the Board of Directors and Employees where the functioning and responsibilities of the Board and the different Committees were made known. Likewise, some employees were able to present some topics that are being carried out in the Company.
- During 2018, Transelec have distributed the following amounts to the shareholders:
  - MCh\$18,712 as the definitive dividend of 2017 exercise, distributed on May 23, 2018.
  - MCh\$19,404 as the first provisory dividend of 2018, distributed on June 19, 2018.
  - MCh\$20,483 as the second provisory dividend of 2018, distributed on September 25, 2018.
  - The Board of Directors agreed to suspend the third provisory dividend.



## 1- INCOME STATEMENT ANALYSIS

ITEMS	December 2018 MCh\$	December 2017 MCh\$	Variation 2018/2017 MCh\$	Variation 2018/2017 %
<b>Revenues</b>	<b>329.217</b>	<b>278.599</b>	<b>50.618</b>	<b>18,2%</b>
Toll sales	323.003	271.771	51.232	18,9%
Services	6.214	6.828	-614	-9,0%
<b>Operation Costs and Expenses</b>	<b>-108.668</b>	<b>-106.272</b>	<b>-2.396</b>	<b>-2,3%</b>
Sales Costs	-31.783	-31.513	-270	-0,9%
Administrative Expenses	-23.293	-19.380	-3.913	-20,2%
Depreciation and Amortization	-53.592	-55.379	1.787	3,2%
<b>Operating Income</b>	<b>220.549</b>	<b>172.327</b>	<b>48.222</b>	<b>28,0%</b>
Financial Income	10.097	9.138	959	10,5%
Financial Costs	-68.692	-69.326	634	0,9%
Foreign exchange differences	-1.461	-138	-1.323	-956,1%
Gain (loss) for indexed assets and liabilities	-20.544	-12.279	-8.265	-67,3%
Other income (Losses)	3.104	3.555	-451	-12,7%
<b>Non-Operating Income</b>	<b>-77.496</b>	<b>-69.050</b>	<b>-8.446</b>	<b>-12,2%</b>
<b>Income before Taxes</b>	<b>143.053</b>	<b>103.278</b>	<b>39.775</b>	<b>38,5%</b>
Income Tax	-37.586	-25.029	-12.557	-50,2%
<b>Net Income</b>	<b>105.467</b>	<b>78.249</b>	<b>27.218</b>	<b>34,8%</b>
<b>EBITDA<sup>1</sup></b>	<b>278.153</b>	<b>232.382</b>	<b>45.771</b>	<b>19,7%</b>
<b>EBITDA Margin<sup>2</sup></b>	<b>84,5%</b>	<b>83,4%</b>		

<sup>1</sup> EBITDA= Operating Revenues + Operating Fixed Costs + Administration and Sales Fixed Costs + Other Income + Finance Leases Amortization

<sup>2</sup> EBITDA Margin= EBITDA/Revenues

### a) Operating Income

At the end of 2018, the Revenues reached MCh\$329,217 increasing an 18.2% compared to the same period of 2017 (MCh\$278,599). The increase is explained by higher revenues from Toll Sales which at the end of December totaled MCh\$323,003, an 18.9% higher than the obtained in the same period of 2017 (MCh\$271,771). The Services revenues as of December 31, 2018 reached MCh\$6,214, a 9.8% lower than the same period of 2017 (MCh\$6,828).

The increase in Toll Sales Revenues is explained by an increase of MCh\$15,579 in the National segment, MCh\$32,557 in the Zonal segment and MCh\$3,097 in the Dedicated segment.

As a whole, the increase in Revenues is mainly explained by: (i) the entry into force of 6T Decree, which establishes the tariffs for the Zonal Segment for 2018-2019 period for MCh\$29,156, (ii) new projects in 2018 that became operative in the last twelve months of MCh\$11,413 and (iii) macroeconomic effects by MCh\$6,260.

Total Transelec Operational Costs and Expenses as of December 31, 2018 were MCh\$108,668, a 2.3% higher than the comparison period in 2017 that reached MCh\$106,272. Total costs are composed by the following main items.



Cost of sales during the analysis period totaled MCh\$31,783, a 0.9% higher than the same period of 2017 (MCh\$31,513). The increase is mainly explained by higher maintenance costs associated to the increase of preventive activities, in which main focus has been vegetation control and line-insulator wash and a payment associated to the end of a negotiation with one of the unions. This is almost totally offset by lower payments associated to the coordinator functioning because the new Transmission Law doesn't consider this costs.

Administrative Expenses amounted MCh\$23,293 in December 2018, 20.2% higher than those obtained in the same period in 2017 (MCh\$19,380). The increase is mainly explained by higher personnel costs due to a payment associated to the end of a negotiation with one of the unions and higher consultancy costs associated to a Strategy, Digital Transformation a Productivity initiatives.

Total Depreciation and Amortization as of December 31, 2018 reached MCh\$53,592, a 3.2% lower than the same period in 2017 (MCh\$55,379). The decrease is mainly explained by higher right-off in 2017, partially compensated by new commissioning and higher amortizations due to software investments between both periods.

## **b) Non-Operating Income**

The Non-Operating Income of 2018 was a loss of MCh\$77,496, a 12.2% higher than the same period of 2017 (MCh\$69,050), mainly explained by higher Losses for Indexed Assets and Liabilities.

The loss for Indexed Assets and Liabilities was MCh\$20,544 as of December 31, 2018, a 67.3% higher than the loss recorded in the same period of 2017 (MCh\$12,279). This is mainly due to the readjustment of local bonds in UF because of the variation in the value of the UF that for the first half of 2018 corresponds to 2.86% compared to a 1.71% for the same period of 2017, due to lower inflation in that period. It should be reminded that this accrual is a non-cash effect.

The Financial Costs recorded as of December, 2018 amounted to MCh\$68,692, practically in line to the same period of the previous year (MCh\$69,326).

Other Income as of December 31, 2018, reached MCh\$3,104 a 12.7% lower than the same period of 2017 (MCh\$3,555). This is mainly explained by 2017 supplier regularizations and higher Income in 2017 due to an insurance.

Foreign Exchange Differences as of December, 2018 amounted a loss of MCh\$1,461. The Company has a hedge policy that helps to reduce this losses. During 2018, important variations of foreign exchange impact on temporary balance items remain low, associated with the foreign currency hedging policy of the balance sheet, resulting in the mentioned loss.

Financial Income registered as of December, 2018 reached MCh\$10,097, a 10.5% higher than the obtained on the same period of 2017 (MCh\$9,138). The increase is explained by higher cash balance.

### c) Income tax

Income Tax as of December 31, 2018 was MCh\$137,586, increasing by 50.2% in relation to the same period of 2017 (MCh\$25,029). The increase is mainly due to higher Income before Taxes.

## 2. BALANCE SHEET ANALYSIS

ITEMS	December 2018 MCh\$	December 2017 MCh\$	Variation 2018/2017 MCh\$	Variation 2018/2017 %
Current assets	182.398	145.839	36.559	25,1%
Non-current assets	2.268.052	2.199.796	68.256	3,1%
<b>Total Assets</b>	<b>2.450.450</b>	<b>2.345.635</b>	<b>104.815</b>	<b>4,5%</b>
Current liabilities	91.041	116.590	-25.549	-21,9%
Non current liabilities	1.558.516	1.442.685	115.831	8,0%
Equity	800.893	786.360	14.533	1,8%
<b>Total Liabilities &amp; Equity</b>	<b>2.450.450</b>	<b>2.345.635</b>	<b>104.815</b>	<b>4,5%</b>

The increase in Assets between December 2017 and December 2018 is explained by an increase in Non-current Assets and an increase in Current Assets. The increase in Non-current Assets is mainly due to an increase in accounts receivable from related companies and a higher balance of property, plant and equipment, for works in progress. The increase in Current Assets is mostly explained by higher cash and cash equivalent and higher balance of commercial accounts receivable, partially offset by lower balance of accounts receivable from related entities.

The increase in total Liabilities and Equity is due to an increase in Non-Current Liabilities and Equity, partially offset by decreases in Current Liabilities. The rise in Non-Current Liabilities is due to an increase in financial liabilities associated with the revaluation of the debt. The increase in Equity is explained by higher accumulated earnings associated to the no distribution in the last quarter of 2018 partially offset due to a lower accumulated balance in Other Reserves. The lower current liabilities are mainly due to lower financial liabilities due the payment of the Promissory Note with Banco BCI of MCh\$20,000 and lower accounts payable to suppliers.

### Value of the Main Pp&E in Operation

ASSETS	December 2018 MCh\$	December 2017 MCh\$	Variation 2018/2017 MCh\$	Variation 2018/2017 %
Land	20.696	20.696	0	0,0%
Building, Infraestructure, works in progress	1.198.913	1.160.963	37.950	3,3%
Work in progress	73.920	92.667	-18.747	-20,2%
Machinery and equipment	693.226	643.509	49.717	7,7%
Other fixed assets	6.110	5.843	267	4,6%
Depreciation (less)	-513.132	-467.409	-45.723	-9,8%
<b>Total</b>	<b>1.479.734</b>	<b>1.456.268</b>	<b>23.466</b>	<b>1,6%</b>



## **Current Debt**

Debt	Currency or index	Interest rate	Type of rate	Maturity Date	Amount in original currency (million) (unpaid capital)	
					December 2018	December 2017
Series D bond	UF	4,25%	Fixed	15-Dec-27	13,50	13,50
Series H bond	UF	4,80%	Fixed	01-Aug-31	3,00	3,00
Series K bond	UF	4,60%	Fixed	01-Sep-31	1,60	1,60
Series M bond	UF	4,05%	Fixed	15-Jun-32	3,40	3,40
Series N bond	UF	3,95%	Fixed	15-Dec-38	3,00	3,00
Series Q bond	UF	3,95%	Fixed	15-Oct-42	3,10	3,10
Series Senior Notes bond @2023	USD	4,625%	Fixed	26-Jul-23	300,00	300,00
Series Senior Notes bond @2025	USD	4,25%	Fixed	14-Jan-25	375,00	375,00
Series Senior Notes bond @2029	USD	3,875%	Fixed	12-Jan-29	350,00	350,00
Revolving Credit Facility <sup>1</sup>	USD	4,06%	Floating	03-Aug-20	-	-
Revolving Credit Facility <sup>1</sup>	UF	2,44%	Fixed	03-Aug-20	-	-
Local Promissory Note	CLP	2,77%	Fixed	03-Aug-18	-	20.000,00

<sup>1</sup> Revolving Credit Facility: USD Tranche MM US\$150: The floating rate of 4.06% breaks down in 3 months Libor rate plus a margin of 1.25%. At December 31, 2018, the Company did not utilize this line therefore does not pay interest of 4.06% and currently is paying a fixed commission of 0.4375% per annum of the committed amount undrawn.

<sup>2</sup> Revolving Credit Facility: UF Tranche MM UF\$2.5: The floating rate of 2.44% breaks down in TAB UF 180 rate plus a margin of 0.25%. At December 31, 2018, the Company did not utilize this line therefore does not pay interest of 2.44% and currently is paying a fixed commission of 0.15% per annum of the committed amount undrawn.

On August 3, 2018, Transelec paid the Promissory Note held with Banco BCI at its maturity of MCh\$20,000.

Although increases in inflation may have an impact on the costs of debt denominated in UF and therefore on the Company's finance expenses, these impacts are slightly lessened by accounts receivable denominated in UF.



### 3. CASH FLOWS ANALYSIS

ITEMS	December 2018 MM\$	December 2017 MM\$	Variation 2018/2017 MM\$	Variation 2018/2017 %
Cash flows provided by (used in) operating activities	203.189	190.442	12.747	6,7%
Cash flows provided by (used in) investing activities	-81.597	-113.963	32.366	28,4%
Cash flows provided by (used in) financing activities	-79.161	-69.498	-9.663	-13,9%
<b>Net increase (decrease) of cash and cash equivalent</b>	<b>42.431</b>	<b>6.982</b>	<b>35.449</b>	<b>507,8%</b>
Cash and cash equivalent at the beginning of the period	61.628	54.647	6.981	12,8%
<b>Cash and cash equivalent at the end of the period</b>	<b>104.059</b>	<b>61.628</b>	<b>42.431</b>	<b>68,9%</b>

As of December 31, 2018, the flow from activities of the operation reached MCh\$203,189, which increased by 6.7% compared to the same period of 2017 (MCh\$190,442). The difference is mainly explained by lower payments to suppliers of MM\$13,995.

During the same period, the cash flow used in investment activities was MCh\$81,597, a 28.4% less than the amount allocated as of December 31, 2017 (MCh\$113,963). The decrease is mainly explained by lower purchases of property, plant and equipment of MCh\$33,334 and to a lesser extent, by a lower loan to related entities of MCh\$42,049. This was partially compensated because there was a flow associated with the transfer of assets of Transelec Concesiones in 2017.

As of December 2018, the cash flow used in financing activities reached MCh\$79,161, increasing by 13.9% in relation to the same period of 2017 (MCh\$69,498). In 2017, the new debt from Banco BCI reduced the cash flow used that period. The payment of that debt increases de cash flow used this period.

It should also be noted that, in order to ensure the immediate availability of funds to cover working capital needs, as of December 31, 2018 the company has the following committed credit line (Revolving Credit Facility), which was renegotiated in 2017 and is fully available:

Bank	Amount (up to)	Maturity	Type of Credit
Scotiabank, Bank of Tokyo-Mitsubishi, DnB NOR and Export Development Canada	US\$150,000,000	03/Aug/2020	Working Capital
Scotiabank and Banco Estado	UF\$2,500,000	03/Aug/2020	Working Capital



#### 4. INDICATORS

Financial restrictions contained in local debt agreements are presented in the next table:

Covenants	Debt Contract	Limit	December 2018	December 2017
Capitalization Ratio <sup>1</sup>	All local Bonds	< 0.70	0,64	0,63
Shareholder's Equity <sup>1</sup> MMUF	D, H, K, M and N local Bonds	> 15.00	29,96	30,28
Shareholder's Equity <sup>1</sup> MCh\$	Q local Bond and Revolving Credit Facility	> 350,000	825.863	811.330
Net Debt/Ebitda	Revolving Credit Facility	<= 7,0x	4,93	5,78

Test	Bonds	Limit	December 2018	December 2017
Distribution Test <sup>2</sup> FNO <sup>3</sup> /Financial Expenses	D, H, K, M and N local Series	> 1.50	4,51	4,11

<sup>1</sup>Equity= Total equity attributable to owners of the parent plus accumulated amortization of Goodwill. The accumulated amortization of Goodwill between June 30, 2006 and December 31, 2018 amounted to MCh\$24.970.

<sup>2</sup>Test to distribute restricted payments such as dividends.

<sup>3</sup>FNO= Cash flow from operating activities plus the absolute value of finance costs, plus the absolute value of the expenditure for Income Taxes.

Rates of profitability, liquidity and indebtedness of the company are presented in the next table:

RATIOS		December 2018	December 2017	Variation 2018/2017
<b>Profitability<sup>1</sup></b>				
Shareholders' Equity profitability <sup>2</sup>	(%)	13,2%	10,0%	320 pbs
Assets profitability <sup>3</sup>	(%)	4,3%	3,3%	100 pbs
Operating assets profitability <sup>4</sup>	(%)	7,1%	5,4%	170 pbs
Earnings per share <sup>5</sup>	(\$)	105.467	78.249	34,8%
<b>Liquidity &amp; Indebtedness</b>				
Current Ratio	(times)	2,00	1,25	60,0%
Acid-Test Ratio	(times)	2,00	1,25	60,0%
Debt to Equity	(times)	2,06	1,98	4,0%
Short term debt/Total debt	(%)	5,5%	7,5%	-200 pbs
Log term debt/Total debt	(%)	94,5%	92,5%	200 pbs
Financial expenses coverage	(times)	4,05	3,35	20,9%

<sup>1</sup> Profitability ratios are presented under last twelve months criteria.

<sup>2</sup> Shareholders' Equity profitability is calculated as Net Income over Equity.

<sup>3</sup> Assets profitability is calculated as Net Income over Total Assets.

<sup>4</sup> Operating assets profitability is calculated as Net Income over total value of the Main Pp&E.

<sup>5</sup> Earnings per share is calculated as Net Income over total shares.



## **5. THE TRANSMISSION MARKET**

### **5.1. The transmission activity and its regulation**

Transelec develops its activities in Chile in the electricity market, which has been divided into three sectors: generation, transmission and distribution. The generation sector includes companies that are dedicated to produce electricity that will subsequently be used throughout the country by end users. The purpose of the distribution sector is to carry electricity to the physical location where each end user will use this electricity. Finally, the primary goal of the transmission sector (the only sector in which it participates Transelec) is to transport the generated electricity from where it is produced (electrical power plants) to the 'points of entry' of the distribution companies' networks or of the large end users.

The transmission system of Transelec which stretches between 'Arica y Parinacota' Regions to 'Los Lagos' Region, encompasses the majority of the transmission lines and substations in the National Electrical System. This transmission system transports the electricity that supplies approximately 98.5% of Chile's population. The Company owns the 35% of all of the 500 kV electricity transport lines, 40% of the 220 kV lines, 83% of the 154 kV lines and 10% of the 110kV and 66kV lines.

The legal framework that governs the electrical transmission business in Chile is contained in DFL No. 4/2006, which establishes the modified, coordinated and systemized text of Decree with Force of Law No. 1 from the Ministry of Mining, issued in 1982; and the General Electricity Services Law. (DFL No. 1/82) and its subsequent modifications, including Law 19,940 ('Ley Corta I') published on March 13, 2004, and the Law 20.936 issued on July 20, 2016, which establishes a new electric transmission system and creates an independent coordinator of the National Electric System. Additionally, those who explore and operate transmission facilities must follow at every time the Technical Standard on Reliability and Service Quality (Exempt Resolution No. 299 of April 26, 2018).

The Law 20,936/2016 redefines transmission systems classifying them into five segments: National Transmission System (previously trunk), the Transmission Systems Zonal (previously subtransmission) Systems Dedicated (previously additional transmission), Systems for Development Poles and International Systems Interconnection. Additionally the bill of law addresses the transmission planning a long-term horizon and regulates the pricing of national, zonal and for development poles systems and payment for use of transmission facilities dedicated by users liable to price regulation.

Transelec's business is focused on the economic retribution that can obtain for tolls by use of the transport and transformation capacity of its facilities, aligned to the security and quality service standards. Transelec has the right to annually receive the annual transmission value (VATT) for its facilities belonging to the national and zonal transmission systems, defined in the tariff processes or in the Decree for the award of expansion works, as the case may be. In the case of the installations of the Dedicated Transmission System, Transelec agrees private transport contracts with the respective users, to define the payment for the use of this type of facilities.

### **5.2. Valuation and pricing of facilities**

Prices associated to transmission activity are determined by the Commission every four years by conducting an internationally tendered study, and processes that include the participation of companies, users and interested institutions and the Panel of Experts in the event of any discrepancies.



Pricing of the existing facilities recognizes the efficient acquisition and installation costs according to market prices, which are annualized considering the assets life determined every three tariff periods and with a variable discount rate, which will not be less than 7% or higher than 10%. The owners of regulated transmission facilities must receive the Annual Transmission Value from the sum of the real tariff revenues and a single charge associated to each segment and applied directly to end users.

During 2014 and 2015 were developed the third trunk facilities tariff process in order to determinate the tariffs and indexation formulas corresponding to the period 2016 - 2019, that were fixed by Decree N° 23T by the Minister of Energy on February 3, 2016 and its application is retroactive from January 1, 2016. These regulations established the trunk transmission facilities and the new Investment Values (VI), the Annuity of the Investment Value (AVI) and the Operating, Maintenance and Administration Costs (COMA), plus the VATT of the trunk facilities, and the Indexation formulas applicable during that period.

The Law 20,936 establishes a new payment regime for using national facilities that would become effective as of January 1, 2019 starting on that date and a transitory period that will extend until December 31, 2034, period during which the payments of the generating companies for the associated use to the supply agreements for free and regulated customers, concluded prior to the publication of enactment of this new law, will apply the same general rules for calculating the payment of the trunk transmission with some adjustments. These resulting injections tolls will be reduced year by year and the payment of the corresponding amounts will be transferred to the demand.

In relation to the Zonal transmission system facilities (previously subtransmission), on April 9, 2013, the Supreme Decree No. 14 was published by the Ministry of Energy, setting subtransmission tariffs from January 2011 to December 2014. The difference between invoiced amounts using these provisional tariffs since January 2011 until the publishing date of this decree were reassessed by the CDEC based on the difference between the provisional tariff and the definitive values established by Decree No. 14. According to what is indicated in the transitory third article of Law 20,805 published on January 29, 2015, and to what is established in the Decree No. 7T of April 22, 2015, the validity of the Decree No. 121/2010, which fixes the tariffs of subtransmission facilities, and of the Exempt Decree No. 14/2013, which fixes the qualification of subtransmission facilities, is extended until December 31, 2015.

In accordance with the provisions of the eleventh transitory article of Law 20,936, during the period between the January 1, 2016 and December 31, 2017, remain in force Decree No. 14 and subtransmission tariffs, excluding payment corresponding to the generating companies. The Ministry of Energy issued on May 27, 2017 the 1T Decree where the Decree No. 14 adjustments were defined to implement the exemption from power plants and for harmonious and consistent implementation with the application decree 23T. Because of this the subtransmission revenues that have been collected since is 1 January 2016 were reassessed under the provisions containing the decree.

On the other hand, in accordance with the provisions of the twelfth article of the Transmission Law, during the period of the extended term of Decree 14 or Decree 1T, continuity and termination of the process of setting the new subtransmission rates were given which will have valid from January 1, 2018 to December 31, 2019. Thus, on July 19, 2018, the CNE published Exempt Resolution No. 531 which replaces the technical report that defines the VATT of the Zonal Transmission Systems and the proportion of use of the dedicated transmission of users subject to price regulation in the 2018-2019 biennium, approved through CNE Exempt Resolution No. 414 of July 31, 2017, in accordance with the provisions of the new Transmission Law. This technical report served as the basis for the enactment of Decree 6T, published in the official gazette on October 5, 2018, which establishes annual value per tranche of the zonal and dedicated transmission facilities used by users subject to price regulation, their rates and indexation formulas for the 2018-2019 biennium.



## **6. MARKET RISK FACTORS**

Due to the nature of the electrical market and the legislation and standards that regulate this sector, Transelec is not exposed to significant risks in developing its principal business. However, the following risk factors should be mentioned and considered:

### **6.1. Regulatory Framework**

As mentioned above, electricity transmission tariffs are set by law and are indexed in order to guarantee real annual returns for the operator. The nature of the industry enables transmission income to be stable over time. In addition, this income is complemented with income obtained from private contracts with large clients.

However, the fact that these tariffs are revised every four years in National and Zonal Transmission Studies, could place the Company at risk of new tariffs that are detrimental or less attractive given the investments it has made.

In addition, it should also be considered that the Law of Transmission established that the Commission, every four years, must carry out the process of qualification of the lines and electrical substations of the system to determine to which segment of the transmission they belong, that is if they belong to the system of national transmission, for development poles, of zonal transmission, denominated regulated transmission segments, or belong to the dedicated systems. Therefore, every four years there is the possibility that facilities belonging to regulated transmission segments are qualified as part of the dedicated segment and vice versa. This change in rating will imply a change also in the form of economic compensation of the facilities, based on regulated tariffs or according to private contracts. In the latter case, Transelec must first identify the users of these facilities and then negotiate the respective transport contracts with them.

The law 20,936 considers the promulgation of several regulations, has some already published (Reglamento del Coordinador Eléctrico, del Panel de Expertos, de Determinación de Franjas Preliminares, para Dictación de Normas Técnicas y para la Determinación y Pago de Compensaciones) and others are in development such as Planificación y de Valorización and publication is expected in the second half of 2018. Notwithstanding that for the elaboration of the great majority of these regulations, the authority has contemplated the participation of the private agents of the sector through workshops and of the citizenship in general through the procedures of public consultation, the authority is not obliged to incorporate the comments and observations made to the preliminary versions of the regulations, and finally may include what it deems pertinent or necessary, always in accordance with the law.

Additionally, in virtue of the regime of unrestricted open access that the new law establishes about the National, Zonal, International Interconnection, Development Poles Transmissions Systems and Dedicated Systems when technical capacity is available, it is possible to detect a risk directly associated to scope and application of this reform, since the authority will be the one establishing the particular conditions of implementation of this regime in the respective bylaw. Notwithstanding this, the National Energy Commission issued on March 30 a resolution that regulates in detail this matter, in a transitional way until the issuance of the definitive regulation.



## **6.2. Operating Risks**

Although the Company's management believes it has adequate risk coverage, in line with industry practices, it cannot guarantee the sufficiency of its insurance policy coverage for certain operating risks to which it is exposed, including forces of nature, damages to transmission facilities, on-the-job accidents and equipment failure. Any of these events could negatively affect the Company's financial statements.

## **6.3. Application of regulations and/or Environmental Law**

The operations of Transelec are subject to Law No. 19.300, on Chilean general basis of the environment ('Environmental Law'), enacted in 1994 and its principal modification is through the Law No. 20.417 published in the Official Gazette on January 26, 2010. This modification considered an institutional change, creating new institutions with environmental competencies: (i) the Ministry of Environmental Affairs; (ii) the Minister Council for Sustainability; (iii) the Environmental Assessment Service; and (iv) the Superintendence of Environmental Affairs; these institutions are in charge of the regulation, evaluation and inspection of the activities that are likely to generate environmental impacts. Afterwards, the Law No. 20.600 was published on June 28, 2012, creating the Environmental Courts, whose function is to resolve environmental disputes within its jurisdiction.

This specialization in the institutional framework generates a scenario of greater control and oversight in the actions of the company. Notwithstanding the foregoing, on July 31, 2018, the government entered into the National Congress a bill that modernizes the Environmental Impact Assessment System (SEIA) as an environmental management instrument. With the modifications, the Executive intends to reduce the political component in the environmental qualification procedure through the creation of macrozones and the elimination of the Council of Ministers; expand and improve spaces for citizen participation and resolve historical legal controversies. To date, the legislature has not ruled on the amendments.

The enactment of the Supreme Decree No. 66/2013 of the Minister of Social Development, which regulates the indigenous consultation procedure and its application considered in the Supreme Decree No. 40/2012 for the projects in the SEIA, has had results of relative effectiveness, implying delays in the management of some projects and even the prosecution of some environmental authorizations. However, during the past few months there has been a relative decline in the prosecution of the environmental licenses.

It should be mentioned that, projects that could be materialize in Chile are facing a more informed and organized citizenry, therefore, the challenge is include early people's concerns and proposals of the community through participatory and informational processes a in an early stage pre environmental project processing. The risk of not considering the citizenry in this early stage, results in a greater complexity scenario regarding the environmental approval and the prosecution of environmental licenses.

## **6.4. Delays in the Construction of New Transmission Facilities**

The success of the program for extending the trunk transmission network and building new facilities will depend on numerous factors, including cost and availability of funding. Although Transelec has experience with large-scale construction projects, the construction of new facilities could be negatively affected by factors commonly associated with such projects including delays in obtaining regulatory authorizations, scarcity of equipment, materials or labor, etc. Any of these factors could cause delays in the partial or total completion of the capital investment program, and could increase the costs of the projects.



## 6.5. Technological Changes

Transelec is compensated for investments that makes in electrical transmission facilities through an annual valuation of the existing facilities (AVI), which is performed every four years using current market prices. Any significant technological advance in the equipment that are part of Transelec' facilities could lower this valuation, which would prevent partial recovery of the investments made.

## 6.6. Foreign Exchange Risk

The following factors expose Transelec to foreign exchange risk (since Chilean peso is the functional currency):

- Transelec carries out several types of transactions in U.S. dollars (construction contracts, import purchases, etc.).
- Maintains lease contracts that generate income indexed to US dollars.
- Maintains accounts payables in US dollars associated to debt issued in U.S. America.
- Maintains accounts receivables in US dollars associated to intercompany loans.
- Maintains Cross Currency Swap contracts that compensates the risks of exchange rates on the international issuances.

Exchange rate exposure is managed using a policy that involves fully hedging the Company's net balance sheet exposure using diverse instruments such as foreign exchange forward contracts and cross currency swaps.

The following table details the amounts of monetary assets and liabilities denominated into dollar and Chilean pesos in the periods indicated below:

In million pesos	December 2018		December 2017	
	Assets	Liabilities	Assets	Liabilities
Dollar (amounts associated with balance sheet items)	759.919	760.791	637.899	632.905
Chilean peso	1.610.961	1.610.090	1.704.719	1.709.713



Below are the exchange rates (Observed Dollar) in Chilean pesos to the United States dollar; in the periods indicated.

MONTH	Average 2018 (\$)	Last Day 2018 (\$)	Average 2017 (\$)	Last Day 2017 (\$)
January	605,53	603,25	661,19	646,19
February	596,84	593,61	643,21	648,88
March	603,45	603,39	661,20	663,97
April	600,55	610,98	655,74	665,41
May	626,12	631,29	671,54	672,35
June	636,15	651,21	665,15	664,29
July	652,41	639,20	658,17	652,23
August	656,25	680,48	644,24	628,89
September	680,91	660,42	625,54	637,93
October	676,84	698,56	629,55	636,80
November	677,61	671,09	633,77	645,32
December	681,99	694,77	636,92	614,75
<b>Average of the period</b>	<b>641,22</b>	<b>644,85</b>	<b>648,85</b>	<b>648,08</b>

The income that Transelec is entitled to receive for its facilities belonging to the national and zonal transmission systems (VATT) and for the installations of the dedicated systems (toll contracts), are indexed in order to maintain their real values during the period of validity of these rates or tolls. These revenues are expressed in accordance with their base value, in dollars, and are updated according to components whose cost variation over time correlates with national or international economic indicators, considering the availability and stability of the source that issues it.

## 6.7. Credit Risk

Credit risk corresponding to receivables from commercial activities, is historically very low due to the nature of the business of the Company's clients and the short term of collection of receivables from clients, which explain the fact of not having significant accumulated amounts.

As of December 31st, 2018, the Company has five clients which represent individually between 1.5% and 34.4% of total revenues. These are Enel Group (MCh\$113,262), Colbún Group (MCh\$45,571), AES Gener Group (MCh\$39,962), Pacific Hydro-LH-LC Group (MCh\$22,549) and Engie (MCh\$4,918). The total sum of these main customers corresponds to a 68.7% of the total income of the Company. In the same period of 2017, the Company had a similar structure of clients, whose revenues reached to MCh\$112,481, MCh\$49,706, MCh\$43,930, MCh\$6,418 and MCh\$13,763 respectively, with a percentage of total incomes of 81.2%.

The toll agreements signed with these clients, including its subsidiaries, will generate a large part of the Company's future cash flows and, therefore, a substantial change in their assets, financial condition and/or operating income could negatively affect the Company.





In terms of the Company's credit risk associated with financial assets (time deposits, fixed-return mutual funds and sell-back agreements), its treasury policy establishes certain limits on a particular institution's exposure; such limits depend on the risk rating and capital of each institution. Likewise, for investments in mutual funds, only funds with a risk rating qualify.

## 6.8. Liquidity Risk

Liquidity risk is the risk of the Company not satisfying a need for cash or debt payment upon maturity. Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price.

### a) Risk associated to Company's Management

In order to guarantee that Transelec is able to quickly react financially to investment opportunities and pay its obligations by their maturity dates, in addition to its cash balances and short-term receivables, the Company has committed line of credit for working capital of approximately US\$250 million, equivalent to MCh\$173.129.975. As of the balance sheet date, does not register balance of used amounts. This committed line of credit was contracted on July 9, 2012, being renegotiated in 2014 and 2017. The last renovation was on August 03, 2017 maintains the total amount but it includes a local tranche and a USD tranche with others improvements. Is granted for a period of three years by a bank syndicate consisting of Scotiabank, Bank of Tokyo-Mitsubishi, EDC DnB NOR and Banco Estado. This line does not include any material clause of adverse change.

The Company is exposed to risks associated with indebtedness, including refinancing risk when its debt matures. These risks are mitigated by using long-term debt and appropriately structuring maturities over time.

The following table presents the capital amortizations corresponding to the Company's financial liabilities, according to their maturity date, as of December 31, 2018 and December 31, 2017.

Debt Maturity (capital and interests) MCh\$	0 to 1 year	1 to 3 years	3 to 5 years	5 to 10 years	More than 10 years	Total
December 31, 2018	62.052	124.104	332.535	840.330	746.648	2.105.668
December 31, 2017	77.923	115.384	115.384	1.006.579	728.358	2.043.629

### b) Associated risk to the settlement of trunk transmission system tariff revenues

According to Decree N°4/20,018 from the Ministry of Economy, Fomentation and Reconstruction, in its articles 81, 101, 104 and 106, and complementary rules, Transelec has the right to perceive on a provisory basis the real tariff income (IT for its name in Spanish) of the Sistema Nacional (Ex Troncal) generated for every period.

In order to get their own revenues set up in the first paragraph of article N°101 of the above mentioned Decree N°4/20.018, the real tariff income perceived on a provisory basis must be settled by Transelec according to the repayment schedule prepared by the respective CEN (National Electrical Coordinator) through the collection or payment to the different companies, owners of generation facilities.

Transelec could face the risk of not timely collecting the IT that some of the companies owners of generation facilities should pay as determined in the energy balances prepared by CEN, what may temporarily affect the **Company's** liquidity position. In this sense, and in the opinion of the Company,





the “clearing house” function that Transelec fulfills in the above-mentioned collection process, consists not of the collection of amounts for its own benefit, but it is merely collection and subsequent transfers to third parties of credits and debts that belong to the generating companies, with the exception of the expected IT.

### 6.9. Interest Rate Risks

Significant changes in fair values and future cash flows of financial instruments that can be directly attributable to interest rate risks include changes in the net proceeds from financial instruments whose cash flows are determined in reference to floating interest rates and changes in the value of financial instruments with fixed cash flows.

The Company’s assets are primarily fixed and long-lived intangible assets. Consequently, financial liabilities that are used to finance such assets consist primarily of long-term liabilities at fixed rates. This debt is recorded in the balance sheet at amortized cost.

The objective of interest rate risk management is to achieve a balanced debt structure, decrease the impact on costs due to interest rate variations and, reduce volatility in the income statement.

All the debt as of December 31, 2018, and as of December 31, 2017, was at a fixed rate. However, in the case of UF indexed debt, variations in inflation rates could potentially impact the Company’s financial expenses.

#### UF Values

MONTH	Average 2018 (\$)	Last Day 2018 (\$)	Average 2017 (\$)	Last Day 2017 (\$)
January	26.811,97	26.824,94	26.340,76	26.318,21
February	26.864,09	26.923,70	26.336,93	26.392,09
March	26.961,32	26.966,89	26.442,88	26.471,94
April	26.980,73	27.004,63	26.512,42	26.561,42
May	27.040,06	27.078,32	26.603,14	26.630,98
June	27.119,59	27.158,77	26.651,22	26.665,09
July	27.187,19	27.202,48	26.643,94	26.597,33
August	27.237,98	27.287,57	26.584,37	26.604,10
September	27.329,01	27.357,45	26.631,13	26.656,79
October	27.393,34	27.432,10	26.656,66	26.634,90
November	27.480,95	27.532,80	26.662,41	26.731,12
December	27.561,53	27.565,79	26.779,99	26.798,14
<b>Average of the period</b>	<b>27.163,98</b>	<b>27.194,62</b>	<b>26.570,49</b>	<b>26.588,51</b>

#### Subsequent events:

- Mr. Paul Dufresne, Director of Transelec S.A. submitted his resignation on January 15, 2019.