

Corporate guarantee - EEBIS Guatemala



GrupoEnergíaBogotá



8 EEBIS - CITI CREDIT

Current credit conditions:

Counterparty:	Citi, Sabadell
Amount:	USD 48,000,000
Term:	5 years
Expiry:	26-Aug-21
Amortization:	From 02-26-19 (1/6) ; semi-annual payments
Interest rate:	Libor 6M +2.40%
Commissions:	Available: 0.30% applicable margin
Governing Law:	New York
Guarantee:	Corporate of GEB S.A. ESP, authorized by the MHCP on June 23- 16

Legal Advisor NY	Legal Advisor Guatemala	Legal Adviser Colombia
Chadbourne & Parke LLP	Arenales & Skinner-Klée	Cárdenas & Cárdenas Abogados Ltda



For this type of transactions, EEBIS assumes the costs associated with its own legal advice and that of the Banks.²



8 Proposed EEBIS - CITI Refinancing



Indicative Term	Conditions		
Borrowers	EEB Ingeniería y Servicios S.A.		
Guarantor	Empresa de Energía de Bogotá		
Lenders	Citibank. N.A. or any affiliate and/or subsidiary thereof		
Use proceeds	Debt refinancing an general corporate purposes		
Currency	USD		
Transaction Amount	Up to \$53,000,000		
Tenor	5 years		
Amotization	Bullet		
Interest Payment	Semi Annual		
Interes Rate*	Alternative I: Floating	Alternative II: Fixed Rate	Alternativa III: Fixed Rate
	Libor 6M + 2.25% p.a.	5.80% p.a.	5.40% p.a.
Structuring Fee	0.50%		
Early Repayment	No breakage cost will apply if early termination occurs on an interest payment date		No breakage cost will apply if early termination occurs on an interest payment date after the 3rd anniversary
Financial Covenants	Usual and customary for this. Type of transaction Customary assignment provisions		
Governing Law	State of New York		
Loan Documentation	NY Credit Agreement NY Citi Standard Corporate Guarantee		
Expenses	All expenses shall be assumed by the borrower		

Projected Cost: USD
265K

Expenses associated with legal advice depend on the market survey and the costs of both parties will be assumed

8 Proposed EEBIS - CITI Refinancing



GEB / EEBIS, in order to improve its financial profile and increase the average life of the liabilities' portfolio, seeks to carry out a debt management operation, consisting of the refinancing or replacement of the external credit subscribed by EEBIS on August 26, 2016 with Citi.

The operation brings the following benefits:

- ✓ Rate reduction and elimination risk interest rate (Libor (6M) +2.40% to a fixed 5.40%)
- ✓ Standard documentation
- ✓ Maturity extension from 2021 to 2024
- ✓ Weighted cost reduction on the group debt
- ✓ Increase in the amount financed

To perform the operation, the following is required:

- Corporate authorizations - Board of Directors and General Shareholders' Assembly
- Hiring of legal advisors under the law of NY, Guatemala and Colombia
- Negotiate documentation to draft an Amendment to the Credit and Guarantee Contract
- Request authorization from the MHCP to carry out a debt management operation, consisting of modifying the following credit terms and conditions:
 - Increase the amount from USD \$ 48 million to USD \$ 53 million
 - Extend the credit term to 5 years, bullet
 - Modify the fluctuating rate (Libor 6M + 2.40%) at a fixed rate 5.40%
 - Payment of structuring commission

General Shareholders' Assembly



In accordance with the recommendation of the Finance and Investment Committee, the Board of Directors and the provisions of numeral 19 of article 59 of the Bylaws, the General Shareholders' Assembly:

Authorized the Legal Representative to:

Manage and subscribe the necessary documents and contracts and further the procedures required with the National Planning Department, the Ministry of Finance and Public Credit and any national and international authority, to grant guarantees or other support instrument to EEB Ingeniería y Servicios S.A. (EEBIS Guatemala) for the execution of loan agreements, and / or other credit facilities, consisting of replacing and / or extending the current corporate guarantee for USD 48 million to USD 53 million with the objective of partially refinancing the existing debt of EEBIS Guatemala, including the costs and expenses associated with the transaction, given the new market conditions obtained