

**EMPRESAS LIPIGAS S.A.**  
**MINUTES OF THE SPECIAL SHAREHOLDERS' MEETING**

The Special Shareholders' Meeting of Empresas Lipigas S.A. (the "Company") was held in Santiago, Chile on July 29, 2015, at 10:15 am at Av. Apoquindo 5400, piso 15, comuna de Las Condes, presided by Mr. Juan Manuel Santa Cruz Munizaga, and Mr. José Miguel Bambach Salvatore acting as Secretary with the attendance of the following shareholders:

- 1.- El Cóndor Combustibles S.A., represented by Mr. Juan Manuel Santa Cruz Munizaga with 11,402,533 shares;
- 2.- San Javier Combustibles S.A., represented by Mr. Juan Manuel Santa Cruz Munizaga with 5,701,266 shares;
- 3.- Inversiones Seis Limitada, represented by Mr. Roberto Piriz Simonetti with 5,019,854 shares;
- 4.- Asesorías Legales e Inversiones Limitada, represented by Mr. Roberto Piriz Simonetti with 681,413 shares;
- 5.- Nogaleda Holding Limitada, represented by Mr. Juan Manuel Santa Cruz Munizaga with 11,315,082 shares;
- 6.- Inversiones El Escudo Limitada, represented by Mr. Jorge Yaconi Aguayo with 3,716,728 shares;
- 7.- Inversiones Hevita S.A., represented by Mr. Mario Vinagre Muñoz with 8,917,707 shares;
- 8.- Inversiones Vinta Limitada, represented by Mr. Mario Vinagre Muñoz with 1,210,523 shares;
- 9.- Inversiones y Rentas Bermeo Limitada, represented by Mr. Jaime Santa Cruz Negri with 10,128,229 shares;
- 10.- Nexogas S.A., represented by Mr. Alfonso Ardizzoni Martín with 4,372,621 shares; and
- 11.- L.V. Expansión SpA, represented by Mr. Felipe Porzio Honorato with 51,108,517 shares.

Total shares represented: 113,574,473 shares of a total of 113,574,515.

Mr. Osvaldo Rosa Ageitos, Finance and Administration Manager also attended as a special guest.

The Chairman of the Board states that according to the provisions of article 57 of Chile's Corporations Law N°18.046 ("LSA"), and to certify any appropriate legal matters, Mr. Eduardo Avello Concha, Notary of the 27th Notary of Santiago is also in attendance. The Shareholders' Meeting appreciates his presence.

The Notary thanked the welcome and accepted the assignment.

## **I. CONVENTION FORMALITIES**

The Chairman stated the following convention formalities for the realization of this Meeting:

a) That the Meeting was convened in accordance to the Company's Board of Directors meeting held June 24, 2015.

b) That the notices of this Meeting where published on July 9, 15 and 22 of this year in the newspaper *La Nación* to address the following matters:

***(i) amend the bylaws of Empresas Lipigas S.A. to establish that it will become an open stock corporation;***

***(ii) approve the registration of the shares of Empresas Lipigas S.A. with the Securities Register of the Superintendence of Securities and Insurance;***

***(iii) approve a capital increase through the issuance of new primary shares that correspond to at least 10% of the shares that will remain outstanding after their first placement, and that will be offered to third parties in order to enable the Company's listing on the stock exchange; and***

***(iv) empower the Board of Directors to determine the form and time of the issuance of the new primary shares and grant it with the necessary faculties for that purpose.***

c) On June 24, 2015, the Superintendence of Securities and Insurance (hereinafter, "SVS") was notified about this Meeting's convention. The matters to be addressed in this Meeting stated under paragraph b) above were expressly included in the notice to shareholders and the SVS as well as in the published notices.

d) Shareholders entitled to participate in the Meeting: All shareholders in attendance have the right to participate in this Meeting, given they were registered in the Shareholders' Record at midnight on the fifth business day prior to this Meeting.

After inquiring among the attendees, the Chairman requested the Minutes to reflect that no representative of the SVS attended the present Meeting.

## **II. DESCRIPTION OF POWERS OF ATTORNEY**

The powers of attorney to represent the shareholders were extended in accordance to law, and were approved by the Meeting and unanimously by the shareholders represented therein. Attendees also signed the appropriate attendance sheet. Whereas almost all of the Company's shares registered in the Shareholders' Record were represented at the time of this Meeting, representing a quorum of more than 99.99% of them consequently, the Meeting was declared constituted.

## **III. PURPOSE AND DEVELOPMENT OF THE MEETING**

The Chairman told the attendees that the purpose of this Meeting is to submit to the Meeting's consideration the same matters included in the Notice previously read by the Chairman to the Meeting:

### **ONE) Approve a capital increase through the issuance of new primary shares**

The Chairman states that the Company's current capital amounts to 129,242,454,493 Chilean pesos, divided into 113,574,515 nominative, common shares, without par value and of the same series, fully subscribed and paid. Therefore, and given that the Company is a closed corporation, whose shares are not traded on stock exchanges, the adjusted book value of the shares is 1,138 Chilean pesos per share, a figure resulting from dividing the Company's equity among the number of subscribed shares.

Next, the Chairman explained that a capital increase of the Company has been proposed through the issuance of new primary shares that correspond to at least 10% of the shares that will be outstanding after their first placement, and which will be offered to third parties in order to allow the listing of Empresas Lipigas S.A. on the stock exchange. He then gave the floor to the Finance and Administration Manager, Mr. Osvaldo Rosa, who outlined the advantages of being a listed company. Thus, the Meeting received the proposal of the aforementioned Company's capital increase to 192,339,409,493 Chilean pesos, divided into 126,619,906 shares of equal value, without par value and of the same series, through the issuance of 12,619,391 new primary shares, of equal value, without par value and of the same series, to be placed in Chile and also abroad, should the Board of Director's decide to do so, through the mechanism that the Board of Directors has agreed. This placement may not be made at lower prices neither more favorable conditions than those offered to Company shareholders.

Also, the Chairman proposed to the shareholders that all of the Company's capital increase should be fully subscribed and paid within 3 years beginning the date of this Meeting. He also suggested that the Board of Directors be authorized to refrain from

collecting amounts owed within the expiration of the 3-year term from the date of this Meeting without fulfilling the capital increase, in which case share capital will be reduced to the amount actually paid at the expiration of said term. The aforementioned is in accordance with the provisions of Article 24 of Chile's Corporations Law.

The Chairman explained to the attending shareholders the terms of the capital increase in detail, proposing to the Meeting that, in the event that this increase is approved and for purposes of determining the final placement value of the shares representing the capital increase, the Board of Directors be empowered to perform the final pricing of the shares placement, in accordance with the provisions of the second paragraph of article 23 of Chile's Corporations Regulation, that being the case, the placement should be initiated within 180 days of the date of this Meeting.

The Chairman pointed out that the proposed capital increase is to finance the growth projects of Empresas Lipigas S.A. in order to become a relevant actor in the Latin American market of energy distribution, mainly through the sale of natural gas and LPG in its different forms. Thus, funds from the placement will enable the Company to venture into the development of these new businesses.

Finally, the Chairman proposed that the 12,619,391 new primary shares to be issued shall be placed on the date or dates so determined by the Company's Board of Directors, in one or several stages, on the domestic or international markets, empowering the Board of Directors to carry out the placement through the mechanism agreed upon by the Board.

After a brief debate, the Meeting through the unanimity of its members adopted the following resolutions, which the Secretary proceeded to read and were voted on and approved separately:

**FIRST RESOLUTION:** Increase the Company's capital from the amount of 129,242,454,493 Chilean pesos, divided into 113,574,515 shares of equal value, without par value and of the same series, fully subscribed and paid, to the amount of 192,339,409,493 Chilean pesos, divided into 126,193,906 shares of equal value, without par value and of the same series.

For the purposes of the provisions of article 19 of Chile's Corporations Regulation, the unanimity of the shareholders agreed not to capitalize social reserves.

**SECOND RESOLUTION:** The previously agreed capital increase will be fulfilled through the issuance of 12,619,391 new primary shares. The shares will be issued by the Board of Directors at one time for the total shares or partially, pursuant to the Board's determination, to which the most ample faculties will be conferred for this purpose. Also, once the respective share issue is registered with the Securities Register of the SVS, the Board of Directors may place registered shares at one time or partially, among the Company's shareholders or option assignees and/or third parties in accordance with

what is listed below and as appropriate. In this sense, the Board of Directors is empowered to place the shares issued pursuant to the capital increase agreed at this Meeting both on the domestic or international markets, as per its decision, empowering the Board of Directors to carry out the placement through the mechanism agreed upon by the Board. This placement may not be made at lower prices neither more favorable conditions than those offered to Company shareholders.

The price of the new primary shares to be issued must be paid in full at the time of subscription, in cash, in Chilean pesos, local currency, money order, check, electronic transfer of funds, or any other instrument representative of cash-in-hand. These shares must be issued, subscribed and paid within a maximum period of 3 years from the date of the present Meeting. Also, and having the quorum to agree, the Meeting authorized the Board of Directors to refrain from collecting amounts owed within the expiration of the 3-year term from the date of this Meeting without fulfilling the capital increase, in which case share capital will be reduced to the amount actually paid at the expiration of said term. The aforementioned is in accordance with the provisions of article 24 of Chile's Corporations Law.

**THIRD RESOLUTION:** In accordance with amended Company bylaws realized by this Meeting, the book value reference price of the shares in view of the capital increase for the number of shares to be issued is 5,000 Chilean pesos per share. Notwithstanding the foregoing, the unanimity of the shareholders empowers the Company's Board of Directors to carry out a final price setting of this placement of shares both in Chile and abroad, being empowered in this regard by the Meeting, as set forth in the second paragraph of article 23 of Chile's Corporations Regulation.

**FOURTH RESOLUTION:** The 12,619,391 primary shares to be issued will be preferentially offered and for a period of 30 days from the publication of the respective notice of preferred option, to all shareholders of record on the fifth business day prior to the date of publication of the notice of preferred option, on a pro rata basis to the shares that the shareholder has registered on that date. Shareholders may waive or give up their preferred right to subscribe the shares, totally or partially, according to the rules of Chile's Corporations Regulation.

**FIFTH RESOLUTION:** Empower the Board of Directors with ample faculties to determine the procedures to freely offer any remaining shares after the preferential offer alluded in the preceding Fourth Resolution, on one or more occasions and in the amounts that it deems appropriate, either in Chile or abroad, either to the shareholders and/or third parties. Furthermore, and unless the Board of Directors resolves otherwise, shares whose preferred option rights are waived, totally or partially, by shareholders entitled to them, may be offered by the Board of Directors in the terms above-mentioned, from the moment in which such waiver is communicated to the Company or when the Company becomes aware of it, without waiting for the end of the 30-day legal period referred to in the Fourth Resolution of this Meeting. In any case, despite the provisions of the last paragraph of article 29 of Chile's Corporations Regulation, the sale of shares

to third parties may not be made at lower prices neither more favorable conditions than the preferential offer to shareholders entitled thereto.

**SIXTH RESOLUTION:** Empower the Company's Board of Directors with ample faculties, within the framework of the resolutions adopted at this Meeting, to: **(a)** issue new primary shares and resolve their placement among the shareholders and/or third parties, accordingly, in Chile or abroad pursuant to the preceding resolutions; **(b)** grant them with options to subscribe them; **(c)** proceed and agree with the most ample powers, on how and when the capital increase will take place requesting the corresponding records, making the necessary publications and communications, setting placement date and form; and **(d)** in general, define and resolve within the framework of resolutions adopted at this Meeting, all aspects regarding the issue, placement and sale of shares corresponding to this capital increase, both in Chile and abroad.

The Board of Directors may delegate this role to the Company's General Manager or other Company representatives, who will be in charge of negotiating and subscribing the necessary contracts or documents to place the shares either in Chile and abroad, being empowered to subscribe all kinds of private and public documents; to celebrate all kinds of acts, contracts and agreements, with natural or legal persons, national or foreign, public or private; to accept amendments to the referred documents or contracts, to sign all types of letters, notices, instructions, requests or other documents of any kind, to require publications, records and registration or certificates of any class of persons, natural or legal, national and foreign, public or private, as well as to agree on all the conditions of the essence, nature and accidental of these documents and contracts and perform all kinds of actions and efforts related to the above. Also, the Board of Directors shall have the right to solve all situations, modalities, complementation, amendments and details which may arise or be required in connection with the amendment of Company Bylaws agreed in the present Meeting.

**TWO) Submit Empresas Lipigas S.A. to the rules governing public companies**

The Chairman stated that given that the Company is registered with Securities Register of the SVS, and, therefore is subject to the supervision and control of that entity, shareholders should approve that the Company be subject to the rules governing public companies, once its shares are registered with the Securities Register of the SVS.

In this regard, the Chairman pointed out to the shareholders the importance that the previously agreed capital increase with the issuance of new primary shares, be subscribed by third parties other than current Company shareholders, in order to expand the Company's ownership base.

Once the Chairman's concerns were addressed, and after a brief debate, by unanimous vote of the attending shareholders, the Meeting adopted the following resolution, which was read by the Secretary:

**RESOLUTION SEVEN:** Approve that the Company be subject to the rules governing public companies once its shares are registered with the Securities Register of the SVS

**THREE) Share issue and placement expenses accounting treatment**

Following, the Chairman told shareholders that, as provided for in Notice number 1370, amended by Notice number 1736, both of the SVS, it is necessary to inform that the share issue and placement expenses will be deducted from the account "Surcharge on sale of own shares" / "Issue premium". If that account does not have balance or the designated expenses exceed the amount, they will be recorded in an account called "Share issue and placement expenses ". In this way, at the next general shareholders' meeting held by the Company, the "share issue and placement expenses" shall be deducted from paid-in capital.

Regarding share issue and placement expenses corresponding to the capital increase approved by the Meeting, the Chairman told shareholders that they are estimated at approximately 650 million Chilean pesos and 1.7 billion Chilean pesos depending on whether it is done in Chile or abroad, considering expenses on consultants, lawyers, publications, legalizations, title printing, communications to shareholders, trips, among others.

After a brief debate, by unanimous vote of the attending shareholders, the Meeting adopted the following resolution, which was read by the Secretary:

**RESOLUTION EIGHT:** Approve the share issue and placement expenses accounting treatment according to the terms previously set forth by the Chairman.

**FOUR) Approve the registration of shares of Empresas Lipigas S.A. with the Securities Register of the SVS and with one or more of the country's authorized stock exchanges.**

The Chairman said that it was now up to the Meeting to approve that the shares of the Company be registered with the Securities Register kept by the SVS and, in addition their registration with on one or more of the country's authorized stock exchanges, especially with the Santiago Stock Exchange, as determined by the Board, for purposes they can be aimed at becoming a tender offer and susceptible of being traded on the stock exchange and other public markets. The aforementioned, so that the Company's shares, including those corresponding to issue with charge to the capital increase previously agreed, are traded on the stock exchange and other public markets.

Then, the Chairman explained in detail to shareholders the effects that such registration would have for the Company, both in terms of its control and applicable legal, regulatory and administrative rules, as well as for the information that the Company would have to submit to the relevant authorities and the general public.

In order to achieve the registration of the Company's shares in one or more of the country's authorized stock exchanges, the Chairman said that the Meeting must approve that the Company be subject to additional requirements that might be established by the Santiago Stock Exchange and other stock exchanges where the Company requests that its shares be admitted to processing.

Also, the Chairman pointed out that the Meeting shall agree that the registration with the Securities Register of the SVS will not be cancelled for a period of 3 years beginning the date on which the shares representing the capital increase are publicly placed. The foregoing, notwithstanding that the Company meets the legal requirements to proceed in this regard.

After analyzing the matter, by unanimous vote of the attending shareholders, the Meeting adopted the following resolutions, that were voted on and approved separately, which were read by the Secretary:

**RESOLUTION NINE:** Approve that the shares of the Company be registered with the Securities Register kept by the SVS and, in addition, their registration with one or more of the country's authorized stock exchanges, especially with the Santiago Stock Exchange, as determined by the Board, for purposes that the Company's shares, including those corresponding to issue with charge to the capital increase previously agreed in this Meeting, be traded on the Santiago Stock Exchange. In the event that the Company and its shares are listed on the Santiago Stock Exchange, the Meeting accepts and agrees that the Company be subject to those requirements that might be established by said stock exchange. In particular, the unanimity of the shareholders attending this Meeting, expressed their willingness, when appropriate and timely, to totally or partially waive the preferential option right to which they are entitled according to law to subscribe the shares that are issued with charge to the capital increase agreed in this Meeting.

**RESOLUTION TEN:** Once the Company has publicly placed its shares, the Company shall not cancel its registration with the Securities Register of the SVS for a period of 3 years beginning the date on which the shares representing the capital increase are publicly placed. The foregoing, notwithstanding that the Company meets the legal requirements to proceed in this regard.

**RESOLUTION ELEVEN:** Empower the Company's Board of Directors with ample faculties, within the framework of this agreement, to request the registration of the Company's shares with the Securities Register of the SVS, and with one or more of the country's authorized stock exchanges, empowering it especially to carry out all procedures that are necessary for the Company's shares, both those already issued as well as those agreed to be issued, to be traded on those stock exchanges, and it may delegate all or part of its faculties.

## **FIVE) Amendment to Company Bylaws.**

Pursuant to the agreements previously adopted by the unanimity of the shareholders, the Chairman stated to shareholders about the need for a series of amendments to the Company's Bylaws, in order to submit the Company to the rules governing public companies.

After a brief description regarding the provisions of the bylaws to which the current amendment refers to, by unanimous vote of the attending shareholders, the Meeting adopted the following resolutions, that were voted on and approved separately, which were read by the Secretary:

**RESOLUTION TWELVE:** Amend the articles of Company Bylaws indicated below as follows:

(a) Replace Article Five of Company Bylaws with the following: "ARTICLE FIVE: share capital amounts to 192,339,409,493 Chilean pesos divided into 126,193,906 common shares of equal value, without par value and of the same series, subscribed and paid for in the proportions indicated in transitional article one of these Bylaws. Likewise, in the event of a capital increase through primary shares, the value of same may be paid in cash, shares or other goods."

(b) Replace Transitional Article One of Company Bylaws with the following: "TRANSITIONAL ARTICLE ONE: Share capital amounts to 192,339,409,493 Chilean pesos divided into 126,193,906 shares of equal value, without par value and of the same series, is partially subscribed and paid in the following manner and proportions: (One) 129,242,454,493 Chilean pesos, divided into 113,574,515 nominative, shares, without par value and of the same series, fully subscribed and paid by the shareholders prior to this date; and (Two) 63,096,955,000 Chilean pesos divided into 12,619,391 shares, of equal value, without par value and of the same series, to be issued, subscribed and paid charge against the capital increase approved by the Special Shareholders' Meeting held July 29, 2015 (hereinafter also referred to as the "Meeting"). Regarding this capital increase: (i) Shares must be issued, subscribed and paid within a maximum term of 3 years beginning the date on which the Meeting approved the capital increase; (ii) said shares will be issued by the Board of Directors at one time and for the total amount of shares, or partially in accordance with the Board of Directors' decision, to which ample faculties have been granted for said effects; and, once the respective share issue charged against the capital increase has been registered with the Securities Register of the SVS, likewise, the Board of Directors may place the shares so registered at one time or partially, among Company shareholders, option assignees and/or third parties, pursuant to the procedures indicated further on. The Board of Directors may place issued shares pursuant to the capital increase agreed by the Meeting both in local markets as well as abroad, through the mechanism agreed by the Board of Directors. This placement may not be made at lower prices neither more favorable conditions than those offered to Company shareholders. The price of the new primary shares to be

issued must be paid in full at the time of subscription, in cash, in Chilean pesos, local currency, money order, check, electronic transfer of funds, or any other instrument representative of cash-in-hand; (iii) the book value reference price of the shares set by the Meeting in view of the amount of capital increase for the number of shares to be issued is 5,000 Chilean pesos per share. However, the Company's Board of Directors has been empowered to carry out a final price setting of this placement of shares both in Chile and abroad, which in no case can be lower to the book value of the share previously mentioned, as set forth in the second paragraph of article 23 of Chile's Corporations Regulation; (iv) the 12,619,391 primary shares to be issued will be preferentially offered and for a period of 30 days from the publication of the respective notice of preferred option, to all shareholders of record on the fifth business day prior to the date of publication of the notice of preferred option, on a pro rata basis to the shares that the shareholder has registered on that date. Shareholders may waive or give up their preferred right to subscribe the shares, totally or partially, according to the rules of Chile's Corporations Regulation; (v) the Board of Directors has been empowered with ample faculties to determine the procedures to freely offer any remaining shares after the preferential offer alluded in the preceding number (iv), on one or more occasions and in the amounts that it deems appropriate, either in Chile or abroad, either to the shareholders and/or third parties. Furthermore, and unless the Board of Directors resolves otherwise, shares whose preferred option rights are waived, totally or partially, by shareholders entitled to them, may be offered by the Board of Directors in the terms above-mentioned, from the moment in which such waiver is communicated to the Company or when the Company becomes aware of it, without waiting for the end of the 30-day legal period referred to in number (iv) above. In any case, despite the provisions of the last paragraph of article 29 of Chile's Corporations Regulation, the sale of shares to third parties may not be made at lower prices neither more favorable conditions than the preferential offer to shareholders entitled thereto; (vi) also, and with the required quorum, the Meeting authorized the Board of Directors to refrain from collecting amounts owed within the expiration of the 3-year term from the date of the Meeting without fulfilling the capital increase, in which case share capital will be reduced to the amount actually paid at the expiration of said term. The aforementioned is in accordance with the provisions of Article 24 of Chile's Corporations Law; the Board of Directors was granted ample faculties so that, in the framework of the resolutions adopted by the Meeting it may: (a) issue new primary shares and resolve their placement among the shareholders and/or third parties, accordingly, in Chile or abroad pursuant to the preceding resolutions; (b) grant them with options to subscribe them; (c) proceed and agree with the most ample powers, on how and when the capital increase will take place requesting the corresponding records, make the necessary publications and communications, set placement date and form; and (d) in general, define and resolve within the framework of resolutions adopted at this Meeting, all aspects regarding the issue, placement and sale of shares corresponding to this capital increase, both in Chile and abroad.

Pursuant to the Board of Directors' empowerment, that may delegate this role to the Company's General Manager or other Company representatives, it was granted the

faculties to be in charge of negotiating and subscribing the necessary contracts or documents to place the shares either in Chile or abroad, being empowered to subscribe all kinds of private and public documents; to celebrate all kinds of acts, contracts and agreements, with natural or legal persons, national or foreign, public or private; to accept amendments to the referred documents or contracts, to sign all types of letters, notices, instructions, requests or other documents of any kind, to require publications, records and registration or certificates of any class of persons, natural or legal, national and foreign, public or private, as well as to agree on all the conditions of the essence, nature and accidental of these documents and contracts, and perform all kinds of actions and efforts related to the above. Also, the Board of Directors shall have the right to solve all situations, modalities, complementation, amendments and details which may arise or be required in connection with the amendment of Company Bylaws agreed in the Meeting."

#### **IV. SPECIAL POWER OF ATTORNEY**

The Meeting unanimously agreed to empower anyone of the following: Ángel Mafucci Solimano, Osvaldo Rosa Ageitos, José Miguel Bambach Salvatore and Patricio Reyes Infante to issue a public deed of all or part of the Minutes of this Meeting, once it has been signed by the designated shareholders, in order to require the relevant declarations and inserts deemed necessary and grant the public deeds and private instruments needed to rectify, adjust or complement accounts, figures, quantities, or references mentioned in these Minutes, as well as subscribe the supplementary, explanatory, rectifying and/or amending public deeds, as necessary in accordance with the procedure of company regularization affected by invalidity, according to Chile's law number 19.499, dated April 11, 1997. In the same way, the Shareholder's Meeting authorized the carrier of an authorized copy of the referred public deed to carry out the required registrations and publications.

Osvaldo Rosa Ageitos, Armando Mombiela Oyarce and Pamela Tapia Bonilla have been granted with a power of attorney, so that they may separately and individually present and process paperwork regarding the capital increase of Empresas Lipigas S.A. stated in these Minutes, with Chile's Internal Revenue Service (*Servicio de Impuestos Internos*), being able to sign required forms and/or receipts to that effect, and they can expressly delegate their powers.

#### **V. SIGNING OF MINUTES.-**

The Meeting agreed by unanimous vote of the shareholders that the Minutes be signed by the representatives of Inversiones El Escudo Limitada, Inversiones y Rentas Bermeo Limitada and LV Expansión SpA, along with the Chairman and Secretary. With no further matters to address, the Meeting concluded at 11 am.

Juan Manuel Santa Cruz M.  
Chairman

José Miguel Bambach S.  
Secretary

Jorge Yaconi Aguayo  
On behalf of Inversiones El Escudo  
Limitada

Jaime Santa Cruz Negri  
On behalf of Inversiones y Rentas  
Bermeo Limitada

Felipe Porzio Honorato  
LV Expansión SpA

**ATTENDANCE LIST**

**EMPRESAS LIPIGAS S.A.  
SPECIAL SHAREHOLDERS' MEETING**

Special Shareholders' Meeting of **EMPRESAS LIPIGAS S.A.** held in Santiago on July 29, 2015.

1.- **EL CÓNDROR COMBUSTIBLES S.A.**, represented by Mr. **Juan Manuel Santa Cruz Munizaga** with 11,402,533 shares;

Signature: \_\_\_\_\_

2.- **SAN JAVIER COMBUSTIBLES S.A.**, represented by Mr. **Juan Manuel Santa Cruz Munizaga** with 5,701,266 shares;

Signature: \_\_\_\_\_

3.- **INVERSIONES SEIS LIMITADA**, represented by Mr. **Roberto Piriz Simonetti** with 5,019,854 shares;

Signature: \_\_\_\_\_

4.- **ASESORÍAS LEGALES E INVERSIONES LIMITADA**, represented by Mr. **Roberto Piriz Simonetti** with 681,413 shares;

Signature: \_\_\_\_\_

5.- **NOGALEDA HOLDING LIMITADA**, represented by Mr. **Juan Manuel Santa Cruz Munizaga** with 11,315,082 shares;

Signature: \_\_\_\_\_

6.- **INVERSIONES EL ESCUDO LIMITADA**, represented by Mr. **Jorge Yaconi Aguayo** with 3,716,728 shares;

Signature: \_\_\_\_\_

7.- **INVERSIONES HEVITA S.A.**, represented by Mr. **Mario Vinagre Muñoz** with 8,917,707 shares;

Signature: \_\_\_\_\_

8.- **INVERSIONES VINTA LIMITADA**, represented by Mr. **Mario Vinagre Muñoz** with 1.210.523 shares;

Signature: \_\_\_\_\_

9.- **INVERSIONES Y RENTAS BERMEO LIMITADA**, represented by Mr. **Jaime Santa Cruz Negri** with 10,128,229 shares;

Signature: \_\_\_\_\_

10.- **NEXOGAS S.A.**, represented by Mr. **Alfonso Ardizzoni Martín** with 4,372,621 shares;

Signature: \_\_\_\_\_

11.- **L.V. EXPANSIÓN SPA**, represented by Mr. **Felipe Porzio Honorato** with 51,108,517 shares.

Firma: \_\_\_\_\_

**Total shares represented:** 113,574,473 shares of a total of 113,574,515.

**CERTIFICATE**

The subscribing Notary Public, certifies:

**FIRST:** That the Special Shareholders' Meeting of Empresas Lipigas S.A. recorded in the foregoing Minutes, was held on the date, time and place therein indicated.

**SECOND:** That the shareholders attending the Meeting individualized in the Minutes for the number of shares also indicated and which correspond to 113,574,473 shares of the 113,574,515 Company shares.

**THIRD:** That the Minutes reflect a true and accurate copy of what happened and what was agreed during the Meeting.

Santiago, July 29 2015.

**Eduardo Avello Concha  
Notary Public  
27th Notary of Santiago**