



Panamá, 22 de abril de 2016.

Señores  
Tenedores Registrados  
Emisión Pública de Bonos Corporativos  
**AES Changuinola, S.R.L.**  
Ciudad.-

Estimados señores:

Hacemos referencia a la Emisión Pública de Bonos Corporativos de AES Changuinola, S.R.L. por la suma de Cuatrocientos Setenta Millones de Dólares (US\$470,000,000.00), autorizada bajo la Resolución SMV No.468-13 de 13 de noviembre de 2013 (en adelante, "la Emisión").

En calidad de Agente de Pago, Registro y Transferencia de la Emisión, hemos recibido nota del Emisor donde nos solicita que gestionemos el consentimiento de la Mayoría de Tenedores con Poder de Dirección para que se le conceda una dispensa para el cumplimiento de la razón financiera Deuda a EBITDA durante los períodos fiscales terminados entre el 31 de marzo de 2016 y 31 de diciembre de 2016, inclusive.

Adjuntamos carta del Emisor con información pertinente del caso.

De estar de acuerdo con la presente solicitud, agradecemos enviar esta carta firmada a más tardar el día 29 de abril de 2016 a través de su Puesto de Bolsa.

Los demás términos y condiciones establecidos a la fecha permanecen sin cambio alguno.

Sin otro particular por el momento, nos despedimos.

Atentamente,

A handwritten signature in black ink, appearing to read "Tamara De León". Below the signature, the name "Tamara De León" is printed in a smaller, standard font, followed by "Firma Autorizada" and a handwritten date "57-4".

A handwritten signature in black ink, appearing to read "Valerie Voloj". Below the signature, the name "Valerie Voloj" is printed in a smaller, standard font, followed by "Firma Autorizada".

Tenedor Registrado: \_\_\_\_\_

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

Nombre Legible: \_\_\_\_\_

Puesto de Bolsa: \_\_\_\_\_

cc: Central Latinoamericana de Valores, S.A.



April 21<sup>st</sup>, 2016

Banco General, S.A., as Administrative and Paying Agent  
under the Purchase Agreement referred to below  
Apartado Postal 0816-00843  
Panama City, Panama  
Attn: Mrs. Michelle Núñez

Costa del Este  
Avenida La Rotonda  
Business Park II  
Torre V Piso N.11  
Panamá, República de Panamá  
Apartado Postal 0816-01990  
*tel* 507 206-2600  
*fax* 507 206-2612

**RE: AES CHANGUINOLA**

**\$470,000,000 Senior Notes**

Dear Sirs,

Reference is made to the Purchase Agreement, dated as of November 14, 2013 (the “Purchase Agreement”), among AES Changuinola S.R.L, (the “Company”), the Purchasers referred to therein, and Banco General, S.A., as administrative and paying agent for the Bond (in such capacity, the “Administrative and Paying Agent”). Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Purchase Agreement.

The Company expects hydrology to be below historic average during the first half of 2016. This, combined with below average hydrology in the last 6 months of 2015, will cause the rolling Last Twelve Month EBITDA used to calculate the leverage ratio to be lower than expected and to fall slightly short of compliance with its leverage ratio.

*[The rest of this page was left blank intentionally]*



Given the above mentioned explanation, the Company hereby requests the Purchasers a waiver for the ratio limit of x<5.75x established for the fiscal quarters ending between March 31<sup>st</sup>, 2016 and December 31<sup>st</sup>, 2016, as described in Section 14 (a) Debt to EBITDA Ratio.

We appreciate the support of the Purchasers to the Company as we believe the proposed waiver will truly reflect the reality of the business for the coming months.

We look forward to hearing from the Purchasers.

Very truly yours,

AES CHANGUINOLA

By:

A handwritten signature in black ink that appears to read "Arturo Gris".

Name: ARTURO GRIS

Title:

*Supplemental Information:*

- I) AES Changuinola's Overview;