Oncor Update

October 4, 2017
Information Regarding Forward-Looking Statements

This presentation contains statements that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by words such as "believes," "expects," "anticipates," "plans," "estimates," "projects," "forecasts," "contemplates," "assumes," "depends," "should," "could," "would," "will," "confident," "may," "can," "potential," "possible," "proposed," "target," "pursue," "outlook," "maintain," or similar expressions or discussions of guidance, strategies, plans, goals, opportunities, projections, initiatives, focuses, objectives or intentions. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future results may differ materially from those expressed in the forward-looking statements.

Such forward-looking statements include, but are not limited to, statements about the anticipated benefits of the proposed merger involving Sempra Energy, Energy Future Holdings Corp. (EFH) and EFH's indirect interest in Oncor Electric Delivery Company LLC (Oncor) (the Merger), including future financial or operating results of Sempra Energy or Oncor, Sempra Energy's, EFH's or Oncor's plans, objectives, expectations or intentions, the expected timing of completion of the transaction, the anticipated improvement in credit ratings of Oncor, and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by any such forward-looking statements include risks and uncertainties relating to: the risk that the Sempra Energy, EFH or Oncor may be unable to obtain bankruptcy court and governmental and regulatory approvals required for the Merger, or that required bankruptcy court and governmental and regulatory approvals may delay the Merger or result in the imposition of conditions that could cause the parties to abandon the transaction or be onerous to Sempra Energy; the risk that a condition to closing of the Merger may not be satisfied, including receipt of a satisfactory supplemental private letter ruling from the Internal Revenue Service; the risk that Sempra Energy may be unable to obtain the external financing necessary to pay the consideration and expenses related to the Merger on terms favorable to Sempra Energy, if at all; the risk that the transaction may not be completed for other reasons, or may not be completed on the terms currently contemplated; the expected timing to consummate the Merger; the risk that the businesses will not be integrated successfully or may be subject to unexpected or previously unknown risks or liabilities; the risk that the anticipated benefits from the transaction may not be fully realized or may take longer to realize than expected; disruption from the Merger may make it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the diversion of management time and attention to Merger-related issues and related legal, accounting and other costs, whether or not the Merger is completed.

Additional factors, among others, that could cause actual results and future actions to differ materially from those described in forward-looking statements include: actions and the timing of actions, including decisions, new regulations, and issuances of permits and other authorizations by the California Public Utilities Commission, U.S. Department of Energy, California Division of Oil, Gas, and Geothermal Resources, Federal Energy Regulatory Commission, U.S. Environmental Protection Agency, Pipeline and Hazardous Materials Safety Administration, Los Angeles County Department of Public Health, states, cities and counties, and other regulatory and governmental bodies in the United States and other countries in which we operate; the timing and success of business development efforts and construction projects, including risks in obtaining or maintaining permits and other authorizations on a timely basis, risks in completing construction projects on schedule and on budget, and risks in obtaining the consent and participation of partners; the resolution of civil and criminal litigation and regulatory investigations; deviations from regulatory precedent or practice that result in a reallocation of benefits or burdens among shareholders and ratepayers; modifications of settlements; delays in, or disallowance or denial of, regulatory agency authorizations to recover costs in rates from customers (including with respect to regulatory assets associated with the San Onofre Nuclear Generating Station facility and 2007 wildfires) or regulatory agency approval for projects required to enhance safety and reliability; the availability of electric power, natural gas and liquefied natural gas, and natural gas pipeline and storage capacity, including disruptions caused by failures in the transmission grid, moratoriums or limitations on the withdrawal or injection of natural gas from or into storage facilities, and equipment failures; changes in energy markets; volatility in commodity prices; moves to reduce or eliminate reliance on natural gas; the impact on the value of our investment in natural gas storage and related assets from low natural gas prices, low volatility of natural gas prices, and the inability to procure favorable long-term contracts for storage services; risks posed by actions of third parties who control the operation of our facilities; the inability to retain our customers, employees or suppliers; the risk that Sempra Energy may be unable to obtain the external financing necessary to pay the consideration and expenses related to the Merger, or that required bankruptcy court and governmental and regulatory approvals may delay the Merger or result in the imposition of conditions that could cause the parties to abandon the transaction or be onerous to Sempra Energy; the risk that a condition to closing of the Merger may not be satisfied, including receipt of a satisfactory supplemental private letter ruling from the Internal Revenue Service; the risk that Sempra Energy may be unable to obtain the external financing necessary to pay the consideration and expenses related to the Merger on terms favorable to Sempra Energy, if at all; the risk that the transaction may not be completed for other reasons, or may not be completed on the terms currently contemplated; the expected timing to consummate the Merger; the risk that the businesses will not be integrated successfully or may be subject to unexpected or previously unknown risks or liabilities; the risk that the anticipated benefits from the transaction may not be fully realized or may take longer to realize than expected; disruption from the Merger may make it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the diversion of management time and attention to Merger-related issues and related legal, accounting and other costs, whether or not the Merger is completed.

These risks and uncertainties are further discussed in the reports that Sempra Energy has filed with the U.S. Securities and Exchange Commission. These reports are available through the EDGAR system free-of-charge on the SEC's website, www.sec.gov, and on the company's website at www.sempra.com. Investors should not rely unduly on any forward-looking statements. These forward-looking statements speak only as of the date hereof, and the company undertakes no obligation to update or revise these forecasts or projections or other forward-looking statements, whether as a result of new information, future events or otherwise.

Sempra South American Utilities, Sempra Infrastructure, Sempra LNG & Midstream, Sempra Renewables, Sempra Mexico and Infraestructura Energética Nova, S.A.B. de C.V. (IEnova) are not the same as the California Utilities, San Diego Gas & Electric Company (SDG&E) or Southern California Gas Company (SoCalGas), and are not regulated by the California Public Utilities Commission.
Table of Contents

▪ Key Updates

▪ Transaction Structure

▪ Financing Summary

▪ Next Steps

▪ Key Takeaways
Key Updates

- On August 21st, Sempra agreed to acquire stake in Oncor
- On August 25th, Oncor and Sempra management initiated formal stakeholder outreach
- On September 6th, U.S. Bankruptcy Court approved Energy Future Holdings Corp.’s (EFH) entry into the merger agreement with Sempra, including $190 M breakup fee
- Based on Texas stakeholder feedback, Sempra simplified the financing structure, and is now:
  - Purchasing 100% of EFH
  - Eliminating third-party equity investors and EFH debt
- The revised financing structure also addresses key concerns of stakeholders and accelerates Sempra’s plan for increased ownership
- Four major stakeholders have agreed to continue constructive regulatory settlement negotiations

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1) The transaction is subject to customary closing conditions, including the approval of the Public Utility Commission of Texas (PUC), U.S. Bankruptcy Court of Delaware, Federal Communications Commission, Federal Energy Regulatory Commission, and receipt of an Internal Revenue Service (IRS) supplemental Private Letter Ruling, among others.

2) The breakup fee would be paid only if both of the following occur: (1) EFH/Energy Future Intermediate Holding Company (EFIH) terminate the merger agreement pursuant to their fiduciary out, breach the Merger Agreement, support an alternative plan in the U.S. Bankruptcy Court, or if the U.S. Bankruptcy Court enters an order, or if EFH/EFIH seek entry of an order, approving any sale of equity or material assets of EFH or its subsidiaries to another party, and (2) EFH/EFIH consummates an alternate proposal.
Transaction Structure

**Former Structure**

1. **$9.45 B Bid**
2. (-) **$3.0 B NewCo Debt**
3. **$6.45 B Equity**
   - Investment grade, non-recourse debt
   - ~60% Sempra
   - ~40% 3rd Party

**Revised Structure**

1. **$9.45 B**
2. 100% Sempra

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1) The ability to raise financing for this transaction at favorable prices or in the amounts required is subject to market conditions and other factors, some of which are beyond the control of Sempra.
2) Excludes transaction costs and adjustments based on dividends made by Oncor.
3) Texas Transmission Investment, owned by Borealis Infrastructure Management and Government of Singapore Investment Corp.
4) Includes Oncor management’s 0.22% interest.
Financing Summary

<table>
<thead>
<tr>
<th>Sempra Details</th>
<th>Revised</th>
</tr>
</thead>
<tbody>
<tr>
<td>Target Financing Structure</td>
<td>~65% Sempra-issued equity</td>
</tr>
<tr>
<td></td>
<td>~35% Sempra debt</td>
</tr>
<tr>
<td>Target Credit Profile</td>
<td>Improved as compared to former financing structure</td>
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</tbody>
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- Revised structure:
  - Provides more certainty of increased ownership of EFH and Oncor
  - Eliminates third-party equity investors and EFH debt
  - Improves Sempra’s long-term credit profile
  - Results in an expected 4-year average annualized accretion of $0.10 - $0.20 per share at Sempra

- Accretion will vary based on the closing date of the transaction and the timing and mix of debt and equity issued
Next Steps

1) The transaction is subject to customary closing conditions, including the approval of the PUCT, U.S. Bankruptcy Court of Delaware, Federal Communications Commission, Federal Energy Regulatory Commission, and receipt of an IRS supplemental Private Letter Ruling, among others.

2) The timeline dates are not intended to be to scale.

Sempra agreed to acquire stake in Oncor
August 21, 2017

Bankruptcy Court approved entry into Merger Agreement
September 6, 2017

Receive Federal regulatory approvals

PUCT approval up to 8 months from filing

Sempra and Oncor to file joint application with PUCT
October 5, 2017

Initiated formal stakeholder engagement
August 25, 2017

Confirmation of Plan of Reorganization

Transaction closing expected in the first half of 2018
Key Takeaways\(^{(1)}\)

- The revised structure is responsive to feedback received from Texas stakeholders and regulators:
  - Simplifies the financing structure
  - Eliminates third-party equity investors and EFH debt
  - Accelerates Sempra’s plan for increased ownership
  - Improves Sempra’s long-term credit profile\(^{(2)}\)

- Key stakeholders in the Texas regulatory process have agreed to continue constructive regulatory settlement negotiations

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1) The transaction is subject to customary closing conditions, including the approval of the PUCT, U.S. Bankruptcy Court of Delaware, Federal Communications Commission, Federal Energy Regulatory Commission, and receipt of an IRS supplemental Private Letter Ruling, among others.

2) As compared to the prior financing structure.