



PUBLIC JOINT STOCK COMPANY
Enel Russia

Extract from the MINUTES № 7/19
Meeting of the Board of Directors of PJSC Enel Russia

Location: 7, building 1, Pavlovskaya street, Moscow.

Date of the meeting: April 17, 2019.

Form of the Meeting: in praesentia/absentia.

Deadline for ballots and messages on voting by email receipt: April 18, 2019, 17:00 (Moscow time).

Minutes date: April 19, 2019.

Participated in the Meeting:

Chairman of the Board of Directors:

S. ZWEGUINTZOW

Members of the Board of Directors:

A. GUACCERO

G. CALLEGARI

A. PALAZZOLO

Participated by video conference-call:

R. AVOGADRO DI VIGLIANO

R. DEAMBROGIO

M.A. GIANNELLI

M. FRAGALE

Participated by conference-call:

T. SITDEKOV

(for issues № 1-9, 11-23 of the agenda)

Voted in absentia (by ballot or by email):

D. MOSOLOV

T. SITDEKOV

(for issue № 10 of the agenda)

Quorum is present.

Corporate secretary

Z. SEDOVA

The votes were counted by Z. Sedova.

Issue № 5. Preliminary approval of the Annual Report of PJSC Enel Russia for the year 2018.

Comments were expressed by: S. Zweguintzow.

Resolution:

5.1. To approve preliminarily the Annual Report of PJSC Enel Russia for the year 2018.

5.2. To recommend to the Annual General Shareholders' Meeting to approve the Annual Report of PJSC Enel Russia for the year 2018.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«FOR» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 6. Preliminary approval of the annual accounting (financial) statements of PJSC Enel Russia for the year 2018.

Comments were expressed by: S. Zweguintzow.

Resolution:

6.1. To approve preliminarily the annual accounting (financial) statements of PJSC Enel Russia for the year 2018.

6.2. To propose to the Annual General Shareholders' Meeting to approve the annual accounting (financial) statements of PJSC Enel Russia for the year 2018.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«FOR» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 7. Recommendations to the General shareholders' meeting of PJSC Enel Russia on PJSC Enel Russia profit allocation for the year 2018 (including payment (declaration) of dividends).

Comments were expressed by: S. Zweguintzow.

Resolution:

7.1. To recommend to the Annual General Shareholders' Meeting to approve the following distribution of the PJSC Enel Russia earnings as of December 31, 2018:

| | (million RUB) |
|--|---------------|
| Net profit (loss) of the reporting period subject to distribution (coverings): | 5,081 |
| Accumulated earnings as of December 31, 2017 | 16,060 |
| Distribute to: Legal reserve | - |
| Dividends | 5,004 |
| Coverings incurred losses | - |
| Accumulated earnings | 16,137 |

7.2. To recommend to the Annual General Shareholders' Meeting of the Company to adopt the following resolution:

«To pay dividends on ordinary shares of PJSC Enel Russia on the results of fiscal year 2018 in the amount of 5,004 MRUB or 0.141471 rubles per one ordinary share.

To fix July 08, 2019 as a date on which the persons entitled to receive dividends are determined.

The dividends shall be paid in cash within the time limit stipulated by the legislation. The accrued dividends per shareholder shall be determined accurate within 1 kopeck. The amount of dividends to pay shall be subject to mathematical rules of rounding.»

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«FOR» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 8. Proposal of the auditor of PJSC Enel Russia to be approved by the General shareholders' meeting of PJSC Enel Russia.

Comments were expressed by: S. Zweguintzow.

Resolution:

8. To propose to the Annual General Shareholders' Meeting to approve the Limited Liability Company Ernst & Young as the Auditor of PJSC Enel Russia.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«FOR» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 9. Approval of evaluation of candidates' independence, opinion of candidates' independence status and of assessment of candidates to the Board of Directors to be elected at Annual General shareholders' meeting of PJSC Enel Russia.

Comments were expressed by: S. Zweguintzow.

Resolution:

9.1. Based on the criteria for independent status of members of the Board of Directors, contained in the Annex 4 of the Listing Rules of Moscow Exchange (hereinafter - Independence criteria) and p. 2.4.1 (pp.101-107) of the Russian Corporate Governance Code to evaluate, based on the information provided by the candidates, the independence of candidates' for the members of the Board of Directors of PJSC Enel Russia (hereinafter - Company) as follows:

| Candidates for the Board of Directors | Compliance with Independence criteria as per MOEX Listing Rules (http://www.moex.com/a3056) | | | |
|---------------------------------------|---|--|--|---|
| | 1. The candidate is not associated to the Company. | 2. The candidate is not associated with any of the Company's substantial shareholders. | 3. The candidate is not associated with any of the Company's material trading partners or competitors. | 4. The candidate is not associated with the government or a municipality. |
| Andrea Palazzolo | Complied with | Complied with | Complied with | Complied with |
| Andrea Guaccero | Complied with | Complied with | Complied with | Complied with |
| Giorgio Callegari | Complied with | Complied with | Complied with | Complied with |

| | | | | |
|------------------------------|--|--|---------------|---------------|
| Vitaliy Yurievich Zarkhin | Complied with | Complied with | Complied with | Complied with |
| Andrey Vladimirovich Morozov | Complied with | Complied with | Complied with | Complied with |
| Giuseppe Ferrara | Complied with | Not complied with (Mr. Ferrara is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange). | Complied with | Complied with |
| Stephane Maurice Zweguintzow | Not complied with (Mr. Zweguintzow is associated with the Company, because he is an employee of PJSC Enel Russia according pp.103 of Corporate Governance Code and p.4 of Annex 4 to the Listing Rules of Moscow Exchange). | Not complied with (Mr. Zweguintzow is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange). | Complied with | Complied with |
| Simone Mori | Complied with | Not complied with (Mr. Mori is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange). | Complied with | Complied with |
| Giancarlo Pescini | Complied with | Not complied with (Mr. Pescini is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |
| Marco Fragale | Complied with | Not complied with (Mr. Fragale is associated with the Company's substantial shareholder, because he is an employee of subsidiary entity of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |
| Maria Antonietta Giannelli | Complied with | Not complied with (Mrs. Giannelli is associated with the Company's substantial shareholder, because she is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |
| Irina Nikolaevna Dushina | Complied with | Not complied with (Mrs. Dushina is associated with the Company's substantial shareholder, because she is an employee of subsidiary entity of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |

| | | | | |
|--------------------------|---------------|--|---------------|---------------|
| Giuseppe Luzzio | Complied with | Not complied with (Mr. Luzzio is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A. and employee of its subsidiary entity, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |
| Laurent Nicolas Souviron | Complied with | Not complied with (Mr. Souviron is associated with the Company's substantial shareholder, because he is an employee of ACG Equity Partners, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |
| Tagir Sitdekov | Complied with | Not complied with (Mr. Sitdekov is associated with the Company's substantial shareholder, because he is an employee of RDIF MC-JSC, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |
| Denis Mosolov | Complied with | Not complied with (Mr. Mosolov is associated with the Company's substantial shareholder, because he is an employee of Macquarie Infrastructure & Real Assets (Europe) Limited, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange) | Complied with | Complied with |

9.2. To issue an opinion of the candidate's independence status according with Independence criteria, based on the information provided by the candidates, having performed assessment of the independence of candidates:

To recognize A. Palazzolo, A. Guaccero, G. Callegari, V.Y. Zarkhin and A.V. Morozov as independent candidates for the members of the Company's Board of Directors.

To recognize G. Ferrara, S.M. Zweguintzow, S. Mori, G. Pescini, M. Fragale, M.A. Giannelli, I.N. Dushina, G. Luzzio, L.N. Souviron, T. Sitdekov and D. Mosolov as dependent candidates for the members of the Company's Board of Directors.

9.3. To assess required experience, knowledge, business reputation of the candidates for the members of the Board of Directors of the Company, based on the information provided by the candidates, as follows:

| Candidates for the Board of Directors | Experience, knowledge, business reputation | Status of compliance with required experience, knowledge, business reputation |
|---------------------------------------|--|---|
| Andrea Palazzolo | Mr. Palazzolo was born in 1974, graduated with honors in Business Law from LUISS University in Rome, PhD in Business Law – Faculty of Economics of University of Rome II Tor Vergata. Mr. Palazzolo is an Independent Consultant of the Sicily Region / Department of Energy, Chairman of "Organismo di Vigilanza ex L. 231/2001" in Happy Games | Complied with |

| | | |
|------------------------------|---|---------------|
| | (Global Starnet Ltd.), Lawyer authorized to practice before Italian Supreme Court, Scientific Coordinator of the Master in Business Law and Scientific Coordinator of the course in Mediation and Settlement of Civil and Commercial Disputes – Department of Law LUISS University. He is a Chairman of Audit and Corporate Governance Committee and a member RPT Committee of the Board of Directors of Enel Russia. Mr. Palazzolo is a Professor of Company Law in LUISS University of Rome, earlier he held a position of Director of Legal and Corporate Affairs of major companies (Enel.it S.p.A., Maggiore Group), Trustee with power of attorney of Gruppo Maggiore (now Avis Budget Group) and Independent Consultant of the Sicily Region / Department of Industry. He also was a member of the Board of directors of Fintyre S.p.A. | |
| Andrea Guaccero | Mr. Guaccero was born in 1970, he graduated with honors in Law from University La Sapienza of Rome, Ph.D. in Public Law of Economy University La Sapienza of Rome, professional experience: Lawyer with the Rome Bar since 1996, qualified to practice before the Supreme Courts, Co-founder of a law firm “Ranieri, Guaccero, Cornetta”, Full Professor of Law in University of Rome Tre, School of Law. Also he is a member of the Board of Directors of Marzotto S.p.A., member of Audit and Corporate Governance Committee and the Chairman of the HR and Remuneration Committee of the Board of Directors of PJSC Enel Russia. Earlier Mr. Guaccero was a full Professor of Commercial Law University of Palermo, School of Law during 2004-2007, a full Professor of Private Comparative Law University of Rome Tre; School of Law, during 2007-2017 and a Member of the National Commission for the recruitment of professors of law in the academic sector of Comparative Law during 2012-2014. | Complied with |
| Giorgio Callegari | Mr. Callegari, was born in 1959, graduated from Polytechnic Institute of Turin with degree in Mining Engineering. He is Chairman and CEO of Generali Russia and CIS and member of the Board of Directors of “Ingosstrakh” IPJSC, also he is a member of HR and Remuneration Committee, Audit and Corporate Governance Committee and the Chairman of RPT Committee of the Board of Directors of Enel Russia. Earlier he held positions: Deputy CEO Strategy and Alliances of Aeroflot, Council in Sita, EVP Strategy and Business Development in Air One, and different overhead positions: Vice President Alliances, Business Development and International Relations, VP Business Development, VP Domestic Network and Sales VP of Alitalia. He also was member of the Board of Directors of “Ingosstrakh Insurance Company Ltd.”, “Airline Pobeda” Ltd. and “Aeromar” JSC. | Complied with |
| Vitaly Yurievich Zarkhin | Mr. Zarkhin was born in 1976, graduated from Russian State University High School of Economics, with a bachelor's degree in Economics and a master's degree in management. He is Member of the Board of Directors and Chairman of the Audit Committee of PJSC Kuzbasskaya Toplivnaya Company, earlier he held a position of Managing Director in Bank GPB (JSC). | Complied with |
| Andrey Vladimirovich Morozov | Mr. Morozov was born in 1978, graduated from the Russian Law Academy of the Russian Federation Ministry of Justice; Harvard Law School with LLM Degree, place of work and title: Association of Institutional Investors, legal director, he is a member of the Board of Directors of IDGC of South, PJSC and IDGC of Center and Volga Region, PJSC, earlier he held a position of Head of Legal Department in “N-C-H Advisors,Ink” and a member of the Board of Directors of OJSC “UAZ”. | Complied with |
| Giuseppe Ferrara | Mr. Ferrara was born in 1961, graduated from University of Salerno with degree in Law. He is a Lawyer of the Bar of Rome, authorized to practice before Italian High Courts. Mr. Ferrara is Head of LCA Europe in Enel S.p.A. Earlier he held a position of Head of Intellectual Property, Innovation, Labour and Legal Policies in Enel S.p.A and a position of the Head of LCA in E-distribuzione S.p.A. Also, Mr. Ferrara was a member of Supervisory Body of E-distribuzione S.p.A. | Complied with |
| Stephane Maurice Zweguintzow | Mr. Zweguintzow was born in 1968, he graduated from the Institute of Political Studies of Paris. He has a Master's Degree in International Business. He is Deputy General Director – Head of People and Organization of PJSC Enel Russia. Since 2013 mr. Zweguintzow is a Chairman of the Board of Directors of Enel Russia. Earlier he held the position of the Director for External Affairs and Sustainability in PJSC Enel Russia and worked as the Business Development Director in Enel | Complied with |

| | | |
|----------------------------|--|---------------|
| | France SAS, also he headed the Russian Gas Department of Enel Trade S.p.A. and the Moscow Office of Enel, Enel Produzione S.p.A. | |
| Simone Mori | Mr. Mori was born in 1964, he graduated from Parma University with degree in Physics and LUISS University in Rome with Master's Degree in Business Administration. Mr. Mori is the Head of Euro – Mediterranean Affairs, also he is a member of the Board of Directors of Bruegel, member of the Europe Technical Committee of Confindustria, President of Elettricità Futura and non-resident fellow of German Marshall Fund of US. Earlier mr. Mori held following positions in Enel S.p.A.: Head of European Affairs and Head of Regulatory Affairs, Environment and Innovation, also he was a member of the Board of Directors of CESI and Enel Trade. | Complied with |
| Giancarlo Pescini | Mr. Pescini was born in 1962, he graduated from University of Rome "LA SAPIENZA" with degree in "Economics and Business Administration". He is Head of Unit "Group's Participation" of Enel S.p.A. and member of the Board of Directors of Enel Investment Holdings B.V. and member of the Internal Audit Commission of PJSC Enel Russia. Earlier mr. Pescini held following positions in Enel S.p.A.: Head of Unit "Participated Companies, Branches and Powers Systems" and Head of Unit "Foreign and Finance Companies". | Complied with |
| Marco Fragale | Mr. Fragale was born in 1976, he graduated from Milan University of Technology with Master's degree of Science in mechanical engineering (Major in hydrocarbons technology) and Helsinki University of Technology with Master's degree of Science in mechanical engineering (Major in environmental of engineering), Master in business administration of SDA Bocconi School of Management (focus in Corporate Finance). He holds a position of Head of Italy Portfolio Evolution of Enel Produzione S.p.A., before that he held positions of the Head of Business Development, Europe and Morocco and the Head of Business Development, Italy and Russia in Enel Produzione S.p.A. He was Vice President, the Head of Market and Development of PJSC Enel Russia and the Head of Upstream Gas for Russia and CIS, the Head of the Branch of Enel Trade, Director of the Board and General Director of LLC Enel Gas Rus. | Complied with |
| Maria Antonietta Giannelli | Mrs. Giannelli was born in 1973, she graduated from the University of Lecce in Economics and Finance and LUISS University in Rome with MBA degree. She has held a position of Mergers & Acquisitions Senior Project Manager in Administration, Finance and Control Department of Enel S.P.A. for last 5 years. | Complied with |
| Irina Nikolaevna Dushina | Mrs. Dushina was born in 1979, she graduated with a first-class honors degree in Law and candidate of Law Science (Ph. D.) from Russian Peoples Friendship University and also she graduated Russian Academy of State Service with degree in national economy, management of investments and innovations. Mrs. Dushina holds a position of Head of Legal and Corporate affairs in more than 5 years Enel Investment Holding B.V. | Complied with |
| Giuseppe Luzzio | Mr. Luzzio was born in 1954, he graduated the University of Pisa as Mechanical Engineer with MBA degree, Finmeccanica School with MBA in Renewable Energy, Sloan School of Management of Massachusetts Institute of Technology in Boston, Energy Services program in Business School of University of Michigan. He is the Head of Market Development in Russia at Enel S.p.A, the First Deputy General Director of LLC Rusenergosbyt, a member of the Board of Directors of LLC Rusenergosbyt Siberia. Earlier mr. Luzzio was a member of the Board of Directors of PJSC Enel Russia. He has previously held the positions of the CEO of Nuove Energie Srl, the Head of Large Infrastructure Projects of Enel S.p.A. | Complied with |
| Laurent Nicolas Souviron | Mr. Souviron was born in 1966, he received the bachelor's degree in the Operations Research and an MBA, both from Columbia University. He is a Partner at AGC Equity Partners, a member of Board of Directors of ASTIR. Earlier mr. Souviron was a member of the Board of Directors of Conformis. | Complied with |
| Tagir Sitdekov | Mr. Sitdekov was born in 1976, he graduated from Plekhanov Russian Academy of Economics as economist and from University of Chicago Booth School of Business with Master's degree of business administration. He is a member of the HR and Remuneration Committee | Complied with |

| | | |
|---------------|--|---------------|
| | <p>of the Board of Directors of Enel Russia, also he is the First Deputy General Director, Member of the Executive Board of JSC Management Company RDIF (before reorganization - LLC Management Company RDIF).</p> <p>He is a Director of Causie Investments Limited, PFR Partners Management Limited, RDIF Asset Management Limited, non-executive Director and a member of Audit, Risks and Internal Control Committee of Tigers Realm Coal Limited. Mr. Sitdekov is a member of the Board of Directors of LLC Severo-vostochnaya magistral, LLC Yugo-vostochnaya magistral, LLC Road-investment company, LLC Professional logistics technologies, JSC Terminal Vladivostok, PJSC Globaltruck Management and the Chairman of the Board of Directors of LLC Natsionalnaya sim-karta.</p> <p>Earlier he was a director of the investment department in the Investment Company A1 and General director in several investment companies.</p> | |
| Denis Mosolov | <p>Mr. Mosolov was born in 1981, he attended Macquarie University in Sydney and received Bachelor of Commerce, specializing in Actuarial Studies. He is a member of the RPT Committee and a member of the Audit and Corporate Governance Committee of the Board of Directors of PJSC Enel Russia. Mr. Mosolov is Senior Vice President of Macquarie Infrastructure & Real Assets (Europe) Limited. Also, he is Director of MRIF Bermuda Investments 4 Limited and MRIF Cyprus Investments 6 Limited, Mr. Mosolov holds position of Alternate Director in MRIF Cyprus Investments 1 Limited, MRIF Cyprus Investments 2 Limited, MRIF Cyprus Investments 3 Limited and he is Manager A in MRIF Luxembourg Holdings Sarl. He has been with Macquarie Group since 2008, specializing in funds management of infrastructure assets in Australia, Europe and Russia.</p> | Complied with |
| | | |

9.4. To recognize that all the candidates, based on the information provided by the same, have the required experience, knowledge and business reputation.

9.5. To recommend to the shareholders of PJSC Enel Russia to elect sufficient number of independent directors at 2019 Annual General Shareholders' Meeting so that PJSC Enel Russia to comply with both the Listing Rules of Moscow Exchange requiring 3 independent directors and with the recommendations of Corporate Governance Code requiring 4 independent directors.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«**FOR**» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«**AGAINST**» (NONE)

«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Issue № 10. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue «Approval of a new version of the Charter of PJSC Enel Russia».

Speaker: Z. Sedova.

Resolution:

10.1. To recommend to the Annual General Shareholders' Meeting of PJSC Enel Russia to adopt the following resolution on the issue «Approval of a new version of the Charter of PJSC Enel Russia»: «To approve the new version of the Charter of PJSC Enel Russia».

10.2 To recommend to the Annual General Shareholders' Meeting of PJSC Enel Russia to adopt the following resolution on the issue «Election of members of the Internal Audit Commission of PJSC Enel Russia and the early termination of their powers»: «To terminate the powers of members of Internal Audit Commission of PJSC Enel Russia since the date of state registration of amendments to the Charter of PJSC Enel Russia.»

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«**FOR**» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«**AGAINST**» (NONE)

«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Issue № 11. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue «Termination of the Company's internal documents».

Speaker: Z. Sedova.

Resolution:

11. To recommend to the Annual General Shareholders Meeting of PJSC Enel Russia to adopt the following resolution on the issue «Termination of the Company's internal documents»: «From the date of state registration of amendments to the Charter of PJSC Enel Russia to terminate the following documents:

- Regulations on the Internal Audit Commission of the Company;
- Regulations on Payment of Remunerations and Compensations to the members of the Internal Audit Commission of the Company.»

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«**FOR**» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«**AGAINST**» (NONE)

«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Issue № 12. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue «Approval of a new version of the Regulation on payment of remuneration and compensations to members of Board of Directors and Board of Directors' Committees of PJSC Enel Russia».

Comments were expressed by: S. Zweguintzow.

Resolution:

12.1. To recommend to the Annual General Shareholders' Meeting of PJSC Enel Russia to approve the new version of the Regulation on payment of remuneration and compensations to members of Board of Directors and Board of Directors' Committees of PJSC Enel Russia.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«**FOR**» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«AGAINST» (NONE)
«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 13. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue «Participation of PJSC Enel Russia in the Russia Renewable Energy Development Association».

Speaker: V. Naboichenko.
Questions were asked by: A. Guaccero.
Comments were expressed by: Z. Sedova.

Resolution:

13. To recommend to the Annual General Shareholders' Meeting of PJSC Enel Russia to approve participation of PJSC Enel Russia in the Russia Renewable Energy Development Association.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«FOR» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)
«AGAINST» (NONE)
«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 14. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue «Consent for entering into the Directors and Officers liability insurance contracts as related-party transactions».

Questions were asked by: A. Guaccero.
Comments were expressed by: G. Callegari, Z. Sedova, N. Leonova.

Resolution:

14.1. To recommend to Annual General Shareholders' Meeting of PJSC Enel Russia to determine that the price of the directors and officers liability insurance contracts as related-party transactions, shall not exceed EUR 135 000 for the period of 3 years.

14.2. To recommend to Annual General Shareholders' Meeting of PJSC Enel Russia to give consent for entering into the directors and officers liability insurance contracts between PJSC Enel Russia and insurance company as related-party transactions on the following conditions:

| | |
|--------------------------|--|
| Parties to the Contracts | Policyholder – PJSC Enel Russia, Insurer – insurance company, established and existing under the Russian Federation law, having experience in the Directors' and Officers' liability insurance, having a valid license to carry out the mentioned insurance activity according to the established in the Russian Federation procedure on the date of the execution of the insurance contract. |
| Subject Matter | In case of an insured event, Insurer shall pay the insurance indemnity according to the terms and conditions of the contracts and applicable law of the Russian Federation. |

| | |
|---------------------------------|---|
| Insurance Object | Insured Party's and/or insured individuals' property interests in connection with the liability according to the applicable law to compensate losses of third parties in case of an insured event. |
| All Coverages | <p>Cover A (Side A) Insured Person Liability The insurer shall pay the loss of each insured person resulting from a claim against the insured person except for and to the extent that the company has indemnified the insured person.</p> <p>Cover B (Side B) Company Reimbursement The insurer shall pay the loss of the company resulting from a claim against the insured person but only when and to the extent that the company has indemnified the insured person for the loss.</p> <p>Cover C – Global program Subsidiaries Directors Liability The insurer shall pay the loss of the subsidiaries directors resulting from a claim against the director.</p> |
| | <p>Cover D – Global program Representation at Investigations and Examinations The insurer shall pay the investigations costs.</p> <p>Cover E – Global program Special Excess Protection for Non-Executive Directors The insurer shall pay the loss of each non-executive director resulting from a claim against the non-executive director.</p> |
| | <p>Cover F (Side C) Company Liability for Securities Claims The insurer shall pay the loss of the company resulting from a claim against the company for any wrongful act committed by such company arising from a securities claims.</p> |
| | |
| Insured Persons (Beneficiaries) | <p>Including but not limited to:</p> <ul style="list-style-type: none"> - members of board of directors, members of executive board, general director of the Policyholder and its subsidiaries; - executive directors, heads of departments (functional directors) of the Policyholder and its subsidiaries; - statutory auditor, General Counsel or Risk Manager (or equivalent position) of the Policyholder and its subsidiaries. <p>Full list of insured persons is as per schedule and policy conditions of Directors & Officers Liability Insurance Policy.</p> |
| Annual insurance Premium | Shall not exceed EUR 45 000. |
| Limit of Liability | <p>Maximum EUR 35 000 000 each claim and aggregate for all loss of all insured persons, including defense costs</p> <p>Plus</p> <p>at least EUR 850 000 for each independent director.</p> |
| Policy Period | <p>At least 1 year.</p> <p>Provide for possible annual renewal during 3 years.</p> |

| | |
|---|----------|
| Validity period for consent for entering into the contracts | 3 years. |
|---|----------|

The persons having interest in transactions: members of the Board of Directors of PJSC Enel Russia, members of the Executive Board of PJSC Enel Russia, General Director of PJSC Enel Russia. The bases on which persons having interest in transaction are as follows: members of the Board of Directors of PJSC Enel Russia, members of the Executive Board of PJSC Enel Russia, General Director of PJSC Enel Russia are the beneficiaries under the transactions.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«**FOR**» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«**AGAINST**» (NONE)

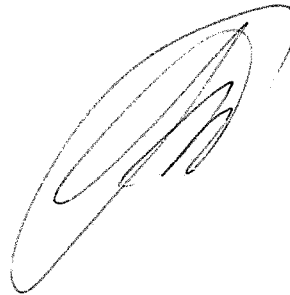
«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Chairman of the Board of Directors of PJSC Enel Russia S. Zweguintzow/signature
Corporate Secretary of PJSC Enel Russia Z. Sedova /signature

True extract:

Corporate Secretary of PJSC Enel Russia



Z. Sedova

Extract date: May 13, 2019.



**PUBLIC JOINT STOCK COMPANY
Enel Russia**

**Extract from the MINUTES № 4/19
Meeting of the Board of Directors of PJSC Enel Russia**

Location: 7, building 1, Pavlovskaya street, Moscow.

Date of the meeting: March 06, 2019.

Form of the Meeting: in absentia.

Deadline for ballots and messages on voting by email receipt: March 06, 2019, 17:00 (Moscow time).

Minutes date: March 07, 2019.

Participated in the Meeting in absentia:

Chairman of the Board of Directors:

S. ZWEGUINZOW

Members of the Board of Directors:

R. AVOGADRO DI VIGLIANO

A. GUACCERO

R. DEAMBROGIO

M.A. GIANNELLI

G. CALLEGARI

D. MOSOLOV

A. PALAZZOLO

T. SITDEKOV

M. FRAGALE

Quorum is present.

Corporate secretary

Z. SEDOVA

The votes were counted by Z. Sedova.

Issue № 1. Review of shareholders' proposals on nomination of candidates to the managing and control bodies of PJSC Enel Russia to be elected at the Annual General Shareholders Meeting of the Company.

Resolution:

1.1. To include the following candidates into candidates list for voting on elections to the PJSC Enel Russia Board of Directors:

| No | Candidacy recommended by shareholders for introduction into | Name of shareholders who recommended a candidacy for introduction into candidates list on elections to the Company Board of Directors |
|----|---|---|
|----|---|---|

| | candidates list on elections to the Company Board of Directors | |
|----|---|-----------------------------|
| 1 | Stephane Maurice Zweguintzow | Enel S.p.A. |
| 2 | Simone Mori | Enel S.p.A. |
| 3 | Giancarlo Pescini | Enel S.p.A. |
| 4 | Marco Fragale | Enel S.p.A. |
| 5 | Maria Antonietta Giannelli | Enel S.p.A. |
| 6 | Andrea Palazzolo | Enel S.p.A. |
| 7 | Andrea Guaccero | Enel S.p.A. |
| 8 | Giuseppe Ferrara | Enel S.p.A. |
| 9 | Giuseppe Luzzio | Enel S.p.A. |
| 10 | Giorgio Callegari | Enel S.p.A. |
| 11 | Irina Nikolayevna Dushina | Enel S.p.A. |
| 12 | Laurent Nicolas Souviron | PFR Partners Fund I Limited |
| 13 | Tagir Sitdekov | PFR Partners Fund I Limited |
| 14 | Denis Mosolov | PFR Partners Fund I Limited |
| 15 | Vitaly Yurievich Zarkhin | The Russian Prosperity Fund |
| 16 | Andrey Vladimirovich Morozov | The Russian Prosperity Fund |

1.2. To include the following candidates into candidates list for voting on elections to the PJSC Enel Russia Internal Audit Commission:

| No | Candidacy recommended by shareholders for introduction into candidates list on elections to the Company Internal Audit Commission | Name of shareholders who recommended a candidacy for introduction into candidates list on elections to the Company Internal Audit Commission |
|----|--|---|
| 1 | Nicoletta Pollio | Enel S.p.A. |
| 2 | Paolo Pirri | Enel S.p.A. |
| 3 | Kumlachew Marchetti Mechal Ebisa | Enel S.p.A. |
| 4 | Natalia Alexandrovna Khramova | Enel S.p.A. |
| 5 | Cristiano Bussi | Enel S.p.A. |

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«FOR» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

«AGAINST» (NONE)

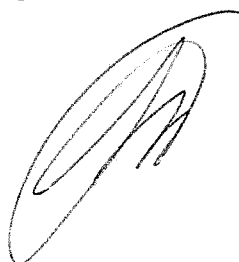
«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Chairman of the Board of Directors of PJSC Enel Russia S. Zweguintzow/signature
Corporate Secretary of PJSC Enel Russia Z. Sedova /signature

True extract:

Corporate Secretary of PJSC Enel Russia



Z. Sedova

Extract date: May 13, 2019.