



APPROVED BY
the resolution of the Board of Directors
of PJSC Enel Russia
September 29, 2016.
(Minutes No. 8/16 dated September 29,
2016)

Chairman of the Board of Directors

_____ Stephane Zweguintzow

**REGULATION
ON CORPORATE SECRETARY
of Public Joint-Stock Company
Enel Russia**

Moscow
2016

1. GENERAL PROVISIONS

1.1. The Regulation on Corporate Secretary of PJSC Enel Russia (hereinafter the "Regulation") is developed in compliance with the Federal law, the Charter of PJSC Enel Russia (hereinafter the "Company", PJSC Enel Russia), internal documents of PJSC Enel Russia, the applicable Listing Rules of stock exchange, on which the securities of the Company are traded (hereinafter referred to as «the Listing Rules»), the Code of Corporate governance approved by the Bank of Russia.

1.2. The Regulation is an internal document of the Company that defines the status, competence, rights and obligations of the Corporate Secretary of the Company, the election procedure of the Corporate Secretary, as well as defines the remuneration procedure for the Company Corporate Secretary.

The activity of the Company Corporate Secretary is governed by the Federal laws, other regulatory acts of the Russian Federation, the Charter of the Company, internal documents of PJSC Enel Russia, decisions made by Company Board of Directors.

2. OBJECTIVES, FUNCTIONS AND COMPETENCE OF THE CORPORATE SECRETARY

2.1. The main objective of the Corporate Secretary activity is to provide effective interaction with shareholders, coordinate the Company activity for protection shareholders' rights and interests, and promote effective activity of the Company Board of Directors.

2.2. The Corporate Secretary acts as the secretary of the Company Board of Directors, the Company General Shareholders Meeting, Committees of the Company Board of Directors unless otherwise provided for by the resolutions of the Company Board of Directors;

2.3. The main Functions of the Corporate Secretary include:

- a) participation in preparation and holding the General Shareholders Meeting;
- b) provision of the work of the Board of Directors and the Committees of the Board of Directors of the Company.
- c) participation in implementation of the Company policy on information disclosure as well as providing storage of the Company corporate documents.
- d) securing interaction between the Company and its shareholders and prevention of corporate conflicts.
- e) securing interaction of the Company with the regulatory authorities, trade organizers, registrar, other professional participants of the securities market within the powers assigned to the Corporate Secretary;
- f) ensuring implementation of the procedures, established by the legislation and internal documents of the Company to assure rights and legitimate interests of the shareholders, and monitoring their implementation;
- g) immediate notification of the Board of Directors of all revealed violations of the law as well as the provisions of the Company internal documents, the compliance with which refers to the functions of Corporate Secretary of the Company.
- h) participation in improvement of the Company corporate governance system and practice.

2.4. The Corporate Secretary of the Company:

2.4.1. Carries out organizational, information and documentary provision of the work of the General Shareholders Meeting both in relation to preparation and holding the General Shareholders Meeting and within the period between the General Shareholders Meetings, including:

- accepts proposals as to introduction of issues to the agenda of the annual General Shareholders Meeting, proposals on nomination to the Company bodies elected by the General Shareholders Meeting, and requirements as to holding an extraordinary General Shareholders Meeting, that are received by the Company;

- keeps record of the proposals or requirements received, holds preliminary legal expertise of them and submits them together with the expertise results to the Chairman of the Board of Directors;
 - prepares and send to the nominees to be elected to the Company bodies the requests as to their agreement to be elected to the relevant bodies and ensures their collection;
 - while interacting with the General Director of the Company on the grounds of the decision of the competent body/person on holding the General Shareholders Meeting, organizes preparation and sending to the Company registrar of the orders to provide the list of persons entitled to participate in the General Shareholders Meeting and providing it for familiarization and extracts from this list to persons entitled to participate in the General Shareholders Meeting within the term set forth by the laws effective in such cases;
 - carries out preparation of the draft of the notification to the persons entitled to participate in the General Shareholders Meeting, on the upcoming General Shareholders Meeting,
 - organizes distribution of the relevant notifications and materials;
 - forms the materials to be provided at the General Shareholders Meetings, the Corporate Secretary also checks them for compliance with the resolutions of the Company Board of Directors;
 - while interacting with the General Director of the Company, the Corporate Secretary ensure printing, editing, copying, translation and access to the materials compulsory for provision to the persons entitled to participate in the General Shareholders Meeting and provision of copies of such materials subject to the request of the persons entitled to participate in the General Shareholders Meeting;
 - informs the General Shareholders Meeting participants on the issues related to the procedure of its holding, takes measures to solve the conflicts related to the procedure of preparation and holding the General Shareholders Meeting;
 - while interacting with the Company registrar effects collection and record of the filled-in voting bulletins received by the Company and their transfer to the counting board;
 - provides keeping minutes of the General Shareholders Meeting, the Board of Directors' meetings and the Committees of the Board of Directors meetings;
- 2.4.2. Carries out organizational, information and documentary provision of the work of the Board of Directors and its Committees both to prepare and hold the meetings of these bodies and within the period between the meetings, including:
- develops and submits for approval by the Chairman of the Board of Directors and subsequent approval by the Board of Directors the Work plan of the Company Board of Directors;
 - develops and submits for approval by the Chairman of the Board of Directors and subsequent approval by the Board of Directors Work plans of the Committees unless otherwise provided for by the Regulations of the Committees;
 - informs in writing all the members of the Board of Directors and its Committees on the extraordinary and scheduled meetings of these bodies according to the order established by the Company internal documents;
 - sends in a timely manner to the members of the Board of Directors and its Committees the relevant documents and materials necessary for the meetings of these bodies;
 - organizes preparation and submission of documents (information) on the request of the members of the Board of Directors and its Committees and while interacting with the General Director of the Company assists in receiving the documents (information) on the requests from the stated persons and structural units of the Company;

- keeps record of the correspondence (including requests, requirements, motions) addressed to the members of the Board of Directors and its Committees and organizationally ensures preparation of the relevant replies, clarifications, press-releases and response of these bodies to the correspondence received in other form;
- keeps the minutes of the meetings of the Company Board of Directors and its Committees;
- provides editing, translation and sending to the relevant persons of documents and materials for the meetings of the Board of Directors and its Committees;
- ensures informing the Board of Directors and its Committees on the proposals of the members of these bodies as to the relevant resolution drafts received prior to the meeting of the relevant body or on their stance on the relevant issue;
- while interacting with the relevant units of the Company, ensures appearance of the persons invited at the meeting of the Board of Directors and its Committees and effects control over compliance with the actual participation of the person invited as to the agenda issue considered at the meeting of these bodies;
- while interacting with the units of the Company technically ensures preparation for holding meetings of the Board of Directors and its Committees in praesentia (premises, materials, unrestricted access to the relevant premises of the members of these bodies and persons invited, provision with the newly received materials, secretary services, etc.);
- ensures compilation and distribution of the voting ballots to the members of the Board of Directors and its Committees if holding the meeting of these bodies in absentia and praesentia-absentia, as well as their collection and processing in compliance with the internal documents of the Company;
- organizationally and technically assists the Chairman at the meeting of the Board of Directors and its Committees to hold the meeting, including:
 - o officially registers the quorum at the meeting or its absence and informs the members of these bodies on the quorum presence as to resolution on the relevant issue;
 - o keeps record of the proposals of the members of these bodies on the relevant resolution (resolutions) draft (drafts);
 - o ensures voting at the meeting of these bodies;
 - o ensures keeping the minutes;
 - o provides explanations on the procedural issues related to the order of preparation and holding the meetings of these bodies;
- upon the request ensures shorthand of the meeting of the Board of Directors and its Committees in terms of organization and technical terms or its recording on magnetic or other electronic media;
- ensures informing on the resolutions adopted by the Board of Directors and its Committees of all parties concerned, entitled to receive such information;
- organizes development and keeping the nomenclature of activities of the Company Board of Directors and its Committees;
- ensures compilation, keeping and timely updating of the questionnaires of the members of the Board of Directors;
- keeps the log of official correspondence (incoming and out coming documentation) of the Company Board of Directors;
- sends to the members of the Company Board of Directors the official information of the General Director addressed to them;
- ensures control over timely manner of the bonuses and compensation payment to the members of the Board of Directors and its Committees;

2.4.3. Additionally:

- ensures effective interaction between the Board of Directors, its Committees, the Internal Audit Commission, the Auditor of the Company, executive bodies of the

Company and its units including sending requests, documents (information), resolutions, recommendations and etc. in a timely manner;

- ensures interaction including through the General Director of the Company with subsidiaries and dependent organizations of the Company on the issues of its competence;

- ensures control over taking resolutions, requiring subject to the Charter of the Company of the preliminary definition of the stance by the Company Board of Directors, by the management bodies of subsidiaries and dependent organizations of the Company;

- ensures submission of documents and other information subject to the shareholders requests in compliance with the effective laws;

- ensures drawing and signing the extracts from the minutes of the meetings of the Board of Directors, its Committees and the General Shareholders Meetings for internal use in the Company and in compliance with the effective laws for third-party organizations;

- ensures filing and keeping of all documents and materials relevant to the activity of the General Shareholders Meeting, the Board of Directors and the Committees of the Company Board of Directors;

- under the government of the Chairman of the Board of Directors effects control over strict compliance with the requirements of the Regulation on the procedure of preparation and holding the General Shareholders Meeting of the Company, the Regulation on the procedure of convening and holding the meetings of the Company Board of Directors, the Regulation on the Committees of the Board of Directors;

- under the government of the Chairman of the Board of Directors effects control over implementation process of the resolutions of the General Shareholders Meeting and the Company Board of Directors;

- organizes keeping record of the Company affiliates;

- ensures compliance with the requirements to the order of disclosure (submission) of the information on the Company (including on the web-site) and performs control over timely disclosure of the information by the Company subject to disclosure in compliance with the laws, the Charter and the internal documents of the Company;

- fulfills other functions related to provision and organization of the activity of the General Shareholders Meeting, the Company Board of Directors and the Committees of the Board of Directors of the Company in compliance with the effective laws and the internal documents of the Company.

3. RIGHTS AND OBLIGATIONS OF THE CORPORATE SECRETARY

3.1. The Corporate Secretary is entitled to:

- request and receive the information (materials and documents) from the Company officials on the agenda issues of the General Shareholders Meetings, the Board of Directors and the Committees of the Company Board of Directors meetings including in accordance to the requests from the members of the Company Board of Directors;

- request and receive the report from the Company officials on the implementation process of the resolutions of the General Shareholders Meeting and the Board of Directors, and if necessary, explanations on the causes of non-implementation;

- within the framework of competence to bring the issues to the managing bodies of the Company;

- organize preparation by the units of the Company of materials on the issues related to competence of the General Shareholders Meeting, the Board of Directors and the Committees of the Board of Directors in compliance with the requirements of

the laws of the Russian Federation, the Charter and the internal documents of the Company;

- sign extracts from the Minutes of the General Shareholders Meetings, the Board of Directors meetings and meetings of the Committees of the Board of Directors, certify copies of documents approved (adopted) by these bodies;
- monitor compliance of the issues related to the functions of the Corporate Secretary with the Charter and internal documents of the Company by the officials and employees of the Company;
- interact with the Chairman of the Board of Directors and the Chairmen of the Committees of the Board of Directors.

3.2. The bodies and the officials of the Company should provide the Corporate Secretary with requested information and documents within the framework of his/her competence, support the Corporate Secretary of the Company to fulfill his/her functions.

3.3. The Corporate Secretary shall:

- ensure equal and impartial attitude to the representatives of any shareholders and independent directors in the composition of the Company bodies;
- fulfill his/her functions in good faith and reasonably, strictly comply with the regulations and requirements of the laws of the Russian Federation, the Charter and the internal documents of the Company in his/her activity;
- inform the Board of Directors members on the situations (including actions of the units' officials and executives of the Company) due to which the rights of shareholders are violated and/or they lead to (possible) corporate conflicts;
- regularly report on his/her activity to the Chairman of the Company Board of Directors;
- inform the Board of Directors on the situations that threaten a violation of the effective laws, shareholders' rights and lead to corporate conflicts;

4. REQUIREMENTS TO THE CANDIDACY FOR THE CORPORATE SECRETARY. APPOINTMENT AND DISMISSAL OF THE CORPORATE SECRETARY OFFICE. REMUNERATION OF THE CORPORATE SECRETARY

4.1. The Corporate Secretary is an official of the Company. The Corporate Secretary of the Company shall be appointed and dismissed by the General Director of the Company in accordance with the decision made by the Board of Directors.

4.2. HR and Remuneration Committee of the Board of Directors of PJSC Enel Russia provides to the Board of Directors the recommendations on the candidates for the position of the Corporate Secretary.

4.3. A candidate for the Corporate Secretary position of the Company should have higher legal, economic or business education, as well as experience in the field of corporate governance and managerial experience for at least two years. The Corporate Secretary should possess the knowledge, skills and experience sufficient for the execution of his/her duties, an impeccable reputation is preferable and enjoy the confidence of shareholders.

4.4. The Board of Directors defines the terms and procedure of remuneration for the Corporate Secretary for the activities of functions specified in the Regulation on the basis of the recommendations provided by the HR and Remuneration Committee of the Board of Directors.

4.5. The Board of Directors may decide to pay additional compensation to the Corporate Secretary following the results of evaluation of the Corporate Secretary performance on the basis of the recommendations provided by the HR and Remuneration Committee of the Board of Directors. By the decision of the Board of Directors, the Corporate Secretary may be reimbursed the costs, associated with the performance of his/her duties.

4.6. Remuneration of the Corporate Secretary shall be set as legally minimum wage for Moscow region per month, procedure of remuneration payment to the Corporate Secretary shall be regulated by the labour legislation of the Russian Federation and internal wage payment documents of the Company unless otherwise is decided by the Board of Directors of the Company.

5. THE CORPORATE SECRETARY SUBORDINATION AND HIS/HER INTERACTION WITH MANAGING BODIES AND STRUCTURAL UNITS OF THE COMPANY. RESPONSIBILITY OF THE CORPORATE SECRETARY

5.1. The Corporate Secretary reports to the General Director administratively and to the Board of Directors of the Company functionally. The Corporate Secretary reports to the Board of Directors and to the Chairman of the Board of Directors of the Company personally.

5.2. The Corporate Secretary of the Company should inform the Chairman of the Board of Directors of the Company within a period of no more than 5 (five) working days about all the facts affecting following the procedures, which refer to the function of the Corporate Secretary (actions or inaction of the Company officials, the Registrar and other facts violating the order of preparation and holding the meetings of the managing bodies of the Company, information disclosure (submission) and etc.).

5.3. The Corporate Secretary interacts with the managing bodies of the Company, structural units and the employees of the Company to the extent necessary to perform his/her functions properly. The managing bodies, structural units and officials of the Company shall provide assistance to the Corporate Secretary to perform his/her functions, including any information and documents requested by the Corporate Secretary within his/her competence.

5.4. The Corporate Secretary is responsible for disclosing any information constituting business secrets, confidential information according to the internal documents of the Company, as well as for use of insider information in accordance with the current legislation and the internal documents of the Company.

6. FINAL PROVISIONS

6.1. This Regulation shall become effective upon approval by the Company Board of Directors and is valid until the Board of Directors adopts the resolution as to its termination.

6.2. If in the result of the changes to the laws, subordinate regulations of the Russian Federation, Listing rules, the Charter of the Company or other internal documents of PJSC Enel Russia separate articles hereof contradict them, the Regulation shall be applied in part not contradicting the effective laws, subordinate regulations, Listing rules, the Company Charter or other internal documents of PJSC Enel Russia.