



APPROVED  
by the decision of the Board of Directors  
of PJSC Enel Russia on September 29, 2016  
(Minutes N 8/16 dd. September 29, 2016)

The Chairman of the Board of Directors

\_\_\_\_\_ Stephane Zweguintzow

**REGULATION  
ON AUDIT AND CORPORATE GOVERNANCE  
COMMITTEE OF BOARD OF DIRECTORS**

**of Public Joint-Stock Company Enel Russia**

## **1. GENERAL PROVISIONS**

1.1. The Regulation on Audit and Corporate Governance Committee of the Board of Directors of Public Joint-Stock Company Enel Russia (hereinafter referred to as «the Regulation») has been developed in accordance with the legislation of the Russian Federation, the Charter of Public Joint Stock Company Enel Russia (hereinafter referred to as 'Company', PJSC Enel Russia), Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of PJSC Enel Russia, applicable Listing Rules of stock exchange, on which the securities of the Company are traded (hereinafter referred to as «the Listing Rules»), Corporate Governance Code approved by the Bank of Russia.

1.2. The Audit and Corporate Governance Committee of the Board of Directors of PJSC Enel Russia (hereinafter referred to as 'Committee') is established by the decision of the Board of Directors of the Company and is a consulting body, which resolutions are of advisory nature for the Board of Directors of the Company.

1.3. The Committee is not entitled to act in the name of the Company.

1.4. The Committee acts in accordance with the present Regulation, which discloses the status, aims and objectives, rights, obligations, structure and composition of the Committee. In its activities, the Committee shall be governed by federal laws, other regulations of the Russian Federation, the Charter of the Company, the Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of the Company, decisions of the Board of Directors of the Company.

## **2. AIMS AND FUNCTIONS OF THE COMMITTEE**

2.1. The main aim of the Committee is to promote efficient functioning of the Board of Directors of the Company as regards the issues connected with the control over finance and business activities, as well as development and improvement of the Company's corporate governance system and practice.

2.2. The main functions of the Committee are:

- a) control over assurance of the Company financial statements completeness, accuracy and reliability;
- b) control over reliability and efficiency of the risk management and internal control system;
- c) provision of independence and objectivity in performing the internal and external audit functions;
- d) assessment of the corporate governance.

## **3. COMPETENCE OF THE COMMITTEE**

3.1. To implement the foregoing aims and objectives, the following competence is vested with the Committee:

3.1.1. Preliminary consideration, analysis and development of recommendations (conclusions) on the following issues within the competence of the Board of Directors of the Company:

- 1) Approval of the Company's annual report;
- 2) Approval of the annual financial statement of the Company;
- 3) Endorsement of the candidate proposed to the office of the Company's Statutory Auditor;
- 4) Setting of size of payment for the Auditor's services;
- 5) Evaluation of the Auditor's Report.

3.1.2. The making of recommendations to the Board of Directors of the Company

about the conducting of the annual independent audit of the Company's Financial Statement.

3.1.3. The making of recommendations to the Board of Directors about selection of the Company's external auditors in accordance with the requirements of the Russian legislation in force, the qualification of external auditors, the quality of their work and their compliance with the independence requirements.

3.1.4. Analysis of the Company's Financial Statement and the results of the external audit of the Company's accounting (financial) statement with respect to its compliance with the Russian legislation in force, International Financial Reporting Standards, Russian Accounting Standards, other regulatory acts and standards; evaluation of the Company's Financial Statement and the Auditor's Report, as well as the making of recommendations to the Board of Directors of the Company about the improvement of the Company's Financial Statement preparation systems.

3.1.5. Issue of recommendations together with the management of the Company and the internal audit department of the Company for the development of internal control procedures.

3.1.6. Consideration of the work plan of the internal audit department, in accordance with the procedure set by the Company's internal documents.

3.1.7. Endorsement of the appointment of the head of the internal audit department, in accordance with the procedure set by the Company's internal documents.

3.1.8. Review of the reports provided by the Internal Audit Department and Risk Management Department.

3.1.9. Elaboration of recommendations for the Company management and Board of Directors following the results of reviewing the reports of the Internal Audit Department.

3.1.10. Company corporate governance strategy development.

3.1.11. Development of the recommendations for the Company corporate governance system improvement in cooperation with the Company management and Corporate affairs Group.

3.1.12. Other issues related to the abovementioned paragraphs (excluding those within the competence of the other Committees of the Company), as well as other issues assigned by the Company Board of Directors.

#### **4. RIGHTS**

4.1. For the implementation of its functions, the Committee is vested with the following rights (the right to):

- 1) Conduct studies of issues within its competence;
- 2) Enquire and receive information and documents, which are necessary for its activities, from the General Director and the Company's officials, in accordance with the list of such officials approved by the decision of the Committee, as well as ask for such information from outside organizations through the Chairman of the Board of Directors or General Director of the Company;
- 3) Receive professional services from outside organizations (inter alia, on the contractual basis), or engage third parties as experts, which have specific knowledge of issues within the competence of the Committee, within the Committee's budget. The contracts with the persons engaged by the Committee for consulting services, shall be executed in accordance with the procedure set by

the Company's internal documents, on the basis of the corresponding decision of the Committee, by an authorized Company's official as advised by the Chairman of the Committee, or by the Chairman of the Committee on the basis of the power of attorney granted by the sole executive body of the Company.

4) Invite the employees and management of the Company, members of the other Committees of the Board of Directors of the Company, as well as other persons, for participation in the meetings of the Committee in-praesentia.

5) If necessary, develop drafts of changes and amendments to the present Regulation, and submit them to the Board of Directors of the Company for approval.

4.2. The Committee has other rights resulting from the scope of competence of the Committee and directly connected to the aims and objectives of the Committee.

## **5. OBLIGATIONS**

5.1. The Committee shall:

1) Fulfill in good faith the Committee's aims and perform its activities in accordance with the present Regulation, requirements of Russian legislation, the Charter and internal documents of the Company;

2) Provide the Board of Directors with economically efficient and legally sound recommendations (conclusions) on the issues within the Committee's competence;

3) Timely inform the Board of Directors of the Company about the risks the Company is subject to;

4) Follow the confidentiality requirements, not disclose confidential information about the Company.

## **6. COMPOSITION AND FORMATION PROCEDURE, RIGHTS AND OBLIGATIONS OF MEMBERS**

6.1. The Committee shall comprise not less than 3 (three) and not more than 7 (seven) members, which shall be determined by the decision of the Board of Directors.

6.2. Members of the Committee are elected by the Board of Directors of the Company by a majority vote of the Board members, which take part in the meeting, exactly out of the Board members of the Company.

6.3. The proposals of members of the Board of Directors of the Company for candidates to the Committee must be submitted to the Corporate Secretary of the Company in written form or by e-mail not later than 12 (twelve) calendar days before the meeting of the Board of Directors (the deadline date for receipt of ballots for absentee voting), the agenda of which includes the election of members to the Committee.

6.4. A nomination (nominations) to the Committee must include the following information about the candidate:

- Last, first and middle names of the candidate (without abbreviations);
- Place of work, position of the candidate as of the nomination date;
- Work record of the candidate over 5 (five) financial years before the date of such nomination.

It is recommended to form the Committee only from the independent members of the Board of Directors of the Company. It is recommended that at least one of independent directors – members of the Committee shall possess knowledge in the sphere of making, analysis, evaluation and audit of accounting (financial) statements.

6.5. The independence of the Board of Directors members shall be identified in accordance with the applicable Listing rules.

6.6. During the election of Committee members, preferable are those candidates who have higher education in finance, economics or law and/or experience in the sphere of financial control, risk management and corporate governance.

6.7. Members of the Committees shall be elected in accordance with the terms and conditions of the present Regulation until the first meeting of the newly elected Board of Directors.

6.8. The office of each member of the Committee can be terminated early by the decision of the Board of Directors of the Company.

6.9. The Chairman of the Committee and its members can leave office by submitting the corresponding application to the Chairman of the Board of Directors and the Chairman of the Committee.

6.10. In the event that the number of Committee members is below the quorum for Committee meetings determined by the Regulation, the Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors, or include the issue about the election of Committee members into the agenda of the next planned meeting of the Board of Directors of the Company.

6.11. Acting within the Committee's competence, members of the Committee have the right to:

- 1) Enquire documents and information, which are necessary for the making of decisions on issues within the competence of the Committee, from the General Director of the Company and the Company's officials, in accordance with the list approved by the decision of the Committee. An enquiry must be made in written form or by e-mail;
- 2) Make proposals on the work plan of the Committee in written form or by e-mail;
- 3) Introduce issues to the agenda of Committee meetings, in accordance with the procedure established by the present Regulation;
- 4) Request a meeting of the Committee;
- 5) Exercise other rights stipulated by the Regulation.

6.12. Members of the Committee shall study the materials for a Committee meeting and form their own opinion on each of the agenda issues for the meeting.

6.13. While exercising their rights and fulfilling their obligations, members of the Committee must act in the interests of the Company, execute their rights and fulfill their obligations to the Company reasonably and in good faith.

## **7. CHAIRMAN OF COMMITTEE. CHAIRMAN ELECTION PROCEDURE**

7.1. The Chairman of the Committee deals with administration of the Committee and organization of its activities.

7.2. The Chairman of the Committee is elected by the Board of Directors of the Company from the elected members of the Committee, who meet the requirements set in Article 6.6. of the present Regulation, by a majority vote of the members of the Board of Directors of the Company, who take part in the corresponding meeting of the Board of Directors.

7.3. The Board of Directors has the right to reelect the Chairman of the Committee at any time.

7.4. If the Chairman of the Committee is absent, his functions are performed by the Deputy Chairman. The Deputy Chairman of the Committee is a Committee member, and is elected by Committee members by a majority vote of the elected members of the Committee.

7.5. The Chairman of the Committee:

- 1) Convenes Committee meetings and presides over them;
- 2) Sets the form and approves the agenda of a Committee meeting;
- 3) Determines the list of persons invited to the meeting of the Committee in praesentia. Invitation to the meeting of the Committee in praesentia (the consideration of particular agenda issues) of officers and/or employees of the Company is made by sending the corresponding invitation to the General Director of the Company. The General Director of the Company shall provide participation of those officers and/or employees of the Company, who were invited to the Committee meeting (the consideration of particular agenda issues), or other persons, who have the authority, information and qualification necessary for efficient participation in the Committee meeting (the consideration of agenda issues, provision of information, participation in discussions and decision-making etc.);
- 4) Organizes minute taking at Committee meetings and signs the minutes of Committee meetings;
- 5) Represents the Committee while interacting with the Board of Directors of the Company, the other Committees of the Board of Directors, the Company's executive bodies, Auditor, Internal Audit Commission and other bodies and persons;
- 6) Keeps the official correspondence of the Committee, signs enquiries, letters and documents on behalf of the Committee;
- 7) Distributes responsibilities among Committee members;
- 8) Develops the work plan of the Committee and submits it to the Committee for approval, executes control over the implementation of decisions and work plans of the Committee;
- 9) Provides compliance of the Committee's activities with the requirements of Russian Federation, applicable Listing rules, the Charter of the Company, other internal documents of the Company and the present Regulation;
- 10) Performs other functions stipulated by the legislation in force, applicable listing rules, the Charter, present Regulation and other internal documents of the Company.

## **8. COMMITTEE MEETINGS**

8.1. Committee meetings are convened by the Chairman of the Committee in accordance with the work plan approved at a Committee meeting (regular meetings), as well as in other cases stipulated in the Regulation (extraordinary meetings).

8.2. In case of need the Work Plan of the Committee may be worked out by the Chairman of the Committee with due account for the approved Work Plan of the Board of Directors of the Company, proposals of the Chairman of the Board of Directors, Committee members and decisions of the Board of Directors of the Company.

8.3. Committee meetings are held in Moscow. If decided by a majority of Committee members, meetings can be held at the address of one of the Company's branches.

8.4. When convening a Committee meeting, the Chairman of the Committee

sets the date, time, place and form of the meeting, as well as the agenda and the list of persons invited to the meeting of the Committee in praesentia.

8.5. The non-members of the Committee have the right to be present at the meeting when considering any of the agenda issues upon invitation of the Chairman of the Committee.

8.6. The agenda of a regular meeting is set by the Chairman of the Committee in accordance with the approved Work Plan of the Committee, decisions of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors.

Committee members have the right to make proposals on the setting of the agenda of a regular meeting of the Committee.

The Chairman of the Committee has the right to include such proposals into the agenda of a meeting in praesentia, or convene an extraordinary meeting of the Committee.

8.7. Extraordinary Committee meetings are held:

- in accordance with a notification sent by the Corporate Secretary of the Company about the meeting of the Board of Directors, the agenda of which includes an issue (issues) within the competence of the Committee as stipulated by the present Regulation;
- on the initiative of the Chairman of the Committee;
- by the decision of the Board of Directors of the Company, or by the decision of the Committee;
- at the request of the Chairman of the Board of Directors, a member of the Committee, a member of the Internal Audit Commission, or the Company's external Auditor.

8.8. A request for the convening of a Committee meeting, which is made by the Chairman of the Board of Directors of the Company, a member of the Committee, Internal Audit Commission of the Company, or the Company's Auditor, shall be sent in written form or by e-mail to the Chairman of the Committee not later than 7 (seven) working days before the meeting, and shall contain the wording of an issue, reasons for the necessity to consider the issue at the meeting, a draft of the Committee's decision, as well as supplementary materials and information.

A copy of the request for the convening of a Committee meeting shall be sent to the Corporate Secretary with all the appendices.

8.9. Within 1 (one) working day after the request for the convening of an extraordinary meeting was made, the Chairman of the Committee makes the decision on the holding of the extraordinary meeting of the Committee, sets the date, time and place of the Committee meeting (the deadline date and time for receipt of ballots in case of absentee voting), or makes the decision on refusal to convene the extraordinary meeting of the Committee. The motivated refusal shall be sent to a person or body of the Company which (who) requires such convening, not later than on the following day after the decision on refusal was made by the Chairman of the Committee.

8.10. The decision of the Chairman of the Committee on refusal to convene an extraordinary meeting of the Committee can be made in the following cases:

- 1) Issue (issues) proposed for the agenda of the meetings is not within the competence of the Committee, as stipulated by the Regulation;
- 2) An agenda issue, which is mentioned in the request for the convening of an extraordinary meeting of the Committee, has already been included into the agenda of the next meeting to be convened by the decision of the Chairman of the Committee (the decision had been made by the Chairman before the request was received);
- 3) The form, procedure and timeframe for the making of the request for the convening of the meeting, which are set in Article 8.8 of the Regulation, have not

been observed.

8.11. The Chairman of the Committee has the right to include the issues, which are mentioned in the request for the convening of an extraordinary meeting of the Committee, into the agenda of the nearest regular meeting of the Committee.

8.12. The notification about the holding of a Committee meeting shall contain the agenda, form of the meeting, as well as the date, place and time of the meeting (the deadline date and time for receipt of ballots for voting upon the agenda issues). The notification about the holding of a meeting is issued by the Corporate Secretary and signed by the Chairman of the Committee, or the Deputy Chairman of the Committee (in cases stipulated by the present Regulation). The notification about the holding of a meeting shall be sent to the Committee members and persons invited to Committee meeting in praesentia, not later than 3 (three) calendar days before the date of the Committee meeting (the deadline date for receipt of ballots in case of absentee voting).

Jointly with the notification about the holding of a Committee meeting the Committee members and persons invited to the Committee meeting in praesentia receive materials (information) on the meeting agenda issues.

The materials on the agenda issues of the Committee meeting shall contain drafts of decisions on the agenda issues. The issue (preparation) of the drafts is organized by the Chairman of the Committee, except for the cases mentioned in Article 8.8 of the present Regulation. The materials on the meeting agenda issues of the Committee shall be both in Russian and English.

The persons, who are invited to the meeting of the Committee in praesentia, shall receive the materials on those agenda issues, in the discussion of which they are supposed to participate.

The notification and materials (information) about the agenda issues can be provided (sent) to the Committee members and persons invited to the meeting of the Committee in praesentia personally, by fax or e-mail.

8.13. If the issues to be discussed at an extraordinary meeting of the Committee are of high priority, the timeframe for the convening of the extraordinary meeting and dispatch of materials on the agenda issues of such meeting can be limited by the decision of the Chairman of the Committee.

At the meeting of the Committee in praesentia (held in the form of joint presence of its members), issues not included into the agenda can be considered if agreed upon by all the present members of the Committee.

8.14. On the receipt of the notification from the Corporate Secretary about the meeting of the Board of Directors of the Company, the agenda of which includes issues within the competence of the Committee as set by the present Regulation, the Chairman of the Committee shall take all measures possible to timely hold Committee meetings for the making of recommendations (decisions) on the given agenda issues of the meeting of the Board of Directors of the Company, and send such recommendations (decisions) to the Board of Directors in accordance with the approved Regulation on Convening and Holding of Meetings of Board of Directors of Company.

## **9. PROCEDURE OF COMMITTEE MEETINGS**

9.1. Committee meetings can be held in the form of joint presence of Committee members (meeting in praesentia), or in the form of absentee voting (meeting in absentia).

9.2. The Committee meeting in praesentia is opened by the person presiding over the meeting – the Chairman of the Committee, or his (her) deputy if the Chairman is absent.



9.2.1. The Committee members and persons invited to the meeting take part in the Committee meeting in praesentia.

9.2.2. Meetings of the Committee may be held with the use of any means of telecommunications (including by phone, teleconference/conference call, video conference, etc.) provided that the use of such means of telecommunications permits the relevant member of the Committee to participate in the meeting directly.

9.2.3. The Corporate Secretary acts as the secretary of the Committee.

9.2.4. The Corporate Secretary ascertains the presence of the quorum for the meeting of the Committee in praesentia.

9.2.5. The presiding person informs the attending persons about the presence of the quorum for the Committee meeting and announces the meeting agenda.

If there is no quorum, the meeting is declared not competent to act. In this case, the presiding person makes one of the following decisions:

1) Sets the adjournment date for the meeting by consulting with the persons present at the meeting;

2) Sets the date for the repeat meeting with the same agenda;

3) Includes the issues, which were to be considered at the aborted meeting, into the agenda of the next planned Committee meeting.

9.2.6. A meeting of the Committee in praesentia is competent (has the quorum) if at least half of the elected Committee members are present at the meeting.

9.2.7. Members of the Committee which participating in the meeting by video- or telephone conference call are recognized as present. While determining the results of voting on the agenda issues of the Committee meeting in praesentia, if at least half of the Committee members are present, the written opinions of the absent Committee members shall be taken into consideration, provided these opinions have been executed and sent in accordance with the procedure set by the Article 9.2.9 of the present Regulation.

9.2.8. On the day of the meeting of the Committee in praesentia, the Corporate Secretary of the Company issues ballots in accordance with Appendix 1 to the present Regulation based on the results of discussion of the agenda issues and voting of the present members of the Committee, and sends them to the absent Committee members by courier mail, or by fax and (or) e-mail.

9.2.9. While filling in a ballot, a Committee member shall leave only one of the voting options ("for", "against", "abstained") not crossed-out against each of the voting issues. The filled-in ballot must be signed by the Committee member with indication of his/her last name and abbreviated first name(s) (initials).

The filled-in and signed ballot must be submitted by the Committee member to the Corporate Secretary of the Company in the time and manner set in the ballot.

The Committee member may email to the Corporate Secretary with attached message containing one of the possible options for a vote ("for", "against", "abstained") on each issue included in the ballot (voting by email) instead of filled and signed ballot, and the email shall allow to determine the position of the Committee member on the agenda issues. The Committee member, voted via e-mail without filling in the ballot, is considered to be a participant of voting, and his voice is taken into account when the results of the vote are summed up.

The ballot and email voting message may be executed in Russian and English depending on the choice of the Committee member.

9.2.10. Voting by ballot that was filled in with non-compliance with the requirements stipulated in the first paragraph of subparagraph 9.2.9. of the present Regulation, or by email, that does not allow to determine the Committee member's opinion on the issue put to voting, will not be taken into account during vote counting in a part of the relevant issue.

Ballot or email voting message received by the Corporate Secretary of the Company not within the timeframe set in the ballot are considered to be invalid and will not be taken into account during vote counting and determining the voting

results.

9.2.11. The results of voting on the agenda issues of the Committee meeting in praesentia are drawn (tabulated) on the basis of the voting results of the present Committee members as well as the ballots filled in and signed by the Committee members, which have been received by the Corporate Secretary of the Company via email within the established timeframe. The voting results are drawn after the deadline for the receipt of the ballots.

9.3. The decision on the holding of the Committee meeting in absentia shall be made by the Chairman of the Committee.

9.3.1. For the Committee meeting in absentia, the Committee members receive the materials (information) on the agenda issues and absentee ballots for voting on the agenda issues, which are executed in accordance with Appendix 1 to the Regulation.

9.3.2. While filling in a ballot during absentee voting, the Committee member shall leave only one of the voting options ("for", "against", "abstained") not crossed-out against each of the voting issues. The filled in ballot must be signed by the Committee member with indication of his/her last name and abbreviated first name(s) (initials).

The filled in and signed ballot must be given by the Committee member to the Corporate Secretary of the Company in the time and manner set in the ballot.

The Committee member may send an email to the Corporate Secretary containing one of the possible vote options ("for", "against", "abstained") on each issue included in the ballot (voting by email) instead of filled in and signed one, and this allows to define the position of the Committee member on agenda issues. The Committee member, voted via e-mail without filling in the ballot, is considered to be a participant of voting, and his voice is taken into account when the results of the vote are summed up.

The ballot and email voting message may be executed in Russian and English depending on the choice of the Committee member.

9.3.3. Voting by ballot filled with non-compliance with the requirements stipulated in the first passage of subparagraph 9.3.2. of the present Regulation or by email that does not allow to determine the Committee member's opinion on the issue put to voting will not be taken into account during votes counting in a part of the relevant issue.

9.3.4. The ballot or email voting message received by the Corporate Secretary of the Company not within the timeframe set in the subparagraph 9.3.2. of the present Regulation will be considered to be invalid and will not be taken into account during the determining of the quorum, necessary for making a decision by absentee ballots, votes counting and determining the voting results.

9.3.5. The Committee meeting in absentia has the quorum if more than half of the elected Committee members participate in the meeting.

9.3.6. Those members, whose ballots were received by the Corporate Secretary of the Company not later than the deadline date and time for the receipt of voting ballots, are considered to have taken part in the meeting in absentia.

9.4. Decisions at the Committee meetings are made by a simple majority of votes of the elected Committee members.

9.5. For the resolution of the meeting issues, each Committee member has one vote. One Committee member is not allowed to transfer his/her voting right to another member of the Committee or other person.

9.6. The Corporate Secretary of the Company shall draw up the minutes of the Committee meeting not later than 3 (three) working days after the meeting.

9.7. The minutes of the Committee meeting shall be signed by the chairperson of the meeting and the Corporate Secretary of the Company. The minutes shall be drawn up in two original copies. One copy shall be sent by the Corporate Secretary to the Board of Directors of the Company and supplemented with all the materials and recommendations prepared for it, within 1 (one) working day after its execution; the other copy shall be kept in the archive of the Committee. All the Committee members shall receive copies of the minutes, prepared materials and recommendations.

9.8. The chairperson and the Corporate Secretary of the Company shall be responsible for the correctness of the minutes. The Corporate Secretary is a person responsible for the storage of the minutes, ballots, materials and recommendations of the Committee.

9.9. The minutes of the Committee meeting shall contain the following information:

- 1) form of the meeting;
- 2) date, place and time of the meeting (the deadline date and time for the receipt of ballots);
- 3) list of the Committee members, who took part in the consideration of the agenda issues, indicating the form of voting (voting in person or absentee, voting by email), as well as the list of persons, who were present at the meeting in praesentia;
- 4) agenda;
- 5) proposals of the Committee members on the agenda issues;
- 6) voting issues, voting results, indicating the type of voting of each Committee member;
- 7) decisions made.

9.10. If desired so by a member of the Committee, the Minutes of the Committee meeting can include the summary of his (her) opinion (special opinion) on the agenda issues of the Committee meeting and its decisions. Such an opinion is prepared by the Committee member and given to the Corporate Secretary of the Company.

## **10. INTERACTION WITH BODIES OF COMPANY AND OTHER PERSONS**

10.1. While executing its activities, the Committee maintains efficient working relations with the management and control bodies, structural subdivisions of the Company, and other organizations and persons.

10.2. The Chairman and Corporate Secretary shall provide well-coordinated informational and technical interaction of the Committee with the Board of Directors, executive bodies, control bodies and structural subdivisions of the Company, as well as the other Committees of the Board of Directors.

10.3. The General Director and officers of the Company, in accordance with the list approved by the decision of the Committee, shall provide the information and materials, which are necessary for Committee members to adopt decisions on the issues within the Committee's competence, if such request, signed by the Chairman of the Committee, was made.

The abovementioned information and materials shall be provided not later than 3 (three) working days after such request was made, unless a longer timeframe is set in the request.

If incomplete or unreliable information (materials) was provided to the Committee, Committee members have the right to enquire additional information (materials).

10.4. The recommendations (conclusions), which have been prepared (worked out) by the Committee, shall be given by the Chairman of the Committee to the Board

of Directors of the Company. In parallel, the Chairman shall also provide copies of the given recommendations (conclusions) to the General Director of the Company.

## **11. CONFIDENTIALITY**

11.1. While fulfilling the obligations of Committee members, as well as during one year after the end of office in the Committee, those persons, who are (or used to be) members of the Committee, the Corporate Secretary and third persons involved into the activities of the Committee shall comply with the confidentiality requirements in relation to the limited-access information, which they have obtained in connection with their activities in the Committee. The definition of the information with limited access, which relates to the activities of the Company, and its composition, shall be set by the decision of the authorized management body of the Company.

11.2. All the documents related to the activities of the Committee, shall be stored at the registered address of the Company in accordance with the procedure set by the Company. The Corporate Secretary is responsible for the storage of the given documents.

## **12. SUPPORT OF COMMITTEE'S ACTIVITIES**

12.1. For provision of the Committee's activities during the setting of the budget expenditure of the Company, a separate expenditure item is envisaged. The Committee's expenses, in particular, include remunerations and compensations paid to the Chairman of the Committee and its members, expenses related to involvement of outside consults, and other expenses.

12.2. By the decision of the Board of Directors of the Company, Committee members may receive remunerations and compensations for the expenses related to the exercise of their powers. The size of such remunerations and compensations, payment timeframes shall be set by a separate decision of the Board of Directors of the Company.

12.3. The proposal on the size of the Committee's budget (indicating all the expenditure items), shall be prepared at a Committee meeting and sent to the Board of Directors of the Company for approval. The draft of the Committee's budget shall be supplemented by the conclusion (opinion) of the General Director of the Company about the possibility of the financing of the proposed budget to the planned extent within the framework of the conduct of the Company's economic activities in the corresponding period.

12.4. The person, who is responsible for the preparation of the draft of the Committee's budget and its submittal to the Board of Directors for approval, is the Corporate Secretary.

12.5. For the holding of Committee meetings, at the request of the Chairman of the Committee, the General Director of the Company shall provide the Committee with an office (premise), with unrestricted access of the persons, who are enumerated in the request, to the office, as well as take other measures for the holding of Committee meetings.

## **13. MISCELLANEOUS**

13.1. The Board of Directors of the Company has the right to require a report from the Committee about the current activities of the Committee at any time. The timeframes for the preparation and provision of this report shall be decided by the Board of Directors.

13.2. The Chairman of the Committee has the right to provide the Board of

Directors with separate reports on the issues within the competence of the Committee.

13.3. Information about the Committee's activities, including the evaluation of the Auditor's report prepared by the Committee, shall be included into the Annual Report of the Company for approval by the annual General shareholders meeting.

13.4. This Regulation, as well as any amendments or corrections to it, shall be approved by the Board of Directors of the Company.

13.5. Any issues, which have not been regulated by the Regulation, shall be regulated by the Charter of the Company, Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of Company and other internal documents of the Company, as well as the legislation in force and the decisions of the Board of Directors of the Company.

13.6. If, due to changes in legislation, regulations of the Russian Federation or Listing rules, certain articles of the Regulation become contradictory to such changes, these articles shall become null and void. In this case, Committee members shall be governed by valid laws, subordinate regulations of the Russian Federation and Listing rules until the changes are introduced into the Regulation.

**COMMITTEE OF BOARD OF DIRECTORS  
of Public Joint Stock Company  
Enel Russia**

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**BALLOT  
for voting on agenda issues of the meeting of  
the Audit and Corporate Governance Committee of the Board of Directors  
of PJSC Enel Russia**

held on \_\_\_\_\_, 20\_\_

**Issue:**

**1.**

Decision (made at the meeting):

1. \_\_\_\_\_

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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*(Strike out whichever is not desired)*

**Issue:**

**2.**

Decision (made at the meeting):

2. \_\_\_\_\_

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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*(Strike out whichever is not desired)*

The filled and signed ballot shall be sent by fax \_\_\_\_\_ or by e-mail \_\_\_\_\_ or in the original not later than \_\_\_\_\_ (date, time)

The ballot received by the Company after the deadline date and time for the receipt of the ballot, shall be deemed invalid, will not be taken into account during the counting of votes and determining of the voting results.

The original of the ballot shall be sent to the following address: \_\_\_\_\_.

Member of the Committee  
of the Board of Directors of  
PJSC Enel Russia

(signature)

(name and initials)

**THE BALLOT IS INVALID IF NOT SIGNED BY THE MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTOR**

