

Appendix 1

to Order of PJSC Enel Russia

dated «25» June 2015 № 56

## **REGULATIONS**

on the Central Office Branch  
of Public Joint Stock Company  
Enel Russia

Moscow, 2015

## **1. GENERAL PROVISIONS**

1.1. Central Office Branch hereinafter referred to as the Branch of Public Joint Stock Company Enel Russia (“the Company”) was established by the resolution of the Board of Directors of Open Joint Stock Company Fifth Generation Company of the Wholesale Electricity Market (Minutes No. 2 dated 10.12.2004) in accordance with Article 55 of the Civil Code of the Russian Federation, Articles 5 and 65 of the Federal Law of RF “On joint-stock companies”, cl. 2.8. of Article 2 and cl. 15.2. of Article 15 of the Company’s Charter.

1.2. In its activity the Branch is governed by requirements of the Civil Code of the Russian Federation, Federal Law of RF “On joint-stock companies”, other regulations of the Russian Federation, Company’s Charter, present Regulations, and resolutions of authorized management bodies of the Company.

1.3. Full name of the Branch: Central Office Branch of Public Joint Stock Company Enel Russia.

1.4. Abbreviated name of the Branch: Central Office Branch of PJSC Enel Russia.

1.5. Location of the Branch: 7 Pavlovskaya Str., bldg.1, 115093 Moscow, Russian Federation.

1.6. Mailing address of the Branch: 7 Pavlovskaya Str., bldg.1, 115093 Moscow, Russian Federation.

1.7. The Branch has been established for an indefinite period of time.

## **2. LEGAL STATUS OF THE BRANCH**

2.1. The Branch is a separate unit of the Company located outside the Company’s location and performing a part of the Company’s functions including the representation function.

2.2. The Branch is not a legal entity and acts in the name of the Company. For the purposes of its activities the Company shall allocate property to the Branch to be accounted both at the separate balance of the Branch, and Company’s balance. The Branch shall use and dispose of such property to the extent stipulated by present Regulations and resolutions of the authorized bodies of the Company.

2.3. The Branch shall act in the name of the Company which established it. The Company shall be held liable for the Branch's activities.

2.4. The Branch shall be entitled to open rouble, foreign currency account and other accounts with a bank as permitted by the law. The number and types of accounts opened by the Branch shall be determined by the Company.

2.5. The Branch is entitled to have a round seal, stamps and letterheads with its name and the name of the Company. Drafts (models) of the Branch’s seal, stamps and letterheads shall be approved by the Company. The Branch shall use brand images of the Company for advertising and information purposes, on souvenirs and for other purposes upon the Company's approval.

2.6. The Branch shall have a balance sheet being an integral part of the Company’s balance sheet.

2.7. The Branch shall acquire the right to act on behalf of the Company upon notification of the authority in charge of state registration of legal entities on changes of the Company’s Charter related to amendment of the information on its Branch.

## **3. BRANCH’S PURPOSES AND TYPES OF ACTIVITIES**

3.1. The main activity of the Branch shall be profit earning.

3.2. In order to earn profit the Branch shall be authorized to conduct any legal activities, including:

- property trust management;

- consulting services rendering;
- securities transactions in accordance with the effective laws of the Russian Federation;
- agency activities;
- cost estimate, prospecting, research and design works;
- foreign economic activity;
- selling and buying of electric power and capacity at the wholesale electric power (capacity) market;
- thermal power selling;
- forwarding trade;
- works determining the terms and conditions of parallel operation in accordance with the modes of the United Power System of Russia under agreements;
- operation of power facilities not accounted at the Branch's balance, under agreements with owners of such power facilities;
- environmental activities;
- activities related to environmental impact, protection and natural resources use, industrial waste reclamation, stocking, and transportation;
- control over safe operation of power and heat-using units owned by consumers connected to thermal and power grids of the Company;
- educational activities including additional training;
- training and examination of knowledge of rules, standards and specifications in service, occupational safety, industrial and fire safety;
- organization and holding of defence events in mobilization training, civil defence, emergency situations and protection of information comprising state secrets, in accordance with the laws of the Russian Federation;
- safeguarding activity solely for the purposes of internal security, within the scope of the Security Service established by the Branch and governed in its activities by the RF Law "On private detective and safeguarding activities in the Russian Federation", and the laws of the Russian Federation;
- thermal and electric power generation;
- arrangement for energy-saving modes of power plant equipment operation, compliance with power supply modes under agreements signed;
- provision of power equipment operation in accordance with the effective normative requirements, timely and quality repairs thereof, technical power facilities refurbishment and reconstruction;
- arrangement for power supply to consumers connected to power and thermal grids of the Branch in accordance with the agreements signed;
- testing of new machinery and techniques providing for efficiency, safety and ecological compatibility of the Branch's facilities;
- thermal grids operation;
- communication facilities development and communication services rendering;
- storage of oil and oil products;
- operation of explosive industrial facilities;
- operation of fire hazardous industrial facilities;
- operation and servicing of State Mining and Technical Inspection's facilities;
- buildings and structures operation;
- metrological support of production operations;
- hazardous waste handling;
- internal gas lines operation;
- measurement devices repair operation;
- other activities.

3.3. The Branch may engage in certain activities a list of which is stipulated by the federal law only under a special permit (license).

The right of the Branch to carry out activities requiring licensing shall arise upon receipt of such a license by the Company or within the period specified therein, and shall terminate upon expiration thereof, unless the law or other regulation stipulates otherwise.

#### **4. FINANCIAL AND ECONOMIC ACTIVITIES OF THE BRANCH**

4.1. For performing its own duties and functions of the Company, the Branch shall be engaged in financial and economic activities to the extent and under the terms determined by the Company in accordance with the RF laws.

4.2. The Branch shall carry out accounting, tax and other reporting of the Branch's business activities on its own. Accounting and documentation in the Branch shall be organized and kept in accordance with the laws of the Russian Federation and internal documents of the Company.

4.3. Results of the Branch's activities shall be reflected in regular (monthly, quarter and annual) statements submitted to the Company in the form, to the amount and within the period specified by the Company.

The Branch's activity results shall be stated in the balance sheet, profit and loss account as well as in annual statements of the Company.

4.4. The financial year in the Branch shall start on January 01 and shall end on December 31.

4.5. The Branch shall timely file relevant tax declarations, be accountable for local taxes at the place of its location, obtain information on the amount of taxes accrued and paid, check all types of taxes and submit statements and other information to state extra budgetary funds and statistic services.

4.6. The responsibility for document circulation organization, accounting and tax reporting, timeliness, accuracy and authenticity of accounting, tax and statistical statements shall be born by the General Director and Chief Accountant of the Company.

4.7. Within the period set forth by the Company, the Branch shall provide the Company with the balance sheet (financial statement), statement on expenditure estimate performance, report on timely accrual and completeness of taxes and duties payment as well as other required statements.

4.8. Information on the Branch's activities shall be submitted to state and other authorities in accordance with the laws of the Russian Federation and as approved by the Company.

4.9. The Branch's operating activities shall be planned and accounted within the Company.

4.10. The Company shall allow the Branch to be independent in its operations for the purposes of its function performing. The Branch shall conduct any and all economic activities aimed at achievement of the Branch's and Company's tasks in accordance with the effective laws of the Russian Federation.

4.11. The Branch is entitled to dispose of the working assets allocated to it in accordance with the Company's normative documents and budget.

4.12. The Branch's property shall consist of assets allocated to it by the Company as well as of monetary and other material resources acquired during its economic activities and accounted at the Company's balance. Property accounted at the Branch's balance shall be the Company's property.

4.13. The Branch shall conduct expendable business operations within the Monthly Cost Estimate approved by the General Director of the Company.

4.14. The Branch shall conduct its activities on the basis of the financial and economic activity plan approved by the Company.

4.15. The Branch shall sell its products, works and services at the prices and rates specified by the Company or by executive authorities for the Company.

4.16. The General Director of the Company shall enter into contracts and other deals not related to the Company's activities in the name of the Branch.

## **5. CONTROL OVER FINANCIAL AND ECONOMIC ACTIVITIES OF THE BRANCH**

5.1. The Internal Audit Commission and Auditor of the Company check financial and economic activities of the Branch.

5.2. Financial and economic activities of the Branch may be checked (revised) anytime on initiative of the Internal Audit Commission of the Company, under the resolution of the Company's General Shareholders Meeting, Company's Board of Directors or as requested by a shareholder (shareholders) of the Company holding at least 10 percent of the voting shares of the Company.

5.3. Branch officials shall provide the Internal Audit Commission or the Auditor of the Company at their request with all necessary materials, accounting, financial and other documents as well as give personal (verbally or in writing) explanations.

## **6. MANAGEMENT OF THE BRANCH**

6.1. The General Director of the Company manages the Branch under labour contract, present Regulations, Company's Charter and current legislation of the Russian Federation.

6.2. The competence of the General Director of the Company shall include issues of daily management of the Branch's activities.

6.3. The General Director of the Company shall act on behalf of the Branch without a power of attorney, including, with limitations stipulated by the effective laws, the Company's Charter and resolutions of the Company's Board of Directors:

6.3.1. Approves the monthly Cost Estimate for the Branch.

6.3.2. Approves the organizational structure, staff list and salary fund limits for the Branch.

6.3.3. Controls the Branch's activities.

6.3.4. Represents the Company's and Branch's interests in any and all commercial and non-commercial organizations, individuals (including self-employed entrepreneurs), in any state authorities and bodies, local governments of the Russian Federation as well as in relations with foreign citizens and organizations, international organizations, state authorities and bodies, local governments in RF and outside thereof.

6.3.5. Disposes of the Company's property accounted at the Branch's balance (including property rights), information, intellectual property and associated rights (including exclusive rights); signs (amends, modifies, extends) any agreements and contracts, participates in any other transactions related to the Branch's activities.

6.3.6. Accepts any property (including property rights), information, intellectual property and associated rights (including exclusive rights), works, services.

6.3.7. Performs any legal acts and formalities related to performance of any agreements associated with the Branch's activities, including signing of works and services acceptance certificates, consignment notes, goods delivery and acceptance certificates, bills, invoices and other documents.

6.3.8. Signs on behalf of the Company letters, requests and other documents relating to the activities of the Branch.

6.3.9. Opens (closes) settlement, foreign currency and other accounts for the Branch with banks and other credit institutions, disposes of assets at the Branch's accounts with banks and other credit institutions, signs any payment documents.

6.3.10. Signs accounting, tax, statistical and other statements of the Company within the Branch's activities.

6.3.11. Settles payments of the Company to budgets and extra budgetary funds of all levels.

6.3.12. Performs any activities for state registration (re-registration) of the Company's real estate.

6.3.13. Performs all necessary actions related to registration (re-registration) and de-registration in the State Road Traffic Safety Inspection of vehicles owned by the Company.

6.3.14. Executes any rights and obligations of the employer concerning the Branch's employees stipulated by the labour legislation of the Russian Federation, including labour contracts signing and termination.

6.3.15. Represents the Company's interests in courts, courts of referees, in law enforcement agencies, with the right to file and sign any applications, statements of claim, statements of defence, appeals and cassation appeals, applications for supervisory review of the case and subject to the newly discovered circumstances, motions, applications for interim relief and other documents submitted to the mentioned authorities.

6.3.16. Solves other issues of daily activities of the Branch.

Orders and decrees of the General Director of the Company shall be binding upon all Branch employees.

6.4. The General Director of the Company is personally responsible for:

- the Branch's work organization;
- compliance with the Russian Federation legislation, Company's Charter, present Regulations, and implementation of decisions of the Company's management bodies;
- authenticity of reports on the Company's activities;
- observing of plan, financial, staff and contractual discipline;
- organization of works and creation of conditions for protection of information comprising state secret, official and commercial secret of the Branch as well as for compliance with legal restrictions to disclosure of information comprising state secret;
- safeguarding of property, material assets, monetary funds accounted at the Branch's balance;
- economic effectiveness, expediency and legal validity of contracts signed;
- completeness, accuracy and timeliness of tax calculation and payment, and performance of tax agent's functions;
- provision of safe labour conditions for the Branch's employees.

6.5. The General Director shall be liable for damage caused to the Company through his fault in accordance with the legislation of the Russian Federation.

## **7. BRANCH'S STAFF**

7.1. Relations between the Branch's employees arising out of contracts of employment shall be governed by the current labor legislation of the Russian Federation, internal code of conduct, job descriptions and other regulations.

7.2. The Branch's staff list shall be approved and amended by the Company.

## **8. TERMINATION OF THE BRANCH'S ACTIVITIES**

8.1. The activity of the Branch is terminated:

- under resolution of the Board of Directors of the Company;
- in case of termination of the Company's activities;
- in other cases stipulated by the current legislation of the Russian Federation.

8.2. The Branch is terminated by liquidation.

8.3. In case the Branch is wound-up, dismissed employees shall be guaranteed their rights and interests in subject to the laws of the Russian Federation.

8.4. The Branch shall be liquidated by a liquidation commission appointed by the Company.

8.5. Once the liquidation commission is appointed it shall receive any and all powers to manage the Branch. The liquidation commission shall assess available assets of the Branch, identify its debtors and creditors and shall make settlements with them, takes measures to pay the

Branch's debts to third parties as well as shall make up a liquidation balance and submit it to the Company.

8.6. Monetary assets available in the Branch including proceeds from sale of its property upon liquidation, after settlements with the budget, payment of salary to the Branch's employees and settlements with creditors shall be distributed subject to the resolution of the Company.

8.7. If the Branch's property is insufficient for settlement with creditors, the Company shall be obliged to satisfy their legal property claims.

8.8. The liquidation commission shall be held liable for any damages to the Company and third parties subject to the laws of the Russian Federation.

## **9. FINAL PROVISIONS**

9.1. Present Regulations shall come into force upon approval by the General Director of the Company.

9.2. Present Regulations have been compiled in two copies. One copy shall be kept by the Company, and the other one – by the Branch.

9.3. Any amendments and supplements to present Regulations as well as new versions hereof shall be made under a relevant resolution of the General Director of the Company.

9.4. Other issues of the Branch's activities not stipulated herein shall be governed subject to the Company's Charter, other internal documents of the Company and legislation of the Russian Federation.