



ЭНЕЛ. ЭНЕРГИЯ БЛИЗКАЯ ВАМ.

**OPEN JOINT STOCK COMPANY
Enel OGK-5**

**MINUTES NO.1/14
OF ANNUAL GENERAL SHAREHOLDERS' MEETING**

Moscow

26 June, 2014

Full Company Name: Open Joint-Stock Company Enel OGK-5.

Company Location: 10, Khokhryakova street, Yekaterinburg, Sverdlovsk Oblast, Russian Federation, 620014.

Meeting Form: meeting.

Meeting Location: Conference Hall, Radisson Slavyanskaya hotel, pl. Evropy, 2, Moscow, Russia.

Type of General Shareholders' Meeting: Annual.

Postal Address for Receipt of Filled Voting Ballots: 8, Ivana Franko Street, Moscow, 121108, Russia, CJSC "Computershare Registrar".

Meeting Date: 26 June 2014.

Time of Start of Registration: 11:00 Moscow time.

Time of Meeting Opening: 12:00 Moscow time.

Time of End of Registration: 13:55 Moscow time.

Time of Start of Vote Counting: 13:55 Moscow time.

Time of Meeting Closure: 15:15 Moscow time.

Minutes Date: 26 June, 2014.

Meeting Chairman: Stephane Zweguintzow, Chairman of the Board of Directors of Open Joint-Stock Company Enel OGK-5.

Meeting Secretary: Zhanna Sedova

In accordance with Article 56 of Federal Law no. 208-FZ "On Joint-Stock Companies" dd. 26 December 1995, the functions of the counting board are performed by the Company's registrar – CJSC "Computershare Registrar".

Registrar's Address – 8, Ivana Franko Street, Moscow, 121108.

Registrar's Authorised Representative – Igor Akhmatov.

The list of the persons entitled for participation in the Annual General Shareholders' Meeting of OJSC Enel OGK-5 (hereinafter the 'Meeting'), was compiled based on the shareholders' register as of 07 May, 2014.

Meeting Presidium:

Stephane Zweguintzow

Chairman of the Board of Directors of OJSC Enel OGK-5,

Enrico Viale

General Director of OJSC Enel OGK-5,

Alexander Chmel

Member of the Board of Directors of OJSC Enel OGK-5,

Zhanna Sedova

Corporate secretary of OJSC Enel OGK-5.

The Registrar's authorized representative announced registration results, informed about the presence of the quorum. There was the quorum for the issues. The meeting was authorized to make resolutions.

The Meeting Chairman opened the Meeting.

Meeting agenda:

1. On approval of the Annual Report of OJSC Enel OGK-5 for the year 2013;
2. On approval of the annual financial statements including the profit and loss statement of OJSC Enel OGK-5 for the year 2013;
3. On approval of the distribution of profit (including the payment (announcement) of dividends) and of the losses of OJSC Enel OGK-5 upon the results of 2013 financial year;
4. On election of the members of the Board of Directors of OJSC Enel OGK-5;
5. On election of the members of the Internal Audit Commission of OJSC Enel OGK-5;
6. On approval of the Auditor of OJSC Enel OGK-5;
7. On approval of a new version of the Charter of OJSC Enel OGK-5;
8. On request for the Russian Ministry of Justice for including the official name "the Russian Federation" or "Russia" and also the words derivative of this name into the business name of the Company;
9. On approval of a new version of the Company's Charter in connection with renaming;
10. On approval of the Directors and Officers liability insurance contract as a related-party transaction.

The Chairman introduced the members of the Presidium, Meeting Secretary, set the time for the reports, breaks in the meeting, set the method for the submission of the questions to the Presidium.

Review of Agenda Issues and Adoption of Resolutions.

Issue № 1. On approval of the Annual Report of OJSC Enel OGK-5 for the year 2013.

Speaker on the issue – General Director of OJSC Enel OGK-5, Enrico Viale.

With regards to the operating performance in 2013, the company's net output decreased by 6% versus 2012, mainly due to lower output of Reftinskaya GRES caused by maintenance activities. However, such dynamics did not lead to poorer financial performance.

Among the key financial indicators are the following: revenue increased by 5% vs. last year; EBITDA posted a solid increase of 14% as of the year end; profit before tax and net profit decreased mainly due to bad debt provision, higher depreciation charges and foreign currency exchange losses.

Lower CAPEX amount and higher EBITDA enabled the company to post a solid positive free cash flow of around 5.5 B RUB. This was the second consecutive year when the company managed to reduce debt.

The main achievement was a better cash flows that enabled us to have last October the Board of Directors approve a Dividend Policy that foresees distribution of 40% of reported net ordinary income under IFRS as dividends. Board meeting this April then recommended AGSM to distribute 40% of the 4 939 M RUR net income amount.

Our key priorities for the future:

- Health and safety. The Company faces the need to improve the safety culture, in particular in relation to the company's contractors;
- To maintain positive free cash flow;
- To ensure stable payout of dividends and a growing bottomline.

It was highlighted that the new tariff scenario will negatively impact Enel OGK-5 financials. The only way to partially compensate is to focus on cost efficiency. Last autumn the company signed a long-term gas contract with Rosneft under favorable conditions. We also plan to keep coal price dynamics this year at a level substantially below inflation.

All these actions will help us to not only address market challenges, but also be ready to take advantage of new opportunities.

The financial targets under the new business plan are mainly targeted to avoid EBITDA lowering – EBITDA is forecasted to stay largely at the level of 2013 in the coming two years, and net income is expected to achieve at least modest growth in the coming two years, which will allow us to pay out dividends not lower than the amount stated for this year.

Total CAPEX in the new Business Plan is 4.5 BRUR less than the previous one. For this purpose, we had to postpone some of the projects, leaving only the most crucial ones. According to the new Business Plan over the next five years 13.5 BRUR are planned to be distributed for dividends.

Voting upon issue 1.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law "On Joint Stock Companies", a resolution on the issue is passed by the majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 16 351 055 174 votes cast "FOR".

Voting results:

Number of votes cast "FOR"	31 625 751 995
Number of votes cast "AGAINST"	713
Number of votes cast for the "ABSTAINED" option	227 210 884
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	848 552 453
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	594 302

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 1:

«1. To approve the Annual Report of OJSC Enel OGK-5 for the year 2013».

Issue № 2. On approval of the annual financial statements including the profit and loss statement of OJSC Enel OGK-5 for the year 2013.

Speaker on the issue – Chief Accountant of OJSC Enel OGK-5 Elena Dubtsova.

OJSC Enel OGK-5's 2013 Statutory Financial statements prepared in accordance with Russian Accounting Standards (RAS) and timely submitted to all official government bodies of RF in accordance with the requirements of the existed Russian legislation.

The Financial Statements have been audited by Ernst and Young. According to the auditors opinion the consolidated financial statements reflect in all material respects, the financial position of the Company and its financial performance.

Additionally, the financial statements have been audited by the Internal Audit Commission. Based on the performed audit the Internal Audit Commission has sufficient grounds to assert the reliability of the data in the annual accounting statement, which was stated in the Internal Audit Commission resolution.

Key figures in the balance sheet: the Company's total assets as of 31.12.2013 amounted to 115,6 BRUR, increasing of about 2 BRUR vs. 31.12.2012. Non-current assets increased by 941 million rubles, and current assets increased by 1 billion 079 million rubles.

Company's revenue in 2013 amounted to 69.9 billion rubles, net profit amounted to 3.7 billion rubles.

OJSC Enel OGK-5 cash flow (cash inflow during the reporting period minus cash outflow) in the reporting period amounted to 3 billion 251 million rubles, which is 3 billion more than in 2012.

Voting upon issue 2.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law "On Joint Stock Companies", a resolution on the issue is passed by the majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 16 351 055 174 votes cast "FOR".

Voting results:

Number of votes cast "FOR"	31 625 763 002
Number of votes cast "AGAINST"	7 428
Number of votes cast for the "ABSTAINED" option	227 241 768
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	848 502 325
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	595 824

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 2:

«2 To approve the annual financial statements of OJSC Enel OGK-5 for the year 2013, including the Company's profit and loss statement ».

Issue № 3. On approval of the distribution of profit (including the payment (announcement) of dividends) and of the losses of OJSC Enel OGK-5 upon the results of 2013 financial year.

Speaker on the issue – Chief Accountant of OJSC Enel OGK-5 Elena Dubtsova.

OJSC Enel OGK-5 net profit in 2013 subject to distribution upon the results of the financial year amounted to 3 billion 700 million rubles.

The following net profit distribution is proposed:

- 185 million rubles to be forwarded to mandatory payments to the Company's reserve fund;
- 1 billion 539 million rubles to be forwarded to Company's investment fund increase;
- 1 billion 976 million rubles to be forwarded to dividend payout upon the results of 2013.

In accordance with the dividend policy approved by the Company's Board of Directors the amount of dividends is 40% of ordinary net profit in 2013, which will be identified on the basis of the Company's consolidated financial statement drawn up in accordance with IFRS.

Voting upon issue 3.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law "On Joint Stock Companies", a resolution on the issue is passed by the majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 16 351 055 174 votes cast "FOR".

Voting results:

Number of votes cast "FOR"	31 625 824 749
Number of votes cast "AGAINST"	37 649
Number of votes cast for the "ABSTAINED" option	227 088 176
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	848 565 471
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	594 302

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 3:

«3.1. To approve the following distribution of the OJSC Enel OGK-5 profit (loss) upon the results of the 2013 financial year:

	(million RUR)
Net profit (loss) of the reporting period subject to distribution:	3 700
Distribute to: Reserve fund	185
Dividends	1 976
Undistributed profit	1 539

3.2. To pay dividends on ordinary shares of OJSC Enel OGK-5 on the results of fiscal year 2013 in the amount of 0.0559 rubles per one ordinary share.

To fix July 7, 2014, as Dividend Record Date.

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».

Issue № 4. On election of the members of the Board of Directors of OJSC Enel OGK-5.

Speaker on the issue – Corporate Secretary of OJSC Enel OGK-5 – Zhanna Sedova.

In accordance with Article 53 of the Federal Law "On Joint Stock Companies", the shareholder(s) holding in aggregate not less than 2 percent of the voting shares of the Company shall be entitled to propose items for the agenda of the annual general shareholders' meeting and to nominate candidates for management and control of the Company. Such proposals must be received by the Company no later than 60 days after the end of the financial year (paragraph 13.1 of the Charter of the Company).

In accordance with paragraph 5 of Article 53 of the Federal Law "On Joint Stock Companies" and paragraph 13.4 of the Charter of the Company, the Board of Directors of OJSC Enel OGK-5 shall consider the proposals not later than five days after the date of submission of proposals.

Prior to March 1, 2014 included the Company has received proposals for the nomination of candidates to the Board of Directors and Audit Committee of the two shareholders:

- Enel Investment Holding B.V., holding 56.43% of shares,
- PFR Partners Fund I Limited, holding 26.43% of shares.

Besides 4 shareholders (Roselia Limited, Lancrenan Investments Limited, Faendo Limited, PROSPERITY CAPITAL MANAGEMENT SICAV), holding in aggregate over 2% of Company's shares, have also proposed one candidate to the Board of Directors.

Proposals were made on time, contain all the necessary information in accordance with paragraph 4 of Article 53 of the Federal Law "On Joint Stock Companies", signed by authorized persons.

Candidates from Enel Investment Holding B.V.:

1.	Stephane Zweguintzow
2.	Carlo Tamburi
3.	Francesca Gostinelli
4.	Marco Arcelli
5.	Alda Paola Baldi
6.	Marco Salemmе
7.	Alexander Valentinovich Chmel
8.	Sergey Vladimirovich Marinich
9.	Marco Consumi
10.	Livio Filippo Colasanto
11.	Edoardo Marcenaro

Candidates from PFR Partners Fund I Limited:

12.	Roderick Peacock
13.	Glen Thomas Andrews
14.	Aaron James Rubin

Candidates from 4 shareholders (Roselia Limited, Lancrenan Investments Limited, Faendo Limited, PROSPERITY CAPITAL MANAGEMENT SICAV):

15.	Nikolay Nikolaevich Pilipenko
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Voting upon issue 4.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370 which equals to 389 090 882 070 votes by cumulative voting;
 - the number of votes for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370 votes which equals to 389 090 882 070 votes in case of a cumulative voting;
 - the number of cumulative votes belonging to persons that participated in the general shareholders' meeting on the issue is 359 723 213 817;
 - the number of cumulative votes distributed among the candidates is 359 080 207 277;
 - the number of undistributed cumulative votes is 444 417 281;
 - the number of cumulative votes AGAINST ALL CANDIDATES is 992 134;
 - the number of cumulative votes ABSTAINED ON ALL CANDIDATES - 92 499 308;
 - the number of cumulative votes not counted due to the nullification of ballots (including in terms of voting on the issue) is 98 543 412;
 - the number of cumulative votes not counted due to the failure to receive ballots from persons who registered to participate in the meeting, as well as participants that did not vote on the issue is 6 554 405.
- Therefore the quorum for passing a resolution on the issue is present (92.4522%).
Pursuant to p.4 of art.66 of the Federal Law "On Joint Stock Companies" elections of the Board of Directors members are exercised by cumulative voting.

Voting results:

1	Stephane Zweguintzow	34 404 818 522
2	Carlo Tamburi	34 579 587 506
3	Francesca Gostinelli	34 388 481 335
4	Marco Arcelli	35 282 798 503
5	Alda Paola Baldi	34 836 997 883
6	Marco Salemmе	17 078 571 735
7	Alexander Valentinovich Chmel	34 568 066 437
8	Sergey Vladimirovich Marinich	16 431 657 119

9	Marco Consumi	12 441 662
10	Livio Filippo Colasanto	12 410 568
11	Edoardo Marcenaro	13 052 887
12	Glen Thomas Andrews	34 286 622 099
13	Roderick Peacock	35 420 733 377
14	Aaron James Rubin	34 286 086 726
15	Nikolay Nikolaevich Pilipenko	13 477 880 918

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 4:
«4. To elect the Board of Directors of OJSC Enel OGK-5 in the following composition:

1. **Roderick Peacock**
2. **Marco Arcelli**
3. **Alda Paola Baldi**
4. **Carlo Tamburi**
5. **Alexander Valentinovich Chmel**
6. **Stephane Zweguintzow**
7. **Francesca Gostinelli**
8. **Glen Thomas Andrews**
9. **Aaron James Rubin**
10. **Marco Salemm**
11. **Sergey Vladimirovich Marinich».**

Issue № 5. On election of the members of the Internal Audit Commission of OJSC Enel OGK-5.

Speaker on the issue – Corporate Secretary of OJSC Enel OGK-5 – Zhanna Sedova.

In accordance with Article 53 of the Federal Law "On Joint Stock Companies", the shareholder(s) holding in aggregate not less than 2 percent of the voting shares of the Company shall be entitled to propose items for the agenda of the annual general meeting of shareholders and to nominate candidates for management and control of the Company. Such proposals must be received by the Company no later than 60 days after the end of the financial year (paragraph 13.1 of the Charter of the Company).

In accordance with paragraph 5 of Article 53 of the Federal Law "On Joint Stock Companies" and paragraph 13.4 of the Charter of the Company, the Board of Directors of OJSC Enel OGK-5 shall consider the proposals not later than five days after the date of submission of proposals.

Prior to March 1, 2014 included the Company has received proposals for the nomination of candidates to the Board of Directors and Audit Committee of one shareholder - Enel Investment Holding BV, which holds 56.43% of shares.

The proposal came in time, contains all the necessary information in accordance with paragraph 4 of Article 53 of the Federal Law "On Joint Stock Companies", signed by the authorized person.

From Enel Investment Holding B.V.:

1.	Carlo Palasciano Villamagna
2.	Fabio Casinelli
3.	Patricia Fernandez Salis
4.	Angelo Scipioni
5.	Natalya Alexandrovna Khramova

Voting upon issue 5.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;

- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law “On Joint Stock Companies”, a resolution on the issue is passed by the majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 16 351 055 174 votes cast “FOR”.

Voting results:

1. Carlo Palasciano Villamagna

Number of votes cast “FOR”	29 627 898 366
Number of votes cast “AGAINST”	1 349 437
Number of votes cast for the “ABSTAINED” option	2 060 400 425
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 005 562 486
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 899 633

2. Fabio Casinelli

Number of votes cast “FOR”	29 627 694 046
Number of votes cast “AGAINST”	65 713
Number of votes cast for the “ABSTAINED” option	2 060 509 953
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 006 850 854
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 989 781

3. Patricia Fernandez Salis

Number of votes cast “FOR”	29 629 191 257
Number of votes cast “AGAINST”	51 543
Number of votes cast for the “ABSTAINED” option	2 060 373 691
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 005 590 524
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 903 332

4. Angelo Scipioni

Number of votes cast “FOR”	29 629 086 430
Number of votes cast “AGAINST”	126 541
Number of votes cast for the “ABSTAINED” option	2 060 377 772
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 005 614 750
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 904 854

5. Natalya Alexandrovna Khramova

Number of votes cast “FOR”	29 629 534 180
Number of votes cast “AGAINST”	12 137
Number of votes cast for the “ABSTAINED” option	2 059 612 238
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 005 576 543

Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	7 375 249
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Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 5:

«5. To elect the Internal Audit Commission of OJSC Enel OGK-5 in the following composition:

1. **Natalya Alexandrovna Khramova**
2. **Patricia Fernandez Salis**
3. **Angelo Scipioni**
4. **Carlo Palasciano Villamagna**
5. **Fabio Casinelli».**

Issue № 6. On approval of the Auditor of OJSC Enel OGK-5.

Speaker on the issue – Chief Accountant of OJSC Enel OGK-5 Elena Dubtsova.

The item of the approval of an auditor Ernst & Young LLC is represented for your consideration.

Ernst & Young is a global leader in assurance, tax, transaction, and advisory services.

Ernst and Young has been Company’s auditor for three years. All auditing activity during this period has been performed at a high level and within the terms provided for in the contract.

Ernst and Young LLC has good understanding of the activity of Enel OGK-5 that helps not to increase the audit fees for 2014, which has a positive effect on the Company’s net profit, and, therefore, on the amount of dividends in 2014.

Voting upon issue 6.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders’ meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law “On Joint Stock Companies”, a resolution on the issue is passed by the majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 16 351 055 174 votes cast “FOR”.

Voting results:

Number of votes cast “FOR”	31 463 408 746
Number of votes cast “AGAINST”	35 002
Number of votes cast for the “ABSTAINED” option	228 235 700
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 003 532 646
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 898 253

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 6:

«6. To approve the Limited Liability Company Ernst & Young as the Auditor of OJSC Enel OGK-5».

Issue № 7. On approval of a new version of the Charter of OJSC Enel OGK-5.

Speaker on the issue – Corporate Secretary of OJSC Enel OGK-5 – Zhanna Sedova.

Among the reasons for the proposal to approve a new version of Company's Charter are the latest changes in the Federal Law "On Joint Stock Companies" and the Listing Rules of MICEX, where the Company's shares are traded. Key amendments concern listing/delisting of securities, dividends payment procedure, date of General Shareholders' Meeting (GSM) and record date.

Charter's new version will reflect all these changes.

Voting upon issue 7.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 701 773 547.

Therefore the quorum for passing a resolution on the issue is present (92,4513%).

Pursuant to p.2 of art.49 of the Federal Law "On Joint Stock Companies", a resolution on the issue is passed by the three fourths majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 24 526 330 161 votes cast "FOR".

Voting results:

Number of votes cast "FOR"	32 528 303 195
Number of votes cast "AGAINST"	4 874 131
Number of votes cast for the "ABSTAINED" option	5 635 531
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	156 062 437
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 898 253

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 7:

«7. To approve the new version of the Company's Charter (Appendix № 1)».

Issue № 8. On request for the Russian Ministry of Justice for including the official name "the Russian Federation" or "Russia" and also the words derivative of this name into the business name of the Company.

Speaker on the issue – Corporate Secretary of OJSC Enel OGK-5 – Zhanna Sedova and Manager on Communication and Corporate Social Responsibility of OJSC Enel OGK-5 – Alexander Solovyev.

The renaming proposal for Enel OGK-5 consists in the removal of the caption OGK-5 adding Russia to the activity description of the Company.

Therefore, new name will be Enel Russia.

The removal of OGK-5 from the name of the company will have the effect:

- renewal of an outdated name;
- simplification of name;
- better Company perception.

The addition of the word Russia can lead to a synergetic effect:

- the positive brand image, uniqueness of the Company (since using “Russia” in naming is really very limited and associated with huge and powerful business, contributing to the development of industry/territory/country);
 - emphasis Company as major taxpayer in the whole country;
 - expressed integration of the company with the economic and social spheres.
- All above positively effects on the growth of the company’s value.

Voting upon issue 8.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders’ meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law “On Joint Stock Companies”, a resolution on the issue is passed by the majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 16 351 055 174 votes cast “FOR”..

Voting results:

Number of votes cast “FOR”	31 458 298 320
Number of votes cast “AGAINST”	6 006 960
Number of votes cast for the “ABSTAINED” option	227 414 046
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 003 492 768
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 898 253

The resolution based on the results of the voting at the Meeting for Issue 8:

«8. Due to planned amending of the Company’s Charter regarding the change of the Company’s official name to Открытое акционерное общество «Энел Россия» in the Russian language and Open Joint-Stock Company Enel Russia in the English language, and in compliance with the Resolution № 52 of the Government of the Russian Federation dated 03.02.2010, to appeal to the Ministry of Justice of the Russian Federation with a notification on the intention to include official names “the Russian Federation” or “Russia” as well as derivative forms of these names in the business name of the Company».

Issue № 9. On approval of a new version of the Company’s Charter in connection with renaming.

Speaker on the issue – Corporate Secretary of OJSC Enel OGK-5 – Zhanna Sedova and Manager on Communication and Corporate Social Responsibility of OJSC Enel OGK-5 – Alexander Solovyev.

The terms of Company’s renaming have been outlined. The procedure was launched in April 2014 by Enel OGK-5 BoD resolution to include the issue into the AGSM agenda. In case of AGSM positive resolution the application to the Russian Ministry of Justice regarding the use of the official name ‘Russia’ in the Company’s name will be filed. Approximately in September 2014 the Ministry of Justice will issue an order on inclusion of the official name "Russia" in the Company’s name, and further a new version of the Company’s Charter will be submitted to the Tax Authorities for registration. In October 2014 the Company expectedly will be renamed.

Voting upon issue 9.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;
- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.2 of art.49 of the Federal Law "On Joint Stock Companies", a resolution on the issue is passed by the three fourths majority of votes of shareholders participating in the meeting in person or by proxy, i.e. to pass a resolution, it is required to have at least 24 526 582 761 votes cast "FOR".

Voting results:

Number of votes cast "FOR"	31 464 070 398
Number of votes cast "AGAINST"	136 639
Number of votes cast for the "ABSTAINED" option	227 513 296
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 003 491 761
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 898 253

The resolution based on the results of the voting at the Meeting for Issue 9:

«9. If the Ministry of Justice of the Russian Federation permits to include official names "the Russian Federation" or "Russia" as well as derivative forms of these names in the business name of the Company, to approve the new version of the Company's Charter which stipulates the name of the Company to be Open Joint-Stock Company Enel Russia (Appendix № 2)».

Issue № 10. On approval of the Directors and Officers liability insurance contract as a related-party transaction.

Speaker on the issue – Head of Risk Management unit of OJSC Enel OGK-5 – Mariyam Musrepova.

It is observed, that the liability may arise in case of claims by third parties in connection with Company's economic condition deterioration, which can lead to such third parties' losses, if such deterioration is linked to, so called, incorrect operations by Company's BoD members or officers. This insurance is recommended within Russian Federation by the corporate Corporate Governance Code. Such incorrect operations must be unpremeditated or erroneous. The policy does not cover operations, which are qualified following the investigation as premeditated.

The liability limits were analyzed together with our authorized broker AON Rus Insurance Brokers, which performed a competitive tender for the insurer selection. Several insurance companies took part in the tender. To develop the policy and Company's requirements to the policy and contract content, a joint analysis was performed together with the broker: the sample of companies subject to analysis included power and petroleum companies, transnational holdings, like Enel, several Russian companies were analyzed as well.

Main terms and conditions of the Directors and Officers liability insurance contract are given in the table included into the draft resolution on issue 10.2.

Voting upon issue 10.1.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this agenda issue is 35 371 898 370;
- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;

- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.4 of art.83 of the Federal Law “On Joint Stock Companies”, a resolution on the issue is passed by the majority of votes of all non-related party shareholders, i.e. to pass a resolution, it is required to have at least 17 685 949 186 votes cast “FOR”.

Voting results:

Number of votes cast “FOR”	31 463 961 830
Number of votes cast “AGAINST”	300 535
Number of votes cast for the “ABSTAINED” option	227 484 257
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 003 465 533
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 898 192

The resolution based on the results of the voting at the Meeting for Issue 10.1:

«10.1. To determine that the price of the directors and officers liability insurance contract as a related-party transaction, shall not exceed \$50,000».

Voting upon issue 10.2.

- the number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders’ meeting on this agenda issue is 35 371 898 370;

- the number of votes accounts for voting shares of the Company under this agenda issue, taking into account existing restrictions is 35 371 898 370;

- the number of votes belonging to persons that participated in the meeting and had the right to vote on this agenda issue is 32 702 110 347.

Therefore the quorum for passing a resolution on the issue is present (92,4522%).

Pursuant to p.4 of art.83 of the Federal Law “On Joint Stock Companies”, a resolution on the issue is passed by the majority of votes of all non-related party shareholders, i.e. to pass a resolution, it is required to have at least 17 685 949 186 votes cast “FOR”.

Voting results:

Number of votes cast “FOR”	31 450 442 989
Number of votes cast “AGAINST”	13 436 241
Number of votes cast for the “ABSTAINED” option	227 558 340
Number of votes not counted due to the nullification of ballots (including in terms of voting on the issue)	1 003 772 463
Number of votes not counted due to the failure to receive ballots from persons registered to participate in the meeting, as well as participants that did not vote on the issue	6 900 314

The resolution based on the results of the voting at the Meeting for Issue 10.2:

«10.2. To approve the conclusion of directors and officers liability insurance contract between OJSC Enel OGC-5 and insurance company as a related-party transaction on the following conditions:

Parties to the contract	<p>Insured party – OJSC Enel OGK-5</p> <p>Insurer – Russian 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</p>
Subject matter	In case of an insured event Insurer shall pay the insurance indemnity according to the terms and conditions of the contract and applicable law
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
Basic covering:	<p>Covering A (Side A) Covering of the insured individual’s damages that are not indemnified by the Company (due to bankruptcy, legal restrictions or restrictions in the incorporation documents)</p> <p>Covering B (Side B) Covering of the insured individuals’ damages that can be indemnified (compensated) by the Company. The policy shall provide for the reimbursement of the Company’s expenses incurred in connection with the Directors’ or other officers’ defense of claims</p> <p>Covering C (Side C) Covering of the Company’s expenses in connection with the claims related to securities only</p>
Insured parties	<p>Including but not limited to:</p> <ul style="list-style-type: none"> - members of the Board of Directors; members of the Executive Board; General Director; - Company’s officers and employees in the course of exercise of their managing and supervising powers in the Company; - A spouse of the insured individual or a common-law partner as well as, heirs, legal representatives of the insured.
Insured event	<ol style="list-style-type: none"> 1. Claims brought to insured individual (insured individuals) by third party (beneficiary party) for indemnification of damages resulted from unintentional erroneous action of the insured individual (insured individuals) while carrying out management activities in the Company that cause losses of the Company and/or of the insured person. 2. Claims brought to insured party by third party (beneficiary party) for indemnification of damages arising from security claims and due to unintentional erroneous action of the insured individual (insured individuals) while carrying out management activities in the Company. 3. Legal expenses and other costs incurred by the insured party(s) due to the settlement of claims by a third party (beneficiary party) as a result of claims settlement, where claims are brought by a third party (beneficiary party) due to inflicted damage, provided that claims are related to the insured individual’s management activities in the Company. 4. Legal expenses and other costs incurred by the insured party as a result of security claims settlement brought by a third party (beneficiary party) due to the fact of inflicted damage, provided that claims are related to the insured individual’s management activities in the Company.

Insurance premium	Shall not exceed \$50,000
Insurance coverage	Minimum \$25,000,000
Additional insurance coverage for independent directors	Minimum \$1,000,000 for each independent director. Aggregated liability limit is estimated basing on the total number of independent directors.
Contract validity period	At least 1 year from the date of approval of the contract conclusion by the General Shareholders' Meeting of OJSC Enel OGK-5.

The agenda contains no more issues. The Chairman announced that the discussion of the meeting agenda issue was over.

The Registrar's Authorized Representative announced the voting results and resolution adopted at the meeting.

The Chairman declared the meeting closed.

The following is attached to the present minutes of meeting:

1. The minutes of meeting of the Counting board on the voting results at the General shareholders' meeting dated June 26, 2014 on 15 pages in 1 copy;
2. The annual report of OJSC Enel OGK-5 for 2013 on 136 pages in 1 copy;
3. The annual financial statements of OJSC Enel OGK-5 for 2013 on 65 pages in 1 copy;
4. Revised OJSC Enel OGK-5 Charter on 53 pages in 1 copy;
5. Revised Company's Charter containing new name Open Joint-Stock Company Enel Russia on 54 pages in 1 copy.

Chairman

Stephane Zweguintzow

Corporate Secretary

Zhanna Sedova