



**PUBLIC JOINT STOCK COMPANY**  
**Enel Russia**

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**MINUTES NO. 1/16**  
**OF ANNUAL GENERAL SHAREHOLDERS' MEETING**

**Moscow**

**June 29, 2016**

**Full Company Name:** Public Joint-Stock Company Enel Russia.

**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, JSC «Independent Registrar Company».

**Meeting Date:** June 29, 2016.

**Time of Start of Registration of the Persons Entitled to Participate in the General Shareholders' Meeting:** 11:00.

**Time of Meeting Opening:** 12:00.

**Time of End of Registration of the Persons Entitled to Participate in the General Shareholders' Meeting:** 13:20.

**Time of Start of Vote Counting:** 14:00.

**Time of Meeting Closure:** 15:20.

**Date of Minutes Compiling:** June 29, 2016.

**Meeting Chairman:** Stephane Zweguintzow, Chairman of the Board of Directors of PJSC Enel Russia.

**Meeting Secretary:** Zhanna Igorevna 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 - JSC «Independent Registrar Company».

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

Registrar's Authorised Representative: Igor Vladimirovich Akhmatov.

The list of the persons entitled to participate in the Annual General Shareholders' Meeting of PJSC Enel Russia (hereinafter the 'Meeting'), was compiled based on the shareholders' register as of May 10, 2016.

These Minutes use the following term: the Regulation – the Regulation on additional requirements to the procedure of preparation, convocation and holding of the General Shareholders' Meeting, endorsed by Order of the Federal Financial Markets Service of Russia dd. 02.02.2012 No. 12-6/ПЗ-Н.

**Meeting Presidium:**

**Stephane Zweguintzow**

**Chairman of the Board of Directors of PJSC Enel Russia,**

**Carlo Palasciano Villamagna**

**General Director of PJSC Enel Russia,**

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 PJSC Enel Russia for the year 2015;**
- 2. On approval of the annual financial statements including the statement of financial results of PJSC Enel Russia for the year 2015;**
- 3. On approval of losses distribution of PJSC Enel Russia for the year 2015;**
- 4. On election of the members of the Board of Directors of PJSC Enel Russia;**
- 5. On election of the members of the Internal Audit Commission of PJSC Enel Russia;**
- 6. On approval of the Auditor of PJSC Enel Russia for 2016;**
- 7. On approval of a new version of the Company's Charter;**
- 8. On approval of a new version of the Regulation "On the procedure for convening and holding meetings of the Board of Directors of PJSC Enel Russia";**
- 9. On approval of the Directors and Officers liability insurance contracts as related-party transactions.**

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 PJSC Enel Russia for the year 2015.***

Speaker on the issue – General Director of PJSC Enel Russia, Carlo Palasciano Villamagna.

It was noted that in 2015 the situation in the health and safety has improved as compared to 2014.

Power generation decreased compared to 2014, the speaker told about the dynamics of power generation for each power plant. At the same time the power sales remained at the level of the previous year.

C. Palasciano listed the factors that have affected the company's results over the past year and mentioned that the company reported a net loss for 2015.

Capital expenditures in 2015 mainly concerned replacement of fabric filter at Reftinskaya GRES, as well as the equipment efficiency and reliability improvement.

In 2015, the company paid about 2.9 billion roubles of dividends.

Net debt of the Company (according to IFRS) amounted to 24.5 billion roubles at the end of 2015, i.e. it has increased at approximately 3.5 billion roubles since the beginning of the year. As of December 31, 2015 long-term funds in Euro dominated in the company's debt structure, with 100% of the debt is still overhedged against currency fluctuations.

**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 issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this agenda issue is present	90.7914%

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	29 478 863 384	91.7926
AGAINST	134 052	0.0004
ABSTAINED	13 757 432	0.0428
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 635 011	0.0113
Nullified	2 618 256 536	8.1528
<b>TOTAL:</b>	32 114 646 415	100.0000

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 PJSC Enel Russia for the year 2015 (Appendix 1)».**

**ISSUE 2: On approval of the annual financial statements including the statement of financial results of PJSC Enel Russia for the year 2015.**

Speaker on the issue - Head of Accounting and Tax - Chief Accountant of PJSC Enel Russia Valery Vladimirovich Grishachev.

V.V. Grishachev reported that the financial statements of PJSC Enel Russia for 2015 are prepared in accordance with Russian Accounting Standards (RAS).

Ernst & Young LLC conducted an audit of financial statements. According to the audit report, the financial statements of the Company represents fairly, in all material respects, its financial position, results of its financial and operational activities and its cash flows for 2015 in accordance with Russian regulations of the financial statements development.

The Internal Audit Commission also performed the verification of financial statements of the Company. On the basis of verification the Internal Audit Commission has sufficient grounds to confirm the reliability of the data in the annual financial statements of PJSC Enel Russia for 2015.

**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 issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this agenda issue is present	90.7914%

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	29 477 386 113	91.7880
AGAINST	163 583	0.0005
ABSTAINED	15 061 321	0.0469
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 635 011	0.0113
Nullified	2 618 400 387	8.1533
<b>TOTAL:</b>	32 114 646 415	100.0000

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 PJSC Enel Russia for the year 2015 including the Company's statement of financial results (Appendix 2)».

**ISSUE 3: On approval of losses distribution of PJSC Enel Russia for the year 2015.**

Speaker on the issue - Head of Accounting and Tax - Chief Accountant of PJSC Enel Russia Valery Vladimirovich Grishachev.

V.V. Grishaev reported that the amount of losses of the PJSC Enel Russia for 2015 is 1,803 million roubles. As of December 31, 2015 the company accumulated the profit in the amount of 14,697 million roubles. The Board of Directors has recommended not paying dividends on ordinary shares of PJSC Enel Russia according to the results of 2015.

**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 issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this agenda issue is present	90.7914%

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	29 470 395 423	91.7662
AGAINST	5 438 243	0.0169
ABSTAINED	16 928 274	0.0527
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 635 011	0.0113
Nullified	2 618 249 464	8.1529
<b>TOTAL:</b>	32 114 646 415	100.0000

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 PJSC Enel Russia earnings as of December 31, 2015:

	(million RUB)
<b>Net profit (loss) of the reporting period subject to distribution (coverings):</b>	<b>(1 803)</b>

<b>Accumulated earnings as of December 31, 2015</b>	<b>14 697</b>
<b>Distributed to: Legal reserve</b>	-
<b>Dividends</b>	-
<b>Covering incurred losses</b>	<b>1 803</b>
<b>Accumulated earnings</b>	<b>12 894</b>

**3.2. Not distribute dividends on the PJSC Enel Russia ordinary shares upon the results of the 2015 financial year».**

**ISSUE 4: On election of the members of the Board of Directors of PJSC Enel Russia.**

Speaker on the issue – Corporate Secretary of PJSC Enel Russia – Zhanna Igorevna Sedova.

Zh.I. Sedova has communicated that the Company has received the proposals to nominate candidates to the Board of Directors from three shareholders:

- Enel Investment Holding B.V., holding 56.43% of shares,
- PFR Partners Fund I Limited, holding 26.43% of shares,
- Protsvetaniye Holdings Limited, holding over 2% of shares.

Candidates from Enel Investment Holding B.V.:

1	Stephane Zweguintzow
2	Roberto Antonio Enzo Deambrogio
3	Marco Proietti
4	Marco Arcelli
5	Giovanni Bertolino
6	Alexandra Burcea
7	Alexander Valentinovich Chmel
8	Mina Kolarova
9	Marco Consumi
10	Giorgio Mengali
11	Giuseppe Luzzio

Candidates from PFR Partners Fund I Limited:

12	Laurent Nicolas Souviron
13	Sangeet Dinesh Dhanani
14	Tagir Sitdekov
15	Aaron James Rubin
16	Dennis Mosolov
17	Jiri Zrust

Candidates from Protsvetaniye Holdings Limited:

18	Alexander Arthur John Williams
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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 issue of the agenda of the General Shareholders' Meeting is	389 090 882 070
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	389 090 882 070
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	353 261 110 565
The QUORUM for passing a resolution on this issue is present	90.7914%

**Cumulative votes are distributed as follows:**

	Name of candidate	Number of votes cast for each voting option
FOR, distribution of votes by candidates		
1	Dennis Mosolov	34 304 774 811
2	Tagir Sitdekov	34 286 494 070
3	Laurent Nicolas Souviron	34 285 869 119
4	Stephane Zweguintzow	33 103 587 002
5	Roberto Antonio Enzo Deambrogio	31 374 127 484
6	Giovanni Bertolino	31 368 916 945
7	Alexandra Burcea	31 368 872 052
8	Giuseppe Luzzio	31 368 232 407
9	Marco Arcelli	31 368 080 365
10	Marco Proietti	31 367 702 636
11	Alexander Arthur John Williams	28 752 085 699
12	Alexander Valentinovich Chmel	41 735 440
13	Mina Kolarova	4 365 629
14	Jiri Zrust	2 540 006
15	Giorgio Mengali	1 609 051
16	Marco Consumi	1 361 261
17	Aaron James Rubin	1 244 054
18	Sangeet Dinesh Dhanani	312 137
AGAINST all candidates		1 275 241
ABSTAINED on all candidates		173 145 269
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds		47 176 904
Nullified		37 602 983
TOTAL:		353 261 110 565

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 PJSC Enel Russia in the following composition:**

- 1. Dennis Mosolov**
- 2. Tagir Sitdekov**
- 3. Laurent Nicolas Souviron**
- 4. Stephane Zweguintzow**
- 5. Roberto Antonio Enzo Deambrogio**
- 6. Giovanni Bertolino**
- 7. Alexandra Burcea**
- 8. Giuseppe Luzzio**
- 9. Marco Arcelli**
- 10. Marco Proietti**
- 11. Alexander Arthur John Williams».**

**ISSUE 5: *On election of the members of the Internal Audit Commission of PJSC Enel Russia.***

Speaker on the issue – Corporate Secretary of PJSC Enel Russia – Zhanna Igorevna Sedova.

Zh.I. Sedova reported that the Company received a proposal on nomination of candidates to the Internal Audit Commission from a single shareholder - Enel Investment Holding B.V. that holds 56.43% of shares.

The proposal was received on 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.

Candidates from Enel Investment Holding B.V.:

1	Giancarlo Pescini
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2	Fabio Casinelli
3	Danilo Bracoloni
4	Mauro Di Carlo
5	Natalya Alexandrovna Khramova

### Voting upon issue No. 5.

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this issue is present	90.7914%

### Voting results:

№	Name of candidate	Number of votes cast for each voting option				Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation	
		FOR	%*	AGAINST	ABSTAINED	Nullified	Other grounds
1	Natalya Alexandrovna Khramova	26 864 418 171	83.65	228 403	2 626 686 726	2 619 673 580	3 639 535
2	Danilo Bracoloni	26 863 273 967	83.64	306 066	2 627 714 020	2 619 714 474	3 637 888
3	Mauro Di Carlo	26 863 254 690	83.64	1 316 042	2 626 716 979	2 619 720 816	3 637 888
4	Fabio Casinelli	26 862 750 223	83.64	1 253 240	2 626 716 382	2 620 288 682	3 637 888
5	Giancarlo Pescini	26 861 567 640	83.64	2 538 611	2 628 011 025	2 618 894 128	3 635 011

\* - percentage of the present votes.

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 PJSC Enel Russia in the following composition:**

- 1. Natalya Alexandrovna Khramova**
- 2. Danilo Bracoloni**
- 3. Mauro Di Carlo**
- 4. Fabio Casinelli**
- 5. Giancarlo Pescini».**

### ISSUE 6: On approval of the Auditor of PJSC Enel Russia for 2016.

Speaker on the issue - Head of Accounting and Tax - Chief Accountant of PJSC Enel Russia Valery Vladimirovich Grishachev.

Ernst & Young LLC is presented for consideration of shareholders.

V.V. Grishachev noted that the Ernst & Young LLC is one of the world leaders in the audit, tax and advisory services.

The above company is the auditor of the Company for the past five years. All required audit activities during this period was carried out at a high level, in the terms stipulated by the contract.

### 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 issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this agenda issue is present	90.7914%

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	29 477 352 375	91.7879
AGAINST	124 857	0.0004
ABSTAINED	15 297 634	0.0476
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 636 153	0.0113
Nullified	2 618 235 396	8.1528
<b>TOTAL:</b>	32 114 646 415	100.0000

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 PJSC Enel Russia for year 2016».**

**ISSUE 7: On approval of a new version of the Company's Charter.**

Speaker on the issue – Corporate Secretary of PJSC Enel Russia – Zhanna Igorevna Sedova.

Zh.I. Sedova reported that the approval of the Charter of PJSC Enel Russia in the new edition is due to take effect of the new edition of the Federal Law "On Joint Stock Companies", dated July 1, 2016, and told about the main changes proposed to the Charter.

**Voting upon issue No. 7.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this agenda issue is present	90.7914%

**Voting results:**



Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	29 477 122 877	91.7872
AGAINST	65 674	0.0002
ABSTAINED	15 309 007	0.0477
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 635 011	0.0113
Nullified	2 618 513 846	8.1536
<b>TOTAL:</b>	32 114 646 415	100.0000

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 3)».**

**ISSUE № 8: On approval of a new version of the Regulation "On the procedure for convening and holding meetings of the Board of Directors of PJSC Enel Russia".**

Speaker on the issue – Corporate Secretary of PJSC Enel Russia – Zhanna Igorevna Sedova.

Zh.I. Sedova reported about the main changes to the Regulation "On the procedure of convening and holding meetings of the Board of Directors", she noted that some of the changes to the named document is submitted in accordance with the recommendations of the Code of Corporate Governance.

**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 issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	32 114 646 415
The QUORUM for passing a resolution on this agenda issue is present	90.7914%

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	29 477 224 103	91.7875
AGAINST	78 917	0.0003
ABSTAINED	15 197 083	0.0473
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 635 011	0.0113
Nullified	2 618 511 301	8.1536
<b>TOTAL:</b>	32 114 646 415	100.0000

Based on the results of the voting at the Meeting, the following resolution is adopted for Issue 8:

**«8. To approve of a new version of the Regulation "On the procedure for convening and holding meetings of the Board of Directors of PJSC Enel Russia" (Appendix 4)».**

**ISSUE 9: On approval of the Directors and Officers liability insurance contracts as related-party transactions.**

Speaker on the issue – Head of Treasury and Corporate Finance of PJSC Enel Russia Nina Vasilievna Leonova.

N.V. Leonova noted that civil liability may arise in the case of lawsuits or claims from third parties related to the deterioration of the economic situation of the Company, and this may result in losses of third parties, if such deterioration is due to the so-called improper actions of the members of the Board of Directors and officers of the company. The Code of Corporate Governance, approved by the Bank of Russia, recommends this insurance in the territory of the Russian Federation. These improper actions must in mandatory manner be unintentional or erroneous. Policy does not cover the actions that can be categorized as deliberate by the investigation.

General meeting of shareholders every year since 2013 approves the conclusion of such contracts, with a bonding premium limit remaining the same - 40,000 USD.

### Voting upon issue 9.

#### Voting upon subitem 9.1:

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue, not acting as the related parties in this transaction, is	35 371 898 370
The number of votes accounting for voting shares of the Company, held by persons, not acting as the related parties in this transaction, under this issue, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons, not acting as the related parties in this transaction, that participated in the General Shareholders' Meeting on this issue is	32 114 646 415
The QUORUM for passing a resolution on this issue is present	90.7914%

#### Voting results:

Voting options	Number of votes cast for each voting option	% of all entitled to vote
<b>FOR</b>	26 864 611 161	75.9490
AGAINST	2 612 274 262	7.3852
ABSTAINED	15 890 198	0.0449
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 635 011	0.0103
Nullified	2 618 235 783	7.4020
<b>TOTAL:</b>	32 114 646 415	90.7914

Based on the results of the voting at the Meeting, the following resolution is adopted for subitem 9.1:

**«9.1. To determine that the price of the directors and officers liability insurance contract(s) as a related-party transaction(s), shall not exceed USD 120 000 for the period of 3 years».**

#### Voting upon subitem 9.2:

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue, not acting as the related parties in this transaction, is	35 371 898 370
The number of votes accounting for voting shares of the Company, held by persons, not acting as the related parties in this transaction, under this issue, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons, not acting as the related parties in this transaction, that participated in the General Shareholders' Meeting on this issue is	32 114 646 415
The QUORUM for passing a resolution on this issue is present	90.7914%

#### Voting results:

Voting options	Number of votes cast for each voting option	% of all entitled to vote
<b>FOR</b>	26 864 712 487	75.9493
AGAINST	2 612 199 864	7.3850
ABSTAINED	15 882 457	0.0449
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Other grounds	3 642 415	0.0103
Nullified	2 618 209 192	7.4019
<b>TOTAL:</b>	32 114 646 415	90.7914

Based on the results of the voting at the Meeting, the following resolution is adopted for subitem 9.2:

**“9.2. To approve the conclusion of directors and officers liability insurance contract(s) between PJSC Enel Russia and insurance company as a related-party transaction(s) on the following conditions:**

<b>Parties to the contract</b>	<b>Policyholder – PJSC Enel Russia Insurer – insurance company, established and existing under the Russian Federation law, having experience in the Directors’ and Officers’ liability insurance, having a valid license to carry out the mentioned insurance activity according to the established in the Russian Federation procedure on the date of the execution of the insurance contract.</b>
<b>Subject matter</b>	<b>In case of an insured event, Insurer shall pay the insurance indemnity according to the terms and conditions of the contract and Russian applicable law.</b>
<b>Insurance object</b>	<b>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.</b>
<b>All Coverages</b>	<b>Cover A (Side A) Insured Person Liability The insurer shall pay the loss of each insured person resulting from a claim against the insured person except for and to the extent that the company has indemnified the insured person.</b> <b>Cover B (Side B) Company Reimbursement The insurer shall pay the loss of the company resulting from a claim against the insured person but only when and to the extent that the company has indemnified the insured person for the loss.</b> <b>Cover C – Global program Subsidiaries and affiliates Director Liability The insurer shall pay the loss of the subsidiaries and affiliates director resulting from a claim against the director.</b> <b>Cover D – Global program Representation at Investigations and Examinations The insurer shall pay the investigations costs.</b> <b>Cover E – Global program Special Excess Protection for Non-Executive Directors The insurer shall pay the loss of each non-executive director resulting from a claim against the non-executive director.</b> <b>Cover F (Side C) Company Liability for Securities Claims The insurer shall pay the loss of the company resulting from a claim against the company for any wrongful act committed by such company arising from a securities claims.</b>

<b>Insured Persons</b>	<b>Including but not limited to:</b> - general director, members of board of directors, members of management board; - executive directors, heads of departments (functional directors); - statutory auditor, General Counsel or Risk Manager (or equivalent position) of the Company.
<b>Annual insurance Premium</b>	<b>Shall not exceed USD 40 000</b>
<b>Limit of Liability</b>	<b>Maximum USD 25 000 000 each claim and aggregate for all loss of all insured persons, including defense costs</b> <b>Plus</b> <b>USD 1 000 000 for each independent director.</b>
<b>Policy Period</b>	<b>At least 1 year from the date of approval of the contract conclusion by annual General Shareholders' Meeting of PJSC Enel Russia. Provide for possible annual renewal during 3 years.</b>
<b>Approval validity period</b>	<b>3 years</b>

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.

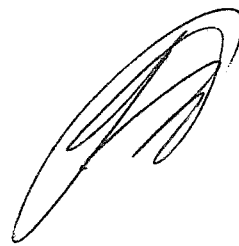
These Minutes are drawn up in two copies.

The following is attached to the present minutes of meeting:

1. The Annual Report of PJSC Enel Russia for 2015 on \_\_\_ pages in \_\_ copy;
2. The Annual Financial Statements of PJSC Enel Russia for 2015 on \_\_\_ pages in \_ copy;
3. Revised PJSC Enel Russia Charter on \_\_\_ pages in \_\_ copy;
4. Regulation "On the procedure for convening and holding meetings of the Board of Directors of PJSC Enel Russia" on \_\_\_ pages in \_\_ copy.
5. The Minutes of Meeting of the Counting Board on the voting results at the Annual General Shareholders' Meeting dated June 29, 2016 with Annexes on \_\_\_ pages in \_\_ copies.

**Chairman**

**Secretary**




**S. Zweguintzow**

**Zh.I. Sedova**