



**PUBLIC JOINT STOCK COMPANY
Enel Russia**

**Extract from the MINUTES № 8/16
Meeting of the HR and Remuneration Committee
of the Enel Russia Board of Directors
(hereinafter – the Committee)**

Date of the meeting: December 13, 2016.
Form of the Meeting: in absentia.
Venue: 7, building 1, Pavlovskaya street, Moscow.
Deadline for ballots receipt: December 13, 2016, 16:00 (Moscow time).
Date of the Minutes: December 13, 2016.

Participated in the Meeting:

Chairman of the Committee: ALEXANDER A. J.WILLIAMS

Members of the Committee: ROBERTO A.E. DEAMBROGIO
TAGIR A. SITDEKOV

Quorum is present.

Corporate secretary ZHANNA I. SEDOVA

The votes were counted by Zhanna I. Sedova.

Issue № 1. On recommendations to the shareholders regarding nomination and election of candidates to the Board of Directors.

Resolution:

1. To recommend to the shareholders of PJSC Enel Russia while nomination and election members to the Board of Directors to take into account the criteria for independent status of the member of the Board of Directors and the requirements to the number of independent directors contained in the Listing Rules of CJSC MICEX Stock Exchange in accordance with Annex 1 in order to keep the Company in the 1st quotation list.

Quorum: 100 %

The resolution is adopted by a simple majority of votes of the elected Committee members.

Voting results:

«FOR» (ALEXANDER A. J.WILLIAMS, R.E. DEAMBROGIO, T.A. SITDEKOV)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

**Chairman of the HR and Remuneration
Committee of the Enel Russia
Board of Directors**

ALEXANDER A. J.WILLIAMS/signature

Corporate secretary of Enel Russia

ZHANNA I. SEDOVA/signature

Corporate secretary of Enel Russia

ZHANNA I. SEDOVA

Date of the Extract: December 16, 2016.