

Information on the main changes proposed to be made to the new version of the Regulation on payment of remuneration and compensations to members of Board of Directors of PJSC Enel Russia (hereinafter – Regulation)

| Old version | New version | Comments |
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| <p>4.1.1. Members of the Board of Directors, including Deputy Chairman of the Board of Directors, shall be paid a fixed fee of 1 800 000 (One million eight hundred thousand) roubles a year before taxes. Remuneration to each member of the Board of Directors shall be paid in equal monthly installments during the year since his election and until the termination of his powers. The amount of remuneration for the month equals 1 / 12 (one twelfths) of the size of the annual fixed remuneration.</p> | <p>4.1.1. Members of the Board of Directors, including Deputy Chairman of the Board of Directors, shall be paid a fixed fee of 3 300 000 (Three million three hundred thousand) roubles a year before taxes. Remuneration to each member of the Board of Directors shall be paid in equal monthly installments during the year since his election and until the termination of his powers. The amount of remuneration for the month equals 1 / 12 (one twelfths) of the size of the annual fixed remuneration.</p> | <p>In 2017, the position of the Senior Independent Director was established in PJSC Enel Russia (hereinafter - the Company). The Company decided to set the remuneration for the Senior Independent Director, as well as the right to conclude with the Company a contract for purchase of shares of the Company with deferred performance of share transfer and payment under the Operating program, at the same level as for the Chairman of the Board of Directors, since the scope of the Senior Independent Director's functions is much wider than that of a member of the Board of Directors. The Company decided to set a fixed annual remuneration for members and the Chairman of the Board of Directors/Senior Independent Director as equal to the amount of the fixed and variable parts of the former remuneration in order to fulfill principle 4.2.1. of the Corporate Governance Code of the Central Bank of the Russian Federation: <i>«A fixed annual fee shall be a preferred</i></p> |
| <p>4.1.2. The Chairman of the Board of Directors shall be paid a fixed fee of 2 100 000 (Two million one hundred thousand) roubles a year before taxes. Remuneration shall be paid in equal monthly installments during the year since his election and until the termination of his powers. The amount of remuneration for the month equals 1 / 12 (one twelfths) of the size of the annual fixed remuneration.</p> | <p>4.1.2. The Chairman of the Board of Directors and the Senior Independent Director shall be paid a fixed fee of 3 960 000 (Three million nine hundred sixty thousand) roubles a year before taxes. Remuneration shall be paid in equal monthly installments during the year since his election and until the termination of his powers. The amount of remuneration for the month equals 1 / 12 (one twelfths) of the size of the annual fixed remuneration</p> | |
| <p>4.1.4. Fixed remuneration for the month shall not paid if the member of the Board of Directors has not participated in more</p> | <p>4.1.4. Fixed remuneration for the month shall not paid if the member of the Board of Directors has not participated in more than</p> | |

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| <p>than 50% of Board of Directors meetings held within a month (considering the date of election and until the date of termination of his office).</p> | <p>70% of Board of Directors meetings held within a month (considering the date of election and until the date of termination of his office).</p> | <p><i>form of monetary remuneration of the Board members. It is not advisable to pay a fee for participation in individual meetings of the Board of Directors or its Committees. It is not advisable to use any form of short-term incentives or additional financial incentives in respect of Board members.»</i></p> |
| <p>4.2. Remuneration for the participation in the Board of Directors meetings. 4.2.1. Remuneration for the participation in the meetings of the Board of Directors shall be as follows: VC= 1 860 000 (One million eight hundred and sixty thousand) roubles * L/M – for the Chairman of the Board of Directors, where L - Number of Board of Directors meetings during the reporting period where he performed the functions of the Chairman of the Board of Directors; M - Total number of the Board of Directors meetings during the reporting period. VC = 1 500 000 (One million five hundred thousand) roubles * N/M – for the Board of Directors members, including Deputy Chairman, where N - Number of Board of Directors meetings during reporting period where the Board of Directors member has participated. M - Total number of the Board of Directors meetings during the reporting period. 4.2.2. Remuneration for the participation</p> | <p>Item 4.2. is excluded from the new version of Regulation. In addition further in the Regulation the text containing reference to item 4.2. of Regulation is excluded.</p> | <p>Fixed annual remuneration is established as the only monetary form of remuneration for members of the Board of Directors for their work in the Company’s Board of Directors. For the purpose of remuneration of Board members, the number of meetings in which a member of the Board of Directors should participate is increased from 50% to 70% of meetings held during a reporting month. This provision is established as an incentive mechanism for members of the Board of Directors in accordance with item 235 of the Corporate Governance Code of the Central Bank of the Russian Federation, which provides regular and good faith participation of Board members in meetings of the Board of Directors.</p> |

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| <p>in the meetings of the Board of Directors shall be paid annually within 30 (thirty) calendar days after the end of the corporate year or within thirty (30) calendar days after termination of member of the Board of Directors powers.</p> | | |
| <p>4.3. The maximum amount of annual remuneration, including the fixed remuneration specified in paragraph 4.1.as well as remuneration for participation in the meetings of the Board of Directors referred to in paragraph 4.2. for the members of the Board of Directors shall not exceed 3 300 000 (Three million three hundred thousand) roubles per year before tax, and for Chairman of the Board of Directors annual remuneration shall not exceed 3 960 000 (Three million nine hundred and sixty thousand) roubles per year before taxes.</p> | <p>4.2. The maximum amount of remuneration for the members of the Board of Directors shall not exceed 3 300 000 (Three million three hundred thousand) roubles per year before tax, and for Chairman of the Board of Directors and the Senior Independent Director remuneration shall not exceed 3 960 000 (Three million nine hundred and sixty thousand) roubles per year before taxes.</p> | |

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| <p>4.7. Members of the Board of Directors have the right to enter into a share purchase agreement with the Company with the suspended performance of obligations to transfer and pay for the shares within the framework of the Option Program ratified by the Board of Directors of the Company. The maximum value of the contract for the Chairman of the Board of Directors of the Company is 0.15%, a member of the Board of Directors – 0.10% of the total amount of outstanding ordinary shares of the Company.</p> | <p>4.6. Members of the Board of Directors have the right to enter into a share purchase agreement with the Company with the suspended performance of obligations to transfer and pay for the shares within the framework of the Option Program ratified by the Board of Directors of the Company. The maximum value of the contract for the Chairman of the Board of Directors and the Senior Independent Director of the Company is 0.15%, a member of the Board of Directors – 0.10% of the total amount of outstanding ordinary shares of the Company.</p> | |
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