

Information on main changes suggested for the new version of the PJSC Enel Russia Charter

The current version of the PJSC Enel Russia Charter	The new version of the PJSC Enel Russia Charter	Comments to the changes made to the PJSC Enel Russia Charter
Changes with regard to termination of the Audit Commission operation		
<p>Changes introduced to par. 6.3, par. 11.16.2, par. 11.18, par. 13.1, par. 13.3, par. 13.5, par. 13.5.1, par. 13.5.6, par. 13.6, par. 14.1, par. 14.2, par. 14.9, par. 14.11, par.14.12, par.14.14, par.15.2.2, par.18.1, par.22.3.12, par.23.1</p> <p>Par.6.11, par.9.2, par.10.2.14, par.10.2.15, par.10.2.32, par.10.15.2, par.11.16.1.2, par.11.17.2, par.12.4.2, par.21.7, par.23.1 -23.6, par.23.8 – 23.10, par.25.3. were deleted.</p>		<p>In 2018, article 85 of the Federal Law "On joint stock companies" was amended, according to which an Audit Commission is created in a public company only if the Charter provides for its existence.</p> <p>Currently, the PJSC Enel Russia has:</p> <ol style="list-style-type: none"> 1. Structural unit, which carries out internal audit, - Internal Audit department; 2. Board of Directors' Audit and Corporate Governance Committee; 3. Auditor annually approved by the General Shareholders' Meeting. <p>Shareholders are requested to approve new version of the Charter, which does not provide for an Audit Commission within the Company.</p>
Changes with regard to electronic voting during the General Shareholders' Meeting		
<p><i>The Charter does not contain the text</i></p>	<p><i>Par. 11.11 shall be amended with the following paragraph:</i></p> <p>During preparation for the General shareholders' meeting, the Company's Board of Directors may provide for the possibility of filling in the electronic form of voting ballots by a person who is entitled to participate in the General meeting of shareholders on the website in the information and telecommunication network "Internet" (hereinafter-the website).</p>	<p>The amendments to the Charter of the Company will allow shareholders to participate in the General meeting of shareholders not only in person or by sending filled in ballots, but also by electronic voting if the Board of Directors approves a relevant decision on electronic voting.</p>

	<p>The Board of Directors shall determine the address and indicate it in the notice of the General meeting of shareholders.</p> <p>The Company's shareholders may fill in the electronic form of voting ballots on the website during the General meeting of shareholders, if they have not exercised their right to participate in the General shareholders' meeting in any other way.</p> <p>When filling out the electronic form of voting ballots on the website, the date and time of their filling should be recorded.</p>	
<p><i>Second sub-paragraph of par. 11.22</i></p> <p>Shareholders who are deemed to have taken part in a General Shareholders' Meeting shall be those who were registered for participation therein and those whose voting papers are received no later than two days before the date of the holding of the General Shareholders' Meeting.</p>	<p><i>Second sub-paragraph of par. 11.22</i></p> <p>Shareholders who are deemed to have taken part in a General shareholders' meeting shall be those who were registered for participation therein including those registered on the website , specified in the notice on holding the General shareholders' meeting, as well as shareholders whose voting ballots have been received or whose electronic form of voting ballots has been filled out on the website not later than two days before the date of the General shareholders' meeting. and shareholders whose voting ballots were received not later than two days before the date of the General shareholders' meeting.</p>	
<p><i>Second sub-paragraph of par. 12.10</i></p> <p>Those shareholders, whose ballots have been received before the expiration date of receipt of</p>	<p><i>Second sub-paragraph of par. 12.10</i></p> <p>Those shareholders whose ballots have been received or whose electronic form of voting ballots has been filled out on the website</p>	

<p>the ballots by the Company indicated in the ballots, are considered to have taken part in the remote General Shareholders' Meeting as well as the shareholders who in accordance with the Russian legislation on securities granted the instructions to vote to the properly authorized persons before the expiration date of receipt of the ballots.</p>	<p>specified in the notice on holding the General shareholders' meeting before the date of the end of acceptance of voting ballots, as well as shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, have given directions (instructions) on voting to persons who have registered their rights to shares, if messages of their will are received before the date of the end of acceptance of ballots, shall be deemed to have participated in the General shareholders' meeting held in absentia voting.</p>	
<p>Changes with regard to the Board of Directors competences in approval of transactions</p>		
<p>15.2.54. Preliminary approval of technical and engineering advisory services agreements with a value higher than RUR 20 million;</p>	<p><i>Par. 15.2.54. is excluded from the Charter</i></p>	<p>Introduction of the indicated amendments eliminates the need for the Board of Directors to approve a number of regular transactions required for ordinary course of business and, in particular, of transactions carried out by the Company in accordance with the Federal laws and (or) other legal acts of the Russian Federation at prices established by state authorities, as well as under state contracts and (or) adhesion contracts signed by the Company on the same terms as of other state contracts signed by the Company provided that such transactions are covered by the current Company's budget) for the amount over 200 000 000 (two hundred million) roubles. The changes also will allow to reduce the work load of the Board of Directors without it losing</p>
<p>15.2.55. Preliminary approval of consultancy services (other than technical and engineering advisory services) agreements, as well as the other paid services agreements with a value higher than RUR 15 million;</p>	<p>15.2.54. Preliminary approval of any services agreements with a value higher than RUR 200 million and services agreements with the value higher than RUR 15 million, which costs are not included in the current Company's budget;</p>	
<p>15.2.70. Preliminary approval of transactions (unless specified above in Item 15.2 of the present Charter) having a value higher than RUR 200 million;</p>	<p>15.2.69. Preliminary approval of transactions (unless specified above in Item 15.2 of the present Charter and with the exception of transactions to be made by the Company in compliance with federal laws and/or other legal acts of the Russian Federation with the prices fixed by state authorities, as well as to public</p>	

	contracts and/or adhesion contracts) having a value higher than RUR 200 million; and transactions to be made by the Company in compliance with federal laws and/or other legal acts of the Russian Federation with the prices fixed by state authorities, as well as to public contracts and/or adhesion contracts, which costs are not included in the current Company's budget;	control over the most significant transactions of the Company.
Changes in the list of grounds to recognize the Board of Directors' member as departed		
18.10. A departed member of the Board of Directors means person who deceased, was found incapable or declared missing in accordance with the court's decision.	18.10. A departed member of the Board of Directors is in particular a deceased member of the Board of Directors, the Board of Directors' member who was found incapable or declared missing in accordance with the court's decision or disqualified, and the Board of Directors' member, notified the Company about the resignation of his authority. The Board of Directors' member shall preliminary notify Company about the resignation of his authority the Board of Directors' Chairman and the Corporate Secretary in writing, via e-mail or specialized software for corporate governance.	In accordance with the current legislation, when the Board of Directors approves a number of decisions it does not account for votes of departed members of the Board of Directors. The suggested changes extend the list of grounds to recognize the Board of Director's members as departed according to par. 15 of the Resolution of Plenum of Supreme Court No 27 dd. 26.06.18 "On contesting of major transactions and related-party transactions".
Main changes with regard to amendments to the current legislation		
11.8. The notice of holding of a General Shareholders' Meeting shall be made not later than 20 days prior to the date, and notification on General meeting of shareholders, the agenda of which includes an issue of Company	11.8. The notice of holding of a General Shareholders' Meeting shall be made not later than 21 days prior to the date, and notification on General meeting of shareholders, the agenda of which includes an issue of Company reorganization - no later than 30 days before the	Extension of the deadline for the notification on holding of the General Shareholders' Meeting was due to amendments introduced to the par. 1

reorganization - no later than 30 days before the date of holding the meeting.	date of holding the meeting.	Art. 52 of the Federal Law “On Joint Stock Companies”.
12.6. A notification about the holding of the remote General Shareholders’ Meeting must be made no later than 20 days before the expiration date of receipt of ballots by the Company.	12.6. A notification about the holding of the remote General Shareholders’ Meeting must be made no later than 21 days before the expiration date of receipt of ballots by the Company.	
<i>First sub-paragraph of par. 11.20.</i> Where a person entitled to attend a General Shareholders’ Meeting so requests, the Company shall provide copies of the aforesaid documents thereto within 5 days of the date of filing to the Company of the relevant request.	<i>First sub-paragraph of par. 11.20.</i> Where a person entitled to attend a General Shareholders’ Meeting so requests, the Company shall provide copies of the aforesaid documents thereto within 7 days of the date of filing to the Company of the relevant request.	In accordance with par. 3.7 of the General Shareholders’ Meetings Regulation approved by the Central Bank of the Russian Federation dd. 16.11.2018 No. 660-II, upon the request of a person entitled to attend a General Shareholders’ Meeting, the Company is obliged to provide copies of information (materials) for the General Shareholders’ Meeting thereto within 7 business days from the date of filing of relevant request to the Company. The indicated changes to the Charter establish shorter terms for provision of copies. The above information is also provided at the locations indicated in the announcement of the General Shareholders’ Meeting as well as on the Company’s web site.
<i>Second sub-paragraph of par. 13.7.</i> Besides the issues proposed by shareholders for inclusion in the agenda of the annual General shareholders’ meeting, as well as candidates for the Board of Directors, the Board of Directors may include in the agenda of the annual General shareholders’ meeting issues and (or) candidates	<i>Second sub-paragraph of par. 13.7</i> Besides the issues proposed by shareholders to the agenda of the annual General Shareholders’ Meeting by shareholders, and in case of absence of such proposals, or absence or an insufficient number of candidates proposed by shareholders	In accordance with amendments introduced in 2018 to the par. 7 Art. 53 of the Federal Act “On Joint Stock Companies”, the Board of Directors, when convening a General Shareholders’ Meeting, is entitled to include candidates in the

<p>for the Board of Directors in the list of candidates for voting at its discretion. The number of candidates proposed by the Company's Board of Directors may not exceed the number of members of the Board of Directors.</p>	<p>for election to the corresponding body, the Board of Directors has the right to use its own discretion in inclusion of issues into the agenda of the annual General Shareholders' Meeting and inclusion of candidates into the candidate list.</p>	<p>voting list for election of the Board of Directors' members at its discretion.</p>
<p><i>Changes in par. 1.5, 5.3, 6.7, 8.4, 10.2.22.1 (10.2.20.1 in new version), 10.2.22.3 (10.2.20.3 in new version), 10.7.5.1, 11.5, 11.6, 11.7, 11.12, 11.16.1, 11.16.4, 15.2.4, 15.2.17.1, 15.2.18, 19.2, 19.3.</i></p> <p><i>Renumbering of 10.2.16-10.2.35, 10.15.3, 10.15.4, 11.17.3, 12.4.3, 12.4.4, 15.2.55-15.2.84, 23.7, 23.11- 23.15, 25.4, 25.5 throughout the Charter's text (numbering of paragraph is as per the current version of the Charter in effect).</i></p>		<p>In addition to those listed above, the Company's Charter is introduced with other changes related to changes in legislation, as well as a number of technical amendments.</p>