

**DRAFT RESOLUTION OF ANNUAL GENERAL SHAREHOLDERS' MEETING**

**of Public Joint-Stock Company Enel Russia**

The place of location: Yekaterinburg. The address: ul. Khokhryakova, 10, Yekaterinburg, Sverdlovsk Oblast, Russian Federation 620014

Date of the meeting: June 18, 2019

All the issues of agenda were submitted for consideration by the General shareholders' meeting on the initiative of the Board of Directors.

**ISSUE №1: Approval of the Annual Report of PJSC Enel Russia for the year 2018.**

**RESOLUTION: 1.** To approve the Annual Report of PJSC Enel Russia for the year 2018 (Appendix 1).

**ISSUE №2: Approval of the annual financial statements of PJSC Enel Russia for the year 2018.**

**RESOLUTION: 2.** To approve the annual accounting (financial) statements of PJSC Enel Russia for the year 2018 (Appendix 2).

**ISSUE №3: Approval of the distribution of profit (including the payment (announcement) of dividends) of PJSC Enel Russia upon the results of 2018 year.**

**RESOLUTION: 3.1.** To approve the following distribution of the PJSC Enel Russia earnings as of December 31, 2018

	(million RUR)
<b>Net profit (loss) of the reporting period subject to distribution (coverings):</b>	<b>5,081</b>
<b>Accumulated earnings as of December 31, 2017</b>	<b>16,060</b>
<b>Distribute to:</b>	
<b>Legal reserve</b>	-
<b>Dividends</b>	<b>5,004</b>
<b>Coverings incurred losses</b>	-
<b>Accumulated earnings</b>	<b>16,137</b>

**3.2.** To pay dividends on ordinary shares of PJSC Enel Russia on the results of fiscal year 2018 in the amount of 5,004 MRUB or 0.141471 rubles per one ordinary share.

To fix July 08, 2019 as a date on which the persons entitled to receive dividends are determined.

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. Election of the members of the Board of Directors of PJSC Enel Russia.**

**RESOLUTION: 4.** To elect the Board of Directors of PJSC Enel Russia in the following composition:

	Full name of the candidate
1	Stephane Maurice Zweguintzow
2	Simone Mori
3	Giancarlo Pescini
4	Marco Fragale
5	Maria Antonietta Giannelli
6	Andrea Palazzolo
7	Andrea Guaccero
8	Giuseppe Ferrara
9	Giuseppe Luzzio
10	Giorgio Callegari
11	Irina Nikolayevna Dushina
12	Laurent Nicolas Souviron
13	Tagir Sitdekov
14	Denis Mosolov
15	Vitaly Yurievich Zarkhin
16	Andrey Vladimirovich Morozov

\* NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS: 11 (ELEVEN) PERSONS.

**ISSUE № 5: Approval of a new version of Charter of PJSC Enel Russia.**

**RESOLUTION: 5.** To approve the new version of the Charter of PJSC Enel Russia (Appendix 3).

**ISSUE № 6: Election of the members of the Internal Audit Commission of PJSC Enel Russia and the early termination of their powers.**

**RESOLUTION: 6.1.** To elect the Internal Audit Commission of PJSC Enel Russia in the following composition:

№	Full name of the candidate
1	Nicoletta Pollio
2	Paolo Pirri
3	Kumlachew Marchetti Mechal Ebisa
4	Natalia Alexandrovna Khramova
5	Cristiano Bussi

\* NUMBER OF THE MEMBERS OF THE INTERNAL AUDIT COMMISSION: 5 (FIVE) PERSONS.

**6.2.** To terminate the powers of members of Internal Audit Commission of PJSC Enel Russia since the date of state registration of amendments to the Charter of PJSC Enel Russia.

**ISSUE № 7: Termination of the Company's internal documents.**

**RESOLUTION: 7.** From the date of state registration of amendments to the Charter of PJSC Enel Russia to terminate the following documents:

- Regulations on the Internal Audit Commission of the Company;
- Regulations on Payment of Remunerations and Compensations to the members of the Internal Audit Commission of the Company.

**ISSUE № 8: Approval of the Auditor of PJSC Enel Russia.**

**RESOLUTION: 8.** To approve the Limited Liability Company Ernst & Young as the Auditor of PJSC Enel Russia.

**ISSUE № 9: Approval of a new version of the Regulation on payment of remuneration and compensations to members of Board of Directors and Board of Directors' Committees of PJSC Enel Russia.**

**RESOLUTION: 9.** To approve the new version of the Regulation on payment of remuneration and compensations to members of Board of Directors and Board of Directors' Committees of PJSC Enel Russia (Appendix 4).

**ISSUE № 10: Consent for conclusion of the agreement of the Directors and Officers liability insurance contracts as related-party transaction.**

**RESOLUTION: 10.1.** To determine that the price of the directors and officers liability insurance contracts as related-party transactions, shall not exceed EUR 135 000 for the period of 3 years.

**10.2.** To give consent for entering into the directors and officers liability insurance contracts between PJSC Enel Russia and insurance company as related-party transactions on the following conditions:

Parties to the Contracts	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.
Subject Matter	In case of an insured event, Insurer shall pay the insurance indemnity according to the terms and conditions of the contracts and applicable law of the Russian Federation.
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.
All Coverages	<p><b>Cover A (Side A)</b> 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.</p> <p><b>Cover B (Side B)</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.</p> <p><b>Cover C – Global program</b> Subsidiaries Directors Liability The insurer shall pay the loss of the subsidiaries directors resulting from a claim against the director.</p> <p><b>Cover D – Global program</b> Representation at Investigations and Examinations The insurer shall pay the investigations costs.</p> <p><b>Cover E – Global program</b> 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.</p> <p><b>Cover F (Side C)</b> 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.</p>
Insured Persons (Beneficiaries)	Including but not limited to: - members of board of directors, members of executive board, general director, of the Policyholder and its subsidiaries; - executive directors, heads of departments (functional directors) of the Policyholder and its subsidiaries; - statutory auditor, General Counsel or Risk Manager (or equivalent position) of the Policyholder and its subsidiaries. Full list of insured persons is as per schedule and policy conditions of Directors & Officers Liability Insurance Policy.
Annual insurance Premium	Shall not exceed EUR 45 000.
Limit of Liability	Maximum EUR 35 000 000 each claim and aggregate for all loss of all insured persons, including defense costs Plus at least EUR 850 000 for each independent director.
Policy Period	At least 1 year. Provide for possible annual renewal during 3 years.
Validity period for consent for entering into the contracts	3 years.

The persons having interest in transactions: members of the Board of Directors of PJSC Enel Russia, members of the Executive Board of PJSC Enel Russia, General Director of PJSC Enel Russia. The bases on which persons having interest in transaction are as follows: members of the Board of Directors of PJSC Enel Russia, members of the Executive Board of PJSC Enel Russia, General Director of PJSC Enel Russia are the beneficiaries under the transactions.

**ISSUE № 11: Participation of PJSC Enel Russia in the Russia Renewable Energy Development Association.**

**RESOLUTION: 11.** To approve participation of PJSC Enel Russia in the Russia Renewable Energy Development Association.