



**PUBLIC JOINT STOCK COMPANY
Enel Russia**

**Extract from the MINUTES № 9/19
Meeting of the Board of Directors of PJSC Enel Russia**

Location: 7, building 1, Pavlovskaya street, Moscow.

Date of the meeting: June 05, 2019.

Form of the Meeting: in praesentia/absentia.

Deadline for ballots and messages on voting by email receipt: June 06, 2019, 17:00 (Moscow time).

Minutes date: June 06, 2019.

Participated in the Meeting:

Participated in person:

Member of the Board of Directors D. MOSOLOV

Participated by video conference-call:

Member of the Board of Directors R. AVOGADRO DI VIGLIANO

Member of the Board of Directors A. GUACCERO

Member of the Board of Directors R. DEAMBROGIO

Member of the Board of Directors M.A. GIANNELLI

Member of the Board of Directors A. PALAZZOLO

Member of the Board of Directors M. FRAGALE

Participated by conference-call:

Chairman of the Board of Directors S. ZWEGUINTZOW

Member of the Board of Directors T. SITDEKOV

Voted in absentia (by ballot or by email):

Member of the Board of Directors G. CALLEGARI

Quorum is present.

Corporate secretary Z. SEDOVA

The votes were counted by Z. Sedova.

Issue № 1. Convocation of the Extraordinary General shareholders' meeting of PJSC Enel Russia.

Speaker: Z. Sedova.

Comments were expressed by: A. Guaccero, Y. Matyushova, C. Palasciano Villamagna, D. Mosolov, S. Zweguintzow, D. Grischenko.

Resolution:

1.3. Recommendations to the Extraordinary General Shareholders' Meeting.

1.3.1. For the purposes of the Extraordinary General Shareholders' Meeting to determine that the price of the sale purchase agreement between PJSC Enel Russia and JSC Kuzbassenergo, as a major transaction, shall not be less than 21 (twenty one) BRUR (net of VAT RF) subject to price adjustments (by up to 5%).
 1.3.2. To recommend to the Extraordinary General Shareholders' Meeting to approve the major transaction under the following terms and conditions:

Parties of the sale purchase agreement	PJSC Enel Russia – the Seller, JSC Kuzbassenergo – the Purchaser.
Subject matter of the sale purchase agreement	The Seller shall sell and the Purchaser shall purchase the assets constituting Reftinskaya GRES, a thermal power plant located in Reftinskiy, Sverdlovsk region, including movable and immovable assets, as well as the stocks of coal, raw materials and spare parts.
Price of the sale purchase agreement	No less than 21 (twenty one) BRUR (net of VAT RF) subject to price adjustments (by up to 5%).
Timeline for Transfer of Title to Reftinskaya GRES property to the Purchaser	Within 18 months from signing and taking effect of the sale purchase agreement.

Quorum: 90,9 %

The resolution is adopted by a majority of elected members of the Board of Directors.

Voting results:

«**FOR**» (R. AVOGADRO DI VIGLIANO, A. GUACCERO, R. DEAMBROGIO, M.A. GIANNELLI, S. ZWEGUINTZOW, G. CALLEGARI, D. MOSOLOV, A. PALAZZOLO, T. SITDEKOV, M. FRAGALE)

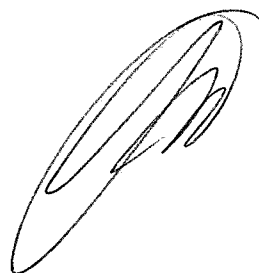
«**AGAINST**» (NONE)

«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Chairman of the Board of Directors of PJSC Enel Russia S. Zweguintzow/signature
Corporate Secretary of PJSC Enel Russia Z. Sedova /signature

True extract:
 Corporate Secretary of PJSC Enel Russia



Z. Sedova

Extract date: June 20, 2019.