



**PUBLIC JOINT STOCK COMPANY
Enel Russia**

**MINUTES № 2/19
of Extraordinary General Shareholders' Meeting**

Full Company Name: Public Joint-Stock Company Enel Russia (hereinafter the “Company”).

Company Location: Yekaterinburg, **the address:** 10, Khokhryakova street, Yekaterinburg, Sverdlovsk Oblast, Russian Federation, 620014.

Type of General Shareholders' Meeting: Extraordinary.

Meeting Form: Absentee voting.

Date on which persons entitled to participate in the General Meeting are determined (fixed): June 27, 2019.

Meeting Date (end date of acceptance of voting ballots): July 22, 2019.

Person who confirmed the adoption of decisions by the General Shareholders' Meeting and the composition of the persons present at their adoption: Joint-Stock Company “Independent Registrar Company R.O.S.T.” (Registrar acting as the counting commission), location and address: 107996, Moscow, str. Stromynka, 18, building 13. **Registrar's Authorised Representatives:** Akhmatov Igor Vladimirovich, Visyulina Olga Petrovna.

Meeting Chairman: Stephane Maurice Zweguintzow, Chairman of the Board of Directors of PJSC Enel Russia.

Meeting Secretary: Sedova Zhanna Igorevna.

Date of Minutes Compiling: July 23, 2019.

These Minutes use the following term: “Regulation” – the Regulation on General Meetings of Shareholders, endorsed by the Central Bank of the Russian Federation on 16.11.2018 No. 660-II.

Meeting agenda:

1. Approval of major transaction.

Review of Agenda Issue and Adopted Resolution.

ISSUE №1: Approval of major transaction.

Voting upon issue 1.

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	30 275 939 897
The QUORUM for passing a resolution on this agenda issue is present	85.5932%

Voting results:

Voting options	Number of votes cast for each voting option	% of participating in the meeting
FOR	27 587 661 416	91.12074
AGAINST	2 686 930 347	8.87480
ABSTAINED	1 340 560	0.00443
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	7 574	0.00003
Other grounds	0	0.00000
TOTAL:	30 275 939 897	100.00000

The following resolution is adopted for issue 1:

1. 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.

These Minutes are drawn up on 2 pages in two copies.

The following is attached to the present minutes of meeting:

1. The Minutes on the voting results at the General Shareholders' Meeting of PJSC Enel Russia dated July 23, 2019 with Annexes (Russian version) on 11 pages in 1 copy.

Chairman

S.M Zweguintzow

Secretary

Z.I. Sedova