

Information on the main changes proposed to be made to the

Rules of Procedure for Convention and Holding of Meetings of PJSC Enel Russia Board of Directors (hereinafter – Rules)

Current version of the Rules	New version of the Rules	Comments on the changes proposed for the Rules
<p>7.6.1. The notice on the holding of the meeting of Board of Directors is sent by the Secretary of Board of Directors to each member of Board of Directors in the written form or by specialized software for corporate governance not later than 5 (five) calendar days before the date of the holding of the meeting of Board of Directors (before the deadline of the receipt of voting ballots) except for the cases stipulated by the present Rules of Procedure.</p>	<p>7.6.1. The notice on the holding of the meeting of Board of Directors is sent by the Secretary of Board of Directors to each member of Board of Directors via email or by specialized software for corporate governance not later than 5 (five) business days before the date of the holding of the meeting of Board of Directors (before the deadline of the receipt of voting ballots) except for the cases stipulated by the present Rules of Procedure.</p>	<p>Based on the procedure of the self-evaluation of the Board of Directors' performance for 2019, carried out by PJSC Enel Russia, during which 10 out of 11 the Board of Directors' members spoke in favor of reducing the workload and increasing the time for providing them with materials (information) on the agenda of the Board of Directors' meeting, as well as on the analysis of internal documents of other public companies, it is proposed to increase the period of submission of notifications, materials, ballots for the Board of Directors' meeting from 5 calendar to 5 business days. In addition, it is proposed to supplement the Rules with regulations allowing for update of the provided materials (information) for the meetings of the Board of Directors later than the specified time.</p>
<p><i>The text is missing in the current version of the Rules</i></p>	<p>it.7.7. is amended with the following sentence: In case of urgency or updating the materials upon request from Board of Directors' members or the Company's management, the materials can be provided later than 5 (five) business days before the meeting date.</p>	
<p>Paragraph one it. 10.4. The voting ballot for the in-absentia voting is sent to the members of Board of Directors not later than 5 (five) calendar days before the deadline of the receipt of voting ballots and messages on voting by email or by specialized software for corporate governance, stated in the notice on the in-absentia voting.</p>	<p>Paragraph one it. 10.4. The voting ballot for the in-absentia voting is sent to the members of Board of Directors not later than 5 (five) business days before the deadline of the receipt of voting ballots and messages on voting by email or by specialized software for corporate governance, stated in the notice on the in-absentia voting.</p>	
<p><i>The text is missing in the current version of the Rules</i></p>	<p>Last sentence it. 10.4. In case of urgency or updating the materials upon request from Board of Director's members or the Company's management, the materials can be provided later than 5 (five) business days before the deadline of the receipt of voting ballots for the in-absentia voting and messages on voting by email.</p>	

<p><i>The text is missing in the current version of the Rules</i></p>	<p>7.10. Based on the results of consideration of materials (information) on issues on the agenda the Chairman of the Board of Directors may decide to cancel or postpone the Board of Directors' meeting.</p> <p>7.11. The notice of cancellation or postponement of the Board of Directors' meeting Directors is prepared by the Secretary of Board of Directors and signed by the Chairman or Deputy Chairman of Board of Directors (in cases stipulated by the present Rules of Procedure).</p> <p>7.12. The notice of cancellation or postponement of the Board of Directors' meeting is sent by the Board of Directors' Secretary to each member of the Board of Directors via email or by specialized software for corporate governance not later than 1 (one) calendar day before the scheduled date of the holding of the meeting of Board of Directors (before the deadline of the receipt of voting ballots).</p>	<p>It is proposed to supplement the Rules with the regulations governing the cancellation or rescheduling of the Board of Directors' meeting and to establish a deadline for canceling or postponing of the Board of Directors' meeting - 1 calendar day before the scheduled date of the meeting.</p>
<p><i>The text is missing in the current version of the Rules</i></p>	<p>11.4. If the Board of Directors' meeting is cancelled in compliance with the items 7.10-7.12 of the present Rules of Procedure, the minutes of the meeting of the Board of Directors shall not be drawn up.</p>	<p>In order to avoid excessive document flow, it is proposed to supplement the Rules with a regulation according to which the minutes of the Board of Directors' meeting will not be drawn up in case of cancellation of the meeting.</p>
<p>9.3. The Secretary of Board of Directors, upon the voting results of the meeting, draws up a voting ballot (Appendix 1) and sends by email or by specialized software for corporate governance to the members of Board of Directors of the Company that didn't attend the meeting within one day after the date of the meeting of Board of Directors</p>	<p>9.3. The Secretary of Board of Directors, upon the voting results of the meeting, draws up a voting ballot (Appendix 1) and sends by email or by specialized software for corporate governance to the members of Board of Directors of the Company that didn't attend the meeting within 1 (one) business day after the date of the meeting of Board of Directors.</p>	<p>Clarification of terms in the text of the Rules. In practice, the Company always seeks to provide information and documents as soon as possible.</p>
<p>3.2. Not later than 15 days since a new Board of Directors has been elected the Secretary of Board of Directors of the Company submits to the Board of Directors members, those elected for the first time, the Company's strategy, its existing corporate governance system, its risk management and internal control system, and the division of</p>	<p>3.2. Not later than 15 (fifteen) business days since a new Board of Directors has been elected the Secretary of Board of Directors of the Company submits to the Board of Directors members, those elected for the first time, the Company's strategy, its existing corporate governance system, its risk management and internal control system, and the division of responsibilities</p>	

responsibilities among the executive bodies of the Company, as well as to obtain other essential information about the Company's business.	among the executive bodies of the Company, as well as to obtain other essential information about the Company's business	
Chapter 11 Convention and holding of the meeting of Board of Directors related to the establishment of executive bodies of the Company	<i>Excluded from the version</i>	Chapter 11 of the Rules' current version provides a separate procedure for convening and holding meetings of the Board of Directors in cases of formation of the Company's executive bodies (termination of powers and election of a new General Director of the Company, suspension of powers of a managing organization (managing director) and appointment a person performing the duties of the General Director, etc.). In particular, it provides a longer term for convening the Board of Directors' meeting, as well as a special procedure for submitting proposals on the nomination of candidates for the position of General Director. Since the general term for convening the Board of Directors in the Rules' new version has been extended, and it is not reasonable to establish a special procedure for nominating candidates, it is proposed to delete Chapter 11 from the Rules' new version and further consider issues related to the formation of the Company's executive bodies on general terms.
<i>In the text of the Rules information on Internal Audit Commission is excluded (it. 5.3., 6.3.3., 7.2., 7.4, 11.7.)</i>	According to the amendments introduced to the Charter in 2019, Internal Audit Commission isn't formed in Company. Since the Company no longer has such control body, it is proposed to delete all references to the Internal Audit Commission in the text of the Rules.	
In addition to those listed above, it is also proposed to introduce other amendments to the Rules that are technical in nature, including in items 3.9, 3.10, 8.6, 11.2 and 11.5 in terms of periods, it is suggested to add an indication of the number of days in words and information that the periods are calculated in calendar days. In the current version of the Rules, the periods in the above items are indicated in the format as "14 days", "10 days", "3 days", that means calendar days, according to the general rules for calculating the terms explained in Chapter 11 of the Civil Code of the Russian Federation.		