

Information on main changes suggested for the PJSC Enel Russian Charter (hereinafter - Charter)

<i>The current version of the Charter</i>	<i>The new version of the Charter</i>	<i>Comments to the changes made to the Charter</i>
Changes related to approval of transactions with subsidiaries in which PJSC Enel Russia (hereinafter-the Company) owns 100% of shares or is their Sole Participant		
<i>The text is missing in the current version of the Charter</i>	<p>It. 10.2.20., regarding the competence of the General Shareholders' Meeting in terms of making decision on approval to conclude or on subsequent approval of related-party transactions, was amended as follows:</p> <p>10.2.20.2. The value of a transaction or a number of interrelated transactions between the Company and its subsidiaries (in which the Company owns 100% shares or is the Sole Participant), or the price or book value of property where the acquisition, disposal or the potential disposal of such property is 10 per cent or exceeds to 10 per cent of the book value of the Company's total assets as specified in the Company's financial statements at the last reporting date;</p>	<p>It is proposed to introduce into the Charter provisions providing an increased threshold for submitting to the General Shareholders' Meeting for approval of transactions concluded between the Company and its subsidiaries in which the Company owns 100% shares or is the sole participant. In these cases, transactions will be subject to approval by the General Shareholders' Meeting if their amount or price or book value of the property, the acquisition, disposal or possible disposal of which involves such transactions, will amount to 10 percent or more of the book value of the Company's assets. In other cases, as a general rule, related-party transactions shall be approved by the General Shareholders' Meeting, if their amount or the price or book value of the property, the acquisition, disposal or possible disposal of which involves such transactions, amounts to 2 or more percent of the book value of the Company's assets.</p>
<i>The text is missing in the current version of the Charter</i>	<p>It. 10.7.5., containing the number of matters to be decided by the General Shareholders' Meeting exclusively upon the suggestion of the Board of Directors, in terms of making decision on approval to conclude or on subsequent approval of related-party transactions, was amended with the following subitem:</p> <p>10.7.5.2. The value of a transaction or a number of interrelated transactions between the Company and its subsidiaries (in which the Company owns 100% shares or is the Sole Participant), or the price or book value of property where the acquisition, disposal or the potential disposal of such property is 10 per cent or exceeds to 10 per cent of the book value of the Company's total assets as specified in the Company's financial</p>	<p>As a general rule, related-party transactions that do not require approval by the General Shareholders' Meeting under the Charter, shall be approved by the Board of Directors. In this case, transactions concluded between the Company and its subsidiaries in which the Company owns 100% shares or is the sole participant, if their amount or the price or book value of the property, the acquisition, disposal or possible disposal of which involves such transactions, is less than 10 percent of the book value of assets are approved by the Board of Directors only under the request of the</p>

	statements at the last reporting date;	members of the Board of Directors or the Executive Board of the Company. These amendments will allow to adjust the workload for the Board of Directors and the General Shareholders' Meeting and to approve number of transactions concluded with companies controlled by the Company faster.
<i>The text is missing in the current version of the Charter</i>	<p>Subitem. 15.2.17.3 was added.</p> <p>The competence of the Board of Directors includes, among other things, matters of approval to conclude or subsequent approval of related-party transactions which are not attributable, according to the Charter, to the competence of the General Shareholders' Meeting, including:</p> <p>15.2.17.3. Under demand of the members of the Board of Directors or the members of the Executive Board made in accordance with the article 83 of the Federal Law "On Joint-Stock Companies", if the value of a transaction or a number of interrelated transactions between the Company and its subsidiaries (in which the Company owns 100% shares or is the Sole Participant), or the price or book value of property where the acquisition, disposal or the potential disposal of such property is less than 10 per cent of the book value of the Company's total assets as specified in the Company's financial statements at the last reporting date;</p>	
<p>Paragraph seven and eight of subitem. 15.2.35, subitem. 15.2.37</p> <p>Competence of the Board of Directors includes, among other things, the following matters:</p> <p>15.2.35 Giving recommendations for the Company's representatives at the general shareholders' (participants') meetings of subsidiaries and dependants in regard to the following issues of agenda to be discussed and</p>	<p>Paragraph seven and eight of subitem. 15.2.35, subitem 15.2.37</p> <p>Competence of the Board of Directors includes, among other things, the following matters:</p> <p>15.2.35 Giving recommendations for the Company's representatives at the general shareholders' (participants') meetings of subsidiaries and dependants in regard to the following issues of agenda to be discussed and</p>	<p>In addition to the above changes, within the framework of amendments to the Charter regarding the establishment of higher approval thresholds for transactions between the Company and its subsidiaries, it is proposed to exclude from the competence of the Board of Directors issues related to issuing recommendations to representatives of the Company at the General Meetings of Shareholders' (Participants') of subsidiaries and dependants regarding voting for</p>

<p>resolved upon at the general shareholders' (participants') meetings of such subsidiaries and dependants:</p> <ul style="list-style-type: none"> - Major transaction with value more than 25 % of the subsidiary's book value; - Related party transaction with value more than 2% PJSC Enel Russia's book value; <p>15.2.37. Giving recommendations for the Company's representatives at the general shareholders' (participants') meetings of subsidiaries and dependants in regard to the issues of agenda to be discussed and resolved upon at the general shareholders' (participants') meetings of such subsidiaries and dependants (unless specified above in Items 15.2.35 and 15.2.36 of the present Charter) and preliminary approval of the powers of attorney for such representatives to represent the Company in the relevant general shareholders' (participants');</p>	<p>resolved upon at the general shareholders' (participants') meetings of such subsidiaries and dependants:</p> <ul style="list-style-type: none"> - Major transaction with value more than 25 % of the subsidiary's book value unless the transactions between the Company and its subsidiaries (in which the Company owns 100% shares or is the Sole Participant); - Related party transaction with value more than 2% PJSC Enel Russia's book value unless the transactions between the Company and its subsidiaries (in which the Company owns 100% shares or is the Sole Participant); <p>15.2.37. Giving recommendations for the Company's representatives at the general shareholders' (participants') meetings of subsidiaries and dependants in regard to the issues of agenda to be discussed and resolved upon at the general shareholders' (participants') meetings of such subsidiaries and dependants (unless specified above in Items 15.2.35 and 15.2.36 of the present Charter and the transactions between the Company and its subsidiaries (in which the Company owns 100% shares or is the Sole Participant)) and preliminary approval of the powers of attorney for such representatives to represent the Company in the relevant general shareholders' (participants');</p>	<p>approval of major transactions and approval of related-party transactions with a price of more than 2% of the book value of the Company's assets in cases when such transactions are concluded with the subsidiaries in which the Company holds 100% of shares or is the sole participant.</p>
<p><i>Changes related to regulation of legal relations between the Company and members of the Executive Board</i></p>		
<p>21.3. The members of the Executive Board are elected by the Board of Directors; their number is determined by the corresponding decision of the Board of Directors. There shall be not less than three members of the Executive Board.</p>	<p>21.3. The members of the Executive Board are elected by the Board of Directors; their number is determined by the corresponding decision of the Board of Directors. There shall be not less than three members of the Executive Board. The labour</p>	<p>The proposed changes establish details of conclusion and content of labour contracts signed with members of the Executive Board.</p>

	<p>agreement for serving as the Executive Board's member between the Company and the Executive Board's members can be concluded. Regulatory considerations for executives' labour such as the General Director and the Executive Board's members can be applied to those members of the Executive Board who concluded the labour agreement with the Company for serving as the Executive Board's member under the labour agreement.</p>	
<p>Competence of the Board of Directors include, among other things, the following matter: 15.2.11. Setting of the number of members of the Executive Board, election of the members of the Executive Board, payment of remunerations and/or reimbursement to their members and early termination of their offices, including decisions upon early termination of labour agreements with them, taking disciplinary action against the members of the Executive Board and their encouragement in accordance with the labour legislation of the Russian Federation;</p>	<p>Competence of the Board of Directors include, among other things, the following matter: 15.2.11. Setting of the number of members of the Executive Board, election of the members of the Executive Board, payment of remunerations and/or reimbursement to their members and early termination of their offices, including decisions upon early termination of labour agreements with them, determination of terms and conditions of labour agreement with the Executive Board members if they serve as employees of the Company, in accordance with the labour legislation of the Russian Federation;</p>	<p>The proposed changes adjust the competence of the Board of Directors with regard to matters related to the Executive Board's members.</p>
<p><i>Other changes related to competence of the Board of Directors</i></p>		
<p>Competence of the Board of Directors include, among other things, the following matter: 15.2.38. Approval of candidates to be nominated to the sole executive body, to other management and control bodies, as well as candidates to be nominated to the auditors of the organizations the Company participates in;</p>	<p>Competence of the Board of Directors include, among other things, the following matter: 15.2.38. Approval of candidates to be nominated to the sole executive body, as well as candidates to be nominated to the auditors of the subsidiaries and dependent companies;</p>	<p>The proposed version of the Charter does not extend the competence of the Board of Directors to approval of candidates nominated for the positions to the sole executive body and auditors in all companies in which the Company participates, but only in subsidiaries or dependants (i.e. in companies where Enel Russia PJSC has the ability to determine the decisions made by such a company, or has more than 20% of equity or voting shares).</p> <p>The Charter's new version also provides for the exclusion from the competence of the Company's</p>

		<p>Board of Directors the authority to approve candidates for election to other management and control bodies of organizations in which the Company participates.</p> <p>These changes are aimed at reducing the workload on the Company's Board of Directors.</p>
<p>Competence of the Board of Directors include, among other things, the following matters:</p> <p>15.2.49. Preliminary approval of loan agreements and credit agreements and/or transactions with derivative financial instruments (including agreements for covering financial risks) with a term above 12 months;</p> <p>15.2.50. Preliminary approval of bank guarantee agreements (for the Company's obligations) with the term of 12 months and above or with the value exceeding RUR 3,5 billion;</p> <p>15.2.51. Preliminary approval of loan and credit agreements and/or other transactions with derivative financial instruments (including agreements for covering financial risks) with a term 12 months and less and with a value higher than RUR 3,5 billion;;</p> <p>15.2.52. Preliminary approval of transactions related to undertaking by the Company of sureties in the interest of third parties with a value higher than RUR 5 million;</p>	<p>Competence of the Board of Directors include, among other things, the following matters:</p> <p>15.2.49. Preliminary approval of loan agreements and credit agreements and/or transactions with derivative financial instruments (including agreements for covering financial risks) nominated in foreign currency or with a term above 12 months;</p> <p>15.2.50. Preliminary approval of bank guarantee agreements (for the Company's obligations) nominated in foreign currency or with the term of 12 months and above or with the value exceeding RUR 3,5 billion;</p> <p>15.2.51. Preliminary approval of loan and credit agreements and/or other transactions with derivative financial instruments (including agreements for covering financial risks) nominated in foreign currency or with a term 12 months and less and with a value higher than RUR 3,5 billion;</p> <p>15.2.52. Preliminary approval of transactions related to undertaking by the Company of sureties in the interest of third parties (non-related parties) nominated in foreign currency or with a value higher than RUR 5 million;</p>	<p>The proposed changes are aimed at strengthening the Board of Directors' control over transactions denominated in foreign currency. All loan agreements, credit agreements, transactions with derivative financial instruments (including agreements for covering financial risks), the issuance of a bank guarantee, as well as the acceptance by the Company of guarantees in favor of third parties (non-related parties) in case that they are nominated in a foreign currency are subject to prior approval by the Board of Directors. At the same time, similar agreements concluded in rubles require preliminary consideration by the Board of Directors depending on other conditions (terms, amount) of the named agreements.</p>

<p>Competence of the Board of Directors include, among other things, the following matter: 15.2.58. Preliminary approval of transactions with derivative financial instruments on power market for amounts higher than RUR 5 billion</p>	<p>Competence of the Board of Directors include, among other things, the following matter: 15.2.58. Preliminary approval of transactions with derivative financial instruments on power market for amounts higher than RUR 5 billion. The notification procedure described in art. 24.1. of the Charter shall be applied to such transaction with value less than RUB 5 billion;</p>	<p>The proposed changes will strengthen the Board of Directors' control over all transactions that the Company concludes on the electricity market with derivative financial instruments by providing information to members of the Board of Directors and the Executive Board about all the transactions through the notification procedure. The notification procedure is similar to that provided for related-party transactions.</p>
<p>Competence of the Board of Directors include, among other things, the following matters: 15.2.60. Approval of the annual charity program; 15.2.61. Preliminary approval of transactions related to compensation-free transfer of the Company's property or property rights (claims) to a third party with a value higher than RUR 400,000, not included in annual charity program; 15.2.62. Preliminary approval of transactions related to release from obligations of the Company third parties with a value higher than RUR 400,000; 15.2.63. Preliminary approval of transactions related to free rendering of services or execution of works by the Company in favour of third parties with a value higher than RUR 400,000, not included in annual charity program;</p>	<p>Competence of the Board of Directors include, among other things, the following matters: 15.2.60. Approval of the annual charity program with total value of higher than RUR 60 million or with value of RUR 30 million for the single project or the single beneficiary; 15.2.61. Preliminary approval of non-charitable transactions related to compensation-free transfer of the Company's property or property rights (claims) to a third party with a value higher than RUR 400,000; 15.2.62. Preliminary approval of non-charitable transactions related to release from obligations of the Company third parties with a value higher than RUR 400,000; 15.2.63. Preliminary approval of non-charitable transactions related to free rendering of services or execution of works by the Company in favour of third parties with a value higher than RUR 400,000;</p>	<p>The amendments set limits upon reaching which the Company's annual charity program will be subject to approval by the Board of Directors. The conditions under which the Board of Directors will approve non-charitable transactions are also set out. The changes are aimed at reallocating the powers to review the charity program and listed transactions between the Board of Directors and the General Director of the Company.</p>
<p>Competence of the Board of Directors include, among other things, the following matters: 15.2.67. Preliminary approval of the conditions of settlement agreements with a value higher than RUR 25 million</p>	<p>Competence of the Board of Directors include, among other things, the following matters: 15.2.67. Preliminary approval of the conditions of settlement agreements under which the Company waives or pays more than RUR 25 million</p>	<p>In the proposed version of the Charter, preliminary approval of the Board of Directors is required exclusively for the conclusion of the settlement agreements, under which the Company waives or pays more than 25,000,000 (twenty five million)</p>

		rubles. Thus, the Board of Directors will not consider settlement agreements under which the payments are due to the Company.
<i>Changes related to notification on related-party transactions</i>		
<i>The text is missing in the current version of the Charter</i>	<p>Article 24. Related Party Transactions.</p> <p>24.1. Except as otherwise provided by the law or in the present Charter, a related party transaction does not require a mandatory preliminary consent to its carrying out by the Board of Directors or the General Shareholders' Meeting. The Company is obliged to notify on related party transaction according to the following procedure:</p> <p style="padding-left: 40px;">A. members of the Board of Directors, members of the Executive Board shall be notified by sending them a notification on the execution of the transaction in writing, via e-mail or specialized software for corporate governance no later than fifteen (15) days prior to the date of execution of the transaction unless otherwise provided in the paragraph B of article 24.1. of the present Charter;</p> <p style="padding-left: 40px;">B. members of the Board of Directors, members of the Executive Board shall be notified by sending them a notification on the execution of the transaction in writing, via e-mail or specialized software for corporate governance simultaneously with a notification on the calling of a meeting of the Board of Directors with an agenda including the item on consent to carry out the respective transaction, according to the procedure provided for by the Rules of Procedure for Convention and Holding of Meetings of Board of Directors of the Company, in case when (i) the receipt of consent to carry out a related party transaction is requested by a member of the Board of Directors or a member of the Executive Board or (ii) the related party transaction is within the competence of the Board</p>	The changes will determine the procedure for the Company to notify the Board of Directors' members, the Executive Board's members, shareholders of the Company about related-party transactions, according to the Art. 81 of the Federal Law "On Joint Stock Companies".

of Directors (iii) the related party transaction is within the competence of the General Shareholders' Meeting recommended by the Board of Directors in accordance with the present Charter;

C. shareholders of the Company shall be notified by the publishing of the text of the notification on the execution of the transaction on the Company's website at the address www.enelrussia.ru, no later than fifteen (15) days prior to the date of execution of the transaction (if all members of the Board of Directors of the Company are related parties in carrying out such a transaction).

24.2. The notification shall specify the person (persons) being a party (parties), beneficiary (beneficiaries) thereto, price, subject of the transaction and other major terms thereof or a procedure for determining them, as well as the person (persons) interested in making the transaction, grounds on which the person (each of the persons) interested in making it is such.

In addition to those listed above, the Charter also introduces other technical amendments.