

DRAFT RESOLUTION OF ANNUAL GENERAL SHAREHOLDERS' MEETING
of Public Joint-Stock Company Enel Russia
 10, Khokhryakova street, Yekaterinburg, Sverdlovsk Oblast, Russian Federation, 620014
 Date of the meeting: June 19, 2020

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 2019.

RESOLUTION: 1. To approve the Annual Report of PJSC Enel Russia for the year 2019 (Appendix 1).

ISSUE №2: Approval of the annual accounting (financial) statements of PJSC Enel Russia for the year 2019.

RESOLUTION: 2. To approve the annual financial statements of PJSC Enel Russia for the year 2019 (Appendix 2).

ISSUE №3: Approval of the distribution of profit (including the payment (announcement) of dividends) and of losses of PJSC Enel Russia upon the results of 2019 year.

RESOLUTION: 3. To approve the following distribution of the PJSC Enel Russia profit and losses as of December 31, 2019:

3.1. To allocate the funds of the Reserve Fund of PJSC Enel Russia in the amount of 1,769 million RUB for covering of the losses of PJSC Enel Russia for 2019.

3.2. To allocate the retain earning in the amount of 10,422 million RUB for covering of the losses of PJSC Enel Russia for 2019.

3.3. To pay dividends on ordinary shares of PJSC Enel Russia on the retain earning after losses distribution in the amount of 3,000 million RUB, which will amount to 0.085 RUB per one ordinary share.

To fix July 09, 2020 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 one 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	Simone Mori
2	Giancarlo Pescini
3	Maria Antonietta Giannelli
4	Andrea Palazzolo
5	Andrea Guaccero
6	Giuseppe Ferrara
7	Giorgio Callegari
8	Giuseppe Luzzio
9	Luca Noviello
10	Mauro Ghilardi
11	Irina Nikolayevna Dushina
12	Laurent Souviron
13	Sangeet Dinesh Dhanani
14	Tagir Sitdekov
15	Tatiana Shustova
16	Denis Mosolov
17	Vitaly Yurievich Zarkhin

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

ISSUE № 5: Approval of the Auditor of PJSC Enel Russia.

RESOLUTION: 5. To approve Joint Stock Company "KPMG" as the Auditor of PJSC Enel Russia.

ISSUE № 6: Approval of a new version of the Charter of PJSC Enel Russia.

RESOLUTION: 6. To approve the new version of the Charter of PJSC Enel Russia (Appendix 3).

ISSUE № 7: Approval of a new version of the Rules of procedure for convention and holding of meetings of PJSC Enel Russia Board of Directors.

RESOLUTION: 7. To approve the new version of the Rules of procedure for convention and holding of meetings of PJSC Enel Russia Board of Directors (Appendix 4).

ISSUE № 8: Approval of a new version of the Regulation on the Executive Board of PJSC Enel Russia.

RESOLUTION: 8. To approve the new version of the Regulation on Executive Board of PJSC Enel Russia (Appendix 5).

ISSUE № 9: Consent for conclusion of the agreement for transfer of contracts for delivery of capacity of the renewable generating facility to be made by PJSC Enel Russia to LLC Enel Rus Wind Generation as a related-party transaction.

RESOLUTION: 9. To give consent for conclusion of the agreement of transfer of contracts for delivery of capacity of the renewable generating facility (the DPM contracts) to be made by PJSC Enel Russia to LLC Enel Rus Wind Generation as a related-party transaction on the following essential terms and conditions:

Parties of the Agreement	Transferor – PJSC Enel Russia. Transferee – LLC Enel Rus Wind Generation. JSC Trading System Administrator of Wholesale Electricity Market Transactions.
Subject of the Agreement	Transfer by the Transferor of all rights and obligations under the DPM contracts to the Transferee, as a result of which the Transferor shall be completely replaced by the Transferee in accordance with all conditions and requirements of the DPM contracts without any exceptions and reservations. DPM contracts are made with respect to the delivery of capacity of the renewable generating facility of awarded capacity of 71,25 MW with GDP GVIE1336.

	Aggregated value of the assigned rights under DPM contracts is equal to the maximum cost of capacity of the renewable generating facility during the delivery period and it's estimated to exceed 10 BRUB, excl. VAT.
Price of the Agreement	Free of charge

The persons having interest in transaction and the bases on which persons having interest in transaction are as follows: Enel S.p.A. shall be admitted as the entity having interest in transaction since Enel S.p.A. is (i) the controlling entity of LLC Enel Rus Wind Generation owing its shares in authorized capital in indirect possession and (ii) the controlling entity of PJSC Enel Russia owing its shares in direct possession.