



**PUBLIC JOINT STOCK COMPANY
Enel Russia**

**Extract from the MINUTES № 6/20
Meeting of the Board of Directors of PJSC Enel Russia**

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

Date of the meeting: April 21-22, 2020.

Form of the Meeting: in praesentia/absentia.

Deadline for ballots and messages on voting by email receipt: April 22, 2020, 16:00 (Moscow time).

Minutes date: April 22, 2020.

Participated in the Meeting:

Participated by audio-video conference-call:

Chairman of the Board of Directors

Deputy Chairman of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

S. ZWEGUINTZOW

S. MORI

(for the issues № 1-19 of the agenda)

A. GUACCERO

M.A. GIANNELLI

V. ZARKHIN

G. CALLEGARI

D. MOSOLOV

A. PALAZZOLO

G. PESCHINI

T. SITDEKOV

L. SOUVIRON

Voting in absentia (by ballot or by email):

Deputy Chairman of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

Member of the Board of Directors

S. MORI

(for the issues № 20-23 of the agenda)

D. MOSOLOV (for item 2.1. of the issue № 2 of the agenda)

T. SITDEKOV (for item 2.1. of the issue № 2 of the agenda)

L. SOUVIRON (for item 2.1. of the issue № 2 of the agenda)

Quorum is present.

Corporate secretary

Z. SEDOVA

The votes were counted by Z. Sedova.

Issue № 3. Preliminary approval of the Annual Report of PJSC Enel Russia for the year 2019.

Speaker: Z. Sedova.

Comments were expressed by: V. Zarkhin, A. Zontov.

Resolution:

3.1. To approve preliminarily the Annual Report of PJSC Enel Russia for the year 2019.

3.2. To recommend to the Annual General Shareholders' Meeting to approve the Annual Report of PJSC Enel Russia for the year 2019.

Quorum: 100 %

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

Voting results:

«FOR» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 4. Preliminary approval of the annual accounting (financial) statements of PJSC Enel Russia for the year 2019.

Comments were expressed by: V. Zarkhin, Y. Matyushova.

Resolution:

4.1. To approve preliminarily the annual accounting (financial) statements of PJSC Enel Russia for the year 2019.

4.2. To propose to the Annual General Meeting of PJSC Enel Russia to approve the annual accounting (financial) statements of PJSC Enel Russia for the year 2019.

Quorum: 100 %

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

Voting results:

«FOR» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 5. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on PJSC Enel Russia profit and losses allocation for the year 2019 (including payment (declaration) of dividends).

Comments were expressed V. Zarkhin, Y. Matyushova.

Resolution:

5.1. To use the Reserve Fund of PJSC Enel Russia in the amount of 1,769 million RUB to cover of the losses of PJSC Enel Russia for 2019.

5.2. To recommend to the Annual General Shareholders' Meeting of PJSC Enel Russia to approve the following distribution of the PJSC Enel Russia profit and losses as of December 31, 2019:

«5.2.1. 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.

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

5.2.3. 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».

Quorum: 100 %

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

Voting results:

«FOR» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 6. Proposal of the auditor of PJSC Enel Russia to be approved by the General shareholders' meeting of PJSC Enel Russia.

Comments were expressed by: V. Zarkhin, D. Mosolov, S. Zweguintzow, L. Souviron.

Resolution:

6.1. To propose to the Annual General Shareholders' Meeting of PJSC Enel Russia to approve Joint Stock Company "KPMG" as the Auditor of PJSC Enel Russia.

Quorum: 100 %

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

Voting results:

«FOR» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 7. Approval of evaluation of candidates' independence, opinion of candidates' independence status and of assessment of candidates to the Board of Directors to be elected at Annual General shareholders' meeting of PJSC Enel Russia.

Comments were expressed by: A. Guaccero, Z. Sedova.

Resolution:

7.1. Based on the criteria for independent status of members of the Board of Directors, contained in the Annex 4 of the Listing Rules of Moscow Exchange (hereinafter - Independence criteria), p. 2.4.1 (pp.101-107) of the Russian Corporate Governance Code, as well as the information provided by the candidates, to evaluate the independence of candidates' for the members of the Board of Directors of PJSC Enel Russia (hereinafter - Company) as follows:

Candidates for the Board of Directors	Compliance with Independence criteria as per MOEX Listing Rules (http://www.moex.com/a3056)			
	1. The candidate is not associated to the Company.	2. The candidate is not associated with any of the Company's substantial shareholders.	3. The candidate is not associated with any of the Company's material trading partners or competitors.	4. The candidate is not associated with the government or a municipality.
Andrea Palazzolo	Complied with	Complied with	Complied with	Complied with
Andrea Guaccero	Complied with	Complied with	Complied with	Complied with
Giorgio Callegari	Complied with	Complied with	Complied with	Complied with
Vitaly Yurievich	Complied with	Complied with	Complied with	Complied with

Zarkhin				
Luca Noviello	Complied with	Not complied with (Mr. Noviello is associated with the Company's substantial shareholder, because he is an employee of subsidiary entity of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange).	Complied with	Complied with
Giuseppe Ferrara	Complied with	Not complied with (Mr. Ferrara is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange).	Complied with	Complied with
Mauro Ghilardi	Complied with	Not complied with (Mr. Ghilardi is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange).	Complied with	Complied with
Simone Mori	Complied with	Not complied with (Mr. Mori is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange).	Complied with	Complied with
Giancarlo Pescini	Complied with	Not complied with (Mr. Pescini is associated with the Company's substantial shareholder, because he is an employee of subsidiary entity of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with
Maria Antonietta Giannelli	Complied with	Not complied with (Mrs. Giannelli is associated with the Company's substantial shareholder, because she is an employee	Complied with	Complied with

		of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)		
Irina Nikolayevna Dushina	Complied with	Not complied with (Mrs. Dushina is associated with the Company's substantial shareholder, because she is an employee of subsidiary entity of Enel S.p.A., according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with
Giuseppe Luzzio	Complied with	Not complied with (Mr. Luzzio is associated with the Company's substantial shareholder, because he is an employee of Enel S.p.A. and employee of its subsidiary entity, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with
Laurent Souviron	Complied with	Not complied with (Mr. Souviron is associated with the Company's substantial shareholder, because he is an employee of ACG Equity Partners Ltd, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with
Tagir Sitdekov	Complied with	Not complied with (Mr. Sitdekov is associated with the Company's substantial shareholder, because he is an employee of RDIF MC JSC, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with
Denis Mosolov	Complied with	Not complied with (Mr. Mosolov is associated with the Company's	Complied with	Complied with

		substantial shareholder, because he is an employee of Macquarie Infrastructure & Real Assets (Europe) Limited, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)		
Tatiana Shustova	Complied with	Not complied with (Mrs. Shustova is associated with the Company's substantial shareholder, because she is an employee of RDIF MC JSC, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with
Sangeet Dinesh Dhanani	Complied with	Not complied with (Mr. Dhanani is associated with the Company's substantial shareholder, because he is an employee of ACG Equity Partners Ltd, which enters a Consortium of investors acting through PFR Partners Fund I Limited, according pp.105 of Corporate Governance Code and p.5 of Annex 4 to the Listing Rules of Moscow Exchange)	Complied with	Complied with

7.2. To issue an opinion of the candidate's independence status according with Independence criteria, based on the information provided by the candidates, having performed assessment of the independence of candidates:

To recognize A. Palazzolo, A. Guaccero, G. Callegari and V.Y. Zarkhin as independent candidates for the members of the Company's Board of Directors.

To recognize G. Ferrara, L. Noviello, S. Mori, G. Pescini, M. Ghilardi, M.A. Giannelli, I.N. Dushina, G. Luzzio, L. Souviron, T. Sitdekov, D. Mosolov, T. Shustova and S.D. Dhanani as dependent candidates for the members of the Company's Board of Directors.

7.3. To assess required experience, knowledge, business reputation of the candidates for the members of the Board of Directors of the Company, based on the information provided by the candidates, as follows:

Candidates for the Board of Directors	Experience, knowledge, business reputation	Status of compliance with required experience, knowledge, business reputation
Andrea Palazzolo	Mr. Palazzolo was born in 1974, graduated with honors in Business Law from the LUISS University in Rome, PhD in Business Law – Faculty of Economics of University of Rome II Tor Vergata. Mr. Palazzolo is an Independent consultant, member of Legality, Transparency and Administrative Efficiency Committee in Sicily Region, Lawyer authorized to practice before Italian Supreme Court, Professor of Company Law, director of the Master in Judicial administration of property and businesses, Scientific Coordinator of the Master in Business Law and Scientific Coordinator of the course in Mediation and Settlement of Civil and Commercial Disputes at LUISS University – Rome. Also, he is a Board of Directors’ member of the Sea beach Immobiliare and PJSC Enel Russia, as well as a Chairman of Supervisory Body of Law 231/2001 of Happy Games. Also, Mr. Palazzolo is a current member of the Audit and Corporate Governance Committee and the HR and Remuneration Committee of the Board of Directors of PJSC Enel Russia. Mr. Palazzolo earlier held a position of Trustee with power of attorney and Compliance officer in Maggiore Group (now Avis Budget Group) and of Independent Consultant of the Sicily Region - Department of Industry. He also was a member of the Board of Directors of Fintyre S.p.A. and Chairman of the Audit and Corporate Governance Committee of the Board of Directors of PJSC Enel Russia.	Complied with
Andrea Guaccero	Mr. Guaccero was born in 1970, he graduated with honors in Law from the University La Sapienza of Rome, he is Ph.D. in Public Law of Economy University La Sapienza of Rome, Lawyer admitted to the Bar of Rome, Italy since 1996. Professional experience: Co-founder of a law firm “Ranieri, Guaccero, Cornetta”, Full Professor of Law in University of Rome Tre, School of Law. Also, he is a member of the Board of Directors of Marzotto S.p.A. and PJSC Enel Russia as well as a member of the Audit and Corporate Governance Committee, the Related Party Transaction Committee and the Chairman of the HR and Remuneration Committee of the Board of Directors of PJSC Enel Russia. Earlier Mr. Guaccero was a member of the Surveillance Committee in Banca Carige S.p.A. under the procedure of extraordinary administration (as decided by the European Central Bank), full Professor of Commercial Law University of Palermo, School of Law, a full Professor of Private Comparative Law University of Rome Tre; School of Law and a member of the National Commission for the recruitment of professors of law in the academic sector of Comparative Law.	Complied with
Giorgio Callegari	Mr. Callegari, was born in 1959, graduated from the Polytechnical Institute of Turin with degree in Mining Engineering. He is the Chairman and CEO of Generali Russia and CIS and Board of Directors’ member of “Ingosstrakh Insurance Company”, Skolkovo Ventures, as well as Mr. Callegari is a Senior Independent Director, member of HR and Remuneration Committee, and the Chairman of the Related Party Transaction Committee and the Strategy Committee of the Board of Directors of PJSC Enel Russia, also he is a member of the Auditing Commission of Association of the European Businesses (AEB). Earlier he held the following positions: Deputy	Complied with

	CEO Strategy and Alliances of PJSC Aeroflot, Council in Sita, EVP Strategy and Business Development in Air One, and different executive positions in Alitalia: Vice President Alliances, Business Development and International Relations, VP Business Development, VP Domestic Network and Sales VP. He also was member of the Board of Directors of “Airline Pobeda” Ltd. and “Aeromar” JSC.	
Vitaly Yurievich Zarkhin	Mr. Zarkhin was born in 1976, graduated from the Russian State University High School of Economics, with a bachelor's degree in Economics and a master's degree in management. He is a member of the Board of Directors of PJSC Enel Russia, IDGC of South, PJSC, IDGC of Center and Volga Region, PJSC and IDGC of Center, PJSC. Also, Mr. Zarkhin is a Chairman of the Audit and Corporate Governance Committee and a member of the Related Party Transaction Committee and the Strategy Committee of PJSC Enel Russia. Earlier, he was a member of the Board of Directors and Chairman of the Audit Committee of PJSC Kuzbasskaya Toplivnaya Company and held a position of Managing Director in Bank GPB (JSC).	Complied with
Luca Noviello	Mr. Noviello was born in 1973, graduated from the University of Rome “La Sapienza” with degree in Mechanical Engineering. He is a Head of O&M Thermal Generation of Global Power Generation and sole Director of Tynemouth Energy Storage Limited. Earlier, Mr. Noviello held following positions: Director of Enel Generacion Chile S.A., Endesa Americas S.A., Head of People and Organization Thermal Generation in Enel S.p.A. and Head of Operations and Maintenance in Enel Global Generation s.r.l.	Complied with
Giuseppe Ferrara	Mr. Ferrara was born in 1961, graduated from the University of Salerno with degree in Law. He is a Lawyer of the Bar of Rome, authorized to practice before Italian High Courts. Mr. Ferrara is a Head of Legal and Corporate Affairs Europe in Enel S.p.A. and a member of the Supervisory Board of Slovenske Elektrarne AS. Earlier he held the following positions: Head of Intellectual Property, Innovation, Labour and Legal Policies, Head of Litigations and Legal Policies in Enel S.p.A. and Head of LCA at E-distribuzione S.p.A. In addition, earlier, Mr. Ferrara was a member of the Supervisory Body in E-distribuzione S.p.A., the Chairman of the Body responsible of compliance in matters of unbundling and a member of Compliance Function for the prevention of corruption of E-distribuzione S.p.A.	Complied with
Mauro Ghilardi	Mr. Ghilardi was born in 1967, studied economics with organization design specialty at the Bocconi University in Milan. He is a Head of People and Organization Staff Functions in Enel S.p.A. Earlier Mr. Ghilardi held positions of Chief HR officer in BTC Pactual and Group CHRO in Ferrovie dello Stato. Also, he was the Chairman of Italcertifer S.p.A., Vice-president of ItaliaCamp and Board of Directors’ member in Ferrovie del Sud Est Srl.	Complied with
Simone Mori	Mr. Mori was born in 1964, he graduated from the Parma University with degree in Physics and the LUISS University in Rome with Master’s Degree in Business Administration. Mr. Mori is the Head of Europe and Euro – Mediterranean Affairs, also he is a member of the Board of Directors of Bruegel and CERRE. Also, Mr. Mori is a General Board’ member of Confindustria Energia, member of the Europe Technical Committee and Energy Technical Committee of Confindustria, Chairman of Elettricità Futura, non-resident fellow of German Marshall Fund of US. Currently, Mr. Mori is the Deputy Chairman of the Board of Directors of PJSC Enel Russia and a member of the Strategy Committee of PJSC Enel Russia Board of Directors. Earlier Mr. Mori held the following positions in Enel S.p.A.: Head of European Affairs	Complied with

	and Head of Regulatory Affairs, Environment and Innovation, also he was a member of the Board of Directors of CESI and Enel Trade.	
Giancarlo Pescini	Mr. Pescini was born in 1962, he graduated from the University of Rome "Sapienza" with degree in Business Administration. He is the Sole Director of Enel Holding Finance Srl and a member of the Board of Directors of PJSC Enel Russia. Earlier Mr. Pescini held the following positions in Enel S.p.A.: Head of Unit "Participated Companies, Branches and Powers Systems" and Head of Unit "Foreign and Finance Companies", also he was a member of the Board of Directors of Enel Investment Holding B.V. and member of the Internal Audit Commission of PJSC Enel Russia.	Complied with
Maria Antonietta Giannelli	Mrs. Giannelli was born in 1973, she graduated from the University of Lecce in Economics and Finance and the LUISS University in Rome with MBA degree. She has held a position of Mergers & Acquisitions Senior Project Manager in Administration, Finance and Control Department of Enel S.p.A. for last 5 years. Also, Mrs. Giannelli is a member of the Supervisory Board of Slovenske Elektrarne AS, as well as a member of PJSC Enel Russia Board of Directors and a member of the Strategy Committee of the Board of Directors of PJSC Enel Russia.	Complied with
Irina Nikolayevna Dushina	Mrs. Dushina was born in 1979, she graduated with a first-class honors degree in Law and post-graduate course, (she is a candidate of Law Science (Ph. D.)) from the Russian Peoples Friendship University, also she graduated the Russian Academy of State Service with degree in national economy, management of investments and innovations. Mrs. Dushina has held a position of the Head of Legal and Corporate affairs in Enel Investment Holding B.V. for more than 5 years.	Complied with
Giuseppe Luzzio	Mr. Luzzio was born in 1954, he graduated from the University of Pisa as Mechanical Engineer with MBA degree, the Finmeccanica School with MBA in Renewable Energy, the Sloan School of Management of Massachusetts Institute of Technology in Boston and Energy Services program in the Business School of University of Michigan. He is the Head of Market - Country Russia in Enel S.p.A, the First Deputy General Director of LLC Rusenergobyt and a member of the Board of Directors of LLC Rusenergobyt Siberia. Earlier Mr. Luzzio was a member of the Board of Directors of PJSC Enel Russia. He has previously held the positions of the CEO of Nuove Energie Srl and the Head of Large Infrastructure Projects of Enel S.p.A.	Complied with
Laurent Souviron	Mr. Souviron was born in 1966, he received the bachelor's degree in the Operations Research and an MBA, both from the Columbia University. He is a Partner at AGC Equity Partners Ltd and a member of the Board of Directors of ASTIR. Mr. Souviron is a current member of the Board of Directors of PJSC Enel Russia. Earlier Mr. Souviron was a member of the Board of Directors of Conformis.	Complied with
Tagir Sitdekov	Mr. Sitdekov was born in 1976, he graduated from the Plekhanov Russian Academy of Economics as economist and from the University of Chicago Booth School of Business with Master's degree of business administration. He is the First Deputy General Director, member of the Executive Board of JSC Management Company RDIF (before reorganization - LLC Management Company RDIF). Mr. Sitdekov is a current member of the Board of Directors of PJSC Enel Russia. Mr. Sitdekov is a Director in PFR Partners Management Limited, Aliexpress Russia Holding Pte. Ltd., Desiberg Holdings Ltd and Ristango Holding Limited. Also, he is a non-executive Director and a	Complied with

	<p>member of Audit, Risks and Internal Control Committee of Tigers Realm Coal Limited. Mr. Sitdekov is a member of the Board of Directors of LLC “Severo-vostochnaya magistral”, LLC “Yugovostochnaya magistral”, LLC “Road-investment company”, LLC “Professional logistics technologies”, JSC “Terminal Vladivostok”, PJSC “Globaltruck Management”, LLC “Vozdushnye Vorota Severnoj Stolitsy”, JSC “PC “Obolenskoe”, LLC “ALIBABA.COM (RU)”, JSC NCDC and NPJSC “SESH Holding”. Plus, he is the Chairman of the Board of Directors of LLC Natsionalnaya sim-karta and Thalita Trading Limited.</p> <p>Earlier Mr. Sitdekov held a position of the director of the investment department in the Investment Company A1 and General director in several investment companies. Also, he was the Chairman and member of the HR and Remuneration Committee of the Board of Directors of PJSC Enel Russia.</p>	
Denis Mosolov	<p>Mr. Mosolov was born in 1981, he graduated from the Macquarie University in Sydney and received Bachelor of Commerce, specializing in Actuarial Studies. Mr. Mosolov is the Managing Director of Macquarie Infrastructure & Real Assets (Europe) Limited. Also, he is the Director of MRIF Bermuda Investments 4 Limited, MRIF Cyprus Investments 1 Limited, MRIF Cyprus Investments 2 Limited, MRIF Cyprus Investments 3 Limited, MRIF Cyprus Investments 6 Limited, MEIF 6 DI Holdings S.a.r.l. and Macquarie Renaissance Corporate Finance Holdings Limited. Mr. Mosolov holds a position of Manager A in MRIF Luxembourg Holdings Sarl. Mr. Mosolov is a current member of the Board of Directors and of the Board of Directors’ Strategy Committee of PJSC Enel Russia. Previously he was the Chairman of the Related Party Transaction Committee and a member of the Audit and Corporate Governance Committee of the Board of Directors of PJSC Enel Russia. He has been with Macquarie Group since 2008, specializing in funds management of infrastructure assets in Australia, Europe and Russia.</p>	Complied with
Tatiana Shustova	<p>Mrs. Shustova was born in 1973, she graduated from the Plekhanov Russian Academy of Economics as economist-mathematician. Mrs. Shustova is the Vice President of JSC Management Company RDIF (before reorganization - LLC Management Company RDIF). She is General director of LLC “RDIF Investment Management-19”, LLC “RDIF Investment Management-21”, LLC “RDIF Investment Management-18” LLC “RDIF Investment Management-16”, LLC “RDIF Investment Management-24”, LLC “RDIF Investment Management-28” and LLC “NVI”. Also, Mrs. Shustova is a Director in Intergeo Management Limited and Posita Holdings LTD. She holds position of the Board of Directors’ member of JSC “Voltyre-Prom”, LLC “Vozdushnye Vorota Severnoj Stolitsy”, LLC “Puteprovody Podmoskovja”. Earlier Mrs. Shustova held a position of the General director in several investment companies as well as she was member of the Board of Directors’ of LLC “SIBUR-Portenergo”.</p>	Complied with
Sangeet Dinesh Dhanani	<p>Mr. Dhanani was born in 1974, he graduated from the Cambridge with degree of Master of Arts and Institute of Chartered Accountants in England and Wales as FCA. Mr. Dhanani is a CFO at AGC Equity Partners Ltd. He is a member of the management/governing body in following companies: Aculeum (Luxembourg) Holdings S.à r.l., Apollo Investment Holdco, Ecowest Acquisitions S.à r.l., Ecowest Investments S.à r.l., Jermyn Street Real Estate S.A., SICAV-FIAR, Frankfurt Universal Acquisitions S.à r.l., Frankfurt Universal Holding S.à r.l., Frankfurt Universal InterCo S.à r.l., Rhine Alphabet</p>	Complied with

	Acquisitions S.à r.l., Rhine (Luxembourg) Holdings S.à r.l., Rhine Acquisitions S.à r.l., Rhine General Partner S.à r.l., Rhine Alpha LP S.à r.l., Rhine Beta LP S.à r.l., Rhine Gamma LP S.à r.l., Ruby Acquisitions S.à r.l., Ruby Investments S.à r.l., Ruby Acquisitions Ltd, Ruby Holdings Ltd, Windmills S.à r.l., Jane Offshore Limited, Zen Healthcare UK Limited and Innovata Business Solutions Limited.	
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7.4. To recognize that all the candidates, based on the information provided by the candidates themselves, have the required experience, knowledge and business reputation.

7.5. To recommend to the shareholders of PJSC Enel Russia to elect sufficient number of independent directors at Annual General Shareholders' Meeting 2020 so that PJSC Enel Russia comply with both the Listing Rules of Moscow Exchange requiring 3 independent directors and with the recommendations of Corporate Governance Code requiring 4 independent directors.

Quorum: 100 %

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

Voting results:

«FOR» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 8. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue "Approval of a new version of the Charter of PJSC Enel Russia".

Speaker: Z. Sedova.

Questions were asked by: D. Mosolov, A. Guaccero, L. Souviron.

Comments were expressed by: D. Mosolov, V. Zarkhin, G. Callegari, Y. Matyushova, C. Palasciano Villamagna, A. Zontov.

Resolution:

8. To recommend the Annual General Shareholders' Meeting of the Company to adopt the following resolution on the issue «Approval of a new version of the Charter of PJSC Enel Russia»: «To approve the new version of the Charter of PJSC Enel Russia».

Quorum: 100 %

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

Voting results:

«FOR» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«AGAINST» (NONE)

«ABSTAINED» (NONE)

RESOLUTION ADOPTED

Issue № 9. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue "Approval of a new version of the Rules of Procedure for Convention and Holding of Meetings of Board of Directors of PJSC Enel Russia".

Speaker: Z. Sedova.

Questions were asked by: G. Callegari.

Comments were expressed by: V. Zarkhin, Z. Sedova, Y. Matyushova, C. Palasciano Villamagna, D. Mosolov, S. Zweguintzow, G. Callegari.

Resolution:

9. To recommend the Annual General Shareholders` Meeting of the Company to adopt the following resolution on the issue «Approval of a new version of the Rules of procedure for convention and holding of meetings of PJSC Enel Russia Board of Directors»: «To approve the new version of the Rules of procedure for convention and holding of meetings of PJSC Enel Russia Board of Directors».

Quorum: 100 %

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

Voting results:

«**FOR**» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«**AGAINST**» (NONE)

«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Issue № 10. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue "Approval of a new version of the Regulation on the Executive Board of PJSC Enel Russia".

Speaker: Z. Sedova.

Resolution:

10. To recommend the Annual General Shareholders` Meeting of the Company to adopt the following resolution on the issue «Approval of a new version of the Regulation on the Executive Board of PJSC Enel Russia»: «To approve the new version of the Regulation on the Executive Board of PJSC Enel Russia».

Quorum: 100 %

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

Voting results:

«**FOR**» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«**AGAINST**» (NONE)

«**ABSTAINED**» (NONE)

RESOLUTION ADOPTED

Issue № 11. Recommendations to the General Shareholders' Meeting of PJSC Enel Russia on the issue "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".

Comments were expressed by: G. Callegari.

Resolution:

11.1. To determine that the agreement for 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 shall be free of charge. The aggregated value of assigned rights under the 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.

11.2. To recommend to the General Shareholders' Meeting of PJSC Enel Russia to adopt the following resolution on the issue "Consent for conclusion of the agreement of 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":

"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.”

Quorum: 100 %

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

Voting results:

«**FOR**» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«**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: May 15, 2020.



PUBLIC JOINT STOCK COMPANY
Enel Russia

Extract from the MINUTES № 2/20
Meeting of the Board of Directors of PJSC Enel Russia

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

Date of the meeting: March 05, 2020.

Form of the Meeting: in absentia.

Deadline for ballots and messages on voting by email receipt: March 05, 2020, 23:00 (Moscow time).

Minutes date: March 06, 2020.

Participated in the Meeting in absentia:

Chairman of the Board of Directors	S. ZWEGUINTZOW
Deputy Chairman of the Board of Directors	S. MORI
Member of the Board of Directors	A. GUACCERO
Member of the Board of Directors	M.A. GIANNELLI
Member of the Board of Directors	V. ZARKHIN
Member of the Board of Directors	G. CALLEGARI
Member of the Board of Directors	D. MOSOLOV
Member of the Board of Directors	A. PALAZZOLO
Member of the Board of Directors	G. PESCHINI
Member of the Board of Directors	T. SITDEKOV
Member of the Board of Directors	L. SOUVIRON

Quorum is present.

Corporate secretary Z. SEDOVA

The votes were counted by Z. Sedova.

Issue № 1. Review of shareholders' proposals on nomination of candidates to the Board of Directors of PJSC Enel Russia to be elected at the Annual General Shareholders Meeting of the Company.

Resolution:

1. To include the following candidates into candidates list for voting on elections to the PJSC Enel Russia Board of Directors:

No	Candidacy recommended by shareholders for introduction into candidates list on elections to the Company Board of Directors	Name of shareholders who recommended a candidacy for introduction into candidates list on elections to the Company Board of Directors
1	Simone Mori	Enel S.p.A.
2	Giancarlo Pescini	Enel S.p.A.
3	Maria Antonietta Giannelli	Enel S.p.A.
4	Andrea Palazzolo	Enel S.p.A.
5	Andrea Guaccero	Enel S.p.A.
6	Giuseppe Ferrara	Enel S.p.A.

7	Giorgio Callegari	Enel S.p.A.
8	Giuseppe Luzzio	Enel S.p.A.
9	Luca Noviello	Enel S.p.A.
10	Mauro Ghilardi	Enel S.p.A.
11	Irina Nikolayevna Dushina	Enel S.p.A.
12	Laurent Souviron	PFR Partners Fund I Limited
13	Sangeet Dinesh Dhanani	PFR Partners Fund I Limited
14	Tagir Sitdekov	PFR Partners Fund I Limited
15	Tatiana Shustova	PFR Partners Fund I Limited
16	Denis Mosolov	PFR Partners Fund I Limited
17	Vitaly Yurievich Zarkhin	The Russian Prosperity Fund

Quorum: 100 %

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

Voting results:

«**FOR**» (A. GUACCERO, M.A. GIANNELLI, V. ZARKHIN, S. ZWEGUINTZOW, G. CALLEGARI, S. MORI, D. MOSOLOV, A. PALAZZOLO, G. PESCHINI, T. SITDEKOV, L. SOUVIRON)

«**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: May 15, 2020.