

**Information on the main changes proposed to be introduced into
the Regulation on preparation and holding of General Shareholders' Meeting of PJSC Enel Russia
(hereinafter referred to as «the Regulation»)**

<i>Current version of the Regulation</i>	<i>New version of the Regulation</i>	<i>Comments to the changes to be introduced in a new version of the Regulation</i>
<i>Changes aimed at aligning the provisions of the Regulation with the provisions of current legislation of the Russian Federation</i>		
<p>5.1.6. The registration of the persons entitled for participation in the General Shareholders' Meeting ends upon the announcement of the Chairman of the General Shareholders' Meeting about the end of the discussion of the last issue in the agenda of the General Shareholders' Meeting, which has the quorum.</p>	<p>5.1.6. The registration of the persons entitled for participation in the General Shareholders' Meeting ends after the Chairman of the General Shareholders' Meeting announces the end of the discussion of the last issue in the agenda of the General Shareholders' Meeting, which has the quorum and before the start of voting time provided to persons who have not voted before that moment.</p>	<p>The provisions of the Regulation are aligned with those of the Bank of Russia Regulation No. 660-II dated 16.11.2018 On General Meetings of Shareholders. Pursuant to clause 4.12 of the said Regulation of the Bank of Russia, registration of persons entitled to participate in the general meeting who have not registered for participation in the general meeting before its opening shall end after discussion of the last issue on the agenda of the general meeting (the last issue on the agenda of the general meeting for which there is a quorum) and before the time given for persons who have not voted before that moment to vote</p>
<p>5.3.4. In case of the discussion completion on all issues included into the agenda of the General Shareholders' Meeting and provided with the quorum, the Chairman of the General Shareholders' Meeting announces discussion completion on the issues included into the agenda and finishing of the persons' registration participating in the General Shareholders' Meeting.</p>	<p>5.3.4. In case of the discussion completion on all issues included into the agenda of the General Shareholders' Meeting and provided with the quorum, the Chairman of the General Shareholders' Meeting announces discussion completion on the issues included into the agenda and time of finishing of the persons' registration participating in the General Shareholders' Meeting which ends before the voting time provided to persons who have not voted before that moment.</p>	

<p>Paragraph 4 cl. 5.2.2. To adopt a resolution about the making a related-party transaction, the quorum is made up of the holders of the Company's voting shares, which (who) are not interested in the transaction in question, possessing more than half of votes of the holders of the Company's voting shares, which (who) are not interested in the transaction in question.</p>	<p><i>Deleted from the Regulation</i></p>	<p>It is proposed to delete this provision from the Regulation, because this rule contradict paragraph 5, cl. 4 of Art. 83 of the Federal Law "On Joint Stock Companies", pursuant thereto the general meeting of shareholders approving a related-party transaction shall be deemed competent regardless of the number of participating in GSM shareholders who hold voting shares of the company and not interested in the transaction concerned.</p>
<p>5.2.5. In case if by the beginning of the General Shareholders' Meeting there is no quorum as to all agenda issues of the General Shareholders' Meeting, the Chairman of the General Shareholders' Meeting shall announce postponement of the General Shareholders' Meeting opening for 2 (two) hours. Postponement of the General Shareholders' Meeting opening is allowed only once. In case if the persons, providing the quorum at least for one issue included into the agenda of the General Shareholders' Meeting, fail to get registered within 2 (two) hours after announcing postponement of the General Shareholders' Meeting opening, the Chairman of the General Shareholders' Meeting announces that the General Shareholders' Meeting failed to be held. If the persons, providing the quorum at least for one issue included into the agenda of the</p>	<p>5.2.5. In case if by the beginning of the General Shareholders' Meeting there is no quorum as to all agenda issues of the General Shareholders' Meeting, the Chairman of the General Shareholders' Meeting shall announce postponement of the General Shareholders' Meeting opening for not more than 2 (two) hours. Postponement of the General Shareholders' Meeting opening is allowed only once. In case if the persons, providing the quorum at least for one issue included into the agenda of the General Shareholders' Meeting, fail to get registered after completion of the General Shareholders' Meeting opening postponement term, the Chairman of the General Shareholders' Meeting announces that the General Shareholders' Meeting failed to be held. If the persons, providing the quorum at least for one issue included into the agenda of the</p>	<p>Pursuant to cl. 4.12 of Regulation No. 660-II of the Bank of Russia dated 16.11.2018 "On General Meetings of Shareholders", if by the time the meeting begins no quorum is present for any agenda issue, opening of the general meeting shall be postponed for a period set forth in the charter or the internal document of the company governing procedure of the general shareholders meetings, but no later than two hours.</p>

<p>General Shareholders' Meeting, gets registered within 2 (two) hours after announcing postponement of the General Shareholders' Meeting opening, the Chairman of the General Shareholders' Meeting announces opening of the General Shareholders' Meeting.</p>	<p>General Shareholders' Meeting, gets registered after the completion of the General Shareholders' Meeting opening postponement term, the Chairman of the General Shareholders' Meeting announces opening of the General Shareholders' Meeting.</p>	
<p>5.4.3. The persons having registered for participation in the General Shareholders' Meeting, held in the form of a meeting, shall be entitled to vote on all agenda issues upon opening of the General Shareholders' Meeting and up to the start of the votes counting.</p>	<p>5.4.3. The persons having registered for participation in the General Shareholders' Meeting, held in the form of a meeting, shall be entitled to vote on all agenda issues upon opening of the General Shareholders' Meeting and up to its closure, and if voting results and decisions taken by the General Shareholders' Meeting are to announced during the General Shareholders' Meeting, up to the start of the votes counting.</p>	<p>It is proposed to bring the wording in line with cl. 4.16 of Regulation No. 660-II of the Bank of Russia dated 16.11.2018 On "General Meetings of Shareholders", pursuant thereto the persons registered for participation in the general meeting may vote upon all agenda issues, once the general meeting has been opened and up to its closing; and if voting results and resolutions taken by the general shareholders meeting are announced during the general shareholders meeting – once the general shareholders meeting has been opened and up to counting of votes regarding agenda of the general shareholders meeting.</p>
<p>5.5.3. In case if the voting results and resolutions adopted by the General Shareholders' Meeting have not been announced at the General Shareholders' Meeting, then within 10 (ten) days after drawing up of the protocol on the voting results, the persons, included into the list of persons entitled to participate in the General Shareholders' Meeting, shall be notified of the</p>	<p>5.5.3. No later than 4 (four) business days after date of closure of the General Shareholders' Meeting, the persons, included into the list of persons entitled to participate in the General Shareholders' Meeting, shall be notified of the resolutions adopted by the General Shareholders' Meeting, and of the voting results, according to the procedure stipulated by the Company's Charter for notification of</p>	<p>It is proposed to bring the Regulation in line with cl. 4 of Art. 62 of the Federal Law "On Joint Stock Companies", pursuant thereto the resolutions of the general meeting of shareholders and voting results can be announced during the general meeting of shareholders at which the voting takes place; and shall be communicated to persons entitled to participate in the general</p>

<p>resolutions adopted by the General Shareholders' Meeting, and of the voting results, according to the procedure stipulated by the Company's Charter for notification of holding of the General Shareholders' Meeting, unless otherwise provided for by the Company's Charter.</p>	<p>holding of the General Shareholders' Meeting, unless otherwise provided for by the Company's Charter.</p>	<p>meeting of shareholders, as a voting results report in accordance with the procedure of notification of a general meeting of shareholders, no later than four business days after the date of closure the general meeting of shareholders, or the deadline for ballots submission if the general meeting of shareholders is held in the form of absentee voting.</p>
<p>6.2. The filled in voting ballots shall be delivered to the Company no later than on the day being the last day of the ballots receipt in accordance with the resolution on convention and holding of the General Shareholders' Meeting, adopted pursuant to the Federal Law "On Joint-Stock Companies" and these Regulations. In case the last day of the filled in voting ballots receipt falls on a non-working day, then the last day of the filled in voting ballots receipt shall be the following working day. The term for the voting ballots receipt expires on the last day of the voting ballots receipt at the hour of the working day end in the Company pursuant to the established rules</p>	<p>6.2. The filled in voting ballots as well as notices of will of persons who have the right to participate in the General Shareholders' Meeting, are not registered in the register of holders of registered securities of the Company and, in accordance with the requirements of the legislation of the Russian Federation on securities, provided (directions) instructions on voting to persons registering their rights to shares, shall be received and electronic version of ballots shall be filled in before the date of completion of the ballots receipt in accordance with the resolution on convention and holding of the General Shareholders' Meeting, adopted pursuant to the Federal Law "On Joint-Stock Companies" and this Regulation.</p>	<p>Pursuant to cl. 1 of Art. 58 of the Federal Law "On Joint Stock Companies", shareholders are deemed to have participated in the general meeting of shareholders whose voting ballots are received or who complete electronic voting ballot form on the Website indicated in the notification on the general meeting of shareholders, <u>before</u> the deadline for ballots submission.</p>
<p><i>Changes concerning proposals of candidates for the Board of Directors and the inclusion of issues into the agenda of the General Meeting of Shareholders</i></p>		

<p><i>The text is missing in the current version of the Regulation</i></p>	<p>4.3. The proposal to nominate a candidate to the Board of Directors must contain information on the availability of the candidate's consent to his/her nomination / election. A proposal to nominate a candidate containing information on the presence of a candidate's consent to his/her nomination/election shall be equated with a proposal to nominate a candidate, to which the candidate's consent to be nominated / elected to the Board of Directors is attached.</p>	<p>It is proposed to enshrine in the Regulation the provision that the proposal for nomination of a candidate to the Board of Directors should include information on availability of the consent given by the candidate for nomination/election. Pursuant to clause 4.3. of the Bank of Russia Regulation No. 660-II dated 16.11.2018 “On General Meetings of Shareholders”, information on availability of the consent given by the candidate for election is a part of materials of the General Meeting of Shareholders. Pursuant to clause 2.18. of the Bank of Russia Regulation No. 660-II dated 16.11.2018 “On General Meetings of Shareholders”, when a candidate is nominated to the board of directors, the proposal on nomination shall contain information on availability of the consent given by the candidate for nomination, if stipulated by the charter or internal documents of the company.</p>
<p>4.3. In addition to the information provided by the Company’s shareholders pursuant to cl. 4.2., when nominating the candidates for the Company Board of Directors and the Company’s Internal Audit Commission the shareholders are entitled to provide the following information about the nominated candidates: 4.3.1. Citizenship; 4.3.2. Place of residence (state, city);</p>	<p>4.4. In addition to the information provided by the Company’s shareholders pursuant to cl. 4.2., when nominating the candidates for the Company Board of Directors the shareholders are entitled to provide the following information about the nominated candidates: 4.4.1. Citizenship; 4.4.2. Place of residence (state, city); 4.4.3. Education; 4.4.4. Profession;</p>	<p>It is proposed to exclude the information requested in accordance with the MICEX Listing Rules that were effective in 2012 when the Regulation was approved, from the list of additional information to be presented by shareholders to nominate a candidate to the Board of Directors.</p>

<p>4.3.3. Education;</p> <p>4.3.4. Profession;</p> <p>4.3.5. Principle place of employment;</p> <p>4.3.6. Information on the years of service for five years preceding the nomination date;</p> <p>4.3.7. Information on the shareholding in the Company and its subsidiaries and affiliated companies (the volume of owned shares);</p> <p>4.3.8. Whether she/he is the board of directors member, a member of the collective executive body or any other collective executive body of another legal entity;</p> <p>4.3.9. Whether she/he is an official of another entity whose another official is also nominated as a candidate for the Company Board of Directors;</p> <p>4.3.10. Whether she/he is the party by commitments with the Company pursuant to the terms of which the candidate can acquire assets (receive funds) amounting to ten or more per cent of the candidate's total annual income except for obtaining compensation for participation in the activities of the Company Board of Directors;</p> <p>4.3.11. Whether she/he is the state representative, i.e. the person who is a representative of the Russian Federation or constituent entities of the Russian Federation in the Board of Directors of joint-stock companies in respect of which the decision was taken to exercise special right ("golden</p>	<p>4.4.5. Information on the positions occupied by the candidate for five years preceding the nomination date and as per the nomination date;</p> <p>4.4.6. Information on the shareholding in the Company and its subsidiaries and affiliated companies (the volume of owned shares);</p> <p>4.4.7. Other information that may affect the recognition of a candidate as independent, or that the Company may need to disclose information on the securities market, as well as contacts of candidates to the Board of Directors of the Company.</p>	
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<p>share”) and the persons who shall vote on the basis of the written directives (instructions, etc.) of the constituent entity of the Russian Federation or municipal entity.</p>		
<p>4.4. The proposal can enclose the candidate’s written consent on her/his election to the composition of the Company’s relevant body.</p>	<p>4.5. The proposal on a candidate nomination to the Board of Directors may be accompanied by the candidate’s written consent on her/his election to the composition of the Company’s relevant body. The aforementioned consent may be attached to the notification of an expression of will of a shareholder containing the proposal to nominate a candidate, in electronic format and in the form of electronic images of documents</p>	<p>The Regulation was supplemented by a provision specifying the manner of delivery of the consent to nomination/election to the Board of Directors in case when a nomination proposal is sent by way of a notification of will.</p>
<p><i>The text is missing in the current version of the Regulation</i></p>	<p>4.8. Presence of typos and other insignificant flaws in the shareholder's proposal on the submittal of issues into the agenda of the General Meeting of Shareholders or on the nomination of candidates to the Board of Directors is not a reason to refuse inclusion of the proposed item in the agenda of the General Shareholders’ Meeting, and inclusion of the nominated candidate into the list of candidates for election to the Board of Directors of the Company, if the content of the proposal as a whole allows to determine the will of the shareholder and confirm his/her right to submit an offer. If there are significant deficiencies, the Company informs the shareholder about them within a reasonable time in order to provide an opportunity to</p>	<p>It is proposed to enshrine in the Regulation a recommendation of the Code of Corporate Governance (the Bank of Russia Letter No. 06-52/2463 dated 10.04.2014), in accordance therewith typos and other insignificant flaws in the shareholder's proposal are not a reason for refusal to include the issue into agenda, and the candidate – to the list of candidates; if there are significant flaws, the company shall notify the shareholder thereof. It is proposed to add the provision, in accordance therewith the proposals on putting an issue into agenda of the General Meeting of Shareholders or nominations to the Board of Directors may contain shareholder’s contact details so that the</p>

	<p>correct them before the Board of Directors of the Company makes a decision to approve the agenda of the General Meeting and the list of candidates for election to the Board of Directors of the Company.</p> <p>4.6. In order to ensure the prompt communication with the shareholder (shareholders), the proposal on the agenda of the General Meeting of Shareholders or the proposal to nominate candidates to the Board of Directors may also include the contact details of the shareholder (shareholders).</p>	<p>Company may connect the shareholder promptly including the case when flaws are detected.</p>
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Changes related to current corporate governance practices at PJSC Enel Russia

<p>2.2. During preparation for the General Shareholders' Meeting, the Company's Board of Directors or, as stipulated in Article 3.1 of the present Regulations other persons, shall take the following resolutions (upon):</p> <p style="padding-left: 20px;">a) The convocation of and determining the form of the General Shareholders' Meeting;</p> <p style="padding-left: 20px;">b) Setting the date, time and place of the General Shareholders' Meeting, opening time of registration of the persons participating in the General Shareholders' Meeting (if the General Shareholders' Meeting is held in the form of a meeting), or setting the deadline for the receipt of filled voting ballots and the address the filled ballots must be sent to (if the General Shareholders'</p>	<p><i>Deleted from the Regulation</i></p>	<p>It is proposed to exclude the provision because the list of resolutions to be approved by the Board of Directors during preparation for the Annual General Meeting of Shareholders is determined by the current legislation of the Russian Federation and the Company's Charter.</p>
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Meeting is held in the form of absentee voting, as well as if the General Shareholders' Meeting is held in the form of a meeting in case if in accordance with the Federal Law "On Joint-Stock Companies" or the Charter of the Company the voting ballots shall be sent (handed in) to the persons entitled to take part in the General Shareholders' Meeting prior to holding the General Shareholders' Meeting);

c) Approval of the agenda of the General Shareholders' Meeting;

d) Setting the date for the compilation of the list of the persons entitled for participation in the General Shareholders' Meeting;

e) Setting the list of information (materials) provided to shareholders during preparation for the General Shareholders' Meeting, and the procedure for shareholders' review of the said information;

f) Approval of the form and wording of voting ballots for the General Shareholders' Meeting;

g) Setting the date for the dispatch of voting ballots to the persons (entities) entitled for participation in the General Shareholders' Meeting (if the General Shareholders' Meeting is held in the form of absentee voting, or if the General Shareholders' Meeting is held in the form of a meeting if, in accordance with the Federal Law "On Joint-Stock Companies" or the Charter of the Company,

<p>voting ballots must be sent (handed in) to the persons (entities) entitled for participation in the General Shareholders' Meeting before the holding of the General Shareholders' Meeting);</p> <p>h) Setting the procedure for the notification of the Company's shareholders about the holding of the General Shareholders' Meeting, including the approval of the form and wording of the notice;</p> <p>i) other resolutions related to preparation for and the holding of the General Shareholders' Meeting.</p>		
<p>4.1. The notice on holding the General Shareholders' Meeting and the information materials on the issues of the agenda of the General Shareholders' Meeting unless otherwise communicated to the Company's shareholders can be additionally posted on the Company's web site in the Internet within the period specified by the Company's Charter.</p>	<p>4.1. The notice on holding the General Shareholders' Meeting and the information materials on the issues of the agenda of the General Shareholders' Meeting unless otherwise communicated to the Company's shareholders posted in the Internet on the web site designated by the Company's Charter for publication of notice on holding the General Shareholders' Meeting, within the period specified by the decision of the Company's Board of Directors.</p>	<p>The new version of the Regulation brings this provision in line with the Company's Charter.</p>
<p>5.1.2. The persons entitled for participation in the General Shareholders' Meeting are subject to registration for participation in the General Shareholders' Meeting. If voting upon the agenda issues of the General Shareholders' Meeting held in the form of a meeting can be done through the</p>	<p>5.1.2. The persons entitled for participation in the General Shareholders' Meeting are subject to registration for participation in the General Shareholders' Meeting with exception of persons whose voting ballots (notice of will) have been received or whose electronic voting ballot form is filled out on the Internet site no</p>	<p>The changes to be made clarify the procedure for certain actions in connection with the possibility of sending notices of will and filling in an electronic voting ballot form, which appeared after the approval of the current version of the Regulation.</p>

<p>provision of filled voting ballots to the Company, those persons, whose ballots were received not later than two days before the date of the General Shareholders' Meeting, are not subject to registration for participation in the General Shareholders' Meeting.</p>	<p>later than two days before the date of the General Shareholders' Meeting, if voting on the agenda items of the General Shareholders' Meeting can be carried out by sending filled-in voting ballots to the Company.</p>	
<p>5.1.5. During the registration, a person participating in the General Shareholders' Meeting shall be provided with a ballot for voting upon the agenda issues. If voting at a General Shareholders' Meeting can be done through the provision of filled voting ballots to the Company, at the request of the persons registering for participation in the General Shareholders' Meeting, whose ballots have not been received by the Company or were received later than 2 (two) days before the date of the meeting, they shall be provided with voting ballots with a 'reissue' marking.</p>	<p>5.1.5. During the registration, a person participating in the General Shareholders' Meeting shall be provided with a ballot for voting upon the agenda issues. If voting at a General Shareholders' Meeting can be done through the provision of filled voting ballots to the Company, at the request of the persons who have the right to participate in the General Shareholders' Meeting, they shall be provided with voting ballots with a 'reissue' marking.</p>	
<p>5.4.2. Voting on the agenda issues of the General Shareholders' Meeting shall be held by the voting ballots.</p>	<p>5.4.2. Voting on the agenda issues of the General Shareholders' Meeting shall be held by the voting ballots or by filling out an electronic form of ballots on the website specified in the notice of the General Shareholders' Meeting. Voting by ballots is equal to the receipt by the Registrar of notices of will of persons who have the right to participate in the General Shareholders' Meeting, are not registered in the register of holders of registered securities of the Company and, in accordance with the</p>	

	<p>requirements of the legislation of the Russian Federation on securities, gave instructions on voting to persons registering their rights to shares.</p>	
<p>6.1. Voting on the agenda issues of the General Shareholders' Meeting, held in the form of absentee voting, shall be carried out by filling in the voting ballots.</p>	<p>6.1. Voting on the agenda issues of the General Shareholders' Meeting, held in the form of absentee voting, shall be carried out by filling in the voting ballots or by filling out the electronic form of ballots on the website specified in the notice of the General Shareholders' Meeting. Voting by ballots is equal to the receipt by the Registrar of notices of will of persons who have the right to participate in the General Shareholders' Meeting, are not registered in the register of holders of registered securities of the Company and, in accordance with the requirements of the legislation of the Russian Federation on securities, were given to persons registering their rights to shares (directions) instructions on voting.</p>	
<p>6.8. The General Shareholders' Meeting, held in the form of absentee voting, shall be plenipotentiary (has the quorum), in case if no later than by the last date of the voting ballots receipt the Company receives the ballots of the shareholders possessing in the aggregate more than half of votes of the outstanding voting shares of the Company. For adoption of a resolution on approval of a related party transaction, the quorum shall</p>	<p>6.8. The General Shareholders' Meeting, held in the form of absentee voting, shall be plenipotentiary (has the quorum), in case if no later than by the last date of the voting ballots receipt the Company receives the ballots of the shareholders and/or the electronic form of ballots is completed on the website specified in the notice of the General Shareholders' Meeting, and / or the Registrar received notices of will of persons who have the right to</p>	

<p>consist of the shareholders-owners of the Company voting shares who are not interested in the transaction and who have more than half of votes of the shareholders-owners of the Company voting shares not interested in the transaction.</p>	<p>participate in the General Shareholders' Meeting, are not registered in the register of holders of registered securities of the Company and, in accordance with the requirements of the legislation of the Russian Federation on securities, provided directions (instructions) to persons registering their rights to shares on voting, possessing in the aggregate more than half of votes of the outstanding voting shares of the Company.</p>	
<p>6.3. The filled in voting ballots may be sent to the Company by registered mail, served against signature to the person exercising functions of the sole executive body of the Company, the person authorized to receive correspondence addressed to the Company, and shall also be sent to the Company Registrar (if it exercises the functions of the Counting Board).</p>	<p>6.3. The filled in voting ballots may be sent to the Company by mail, served against signature to the person exercising functions of the sole executive body of the Company, the person authorized to receive correspondence addressed to the Company, and shall also be sent to the postal address defined by the Board of Directors during preparations to the General Shareholders' Meeting.</p>	<p>Pursuant to cl. 1, sub-cl. 3 of Art. 54 of the Federal Law "On Joint Stock Companies", the postal address for sending filled in voting ballots shall be specified by the Board of Directors during preparation for the General Meeting of Shareholders.</p>
<p>7.6. The Secretary of the General Shareholders' Meeting shall be the Corporate Secretary of the Company in the event of absence of the Corporate Secretary at the General Shareholders' Meeting – the person authorized by the Board of Directors or the General Shareholders' Meeting.</p>	<p>7.6. The Secretary of the General Shareholders' Meeting shall be the Corporate Secretary of the Company unless otherwise provided for by a separate resolution of the Board of Directors.</p>	<p>It is proposed to bring the wording in line with cl. 10.13 of the Company's Charter.</p>
<p><i>The references about the Internal Audit commission were deleted from the text of the Regulation and other technical changes were made</i></p>		