

**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 8, 2021

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 2020.**

**RESOLUTION:** 1. To approve the Annual Report of PJSC Enel Russia for the year 2020 (Appendix 1).

**ISSUE №2: Approval of the annual accounting (financial) statements of PJSC Enel Russia for the year 2020.**

**RESOLUTION:** 2. To approve the annual accounting (financial) statements of PJSC Enel Russia for the year 2020 (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 2020 year.**

**RESOLUTION:** 3.1. To approve the following distribution of the PJSC Enel Russia earnings as of December 31, 2020:

	(million RUB)
Net profit (loss) of the reporting period subject to distribution (coverings):	3,540
Accumulated earnings as of December 31, 2019	2,916
Distribute to: Legal reserve	177
Dividends	-
Coverings incurred losses	-
Accumulated earnings	6,279

3.2. Not to distribute dividends on the PJSC Enel Russia ordinary shares upon the results of the 2020 year.

**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	Flaminia Ceribelli
3	Maria Antonietta Giannelli
4	Andrea Palazzolo
5	Andrea Guaccero
6	Giuseppe Ferrara
7	Giorgio Callegari
8	Giuseppe Luzzio
9	Luca Noviello
10	Lea Tarchioni
11	Irina Nikolayevna Dushina
12	Laurent Souviron
13	Tagir Aliyevich Sitdekov
14	Anatoly Alexandrovich Braverman
15	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 Regulation on preparation and holding of General Shareholders' Meeting of PJSC Enel Russia.**

**RESOLUTION:** 6. To approve a new version of the Regulation on preparation and holding of General Shareholders' Meeting of PJSC Enel Russia (Appendix 3).

**ISSUE № 7: Consent for entering into the Directors and Officers liability insurance contracts as related-party transactions.**

**RESOLUTION:** 7.1. To determine that the price of the directors and officers liability insurance contracts, as related-party transactions, shall not exceed EUR 50 000 for the period of 1 year

7.2. To give consent for entering into the directors and officers liability insurance contracts between PJSC Enel Russia and insurance company as related-party transactions on the following conditions:

Parties to the Contracts	Policyholder – PJSC Enel Russia, Insurer – insurance company, established and existing under the Russian Federation law, having experience in the Directors' and Officers' liability insurance, having a valid license to carry out the mentioned insurance activity according to the established in the Russian Federation procedure on the date of the execution of the insurance contract.
Subject Matter	In case of an insured event, Insurer shall pay the insurance indemnity according to the terms and conditions of the contracts and applicable law of the Russian Federation.
Insurance Object	Insured Party's and/or insured individuals' property interests in connection with the liability according to the applicable law to compensate losses of third parties in case of an insured event.
All Coverages	<b>Cover A (Side A)</b> Insured Person Liability The insurer shall pay the loss of each insured person resulting from a claim against the insured person except for and to the extent that the company has indemnified the insured person. <b>Cover B (Side B)</b> Company Reimbursement The insurer shall pay the loss of the company resulting from a claim against the insured person but only when and to the extent that the company has indemnified the insured person for the loss.

	<p><b>Cover C – Global program</b> Subsidiaries Directors Liability The insurer shall pay the loss of the subsidiaries directors resulting from a claim against the director.</p> <p><b>Cover D – Global program</b> Representation at Investigations and Examinations The insurer shall pay the investigations costs.</p> <p><b>Cover E – Global program</b> Special Excess Protection for Non-Executive Directors The insurer shall pay the loss of each non-executive director resulting from a claim against the non-executive director.</p> <p><b>Cover F (Side C)</b> Company Liability for Securities Claims The insurer shall pay the loss of the company resulting from a claim against the company for any wrongful act committed by such company arising from securities claims.</p>
Insured Persons (Beneficiaries)	<p>Including but not limited to:</p> <ul style="list-style-type: none"> <li>- members of board of directors, members of executive board, general director, of the Policyholder and its subsidiaries;</li> <li>- executive directors, heads of departments (functional directors) of the Policyholder and its subsidiaries;</li> <li>- statutory auditor, General Counsel or Risk Manager (or equivalent position) of the Policyholder and its subsidiaries.</li> </ul> <p>Full list of insured persons is as per schedule and policy conditions of Directors &amp; Officers Liability Insurance Policy.</p>
Annual insurance Premium	Shall not exceed EUR 50 000.
Limit of Liability	<p>Maximum EUR 15 000 000 each claim and aggregate for all loss of all insured persons, including defense costs Plus at least EUR 850 000 for each independent director.</p>
Policy Period	At least 1 year.
Validity period for consent for entering into the contracts	1 year.

The persons having interest in transactions: members of the Board of Directors of PJSC Enel Russia, members of the Executive Board of PJSC Enel Russia, General Director of PJSC Enel Russia. The bases on which persons having interest in transaction are as follows: members of the Board of Directors of PJSC Enel Russia, members of the Executive Board of PJSC Enel Russia, General Director of PJSC Enel Russia are the beneficiaries under the transactions