



**PUBLIC JOINT STOCK COMPANY  
Enel Russia**

---

**MINUTES № 1/21  
of Annual General Shareholders' Meeting**

**Full Company name:** Public Joint-Stock Company Enel Russia.

**Company location:** Yekaterinburg, **the address:** 10, Khokhryakova street, Yekaterinburg, Sverdlovsk Oblast, Russian Federation, 620014.

**Type of General Shareholders' Meeting:** Annual.

**General Meeting form:** Absentee voting.

**Date on which persons entitled to participate in the General Meeting are determined (fixed):** May 14, 2021.

**Meeting date (end date of acceptance of voting ballots):** June 8, 2021.

**Person who confirmed the adoption of decisions by the General Meeting and the composition of the persons present at their adoption:** Joint-Stock Company "Independent Registrar Company R.O.S.T." (Registrar acting as the counting commission), 18 building 5B, room IX, Stromynka Street, Moscow, 107996, Russia, **Authorized Representatives:** Akhmatov Igor Vladimirovich, Visyulina Olga Petrovna.

**The postal address for sending the filled-in voting ballots:** 18 building 5B, room IX, Stromynka Street, Moscow, 107996, Russia, JSC "IRC – R.O.S.T."

**Website address on the Internet where an electronic form of the voting ballots was filled in:** <https://lk.rrost.ru/>.

**Meeting Chairman (Chairman of the General Shareholders' Meeting):** Giorgio Callegari, Chairman of the Board of Directors of PJSC Enel Russia.

**Meeting Secretary:** Sedova Zhanna Igorevna.

**Date of Minutes Compiling:** June 9, 2021.

These Minutes use the following term: "Regulation" – the Regulation on General Meetings of Shareholders, endorsed by the Central Bank of the Russian Federation on 16.11.2018 No. 660-II.

Based on the resolution of the PJSC Enel Russia Board of Directors (Minutes no.6/21 dated 23.04.2021), adopted according to the article 2 of the Federal Law no. 17-FZ dated February 24, 2021, the Annual General Shareholders' Meeting of PJSC Enel Russia (hereinafter also - the Company) was held in the form of absentee voting. For additional information to shareholders video messages on all issues of the agenda were published on the Company's website [www.enelrussia.ru](http://www.enelrussia.ru); shareholders could ask questions via email, WhatsApp, as well as using a special form posted on the Company's website.

**Meeting agenda:**

- 1. Approval of the Annual Report of PJSC Enel Russia for the year 2020.**
- 2. Approval of the annual accounting (financial) statements of PJSC Enel Russia for the year 2020.**
- 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.**
- 4. Election of the members of the Board of Directors of PJSC Enel Russia.**
- 5. Approval of the Auditor of PJSC Enel Russia.**
- 6. Approval of a new version of the Regulation on preparation and holding of General Shareholders' Meeting of PJSC Enel Russia.**

**7. Consent for entering into the Directors and Officers liability insurance contracts as related-party transactions.**

**Review of Agenda Issues and Adopted Resolution.**

**ISSUE №1. Approval of the Annual Report of PJSC Enel Russia for the year 2020.**

**Voting upon issue 1.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	26 531 905 061
The QUORUM for passing a resolution on this agenda issue <b>is present</b>	<b>75.0084%</b>

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	<b>26 526 354 741</b>	<b>99.979080</b>
AGAINST	476 461	0.001796
ABSTAINED	4 570 070	0.017225
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	503 789	0.001899
Other grounds	0	0.000000
<b>TOTAL:</b>	<b>26 531 905 061</b>	<b>100.000000</b>

The following resolution is adopted for issue 1:

**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.**

**Voting upon issue 2.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	26 531 905 061
The QUORUM for passing a resolution on this agenda issue <b>is present</b>	<b>75.0084%</b>

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	<b>26 527 093 783</b>	<b>99.981866</b>
AGAINST	486 402	0.001833
ABSTAINED	4 042 108	0.015235
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	282 768	0.001066
Other grounds	0	0.000000
<b>TOTAL:</b>	<b>26 531 905 061</b>	<b>100.000000</b>

The following resolution is adopted for issue 2:

**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.**

**Voting upon item 3.1, 3.2. of issue 3.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	26 531 905 061
The QUORUM for passing a resolution on this agenda issue <b>is present</b>	<b>75.0084%</b>

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	<b>26 003 842 109</b>	<b>98.009706</b>
AGAINST	434 603 621	1.638041
ABSTAINED	93 437 641	0.352171
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	21 690	0.000082
Other grounds	0	0.000000
<b>TOTAL:</b>	<b>26 531 905 061</b>	<b>100.000000</b>

The following resolution is adopted for issue 3:

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

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

**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.****Voting upon issue 4.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	389 090 882 070
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	389 090 882 070
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	291 850 955 571
The QUORUM for passing a resolution on this issue <b>is present</b>	<b>75.0084%</b>

**Cumulative votes are distributed as follows:**

No.	Full name of candidate	Number of votes cast for each voting option
FOR, distribution of votes by candidates		
<b>1</b>	<b>Giorgio Callegari</b>	<b>25 762 249 121</b>
<b>2</b>	<b>Andrea Palazzolo</b>	<b>25 558 586 499</b>
<b>3</b>	<b>Andrea Guaccero</b>	<b>25 555 537 441</b>
<b>4</b>	<b>Laurent Souviron</b>	<b>25 208 837 649</b>
<b>5</b>	<b>Flaminia Ceribelli</b>	<b>24 704 619 161</b>
<b>6</b>	<b>Simone Mori</b>	<b>24 703 666 999</b>
<b>7</b>	<b>Giuseppe Luzzio</b>	<b>24 700 864 376</b>
<b>8</b>	<b>Maria Antonietta Giannelli</b>	<b>24 700 305 138</b>
<b>9</b>	<b>Lea Tarchioni</b>	<b>24 699 832 379</b>
<b>10</b>	<b>Giuseppe Ferrara</b>	<b>24 698 038 570</b>
<b>11</b>	<b>Anatoly Alexandrovich Braverman</b>	<b>22 948 159 159</b>
12	Vitaly Yurievich Zarkhin	17 467 338 722
13	Irina Nikolayevna Dushina	346 093 443
14	Tagir Aliyevich Sitdekov	308 374 632
15	Luca Noviello	303 040 564
AGAINST		58 500 783
ABSTAINED		61 920 738
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified		63 210 246
Other grounds		1 779 951
<b>TOTAL:</b>		<b>291 850 955 571</b>

The following resolution is adopted for issue 4:

**4. To elect the Board of Directors of PJSC Enel Russia in the following composition:**

- 1. Giorgio Callegari**
- 2. Andrea Palazzolo**
- 3. Andrea Guaccero**
- 4. Laurent Souviron**
- 5. Flaminia Ceribelli**
- 6. Simone Mori**
- 7. Giuseppe Luzzio**
- 8. Maria Antonietta Giannelli**
- 9. Lea Tarchioni**
- 10. Giuseppe Ferrara**
- 11. Anatoly Alexandrovich Braverman.**

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

**Voting upon issue 5.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	26 531 905 061
The QUORUM for passing a resolution on this agenda issue <b>is present</b>	<b>75.0084%</b>

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	<b>26 528 645 765</b>	<b>99.987716</b>
AGAINST	780 328	0.002941
ABSTAINED	2 265 375	0.008538
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	213 593	0.000805
Other grounds	0	0.000000
<b>TOTAL:</b>	<b>26 531 905 061</b>	<b>100.000000</b>

The following resolution is adopted for issue 5:

**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.****Voting upon issue 6.**

The number of votes belonging to persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue of the agenda of the General Shareholders' Meeting is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.24 of the Regulation is	35 371 898 370
The number of votes belonging to persons that participated in the General Shareholders' Meeting on this issue of the agenda of the General Shareholders' Meeting is	26 531 905 061
The QUORUM for passing a resolution on this agenda issue <b>is present</b>	<b>75.0084%</b>

**Voting results:**

Voting options	Number of votes cast for each voting option	% of participating in the meeting
<b>FOR</b>	<b>26 522 729 855</b>	<b>99.965418</b>
AGAINST	3 468 297	0.013072
ABSTAINED	5 514 575	0.020785
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	192 334	0.000725
Other grounds	0	0.000000
<b>TOTAL:</b>	<b>26 531 905 061</b>	<b>100.000000</b>

The following resolution is adopted for issue 6:

**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.**

**Voting upon item 7.1, 7.2. of issue 7.**

The number of votes belonging to all persons included in the list of shareholders entitled to participate in the general shareholders' meeting on this issue is	35 371 898 370
The number of votes accounting for voting shares of the Company under this issue of the agenda of the General Shareholders' Meeting, determined taking into account provisions of cl. 4.20 of the Regulation is	35 371 898 370
The number of votes belonging to persons who were not interested in the transaction by the Company, participated in the General Shareholders' Meeting on this issue is	26 531 905 061
The QUORUM for passing a resolution on this agenda issue <b>is present</b>	

**Voting results:**

Voting options	Number of votes cast for each voting option	% of all eligible voters (disinterested) participating in the meeting
<b>FOR</b>	<b>26 334 500 380</b>	<b>99.255972</b>
AGAINST	76 755 875	0.289297
ABSTAINED	120 447 340	0.453972
Number of votes not counted due to the nullification of ballots or to other grounds stipulated by the Regulation		
Nullified	201 466	0.000759
Other grounds	0	0.000000
<b>TOTAL:</b>	<b>26 531 905 061</b>	<b>100.000000</b>

The following resolution is adopted for issue 7:

**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:**

<b>Parties to the Contracts</b>	<b>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.</b>
<b>Subject Matter</b>	<b>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.</b>
<b>Insurance Object</b>	<b>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.</b>
<b>All Coverages</b>	<b>Cover A (Side A) 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. Cover B (Side B) Company Reimbursement</b>

	<p>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> <p><b>Cover C – Global program</b>  <b>Subsidiaries Directors Liability</b>  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>  <b>Representation at Investigations and Examinations</b>  The insurer shall pay the investigations costs.</p> <p><b>Cover E – Global program</b>  <b>Special Excess Protection for Non-Executive Directors</b>  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>  <b>Company Liability for Securities Claims</b>  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>
<b>Insured Persons (Beneficiaries)</b>	<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>
<b>Annual insurance Premium</b>	Shall not exceed EUR 50 000.
<b>Limit of Liability</b>	<p>Maximum EUR 15 000 000 each claim and aggregate for all loss of all insured persons, including defense costs</p> <p>Plus</p> <p>at least EUR 850 000 for each independent director.</p>
<b>Policy Period</b>	At least 1 year.
<b>Validity period for consent for entering into the contracts</b>	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**

These Minutes are drawn up on 8 pages in two copies.

The following is attached to the present minutes of meeting:

1. The Annual Report of PJSC Enel Russia for the year 2020 (translation of the original Russian version) on 415 pages in 1 copy;
2. The Annual Financial Statements of PJSC Enel Russia for the year 2020 (translation of the original Russian version) on 63 pages in 1 copy;
3. New version of the Regulation on preparation and holding of General Shareholders' Meeting of PJSC Enel Russia on 9 pages in 1 copy;
4. The Minutes on voting results at the General Shareholders' Meeting of PJSC Enel Russia dated June 8, 2021 with Annexes (Russian version) on 28 pages in 1 copy.

**Chairman**



**G. Callegari**

**Secretary**



**Z.I. Sedova**