

Approved by the decision of the
Board of Directors of PJSC Enel Russia
(minutes № 7/20 dated 28.05.2020)

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1. PURPOSE AND SCOPE OF THE DOCUMENT

This Manual shall be applied in the part not contravening the laws of the Russian Federation, constituent documents of the PJSC Enel Russia, as well as other PJSC Enel Russia documents based on the foregoing documents.

This Manual is drawn up for internal use, is applied and is subject to interpretation only in PJSC Enel Russia interests.

This Manual is subject to periodic revisions and updates. The review may be carried out in the following cases:

- Updates to legislative or other requirements described in section 3 of this document;
- changes in the organizational structure of the PJSC Enel Russia or stakeholders;
- significant changes in the process described in the internal procedures of PJSC Enel Russia;
- changes in the context, requirements and expectations of stakeholders.

This Manual replaces, in terms of document typology the Operational Procedure of PJSC "Enel Russia" No. 1139 version 1 dated 20.12.2019.

This Manual shall apply to all organization units of PJSC Enel Russia.

2. DOCUMENT VERSION MANAGEMENT

Version	Date	Main changes description
1	13.05.2020	Issue of the first version of the Manual

3. UNIT IN CHARGE OF THE DOCUMENT

Responsible for drawing up the document:

- Internal Audit Group;
- Health, Safety, Environment and Quality;
- Legal and Corporate Affairs;
- Security department

Responsible for authorizing the document:

- HR and Organization

4. REFERENCES

- Charter of PJSC Enel Russia;
- Enel Group Code of Ethics;
- Zero Tolerance to Corruption Plan Regulation of PJSC Enel Russia;
- Global Compliance Program on corporate criminal liability (Annex No. 2 to Minutes of the meeting of the Board of Directors of PJSC Enel Russia No. 10/16 dated 23.11.2016);
- International standard ISO 37001:2016 "Anti-corruption management systems - Application requirements and guidelines";
- International standard ISO 9000:2015 "Quality Management System. Fundamentals and vocabulary".
- International standard ISO 9001:2015 "Quality Management System. Requirements".

- International standard ISO 19011:2018 "Guidelines for audit of management systems".
- International standard ISO 31000:2018 "Risk management - Principles and guidelines";
- International standard IEC 31010:2009 "Risk management - Risk assessment methods";
- Procedure of PJSC Enel Russia No. 823 "Management of HSE&Q IMS documentation and records".
- Procedure of PJSC Enel Russia No. 649 "Management of HSEQ IMS non-compliances, corrective and preventive actions".
- Procedure of PJSC Enel Russia No. 459 "Internal audit of HSE&Q IMS".
- Procedure of PJSC Enel Russia No. 1586 "Suppliers performance management".
- Procedure of PJSC Enel Russia No. 454 "Commercial secret".
- Procedure of PJSC Enel Russia No. 0166-OP-PRC "Procurement management".
- Procedure of PJSC Enel Russia No. 1571 "Suppliers qualification".
- Policy of PJSC Enel Russia No. 450 "Anti-corruption policy of PJSC Enel Russia".
- Order of PJSC Enel Russia No. 42 "On establishment of the Anti-Corruption Committee of PJSC Enel Russia" dated 20.06.2019.
- Criminal Code of the Russian Federation (No. 63-FZ dated 13.06.1996)
- Federal Law No. 273-FZ "On anti-corruption" dated 25.12.2008.
- Administrative Offences Code of the Russian Federation No. 195-FZ dated 30.12.2001.
- Labour Code of the Russian Federation No. 197-FZ dated 30.12.2001.
- Human Rights Policy of PJSC Enel Russia.
- Policy of PJSC Enel Russia No. 0276-PL-AUD "Whistleblowing Policy".

5. ORGANIZATIONAL PROCESS POSITION IN THE PROCESS TAXONOMY

Process area: HSEQ

Macroprocess: Integrated Management System

6. DEFINITIONS AND ACRONYMS

Acronym and Key words	Description
Audit	Systematic, independent and documented process aimed at obtaining audit evidences and evaluating them objectively in order to determine the extent to which audit criteria have been met
Bribe	Offer, promise, grant, accept or solicit an undue advantage in any form (either financial or non-financial), directly or through intermediaries, regardless of location, in violation of applicable law as an incentive or reward for a person acting or abstaining from actions in relation to those results of activities for which he is responsible (clause 3.1 of ISO 37001: 2016)
Top management	A person or a group of persons who, at the highest level, lead and control the company
Official	A person engaged in legislative, administrative or judicial assignments, whether as a result of appointment, election or succession, or any person exercising public functions, including functions for a public institution or a

Acronym and Key words	Description
	public enterprise, or any employee or agent of a state, national or international company, or any candidate for a public position As well as persons understood in the meaning defined in the "Code of the Russian Federation on Administrative Offenses" dated 30.12.2001 N 195-Φ3.
Stakeholder	A person or a company that can influence, that can be influenced or that can perceive itself as being influenced by a decision or activity
Measurement	Value determination process
Indicator	A measurable representation of the condition or state of an operation, control or conditions.
Quality	Degree to which a set of internal characteristics meets the requirements
Customer/Client	Company or person that receives the product. In relation to PJSC Enel Russia, a product is understood as thermal and electric power.
Competence	Ability to apply knowledge and skills to achieve the expected results
Due Diligence	Process aimed at further assessment of the nature and essence of corruption risk and assistance to the Company in making decisions concerning transactions, projects, activities, parties to transactions and special categories of personnel
Company	PJSC Enel Russia
Conflict of interest	A situation in which commercial, economic, family, political or personal interests may influence the opinion of persons when performing their duties for the company
Corrective measure	Action aimed at eliminating the cause of non-conformity
Corruption	Offer, promise, grant, receipt or claim of an unlawful advantage to any extent (it may be economic or non-economic), directly or indirectly, and regardless of place, in violation of the applicable laws, as an incentive or compensation for persons inducing him/her to act or omit in connection with his/her position. As well as actions understood in the meaning specified in the Federal Law of 25.12.2008 N 273-Φ3 "On Combating Corruption".
Monitoring	Determination of the status of a system, process or activity at specified intervals
Non-conformity	Failure to comply with the established requirement
Compliance obligations	Legal requirements that the Company shall comply with and other requirements that the Company shall or has decided to comply with
Documented information	Information that the company shall control and preserve, and the medium containing it.
Process	A set, related or interacting activities that transform input elements into a result
Risk	Impact of uncertainty on objectives
Management system	A set of related or interacting elements of the company aimed at defining policies, objectives and processes to achieve these objectives
Compliance	compliance with the established/stated requirements

Acronym and Key words	Description
Third party	A person or an institution independent of PJSC Enel Russia
Objective	Measurable result to be achieved
Efficiency	Degree of implementation of scheduled activities and achievement of planned results
IMS	Integrated management system in health, safety, environment, quality and energy efficiency of PJSC Enel Russia
KPI	Key performance indicator
ACMS/ABMS	Anti-corruption management system
HSE&Q	Health, Safety, Environment and Quality Directorate of PJSC Enel Russia
HSE&QS	Health, Safety, Environment and Quality Service of PJSC Enel Russia

7. PROCESS DESCRIPTION

This Manual is designed to describe the anti-corruption management system of PJSC Enel Russia (hereinafter - "ACMS"). Anti-corruption management system is developed on the basis of the requirements of international standard ISO 37001:2016 "Anti-bribery management systems - Application requirements and guidelines".

Decision to implement the management system in accordance with this international standard is a consequence of Enel Group commitment in relation to the prevention of corruption phenomenon.

This Guideline is designed and intended for the following purposes:

- description of key requirements of the anti-corruption management system to eliminate and/or minimize risks for its own personnel and other stakeholders, as they may be exposed to corruption risks associated with their activities when performing activities on behalf of and/or within PJSC Enel Russia;
- determination and description of main processes managed by PJSC Enel Russia within ACMS and relevant criteria to ensure their effectiveness;
- determination of role and responsibility of PJSC Enel Russia units, description of their interaction in processes management within ACMS;
- ensuring of compliance with the Russian Federation requirements of the applicable anti-corruption laws;
- maintaining and enhancing awareness of all stakeholders (personnel, Contractors and Suppliers, Customers and consumers, *third parties*) through training, communication and informing.

This document refers to the following phenomena related to the PJSC Enel Russia activities:

- bribes in public, private and non-profit segments;
- bribes extorted by companies;
- bribes extorted by employees of the company acting on behalf of the company or for its benefit;
- bribes extorted by business partners of the company acting on behalf of the company or for its benefit;
- bribery of the company;
- bribery of employees of the company related to the company activities;
- bribery of business partners of the company related to the company activities;
- bribery committed directly or through another (e.g. bribery offered or accepted through third persons or by third person).

This Manual contains a description of the organizational structure, tasks, roles and responsibilities of units of PJSC Enel Russia involved in the perimeter of the anti-corruption management system.

The basis for implementation of the anti-corruption management system of PJSC Enel Russia is the current scheme of interaction of the company's processes (taxonomy), as well as determination of all involved resources and counterparties in accordance with the established risk indicators.

Within the anti-corruption management system, the risks associated with the following types of corruption phenomena are assessed and the most appropriate countermeasures for management of controlled processes are determined:

- corruption by PJSC Enel Russia,
- corrupt practices of personnel of PJSC Enel Russia acting on behalf of or in the interests of PJSC Enel Russia,
- corrupt practices of partners or parties to transactions acting on behalf of or in the interests of PJSC Enel Russia,
- corrupt practices of personnel of PJSC Enel Russia in relation to activities of PJSC Enel Russia,
- corrupt practices of partners or parties to transactions in relation to activities of PJSC Enel Russia,
- direct or indirect (third party) corruption/corrupt practices.

The application area of the system is determined taking into account:

- certain external and internal factors that are significant for the purposes of PJSC Enel Russia in anti-corruption and can affect the achievement of the ACMS objectives;
- relevant stakeholders and requirements for the ACMS;
- results of corruption risk assessment.

Development and maintenance of the ACMS taking into account the above criteria allow for reasonable assurance that the management system will be able to achieve the objectives set (related to the Anti-Corruption Policy of PJSC Enel Russia), to prevent negative and undesirable consequences, to control effectiveness of the system in compliance with the continuous improvement principle.

List of processes applicable within the anti-corruption management system includes:

PRODUCTION OF FOSSIL FUEL-BASED ELECTRICITY AND HEAT; SELL OF ENERGY, HEAT AND CAPACITY, RELATED DEVELOPMENT, DESIGN, PROCUREMENT ACTIVITIES, START OF MODERNIZATION PROJECTS AND NEW PLANTS. DEVELOPMENT OF RENEWABLE PROJECTS. FUEL HANDLING, OPERATION, MAINTENANCE AND SPECIALIST TECHNICAL SUPPORT ON ITS OWN SYSTEMS, SCOUTING AND DEVELOPMENT OF NEW TECHNOLOGIES AND PROCESSES.

This Manual is applicable to cases of corruption and does not apply to fraud, cartel conspiracies and other violations of antitrust laws and fair competition, money laundering or other activities related to or offenses related to competition, money laundering or other activities related to corruption.

The company has the right, if necessary, to decide on the expansion of the scope of the ABMS and the inclusion of the above-mentioned types of events.

7.1 CONTEXT OF THE COMPANY

Anti-corruption management system of PJSC Enel Russia was developed on the basis of the company's Strategic Development Plan. ACMS considers internal and external factors that affect and/or may positively or negatively affect the Company's ability to achieve its objectives and, in particular, expected results of the ACMS, including:

- improvement of anti-corruption indicators;
- compliance with legal requirements of the Russian Federation in anti-corruption, as well as other requirements that the Company has undertaken to comply with;
- achievement of anti-corruption objectives.

Sections hereof describe PJSC Enel Russia and its main activities, as well as factors that may affect the Company's ability to manage its anti-corruption responsibilities in achieving the desired results.

7.1.1. Organizational structure

PJSC Enel Russia is part of the international industrial power holding of the Enel group of companies, which generates electricity, distributes electricity, constructs thermal power plants and renewable energy parks in more than 30 countries of the world — this is Enel Group, a multinational energy company, one of major electricity and gas operators in the world, in which innovation and continuous development are directly related to ability to communicate with customers and effectively manage its technological advantage portfolio.

Achievement and improvement of production indicators is carried out including due to personnel of line units. Organizational structure in Figure 1 shows the current organizational structure of the company at the time of issue hereof.

Table 1. General information about the company

Name:	PJSC Enel Russia
Legal address:	10 Khokhryakova Str., Yekaterinburg 620014, Sverdlovsk Region, Russian Federation
Organization units:	given in the following table 2

Table 2. List of power plants and branches of PJSC Enel Russia

Site address	Site/activity type
115093, Russian Federation, Moscow, Pavlovskaya st. 7, bld. 1	Headquarters
620014, Russian Federation, Sverdlovsk Region, Yekaterinburg, ul. Khokhryakova, building 10	Ekaterinburg office
171255, Russian Federation, Tver region, Konakovo, Industrial street, 12	Konakovskaya GRES power plant
357107, Russia, Stavropol Territory, the city of Nevinnomyssk, ul. Energetikov, house 2	Nevinnomysskaya GRES power plant
Russia, Sverdlovsk region, Sredneuralsk, Lenin St., 2	Sredneuralskaya GRES power plant

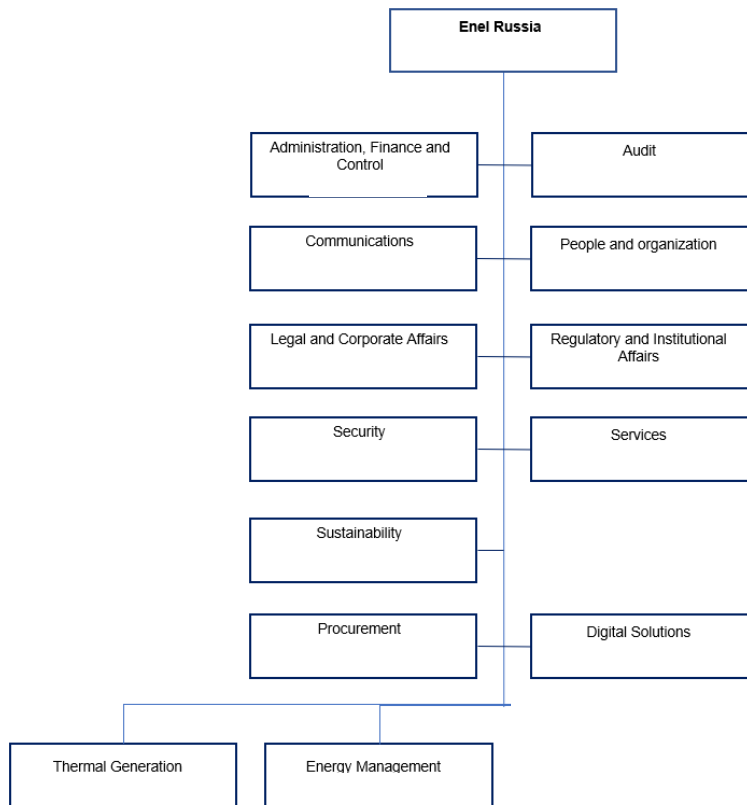


Figure 1. Organizational structure of PJSC Enel Russia

Subsidiaries of PJSC Enel Russia

Subsidiaries mentioned in this section of the ACMS Manual shall implement their own anti-bribery controls (see section 7.5.5 of this Manual).

Table 3. List of subsidiaries of PJSC Enel Russia

Name	Activity	TIN	OGRN code	Location
LLC SANATORIUM - PREVENTORIUM ENERGETIK	rendering health resort and preventive health services	2631804462	1132651019786	Stavropol Territory, Nevinnomyssk, per. Sportivny, house 6, building B
LLC ENEL RUS WIND GENERATION	renewable electricity, capacity and thermal generation	7710709010	1087746286033	Moscow, st. Pavlovskaya, d. 7 p. 1
LLC ENEL RUS WIND KOLA	renewable electricity, capacity and thermal generation	5190001721	1115190029570	Murmansk region, Murmansk, prospect Lenina, 82, office 1011
LLC ENEL RUS WIND AZOV	renewable electricity, capacity and thermal generation	7722851324	1147746896043	Rostov region, Azov district, with. Kagalnik, st. Svobody, d.19A, 19B
LLC REFTINSKAYA GRES	production and provision (sale) of electric and thermal energy	6683013155	1176658076165	Sverdlovsk region, town. Reftinsky
TEPLOPROGRESS JSC	performance assurance of heat supply	6606026311	1076606002615	Sverdlovsk region, the city of Sredneuralsk, ul. Uralskaya, d. 26

7.1.2. Context

PJSC Enel Russia performs in the following context:

"The company operates in an environment that is defined by a range of political, legislative, social, geographical, cultural and economic conditions. As a result, a system of opportunities and obligations is formed within which the Company is developed and managed".

Correct **understanding of the context** of the Company is the basis for building and developing the anti-corruption management system, identifying the main needs of stakeholders of PJSC Enel Russia and managing risks and opportunities.

The anti-corruption management system of PJSC Enel Russia has been developed taking into account all internal and external factors, including conditions, characteristics or circumstances that may affect ACMS.

To analyze the context, the following factors are considered:

- **Geographic/spatial:** territorial division, national customs.
- **Time:** comparison of context and objectives both at the moment and in the future.
- **External:** set of environmental factors that may affect the Company's activities in physical and/or natural terms (water, air, soil, climate, etc.), as well as in all possible areas of activity (social, economic etc.).
- **Internal:** refers to specific conditions and characteristics of PJSC Enel Russia.

Context - internal and external factors that affect the company's ability to achieve expected results related to anti-corruption.

Context	
External factors	Internal factors
<ul style="list-style-type: none"> - cultural, social, political, financial environment in which the Company operates (at national, regional or local level); - process conditions in which the Company operates (at national, regional or local level); - legal requirements within which the Company operates, including requirements of the laws, internal regulations of PJSC Enel Russia and other requirements that the Company has undertaken to comply with. 	<ul style="list-style-type: none"> - Organizational structure (process management, roles and responsibilities, Company personnel, awareness of the anti-corruption management system, equipment, etc.); - strategic planning in the Company, its Policy and objectives in anti-corruption; - internal process management methods, corporate anti-corruption culture; - Company performance indicators; - location of power plants in small towns.

Analysis of internal and external context allows for identifying in advance the stakeholders and/or entities that may create risks or opportunities within the anti-corruption management system of PJSC Enel Russia.

In case of changes that could affect the ACMS, the context shall be repeatedly analyzed.

Indicators of internal and external context of PJSC Enel Russia that are significant for the ACMS purposes are monitored and analyzed at regular intervals, but at least once a year.

7.1.3. Requirements and expectations of stakeholders

Stakeholders include persons or entities that may influence, that may be influenced or that may perceive themselves to be influenced by decisions or activities of PJSC Enel Russia.

According to ISO 37001, "perception of oneself as a stakeholder means that perception has become known to the company" (response or comments via the company's social media channels). In other words, PJSC Enel Russia interacts with its stakeholders by some means and exchanges information with them.

Stakeholders are the basis for forming the Company's context.

Internal stakeholders:

- Customers;
- employees of PJSC Enel Russia and / or employees engaged by PJSC Enel Russia under personnel

PJSC Enel Russia

- contracts (outstaff);
- trade union organizations of PJSC Enel Russia;
- companies within Enel Group;
- shareholders and partners of PJSC Enel Russia;
- Company management.

External stakeholders:

- public institutions;
- suppliers and contractors;
- society.

All interested parties are characterized by **requirements** and **expectations** that PJSC Enel Russia shall take into account and assess when assessing compliance with legal requirements in anti-corruption.

Thus, when forming the Register of legal requirements in anti-corruption" (approved by General director of PJSC Enel Russia), the expectations of stakeholders are taken into account, as well as the following criteria:

- actual benefits for ACMS from requirement/expectation control;
- feasibility of implementing requirement/expectation;
- compliance of requirements/expectations with applicants' requirements.

Requirements and expectations of stakeholders that are significant for PJSC Enel Russia include:

- Compliance with legal requirements;
- Corruption prevention and combating;
- Transparency of the qualification and rating system for Contractors and Suppliers;
- Improvement of production indicators (use of technologies, etc.);
- Personnel training.

Stakeholder needs and expectations are analyzed and controlled in the course of the ACMS Management Review.

Understanding of stakeholder expectations through continuous and structured dialogue is the basis of Enel's strategy and is fully consistent with the **Open Power** approach based on the values of Openness, Innovation, Trust and Proactivity.

Persons responsible for interaction with stakeholders in the unit analyze and update the list of important stakeholders on an annual basis. Stakeholder requirements and expectations shall be analyzed at least once a year (based on Enel Russia Sustainability Report) and in case of significant changes.

7.1.4. Application area of the anti-corruption management system

Based on the analysis of the Company context and stakeholder needs and expectations, PJSC Enel Russia identified the processes (according to the PJSC Enel Russia Taxonomy) covered by application of the anti-corruption management system:

PRODUCTION OF FOSSIL FUEL-BASED ELECTRICITY AND HEAT; SELL OF ENERGY, HEAT AND CAPACITY, RELATED DEVELOPMENT, DESIGN, PROCUREMENT ACTIVITIES, START OF MODERNIZATION PROJECTS AND NEW PLANTS. DEVELOPMENT OF RENEWABLE PROJECTS. FUEL HANDLING, OPERATION, MAINTENANCE AND SPECIALIST TECHNICAL SUPPORT ON ITS OWN SYSTEMS, SCOUTING AND DEVELOPMENT OF NEW TECHNOLOGIES AND PROCESSES.

Application area of the anti-corruption management system is determined taking into account:

- Identification of important external and internal indicators for the Company that may affect its ability to achieve the objectives of the anti-corruption management system;
- Identification of stakeholders important for the anti-corruption management system, their requirements and expectations;
- Assessment of corruption risks in order to obtain a reasonable assurance that the anti-corruption management system can achieve its objectives contributing to prevention of negative and undesirable impacts and ensuring the implementation of Policy № 450 of PJSC Enel Russia "Anti-Corruption Policy of PJSC Enel Russia" and objectives of PJSC Enel Russia, monitoring the effectiveness of the anti-corruption management system and ensuring the compliance with the continuous improvement principle.

7.1.5. Anti-corruption management system

PJSC Enel Russia developed and implemented the anti-corruption management system to achieve the expected results. ACMS is based on a risk-based approach, context analysis and compliance with stakeholder expectations.

PJSC Enel Russia shall undertake to keep up to date the anti-corruption management system. Sections hereof describe the main ways to fulfill this obligation.

It should be noted that introduction of the anti-corruption management system in the Company is not a guarantee that no cases of corruption and bribery will occur in the Company. However, this demonstrates the Company's commitment to effectively and efficiently manage corruption and bribery risks, to allocate resources for it and to enhance the competence and awareness of its personnel.

This Anti-Corruption Management System Manual describes main sources, methods and activities that relate to the anti-corruption management system, for:

- enhancing awareness in anti-corruption measures in all processes of PJSC Enel Russia;
- ensuring compliance of processes with the applicable legal requirements of the Russian Federation and the best international practices;
- enhancing efficiency and performance of the Company in anti-corruption through accurate analysis of individual activities;
- reducing total costs of the Company, both direct (lost business days) and indirect (damage to reputation, suspension of activities due to corruption practices or unforeseen circumstances, etc.);
- increasing personnel satisfaction;
- improving relations with authorities that control PJSC Enel Russia;
- taking the required measures to prevent/reduce the impact at various management stages (including through continuous improvement of effectiveness of anti-corruption actions).

The anti-corruption management system of PJSC Enel Russia is defined by the processes related to the application area of the Management System in order to:

- ensure compliance with the requirements of international standard ISO 37001:2016, the best world practices and legal requirements of the Russian Federation;
- describe ways and methods of corruption risk assessment;
- describe measures to prevent, detect and combat corruption.

7.1.6. Documented information

The structure of documented information of the anti-corruption management system of PJSC Enel Russia is shown in Figure 2.

Main framework documents of ACMS are Policy No. 450 "Anti-corruption policy of PJSC Enel Russia" and this Anti-Corruption Management System Manual. The ACMS also rely on procedures already present in the IMS:

- integrated management system procedures: internal audits, non-conformity management, documented information management, etc.;
- procedures for units that are within the application area of ACMS (see section 7.1.4);
- procedures of units within the Anti-Corruption Committee (Audit, Security, HSEQ, Legal Affairs): contain the description of activities aimed at definition and assessment of corruption risk, prevention of corruption and bribery, ways to identify and respond to corruption practices, etc.

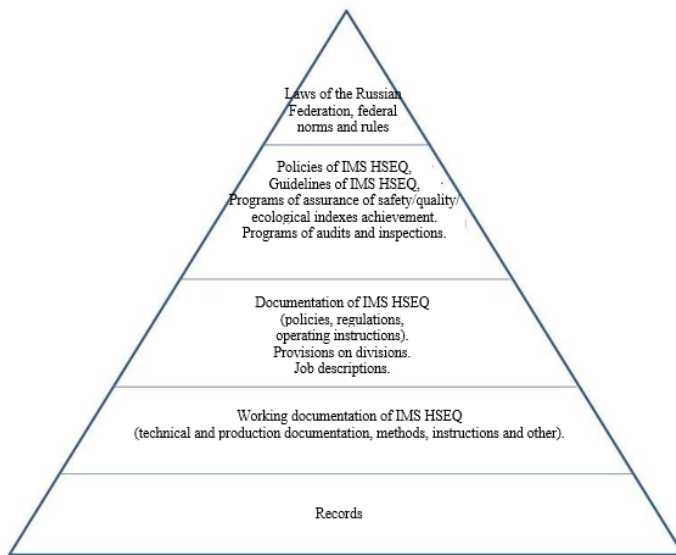


Figure 2. Structure of documented information of the anti-corruption management system

The format of the List of documented information of the anti-corruption management system of PJSC Enel Russia is given in Annex 1 hereto (note: List of documented information is an updated document kept in Excel format on the corporate portal).

Annex 2 hereto contains the format of the Matrix of requirements of the anti-corruption management system that describes measures aimed at identifying and assessing corruption risks in order to prevent, detect and respond to corruption practices (even taking into account the fact that we realize the impossibility of completely eliminating the corruption risk and that no management system can prevent and detect all corruption practices).

This Manual describes the documented processes included in the application area of the anti-corruption management system. These processes are described in local normative acts of the Company

Processes with high corruption risk are reflected in the Fraud-Anti Bribery Risk Assessment that is kept by the Internal Audit Group and periodically updated in accordance with the continuous risk mapping process.

7.1.7. Corruption risk assessment

PJSC Enel Russia carries out the corruption risk assessment process in order to:

- identify corruption risks that can be reasonably foreseen;
- analyze corruption risks identified to create the order of priority from the point of view of their management;
- assess the effectiveness of existing control in order to support corruption risk assessment.

Results of corruption risk assessment are reviewed at least once a year, as well as in case of significant organizational, process or legal changes.

Corruption risk assessment methods are described below.

Corruption risks are assessed in PJSC Enel Russia with the help of special analysis methods.

During the assessment the internal context of the Company is analyzed: main types of activities carried out by the Company are outlined, and among them those types in which corruption practices are potentially possible are defined. Areas subject to risk are identified:

- by classes of crimes and in accordance with the type of activity
- by examining relevant documentation of units and conducting subsequent interviews with Company employees who perform important functions in the within corruption and bribery issues.

Risk areas and processes are also assessed and mapped by giving appropriate importance to the experience gained in the context of the Company's previous activities, as well as to main legal guidelines on this issue. Activities that are although not directly relevant, but may be "instrumental" or may determine the actual

conditions for implementation of the phenomenon of corruption are also considered among the areas of activity subject to risk (where applicable).

Together with identification of potential risks, the system of control measures adopted to prevent corruption is analyzed (e.g. organizational structure, authorization system, agreement of contracts and other internal procedures of the company).

Activities to integrate and/or improve existing controls are also identified on the basis of the results.

For more details on how to perform risk assessment actions for anti-corruption, see the documentation regarding fraud risk management in Enel:

- Internal Audit Guideline, applied by the Internal Audit function of PJSC Enel Russia;
- Fraud Risk Assessment within PJSC Enel Russia in relevant processes;
- Audit Plan within PJSC Enel Russia for continuous monitoring of sensitive processes.

All the organizational areas of the company are covered by the Fraud Risk Assessment, that includes the corruption risk assessment. The updated picture of risk areas and identification of the areas with a corruption risk higher than Low is available in the Fraud Risk Assessment.

7.2 LEADERSHIP

Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia) and Annex 2 (Matrix of requirements of the anti-corruption management system) contain documents that comply with requirements of cl. 5 of international standard ISO 37001:2016.

7.2.1. Leadership and Commitment

The Governing Body of the PJSC Enel Russia (represented by the Board of Directors), is committed to the full implementation and continuous improvement of the anti-bribery management system:

- approving the anti-bribery policy of PJSC Enel Russia;
- ensuring that the strategy and anti-bribery policy of PJSC Enel Russia are aligned;
- at planned intervals, receiving and reviewing information about the content and operation of anti-corruption management system of PJSC Enel Russia;
- requiring that adequate and appropriate resources needed for effective operation of the anti-corruption management system are allocated and assigned;
- exercising reasonable oversight over the implementation of anti-corruption management system of PJSC Enel Russia by Top Management and its effectiveness.

7.2.1.1. Governing Body for Anti-Corruption Management

Within the anti-corruption management system, the Governing Body for Anti-Corruption Management of PJSC Enel Russia means the Board of Directors of PJSC Enel Russia.

The Governing Body for Anti-Corruption Management, within its authorities, is committed to development and improvement of the PJSC Enel Russia anti-corruption management system:

- participating in review of the Anti-Corruption Policy of PJSC Enel Russia;
- ensuring consistency between anti-corruption strategy and Policy of PJSC Enel Russia;
- participating in the periodic analysis of information about operation of the anti-corruption management system;
- ensuring availability and sufficiency of resources for effective operation of the anti-corruption management system;
- performing periodic monitoring of implementation of the anti-corruption management system by the Anti-Corruption Compliance Service (Committee).

7.2.1.2. Top management

Top management within their competences participates in performing its own obligations in development and improvement of ACMS:

- Ensuring of development, implementation, maintenance and updating of the anti-corruption management system, including the Anti-Corruption Policy of PJSC Enel Russia and anti-corruption objectives for management of corruption risks;
- Ensuring of integration of requirements of the anti-corruption management system and business processes;
- Use of resources required for effective operation of the anti-corruption management system;
- Sending of information messages and notifications in respect of the Anti-Corruption Policy of PJSC Enel Russia;
- Dissemination of information about importance of anti-corruption management measures and compliance with requirements of the anti-corruption management system;
- Ensuring of development and modification of the anti-corruption management system to achieve the objectives set;
- Determination of active participation of the Company's personnel in order to enhance the effectiveness of the anti-corruption management system;
- Promotion of an appropriate anti-corruption culture;
- Promotion of best practices and methods to improve the anti-corruption management system and its aspects;
- Management support to those with managerial responsibility so that corruption prevention and possible detection activities are effectively implemented in relevant areas of responsibility;
- Encouraging the use of procedures for informing about possible phenomena of corruption and bribery;
- Ensuring that no employee is harassed, discriminated or disciplined for the provided information or for refusing to engage in corrupt practices;
- Provision of periodic reports to the Board of Directors of Enel Russia regarding operation of the anti-corruption management system, as well as any allegations of serious or systematic corruption.

In order to confirm compliance with the requirements of standard ISO 37001, in PJSC Enel Russia the terms "Top management" means a single group of participants of the annual management review of the anti-corruption management system:

- General Director;
- Deputy General Director - Head of Generation;
- Deputy General Director - Head of Administration, Finance and Control
- Deputy General Director - Head of HR and Organization
- Head of Operation and Maintenance
- Head of Operational Performance Optimization;
- Head of Project Execution;
- Senior Innovation Manager
- Senior Sustainability Manager
- Head of the Project Office;
- Head of Energy Management;
- Head of Procurement;
- Head of Health, Safety, Environment and Quality;
- Head of Internal Audit;
- Head of Legal and Corporate Affairs;
- Head of Security;
- Head of the Engineering and Development Projects Group;
- Head of Technical Support
- Business Development Manager;

7.2.2. Anti-Corruption Policy

When performing its activities, PJSC Enel Russia undertakes to fully comply with the principles of:

- Code of Ethics of PJSC Enel Russia;
- Zero Tolerance Corruption Plan of PJSC Enel Russia;
- The Global Compliance Program in the framework of corporate criminal liability (Appendix No. 2 to the Minutes of the meeting of the Board of Directors of PJSC Enel Russia No. 10/16 of 23.11.2016).

Anti-Corruption Policy of PJSC Enel Russia determines the general intentions and activities of PJSC Enel Russia regarding the anti-corruption effectiveness. Anti-Corruption Policy is the basis for implementation and improvement of the Company's anti-corruption management system.

The Policy is formulated by the Company's senior management and it is a key document that contains obligations to comply with requirements of the anti-corruption management system that all stakeholders shall comply with in accordance with their assigned functions and responsibilities.

The Anti-Corruption Committee is responsible for the content of the Anti-Corruption Policy of PJSC Enel Russia, its issue, sharing, implementation, monitoring and updating, as well as consistency with the anti-corruption management objectives.

The Policy is reviewed annually during the management review, based on the results of monitoring the anti-corruption management system or after occurrence of an event or situation that makes it appropriate.

The Anti-Corruption Policy of PJSC Enel Russia complies with the principles of the Global Anti-Corruption Policy and the Zero Tolerance to Corruption Plan Regulation of PJSC Enel Russia.

Documents specified in this section:

- prohibit corruption and bribery;
- require compliance with the applicable anti-corruption laws;
- comply with the Company's objectives;
- provide a framework for setting, analyzing and achieving the anti-corruption objectives;
- include obligations to meet the needs of the anti-corruption management system;
- encourage reliable notifications or notifications based on reasonable belief, without fear of further punishment;
- include an obligation to continuously comply with the anti-corruption management system;
- explain the authority and independence of the Anti-Corruption Compliance Service (Committee);
- explain the consequences of failure to comply with the Anti-Corruption Policy of PJSC Enel Russia.

7.2.2.1. Ways of informing about the Anti-Corruption Policy

The Anti-Corruption Policy of PJSC Enel Russia has been communicated to employees and posted:

- in 1C:Document Management digital document management system;
- on the Digital documents storage (portal);
- in the form of printed posters placed on the walls of power plants of PJSC Enel Russia;

Informing about the Anti-Corruption Policy is carried out by sending an e-mail to all employees of the company, launching thematic presentations on corporate computers (screensaver), the Policy is included in the list of documents with which all employees under existing employment contracts are familiarized with when hiring, etc.

The Anti-Corruption Policy of PJSC Enel Russia is communicated to Suppliers and Contractors by including the Policy requirements in standard forms of supply, works and services contracts.

For stakeholders, the Anti-Corruption Policy of PJSC Enel Russia is available on the official website of PJSC Enel Russia (<https://www.enelrussia.ru/>) in the section "Health, safety, environment and quality".

7.2.3. Roles, responsibilities and authorities

7.2.3.1. Roles and responsibilities

The Company's head assumes overall responsibility for implementation and application of the anti-corruption management system and ensures that responsible persons and competent authorities with appropriate roles for the purpose of effectiveness of the anti-corruption management system are appointed and this information is communicated to all levels of the Company.

Managers and heads of units at all levels bear overall responsibility to ensure that the requirements of the anti-corruption management system are applied and complied with in their area of competence.

7.2.3.2. Anti-Corruption Compliance Service (Committee)

The Anti-Corruption Compliance Service (Committee) is appointed by the Order of the General Director and has the following responsibilities and authorities:

- supervise the planning and implementation of the Company's anti-corruption management system;

- provide advice and recommendations to personnel on the anti-corruption management system and issues related to bribery and corruption in general;
- ensuring of compliance of the anti-corruption management system with the requirements of standard ISO 37001:2016;
- reporting on operation of the anti-corruption management system to the Company's Top Management.

The Anti-Corruption Compliance Service (Committee) interacts with the Company's Top Management in case of problems or needs related to corruption or the anti-corruption management system.

Activities of the Anti-Corruption Compliance Service (Committee) are described in Order of PJSC Enel Russia No. 42 "On establishment of the Anti-Corruption Committee of PJSC Enel Russia" dated 20.06.2019.

Members of the Anti-Corruption Compliance Service (Committee) meet at regular intervals, but at least **once in 6 months**, to:

- analyze the data provided as a result of the Top Management review of the anti-corruption management system;
- analyze and, if required, revise the composition of the Anti-Corruption Compliance Service (Committee);
- take into consideration any changes resulting from the corruption risk analysis;
- assess the effectiveness and sufficiency of the anti-corruption management system, including relevant documentation.

To discharge its functions, the Anti-Corruption Compliance Committee of PJSC Enel Russia will use the budget that has been assigned to the Quality Unit of the HSEQ Department of PJSC Enel Russia. The HSEQ Department is a member of the Anti-Corruption Compliance Committee.

7.2.3.3. Delegation of decision-making process

Within the framework of PJSC Enel Russia, a system of powers of attorney is provided by the General Director of PJSC Enel Russia. These powers of attorney determine the responsibility and limits of the subject of delegation of authority, the procedure and conditions (powers) for issuing powers of attorney and are managed by the Human Resources and Organizational Development Directorate using the current procedures of the Company.

7.3 PLANNING

When planning the anti-corruption management system of PJSC Enel Russia, the context and expectations of relevant stakeholders were considered.

Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia) and Annex 2 (Matrix of requirements of the anti-corruption management system) contain documents that comply with requirements of cl. 6 of international standard ISO 37001:2016.

7.3.1. Actions to address risks and opportunities

When planning the anti-corruption management system of PJSC Enel Russia, corruption risks were assessed in order to:

- identify corruption risks that can be reasonably anticipated, also taking into account the identified contextual factors;
- analyze identified risks to prioritize and manage them;
- assess the effectiveness of existing controls to contain the assessed corruption risks.

The risk assessment process is carried out in order to:

- reasonably assure that the anti-corruption management system is able to achieve its objectives;
- prevent or reduce undesirable consequences related to the Anti-Corruption Policy and objectives of PJSC Enel Russia;
- check the effectiveness of the anti-corruption management system;
- implement the continuous improvement principle.

As a result of the corruption risk assessment process, PJSC Enel Russia plans:

- actions to address corruption risks and implement opportunities (e.g. those contained in the Annual Audit Plan and/or process owner initiatives);
- how to integrate and implement these actions in its own processes of the anti-corruption management system;
- how to assess the effectiveness of these actions.

Actions to address risks and implement opportunities, integrate into processes identified as sensitive for corruption purposes, and assess their effectiveness, are reflected in the Fraud-Anti Bribery Risk Assessment.

7.3.2. Anti-corruption objectives

The Company sets anti-corruption objectives (hereinafter - the "objectives") for relevant functions and levels.

The Company's objectives are developed by the Anti-Corruption Committee in accordance with the Anti-Corruption Policy of PJSC Enel Russia taking into account the existing internal and external factors, needs and expectations of stakeholders, corruption risks identified in the analysis.

When developing the objectives, specific, achievable and measurable criteria shall be specified to determine the objective achievement degree.

The measurable objectives are approved by the General Director after the annual Top Management review of the anti-corruption management system. Approved objectives of the Company are posted in the EDMS and shall be communicated to employees.

Once the Company's objectives are approved, the Anti-Corruption Compliance Service (Committee) develops the objectives achievement program.

Achievement and updating of objectives are monitored annually during the Top Management review. Materials to achieve the objectives for the senior management analysis are prepared by the Anti-Corruption Committee.

Objectives of power plants of PJSC Enel Russia are established based on the Company's ACMS objectives. Measures to achieve the objectives of power plants of PJSC Enel Russia are established in the program to achieve the Company's objectives.

7.4 SUPPORT MEANS

Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia) and Annex 2 (Matrix of requirements of the anti-corruption management system) contain documents that comply with requirements of cl. 7 of international standard ISO 37001:2016.

7.4.1. Resources

Management of PJSC Enel Russia identified and ensured the availability of resources (personnel, finance and infrastructure) required for development, implementation, maintenance and continuous improvement of the anti-corruption management system.

7.4.2. Competence

7.4.2.1. General information

Professional profiles of employees, areas of professional training, skills, abilities and experience required to perform the proposed duties that may affect the indicators of anti-corruption activities shall be determined by the area/functions upon agreement with the HR and Organization responsible for the specified processes.

Management of PJSC Enel Russia ensures such conditions that all employees have the appropriate skills, abilities and experience in their positions, as well as undergo continuous training at the works performance site the results of understanding of which are checked by the head of the area/functional unit according to the established procedure. In order to carry out the tasks effectively and efficiently, the competence of the personnel is ensured through the selection of employees with an appropriate level of education and experience who underwent training programs.

7.4.2.2. Hiring procedures

The hiring process is carried out by the HR and Organization of PJSC Enel Russia in accordance with the internal procedures of the unit:

- the terms of employment require staff to comply with local regulatory acts of the Company in the field of anti-corruption, and also give the Company, as an employer, the right to impose disciplinary sanctions in case of non-compliance with them in the manner established by the labor legislation of the Russian Federation;
- newly hired personnel shall be entitled to access the internal corporate portal where they can familiarize themselves with these documents and undergo internal training on these documents.

In addition, the procedures are applicable in respect of all employees of PJSC Enel Russia through which:

- employees are not subject to retaliation, discrimination or disciplinary action (e.g. threats, isolation, downgrading, career restriction, transfer, dismissal, intimidation, victimization or other forms of harassment) for:
 - Failure to participate in or abandon any activity for which it is reasonably determined that there is a more than low risk of corruption that has not been mitigated by the Company;
 - A report sent in good faith or based on a reasonable conviction on a bribery attempt, actual or alleged, a violation of the Anti-Corruption Policy or the anti-corruption management system (unless the person himself/herself participated in the actual or alleged violation).

Enel Russia PJSC has a Disciplinary System (un Sistema Disciplinare), which allows for disciplinary action against personnel who violate the local anti-corruption regulations in the Company or the requirements of the anti-corruption management system to prevent corruption and bribery.

For all functions that are subject to a low risk of corruption according to the Fraud-Anti Bribery Risk Assessment and in order to ensure compliance PJSC Enel Russia implements procedures that require that:

- The company conducts a due diligence of persons before hiring them, of personnel before transfer or promotion in order to ensure to the maximum extent possible that the hiring or reappointment is appropriate and that there are legitimate reasons to consider them appropriate in accordance with the Anti-Corruption Policy of PJSC Enel Russia and the requirements of the anti-corruption management system;
- performance awards, tangible and intangible incentives/rewards are reviewed periodically in order to verify that there are reasonable guarantees to discourage the corruption incentives;
- such employees from among the Company's senior management with reasonable frequency (proportional to the identified corruption risk) provide statements by signing which they express their desire to comply with the Anti-Corruption Policy and other procedures of the Company.

7.4.3. Awareness and training

Unit heads shall identify the need for training / mentoring / briefing their employees so that, based on these needs, corruption risks that they are exposed to, the Training and Recruitment Group forms training activities.

This type of training shall address the following issues, to the extent applicable, taking into account the results of the corruption risk assessment:

- The Anti-Corruption Policy, anti-corruption management system procedures and compliance obligations of PJSC Enel Russia;
- corruption risks and damage to employees and the company that can be caused by bribery;
- circumstances in which a bribe may be offered in connection with their responsibilities and how to recognize these circumstances;
- how employees can help in combating and eliminating corruption, as well as recognize the key signs of corruption;
- their contribution to effectiveness of the anti-corruption management system, including the benefits of improving the anti-corruption activities and reporting on suspicions of corruption;
- complications and possible consequences of failure to comply with requirements of the anti-corruption management system;
- how and to whom the employees shall report on any suspicions;
- information about the training and resources provided.

Documented information associated with training is recorded by the Training and Recruitment Group in the archive using business applications.

Through the internal corporate training system eEducation the interactive training is carried out on subjects:

- Management systems (including the requirements of ISO 37001);

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- Enel Global Compliance Program;
- Anti-corruption: Good Behavioral Practices;
- Code of Ethics.

Personnel awareness-raising and training activities are carried out on the basis of the annual program, depending on roles, corruption risk that they are exposed to and reasonably foreseeable circumstances. Awareness and training programs are updated periodically, if required, in order to reflect any relevant updates.

Taking into account the identified corruption risks, the company shall also implement procedures aimed at informing and training in anti-corruption of business partners acting on its behalf or for its benefit that could expose the company to corruption risks more significant than low. These procedures shall identify the business partners for whom such awareness and training are required, determine their content and means with which such training shall be provided.

7.4.4. Informing

According to requirements of the Zero Tolerance to Corruption Plan Regulation of PJSC Enel Russia and the Anti-Corruption Policy of PJSC Enel Russia, a single channel of communication on cases of corruption and bribery has been established:

- e-mail: audit.coe@enel.com (for the Company's employees);
- postal address: Internal Audit Group, Enel Russia, 7 Pavlovskaya Str., bldg. 1, Moscow 115093, Russian Federation

Systematic exchange and dissemination of information about the anti-corruption system are provided by such tools as Generation Cascades, ORM, corporate and operating meetings, periodic meetings within units, etc.

Procedure for communicating the Anti-Corruption Policy of PJSC Enel Russia to stakeholders is established in cl. 7.2.2.1.

When sharing information with external parties it is required to comply with Procedure No. 454 "Procedure for work with trade secret (confidential information)": it is allowed to distribute outside the Company only "public" information", i.e. that is not included in the category "for internal use" and "trade secret".

Enel Group provides its stakeholders with a simple secure way to anonymously and confidentially report on actions that may involve violations of the laws or its corporate policies: <https://secure.ethicspoint.eu/domain/media/en/gui/102504/index.html>

7.4.5. Documented information

7.4.5.1. General provisions

The anti-corruption management system of PJSC Enel Russia includes:

- all documented information provided by standard ISO 37001:2016;
- all documented data considered necessary for effectiveness of the anti-corruption management system.

Among the documented information ACMS of PJSC Enel Russia identified the following documents:

- Anti-Corruption Management System Guideline of PJSC Enel Russia;
- Documents specified in Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia).

7.4.5.2. Creation and update

When creating and updating documented information, PJSC Enel Russia shall ensure:

- specification and description of documents;
- format and media;
- processes for verifying and approving suitability and compliance.

Main information concerns:

- code/cipher (where applicable);

- dates;
- document type and title;
- revisions/versions;
- agreement;
- approval.

7.4.5.3. Documented information management

PJSC Enel Russia document management is carried out by the HR and Organization. Development and agreement of regulatory and procedural documents - in accordance with the requirements of Procedure № 752 "Development and agreement of regulatory and procedural documents". Documented information management according to Procedure № 823 "Management of HSEQ IMS documentation and records".

The specified procedures contain guidelines for power plants the compliance with which is ensured by compliance with corporate requirements.

Electronic documentation is managed using specialized databases (SAP) and electronic document management systems (EDMS, EFMS, 1C:Document Management, etc.).

Documented information of the anti-corruption management system shall be controlled in order to ensure:

- its availability and suitability for use, where and when required;
- its appropriate security (e.g. loss of confidentiality, inappropriate use or loss of integrity).

In order to control the documented information, the Company takes into account:

- distribution, access, identification and use;
- archiving and storage, maintenance of legibility;
- change control;
- archiving and deletion.

External documented information that is considered necessary for planning and operation of the anti-corruption management system is defined as relevant to the purpose and is managed under control.

Although all the internal procedures of PJSC Enel Russia are kept and managed in the corporate EDMS 1C:Document management system, the copies of the procedures are kept on [Enel Russia SharePoint](#) and are available to all employees. The uploaded documents shall be checked at least once per a year before the Top Management Review by an ACMS Committee representative.

7.5 OPERATING CONTROL

Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia) and Annex 2 (Matrix of requirements of the anti-corruption management system) contain documents that comply with requirements of cl. 8 of international standard ISO 37001:2016.

7.5.1. Planning and current control

PJSC Enel Russia plans, implements, reviews and controls the processes required to meet the requirements of the anti-corruption management system and to implement risk control actions:

- by setting criteria for each of the processes;
- by controlling processes according to criteria;
- by maintaining documented information to the extent required to ensure that processes are conducted as intended.

PJSC Enel Russia monitors planned changes and reviews the consequences of undesirable changes, intervening, if required, to mitigate negative impacts.

7.5.2. Due Diligence

After assessment of corruption risks carried out in accordance with the above provisions, situations with high corruption risk are identified depending on:

- special categories of operations, projects or activities;

- planned or current relationships with partners or contractors/suppliers;
- special categories of personnel in some positions.

Based on this methodology, PJSC Enel Russia assesses the nature and significance of corruption risk in relation to certain special situations in each case. This assessment may include a due diligence process to obtain sufficient information to assess corruption risk and it is updated at a certain frequency to take into account changes and new information, as well as to assess the introduction of new risk categories.

In relation to various processes the procedures issued at the level of Enel Group and directly of PJSC Enel Russia are determined for due diligence actions applicable to:

- supplier management;
- partner management;
- personnel management.

7.5.3. Financial control

Within financial resources management, PJSC Enel Russia adopts the methods of work determined at PJSC Enel Russia. These methods allow for preventing corruption practices on the basis of delegation, powers of attorney, authorities, responsibilities and tasks that take into account the Risk Analysis results.

The specified procedures are based on the following principles:

- traceability of financial flows that means the possibility to recreate the decision-making path and the formal flow path from the starting point (who paid) to the end point (to whom the payment was made, method of payment, how and where the amount is withdrawn from the account);
- payment offset, i.e. exact definition of the supporting document of the payment flow;
- documentation of financial flows with registration forecast:
 - payment forms;
 - payment terms (information about the entity that manages the flow, from what means the payment is received, flow recipient, basis of payment);
 - entities obliged to archive the documentation of flows.

Main financial control procedures used to combat corruption risk are specified in Annex 2 (Matrix of requirements of the anti-corruption management system).

These procedures include:

- division of tasks so that a single payment cannot be sent and approved by the same person;
- compliance with appropriate hierarchical authority levels for payment approval;
- check that the recipient's appointment and work or services provided have been approved by the approval mechanisms used by the company;
- requirement of at least two signatures when approving a payment;
- requirement of relevant supporting documentation in the Annex to payment approval;
- limiting the use of cash and applying effective cash control methods;
- requirement of accuracy and clarity of classifications and description of payments in accounts;
- periodic management review of important financial transactions;
- periodic and independent financial audits, and regular replacement of a person or a company engaged in the audit.

7.5.4. Non-financial control

Following the corruption risk assessment carried out in accordance with the above provisions, the areas and operations that require the corruption risk control have been identified.

In relation to various processes the procedures issued at the level of Enel Group and directly of PJSC Enel Russia are determined for non-financial controls applicable to:

- Supplier management;
- Partner management;
- Personnel management.

7.5.5. Anti-corruption controls by controlled companies and parties to transactions

In accordance with the guidelines and directives provided by the managing departments of the company, PJSC Enel Russia requires that all other companies with which it is in business relations, and to the extent that it is reasonable and proportionate in accordance with corruption risks which the controlled companies and partners combat with, taking into account the corruption risk assessment, also implemented the anti-corruption management system and/or took its own anti-corruption control measures.

In its major subsidiaries, Enel Russia, as the parent company, has adopted the Code of Ethics and the Zero Tolerance of Corruption Plan and implemented specific anti-bribery compliance programs, as required by local legislation. In addition, Enel Russia and its major subsidiaries have adopted the Enel Global Compliance Program ("EGCP"), which is a governance tool aimed at strengthening the Enel Group's ethical and professional commitment to preventing the commission of criminal offenses that may entail a corporate criminal liability and reputational risk for Enel Russia and / or the Enel Group.

7.5.6. Anti-corruption obligations

For partners and contractors/suppliers who after risk assessment are classified as having a high level of risk, procedures are defined that require (to the extent possible):

- Anti-corruption obligations;
- Opportunities for PJSC Enel Russia to terminate relations with the second party, in case of corruption and/or bribery.

If it is impossible to fulfill the requirements specified in the above clauses, such an element is considered in corruption risk assessment.

7.5.7. Gifts, hospitality, donations and other similar benefits

As part of the anti-corruption management system of PJSC Enel Russia, there are special procedures to avoid offering, offering or accepting gifts, hospitality, donations and similar benefits could be reasonably perceived as corruption tools.

Management of gifts and benefits is performed according to the PJSC Enel Russia Code of Ethics (clause 3.5).

7.5.8. Management of non-conformities in anti-corruption

In accordance with the policies of PJSC Enel Russia, if a due diligence conducted on a certain operation, project, activity or relationship with a second party determines that corruption risks cannot be managed by certain controls, and PJSC Enel Russia cannot or decides not to implement further controls or take other measures required to allow the management of relevant corruption risks:

- in case of already existing operations, projects, activities or relationships, PJSC Enel Russia shall take measures consistent with corruption risks and the nature of operation, project, activity or relationship in order to suspend or abandon the operation, project, activity or relationship as soon as possible;
- in case of a new offer of transaction, project, activity or relationship, PJSC Enel Russia postpones acceptance or refuses to complete the transaction.

7.5.9. Notifications on suspicions

Within the anti-corruption management system PJSC Enel Russia carries out procedures that:

- encourage and enable persons to report, with credibility or reasonable belief, on attempted, possible or actual corruption practices or any violation, or deficiency of the anti-corruption management system, in a manner that protects the identity of the reporting person and other persons involved, or of the person referred to in the notification;
- allow for sending notifications anonymously;
- prohibit penalties and protect against retaliation against anyone who reports, with credibility or reasonable belief, on attempted, possible or actual corruption practices or violation of the Anti-Corruption Policy or anti-corruption management system of PJSC Enel Russia;
- allow the personnel to receive advice from the relevant person about what to do when facing a problem or situation that may constitute corruption practices.

In general, this mode is managed by a specific service provider. This servicing method ensures that all employees are aware of the reporting procedures and can use them being aware of their rights and protections within the procedures adopted.

7.5.10. Corruption investigations and management

PJSC Enel Russia shall ensure assessment and management and, if required, investigation of any corruption practices or violation of the Anti-Corruption Policy of PJSC Enel Russia that has been reported and identified or is reasonably expected to occur.

The Anti-Corruption Compliance Service (Committee) receives information from the Audit unit that collects all reports on corruption-related aspects.

7.6 ASSESSMENT OF SERVICES

Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia) and Annex 2 (Matrix of requirements of the anti-corruption management system) contain documents that comply with requirements of cl. 8 of international standard ISO 37001:2016.

7.6.1. Monitoring, measurement, analysis and assessment

PJSC Enel Russia has adopted a number of key indicators (KPIs) for monitoring of processes having defined:

- what shall be monitored and measured;
- who is responsible for monitoring;
- monitoring, measurement, analysis and assessment methods, as appropriate, in order to ensure actual results;
- when monitoring and measurements are required;
- when monitoring and measurement results shall be analyzed and assessed;
- to whom and how this information shall be communicated.

KPIs shall be determined, measured and assessed by the Anti-Corruption Compliance Service (Committee), and recorded as part of the Senior Management Review

7.6.2. Internal audit

Internal audit is a systematic and independent review aimed at assessing whether these activities are carried out in accordance with:

- general rules and special procedures of the Company;
- applicable legal requirements in full.

Internal audits are scheduled taking into account the status and importance of the audited activity considering the risks associated with the audited activity and the results of previous audits.

During the internal audit of ACMS, the Headquarters and power plants of PJSC Enel Russia are audited.

Internal audits of ACMS require that, to the extent possible, the auditors be independent of the units and processes being audited. This principle, when selecting auditors and conducting audits, ensures the objectivity and impartiality of the audit process as a whole.

Within the anti-corruption management system of PJSC Enel Russia the internal audit process of ACMS relates to:

- the Audit process performed by the Internal Audit Group according to the Internal Audit Guidelines;
- internal audit processes carried out by the HSEQ departments (HQ and power plants) in accordance with Procedure No. 459 "Internal audit of the HSEQ IMS".

When carrying out internal audits of ACMS, it is also recommended to audit subsidiaries of PJSC Enel Russia at least once **every 3 years**.

7.6.2.1. Notifications

Internal audits/inspections within ACMS may be carried out including anonymous notifications.

Within the anti-corruption management system, PJSC Enel Russia implements procedures that:

- encourage and enable personnel of the company to report, with credibility or reasonable belief, on attempted, possible/actual corruption practices, any violation/deficiency of the anti-corruption management system, in a manner that protects the identity (confidentiality) of the reporting person and other persons involved, or of the person referred to in the notification;

- allow for sending notifications anonymously;
- prohibit penalties and protect against retaliation against anyone who reports, with credibility or reasonable belief, on attempted, possible or actual corruption practices or violation of the Anti-Corruption Policy or anti-corruption management system of PJSC Enel Russia;
- allow the personnel to receive advice from the relevant person about what to do when facing a problem or situation that may constitute corruption practices.

7.6.3. Management review

Management review allows for analyzing and, if required, making the required changes in the anti-corruption management system, assessing the achievement of objectives and tasks, and ensuring continuous improvement.

7.6.3.1. Top Management review

The Top management of PJSC Enel Russia periodically (at least once per a year) reviews the anti-corruption management system in order to ensure its continuous suitability, adequacy and effectiveness.

Top management review takes into account:

- status of activities following results of previous Top management reviews of ACMS;
- changes in internal and external issues/processes important to the anti-corruption management system;
- information about indicators of the anti-corruption management system, including performance review:
 - non-conformities and corrective measures, recommendations for improvement;
 - monitoring and assessment results;
 - audit results;
 - notifications on corruption/bribery;
 - results of surveys and investigations.
- nature and degree of corruption risks faced by the Company;
- effectiveness of actions taken to eliminate corruption risks;
- opportunities for continuous improvement of the anti-corruption management system.

The result of the Top Management review of the anti-corruption management system are decisions regarding the opportunities for continuous improvement of the ACMS, as well as changes in procedures and objectives of the anti-corruption management system (if required).

The recommended composition of participants for the Top management review is given in section 7.2.1.2 hereof.

7.6.3.2. Review by the Governing Body

Anti-Bribery Compliance Service one per a year prepares for the Governing Body (the Board of Directors) the information regarding the Enel Russia Anti-Corruption management system including the information from the ACMS reviews performed by the Top management and the Anti-Bribery Compliance Service (Committee), any other information it considers appropriate.

7.6.4. Review by the Anti-Corruption Compliance Service

Anti-Corruption Compliance Service (Committee):

- carries out continuous monitoring of whether the anti-corruption management system is:
 - sufficient to effectively manage the corruption risks faced by the company;
 - effectively implemented.
- informs the Top management or only the General Director of PJSC Enel Russia on compliance and extent of implementation of the anti-corruption management system, including investigation and audit results, as scheduled or if required.

7.7 IMPROVEMENT

7.7.1. Non-conformity and corrective measures

In case of non-conformities within the anti-corruption management system of Enel Russia, the anti-corruption compliance service (Committee) of PJSC Enel Russia:

- immediately responds to a non-conformity and as the case may be:
 - takes measures for its control and work with it;
 - eliminates consequences;
- assesses the need for action to address the cause of non-conformity so that it does not occur again or elsewhere:
 - re-analyzes the non-conformity;
 - identifies the causes of non-conformity;
 - determines whether such non-conformities have occurred before and whether they can potentially occur;
 - performs all required actions according to the procedure;
 - checks the effectiveness of corrective measures taken;
 - if required, makes changes in the anti-corruption management system.

Corrective measures shall be appropriate to consequences of the non-conformities identified.

The Anti-Corruption Compliance Service (Committee), with the support of the Internal Audit Group, LCA, HSEQ and the Security Group, retains confirmed documented information as evidence of:

- nature of non-conformities and follow-up actions taken;
- results of corrective measures.

Annex 1 (List of documented information of the anti-corruption management system of PJSC Enel Russia) and Annex 2 (Matrix of requirements of the anti-corruption management system) contain documents that comply with requirements of cl. 8 of international standard ISO 37001:2016.

7.7.2. Continuous improvement

In order to continuously improve the stability, adequacy and effectiveness of the anti-corruption management system, PJSC Enel Russia considers as input data the results of the senior management review of the anti-corruption management system, the results of extraordinary analyses of ACMS, information from the Anti-Corruption Compliance Service (Committee), anti-corruption objectives of PJSC Enel Russia, as well as the results of management of this process.

Improvement can be achieved through management, planning of corrective measures and actions to improve risk reduction

ANNEXES
ANNEX 1. List of documented information of the anti-corruption management system of PJSC Enel Russia (format)

The template of the ACMS Documented Information Register within anti-corruption management system of PJSC Enel Russia is an updated electronic register in Excel.

The updatable version of ACMS Documented Information Register is stored on the corporate resource.

Valid?/ Действует?	Perimeter/ Периметр	Process Owner/ Владелец процесса	Document type / Тип документа	Name of document (RUS) / Название документа (рус.)	Name of document (ENG)/ Название документа (англ.)	Number/ Номер	Version/ Версия	Date / Дата	Hyperlink to EDMS / Гиперссылка в СЭД	Hyperlink to other resource / Гиперссылка на другой ресурс
									-	
										-
										-
									-	-
									-	-

ANNEX 2. Matrix of requirements of the anti-corruption management system (format)

Matrix of requirements of the anti-corruption management system of PJSC Enel Russia is an updated electronic register in Excel.

The updatable version of ACMS Requirements Matrix is stored on the corporate resource.

N	Activity	N2	Description	Relevant documents	Relevant sections	Actions
1	Scope					
4.1	Understanding the organization and its context					
4.2	Understanding the needs and expectations of stakeholders					
4.3	Determining the scope of the anti-bribery management system (ABMS)					
4.4	Anti-bribery management system (ABMS)					
4.5.1	Bribery risk assessment	4.5				
4.5.2						
4.5.3						
4.5.4						
5.1.1	Governing Body					
5.1.2	Top Management					
5.2	Anti-bribery policy					
5.3.1	Roles and responsibilities					
5.3.2	Anti-bribery compliance function					
5.3.3	Delegated decision-making					
6.1	Actions to address risks and opportunities					
6.2	Anti-bribery objectives and planning to achieve them					
7.1	Resources					

N	Activity	N2	Description	Relevant documents	Relevant sections	Actions
7.2.1	Competence - General					
7.2.2.1	Employment Process					
7.2.2.2						
7.3.	Awareness and training					
7.4.1	Communication	7.4				
7.4.2						
7.5.1	Documented information - General	7.5				
7.5.2	Documented information - Creating and Updating					
7.5.3	Documented information - Control of documented information					
8.1	Operational planning and control					
	8.1. a-b-c)					
8.2	Due Diligence					
8.3	Controlli finanziari					
8.4	Controlli non finanziari					
8.5.1	Implementation of anti-bribery controls by controlled organizations	8.5				
8.5.2	Implementation of anti-bribery controls by business associates					
8.6	Anti-bribery commitments					
8.7	Gifts, hospitality, donations and similar benefits					
8.8	Managing inadequacy of anti-bribery controls					
8.9	Raising concerns					
8.10	Investigating and dealing with bribery					
9.1	Monitoring, measurement, analysis and evaluation					
9.2	Internal Audit					
9.3.1	Top management review					
9.3.2	Governing Body review					



PJSC Enel Russia

N	Activity	N2	Description
9.4	Review by Anti-Bribery Compliance Function		
10.1	Nonconformity and corrective action		
10.2	Continual improvement		

Relevant documents	Relevant sections	Actions
		-

ANNEX 3. Competences of the Governing Body

Charter/ ISO 37001	<i>Board of Directors of the PJSC “Enel Russia”</i>	<i>Audit and Corporate Governance Committee of the BoD of the PJSC “Enel Russia”</i>	<i>Governing Body (ISO 37001)</i>
<p>Definition</p>	<p>Article 9.1: The Company’s management bodies shall be: [...] - the Board of Directors; Article 15.1: The Board of Directors deals with general administration of the Company’s activities, except for issues within the competence of the General Shareholders’ Meeting in accordance with the Federal Law “On Joint-Stock Companies” and the present Charter. The Board of Directors plays a key role in prevention, detection and resolution of internal conflicts between the Company’s bodies, shareholders and employees, ensuring the opportunity to get effective protection for all the company’s shareholders in case of violation of their rights. If, at any stage, a conflict affects or might affect the Company’s Executive Board or General Director, it should be referred to the Board of Directors. Board of Directors’ members whose interests are or might be affected by the conflict should not participate in its resolution.</p>	<p>Article 19 of the Company’s Charter: 19.1. The Committees of the Board of Directors are set up by the decision of the Board of Directors. 19.2. The Committees of the Board of Directors are formed for preliminary consideration of issues within the competence of the Board of Directors. 19.3. The competence and procedure of the Committees are determined by the internal documents of the Company, which are approved by the Board of Directors. Article 1.2 of the Regulation on Committees of the Board of Directors of PJSC Enel Russia (hereinafter referred as «the Regulation»): The Committees of the Board of Directors of PJSC Enel Russia (hereinafter referred to as the «Committees») are established by the decisions of the Board of Directors of the Company and <i>being consulting bodies</i> are not entitled to act on behalf of the Company or its Board of Directors.</p>	<p>Group or body that has the ultimate responsibility and authority for an organization’s (3.2) activities, governance and policies and to which top management (3.6) reports and by which top management is held accountable</p> <p><i>Note 1 to entry: Not all organizations, particularly small organizations, will have a governing body separate from top management (see 3.6, Note 3 to entry).</i></p> <p><i>Note 2 to entry: A governing body can include, but is not limited to, board of directors, committees of the board, supervisory board, trustees or overseers.</i></p>
<p>Competence</p>	<p>Article 15.2: The competence of the Board of Directors includes the following issues: 15.2.1. Choosing priority directions for the Company’s activities; 15.2.2. Convening of the annual and extraordinary General Shareholders’ Meetings, except for the case when the request was made by Auditor or shareholders (a shareholder) possessing no less than 10 per cent of the voting shares in the Company regarding convening of an extraordinary General Shareholders’ Meeting, and within 5 days from the date on which such request was made the Board of Directors did not adopt a decision on convening of an extraordinary General Shareholders’ Meeting or a decision was made on refusal of its’ convening; 15.2.3. Setting of the agenda for a General Shareholders’ Meeting; 15.2.4. Determination of the date of determination (fixing) of persons entitled for participation in a General Shareholders’ Meeting and settling other issues related to the preparation and holding of the General Shareholders’ Meeting; 15.2.5. Preparation and submittal to the General Shareholders’ Meeting of the recommendations on the following issues:</p>	<p>Section 2 of the Regulation: 2.1. The Audit and Corporate Governance Committee has the task of assisting the Board of Directors in the promotion of efficient functioning of the Board of Directors of the Company as regards the issues connected with the control over finance and business activities, as well as development and improvement of the Company’s corporate governance system and practice. As part of such task, the Committee shall be entrusted, in particular, with the following duties: 2.1.1. Preliminary examination, analysis of the Company’s annual report and the annual financial statement of the Company;</p>	<p>When the organization has a governing body, that body shall demonstrate leadership and commitment with respect to the anti-bribery management system by: a) approving the organization’s anti-bribery policy; b) ensuring that the organization’s strategy and anti-bribery policy are aligned; c) at planned intervals, receiving and reviewing information about the content</p>

Charter/ ISO 37001	<i>Board of Directors of the PJSC “Enel Russia”</i>	<i>Audit and Corporate Governance Committee of the BoD of the PJSC “Enel Russia”</i>	<i>Governing Body (ISO 37001)</i>
	<p>15.2.5.1. Reorganization of the Company; 15.2.5.2. Increasing of the Company’s charter capital by means of increasing the nominal value of shares 15.2.5.3. Increasing of the Company’s charter capital by means of placement of additional shares; 15.2.5.4. Establishment of the date for which the persons entitled to receive the dividends are determined; 15.2.5.5. Split or consolidation of the Company’s shares; 15.2.5.6. Taking a decision on consent to perform or subsequent approve transactions in the conclusion of which certain persons have an interest in cases stipulated in Item 10.2.22 of this Charter; 15.2.5.7. Taking a decision on consent to perform or subsequent approve the major transaction involving assets, value of which amounts to more than 50 per cent of the book value of the Company’s assets; 15.2.5.8. Taking a decision on consent to perform or subsequent approve the major transaction involving assets, which value is from 25 to 50 per cent of the book 30 value of a Company’s assets, if unanimous consent of the Board of Directors regarding approval of such major transaction is not obtained and the Board of Directors made a decision to introduce the question on approval of such major transaction for the General Shareholders’ Meeting decision; 15.2.5.9. Participation in financial industrial groups, associations and other unions of commercial companies; 15.2.5.10. Approval of internal documents regulating the activities of the Company’s bodies; 15.2.5.11. Transfer of powers of the sole executive body of the Company to the managing organization (person); 15.2.5.12. Decrease of the share capital of the Company through the decrease of the par value of shares; 15.2.5.13. The amount of dividend on shares of each category (type) and the procedure for its payment; 15.2.5.14. On any other issues included into the agenda of the general Shareholders’ Meeting. 15.2.6. Placement of additional shares into which the certain type of preferred shares distributed by the Company are converted, and that are convertible into ordinary shares, or other types of preferred shares, if such placement is not related to increase of the Company’s charter capital, as well as the bonds, not convertible into shares and other issuance securities, excluding those not convertible into shares; 15.2.7. making a decision on submission of application on listing of the Company’s shares and (or) issuance securities of the Company convertible into the Company’s shares;</p>	<p>2.1.2. Control over completeness, accuracy, and reliability of the Company’s accounting (financial) statements; 2.1.3. Selection of the candidates to the Company’s external Auditor and setting of size of payment for the services; 2.1.4. Assessment of the external Auditor’s independence and the absence of conflicts of interests, as well as of the quality of the audit of the accounting (financial) statements; 2.1.5. Ensuring the independence and objectivity of external and internal audit, as well as ensuring effective interaction of the external Auditor with the Company; 2.1.6. Ensuring the Company’s internal audit, including review of a work-plan internal audit and preliminary appointment (dismissal) of the head of the internal audit department; 2.1.7. Control over the efficiency and reliability of the internal control and risk management system; 2.1.8. Establishment and enforcement of effective risk management and internal control procedures including consideration of policies related to risk management and internal control; 2.1.9. Preventing, detecting and mitigating conditions conducive to the emergence of financial and operational risks; 2.1.10. Ensuring that the Company complies with the requirements of the laws and the stock exchange rules, as well as ethical standards, rules, procedures of the Company and of the national and international best practices in relation to corporate governance; 2.1.11. Reviewing the Company’s corporate governance system, assessing the corporate governance practices and developing recommendations on improvement of the corporate governance system; 2.1.12. Contributing to the establishment of the organizational conditions within the Company in order</p>	<p>and operation of the organization’s anti-bribery management system; d) requiring that adequate and appropriate resources needed for effective operation of the anti-bribery management system are allocated and assigned; e) exercising reasonable oversight over the implementation of the organization’s anti-bribery management system by top management and its effectiveness.</p> <p>Many organizations have some form of governing body (e.g. a board of directors or supervisory board) that has general oversight responsibilities with respect to the organization. These responsibilities include oversight regarding the organization’s anti-bribery management system. However, the governing body generally does not exercise day-to-day direction over the activities of the organization. That is the role of executive management (e.g. the chief executive officer, chief operating officer), which is referred to in this document as “top management”.</p> <p>With respect to the anti-bribery management system, the governing body should be</p>

Charter/ ISO 37001	<i>Board of Directors of the PJSC “Enel Russia”</i>	<i>Audit and Corporate Governance Committee of the BoD of the PJSC “Enel Russia”</i>	<i>Governing Body (ISO 37001)</i>
	<p>15.2.8. Setting of the price (evaluation) of assets, setting placement value or procedure for pricing and setting redemption value for issuance securities in cases stipulated in the Federal Law “On Joint-Stock Companies;</p> <p>15.2.9. Decision on acquisition of shares, bonds and other securities placed by the Company including cases specified by the Federal Law “On Joint-Stock Companies”;</p> <p>15.2.10. Election of the General Director of the Company and early termination of his (her) office, including a decision on the determination of the conditions of the labor agreement with the General Director and a decision upon early termination of the labor agreement with him (her), taking disciplinary action against the General Director and their encouragement in accordance with the labor legislation of the Russian Federation;</p> <p>15.2.11. Setting of the number of members of the Executive Board, election of the members of the Executive Board, payment of remunerations and/or reimbursement to their members and early termination of their offices, including decisions upon early termination of labour agreements with them, taking disciplinary action against the members of the Executive Board and their encouragement in accordance with the labor legislation of the Russian Federation;</p> <p>15.2.12. Making of the decision on use of the Company’s funds, approval of the budget for use of special-purpose funds and study of the results of execution of the budget for use of special-purpose funds;</p> <p>15.2.13. Approval of the Company’s internal documents except for the internal documents that regulate the activity of the Company’s bodies within the competence of the General Shareholders’ Meeting and other internal documents, approval of which is within the competence of the Company’s executive bodies according to the Charter;</p> <p>15.2.14. Establishment of branches and opening of representative offices of the Company, their liquidation;</p> <p>15.2.15. Consent to perform or subsequent approve the transactions involving assets, which value is from 25 to 50 per cent of the book value of a Company’s assets, except for the case indicated in Item 10.2.24 of the Charter;</p> <p>15.2.16. Submission for the decision of the General Shareholders’ Meeting the question on the consent to perform or subsequent approve of the transactions involving assets, which value is from 25 to 50 per cent of the book value of a Company’s assets in case when the unanimous vote was not reach on the matter;</p> <p>15.2.17. Consent to perform or subsequent approve transactions in the conclusion of which certain persons have an interest, which are not assigned by the Charter of the Company to the competence of the General Shareholders’ Meeting, including the following cases:</p>	<p>to prevent bad faith actions on the part of the company’s employees and third parties;</p> <p>2.1.13. Control over special investigations relating to potential fraud or misuse of insider or confidential information;</p> <p>2.1.14. Approval of Committee’s budget prepared as per the management’s conclusion on the possibility to finance the proposed budget.</p> <p>2.1.15. Other issues related to the abovementioned paragraphs (excluding those within the competence of the other Committees of the Company), as well as other issues assigned by the Company’s Board of Directors.</p>	<p>knowledgeable about the content and operation of the management system and should exercise reasonable oversight with respect to the adequacy, effectiveness and implementation of the management system. It should regularly receive information regarding the performance of the management system through the management review process (this might be to the entire governing body, or to a committee of the body, such as the audit committee). In this respect, the anti-bribery compliance function should be able to report information about the management system directly to the governing body (or the appropriate committee thereof).</p> <p>A.5.2 Some organizations, particularly smaller ones, might not have a separate governing body, or the roles of the governing body and executive management might be combined in one group or even one individual. In such cases, the group or individual will have the responsibilities allocated in this document to top management and the governing body.</p>

Charter/ ISO 37001	Board of Directors of the PJSC “Enel Russia”	Audit and Corporate Governance Committee of the BoD of the PJSC “Enel Russia”	Governing Body (ISO 37001)
	<p>15.2.17.1. The value of a transaction or a number of interrelated transactions, or the price or book value of property where the acquisition, disposal or the potential disposal of such property is less than 2 per cent of the book value of the Company’s total assets as specified in the Company’s financial statements at the last reporting date, other than transactions specified in paragraph 15.2.17.2 of the present Charter;</p> <p>15.2.17.2. The transaction or a number of interrelated transactions constitute sale of ordinary shares accounting for 2 and less than 2 per cent of ordinary outstanding shares of the Company and ordinary shares into which outstanding issuance securities, which are convertible into shares, may be converted;</p> <p>15.2.18. Submission for the decision of the General Shareholders’ Meeting the question on the consent to perform or subsequent approve of the transactions specified by Item 15.2.17 of this Charter in the case when a number of the members of the Board of Directors are not interested in the transaction and meeting the requirements set by clause 18.12 of the Charter is less than 2 Directors. The Company follows the provisions of the Federal Law “On Joint-Stock Companies”, including Chapter XI of the Federal Law “On Joint-Stock Companies” in all other issues related to the approval of related-party transactions, which are not specified by the present Charter.</p> <p>15.2.19. Approval of the Registrar of the Company and terms of the agreement with him, as well as termination of agreement;</p> <p>15.2.20. Approval of the decision on issue of the securities, the securities prospectus, the reports of results of the securities’ issue, which are stipulated by the Federal Law “On the Securities’ Market”;</p> <p>15.2.21. Approval of reports on the results of acquisition of the shares from Company’s shareholders, reports on the results of the retirement of the shares, reports on the results of making the requests by the shareholders for redemption of shares owned by them, which are stipulated by the Federal Law “On Joint-Stock Companies”;</p> <p>15.2.22. Approval on overlapping by the General Director and members of the Executive Board of their posts with the posts of managing bodies in other organizations;</p> <p>15.2.23. Election of the Chairman of the Board of Directors and early termination of his/her powers;</p> <p>15.2.24. Election of the Deputy Chairman of the Board of Directors and early termination of his/her powers;</p> <p>15.2.25. Election of the Corporate secretary and early termination of his/her powers;</p> <p>15.2.26. Formation of the Committees of the Board of Directors, approval of the Regulations on the Committees of the Board of Directors; consideration of the issue</p>		<p><i>NOTE Leadership commitment is sometimes referred to as “tone at the top” or “tone from the top”.</i></p>

Charter/ ISO 37001	Board of Directors of the PJSC “Enel Russia”	Audit and Corporate Governance Committee of the BoD of the PJSC “Enel Russia”	Governing Body (ISO 37001)
	<p>as to whether the composition of the Committees of the Board of Directors meets the tasks of the Board of Directors and the Company business objectives;</p> <p>15.2.27. Recommending on the voluntary (obligatory) offer, obtained by the Company according to Chapter XI.1 of the Federal Law “On Joint-Stock Companies”;</p> <p>15.2.28. Making of the decision on the temporary suspension of the powers of the managing organization (person);</p> <p>15.2.29. Making of the decision on appointing the Acting General Director in the case of making of the decision on the termination of the powers of the managing organization (person);</p> <p>15.2.30. Proposal to the General Shareholders’ Meeting that the Company’s charter capital be reduced to an amount which is less than the value of its net assets if it is discovered as a result of an audit that the value of the Company’s net assets is less than its charter capital;</p> <p>15.2.31. Consideration of report of the General Director on activities of the Company (including performance of job duties of the General Director), on executing of decisions of the General Shareholders’ Meeting and the Board of Directors;</p> <p>15.2.32. Approval of appraiser(s) candidacy for the purpose of determination of the value of the shares, property and other assets of the Company in cases stipulated by the Federal Law “On Joint Stock Companies”, the present Charter and special Decisions of the Board of Directors;</p> <p>15.2.33. Approval before making (hereinafter – “preliminary approval”) the transactions on alienation / disposal of Company’s shares;</p> <p>15.2.34. Preliminary consent on participation of the Company in newly incorporated entities (with the exception of participation in financial industrial groups, association and other unions of commercial entities), including establishing, withdrawal from such entities, as well as acquisition, alienation, transfer, cession or encumbrance of Company’s shares/participation interest in other commercial organizations;</p> <p>15.2.35. Giving recommendations for the Company’s representatives at the general shareholders’ (participants’) meetings of subsidiaries and dependants in regard to the following issues of agenda to be discussed and resolved upon at the general shareholders’ (participants’) meetings of such subsidiaries and dependants:</p> <ul style="list-style-type: none"> - Any change of the subsidiary’s charter; - Reorganization and liquidation of the subsidiary; - Increase/decrease of the charter capital of the subsidiary; - Placement of securities of the subsidiary, convertible into shares; - Delisting of the company’s securities of the subsidiary convertible into the Company’s shares. - Major transaction with value more than 25 % of the subsidiary’s book value; 		



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	<ul style="list-style-type: none"> - Related party transaction with value more than 2% PJSC Enel Russia’s book value; - Transfer of the powers of the subsidiary’s General Director to the managing company; - Appointment of the managing company as sole executive body of the subsidiary; - Suspension of the powers of the managing company. <p>15.2.36. Giving recommendations for the Company’s representatives at the general shareholders’ (participants’) meetings of subsidiaries and dependants in regard to the following issue of agenda to be discussed and resolved upon at the general shareholders’ (participants’) meetings of such subsidiaries and dependants: - the decision to reduce the subsidiary’s charter capital to an amount which is less than the value of its net assets if it is discovered as a result of an audit that the value of the subsidiary’s net assets is less than its charter capital.</p> <p>15.2.37. Giving recommendations for the Company’s representatives at the general shareholders’ (participants’) meetings of subsidiaries and dependants in regard to the issues of agenda to be discussed and resolved upon at the general shareholders’ (participants’) meetings of such subsidiaries and dependants (unless specified above in Items 15.2.35 and 15.2.36 of the present Charter) and preliminary approval of the powers of attorney for such representatives to represent the Company in the relevant general shareholders’ (participants’);</p> <p>15.2.38. Approval of candidates to be nominated to the sole executive body, to other management and control bodies, as well as candidates to be nominated to the auditors of the organizations the Company participates in;</p> <p>15.2.39. Approval of (i) the business plans (and any amendment thereof), (ii) the report of the General Director on business plans results, (iii) the budget of the Company (and any amendment thereof), (iv) the annual and quarterly report of the General Director;</p> <p>15.2.40. Preliminary approval of the annual report of the Company, annual accounting (financial) statements, and allocation of profit and losses upon reporting year results;</p> <p>15.2.41. Approval of the list of the key managers of the Company and any amendment thereof, as well as approval of the candidates for the offices of the key managers of the Company;</p> <p>15.2.42. Approval of a candidate to the position of the Head of the structural subdivision, performing internal audit;</p> <p>15.2.43. Setting of the procurement policy of the Company;</p> <p>15.2.44. Approval of the Company’s KPIs, and KPI reports;</p> <p>15.2.45. Preliminary approval of construction contracts (including new constructions) and/or contracts on performance of works on technical upgrading and/or reconstruction of power plants, modernization and/or replacement of</p>		

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	<p>equipment (including the acquisition and delivery of the new equipment to the purpose of modernization and/or replacement of equipment) with the amount higher than RUR 1 billion, if such contracts were not included in investments 34 projects;</p> <p>15.2.46. Preliminary approval of transactions related to execution of work and/or rendering services on repair and/or operational maintenance of power plants, including acquisition and delivery of necessary repair parts and consumables with the amount higher than RUR 0,5 billion;</p> <p>15.2.47. Approval of the investment projects having a calculation value higher than RUR 1 billion;</p> <p>15.2.48. Preliminary approval of transactions having strategic relevance for the Company;</p> <p>15.2.49. Preliminary approval of loan agreements and credit agreements and/or transactions with derivative financial instruments (including agreements for covering financial risks) with a term above 12 months;</p> <p>15.2.50. Preliminary approval of bank guarantee agreements (for the Company's obligations) with the term of 12 months and above or with the value exceeding RUR 3,5 billion</p> <p>15.2.51. Preliminary approval of loan and credit agreements and/or other transactions with derivative financial instruments (including agreements for covering financial risks) with a term 12 months and less and with a value higher than RUR 3,5 billion;</p> <p>15.2.52. Preliminary approval of transactions related to undertaking by the Company of securities in the interest of third parties with a value higher than RUR 5 million;</p> <p>15.2.53. Preliminary approval of transactions related to undertaking by the Company of obligations based on bills of exchange, promissory notes and other securities, including issuance of bills of exchange, promissory notes and other securities as well as undertaking of sureties based on bills of exchange, promissory notes and other securities;</p> <p>15.2.54. Preliminary approval of any services agreements with a value higher than RUR 200 million and services agreements with the value higher than RUR 15 million, which costs are not included in the current Company's budget;</p> <p>15.2.55. Preliminary approval of transaction related to purchase, sale and delivery of power, capacity and heat with a value higher than RUR 10 billion;</p> <p>15.2.56. Preliminary approval of transaction related to purchase, sale and delivery of fuels with a value higher than RUR 7,5 billion;</p> <p>15.2.57. Preliminary approval of transaction related to undertaking by the Company of obligations for covering commodity risk for a value higher than RUR 2,5 billion;</p> <p>15.2.58. Preliminary approval of transactions with derivative financial instruments on power market for amounts higher than RUR 5 billion;</p>		

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	<p>15.2.59. Preliminary consent on purchase and sales of quotas for gas emission and acquiring other obligations and rights linked to the reduction of such emission according to the EC Directive No. 2003/87/CE and the Kyoto protocol for amounts higher than RUR 3,5 billion;</p> <p>15.2.60. Approval of the annual charity program;</p> <p>15.2.61. Preliminary approval of transactions related to compensation-free transfer of the Company’s property or property rights (claims) to a third party with a value higher than RUR 400,000, not included in annual charity program;</p> <p>15.2.62. Preliminary approval of transactions related to release from obligations of the 35 Company third parties with a value higher than RUR 400,000;</p> <p>15.2.63. Preliminary approval of transactions related to free rendering of services or execution of works by the Company in favor of third parties with a value higher than RUR 400,000, not included in annual charity program;</p> <p>15.2.64. Preliminary approval of transactions related to novation and assignment of rights agreements, if the discrepancy amount between the old obligation and the new one will be higher than RUR 3 million;</p> <p>15.2.65. Preliminary consent on execution of the functions of management company in other commercial organization as well as preliminary approval of contracts on execution of the functions of management company in other commercial organization;</p> <p>15.2.66. Approval of the insurance strategy of the Company;</p> <p>15.2.67. Preliminary approval of the conditions of settlement agreements with a value higher than RUR 25 million;</p> <p>15.2.68. Determining of policy of non-core assets for real estate sale, as well as preliminary approval of transaction on sale, purchase, any kind of transfer of and creation of any mortgage on real estate of the Company with a value higher than RUR 15million;</p> <p>15.2.69. Preliminary approval of transactions (unless specified above in Item 15.2 of the present Charter and with the exception of transactions to be made by the Company in compliance with federal laws and/or other legal acts of the Russian Federation with the prices fixed by state authorities, as well as to public contracts and/or adhesion contracts) having a value higher than RUR 200 million; and transactions to be made by the Company in compliance with federal laws and/or other legal acts of the Russian Federation with the prices fixed by state authorities, as well as to public contracts and/or adhesion contracts, which costs are not included in the current Company’s budget;</p> <p>15.2.70. Recognition of the member of the Company Board of Directors as independent (a candidate to become a member of the Company Board of Directors);</p> <p>15.2.71. Setting of the Senior Independent Director;</p>		



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	<p>15.2.72. Approval of open auction conditions or participation in it in case if a transaction (transactions) with interest can be concluded by the Company based on the auction;</p> <p>15.2.73. Approval of the semiannual and annual Consolidated Financial Statements prepared in accordance with the International Financial Reporting Standard adopted and applied in the Russian Federation;</p> <p>15.2.74. Approval of the report on the related party transactions made by the Company in the accounting year;</p> <p>15.2.75. Recognition of the action as a significant corporate action for the Company;</p> <p>15.2.76. Consideration of the issues related to compliance by the Company with its Information Policy;</p> <p>15.2.77. Consideration of the issues related to compliance by the Company with its Risk management policy;</p> <p>15.2.78. Approval of the Annual Internal Audit Plan and the report on fulfillment of the Annual Internal Audit Plan;</p> <p>15.2.79. Approval of the Annual Expense Budget for the structural subdivision of the Company, performing internal audit;</p> <p>15.2.80. Approval of the Work Plan of the Board of Directors of the Company;</p> <p>15.2.81. Approval of the Company's Board of Directors and Committees budgets;</p> <p>15.2.82. Consideration of the reports of the Chairmen of the Company's Board of Directors Committees;</p> <p>15.2.83. Assessment of candidates to the Board of Directors of the Company.</p> <p>15.3. The issues within the competence of the Board of Directors cannot be transferred to the General Director and Executive Board of the Company.</p>		