



APPROVED BY  
the resolution of the Board of Directors  
of PJSC Enel Russia  
September 29, 2016  
(Minutes N°8/16 dated September 29,  
2016)

Chairman of the Board of Directors

\_\_\_\_\_ Stephane Zweguintzow

**REGULATION  
ON THE HR AND REMUNERATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
of Public Joint Stock Company  
Enel Russia**

Moscow, 2016

## **1. GENERAL PROVISIONS**

1.1. The Regulation on the HR and Remuneration Committee of the Board of Directors of Public Joint-Stock Company Enel Russia (hereinafter referred to as the "Regulation") has been developed in accordance with the legislation of the Russian Federation, the Charter of the Public Joint-Stock Company Enel Russia (hereinafter referred to as the "Company", PJSC Enel Russia), Regulation on Procedure for Convening and Holding of Meetings of the Board of Directors of PJSC Enel Russia, the applicable Listing Rules of stock exchange, on which the securities of the Company are traded (hereinafter referred to as «the Listing Rules»), the Code of Corporate governance approved by the Bank of Russia.

1.2. HR and Remuneration Committee of the Board of Directors of Public Joint-Stock Company Enel Russia (hereinafter referred to as "Committee") is established by the resolution of the Company Board of Directors and is a consulting body which resolution are recommendatory to the Company Board of Directors.

1.3. The Committee is not entitled to act in the name of the Company.

1.4. The Committee acts in accordance with the present Regulation, which discloses the legal status, objectives and tasks, rights, obligations, structure and composition of the Committee. In its activities the Committee shall be governed by federal laws, other regulations of the Russian Federation, the Charter of the Company, the Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of the Company, resolutions of the Company Board of Directors.

## **2. AIMS AND FUNCTIONS OF THE COMMITTEE**

2.1. The main aim of the Committee is to provide efficient functioning of the Board of Directors of the Company as regards the issues related to effective and transparent Company policy of remuneration, paid to the members of the Board of Directors, members of the collegiate executive bodies, the persons who perform the functions of the sole executive body and the Corporate Secretary including issues related to HR planning (succession planning), professional team and effective performance of the Board of Directors and executive bodies of the Company.

2.2. The main functions of the Committee include:

1) as to remuneration:

a) development and periodic review of the Company remuneration policy for the members of the Board of Directors, members of the collegiate executive body of the Company and the person who performs the functions of the sole executive body, as well as supervision of its introduction and implementation;

b) preliminary assessment of the Company collegiate executive body and the sole executive body performance at the end of the year in accordance with the Company remuneration policy;

c) development of terms and conditions on early termination of labor contracts with the members of the collegiate executive body of the Company and the person who performs the functions of the sole executive body of the Company including all the material liabilities of the Company and the terms of their provision;

d) development of recommendations to the Board of Directors to determine the size of remuneration and the principles of bonus payment program for the Company Corporate Secretary (head of the structural unit, who fulfills the functions of the Corporate Secretary);

2) as to HR issues:

a) perform annual detailed and formalized procedure for self-assessment or external evaluation of the performance of the Board of Directors and its members as

well as the Committees of the Board of Directors, define priority directions to strengthen the composition of the Board of Directors;

b) interaction with shareholders which should not be limited to the range of major shareholders with a purpose to issue recommendations to the shareholders regarding election of candidates to Board of Directors;

c) planning of HR appointments including continuity of activity, members of the collegial executive body and the sole executive body, issue of recommendations to the Board of Directors regarding the candidates for the position of the Corporate Secretary (head of structural unit who performs the functions of the Corporate Secretary), members of the executive bodies of the Company and the candidates for the offices of the first level of the general organizational structure of the Company.

### **3. COMPETENCE OF THE COMMITTEE**

3.1. To implement the above-mentioned aims and tasks the Committee is authorized with the following competence:

3.1.1. Preliminary consideration, analysis and development of recommendations (conclusions) on the following issues within the competence of the Board of Directors of the Company:

- 1) election of the General Director of the Company and early termination of his office, including a decision related to setting the conditions of the labor contract with the General Director and early termination of the labor contract with him/her;
- 2) setting of the number of members of the Executive Board, election of the members of the Executive Board, decision on the conditions of their labor contracts, early termination of their offices including decisions upon early termination of labor contracts with them;
- 3) submittal of the issue, which regards to delegation of powers of the sole executive body of the Company to the managing organization (person) and early termination of the powers of the managing organization (person), to the General Shareholders Meeting.
- 4) approval of the terms and conditions of the labor contracts (including the term of office and size of remunerations and compensations) executed with the General Director of the Company, members of the Executive Board, managing organization (person), as well as making changes to these contracts;
- 5) recommendations to the Company General Shareholders Meeting on the size of remunerations and (or) compensations paid to members of the Board of Directors of the Company;
- 6) recommendations to the Company General Shareholders Meeting on the size of remunerations and (or) compensations paid to the members of Internal Audit Commission of the Company;
- 7) making a decision on the suspension of powers of the managing organization (person);
- 8) making a decision on the appointment of the Acting General Director of the Company and the decision on bringing him/her to the disciplinary responsibility;
- 9) bringing the General Director and the members of the Executive Board of the Company to the disciplinary responsibility, and providing incentives for them in accordance with the labor legislation of the Russian Federation;
- 10) approval of candidates for certain positions of the first line of the organizational structure of the Company;
- 11) approval of the first line of the organizational structure of the Company and making changes to it;
- 12) setting a size of remuneration for the Company Corporate Secretary (head

- of structural unit who performs the functions of the Corporate Secretary);
- 13) other issues related to the above-mentioned paragraphs (excluding those within the competence of the other Committees of the Company), as well as other issues by the order of the Board of Directors of the Company.

#### **4. RIGHTS OF THE COMMITTEE**

- 4.1. To implement its functions the Committee is authorized to:
- 1) conduct studies on the issues within its competence;
  - 2) request and receive information and documents which are necessary for its activities from the General Director and the Company's officials, in accordance with the list ratified by the decision of the Committee, as well as request such information from third-party organizations with the help of the Chairman of the Board of Directors or the General Director of the Company;
  - 3) receive professional services from the third-party organizations (including on the contractual basis), or engage third parties as experts (consultants), which have specific knowledge on the issues within the competence of the Committee, within the Committee's budget. The contracts with the persons engaged by the Committee for consulting services shall be executed, based on the corresponding decision of the Committee by an authorized Company's official as advised by the Chairman of the Committee or by the Chairman of the Committee on the basis of the power of attorney granted by the sole executive body of the Company in accordance with the procedure set by the Company's internal documents;
  - 4) invite the employees and the management of the Company, members of the other Committees of the Board of Directors of the Company, as well as other persons for participation in the meetings of the Committee in-*praesentia*.
  - 5) if necessary, develop drafts of changes and amendments to the present Regulation and submit them to the Board of Directors of the Company for approval.
- 4.2. The Committee has other rights arising from the scope of competences of the Committee and directly related to the aims and functions of the Committee.

#### **5. OBLIGATIONS OF THE COMMITTEE**

- 5.1. The Committee shall:
- 1) fulfill in good faith the Committee's tasks and carry out its activities in accordance with the present Regulation, requirements of the Russian legislation, the Charter and the internal documents of the Company;
  - 2) provide the Board of Directors with economically efficient and legally sound recommendations (conclusions) on the issues belonging to the competence of the Committee;
  - 3) timely inform the Board of Directors of the Company about the risks the Company is subject to;
  - 4) follow the confidentiality requirements, not disclose any information about the Company which represents commercial and/or official secret.

#### **6. COMMITTEE COMPOSITION AND FORMATION PROCEDURE, RIGHTS AND OBLIGATIONS OF THE COMMITTEE MEMBERS**

6.1. The Committee shall comprise not less than 3 (three) and not more than 7 (seven) members, which shall be determined by the resolution of the Company Board of Directors.

6.2. Members of the Committee are elected by the Board of Directors of the Company by a majority vote of the Board members, which take part in the meeting of the Board of Directors, out of those candidates, which were nominated by the

members of the Company Board of Directors.

6.3. The proposals of the members of the Board of Directors for candidates to be elected to the Committee shall be submitted to the Corporate Secretary of the Company in written form or by e-mail not later than 12 (twelve) calendar days prior to the date of the meeting of the Board of Directors (the deadline date for receipt of ballots for absentee voting) the agenda of which includes the issue of election of members of the Committee.

6.4. The proposal for nominating a member (members) to the Committee shall include the following information about the candidate:

- Full last, first and middle names of the candidate;
- Place of work, position of the candidate as of the nomination date;
- Work record of the candidate over the last 5 (five) completed financial years before the date of sending the proposal.

The Committee is recommended to be formed only from independent members of the Board of Directors of the Company.

6.5. Independence of the members of the Board of Directors is determined in accordance with the applicable listing rules.

6.6. During the election of the Committee members, preference shall be given to the candidates having higher economic or legal education and/or having experience in HR management, HR planning.

6.7. Members of the Committees shall be elected in accordance with the terms and conditions of the present Regulation until the first meeting of the newly elected Board of Directors.

6.8. The office of each member of the Committee can be terminated early by the resolution of the Company Board of Directors of the Company.

6.9. The Chairman of the Committee and its members can leave office by submitting the corresponding application to the Chairman of the Company Board of Directors and to the Chairman of the Committee.

6.10. In the event that the number of the Committee members is below the quorum for the Committee meetings determined by the Regulation, the Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors, or include the issue about the election of the Committee members into the agenda of the next planned meeting of the Company Board of Directors.

6.11. Acting within the Committee's competence, members of the Committee are entitled to:

- 1) request documents and information, which are necessary for making decisions on issues within the competence of the Committee from the General Director of the Company and the Company's officials, in accordance with the list approved by the decision of the Committee. An enquiry must be made in written form or by e-mail;
- 2) make written proposals or by e-mail on the work plan of the Committee;
- 3) introduce issues to the agenda of the Committee meetings in accordance with the procedure established by the Regulation;
- 4) request to convene a meeting of the Committee;
- 5) exercise other rights stipulated by the Regulation.

6.12. Members of the Committee shall study the materials for the Committee meeting and form their own opinion on each of the agenda issues for the meeting.

6.13. While exercising their rights and fulfilling their obligations, members of the Committee must act in the interests of the Company, execute their rights and fulfill their obligations to the Company reasonably and in good faith.

## **7. CHAIRMAN OF COMMITTEE AND ELECTION PROCEDURE**

7.1. The Chairman of the Committee deals with administration of the Committee and organization of its activities.

7.2. The Chairman of the Committee is elected by the Board of Directors of the

Company from the elected members of the Committee meeting the requirements of the paragraph 6.6, by a majority vote of the members of the Board of Directors of the Company who take part in the meeting of the Board of Directors.

7.3. The Board of Directors has the right to reelect the Chairman of the Committee at any time.

7.4. If the Chairman of the Committee is absent, his functions are carried out by the Deputy Chairman. The Deputy Chairman of the Committee is a Committee member and is elected by the Committee members by a majority vote of the elected members of the Committee.

7.5. The Chairman of the Committee:

- 1) convenes the Committee meetings and chairs them;
- 2) sets the form and approves the agenda of the Committee meetings;
- 3) determines the list of persons invited to the meeting of the Committee in praesentia. Invitation to the meeting of the Committee in praesentia (the consideration of particular agenda issues) of officers and/or employees of the Company is made by sending the corresponding invitation to the General Director of the Company. The General Director of the Company shall arrange the participation of those officials and/or employees of the Company, who were invited to the Committee meeting (the consideration of particular agenda issues), or other persons, who have the authority, information and qualification necessary for efficient participation in the Committee meeting (the consideration of agenda issues, provision of information, participation in discussions and decision-making etc.);
- 4) organizes minutes taking at the Committee meetings and signs them;
- 5) represents the Committee while interacting with the Board of Directors of the Company, the other Committees of the Board of Directors, Auditor, Internal Audit Commission of the Company and other bodies and persons;
- 6) maintains the official correspondence of the Committee, signs enquiries, letters and documents on behalf of the Committee;
- 7) distributes responsibilities among the Committee members;
- 8) develops the work plan of the Committee and submits it to the Committee for approval, executes control over the implementation of decisions and work plans of the Committee;
- 9) provides compliance of the Committee's activities with the requirements of Russian legislation, the applicable listing rules, the Charter of the Company, other internal documents of the Company and the present Regulation;
- 10) carries out other functions stipulated by the legislation in force, the applicable listing rules, the Charter of the Company, the present Regulation and other internal documents of the Company.

## **8. THE COMMITTEE MEETINGS**

8.1. The Committee meetings are convened by the Chairman of the Committee in accordance with the work plan approved at a Committee meeting (regular meetings), as well as in other cases stipulated in the Regulation (extraordinary meetings).

8.2. The Work Plan of the Committee is developed by the Chairman of the Committee with due account for the approved Work Plan of the Board of Directors of the Company, proposals of the Chairman of the Board of Directors, the Committee members and resolutions of the Company Board of Directors.

8.3. The Committee meetings are held in Moscow. If decided by a majority of Committee members, meetings can be held at the address of one of the Company's branches.

8.4. When convening a Committee meeting, the Chairman of the Committee sets the date, time, place and form of the meeting, as well as the agenda and the list of persons invited to the meeting of the Committee in praesentia.

8.5. According to the Chairman of the Committee, persons who are not the members of the Committee are entitled to attend the Committee's meeting when the agenda issues are considered.

8.6. The agenda of a regular meeting is set by the Chairman of the Committee in accordance with the approved Work Plan of the Committee, resolutions of the Company Board of Directors and proposals of the Chairman of the Board of Directors.

The Committee members have the right to make proposals to form the agenda of a regular meeting of the Committee.

The Chairman of the Committee has the right to include such proposals into the agenda of a meeting in praesentia, or convene an extraordinary meeting of the Committee.

8.7. The extraordinary Committee meetings are held:

- in accordance with a notification sent by the Corporate Secretary of the Company about the meeting of the Board of Directors, the agenda of which includes an issue (issues) within the competence of the Committee as stipulated by the present Regulation;
- on the initiative of the Chairman of the Committee;
- by the resolution of the Board of Directors of the Company or by the decision of the Committee;
- at the request of the Chairman of the Board of Directors, a Committee member, the Internal Audit Commission and the external Auditor of the Company.

8.8. A request for the convening a Committee meeting, which is made by the Chairman of the Board of Directors of the Company, a Committee member, the Internal Audit Commission and the external Auditor of the Company shall be sent in written form or by e-mail to the Chairman of the Committee not later than 7 (seven) working days prior to the meeting, and shall contain the wording of the issue, reasons for the necessity to consider the issue at the meeting, a draft of the Committee's decision, as well as supplementary materials and information.

At the same time, a copy of the request for convening a Committee meeting shall be sent to the Corporate Secretary of the Company with all the appendices.

8.9. Within 1 (one) working day after the request for the convening an extraordinary meeting was made, the Chairman of the Committee makes the decision on the holding of the extraordinary meeting of the Committee, sets the date, time and place of the Committee meeting (the deadline date and time for receipt of ballots in case of absentee voting), or makes the decision on refusal to convene the extraordinary meeting of the Committee. The motivated refusal shall be sent to a person or body of the Company which (who) requires such convening, not later than on the following day after the decision on refusal was made by the Chairman of the Committee.

8.10. The decision of the Chairman of the Committee on refusal to convene an extraordinary meeting of the Committee can be made in the following cases:

- 1) issue (issues) proposed for the agenda of the meetings of the Committee is not within the competence of the Committee, as stipulated by the Regulation;
- 2) an agenda issue, which is mentioned in the request for the convening of an extraordinary meeting of the Committee, has already been included into the agenda of the next meeting to be convened by the decision of the Chairman of the Committee (the decision had been made by the Chairman before the request was received);
- 3) the form, procedure and timeframe for the making of the request for the convening of the meeting, which are set in Article 8.8. of the Regulation, have not been observed.

8.11. The Chairman of the Committee is entitled to include the issues, which are mentioned in the request for the convening of an extraordinary meeting of the

Committee, into the agenda of the nearest regular meeting of the Committee.

8.12. The notification about the holding of a Committee meeting shall contain the agenda, form of the meeting, as well as the date, place and time of the meeting (the deadline date and time for receipt of ballots for voting upon the agenda issues). The notification about the holding of a meeting is issued by the Corporate Secretary of the Company and signed by the Chairman of the Committee or the Deputy Chairman of the Committee (in cases stipulated by the present Regulation). The notification (in Russian and English) about the holding of a meeting shall be sent to Committee members and persons invited to the Committee meeting in praesentia, not later than 3 (three) calendar days before the date of the Committee meeting (the deadline date for receipt of ballots in case of absentee voting).

The materials and information on the agenda issues shall be sent to the Committee members and persons invited to the Committee meeting in praesentia attached to the notification about the holding of the Committee meeting.

The materials on the agenda issues of the Committee meeting shall contain drafts of decisions on the agenda issues. The issue (preparation) of the drafts is organized by the Chairman of the Committee, except for the cases of the Committee's consideration of the issues at the request of the persons mentioned in Article 8.8. of the present Regulation. The materials on agenda issues for the meeting of the Committee shall be submitted in Russian and English.

The persons, who are invited to the meeting of the Committee in praesentia, shall receive the materials on those agenda issues, in the discussion of which they are supposed to participate.

The notification and materials (information) on the agenda issues can be provided (sent) to the Committee members and persons invited to the meeting of the Committee in praesentia personally, by fax or e-mail.

8.13. If the issues to be discussed at an extraordinary meeting of the Committee are of high urgency, the timeframe for the convening of the extraordinary meeting and dispatch of materials on the agenda issues of such meeting can be limited by the decision of the Chairman of the Committee.

At the meeting of the Committee in praesentia (held in the form of joint presence of its members), issues not included into the agenda can be considered if agreed upon by all the present members of the Committee.

8.14. On the receipt of the notification about the meeting of the Board of Directors of the Company, the agenda of which includes issues within the competence of the Committee as set by the present Regulation, from the Corporate Secretary of the Company, the Chairman of the Committee shall take all measures possible to timely hold Committee meetings for making recommendations (decisions) on the given agenda issues of the meeting of the Board of Directors of the Company, and send such recommendations (decisions) to the Board of Directors in accordance with the approved Regulation on Convening and Holding of Meetings of Board of Directors of the Company.

## **9. PROCEDURE OF THE COMMITTEE MEETINGS**

9.1. The Committee meetings can be held in the form of joint presence of Committee members (meeting in praesentia), or in the form of absentee voting on the agenda issues (meeting in absentia).

9.2. The Committee meeting in praesentia is opened by the person presiding over the meeting – the Chairman of the Committee, or his (her) deputy if the Chairman is absent.

9.2.1. The Committee members and persons invited to the meeting take part in the Committee meeting in praesentia.

9.2.2. The Committee meetings may be hold with the help of any means of telecommunication (including telephone, audio-video-conference devices and etc.) provided that the chosen telecommunication mean allows the Committee member to



take direct participation in the meeting.

9.2.3. The Corporate Secretary acts as the secretary of the Committee.

9.2.4. The Corporate Secretary ascertains the presence of the quorum for the meeting of the Committee in praesentia.

9.2.5. The chairperson informs the attending persons about the presence of the quorum for the Committee meeting and announces the meeting agenda. If there is no quorum, the meeting is declared not competent to act. In this case, the chairperson makes one of the following decisions:

1) sets the adjournment date for the meeting by consulting with the persons present at the meeting;

2) sets the date for the repeat meeting with the same agenda;

3) includes the issues, which were to be considered at the failed meeting, into the agenda of the next planned Committee meeting.

9.2.6. A meeting of the Committee in praesentia is competent (has the quorum) if at least half of the elected Committee members are present at the meeting.

9.2.7. The Committee members participating in a meeting by means of audio-video conferencing, are considered to be present. While defining the results of voting on the agenda issues of the Committee meeting in praesentia, if at least half of the Committee members are present, the written opinions of the absent Committee members shall be taken into account, provided these opinions have been executed and received in accordance with the procedure set by the subparagraph 9.2.9. of the present Regulation.

9.2.8. On the day of the meeting of the Committee in praesentia, the Corporate Secretary of the Company issues ballots in accordance with Appendix 1 to the present Regulation based on the results of discussion of the agenda issues and voting of the present members of the Committee, and sends them to the absent Committee members by courier mail, or by fax and (or) e-mail.

9.2.9. While filling in a ballot, a Committee member shall leave only one of the voting options ("for", "against", "abstained") not crossed-out against each of the voting issues. The filled-in ballot must be signed by the Committee member with indication of his/her last name and abbreviated first name(s) (initials).

The filled-in and signed ballot must be submitted by the Committee member to the Corporate Secretary of the Company in the time and manner set in the ballot.

The Committee member may email to the Corporate Secretary with attached message containing one of the possible options for a vote ("for", "against", "abstained") on each issue included in the ballot (voting by email) instead of filled and signed ballot, and the email shall allow to determine the position of the Committee member on the agenda issues. The Committee member, voted via e-mail without filling in the ballot, is considered to be a participant of voting, and his voice is taken into account when the results of the vote are summed up.

The ballot and email voting message may be executed in Russian and English depending on the choice of the Committee member.

9.2.10. Voting by ballot that was filled in with non-compliance with the requirements stipulated in the first paragraph of subparagraph 9.2.9. of the present Regulation, or by email, that does not allow to determine the Committee member's opinion on the issue put to voting, will not be taken into account during vote counting in a part of the relevant issue.

Ballot or email voting message received by the Corporate Secretary of the Company not within the timeframe set in the ballot are considered to be invalid and will not be taken into account during vote counting and determining the voting results.

9.2.11. The results of voting on the agenda issues of the Committee meeting in praesentia are drawn (tabulated) on the basis of the voting results of the present Committee members as well as the ballots filled in and signed by the Committee members, which have been received by the Corporate Secretary of the Company via email within the established timeframe. The voting results are drawn after the

deadline for the receipt of the ballots.

9.3. The decision on the holding of the Committee meeting in absentia shall be made by the Chairman of the Committee.

9.3.1. For the Committee meeting in absentia, the Committee members receive the materials (information) on the agenda issues and absentee ballots for voting on the agenda issues, which are executed in accordance with Appendix 1 to the Regulation.

9.3.2. While filling in a ballot during absentee voting, the Committee member shall leave only one of the voting options ("for", "against", "abstained") not crossed-out against each of the voting issues. The filled in ballot must be signed by the Committee member with indication of his/her last name and abbreviated first name(s) (initials).

The filled in and signed ballot must be given by the Committee member to the Corporate Secretary of the Company in the time and manner set in the ballot.

The Committee member may send an email to the Corporate Secretary containing one of the possible vote options ("for", "against", "abstained") on each issue included in the ballot (voting by email) instead of filled in and signed one, and this allows to define the position of the Committee member on agenda issues. The Committee member, voted via e-mail without filling in the ballot, is considered to be a participant of voting, and his voice is taken into account when the results of the vote are summed up. The ballot and email voting message may be executed in Russian and English depending on the choice of the Committee member.

9.3.3. Voting by ballot filled with non-compliance with the requirements stipulated in the first passage of subparagraph 9.3.2. of the present Regulation or by email that does not allow to determine the Committee member's opinion on the issue put to voting will not be taken into account during votes counting in a part of the relevant issue.

The ballot or email voting message received by the Corporate Secretary of the Company not within the timeframe set in the subparagraph 9.3.2. of the present Regulation will be considered to be invalid and will not be taken into account during the determining of the quorum, necessary for making a decision by absentee ballots, votes counting and determining the voting results.

9.3.4. The Committee meeting in absentia has the quorum if more than half of the elected Committee members participate in the meeting.

9.3.5. Those members of the Committee, whose ballots were received by the Corporate Secretary of the Company not later than the deadline date and time for the receipt of voting ballots, are considered to have taken part in the meeting in absentia.

9.4. Decisions at the Committee meetings are made by a simple majority of votes of the elected Committee members.

9.5. For the resolution of the meeting issues, each Committee member has one vote. One Committee member is not allowed to transfer his/her voting right to another member of the Committee or other person.

9.6. The Corporate Secretary of the Company shall draw up the minutes of the Committee meeting not later than 3 (three) working days after the meeting.

9.7. The minutes of the Committee meeting shall be signed by the chairperson of the meeting and the Corporate Secretary of the Company. The minutes shall be drawn up in two original copies. One copy shall be sent by the Corporate Secretary to the Board of Directors of the Company and supplemented with all the materials and recommendations prepared for it, within 1 (one) working day after its execution; the other copy shall be kept in the archive of the Committee. All the Committee members shall receive copies of the minutes, prepared materials and recommendations.

9.8. The chairperson and the Corporate Secretary of the Company shall be responsible for the correctness of the minutes. The Corporate Secretary is a person responsible for the storage of the minutes, ballots, materials and recommendations of the Committee.

9.9. The minutes of the Committee meeting shall contain the following information:

- 1) form of the meeting;
- 2) date, place and time of the meeting (the deadline date and time for the receipt of ballots);
- 3) list of the Committee members, who took part in the consideration of the agenda issues, indicating the form of voting (voting in person or absentee, voting by email), as well as the list of persons, who were present at the meeting in praesentia;
- 4) agenda;
- 5) proposals of the Committee members on the agenda issues;
- 6) voting issues, voting results, indicating the type of voting of each Committee member;
- 7) decisions made.

9.10. If desired so by a member of the Committee, the Minutes of the Committee meeting can include the summary of his (her) opinion (special opinion) on the agenda issues of the Committee meeting and its decisions. Such an opinion is prepared by the Committee member and given to the Corporate Secretary of the Company.

## **10. INTERACTION WITH BODIES OF COMPANY AND OTHER PERSONS**

10.1. While executing its activities, the Committee maintains efficient working relations with the management and control bodies, structural units of the Company, and other organizations and persons.

10.2. The Chairman and the Corporate Secretary of the Company shall provide well-coordinated informational and technical interaction of the Committee with the Board of Directors, executive bodies, control bodies and structural units of the Company, as well as the other Committees of the Board of Directors of the Company.

10.3. The General Director and officers of the Company in accordance with the list approved by the decision of the Committee, shall provide the information and materials, which are necessary for Committee members to make decisions on the issues within the Committee's competence, if such request, signed by the Chairman of the Committee, was made.

The above-mentioned information and materials shall be provided not later than 3 (three) working days after such request was made, unless a longer timeframe is set in the request.

If incomplete or unreliable information (materials) was provided to the Committee, Committee members have the right to enquire additional information (materials).

10.4. The recommendations (conclusions), which have been prepared (worked out) by the Committee, shall be submitted by the Chairman of the Committee to the Board of Directors of the Company. At the same time, the Chairman shall also provide copies of the given recommendations (conclusions) to the General Director of the Company.

## **11. CONFIDENTIALITY**

11.1. While fulfilling the obligations of Committee members, as well as during one year after the end of office in the Committee, those persons, who are (or were in the past) members of the Committee, the Corporate Secretary of the Company and third persons involved into the activities of the Committee shall comply with the confidentiality requirements in respect of the information which is not public, which they have obtained in connection with their activities in the Committee. The definition of the information with limited access (the nonpublic information), which relates to the activities of the Company, and its composition, shall be set by the decision of the

authorized management body of the Company.

11.2. All the documents related to the activities of the Committee, shall be stored at the registered address of the Company in accordance with the procedure set by the Company. The Corporate Secretary of the Company is responsible for the storage of the given documents.

## **12. ENSURING OF COMMITTEE'S ACTIVITIES**

12.1. For provision of the Committee's activities during the setting of the budget expenditure of the Company, a separate expenditure item is envisaged. The Committee's expenses, in particular, include remunerations and compensations paid to the Chairman of the Committee and its members, expenses related to involvement of outside consults, and other expenses.

12.2. By the decision of the Board of Directors of the Company, Committee members may receive remunerations and compensations for the expenses related to the exercise of their powers. The size of such remunerations and compensations, payment timeframes and order shall be set by a separate decision of the Board of Directors of the Company.

12.3. The proposal on the size of the Committee's budget (with the disclosure of detailed information), shall be prepared at a Committee meeting and sent to the Board of Directors of the Company for ratification.

The draft of the Committee's budget shall be supplemented by the conclusion of the General Director of the Company about the possibility of the financing of the proposed budget to the planned extent within the framework of the conduct of the Company's economic activities in the corresponding planning period.

12.4. The Corporate Secretary of the Company is a person responsible for the preparation of the draft of the Committee's budget and its submittal to the Board of Directors for its ratification.

12.5. In order to hold Committee meetings, at the request of the Chairman of the Committee, the General Director of the Company shall provide the Committee with an office (premise), with unrestricted access to the office of the persons, listed in the request, as well as to take other measures for holding Committee meetings.

## **13. FINAL PROVISIONS**

13.1. The Board of Directors of the Company has the right to require a report from the Committee about the current activities of the Committee at any time. The timeframes for the preparation and provision of this report shall be decided by the Board of Directors.

13.2. The Chairman of the Committee has the right to provide the Board of Directors with separate reports on the issues within the competence of the Committee.

13.3. Information about the Committee's activities shall be included into the Annual Report of the Company.

13.4. The Regulation, as well as any amendments or corrections to it, shall be approved by the Board of Directors of the Company.

13.5. Any issues, which have not been regulated by the Regulation, shall be regulated by the Charter of the Company, Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of Company and other internal documents of the Company, as well as legislation in force and the decisions of the Board of Directors of the Company.

13.6. If, due to changes in legislation, regulations of the Russian Federation or Listing rules, certain articles of the Regulation become contradictory to such changes, these articles shall become null and void. In this case, Committee members shall be governed by valid laws, subordinate regulations of the Russian Federation and Listing rules until the changes are introduced into the Regulation.

**COMMITTEE OF THE BOARD OF DIRECTORS  
of Public Joint Stock Company Enel Russia**

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**BALLOT**

for voting on agenda issues of the meeting \_\_\_\_\_ of  
the HR and Remuneration Committee of the Board of Directors of PJSC Enel Russia,  
held on \_\_\_\_\_, 20\_\_\_\_

**Issue:**

1. \_\_\_\_\_

**Decision:**

1. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(Strike out whichever is not desired)*

**Issue:**

2. \_\_\_\_\_

**Decision:**

2. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(Strike out whichever is not desired)*

The filled and signed ballot shall be sent by fax to \_\_\_\_\_, by email  
to \_\_\_\_\_ or in the original not later than \_\_\_\_\_  
date/time/

The ballot received by the Company after the deadline date and time for the receipt of the  
ballot, shall be considered invalid and will not participate in quorum determining, will not be  
taken into account during determining of the voting results.

The original of the ballot shall be sent to the following address:

Member of the Committee  
of the Board of Directors of PJSC Enel Russia \_\_\_\_\_ / \_\_\_\_\_  
(signature) (name and initials)

**THE BALLOT IS INVALID IF NOT SIGNED BY THE MEMBER OF THE COMMITTEE OF  
THE BOARD OF DIRECTORS**