 Public Joint Stock Company

of power and electrification

**LENENERGO**

**BOARD OF DIRECTORS**



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**extract from the minutes No. 37**

**of the meeting of the Board of Directors**

**Saint Petersburg**   **May 24, 2017**

**Meeting format:** by poll.

**Date of the meeting (deadline for the questionnaires):** May 22, 2017

**The address to send the questionnaire forms:** 196247, St. Petersburg, Constitution Sq., 1, room 325, including by email: [sd@nwenergo.com](mailto:sd@nwenergo.com.).

Number of members of the Board of Directors — 13.

**The quorum for taking decisions on all the issues on the agenda is available.**

**AGENDA:**

1. On recommendations on the profit (loss) distribution by the Company according to the results of 2016.

2. On recommendations on amount of dividends on shares of the Company for 2016 and their payment procedure, and on proposals to the annual General meeting of the shareholders on determining the date of composing the list of the persons entitled to receive dividends.

3. On consideration of the Company’s audit candidate.

4. On consideration of the draft Charter of the Company in the new revision.

5. On consideration of the draft internal document of the Company: Provisions on the General meeting of the shareholders of the Public Joint Stock Company of power and electrification Lenenergo in the new revision.

6. On consideration of the draft internal document of the Company: Provisions on the Board of Directors of the Public Joint Stock Company of power and electrification Lenenergo in the new revision.

7. On consideration of the draft internal document of the Company: Provisions on the Audit Committee of the Public Joint Stock Company of power and electrification Lenenergo in the new revision.

8. On approval of form and text of voting bulletins at the annual General meeting of shareholders and wordings of resolutions on issues on the agenda of the annual General meeting of the shareholders.

9. On approval of the cost estimate related to the preparation and holding the annual General meeting of the shareholders.

10. On approval of the terms of the agreement with the Registrar of the Company.

3. On consideration of the Company’s audit candidate.

RESOLVED:

To suggest to the annual General meeting of the shareholders to approve LLC RSM RUS (INN/KPP 7722020834/772901001, Russia, 119285, Moscow, Pudovkina Str., 4) as the Company’s audit.

In accordance with the paragraph 18.5 of Art. 18 of the Charter of PJSC Lenenergo the resolution was carried.

4. On consideration of the draft Charter of the Company in the new revision.

RESOLVED:

To suggest to the annual General meeting of shareholders to approve the Company’s Charter in a new revision according to Appendix No. 1 to this resolution of the Board of Directors.

In accordance with the paragraph 18.5 of Art. 18 of the Charter of PJSC Lenenergo the resolution was carried.

5. On consideration of the draft internal document of the Company: Provisions on the General meeting of the shareholders of the Public Joint Stock Company of power and electrification Lenenergo in the new revision.

RESOLVED:

To suggest to the annual General meeting of the shareholders of PJSC Lenenergo to approve the Regulation on the General meeting of the shareholders of the Public Joint Stock Company of power and electrification Lenenergo in the new revision according to Appendix No. 2 to this resolution of the Board of Directors.

In accordance with the paragraph 18.5 of Art. 18 of the Charter of PJSC Lenenergo the resolution was carried.

6. On consideration of the draft internal document of the Company: Provisions on the Board of Directors of the Public Joint Stock Company of power and electrification Lenenergo in the new revision.

RESOLVED:

To suggest to the annual General meeting of the shareholders of PJSC Lenenergo to approve the Regulation of the Board of Directors of the Public Joint Stock Company of power and electrification Lenenergo in the new revision according to Appendix No. 3 to this resolution of the Board of Directors.

In accordance with the paragraph 18.5 of Art. 18 of the Charter of PJSC Lenenergo the resolution was carried.

7. On consideration of the draft internal document of the Company: Provisions on the Audit Committee of the Public Joint Stock Company of power and electrification Lenenergo in the new revision.

RESOLVED:

To suggest to the annual General meeting of the shareholders of PJSC Lenenergo to approve the Regulation of the Audit Committee of the Public Joint Stock Company of power and electrification Lenenergo in the new revision according to Appendix No. 4 to this resolution of the Board of Directors.

In accordance with the paragraph 18.5 of Art. 18 of the Charter of PJSC Lenenergo the resolution was carried.

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| Corporate Secretary | **C:\Users\Tazhirova.ON\Desktop\Подпись Смольникова.JPG** | A. S. Smolnikov |