**Summary of Amendments**

**to the Regulations for the Board of Directors of PJSC “Lenenergo” (“Company”)**

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| **№** | **Current provision** | **Revised provision** | **Rationale for amendment** |
| **1.** | Subclause 3 of Clause 2.4 of Article 2 of the Regulations for the Board of Directors of the Company reading as follows:  “The Chairperson of the Board of Directors:  …  3) decides the format of the meetings in view of the importance of the items on the agenda and the recommendations provided under Clause 168 of the Corporate Governance Code recommended by the Bank of Russia for the joint-stock companies listed for the on-exchange trading;” | Subclause 3 of Clause 2.4 of Article 2 of the Regulations for the Board of Directors of the Company reading as follows:  “The Chairperson of the Board of Directors:  …  3) decides the format of the meetings in view of the importance of the items on the agenda, the recommendations provided under Clause 168 of the Corporate Governance Code recommended by the Bank of Russia for the joint-stock companies listed for the on-exchange trading, **as well as Clause 6.12 of the Regulations**;” | The provision was expanded , since new Clause 6.12 was added to the Regulations to meet the requirements set forth in Clause 1 of Article 68 of the Federal Law *On Joint-Stock Companies*. |
| **2.** | Footnote to Clause 3.2 of Article 3 of the Regulations for the Board of Directors of the Company reading as follows:  “Hereinafter, the Corporate Secretary, unless otherwise provided for in the Company’s Articles of Association, is referred to as Secretary of the Board of Directors.” | Unavailable in the revised version. | The footnote has been added to reflect cases when the Company’s Articles of Association do not require a Company to have a Corporate Secretary. The provisions concerning Corporate Secretary are contained in Article 20 of the Articles of Association of PJSC “LENENERGO”, therefore the footnote is not required. |
| **3.** | Unavailable in the current version. | Paragraph 5 of Clause 5.3.2 of Article 5 of the Regulations for the Board of Directors of the Company reading as follows:  “5.3.2. Work Schedule of the Board of Directors shall include:  …  **4) the format of the meeting (absentee voting, an in-person meeting or a mixed attendee/absentee format).”** | The provision has been expanded, since new Clause 6.12 was added to the Regulations to meet the requirements set forth in Clause 1 of Article 68 of the Federal Law *On Joint-Stock Companies*. |
| **4.** | Paragraph 4 of Clause 6.2 of Article 6 of the Regulations for the Board of Directors of the Company reading as follows:  “6.1. The Chairperson of the Board of Directors convenes all the subsequent meetings of the Board of Directors (except for the case specified in Clause 2.5 of the Regulations):  …  - at a written request of a member of the Board of Directors, the Internal Audit Board of the Company, the CEO of the Company, a member of the Management Board, or the Company’s Auditor.” | Paragraph 4 of Clause 6.2 of Article 6 of the Regulations for the Board of Directors of the Company reading as follows:  “6.1. The Chairperson of the Board of Directors convenes all the subsequent meetings of the Board of Directors (except for the case specified in Clause 2.5 of the Regulations):  …  - at a written request of a member of the Board of Directors, the Internal Audit Board of the Company, **Head of Internal Audit of the Company (head of the Company’s division responsible for managing and implementing the Internal Audit operations and practices, and, if an external independent entity is engaged for the purposes of Internal Audit, the director of such entity),** the CEO of the Company, a member of the Management Board, or the Company’s Auditor.” | The provision has been expanded in accordance with Clause 1 of Article 68 of the Federal Law *On Joint-Stock Companies*:  *“Meetings of the board of directors (supervisory board) shall be convened by the chairperson of the board of directors (supervisory board) of the company at his/her own discretion or at the request of any member of the board of directors (supervisory board), internal audit board of the company,* ***the official responsible for managing and implementing the internal audit operations and practices (head of a division responsible for managing and implementing the internal audit operations and practices****), or the auditor of the company, an executive body of the Company, and other persons specified in the company’s articles of association.”* |
| **5.** | Unavailable in the current version. | Clause 6.2 of Article 6 of the Regulations for the Board of Directors of the Company reading as follows:  “6.12. The Chairperson of the Company’s Board of Directors determines the format of the meeting of the Board of Directors in view of the importance of the agenda items. The crucial issues are discussed at the in-person meetings. Such issues can include:  6.12.1. determination of the priority areas of the Company’s operations, including approval of the Development Strategy, the Innovative Development Program of the Company and the respective progress reports;  6.12.2. approval of the business plan (adjusted business plan) and the respective quarterly business plan progress reports (for the first quarter, first six months, nine months, and the full year);  6.12.3. approval of the investment program, including amendments thereto, and review of the respective quarterly progress reports (for the first quarter, first six months, nine months, and the full year);  6.12.4. convening of an annual and extraordinary General Meetings of the Company’s Shareholders, review of the calls to convene an extraordinary General Meeting of the Company’s Shareholders, and other decisions required to convene and hold the General Meeting of the Company’s Shareholders;  6.12.5. preliminary approval of the Company’s annual report;  6.12.6. election of the Chairperson of the Board of Directors and early termination of their powers;  6.12.7. election of the Company’s CEO and early termination of their powers, including a decision to early terminate the CEO’s employment contract;  6.12.8. determination of the number of members of the Management Board of the Company, election of the members of the Management Board of the Company, determination of the amount of remunerations and compensations paid to them, and early termination of their powers;  6.12.9. a decision to suspend the powers of the managing organization (manager);  6.12.10. a decision on appointment of an Acting CEO of the Company in cases determined by specific resolutions of the Company’s Board of Directors, as well as subjecting such a person to disciplinary action;  6.12.11. submission of matters related to the Company’s reorganization or assignment of the powers of the Company’s sole executive body to a managing organization (manager) to the General Meeting for approval;  6.12.12. resolutions on consent to the execution or subsequent approval of large transactions in cases provided for in Chapter X of the Federal Law *On Joint-Stock Companies*;  6.12.13. resolutions on consent to the execution or subsequent approval of transactions provided for in Chapter XI of the Federal Law *On Joint-Stock Companies*;  6.12.14. approval of the Company’s registrar and terms of the contract with it, as well as termination of such a contract;  6.12.15. determination of the position of the Company (the Company’s representatives), including instructions to take or not to take part in voting on agenda items, voting on draft resolutions “for”, “against” or “abstained”, on agenda items of general meetings of shareholders (members) of subsidiaries and affiliates (the “Subsidiaries and Affiliates”), and meetings of boards of directors of the Subsidiaries and Affiliates regarding:  - the reorganization or liquidation of the Subsidiaries and Affiliates;  - consent to or subsequent approval of large transactions made by the Subsidiaries and Affiliates;  6.12.16. obtaining of recommendations with regard to a voluntary or mandatory offer submitted to the Company;  6.12.17. application for listing of the Company’s shares and/or public securities convertible into its shares;  6.12.18. review of the results of the performance assessment of the Company’s Board of Directors;  6.12.19. approval of the methodology for calculation and assessment of performance against key performance indicators (KPIs) of the Company’s CEO, their target values (adjusted values), and respective progress reports;  6.12.20. approval of the Company’s risk management policy;  6.12.21. approval of the Company’s dividend policy.” | The provision has been expanded in accordance with Clause 168 of the Bank of Russia’s Corporate Governance Code recommended by Letter No. 06-52/2463 of the Bank of Russia of April 10, 2014:  “168. It is recommended that the format of the meeting of the board of directors be determined in view of the importance of the agenda items. The crucial issues shall be discussed at the in-person meetings. Such issues include, among others:  1) approval of priority business areas and a financial and business plan of the company;  2) convening of an annual general meeting and adoption of resolutions necessary for its convening and holding, convening or refusal to convene an extraordinary general meeting;  3) preliminary approval of the company’s annual report;  4) election and re-election of the chairperson of the board of directors;  5) establishment of the company’s executive bodies and early termination of their powers if such matter falls within the competence of the board of directors in accordance with the company’s articles of association;  6) suspension of powers of the sole executive body of the company and appointment of a provisional sole executive body, where the establishment of the company’s executive bodies does not fall within the competence of the board of directors in accordance with the company’s articles of association;  7) submission of proposals relating to the reorganization (including determination of a conversion ratio for the company’s shares) or liquidation of the company for consideration of the general meeting of shareholders;  8) approval of material transactions<1> of the company;  --------------------------------  <1> Material transactions of a company mean its major transactions, any related-party transactions that are material to the company (with the company determining the materiality criteria), and other transactions that the company deems to be material for it.  9) approval of the company’s registrar and terms and conditions of the contract with such registrar, as well as termination of such contract;  10) submission of a proposal on the transfer of powers of the sole executive body to a management company or manager for consideration of the general meeting of shareholders;  11) consideration of material aspects of operations of any corporate entities controlled by the company<1>;  --------------------------------  <1> Material aspects of operations of any corporate entities controlled by the company mean any transactions entered into by such corporate entities and other aspects of their operations that, in the opinion of the company, materially affect the financial position, financial performance results, and changes in the financial position of the group of entities, which includes the company and corporate entities controlled by the company.  12) issues related to the receipt by the company of a mandatory or voluntary offer;  13) issues related to an increase in the share capital of the company (including determining the value of property to be contributed as payment for additional shares placed by the company);  14) review of financial activities of the company during a reporting period (quarter, year);  15) issues related to listing and delisting of the company’s shares;  16) review of the results of performance assessment of the company’s board of directors, its executive bodies and key managers;  17) adoption of resolutions on remuneration to be paid to members of the company’s executive bodies and other key managers;  18) review of the risk management policy;  19) approval of the company’s dividend policy.” |
| **6.** | Clause 9.4 of Article 9 of the Regulations for the Board of Directors of the Company reading as follows:  “9.4. Any member of the Board of Directors may submit their suggestions and/or comments concerning the proposed draft resolutions of the Board of Directors at least 5 (five) business days prior to the deadline for submission of voting ballots specified in the notice of absentee voting.” | Clause 9.4 of Article 9 of the Regulations for the Board of Directors of the Company reading as follows:  “9.4. Any member of the Board of Directors may propose alternative wordings of draft resolutions on the agenda items by submitting them to the Corporate Secretary in writing, by fax, or by email with a cover letter at least 2 calendar days prior to the date of the meeting of the Company’s Board of Directors, or in case of a review within a shorter period of time, at least 1 day prior to the meeting of the Company’s Board of Directors.  The wording of draft resolutions proposed by a member of the Board of Directors is to be included in the relevant items on the agenda in the voting ballots sent to the members of the Board of Directors indicating the need to vote on both draft resolutions. If there are alternative wordings of draft resolutions, the resolution is deemed passed with the wording voted “For” by most members of the Board of Directors.” | The provision has been to enable the members of the Board of Directors to propose amendments to the wording of draft resolutions of the Company’s Board of Directors. |
| **7.** | Clause 10.13 of Article 10 of the Regulations for the Board of Directors of the Company reading as follows:  “10.13. The nomination of a candidate for the position of manager shall contain information provided in **Clause 10.12** of the Regulations, as well as the information on the availability of a certificate of state registration as a sole proprietor.” | Clause 10.13 of Article 10 of the Regulations for the Board of Directors of the Company reading as follows:  “10.13. The nomination of a candidate for the position of manager shall contain information provided in **Clause 10.11** of the Regulations, as well as the information on the availability of a certificate of state registration as a sole proprietor.” | The number of the Clause to which the provision refers was renumbered. |
| **8.** | Minor improvements of wording. | | |