

Proposals for amendments to the Regulations on the Board of Directors of PJSC “LENENERGO”

No.	Wording of the provision of the current version of the Regulations in respect of which there are proposals for amendments and modifications	Wording of the proposed amendments and modifications to the Regulations	Grounds giving rise to the need for amendments and modifications to the current version of the Regulations	Additional notes ¹
1.	Public JOINT-STOCK COMPANY “LENENERGO” (in the corresponding forms throughout the text)	Public Joint stock company «Rosseti Lenenergo» (in the corresponding forms throughout the text)	Aligned with the Company’s Articles of Association with a view to the changes registered on July 30, 2020 (SRN 2207803691566)	-
2.	<p>Clause 2.5 of the Regulations on the Company’s Board of Directors reading as follows:</p> <p>“2.5. In the absence of the Chairman of the Company’s Board of Directors, a person elected from among the members of the Board of Directors by a majority vote of the Company’s Board of Directors members (Deputy Chairman of the Board of Directors) shall perform such functions.</p> <p>A member of the Board of Directors who is also the General Director or a member of a collegiate executive body of the Company may not be elected as the Deputy Chairman of the Board of Directors.</p>	<p>Clause 2.5 of the Regulations on the Company’s Board of Directors reading as follows:</p> <p>“2.5. In the absence of the Chairman of the Company’s Board of Directors, a person elected from among the members of the Board of Directors by a majority vote of the total number of the Company’s Board of Directors members (Deputy Chairman of the Board of Directors) shall perform such functions.</p> <p>A member of the Board of Directors who is also the General Director or a member of a collegiate executive body of the Company may not be elected as the Deputy Chairman of the Board of Directors.</p> <p>In the absence of the Chairman and Deputy Chairman of the Board of Directors, a person elected from among the total number of members of the Board of Directors by a majority vote of such members</p>	<p>Aligned with Clause 17.3 of the Company’s Articles of Association.</p> <p>The quorum required for the election of the Chairman is reviewed.</p>	

¹ Additional notes shall be made if a modification of the current provision has led to a change in the entire document or part thereof with respect to the numbering, structure, number of pages, paragraphs, etc. If the modification did not lead to changes in the document format, put a dash or write “no changes.”

		shall perform the Chairman of the Board of	
3.	<p>Clause 3.11 of the Regulations on the Company's Board of Directors reading as follows:</p> <p>"3.11 An independent director shall refrain from taking any actions that may affect their independence. A member of the Board of Directors shall notify the Board of Directors of any circumstances that can result in such a member's ceasing to be independent within 5 business days of the occurrence of such circumstances."</p>	<p>Clause 3.11 of the Regulations on the Company's Board of Directors reading as follows:</p> <p>3.11 An independent director shall refrain from taking any actions that may affect their independence. A member of the Board of Directors shall notify the Board of Directors of any circumstances that can result in such a member's ceasing to be independent within 5 business days of the occurrence of such circumstances. The Board of Directors shall ensure the disclosure of information about the loss of the status of an independent director by a member of the Board of Directors."</p>	<p>Amended taking into account the recommendations of the Corporate Governance Code:</p> <p><i>"108. The Board of Directors (Nominating Committee) shall, inter alia, taking into account the information provided by the candidate, assess the independence of candidates for members of the Board of Directors and give an opinion on the independence of the candidate, as well as regularly analyze the compliance of independent members of the Board of Directors with the independence criteria and ensure immediate disclosure of information on the identification of circumstances that cause the director to cease to be independent. When assessing the independence of each individual candidate (member of the Board of Directors), the content shall prevail over the form."</i></p>
4.	No provision	<p>Section 3 shall be supplemented with Clause 3.14. reading as follows:</p> <p>"3.14. If a member of the Board of Directors loses the status of an independent director, the Company's Board of Directors shall, on the proposal of the Chairman or members of the Board of Directors, consider the taking of the necessary measures, including the need and procedure for sending relevant information to the Company's key shareholders."</p>	<p>Amended taking into account the recommendations of the Corporate Governance Code:</p> <p><i>"111. ...The Company is recommended to fix in its internal documents the procedures applied in case of loss of the status of an independent director by a member of the Board of Directors."</i></p>
5.	<p>Clause 5.5 of the Regulations on the Company's Board of Directors reading as follows:</p> <p>"The Board of Directors may</p>	<p>Clause 5.5 of the Regulations on the Company's Board of Directors reading as follows:</p> <p>"The Board of Directors shall</p>	<p>Compliance with the Methodology for Assessing the Work of the Board of Directors, Committees of the Board of Directors and Members of the Board of Directors of «Rosseti Lenenergo»,</p>

	conduct an annual performance assessment of the Board of Directors (self-assessment) internally or by engaging an independent external organization (consultant) that is qualified to conduct such an assessment.”	conduct an annual performance assessment of the Board of Directors (self-assessment) internally or by engaging an independent external organization (consultant) that is qualified to conduct such an assessment.”		
6.	<p>Paragraphs 3-5, Clause 6.1, Section 6 of the Regulations on the Company’s Board of Directors reading as follows: “The first meeting of the Board of Directors shall consider the following matters: - election of the Chairman of the Board of Directors; - election of the Deputy Chairman of the Board of Directors.”</p>	<p>Paragraphs 3-5, Clause 6.1, Section 6 of the Regulations on the Company’s Board of Directors reading as follows: “The first meeting of the Board of Directors shall consider the election of the Chairman of the Board of Directors.”</p>	<p>Adjusted to take into account the absence of the requirement for the mandatory election of the Deputy Chairman of the Board of Directors in the legislation and the Company’s Articles of Association. The provisions stipulating the possibility of electing the Deputy Chairman of the Company’s Board of Directors and his/her powers are retained.</p>	-
7.	<p>Paragraph 4, Clause 6.2, Section 6 of the Regulations on the Company’s Board of Directors reading as follows: “-at a written request of a member of the Board of Directors, the Internal Audit Board of the Company, the Head of the Internal Audit of the Company (the head of a structural unit of the Company responsible for the organization and implementation of the Internal Audit, and in case of engagement of an external independent entity for the Internal Audit, then a head of such an entity), the Company’s General Director, Management Board member or Company’s Auditor.”</p>	<p>Paragraph 4, Clause 6.2, Section 6 of the Regulations on the Company’s Board of Directors reading as follows: “-at a written request of a member of the Board of Directors, the Internal Audit Board, the Head of the Internal Audit of the Company (the head of a structural unit of the Company responsible for the organization and implementation of the Internal Audit, and in case of engagement of an external independent entity for the Internal Audit, then a head of such an entity), the Auditor, Management Board, General Director or shareholder of the Company that owns at least 2% of the Company’s voting shares.”</p>	<p>Amended taking in accordance with the recommendations of the Corporate Governance Code: <i>“161. It is recommended that the company’s Articles of Association or internal documents provide for the right of a shareholder holding a certain percentage of voting shares (shareholders holding a certain percentage of voting shares in aggregate) to request the convening of a meeting of the Board of Directors to consider the most important issues related to the company’s activities. It is not recommended to set such a threshold exceeding two percent of the voting shares.”</i></p>	

8.	No provision	<p>Clause 6.12 of Section 6 shall be supplemented with Sub-Clause 6.12.22 reading as follows: “6.12.22. resolutions on matters of increasing the authorized capital of the Company (including determining the price of the property to be contributed to pay for the additional shares allocated by the Company).</p>	<p>Amended taking into account the recommendations of the Corporate Governance Code: <i>“168. It is recommended that the format of the meeting of the Board of Directors should be determined taking into account the significance of the agenda items. The most important items shall be discussed at in-person meetings. Such items include:</i> ... <i>13) matters of increasing the authorized capital of the company (including determining the price of the property to be contributed to pay for the additional shares allocated by the company);”</i></p>	-
9.	<p>Sub-Clause 6.12.3, Clause 6.12, Section 6 of the Regulations on the Company’s Board of Directors reading as follows: “6.12.3. approval of the investment program, including the amendments thereto, and consideration of the respective quarterly progress reports (for the first quarter, first six months, nine months and the reporting year);”</p>	<p>Sub-Clause 6.12.3, Clause 6.12, Section 6 of the Regulations on the Company’s Board of Directors reading as follows: “6.12.3. approval of the investment program, including the amendments thereto, and the respective quarterly progress reports (for the first quarter, first six months, nine months and the reporting year);”</p>	The wording of the item is aligned with Sub-Clause 16, Clause 15.1, Article 15 of the Company’s Articles of Association.	-
10.	<p>Clause 7.7, Section 7 of the Regulations on the Company’s Board of Directors reading as follows: “7.7. At a Board of Directors meeting held by the joint attendance of its members, the Corporate Secretary shall report on the implementation of earlier adopted resolutions of the Board of Directors.”</p>	<p>Clause 7.7, Section 7 of the Regulations on the Company’s Board of Directors reading as follows: “7.7. At a Board of Directors meeting held by the joint attendance of its members, the Corporate Secretary may report on the implementation of earlier adopted resolutions of the Board of Directors.”</p>	Adjusted with a view to the absence of a corresponding requirement in the legislation and the Company’s Articles of Association.	-