

APPROVED  
under Resolution of the Annual General Meeting  
of «Rosseti Lenenergo», PJSC dated \_\_\_\_  
(Minutes No. \_\_\_\_ of \_\_\_\_)

**REGULATIONS**  
**for**  
**the Board of Directors**  
**of Public Joint Stock Company «Rosseti Lenenergo»**  
(new version)

Saint Petersburg  
2022

## **1. General Provisions**

1.1. These Regulations have been prepared in accordance with the Civil Code of the Russian Federation, Federal Law No. 208-FZ On Joint Stock Companies dated December 26, 1995 (the “Federal Law On Joint Stock Companies”), other Russian legal regulations, and the Articles of Association of Public Joint Stock Company «Rosseti Lenenergo» (the “Company”).

1.2. These Regulations are an internal corporate document of the Company that sets out the procedure for convening and holding meetings of the Company’s Board of Directors.

1.3. The Board of Directors is a governing body of the Company that is responsible for the overall governance of the Company, monitors the activities of the executive bodies of the Company, as well as follows up the implementation of resolutions adopted by the Company’s General Meeting, and safeguards the lawful interests of shareholders of the Company in accordance with the legislation of the Russian Federation.

1.4. The main goals and objectives of the Company’s Board of Directors include:

- determining the development strategy of the Company to increase its market capitalization and enhance its investment case, maximize profit and build up the Company’s assets;
- ensuring the exercise and protection of the rights and lawful interests of the Company’s shareholders, and facilitating the settlement of corporate conflicts;
- ensuring the complete, reliable, and fair disclosure of the Company’s information to shareholders and other stakeholders;
- creating effective internal control mechanisms;
- regularly assessing the performance of the Company’s executive bodies and management.

In order to achieve these goals and objectives, Members of the Board of Directors are to be guided by the following principles:

- Making decisions based on reliable information about the Company’s operations;
- Ruling out any restrictions on shareholders’ rights to participate in the governance of the Company and to receive dividends and information about the Company;
- Achieving a balance of interests among various groups of shareholders, with the Board of Directors’ decisions to be as objective as possible and in the best interests of all shareholders of the Company.

1.5. In its activities, the Board of Directors are governed by the Federal Law On Joint Stock Companies, other regulatory legal acts of the Russian Federation, the Company’s Articles of Association, and these Regulations.

## **2. Chairperson and Deputy Chairperson of the Company's Board of Directors**

2.1. The work of the Board of Directors is organized by the Chairperson of the Company’s Board of Directors.

2.2. The Chairperson of the Board of Directors is elected from among Members of the Board of Directors by a majority vote of all Members of the Board of Directors.

The person acting as the Company’s General Director may not at the same time act as the Chairperson of the Company’s Board of Directors.

2.3. The Board of Directors may at any time re-elect its Chairperson by a majority vote of all Members of the Company’s Board of Directors.

2.4. The Chairperson of the Board of Directors:

- 1) organizes the work of the Board of Directors;
- 2) convenes meetings of the Board of Directors;
- 3) determines the format of the Board of Directors’ meetings taking into account the importance of the agenda items, recommendations provided for in Clause 168 of the Code of Corporate Governance recommended by the Bank of Russia for application by joint stock companies

whose shares are admitted to organized trading, and Clause 6.12 of these Regulations;

- 4) prepares and approves the agendas of the Board of Directors' meetings;
- 5) makes decisions based on the accurate information on the Company's operations;
- 6) takes the necessary measures to ensure that directors are provided with information required to make informed decisions on the agenda in a timely manner;
- 7) determines the list of persons invited to participate in the discussion of certain items on the agenda of the Board of Directors' meetings;
- 8) presides over meetings of the Board of Directors;
- 9) signs the minutes of meetings of the Board of Directors, requests to conduct an audit (review) of the financial and business activities of the Company, and other documents on behalf of the Company's Board of Directors;
- 10) arranges for the preparation and oversees the implementation of the Work Plan of the Board of Directors approved by the Board of Directors;
- 11) represents the Board of Directors in its engagements with the Company's shareholders, the authorities, public organizations, and the mass media;
- 12) maintains the correspondence of the Board of Directors with shareholders, executive bodies, and employees of the Company, and other organizations;
- 13) presides over the Company's General Meetings, announces the agenda, reports on forthcoming speeches and reports, and perform other functions of the Chairperson of the Company's General Meeting as detailed in the Regulations for the Company's General Meeting;
- 14) on behalf of the Board of Directors, organizes the follow-up of resolutions adopted by the General Meeting and the Board of Directors, officially monitors the implementation of resolutions adopted by the Board of Directors, and cancels such monitoring after their implementation;
- 15) organizes the development of the most effective solutions to agenda items and, if necessary, a free discussion of such items, as well as ensures a positive approach at the meetings, and ensures that the requirements of Russian laws, the Company's Articles of Association, other internal documents of the Company, and these Regulations are complied with during the meetings of the Board of Directors;
- 16) performs other functions pursuant to the laws of the Russian Federation, the Company's Articles of Association, and resolutions of the Company's Board of Directors.

2.5. In the absence of the Chairperson of the Company's Board of Directors, his or her functions are performed by a person elected from among the members of the Board of Directors by a majority vote of such members of the Company's Board of Directors (Deputy Chairperson of the Board of Directors).

A member of the Board of Directors who is also the General Director or a member of a collective executive body of the Company may not be elected as the Deputy Chairperson of the Board of Directors.

In the absence of the Chairperson of the Board of Directors, his or her functions are performed by a member of the Board of Directors elected from among the members of the Board of Directors by a majority vote of the total number of members of the Board of Directors.

### **3. Members of the Board of Directors, their rights, duties, and liability**

3.1. Members of the Board of Directors have the right, within the competence of the Board of Directors, to:

- 1) receive information on the Company's operations, including information that constitutes the commercial secret of the Company, and get access to all constituent, regulatory, accounting, reporting, contractual, and other documents of the Company in accordance with the legislation of the Russian Federation and the internal documents of the Company;
- 2) make written proposals on the development of the Board of Directors' Work Plan;
- 3) introduce items into the agenda of the Board of Directors' meetings in accordance with the

established procedure;

4) request the convening of a meeting of the Company's Board of Directors;

5) exercise other rights in accordance with the legislation of the Russian Federation, the Articles of Association of the Company, other internal documents of the Company, and these Regulations.

3.2. Any member of the Board of Directors may request in writing the documents and information required to make a decision on matters within the competence of the Board of Directors both directly from the General Director of the Company (or another person performing the functions of the Company's General Director) and through the Corporate Secretary.

A member of the Board of Directors may not be refused to get access to documents and information about the Company's operations on the grounds that they are unrelated to the agenda of the Board of Directors' meeting or to the competence of the Board of Directors.

3.3. Such documents and information of the Company are to be provided to the member of the Board of Directors no later than five (5) business days after receipt of the relevant request.

3.4. Directors elected to the Board of Directors for the first time are introduced to the Company's strategy, the corporate governance system, risk management and internal control system, distribution of responsibilities among the executive bodies of the Company, and other essential information on the operations as well as financial and business activities of the Company.

3.5. Members of the Board of Directors may receive remuneration and (or) reimbursement for expenses related to the performance by members of the Board of Directors of their functions in accordance with the procedure set forth in these Regulations regarding the payment of remuneration and compensations to members of the Board of Directors as approved by the Company's General Meeting.

3.6. In exercising their rights and performing their duties, members of the Board of Directors shall act in the best interests of the Company, exercise their rights, and perform their duties to the Company reasonably and in good faith.

A member of the Board of Directors who has obtained access to the Company's confidential information, including that which is a commercial secret, shall keep it confidential.

3.7. Members of the Board of Directors are held liable to the Company for losses caused to the Company by their faulty action (inaction) pursuant to the applicable laws.

Members of the Board of Directors who voted against a resolution that later causes losses to the Company or who were absent from the voting are released from the liability for such losses.

3.8. Members of the Board of Directors shall refrain from actions which will or may result in a conflict between their interests and the interests of the Company.

In case of a potential conflict of interest of a member of the Board of Directors, including if they have an interest in a transaction to be performed by the Company, such members of the Board of Directors shall immediately notify the Company's Board of Directors and in any case place the interests of the Company above their own interests. Such notice shall in any case be made before the matter with respect to which such member of the Board of Directors has a conflict of interest is discussed at a meeting of the Board of Directors.

3.9. Members of the Board of Directors shall notify the Company within two months from the date when they learned or should have learned of circumstances that may lead to their being considered interested in the Company's transactions about:

- legal entities in respect of which they, their spouses, parents, children, full and half-brothers and sisters, adoptive parents, and adopted children, and/or their controlled organizations are controlling persons or have the right to give binding instructions;

- legal entities in whose governing bodies they, their spouses, parents, children, full and half-brothers and sisters, adoptive parents, and adopted children, and/or their controlled organizations are officers;

- existing or contemplated transactions in which they could be deemed to be interested parties.

In case of changes to the above circumstances, members of the Board of Directors shall notify the Company of such change within 14 days from the date when they learned or should have learned of the change.

3.9.1. A member of the Board of Directors shall notify the Board of Directors of the Company by sending a written notice to the Corporate Secretary of his/her intention to take a position on a governing body(-ies) of other organizations (other than those controlled by the Company), and, immediately after his/her election (appointment) to the governing bodies of other organizations shall notify the Board of Directors of such election (appointment).

3.10. The Company's Board of Directors may include independent directors who have sufficient professional qualifications, experience, and independence to have their own position, are capable of making objective and bona fide judgements, and are independent of the influence of the Company's executive bodies, individual shareholder groups, or other stakeholders.

3.11. An independent director should refrain from taking any actions that may affect his or her independence. Any member of the Board of Directors shall notify the Company's Board of Directors of any circumstances that can result in his or her ceasing to be independent within 5 business days of the occurrence of such circumstances.

The Board of Directors ensures that information on the loss by a member of the Board of Directors of his or her status of independent director is disclosed.

3.12. The Company's Board of Directors may in exceptional cases recognize a member of the Board of Directors as an independent director, despite the existence of formal signs of dependence (affiliation with the Company, being a significant shareholder in the Company, a significant counterparty, or competitor of the Company, a governmental and/or a municipal entity), if such affiliation does not affect the ability of the respective member of the Board of Directors to make independent, objective, and bona fide judgments.

When recognizing a member of the Board of Directors as an independent director or assessing the compliance of nominees to the Board of Directors or members of the Board of Directors with the independence criteria, the Company is guided by the requirements of the Moscow Exchange's Listing Rules.

3.13. If the Chairperson of the Company's Board of Directors is not an independent director, members of the Board of Directors may elect a Senior Independent Director from among the elected independent directors, who will:

- coordinate engagements between independent directors, including convening and chairing meetings of independent directors as necessary;
- together with the Chairperson of the Board of Directors, promote the effective organization of the Board of Directors' work, establish and maintain the dialogue between members of the Board of Directors and shareholders of the Company;
- in conflict situations, in particular, in case of material disagreements among members of the Board of Directors, make efforts to resolve the conflict through cooperation with the members of the Board of Directors;
- play a key role in the performance evaluation of the Chairperson of the Company's Board of Directors conducted by independent directors.

3.14. If a member of the Board of Directors loses his or her status of independent director, the Board of Directors shall, as may be proposed by the Chairperson or members of the Board of Directors, consider taking necessary action, including the need and procedure for notifying the Company's key shareholders thereof.

3.15. In order to regularly receive information on the most important events related to the financial and business activities of the Company and legal entities under its control, as well as on other events affecting the interests of shareholders, members of the Board of Directors may initiate working meetings with members of the Company's executive bodies and other key employees of the Company, outside the Board of Directors' meetings, to discuss any matters related to the ongoing activities of the

Company.

#### **4. The Company's Corporate Secretary.**

4.1. The Corporate Secretary of the Company acting in accordance with the Articles of Association of the Company, these Regulations, the Regulations for the Corporate Secretary of the Company, and other internal documents of the Company and in accordance with the instructions of the Chairperson of the Board of Directors provides technical support (including information, document flow management, organizational, and secretary services) for the ongoing activities of the Board of Directors.

4.2. The status of the Corporate Secretary, his or her functions, requirements for the candidate to this position, the procedure for appointing and terminating the powers of the Corporate Secretary, his or her reporting lines, and the procedure for engagements with the governing bodies and structural units of the Company, as well as other matters related to the competence of the Corporate Secretary of the Company are outlined in the Regulations for the Corporate Secretary of the Company approved by resolution of the Company's Board of Directors.

#### **5. Organization of the Board of Directors' activities**

5.1. Meetings of the Board of Directors are held in accordance with the approved Work Plan of the Board of Directors, as well as when necessary, but at least once every six weeks, unless otherwise provided for in these Regulations.

5.2. Where necessary, the Chairperson of the Board of Directors may decide to hold an unscheduled meeting of the Board of Directors, change the date of a scheduled meeting of the Board of Directors, include additional items on the agenda of the Board of Directors' meeting, or distribute updated materials on the agenda items of the Board of Directors' meeting.

5.3. Work Plan of the Board of Directors.

5.3.1. The Work Plan of the Board of Directors may cover the following focus areas:

- strategic development of the Company;
- medium-term and ongoing planning of the Company's activities;
- organization of the Board of Directors' activities;
- follow-up on resolutions adopted by the Board of Directors and the General Meeting.

5.3.2. The Work Plan of the Board of Directors shall include:

1) matters to be considered at meetings of the Company's Board of Directors in the current year (on a quarterly basis);

2) schedule of meetings of the Board of Directors;

3) a list of persons (governing bodies of the Company) responsible for preparing matters to be considered at the meetings of the Board of Directors (members of the Board of Directors, General Director, other persons);

4) the format of the meeting (absentee voting, an in-person meeting or an in-absentia meeting).

5.3.3. The Work Plan of the Board of Directors shall be prepared based on proposals from the Chairperson and members of the Board of Directors, the Internal Audit Commission of the Company, the Company's General Director, and the Company's Auditor in compliance with the requirements outlined in the first and second paragraphs of Clause 6.4 of these Regulations.

Such proposals are submitted to the Chairperson of the Board of Directors in writing with a copy of the proposals to be submitted to the Corporate Secretary.

5.4. The meetings of the Committee may be held using a specialized automated information system designed to hold meetings of the Company's Board of Directors, including the distribution of

notices, materials (information) on agenda items, organize voting by members of the Company's Board of Directors, and tally the results (hereinafter referred to as the "automated information system").

5.5. The Board of Directors may conduct an annual performance evaluation of the Board of Directors (self-evaluation) on its own or involving an independent external organization (consultant) that is qualified to conduct such evaluation.

## **6. Convening meetings of the Board of Directors**

6.1. The first meeting of every newly elected Board of Directors is convened by one of the members of the Company's Board of Directors by sending a notice on the meeting to other members of the Company's Board of Directors and to the Company's General Director.

The General Director shall provide assistance and all information necessary for the organization of the first meeting of the newly elected Board of Directors.

The first meeting of the Board of Directors shall consider election of the Chairperson of the Board of Directors.

6.2. Subsequent meetings of the Board of Directors are convened by the Chairperson of the Board of Directors (except for the case specified in Clause 2.5 of these Regulations):

- in accordance with the meeting schedule of the Board of Directors as approved in the Work Plan of the Board of Directors;

- by the Chairperson of the Company's Board of Directors on his or her own initiative;

- at a written request of a member of the Board of Directors, the Internal Audit Commission, Head of Internal Audit of the Company (Head of a structural unit of the Company responsible for organization and implementation of Internal Audit, and in case of engagement of an external independent organization for internal audit – head of such organization), the Auditor, the Management Board, the General Director, or a shareholder of the Company holding at least 2 percent of the Company's voting shares.

6.3. A notice of the Board of Directors' meeting shall specify:

- 1) the meeting's initiator;

- 2) wording of agenda items;

- 3) reasons for inclusion of these items in the agenda;

- 4) information (materials) on agenda items;

- 5) draft resolutions on agenda items;

6.4. The request to convene a meeting of the Board of Directors shall be executed in writing and signed by the person requesting the meeting.

The request of the Company's Internal Audit Commission to convene a meeting of the Board of Directors is signed by the Chairperson of the Internal Audit Commission.

The request to convene a meeting of the Board of Directors with all necessary materials (information) attached thereto is sent to the Chairperson of the Board of Directors, with a copy of relevant proposals to be sent to the Corporate Secretary.

6.5. The Chairperson of the Board of Directors shall review the request to convene an extraordinary meeting of the Board of Directors and decide to convene such meeting, refuse to convene such meeting, or include the matters contained in the request in the agenda of a scheduled (in accordance with the approved Work Plan of the Board of Directors) meeting of the Board of Directors.

A motivated decision of the Chairperson of the Board of Directors to refuse to convene an extraordinary meeting of the Board of Directors is sent to the person requesting the convening of such meeting.

Failure to comply with the requirements set out in Clauses 6.3 and 6.4 of these Regulations may serve as a basis for refusal to convene a meeting of the Board of Directors.

6.6. A notice on a meeting of the Board of Directors is prepared by the Corporate Secretary

and signed by the Chairperson or the Deputy Chairperson of the Board of Directors (in cases provided for in these Regulations). The notice on a meeting of the Board of Directors is executed in writing and may be sent by the Corporate Secretary to members of the Board of Directors by any means, including delivered personally, by fax, to e-mail addresses of Members of the Board of Directors available to the Corporate Secretary, and/or through an automated information system.

6.6.1. The notice on a meeting of the Board of Directors is sent by the Corporate Secretary to each member of the Board of Directors not later than eleven (11) business days prior to the date of such meeting of the Board of Directors (the deadline date for receiving voting ballots), except for cases provided for in these Regulations.

6.6.2. If matters which, in accordance with the Regulations on Committees of the Board of Directors, shall be preliminarily reviewed by a relevant Committee of the Board of Directors (if existing), are included in the agenda of a meeting of the Board of Directors, and no resolutions (recommendations) of the relevant Committee of the Board of Directors are submitted to the Board of Directors by the time when such notice is sent, the notice on such meeting of the Board of Directors is sent by the Corporate Secretary in writing to each member of the Board of Directors within fifteen (15) business days before such meeting of the Board of Directors (the deadline date for receiving voting ballots), except for cases provided for in these Regulations.

6.7. Simultaneously with the notice on the meeting of the Board of Directors, members of the Board of Directors are sent the materials (information) on the agenda items.

Materials (information) on the agenda items of the meeting shall include:

- draft resolutions of the Board of Directors on the matters included in the agenda of the meeting of the Board of Directors;
- an explanatory note for the draft resolutions of the Board of Directors on the matters included in the agenda of the meeting of the Board of Directors;
- draft documents that are submitted for approval, sign-off, or consent of the Board of Directors;
- minutes of meetings of the governing bodies, resolutions (recommendations) of Committees of the Board of Directors, and other ad hoc bodies or commissions of the Company set up for preliminary review of matters (if any);
- materials supporting the information outlined in draft resolutions and explanatory notes;
- other information materials on the matters included in the agenda of the meeting of the Board of Directors;

6.8. Materials (information) on the agenda items may be provided to Members of the Company's Board of Directors through personal delivery, by fax, sent to email addresses of members of the Board of Directors available to the Corporate Secretary and/or by providing access to an automated information system.

6.9. If matters which, in accordance with the Regulations for Committees of the Board of Directors, shall be preliminarily reviewed by a relevant Committee of the Board of Directors, are included in the agenda of a meeting of the Board of Directors, the notice on such meeting of the Board of Directors and materials on such matters are sent by the Corporate Secretary to the relevant Committee in such manner and time as provided for in Sub-Clause 6.6.2 and Clause 6.8 of these Regulations.

Resolutions (recommendations) of the Committee of the Company's Board of Directors are submitted by the Corporate Secretary of the Company to members of the Board of Directors provided that they are received by the Board of Directors not later than three (3) business days before the date of the meeting of the Board of Directors, except for the case provided for in Clause 10.18 of these Regulations. If the resolutions (recommendations) of the relevant Committee are not submitted or are submitted in delay, the Board of Directors shall have the right to adopt a resolution on the matter without taking into account such resolutions (recommendations).

6.10. Upon the consent of the initiator of the submittal of a matter to the Board of Directors for



review, which, in accordance with the Regulations for the Committee of the Board of Directors, shall be preliminarily reviewed by the relevant Committee of the Board of Directors, the Chairperson of the Board of Directors may postpone the review of such item once if the Committee fails to submit the required resolutions (recommendations) and the Chairperson of the Committee has sent a letter with a motivated request for such postponement.

6.11. In the cases specified in clause 5.2 and Section 10 hereof, the Chairperson of the Board of Directors may resolve to shorten the timelines for notifying the members of the Board of Directors of the Board of Directors' meeting and providing materials (information).

6.12. The format of the meeting of the Board of Directors is determined by the Chairperson of the Company's Board of Directors taking into account the importance of the agenda items. The most important matters shall be dealt with at meetings of the Board of Directors held in person. Such matters can include:

6.12.1. determining the priority areas of the Company's operations, including approval of the Company's development strategy, the program for innovative development of the Company, and respective progress reports;

6.12.2. approving the business plan (adjusted business plan) and reviewing quarterly business plan progress reports (for the first quarter, first six months, nine months, and the full year);

6.12.3. approving the investment program, including changes in it, and respective quarterly progress reports (for the first quarter, first six months, nine months, and the full year);

6.12.4. convening annual and extraordinary General Meetings of the Company, reviewing the requests to convene an extraordinary General Meeting of the Company, and making other decisions required for convening and holding the General Meetings of the Company;

6.12.5. preliminarily approving the Company's annual reports;

6.12.6. electing the Chairperson of the Company's Board of Directors and early terminating his or her powers;

6.12.7. electing and early terminating the powers of the Company's General Director, including making a decision to early terminate the General Director's employment contract;

6.12.8. determining the number of members of the Management Board of the Company, electing members of the Management Board of the Company, determining the amount of remunerations and compensations paid to them, and early terminating their powers;

6.12.9. making a decision to suspend the powers of the managing organization (manager);

6.12.10. making a decision on appointing an Acting General Director of the Company in cases determined by respective resolutions of the Company's Board of Directors, as well as subjecting him or her to disciplinary action;

6.12.11. submitting 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. adopting resolutions on giving consent to the execution or subsequent approval of major transactions in cases provided for in Chapter X of the Federal Law On Joint Stock Companies;

6.12.13. adopting resolutions on giving consent to the execution or subsequent approval of transactions in cases provided for in Chapter XI of the Federal Law On Joint Stock Companies;

6.12.14. approving the Company's registrar and terms of the agreement to be entered into with the registrar, as well as terminating such agreement;

6.12.15. determining 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 dependent companies, and meetings of boards of directors of subsidiaries and dependent companies regarding;

- reorganization or liquidation of subsidiaries and dependent companies;

- giving consent to the execution or subsequent approval of major transactions made by

subsidiaries and dependent companies;

6.12.16. accepting recommendations with regard to voluntary or mandatory offers submitted to the Company;

6.12.17. filing for the listing of the Company's shares and/or the Company's securities convertible into the Company's shares;

6.12.18. reviewing the results of the performance evaluation of the Company's Board of Directors;

6.12.19. approving the methodology for calculation and evaluation of performance against key performance indicators (KPIs) of the Company's General Director, their target values (adjusted values), and respective progress reports;

6.12.20. approving the Company's risk management policy;

6.12.21. approving the Company's dividend policy.

6.12.22. adopting resolutions on matters related to an increase in the Company's authorized capital (including determining the value of property contributed as payment for additional shares placed by the Company).

## **7. Proceedings of meetings of the Board of Directors**

7.1. Meetings of the Board of Directors are opened by the Chairperson of the Board of Directors. The Chairperson of the Board of Directors may decide to hold a meeting of the Board of Directors in person (with all of the members present) via video conferencing.

7.2. Members of the Company's Board of Directors and persons invited to the meeting to discuss every item to be reviewed attend the meetings in accordance with the list approved by the Chairperson of the Board of Directors.

7.3. The Corporate Secretary determines whether there is a quorum for the Board of Directors' meeting.

The quorum for a meeting of the Board of Directors is at least half of the elected members of the Board of Directors of the Company.

7.4. The Chairperson of the Board of Directors informs those attending that the quorum for the Board of Directors' meeting is present and announces the agenda of the Board of Directors' meeting.

7.5. In the absence of a quorum, the meeting is declared invalid. The Chairperson of the Board of Directors takes one of the following decisions:

1) by consulting with the members of the Board of Directors present at the meeting, determines the time for adjourning the beginning of the meeting but not more than for a period of two hours;

2) determines the date of a new meeting with the same agenda to replace the meeting that fails to take place;

A new meeting may be held instead of the failed meeting within 20 days after the relevant decision of the Chairperson of the Board of Directors on this matter;

3) includes the items on the agenda of the failed meeting in the agenda of the next scheduled meeting of the Board of Directors.

7.6. The meeting of the Board of Directors includes the following stages:

1) A report on the relevant agenda item by a member of the Board of Directors or an invited person;

2) Discussion of the agenda item;

3) Proposals regarding the wording of a resolution on the agenda item;

4) Voting on the agenda item;

5) Counting of votes and tallying the voting results;

6) Announcement of the voting results and the resolution adopted on the agenda item.

7.7. At the Board of Directors' in-person meetings, the Corporate Secretary may report about the implementation of previous resolutions of the Board of Directors.

7.8. The resolutions of the Board of Directors' meetings are adopted by a majority vote of the members of the Board of Directors attending the meeting, except for cases provided for in the Russian laws and the Company's Articles of Association.

7.9. Each member of the Board of Directors has one vote in deciding on the matters at the Board of Directors' meetings.

In the case of a voting tie, the Chairperson of the Board of Directors has a casting vote.

No member of the Board of Directors may transfer their vote to another member of the Board of Directors or another person.

7.10. If members of the Board of Directors have a conflict of interest, it is recommended that they abstain from voting on matters with respect to which they have a conflict of interest.

## **8. Proceedings for holding a meeting of the Board of Directors in absentia**

8.1. The Chairperson of the Board of Directors may resolve to hold a meeting of the Board of Directors in a mixed format (including via video conferencing). This information shall be specified in the notice on the meeting.

8.2. If at least half of the members of the Board of Directors are present at the meeting, the written opinions of the members of the Board of Directors who are absent from the meeting of the Board of Directors are taken into account when determining the results of voting on agenda items in line with the procedure set forth herein.

8.3. On the day of the meeting of the Board of Directors, the Corporate Secretary prepares a voting ballot based on the voting results of the meeting (Appendix 1) to be signed by the Chairperson of the Board of Directors and sent by fax, email, or via an automated electronic system to the members of the Board of Directors who were absent from the meeting.

8.4. When completing a voting ballot, the member of the Board of Directors shall cross out all but one of the possible voting options ("for", "against", or "abstained") for each draft resolution and for each item put to the vote. Once the voting ballot is completed, the member of the Board of Directors shall sign it and specify their surname and initials.

Members of the Company's Board of Directors may also vote on proposed draft resolutions via the automated information system.

8.5. The member of the Board of Directors shall send the completed and signed voting ballot along with their differing opinion on each agenda item (if any) within the day following the meeting to the Corporate Secretary in its original form, by fax, or by email, with the hard copies of such documents to be later sent to the address specified therein.

8.6. Voting ballots completed in violation of the requirements specified in clause 8.4 hereof are deemed invalid (or, in case of violation of the requirements for completing the voting options, are deemed invalid only to the extent of the relevant item) and are not taken into account when counting the votes.

Voting ballots received by the Company after the expiry of the deadline specified therein are not accepted for counting votes and tallying the voting results.

8.7. Based on the voting results at the meeting, voting ballots received from members of the Board of Directors, and information entered into the automated information system, the Corporate Secretary sums up the results of voting on the agenda items and drafts the minutes of meeting of the Board of Directors in accordance with the procedure set forth herein.

8.8. The completed voting ballots of those members of the Company's Board of Directors who are absent from the meetings of the Board of Directors along with their differing opinion on the agenda items (if any) are attached to the minutes of such meetings of the Board of Directors.

## **9. Absentee voting procedure**

9.1. As may be decided by the Chairman of the Company's Board of Directors, resolutions on the agenda items may be adopted through absentee voting (using voting ballots).

9.2. In order to pass a resolution of the Board of Directors via absentee voting (using voting ballots), each member of the Board of Directors is sent a notice of absentee voting on the agenda items, draft resolutions on such items, and materials (information) on the items included in the agenda in such a manner and within such a time as are set out in clauses 6.6–6.11 hereof.

9.3. The notice of absentee voting shall contain:

- the full corporate name of the Company and its location;
- wording of agenda items;
- an indication that the absentee voting will be conducted using voting ballots;
- the expiry date and time for accepting voting ballots for absentee voting;
- the list of information (documents) to be provided to the members of the Board of Directors.

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 two 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 one 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 shall be deemed passed with the wording voted "FOR" by most Members of the Board of Directors.

9.5. Absentee voting ballots (Appendix 2) are sent to the Board of Directors' members no later than the deadline set for submission of the voting ballots in the notice of the absentee voting.

Resolutions (recommendations) of the respective Committees (if received by the Corporate Secretary of the Company) are sent to the members of the Board of Directors together with the voting ballot.

9.6. When completing an absentee voting ballot, the member of the Board of Directors shall cross out all but one of the possible voting options ("for", "against", or "abstained") for each draft resolution and for each item put to the vote. Once the voting ballot is completed, the member of the Board of Directors shall sign it and specify their surname and initials.

Members of the Company's Board of Directors may also vote on proposed draft resolutions via an automated information system.

9.7. Voting ballots completed in violation of the requirements specified in clause 9.6 hereof are deemed invalid (or, in case of violation of the requirements for completing the voting options, are deemed invalid only to the extent of the relevant item) and are not taken into account when determining the quorum required for the resolution to be taken via absentee voting, or when counting the votes.

9.8. The member of the Board of Directors shall send the completed and signed voting ballot along with their differing opinion on the agenda item (if any) within the timelines specified in the ballot to the Corporate Secretary in its original form, by fax, or by email with the hard copies of such documents to be later sent to the address specified therein.

Members of the Board of Directors whose voting ballots were received by the Corporate Secretary in the original form or by fax, or by email not later than the deadline date for receiving voting ballots as specified in the notice as well as members of the Board of Directors who voted on the proposed draft resolutions via an automated information system are deemed to have participated in the absentee voting.

Voting ballots received by the Company after the expiry of the deadline specified therein are not accepted for counting votes and tallying the absentee voting results.

9.9. The results of the voting on the agenda items of a meeting held in absentia are tallied based

on the voting ballots completed and signed by members of the Board of Directors, and received by the Company before the deadline specified in the notice of absentee voting, as well as based on the votes of members of the Board of Directors received via the automated information system.

9.10. The Corporate Secretary executes the minutes of the Board of Directors based on the voting ballots received and the information entered into the automated information system in accordance with the procedure set forth herein.

#### **10. Convening and holding a meeting of the Board of Directors for the establishment of the Company's executive bodies**

10.1. The meeting of the Board of Directors for the establishment of the Company's executive bodies (including their election, termination, and suspension) is convened and held in accordance with the general rules set forth herein, in view of the specifics outlined in this Section.

10.2. The procedure outlined in this Section applies in the following cases:

- Termination of the powers of the General Director and election of a new General Director (or an Acting General Director);
- Election of the General Director (if the Board of Directors has previously resolved to terminate the powers of the General Director and elect an Acting General Director, but no new General Director of the Company has been elected);
- Suspension of the powers of the managing organization (manager) and appointment of an Acting General Director.

10.3. The preparation and holding of the Board of Directors' meeting, the agenda of which includes matters specified in clause 10.2 hereof, includes the following stages:

- Notifying members of the Board of Directors of convening the meeting specifying their right to nominate candidates for the position of General Director (or Acting General Director if the issue of suspending the powers of the managing organization (manager) is raised) or for the position of managing organization (manager) in cases provided for in this Section;
- Nomination by members of the Board of Directors of candidates for the position of General Director (Acting General Director, managing organization (manager));
- Adopting a resolution to terminate the powers of the General Director or to suspend the powers of the managing organization (manager);
- Adopting a resolution to elect the General Director (Acting General Director if the issue of suspending the powers of the managing organization (manager) is raised);
- Adopting a resolution to elect the Acting General Director if the resolution to terminate the powers of the General Director is passed, but no resolution to elect a new General Director is adopted as a result of voting;
- Preparation of a proposal by the Board of Directors regarding the candidate(s) for the position of managing organization (manager) for voting at the Company's General Meeting on transferring the powers of the Company's sole executive body to a managing organization (manager).

10.4. If a resolution is adopted to suspend the powers of the managing organization (manager) and appoint an Acting General Director, the Board of Directors shall adopt a resolution to hold an extraordinary General Meeting of the Company in order to resolve the matter related to early termination of the powers of the managing organization (manager).

10.5. In the case provided for in clause 10.4 of this Section, at the meeting at which the Board of Directors considers a resolution to suspend the powers of the managing organization (manager) and appoint an Acting General Director, the Board of Directors shall also consider the candidate(s) for the position of managing organization (manager) to whom it is proposed to transfer the powers of the Company's sole executive body, as well as adopt other resolutions related to the suspension of powers of the managing organization (manager) and the performance of functions by the Acting General Director until the General Meeting of the Company.

10.6. The notice of a meeting of the Board of Directors, the agenda of which contains items provided for in clause 10.2 hereof, shall be served on the members of the Board of Directors at least three (3) calendar days before the date of the Board of Directors' meeting.

10.7. If such items are to be preliminarily reviewed by the relevant Committee of the Company's Board of Directors in accordance with the respective Regulations on the Committees of the Board of Directors, the notice on the meeting of the Board of Directors the agenda of which contains such items is served on members of the Board of Directors no later than five (5) days before the date of the meeting of the Board of Directors.

10.8. Unless otherwise provided for in the resolution of the Board of Directors, each member of the Board of Directors may nominate no more than one candidate for the position of General Director (Acting General Director). A member of the Board of Directors may also nominate a candidate to the position of Acting General Director in case a resolution is passed to terminate the powers of the General Director, but no resolution to elect a new General Director is adopted as a result of voting. A member of the Board of Directors may nominate the same person both for the position of General Director and for the position of Acting General Director.

10.9. If an item related to the suspension of the powers of the managing organization (manager) is included in the agenda of the meeting of the Company's Board of Directors, a member of the Company's Board of Directors also has the right to nominate a candidate for the position of managing organization (manager) for a proposal of the Board of Directors to the Company's General Meeting regarding the transfer of the powers of the Company's sole executive body to a managing organization (manager).

10.10. The nomination of a candidate (clauses 10.8 and 10.9 hereof) is submitted in writing and signed by the member of the Company's Board of Directors who nominates the candidate.

10.11. The nomination of a candidate for the position of General Director (Acting General Director) shall contain the following information:

- the nominee's name;
- the nominee's date and place of birth;
- information on the nominee's education, area of expertise, and competence;
- information on an academic title;
- information on employment over the past five (5) years;
- the number and categories (classes) of the Company's shares held by the nominee.

10.12. The nomination of a candidate for the managing organization shall contain the following information:

- the full business name of the entity;
- the date and place of state registration of the entity;
- information on the entity's founders;
- information on the shareholders (members) of the entity;
- information on the entity's affiliates.

10.13. The nomination of a candidate for the position of manager shall contain information provided in clause 10.11 hereof, as well as the information on the availability of a certificate of state registration as a sole proprietor.

10.14. Nominations of candidates for the position of General Director (Acting General Director, managing organization (manager)) shall be submitted to the Company in the original, by fax (with the original to be later presented at the meeting), or by email at least one (1) calendar day before the meeting of the Board of Directors.

In cases provided for in clause 10.7 hereof, nominations of candidates for the position of General Director (Acting General Director, managing organization (manager)) shall be submitted to the Company in the original, by fax (with the original to be later presented at the meeting), or by email at least three (3) calendar days before the meeting of the Board of Directors.

10.15. The nominations received from members of the Company's Board of Directors are

included in the list for voting.

10.16. If, based on the results of voting on the election of the General Director, none of the nominees obtains the required number of votes, the Board of Directors may appoint an Acting General Director. In such a case, voting is conducted on the candidates for the positions of Acting General Director nominated by the members of the Board of Directors in accordance with clause 10.8 of this Section. If none of the members of the Board of Directors has nominated a candidate for the position of Acting General Director in accordance with clause 10.8 of this Section, the voting is conducted on the candidates nominated by the members of the Board of Directors at meetings of the Board of Directors.

10.17. Members of the Board of Directors are entitled to request additional information from a member of the Board of Directors on the candidate nominated by such member.

10.18. If matters provided for in clause 10.2 hereof are to be preliminarily reviewed by the relevant Committee of the Board of Directors in accordance with the respective Regulations for Committees of the Company's Board of Directors (if such a committee exists), the Corporate Secretary sends a notice of such meeting of the Board of Directors on such matters to the relevant Committee within such time as set out in clause 10.7 hereof. The Corporate Secretary of the Company sends the nominations of candidates for the position of General Director (Acting General Director) or the managing organization of the Company and information on them received from the members of the Board of Directors to the relevant Committee of the Board of Directors immediately after their receipt in such a manner and using such methods as will ensure their prompt receipt by the Committee (by fax, email, etc.).

The Corporate Secretary immediately sends the resolutions (recommendations) of the Committee of the Board of Directors if they are received by the Board of Directors before the date of the meeting of the Board of Directors to the members of the Company's Board of Directors, and also makes them available to the members of the Board of Directors directly at the meeting of the Board of Directors where the meeting is held in person or in a mixed form. If the resolutions (recommendations) of the relevant Committee are not presented to the Board of Directors, the Board of Directors may adopt a resolution on the respective matter without taking into account such resolutions (recommendations).

10.19. If, in accordance with the Articles of Association of the Company, the General Meeting carries out the election of the General Director, the provisions of this Section apply to the extent not contradicting the Articles of Association of the Company and the Russian laws.

10.20. If a collective executive body is set up at the Company, the procedure for electing and terminating the powers of its members is outlined in the Company's internal document regulating the activities of such body.

## **11. Minutes of meetings of the Board of Directors**

11.1. The Corporate Secretary keeps the minutes of meetings of the Board of Directors.

11.2. The minutes of meetings of the Company's Board of Directors are prepared within three (3) calendar days after the meeting (after the results of absentee voting or mixed voting are summed up).

11.3. The minutes of meetings shall contain the following:

- the full business name of the Company;
- the format of the meeting;
- the place and time of the meeting (tallying the voting results);
- the members of the Board of Directors attending the meeting (participating in the absentee or mixed voting), as well as invited persons;
- information on the presence of a quorum at the meeting;
- the meeting's agenda;

- the items put to the vote and the voting results by name;
- a summary of reports and speeches by persons participating in the meeting;
- the decisions made/ resolutions passed.

The person presiding over the meeting and the Corporate Secretary, who is responsible for the accuracy of the minutes, sign the minutes of meetings of the Company's Board of Directors.

The differing opinions received from the members of the Board of Directors are attached to the minutes of the respective meeting of the Board of Directors and form an integral part of such minutes.

The Corporate Secretary signs off all attachments to the minutes of meetings of the Company's Board of Directors (the Chairperson of the Board of Directors signs off attachments to the minutes of meetings of the Company's Board of Directors if so required by the format of the document).

11.4. The Corporate Secretary informs the members of the Board of Directors of the resolutions passed by the Board of Directors by sending a copy of the minutes of the Board of Directors' meeting by email, by fax, or via the automated information system within three (3) calendar days from the signing of the minutes of the Board of Directors' meeting.

11.5. The Company shall keep the minutes of meetings of the Board of Directors at the location of the Company's executive body.

11.6. The minutes of meetings of the Company's Board of Directors shall be available for review at the location of the Company's executive body to any member of the Board of Directors, member of the Internal Audit Board, the Company's Auditor, the Company's General Director, official representatives of federal regulatory authorities, as well as to any shareholder (shareholders) of the Company in accordance with the requirements of the Federal Law On Joint Stock Companies.

## **12. Final provisions**

12.1. The Company's Board of Directors shall regularly evaluate its performance in order to improve it.

The Company's Board of Directors determines the regularity, evaluation criteria, and other matters related to the performance evaluation of the Company's Board of Directors via separate resolutions.



**THE BOARD OF DIRECTORS  
of the Public Joint Stock Company  
«Rosseti Lenenergo»**

Отформатировано: английский (США)

Отформатировано: английский (США)

**B A L L O T**

for voting on agenda items of the meeting of  
the Board of Directors of «Rosseti Lenenergo», PJSC  
held in a mixed format on \_\_\_\_\_ 20\_\_

Item:

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

Resolution (passed during the meeting):

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

**FOR**

**AGAINST**

**ABSTAINED**

*(cross out as appropriate leaving your answer not crossed)*

Item:

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

Resolution (passed during the meeting):

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

**FOR**

**AGAINST**

**ABSTAINED**

*(cross out as appropriate leaving your answer not crossed)*

The completed and signed voting ballot shall be sent by fax to \_\_\_\_\_ or by email,  
or in its original form not later than \_\_\_\_\_.

*/time and date/*

Voting ballots received by the Company after the expiry of the deadline are not accepted for counting  
votes and tallying the attendee/absentee voting results.

Please send the completed original voting ballots to: \_\_\_\_\_

**Member of the Board of Directors  
of «Rosseti Lenenergo», PJSC** \_\_\_\_\_ /

(signature)

(full name)

Отформатировано: английский (США)

Отформатировано: английский (США)

**Chairperson of the Board of Directors** \_\_\_\_\_ /

(signature)

(full name)

**THE VOTING BALLOT IS INVALID UNLESS SIGNED BY THE CHAIRPERSON AND THE MEMBER OF THE BOARD OF  
DIRECTORS**

**THE BOARD OF DIRECTORS  
of the Public Joint Stock Company  
«Rosseti Lenenergo»**

Отформатировано: английский (США)

Отформатировано: английский (США)

**B A L L O T**

**for voting in absentia on agenda items of a meeting of  
the Board of Directors of «Rosseti Lenenergo», PJSC**

**Item 1:**

**RESOLVED TO:**

**FOR**

**AGAINST**

**ABSTAINED**

*(cross out as appropriate leaving your answer not crossed)*

**Item 2:**

**RESOLVED TO:**

**FOR**

**AGAINST**

**ABSTAINED**

*(cross out as appropriate leaving your answer not crossed)*

The completed and signed voting ballot shall be faxed to \_\_\_\_\_, e-mailed to \_\_\_\_\_, or its original shall be submitted no later than \_\_\_\_ on \_\_\_\_.

/time and date/

Voting ballots received by the Company after the expiry of the deadline are not accepted for counting votes and tallying the absentee voting results.

Please send the completed original voting ballots to: \_\_\_\_\_

**Member of the Board of Directors:  
of «Rosseti Lenenergo», PJSC**

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(full name)

Отформатировано: английский (США)

Отформатировано: английский (США)

**THE VOTING BALLOT IS INVALID UNLESS SIGNED BY THE MEMBER OF THE BOARD OF DIRECTORS**