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|  | Approvedby the Annual General Meeting of the shareholders of PJSC "Lenenergo" 14.06.2017Minutes No. 1/2017 dated 14.06.2017Chairman of the Annual General Meetingof the shareholders of PJSC "Lenenergo" \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

## THE REGULATION

### on

### The Board of Directors

**of the Public Joint Stock Company of power and electrification "Lenenergo"**

(new edition)

Saint Petersburg

2017

**1. General provisions**

* 1. The present Regulation is developed in accordance with the Civil code of the Russian Federation, Federal law "On joint stock companies", other regulatory legal acts of the Russian Federation and the Charter of Public joint stock company of power and electrification "Lenenergo" (hereinafter - the Company).
	2. The present Regulation is the internal document of the Company which determines the procedure for convening and holding meetings of the Board of Directors.
	3. The Board of Directors is the governing body of the Company, which carries out the general management of the Company, monitors the implementation of decisions of the General Meeting of shareholders of the Company in accordance with the requirements of the legislation of the Russian Federation.
	4. The main goals and objectives of the Board of Directors of the Company are:
* determining of the development strategy of the Company aimed at enhancing its market capitalisation and investment attractiveness, attaining maximum profits and augmenting the assets of the Company;
* ensuring the implementation and protection of rights and legitimate interests of shareholders of the Company and contributing to resolving corporate conflicts;
* ensuring the completeness, reliability and objectivity of information disclosure about the Company for shareholders and other stakeholders;
* the establishment of effective internal control mechanisms;
* regular evaluation of the activity of the executive bodies of the Company and its management.

To achieve the aforementioned objectives and tasks, the members of the Board of Directors shall be guided by the following principles:

* decision-making based on reliable information about activity of the Company;
* elimination of restrictions of the rights of shareholders to participate in the management of the Company, receive dividends and information about the Company;
* achieving balance of interests of different groups of shareholders and adoption of the most objective decisions in the interests of all shareholders of the Company by the Board of Directors.
	1. In its activities, the Board of Directors is governed by the Federal law "On joint stock companies", other regulatory legal acts of the Russian Federation, the Company's Charter and this Regulation.
1. The President and Deputy President of the Board of Directors of the Company
	1. The work of the Board of Directors shall be arranged by the President of the Board of Directors of the Company.
	2. The President of the Board of Directors is elected by the members of the Board of Directors of the Company from their number by majority of votes of the total number of members of the Board of Directors.

The person acting as Director General of the Company may not simultaneously be the President of the Board of Directors of the Company.

* 1. The Board of Directors may at any time re-elect the President of the Board of Directors by the majority of votes of the total number of members of the Board of Directors of the Company.
	2. The President of the Board of Directors:
1. organises the work of the Board of Directors;
2. convenes the meetings of the Board of Directors;
3. determines the form of holding meetings of the Board of Directors taking into account importance of items on the agenda and the recommendations provided for in paragraph 168 of the Code of corporate governance recommended by the Bank of Russia for application by joint stock companies whose shares are admitted to trading;
4. formulates and approves agendas of the meetings of the Board of Directors;
5. determines the list of the materials (information) on agenda of meetings provided to the members of the Board of Directors;
6. takes the necessary measures for the timely provision of the members of the Board of Directors with the information necessary for making decisions on the agenda issues;
7. defines the list of persons invited for participation in discussing of certain issues on the agendas of meetings of the Board of Directors;
8. presides at the meetings of the Board of Directors;
9. signs the minutes of the meetings of the Board of Directors, the requirements on inspection (audit) of financial and economic activities of the Company and other documents on behalf of the Board of Directors of the Company;
10. organises the development and oversees the implementation of the Plan on the work of the Board of Directors approved by the Board of Directors;
11. represents the Board of Directors when interacting with the shareholders of the Company, government authorities, public organisations, mass media;
12. carries out the correspondence of the Board of Directors with shareholders, executive bodies and members of the staff of the Company and other organisations;
13. presides at General Meetings of shareholders of the Company, announces agenda, informs on forthcoming speeches and reports and realises other functions of the Chairman of the General Meeting of shareholders of the Company stipulated by the regulations on the General Meeting of shareholders of the Company;
14. on behalf of the Board of Directors organises control over implementation of the decisions of the General Meeting of shareholders and the Board of Directors, officially puts to the control the implementation of the decisions of the Board of Directors and takes off the control the executed decisions of the Board of Directors;
15. organises the production of the most effective decisions on agenda issues and, if necessary, free discussion of these issues, as well as the constructive atmosphere of the meetings, ensures that the meeting of the Board of Directors is held in compliance with the requirements of the legislation of the Russian Federation, the Company's Charter, other internal documents of the Company and present Regulation;
16. performs other functions stipulated by the legislation of the Russian Federation, the Company's Charter and decisions of the Board of Directors of the Company.

2.5. In the absence of the President of the Board of Directors of the Company, his functions are exercised by the person elected from the members of the Board of Directors by a majority vote of the members of the Board of Directors of the Company (Deputy President of the Board of Directors).

A member of the Board of Directors cannot be elected as Deputy President of the Board of Directors if he is the Director General or a member of the collegial executive body of the Company.

**3. The members of the Board of Directors, their rights, duties and responsibilities**

* 1. The members of the Board of Directors within the competence of the Board of Directors are entitled to:
1. obtain information on the activities of the Company, including valuable trade secrets of the company, to familiarise themselves with all constituent, normative, accounting, reporting, contractual and other documents of the Company in accordance with the legislation of the Russian Federation and internal documents of the Company;
2. make written proposals on formation of the Work plan of the Board of Directors;
3. suggest the issues for discussion for the agenda of the meetings of the Board of Directors in the stipulated manner;
4. demand convening the meeting of the Board of Directors of the Company;
5. to exercise other rights stipulated by the legislation of the Russian Federation, the Company's Charter, other internal documents of the Company and this Regulation.
	1. Member of the Board of Directors may request in written form the documents and information necessary for making decisions on issues referred to the competence of the Board of Directors, from the Director General of the Company (or other person performing functions of the sole executive body of the Company), and from the Corporate Secretary[[1]](#footnote-1).
	2. Documents and information of the Company should be given to the member of the Board of Directors not later than 5 (five) working days since the receipt of the request.
	3. The directors first elected to the Board of Directors are given the opportunity to gain insight into the Company's strategy, the system of corporate governance of the Company, risk management and internal control, allocation of responsibilities between the executive bodies of the Company and other material information about production and financial and economic activities of the Company.
	4. Members of the Board of Directors may be paid remuneration and (or) be compensated the expenses connected with the performance of the members of the Board of Directors of its functions, in the manner prescribed by the Regulations on payment to members of the Board of Directors of remuneration and compensation approved by the General Meeting of shareholders of the Company.
	5. The members of the Board of Directors when exercising their rights and performing obligations shall act in the interests of the Company, exercise their rights and fulfill the responsibilities towards the Company reasonably and in good faith.

Member of the Board of Directors that gained access to sensitive information of the Company, including constituting a commercial secret, shall be obliged to keep it confidential.

* 1. The members of the Board of Directors are responsible to the company for losses caused to the Company by their guilty actions (inaction), in accordance with the applicable law.

The Board members who voted against the decision that entailed losses to the Company, or did not participated in voting, are not held responsible.

* 1. The members of the Board of Directors should refrain from actions that lead or may lead to conflict between their interests and the interests of the Company.

In case a member of the Board of Directors has a potential conflict of interest, including if there is interest in the transaction settlement by the Company, such member of the Board of Directors shall immediately inform the Board of Directors of the Company and, in any case, put the interests of the Company above their own interests. This announcement should be made before the start of the discussion, in which such member of the Board of Directors has a conflict of interest at the meeting of the Board of Directors.

3.9. The members of the Board of Directors within two months from the date they learned or had to learn about the circumstances in which they may be deemed interested in the Company's transactions are obliged to notify the Company:

- on legal persons, in respect of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled entities are controlling persons or have the right to give mandatory instructions;

- on legal persons in management bodies of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled persons hold positions;

- of the known by them committed or proposed transactions in which they may be recognised as interested parties.

In case of any changes in such information, the members of the Board of Directors of the Company are obliged to notify the Company about changes in such information within 14 days from the date when they learned or had to learn about the change.

3.10. The Board of Directors may consist of independent directors who possess sufficient professionalism, experience and independence to form their opinion, are able to make objective and honest judgment, independent from the influence of Executive bodies of the company, specific groups of shareholders or other interested parties.

3.11. An independent director should refrain from actions in which he may cease to be independent. Member of the Board of Directors shall notify the Board of Directors of the Company about the circumstances in which he ceases to be independent, within 5 working days from the date of occurrence of such circumstances.

3.12. In exceptional cases the Board of Directors may recognise a member of the Board of Directors as independent one, despite the presence of formal criteria of dependence (connectedness with the Company, major shareholder, major counterparty or competitor of the Company, government and/or municipality), in the case that such coupling will not affect the ability of the respective member of the Board of Directors to make independent, objective and fair judgment.

The Company, in recognition of a member of the Board of Directors as independent director, in conformity assessment of candidates to the members of the Board of Directors or members of the Board of Directors to the independence criteria is guided by the requirements of the listing rules of PJSC Moscow exchange.

3.13. If the President of the Board of Directors of the Company is not an independent director, the members of the Board of Directors are entitled to elect a Senior independent director from the elected independent directors, who:

- coordinates communication between the independent directors, including convening, as necessary, meetings of the independent directors, and presides at them;

- together with the President of the Board of Directors contributes to an effective work of the Board of Directors, establishing and maintaining dialogue between members of the Board of Directors and shareholders of the Company;

- in conflict situations, in particular, in case of significant differences between members of the Board of Directors, makes an effort to resolve conflict through engagement with its participants;

- plays a key role in the evaluation of the effectiveness of the President of the Board of Directors of the Company conducted by independent directors.

**4. Corporate Secretary of the Company.**

* 1. Technical (informational, documentary, protocol, secretarial) support for current activity of the Board of Directors exercises the Corporate Secretary of the Company, acting on the basis of the Company's Charter, present Regulation, regulation on the Corporate Secretary of the Company, other internal documents of the company and in accordance with the instructions of the President of the Board of Directors.
	2. The status of a Corporate Secretary, its functions, requirements for candidacy, procedure of appointment and termination of powers of the Corporate Secretary, his subordination and relations with the management bodies and structural divisions of the Company, as well as other issues of the Company's Corporate Secretary are determined by the Regulation on the Corporate Secretary of the Company, which is approved by the decision of the Board of Directors of the Company.

**5. Organisation of work of the Board of Directors**

* 1. Meetings of the Board of Directors shall be held in accordance with the approved Work plan of the Board of Directors and as necessary but not less than once in six weeks, unless otherwise provided in this Regulation.
	2. If necessary, the President of the Board of Directors may decide to hold an unscheduled meeting of the Board of Directors about the change of dates of the scheduled meetings of the Board of Directors, for inclusion in the agenda of the meeting of the Board of Directors of additional issues and about the direction of the adjusted materials on issues of agenda of the meeting of the Board of Directors.
	3. The work plan of the Board of Directors.

5.3.1. The work plan of the Board of Directors can be formed in the following main directions:

* strategic development of the Company;
* medium-term and current planning of Company's activities;
* organisation of the activities of the Board of Directors;
* control over execution of decisions of the Board of Directors and the General Meeting of shareholders.

5.3.2. The work plan of the Board of Directors shall include:

1. the matters to be considered at meetings of the Board of Directors of the Company in the current year (quarterly);
2. schedule of meetings of the Board of Directors;
3. the list of persons (the Company's governing bodies) responsible for preparation of issues for consideration at meetings of the Board of Directors (members of the Board of Directors, Director General, other persons).

5.3.3. The work plan of the Board of Directors is based on proposals of the President and members of the Board of Directors, Audit Commission of the Company, Director General of the Company, the external Auditor, with compliance to the requirements of the first and second passages of paragraph 6.4. of this Regulation.

These proposals are submitted to the President of the Board of Directors in written form with simultaneous sending of a copy of the proposals to Corporate Secretary.

* 1. The Board of Directors is entitled to annually evaluate the effectiveness of the Board of Directors itself (self-assessment) or by external independent organisations (the consultant) with the necessary qualifications to carry out such an assessment.

6. Convening of the meeting of the Board of Directors

* 1. The first meeting of the Board of Directors elected in a new composition shall be convened by one of the members of the Board of Directors of the Company by notification on convocation of the meeting to all other members of the Board of Directors, as well as by notifying the Company in the name of the Director General.

Director General must render assistance and provide all information necessary for the organisation of the first meeting of the Board of Directors elected in a new composition.

At the first meeting of the Board of Directors the following issues are mandatory for discussion and voting on:

* on election of the President of the Board of Directors;
* on election of deputy President of the Board of Directors;
	1. Subsequent meetings of the Board of Directors are convened by the President of the Board of Directors (with the exception of the case stipulated by paragraph 2.5. of this Regulation):
* in accordance with the schedule of meetings of the Board of Directors approved by the Work plan of the Board of Directors;
* at the initiative of the President of the Board of Directors of the Company;
* at the written request of a member of the Board of Directors, Audit Commission, Director General of the Company, the Auditor of the Company.
	1. The requirement about convocation of the meeting of the Board of Directors shall contain:
1. the indication of the initiator of the meeting;
2. the formulation of the agenda issues;
3. the motives for the adoption of the agenda issues;
4. information (materials) on agenda issues;
5. draft decisions on agenda issues.
	1. The requirement about convocation of the meeting of the Board of Directors must be made in writing and signed by a person demanding its convening.

The request of the Audit Commission of the Company on convocation of the meeting of the Board of Directors shall be signed by the Chairman of the Audit committee.

The requirement about convocation of the meeting of the Board of Directors with all necessary materials (information) shall be sent to the President of the Board of Directors with the simultaneous sending of a copy of the proposals to Corporate Secretary.

* 1. The President of the Board of Directors is obliged to consider the received demand on convocation of the Extraordinary Meeting of the Board of Directors of the Company and to decide on the convening of such meeting, on refusal of its convocation or on inclusion the questions written in the requirement in the agenda of a scheduled (in accordance with the approved Work plan of the Board of Directors) meetings of the Board of Directors.

The reasoned decision of the President of the Board of Directors on refusal of convocation of an Extraordinary Meeting of the Board of Directors shall be sent to the person requesting the convening of such meeting.

Failure to comply with the requirements established by paragraphs 6.3., 6.4. of this Regulation can serve as a basis for refusal on meeting the demands of convening a meeting of the Board of Directors.

* 1. Announcement about a meeting of the Board of Directors is prepared by the Corporate Secretary and signed by the President or Deputy President of the Board of Directors (in cases stipulated in the Regulation). Announcement about a meeting of the Board of Directors shall be made in written form and may be sent by the Corporate Secretary to the members of the Board of Directors in any way, including in person, Fax message or by means of a notification sent to the e-mail addresses of members of the Board of Directors that are available to the Corporate Secretary.
		1. Announcement about a meeting of the Board of Directors is directed by the Corporate Secretary to each member of the Board of Directors not later than 11 (Eleven) working days before the date of the meeting of the Board of Directors (end of term of reception of questionnaires for voting) except cases stipulated in the Regulation.
		2. In the case of inclusion in the agenda of the meeting of the Board of Directors of matters that, in accordance with the regulations on Committees of the Board of Directors must be preliminary considered by the relevant Committee of the Board of Directors (if created), and by the date of the announcement the decisions (recommendations) of the Committee of the Board of Directors on these matters to the Board of Directors are not represented, the notice on holding of such meetings of the Board of Directors is directed to the Corporate Secretary to each member of the Board of Directors in written form not later than 15 (Fifteen) working days prior to the date of the meeting of the Board of Directors (end of term of reception of questionnaires for voting) except cases stipulated by the Regulation.
	2. Simultaneously with the announcement of the meeting of the Board of Directors, members of the Board of Directors receive the materials (information) on agenda issues of the meeting.

Materials (information) on agenda issues of the meeting include:

* draft decisions of the Board of Directors on the issues included in the agenda of the meeting of the Board of Directors;
* an explanatory note to draft decisions of the Board of Directors on the issues included in the agenda of the meeting of the Board of Directors;
* draft documents submitted for approval or endorsement of the Board of Directors;
* the minutes of the meetings and of the meetings of management bodies, decisions (recommendations) of Committees of the Board of Directors and other specially created bodies and commissions of the Company for preliminary consideration of issues (if there are any);
* the materials confirming the data stated in draft decisions and explanatory notes;
* other information materials on issues included in the agenda of the meeting of the Board of Directors.
	1. Announcement about the meeting of the Board of Directors, materials (information) on agenda issues may be provided to the members of the Board of Directors of the Company personally, by Fax message, by means of a notification sent to the e-mail addresses of members of the Board of Directors that are available to the Corporate Secretary, or in the original.
	2. For inclusion in the agenda of the meeting of the Board of Directors of matters that, in accordance with the regulations on Committees of the Board of Directors must be preliminary considered by the relevant Committee of the Board of Directors, announcement about the Board of Directors meeting and materials on the specified issues are submitted by the Corporate Secretary of the Company to the corresponding Committee in the order and terms, stipulated by subparagraph 6.6.2. and paragraph 6.8. of this Regulation.

Decisions (recommendations) of the Committee of the Board of Directors are directed by the Corporate Secretary of the Company to members of the Board of Directors in case of their reception by the Board of Directors not later than 3 (Three) working days before the date of the meeting of the Board of Directors, with the exception of the case stipulated by paragraph 10.18. of this Regulation. In case the decisions (recommendations) of a corresponding Committee are not submitted (or submitted in violation of these terms), the Board of Directors may take a decision on the issue, without taking into account such decisions (recommendations).

* 1. The President of the Board of Directors may, by agreement with the initiator of putting to consideration by the Board of Directors of issue which in accordance with the regulations on the Committee of the Board of Directors must be preliminary considered by the relevant Committee of the Board of Directors, postpone consideration of this matter one time in the case that the Committee was not presented with the required decisions (recommendations) and the Chairman of the Committee sent a letter with a motivated request for such a transfer.
	2. In cases stipulated by paragraph 5.2. and section 10 hereof, by the decision of the President of the Board of Directors the period during which members of the Board of Directors shall receive notice of meeting of the Board of Directors and provision of materials (information) may be reduced.
1. **The procedure of the meeting of the Board of Directors**
	1. The Board of Directors meeting is opened by the President of the Board of Directors. The President of the Board of Directors may take a decision on conducting a meeting of the Board of Directors in presentia (joint presence) via video conferencing.
	2. In the meetings of the Board of Directors participate the members of the Board of Directors of the Company, and persons invited to the meeting for each of the listed issues according to the approved by the President of the Board of Directors list.
	3. The Corporate Secretary determines presence of quorum for holding meetings of the Board of Directors.

The quorum for holding meetings of the Board of Directors comprises at least half of the elected members of the Board of Directors of the Company.

* 1. The President of the Board of Directors informs the audience about presence of quorum for holding the meeting of the Board of Directors and announce the agenda of the meeting of the Board of Directors.
	2. In the absence of a quorum the meeting is declared incompetent. The President of the Board of Directors makes one of the following decisions:

1) by consultation with the present members of the Board of Directors determines the rescheduling of the beginning of the meeting, but not more than for two hours;

2) determine the dates of the new meeting held instead of the cancelled one with the previously established agenda;

The new meeting instead of the failed one can be carried out not later than 20 days after the corresponding decision of the President of the Board of Directors on this issue;

3) includes the issues on the agenda of the failed meeting in the agenda of the next regular meeting of the Board of Directors.

* 1. A meeting of the Board of Directors includes the following stages:
1. the speech of the member of the Board of Directors or the invited person with a report on the issue of the agenda;
2. the discussion of the agenda;
3. proposals for the wording of the decision on the issue of the agenda;
4. voting on the agenda issue;
5. the counting of votes and summarising of voting;
6. the announcement of the results of voting and decisions adopted on the question of the agenda.
	1. On the Board of Directors meeting held by joint presence of its members, the information from Corporate Secretary on implementation of previously adopted decisions of the Board of Directors is necessarily reported.
	2. Decisions at a meeting of the Board of Directors of the Company are taken by majority vote of the members of the Board of Directors of the Company participating in the meeting of the Board of Directors, with the exception of cases stipulated by the legislation of the Russian Federation and the Company's Charter.
	3. During the issues resolvent at a meeting of the Board of Directors, each Board member has one vote.

In case of equality of votes, the casting vote belongs to the President of the Board of Directors.

Transfer of vote by one member of the Board of Directors of the Company to another member of the Board of Directors of the Company or any other person is prohibited.

* 1. In case a member of the Board of Directors has a conflict of interest, he is advised to abstain from voting on matters in respect of which he has a conflict of interest.
1. **The procedure of the meeting of the Board of Directors by the distance form**
	1. According to the decision of the President of the Board of Directors, the Board of Directors meeting can be conducted by the distance form (including via videoconference). This information about such form of the meeting must be specified in the announcement about the meeting.
	2. In case of presence at meeting not less than half of the members of the Board of Directors in determining the results of voting on the agenda issues written opinions of members of the Board of Directors of the Company absent at the meeting of the Board of Directors are taken into account, in the manner prescribed by this Regulation.
	3. On the day of the meeting of the Board of Directors, the Corporate Secretary, according to the results of voting at the meeting makes a questionnaire (Appendix 1) signed by the President of the Board of Directors, which shall be sent in the original or by Fax, or by e-mail to members of the Board of Directors of the Company absent at the meeting.
	4. When filling out the questionnaire a member of the Board of Directors shall leave uncrossed only one possible voting option ("for", "against", "abstained") on each draft decision on each of the issues. Filled in questionnaire should be signed by a member of the Board of Directors with indication of his surname and initials.
	5. Filled and signed questionnaire, as well as the special opinion of a member of the Board of Directors, should be sent by a member of the Board of Directors not later than the next day after the meeting to the Corporate Secretary in the original or by Fax, or by e-mail, and then sending the questionnaire in paper form at the address specified therein.
	6. The questionnaire filled with infringement of requirements specified in paragraph 8.4. of the present Regulation is considered invalid (in case of violations of requirements for completing the voting options shall be deemed invalid only in the part with the corresponding question) and not included in the counting of votes.

The questionnaire received by the Company after the aforementioned deadline will not be considered during vote count and summarising voting results.

* 1. Based on the results of voting at the meeting and received questionnaires from members of the Board of Directors, the Corporate Secretary sums up the voting results on agenda issues and prepare minutes of the Board of Directors in the manner prescribed by this Regulation.
	2. Filled out questionnaires of the members of the Board of Directors that were absent at the meetings of the Board of Directors, and special opinions of members of the Board of Directors on issues on the agenda (if there are any) shall be attached to the minutes of the meetings of the Board of Directors.
1. **The procedure for making decisions by absentee voting**
	1. According to the decision of the President of the Board of Directors of the Company, decisions on matters of the agenda may be adopted by absentee voting (by poll).
	2. For adopting the decision by the Board of Directors by absentee voting (by poll) each member of the Board of Directors is sent a notification about holding the absentee voting on the agenda issues, draft decisions on them and materials (information) on issues included in the agenda in the manner and within the deadlines established by paragraphs 6.6 to 6.11 of this Regulation.
	3. The notification about holding the absentee voting shall contain:
* - full corporate name and place of business of the Company;
* the formulation of the agenda issues;
* indication for conducting absentee voting by filling the questionnaire;
* the date and time of the deadline for the receipt of questionnaires for absentee voting;
* the list of information (materials) provided to members of the Board of Directors.
	1. The members of the Board of Directors shall have the right to submit their proposals and (or) remarks on proposed draft decisions of the Board of Directors not later than 5 (Five) working days prior to the expiration of the term of reception of questionnaires for voting specified in the notice of holding the absentee voting.
	2. The questionnaire for absentee voting shall be sent to the members of the Board of Directors not later than the date of expiration of acceptance of questionnaires specified in the notification about holding the absentee voting.

Along with a questionnaire, decisions (recommendations) of respective Committees are sent to the members of the Board of Directors (if they are received by the Corporate Secretary of the Company).

* 1. When filling out the questionnaire a member of the Board of Directors shall leave uncrossed only one possible voting option ("for", "against", "abstained") on each draft decision on each of the issues. Filled in questionnaire should be signed by a member of the Board of Directors with indication of his surname and initials.
	2. The questionnaire filled with infringement of requirements specified in paragraph 9.6. of the present Regulation is considered invalid (in case of violations of requirements for completing the voting options shall be deemed invalid only in the part with the corresponding question) and does not participate in determining the quorum required for taking decision by absentee voting and is not counted when counting the votes.
	3. Filled and signed questionnaire, as well as the special opinion of a member of the Board of Directors on the agenda issues, should be sent by a member of the Board of Directors not later than the deadline specified in the questionnaire to the Corporate Secretary in the original or by Fax, or by e-mail, and then sending the questionnaire in paper form at the address specified therein.

The members of the Board of Directors, whose questionnaires were received by the Corporate Secretary in the original, or via facsimile, or email no later than the deadline for reception of questionnaires specified in the notification, are considered to have been participated in absentee voting.

The questionnaire received by the Company after the aforementioned deadline will not be considered during vote count and summarising voting results of absentee voting.

* 1. Voting results on the agenda issues of the meeting held in absentee voting are summed up on the basis of the filled in and signed by the members of the Board of Directors questionnaires received by the Company within the period prescribed in the notification about holding the absentee voting.
	2. On the basis of the received questionnaires the Corporate Secretary prepares minutes of the Board of Directors in the manner prescribed by this Regulation.
1. The convening and conducting of a meeting of the Board of Directors connected with formation of executive bodies of the company
	1. The convening and conduction of meetings of the Board of Directors connected with formation of executive bodies of the Company (election, termination, suspension of powers) shall be held in accordance with the general rules established in this Regulation, taking into account peculiarities specified in this section.
	2. The order defined in the section applies in the following cases:
* termination of powers of Director General and election of a new Director General (or acting Director General);
* the election of Director General (in case if earlier the Board of Directors decided on termination of powers of Director General and election of acting Director General, and the new Director General of the Company hasn't been elected);
* suspension of powers of managing organisation (manager) and on appointment of acting Director General.
	1. The preparation and holding of a meeting of the Board of Directors, agenda of which includes issues specified in paragraph 10.2. of this Regulation consists of the following stages:
* the notification of the members of the Board of Directors on convocation of the meeting, specifying the right to nominate candidates for the position of Director General (or acting Director General in case of bringing up the issue on suspension of powers of managing organisation (manager)) or a candidacy of the managing organisation (Manager) in cases provided for by this section;
* the nomination of the members of the Board of Directors of candidates for the position of Director General (acting Director General, managing organisation (manager));
* making the decision on termination of powers of Director General or on suspension of powers of managing organisation (Manager);
* the decision on election of Director General (acting Director General in case of statement of the issue on suspension of powers of managing organisation (Manager));
* making the decision on election of acting Director General in case if the decision on termination of powers of Director General is adopted, but as a result of voting the new Director General hasn't been elected;
* the formation of the proposal of the Board of Directors on the candidacy (candidacies) of a managing organisation (manager) for voting at the General Meeting of shareholders of the Company on the issue of transferring powers of the sole executive body of the managing organisation (manager).
	1. In the case of a decision on suspension of powers of managing organisation (manager) and appointment of acting Director General, the Board of Directors shall decide on holding an Extraordinary General Meeting of shareholders of the Company for resolving the issue on early termination of powers of the managing organisation (manager).
	2. In the case provided for in paragraph 10.4. of this section, the Board of Directors shall, at the meeting at which the decision on suspension of powers of managing organisation (managing Director) and appointment of acting General Director is being adopted, consider the candidature (candidatures) of a managing organisation (manager), which is proposed to transfer the powers of the sole executive body of the Company, as well as to make other decisions, associated with the suspension of powers of managing organisation (manager) and implementation by the acting Director General of his functions before the time of holding the General Meeting of shareholders of the Company.
	3. Announcement about a meeting of the Board of Directors, the agenda of which contains issues stipulated by paragraph 10.2. of this Regulation, shall be sent to the members of the Board of Directors in written form no later than 3 (Three) days before the date of the meeting of the Board of Directors.
	4. If these issues, in accordance with the regulations on Committees of the Board of Directors, must be considered by the relevant Committee of the Board of Directors of the Company beforehand, announcement about a meeting of the Board of Directors which agenda contains these issues, is sent to the members of the Board of Directors in writing not later than 5 (Five) days before the date of the meeting of the Board of Directors.
	5. Unless otherwise is established by the decision of the Board of Directors, each member of the Board of Directors may nominate not more than one candidate for the position of Director General (acting Director General). Member of the Board of Directors shall also have the right to nominate a candidate for the position of acting General Director in case if the decision on termination of powers of Director General is adopted, but as a result of voting the new Director General hasn't been elected. The member of the Board of Directors has the right to nominate the same person for the position of Director General and acting Director General.
	6. In case of inclusion in the agenda of the meeting of the Board of Directors of the issue on suspension of powers of managing organisation (manager), a member of the Board of Directors of the Company shall also have the right to nominate the managing organisation (manager) for formation of the proposal of the Board of Directors to the General Meeting of shareholders of the Company on the issue of transferring powers of the sole executive body to the managing organisation (manager).
	7. The proposal on nomination of a candidate (paragraphs 10.8. and 10.9. of this Regulation) shall be made in writing and signed by the member of the Board of Directors of the Company that nominated the candidate.
	8. The proposal on nomination of candidate for the position of Director General (acting Director General) shall contain the following information:
* the name of the proposed candidate;
* date and place of birth;
* information on education, profession and qualification;
* information on presence of a scientific degree;
* information on work activity during the last 5 (Five) years;
* the amount and categories (types) of the Company's shares owned by the candidate.
	1. The proposal on nomination of the managing organisation shall contain the following information:
* full corporate name of the organisation;
* information the date and place of the organisation's state registration;
* information on the founders of the organisation;
* information on shareholders (participants) of the organisation;
* information on affiliates of the organisation.
	1. The proposal on nomination of the manager shall contain the information provided for in paragraph 10.12. of this Regulation, as well as information on a candidate's certificate of state registration as an individual entrepreneur.
	2. Proposals on nomination of candidates for the position of Director General (acting Director General, managing organisation (manager)), must be received by the Company in the original or via Fax (with subsequent provision of the original at the meeting) or by e-mail no later than 1 (One) day before the meeting of the Board of Directors.

In the cases stipulated by paragraph 10.8., proposals on nomination of candidates for the position of Director General (acting Director General, managing organisation (manager)), must be received by the Company in the original or via Fax (with subsequent provision of the original at the meeting) or by e-mail no later than 3 (Three) working days before the meeting of the Board of Directors.

* 1. Proposals on candidates' nomination received from members of the Board of Directors of the Company are included in the voting list.
	2. If by the results of voting on the question of the election of the Director General none of the candidates attains the necessary number of votes, the Board of Directors may appoint an acting Director General. In this case, voting is conducted for those candidates for the office of the acting Director General, who were nominated by members of the Board of Directors in accordance with paragraph 10.8. of this section. If none of the members of the Board of Directors has not nominated a candidate for the position of acting Director General in accordance with paragraph 10.8. of this section, voting is conducted on candidates that were nominated by members of the Board of Directors at the meeting of the Board of Directors.
	3. The members of the Board of Directors may request additional information from the member of the Board of Directors about his nominee.
	4. In case the issues stipulated by paragraph 10.2. of this Regulation, in accordance with the regulations on the committees of the Board of Directors of the Company (if created) must be pre-reviewed by the relevant Committee of the Board of Directors, announcement about a meeting of the Board of Directors on these matters will be referred by the Corporate Secretary to the corresponding Committee within the terms stipulated by subparagraph 10.7. of this Regulation. Proposals on nomination of candidates for the position of Director General (acting Director General) or a managing organisation of the Company and information about them received from members of the Board of Directors directed by the Corporate Secretary to the relevant Committee of the Board of Directors immediately after their reception in the order and manner ensuring their prompt reception by the Committee (Fax, e-mail, etc.).

Decisions (recommendations) of the Committee of the Board of Directors in case of their reception by the Board of Directors prior to the date of the meeting of the Board of Directors shall be immediately forwarded by the Corporate Secretary to the members of the Board of Directors of the Company and are available to members of the Board of Directors directly at the meeting of the Board of Directors to conduct the meeting in person or in distance form. In case the decisions (recommendations) of the relevant Committee are not presented to the Board of Directors, the Board of Directors may make a decision on the issue without accounting for such decisions (recommendations).

* 1. In case if, in accordance with the Charter of the Company, the election of the Director General is made by the General Meeting of shareholders, the provisions of this section apply to the extent not inconsistent with the Charter of the Company and the legislation of the Russian Federation.
	2. In case of establishing the collegial executive body in the Company, the order of election and termination of powers of its members is set by the internal document of the Company regulating the activities of such a body.
1. The minutes of the meeting of the Board of Directors of the Company
	1. At the meeting of the Board of Directors a minutes shall be kept by the Corporate Secretary.
	2. The minutes of the meeting of the Board of Directors of the Company shall be made no later than 3 (Three) days after its holding (summing up of absentee or distance voting).
	3. The minutes shall include:
* full corporate name of the Company;
* meeting format;
* the time and place of holding the meeting (summarising of voting);
* the members of the Board of Directors present at the meeting (participating in absentee, distance voting) and invitees;
* the information on presence of quorum of the meeting;
* the agenda of the meeting;
* the questions put to the vote and roll-call voting results;
* generalised retelling of the reports and speeches and persons present at the meeting;
* adopted decisions.

The minutes of the meeting of the Board of Directors of the Company shall be signed by the person presiding at the meeting and by Corporate Secretary, they are responsible for the correctness of the minutes.

Received separate opinions of members of the Board of Directors shall be attached to the minutes of the meeting of the Board of Directors, as they are an integral part of the minutes.

The Corporate Secretary should certify all appendixes to the minutes of the meeting of the Board of Directors of the Company (the President of the Board of Directors certifies the appendixes to the minutes of the meeting of the Board of Directors of the Company in case if it is stipulated by the document format).

* 1. Decisions adopted by the Board of Directors, shall be communicated to the members of the Board of Directors in writing by sending to the Corporate Secretary copies of the minutes of the meeting of the Board of Directors not later than 3 (Three) days since signing the minutes of the meeting of the Board of Directors.
	2. The Company shall keep all the minutes of meetings of the Board of Directors at the location of the executive body of the Company or in another place known and accessible to stakeholders.
	3. The minutes of the meetings of the Board of Directors of the company shall be available for familiarisation to any shareholder of the Company, member of the Board of Directors, member of the Audit Commission, Auditor, Director General of the Company, official representatives of Federal supervising authorities at the place of location of the executive body of the Company or in another specified location by the Board of Directors of the Company.
1. Final provisions
	1. For the purpose of improving its work, the Board of Directors of the Company is obliged to make regular evaluation of the effectiveness of its activities.

Regularity, criteria of evaluation and other issues related to the performance evaluation of the Board of Directors of the Company shall be determined by separate decisions of the Board of Directors of the Company.

Appendix 1

to the Regulation on the Board of Directors of Public Joint Stock Company of power and

electrification "Lenenergo"

BOARD OF DIRECTORS

**of Public Joint Stock Company**

**of power and electrification**

**"Lenenergo"**

## QUESTIONNAIRE

for voting on the issues of the meeting's agenda

of the Board of Directors of PJSC "Lenenergo",

held by absentee voting and by voting in person on "\_\_\_\_" \_\_\_\_\_\_\_\_\_\_\_ 20\_\_

**Question:**

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

**The decision (adopted during the meeting):**

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

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| --- | --- | --- | --- | --- |
| FOR |  | AGAINST |  | ABSTAINED |

*(leave your answer uncrossed)*

**Question:**

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

**The decision (adopted during the meeting):**

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

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| FOR |  | AGAINST |  | ABSTAINED |

*(leave your answer uncrossed)*

Filled out and signed questionnaire is to be faxed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or sent in the original no later than \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

 /date, time/

The questionnaire received by the Company after the aforementioned deadline will not be considered during vote count and summarising voting results in absentee voting and voting in person.

The original questionnaire please send to: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Member of the Board of Directors**

of PJSC "Lenenergo" \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_/ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(signature) (Surname, name, patronymic)

**The President of the Board of Directors\_\_\_\_\_\_\_\_\_\_\_\_\_\_/ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 (signature) (Surname, name, patronymic)

# QUESTIONNAIRE is invalid without the signature of the President and a member of the Board of Directors

Appendix 2

to the Regulation on the Board of Directors of Public Joint Stock Company of power and

electrification "Lenenergo"

BOARD OF DIRECTORS

of Public Joint Stock Company

of power and electrification

"Lenenergo"

## QUESTIONNAIRE

for absentee voting on the issues of the meeting's agenda

of the Board of Directors of PJSC "Lenenergo",

**Question 1:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Decision:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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| --- | --- | --- | --- | --- |
| FOR |  | AGAINST |  | ABSTAINED |

*(leave your answer uncrossed)*

**Question 2:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Decision:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| FOR |  | AGAINST |  | ABSTAINED |

*(leave your answer uncrossed)*

Filled out and signed questionnaire is to be faxed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or sent in the original no later than \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 /date, time/

The questionnaire received by the Company after the aforementioned deadline will not be considered during vote count and summarising voting results in absentee voting.

The original questionnaire please send to: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Member of the Board of Directors

of PJSC "Lenenergo" \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_/\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (signature) (Surname, name, patronymic)

**questionnaire is invalid without the signature a member of the Board of Directors**

1. Hereinafter the Corporate Secretary, if it is stipulated in the Charter of the Company, is called the Secretary of the Board of Directors. [↑](#footnote-ref-1)