**Summary of Amendments**

**to the Regulations for the General Meeting of PJSC “LENENERGO” (“Company”)**

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| **No.** | **Current provision** | **Revised provision** | **Rationale for amendment (with comment  specifying the underlying regulation ((change in)  an applicable effective provision of the Russian law)** |
| **1.** | Subclause “b” of Clause 2.2 of Article 2 of the Regulations for the General Meeting of the Company reading as follows:  “2.2. In preparing for the General Meeting, the Board of Directors shall:  …  b) decide the date, venue and time of the General Meeting, the start time of registration of persons participating in the General Meeting (if the General Meeting is held in person), or set the deadline for submission of completed voting ballots and the postal address to which the completed voting ballots are to be sent (if the General Meeting is held via absentee voting), and (if this is provided for by the Company’s Articles of Association and if this is technically possible) the e-mail address to which the completed ballots may be sent, and/or the website address where the electronic ballots may be completed;” | Subclause “b” of Clause 2.2 of Article 2 of the Regulations for the General Meeting of the Company reading as follows:  “2.2. In preparing for the General Meeting, the Board of Directors shall:  …  b) decide the date, venue and time of the General Meeting, the start time of registration of persons participating in the General Meeting (if the General Meeting is held in person), or set the deadline for submission of completed voting ballots and the postal address to which the completed voting ballots are to be sent (if the General Meeting is held via absentee voting), and (if this is provided for by the Company’s Articles of Association and if this is technically possible) the e-mail address to which the completed ballots may be sent, and/or the website address where the electronic ballots may be completed. **The list of addresses to which the completed ballots may be sent shall include the address of the Company’s registrar;”** | In order to ensure the right of security holders to participate in the General Meeting of the Company, it is proposed that the address of the Company’s registrar be included in the list of addresses where ballots may be submitted. |
| **2.** | Unavailable in the current version. | Paragraph 4 of Subclause 4.1.1 of Clause 4.1 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “The information (materials) to be provided to the persons entitled to participate in the General Meeting of the Company shall include the following documents:  …  **- report on the Internal Audit carried out in the Company in accordance with Article 87.1 of the Federal Law *On Joint-Stock Companies;*”** | The provision has been expanded to meet the provisions of Paragraph 1 of Clause 3 of Article 52 of the Federal Law *On Joint-Stock Companies*:  *“3. The information (materials) that shall be provided to the persons entitled to participate in the general meeting of shareholders in the course of making preparations for the general meeting of shareholders of the company shall include the following documents: the company’s annual report; the annual accounting (financial) statements, including the auditor’s report thereon;* ***report on the internal audit carried out in a public company in accordance with Article 87.1 of this Federal Law;*** *details of the candidate(s) to the company’s executive bodies, the company’s board of directors (supervisory board), the company’s tallying commission; draft amendments and supplements to the Company’s Articles of Association or a draft revised version of the Company’s Articles of Association; draft bylaws of the company to be approved by the general meeting of shareholders; draft resolutions of the general meeting of shareholders; information on shareholder agreements entered into during the year prior to the date of the general meeting of shareholders as provided for in Article 32.1 of this Federal Law; opinions of the company’s board of directors (supervisory board) concerning major transactions; report on related-party transactions entered into by the public company during the reporting year; and information (materials) provided for by the Company’s Articles of Association. If establishment of the internal audit board is compulsory in accordance with the Company’s Articles of Association, such information (materials) shall also include details of the candidates to the company’s internal audit board, and, in the cases provided for in the first Paragraph of Clause 3 of Article 88 of this Federal Law, the opinion of the company’s internal audit board on the results of the audit of the annual report and the annual accounting (financial) statements of the company.”* |
| **3.** | Paragraph 4 of Subclause 4.1.1 of Clause 4.1 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “The information (materials) to be provided to the persons entitled to participate in the General Meeting of the Company shall include the following documents:  …  - **substantiation of the proposed net profit distribution**;**”** | Paragraph 5 of Subclause 4.1.1 of Clause 4.1 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “The information (materials) to be provided to the persons entitled to participate in the General Meeting of the Company shall include the following documents:  …  - **substantiations and explanatory notes on the proposed draft resolutions;”** | The provision has been amended to reflect Company’s responsibility to provide the persons entitled to participate in the General Meeting with substantiations and explanatory notes on the proposed draft resolutions on all agenda items of the General Meeting. |
| **4.** | Paragraph 5 of Subclause 4.1.1 of Clause 4.1 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “The information (materials) to be provided to the persons entitled to participate in the General Meeting of the Company shall include the following documents:  …  - details of the candidate(s) to the Company’s Board of Directors (if such details are submitted) or information on the candidates’ failure to submit them, details of the candidates to the Company’s Internal Audit Board, and information whether written consents of the nominated candidates for election to the relevant body of the Company were obtained or not;” | Paragraph 6 of Subclause 4.1.1 of Clause 4.1 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “The information (materials) to be provided to the persons entitled to participate in the General Meeting of the Company shall include the following documents:  …  - details of the candidate(s) to the Company’s Board of Directors (if such details are submitted) or information on the candidates’ failure to submit them, details of the candidates to the Company’s Internal Audit Board, **details of shareholders who nominated such candidates**, and information whether written consents of the nominated candidates for election to the relevant body of the Company were obtained or not;” | The provision has been expanded to incorporate the provisions of Clause 95 of the Corporate Governance Code recommended by Letter No. 06-52/2463 of the Bank of Russia of April 10, 2014:  *“95. Shareholders shall have the possibility to obtain sufficient information about candidates to the company’s board of directors to get an idea of the candidates’ personal and professional qualities. In particular, the company is recommended to disclose, immediately after the approval of the list of candidates, the information about the person (group of persons) who nominated such candidate...”* |
| **5.** | Clause 4.8 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “4.8. Shareholders may request, through the Corporate Secretary, additional clarifications from the Company’s officials regarding the items on the agenda of the General Meeting. Questions shall be in writing and sent to the Company by e-mail at: sd@nwenergo.com.” | Clause 4.8 of Article 4 of the Regulations for the General Meeting of the Company reading as follows:  “4.8. Shareholders may request, through the Corporate Secretary, additional clarifications from the Company’s officials regarding the items on the agenda of the General Meeting. Questions shall be in writing and sent to the Company by e-mail at: SD@lenenergo.ru.” | The e-mail address to contact the Corporate Secretary of the Company was updated. |
| **6.** | Unavailable in the current version. | Paragraph 4 of Subclause 5.2.2 of Clause 5.2 of Article 5 of the Regulations for the General Meeting of the Company reading as follows:  **“In passing resolutions on consent to the execution or subsequent approval of a related-party transaction, the General Meeting shall be deemed duly constituted regardless of the number of shareholders holding the Company’s voting shares, not interested in the relevant transaction and taking part in such meeting.”** | The provision has been expanded to meet the provisions of Paragraph 5 of Clause 4 of Article 83 of the Federal Law *On Joint-Stock Companies* (as amended effective from July 19, 2018):  *“In passing resolutions provided for in this Clause, the general meeting of shareholders shall be deemed duly constituted regardless of the number of shareholders holding the company’s voting shares, not interested in the relevant transaction and taking part in such meeting.”* |
| **7.** | Unavailable in the current version. | Subclause 5.3.5 of Clause 5.3 of Article 5 of the Regulations for the General Meeting of the Company reading as follows:  “5.3.5. Before the discussion of the agenda item concerning election of members of the Company’s Board of Directors, the representative of the person performing the functions of the Tallying Commission shall announce the number of cumulative votes cast for each of the candidates included in the voting list based on the ballots received or electronic ballots submitted via the website no later than two days prior to the date of the General Meeting.” | The provision has been expanded to meet the provisions of Clause 4.12 of the Regulations for General Meetings of Shareholders No. 660-P approved by the Bank of Russia on November 16, 2018:  *“4.13. Before the discussion of the item concerning election (establishment) of the company’s body, the members of which are elected by cumulative voting, the persons present at the general meeting shall be informed of the number of votes cast for each of the candidates elected to the company’s body by cumulative voting based on the ballots received or electronic ballots submitted via the website no later than two days prior to the date of the general meeting.”* |
| **8.** | Minor improvements of wording. | | |