

This constitutional document of a legal entity with Principal State Registration Number (OGRN) 2197848926340 was submitted when entering record No. GRN 2197848926340 into the Unified State Register of Legal Entities dated March 29, 2019.

**THE DOCUMENT WAS SIGNED USING AN ENHANCED
QUALIFIED ELECTRONIC SIGNATURE**

Certificate details

Certificate 175И060050АИ9С854Е604442С5000803

Holder: Korneyev Aleksey Aleksandrovich

Interdistrict Tax Inspectorate No. 15 with the Federal Tax Service for Saint Petersburg

Valid from May 17, 2019 to May 17, 2020

APPROVED
by the LENENERGO PJSC General Meeting
on June 18, 2019
(Minutes No, 1/2019 dated June 21, 2019)
(signed) A.V. Ryumin
CEO
LENENERGO PJSC

(Seal)

LENENERGO
PUBLIC JOINT STOCK COMPANY
ARTICLES OF ASSOCIATION
(new version)

Saint Petersburg, 2019

Article 1. General Provisions

1.1. LENENERGO PUBLIC JOINT STOCK COMPANY (hereinafter referred to as the “Company”) was established in accordance with Executive Order No. 922 of the President of the Russian Federation, dated August 14, 1992, *On Transformation of State Enterprises, Associations, and Organizations of the Energy Sector into Joint Stock Companies*, Executive Order No. 923 of the President of the Russian Federation, dated August 15, 1992, *On Governance of the Electric Power Industry of the Russian Federation during Privatization*, and Executive Order No. 1334 of the President of the Russian Federation, dated November 05, 1992, *On implementation of Executive Order No. 922 of the President of the Russian Federation, dated August 14, 1992, On Transformation of State Enterprises, Associations, and Organizations of the Energy Sector into Joint Stock Companies in the Electric Power Industry*.

The Company was founded by the Committee for the Municipal Property Management of Saint Petersburg Mayor’s Office – the Territorial Agency of the State Property Committee of the Russian Federation. The Company was registered by Decision 2518 of the Registration Chamber of the Saint Petersburg Mayor’s Office on January 22, 1993.

The Company is the legal successor of the rights and obligations of Lenenergo Leningrad Energy and Electrification Production Association, a state enterprise awarded with the Order of October Revolution and the Order of the Patriotic War of the First Degree, within the limits defined in the *Plan for Privatization of Lenenergo Leningrad Energy and Electrification Production Association* approved by the Chairman of the Committee for the Municipal Property Management of Saint Petersburg Mayor’s Office on December 22, 1992.

1.2. The full corporate name of the Company in the Russian language is Публичное акционерное общество энергетики и электрификации «Ленэнерго», and in English –LENENERGO PUBLIC JOINT STOCK COMPANY. The previous full corporate name in Russian was Открытое акционерное общество энергетики и электрификации «Ленэнерго», and in English –LENENERGO JOINT STOCK COMPANY.

The Company’s short corporate name in Russian is ПАО «Ленэнерго», and in English –LENENERGO PJSC. The previous short corporate name of the Company in Russian was ОАО «Ленэнерго», and in English –LENENERGO JSC.

Location of the Company is Saint Petersburg, Russian Federation.

The Company’s address is specified in the Unified State Register of Legal Entities. The Company’s postal address: 1, Ploshchad Konstitutsii, Saint Petersburg, 196247

1.3. The Company shall be incorporated for an indefinite term.

Article 2. Legal Status of the Company

2.1. The Company’s legal status is determined by the Civil Code of the Russian Federation, Federal Law No. 208-FZ *On Joint Stock Companies* dated December 26, 1995 (hereinafter the “Federal Law *On Joint Stock Companies*”), other regulatory legal acts of the Russian Federation, as well as these Articles of Association.

2.2. The Company is a legal entity and a public joint stock company under the laws of the Russian Federation.

2.3. The Company owns separate property, is liable for its obligations with such property, and may, in its own name, acquire and exercise property and personal non-property rights, assume liabilities, and act as a plaintiff or a defendant in a court of law.

2.4. The Company may duly open bank accounts in the Russian Federation and abroad.

2.5. The Company shall be liable for its obligations with all property owned by it.

The Company shall not be liable for the obligations of the government and governmental authorities, as well as for the obligations of its shareholders.

The shareholders of the Company shall not be liable for the Company’s obligations, except in cases provided for by the laws of the Russian Federation.

Shareholders may dispose of shares held by them without the consent of other shareholders or the Company.

The shareholders of the Company bear the risks of losses connected with its operations within the value of the shares held by them.

2.6. The Company has a round seal containing its full corporate name in the Russian language, logo, emblem, and the details of its location.

The Company may use stamps and letterheads bearing its corporate name, logo, duly registered trademark, and other means of visual identification.

2.7. The Company shall exercise civil rights and assume liabilities, which are necessary to perform any operations not prohibited by federal laws.

2.8. The Company may establish branches and open representative offices in line with the Civil Code of the Russian Federation, the Federal Law *On Joint Stock Companies*, and other Russian federal laws.

The Company’s branches and representative offices are not legal entities and shall act in line with the regulations approved by the Company.

Heads of the Company’s branches or representative offices shall be appointed by the CEO of the Company and act under a power of attorney issued by the Company.

Information on the Company’s branches and representative offices is specified in the Unified State Register of Legal Entities.

2.9. The Company may have subsidiary business entities that are legal entities under the laws of the Russian Federation, created in accordance with the Federal Law *On Joint Stock Companies*, other federal laws, and these Articles of Association, and beyond the Russian Federation under the laws of the foreign country where such subsidiary is located, unless otherwise provided for by an international treaty of the Russian Federation.

A business entity in which the Company’s interest is more than twenty (20) percent of voting shares (units)

shall be deemed to be dependent for the purposes of these Articles of Association.

2.10. When the Company organizes work with information constituting a state secret, the laws of the Russian Federation shall have unconditional priority.

Judicial proceedings on all matters related to state secrets shall be conducted in the Russian Federation and in accordance with the laws of the Russian Federation.

Article 3. Objective and Scope of the Company's business

3.1. The Company's key business goals include:

- 1) Profit making by the Company;
- 2) Effective and reliable operation power distribution grid facilities;
- 3) Ensuring sustainable development of the power distribution grid industry;
- 4) Ensuring reliable and high-quality power supply to consumers (in terms of supply and transmission of electric power).

3.2. To make profit, the Company shall be entitled to carry out the following activities:

- Rendering electric power transmission services and other services inseparably connected with electric power supply to consumers;
- Connecting power receiving devices (power plants) of legal entities and individuals to power grids;
- Receiving (purchasing) electric power in the wholesale electricity (capacity) market from players operating in retail markets and from generating companies;
- Receiving (purchasing) heat from generating companies;
- Generating electric power for its own needs;
- Generating and supplying (selling) heat at existing tariffs in accordance with the heat load dispatching schedules, including to retail consumers;
- Design, installing, setting up at operating facilities, operating, and providing metrology support for electricity meters;
 - Transmission of electricity and heat;
 - Operation of power grids;
 - Operation of heat grids;
 - Operation of gas grids;
- Engineering surveys for the construction of buildings and structures of Responsibility Levels I and II in accordance with the national standard;
 - Preparing design documentation for capital construction projects;
 - Construction, renovation, and overhaul;
- Operating as a guaranteed supplier of electric power, supplying electric power within its area of operation;
- Geodetic operations;
- Transportation of passengers by road vehicles equipped for transportation of more than eight (8) persons;
 - Freight transportation by rail;
 - Loading and unloading of freight on the railway transport;
 - Transportation of hazardous freight;
 - Development of communication facilities and provision of communication services;
 - Educational activities;
 - Storage of oil, gas, and refined products;
 - Sale of oil, gas, and refined products;
 - Healthcare services;
 - Foreign economic activities;
 - Operation of hazardous production facilities;
- Organization and exercise of operational control over compliance with the requirements for industrial safety of hazardous production facilities;
 - Educating employers and employees on occupational safety;
 - Procurement, processing, and sale of non-ferrous metal scrap;
 - Procurement, processing, and sale of ferrous metal scrap;
- Organization and implementation of mobilization training, civil defense, and emergency response activities;
- Taking measures and providing services to protect data constituting commercial and state secrets;
- Energy saving and energy efficiency services,
- Energy inspections (energy audit) and energy services;
- Developing emergency consumption restriction schedules;
- Control measurements of flow distribution, loads, and voltage levels in power grids of power systems;
- Providing services to certify workplaces for compliance with the requirements to working conditions;
- Organizing recreation and general health improvement services for children and selling reservations for children's health camps;
- Carrying out research and development activities, including developing, creating, and deploying new and improving existing equipment, technologies, and methods to increase the reliability, quality, efficiency, and environmental friendliness of energy supply to consumers, creating conditions for the development of the Russian

electric power system, implementing R&D and innovation programs, and participating in the creation of industry-specific research and development foundations;

- Taking organizational, practical, and preventive measures to ensure comprehensive security (anti-terrorist and anti-criminal protection, economic security, anti-corruption and information security);

- Other activities not prohibited by the laws of the Russian Federation.

3.3. When required by law, the Company may conduct certain types of operations only subject to a special permit (license), membership in a self-regulated organization, or authorization to conduct a certain type of operations issued by a self-regulated organization.

The Company's right to conduct operations that require a special permit (license, membership in a self-regulated organization, or a certificate of admission to a certain type of operations from a self-regulated organization arises from the moment when such a permit (license) is issued or within the period specified in it or from the moment when the Company is admitted to the self-regulated organization or a certificate of admission to a certain type of operations is issued by the self-regulated organization and shall be terminated upon termination of such permit (license), membership in the self-regulated organization, or the certificate of admission to a certain type of operations issued by such self-regulated organization.

Article 4. Authorized capital of the Company

4.1. The authorized capital of the Company is made up of the par values of shares acquired by shareholders (outstanding shares).

The authorized capital of the Company shall be eight billion six hundred and seventeen million forty-nine thousand six hundred and thirty-one (8,617,049,631) rubles and five (5) kopecks.

4.2. The Company has issued the following uncertificated registered shares of the same par value of one (1) ruble:

1) Type A preference shares:

- ninety-three million two hundred sixty-four thousand three hundred and eleven (93,264,311) shares with a total par value of ninety-three million two hundred sixty-four thousand three hundred and eleven (93,264,311) rubles;

2) ordinary shares:

- Eight billion five hundred and twenty-three million seven hundred and eighty-five thousand three hundred and twenty (8,523,785,320) whole and five hundredth (5/100) shares with a total par value of eight billion five hundred and twenty-three million seven hundred and eighty-five thousand three hundred and twenty (8,523,785,320) rubles and five (5) kopecks.

The authorized capital of the Company may be:

- Increased through increasing the par value of shares or conducting a follow-on offering;
- Decreased through reducing the par value of shares or reducing their number, including through acquisition and redemption of a part of outstanding shares in the Company in accordance with these Articles of Association.

The Company shall be entitled to make a follow-on offering of ordinary registered uncertificated 0 shares in addition to outstanding shares in the amount of twelve billion seventeen million four hundred eighty-four thousand nine hundred and seventy (12,017,484,970) shares with the par value of one (1) ruble each for a total par value of twelve billion seventeen million four hundred eighty-four thousand nine hundred and seventy (12,017,484,970) rubles ("authorized but unissued shares"). Follow-on ordinary shares of PJSC Lenenergo grant their holders the rights provided for under Article 6.2. of these Articles of Association.

4.3. The authorized capital of the Company may be increased only after it has been fully paid up.

Any additional shares issued by the Company may be paid for by offsetting claims against the Company in cases provided for by the Federal Law *On Joint Stock Companies*.

4.4. The authorized capital of the Company shall be reduced in accordance with the procedure established by the laws of the Russian Federation and these Articles of Association.

The authorized capital of the Company may not be reduced if as a result of such reduction the amount of the authorized capital of the Company becomes lesser than the minimum amount of the authorized capital under the Federal Law *On Joint Stock Companies* as at the date when the documents for state registration of respective amendments to these Articles of Association are submitted, and in cases where, under the Federal Law *On Joint Stock Companies*, the Company shall reduce its authorized capital – as at the date of the Company's state registration.

The Company shall reduce its authorized capital in cases provided for in the Federal Law *On Joint Stock Companies*.

Article 5. Shares, Bonds and Other Securities of the Company

5.1. The Company issues ordinary shares and may issue one or more types of preference shares, bonds, or other securities in accordance with the procedure established by the laws of the Russian Federation.

In the event of failure to pay for or partial payment for the share within the established timelines, the title to shares whose offering prices correspond to the unpaid amount (value of property not transferred in payment for the shares) shall pass to the Company.

5.2. The ordinary shares may not be converted into preference shares, bonds, or other securities.

5.3. The Company shall issue its shares or other securities convertible into shares in accordance with the legal acts of the Russian Federation.

5.4. In cases provided for by applicable laws of the Russian Federation, the Company's shareholders shall have a pre-emptive right to acquire additional shares offered through subscription and issue-grade securities convertible into shares in an amount proportionate to the number of shares of such category (type) held by them.

5.5. If, in exercising the pre-emptive right to acquire additional shares or in consolidating shares, it is impossible for a shareholder to acquire a whole number of shares, portions of the shares (fractional shares) shall be created.

A fractional share shall grant to the shareholder (its holder) the rights granted by a share of the relevant category (type) pro rata to the fraction of a whole share it represents.

Fractional shares shall be treated equally with whole shares. If one person acquires two or more fractional shares of the same category (type), such shares shall form one whole share and/or a fractional share equal to the sum of such fractional shares.

5.6. The Company may resolve to make a follow-on offering within the limits of the authorized shares. The Company may issue additional shares and other issue-grade securities through subscription or conversion. If the Company's authorized capital is increased through the Company's property, the Company shall place additional shares through their distribution to shareholders.

The form of payment for additional shares offered through subscription shall be determined by a resolution decision on such follow-on offering and shall comply with the requirements of the laws of the Russian Federation.

If additional shares are paid for in kind, the Company's Board of Directors shall assess the property contributed as payment for shares in such manner as outlined in Article 77 of the Federal Law *On Joint Stock Companies* or, in cases provided for by the laws of the Russian Federation, by an independent appraiser (auditor). Where additional shares are paid for in kind, payment for the shares shall be made in accordance with the resolution on their offering.

Other issue-grade securities may only be paid for in cash.

5.7. An additional share does not grant any voting rights until it is fully paid for.

Treasury shares of the Company shall not grant any voting rights, shall not be counted in the counting of votes, and no dividends shall be accrued on them. Such shares shall be sold by resolution of the Board of Directors at a price not lower than their market value and no later than one year from the date of their acquisition. Otherwise the General Meeting of Shareholders shall resolve to reduce the Company's authorized capital by cancelling such shares.

Article 6. Rights and obligations of the Company's shareholders

6.1. A person holding shares in the Company shall be deemed to be a shareholder of the Company on the grounds provided for by the laws of the Russian Federation and these Articles of Association.

6.2. Each ordinary registered share of the Company shall grant the same amount of rights to its holder.

Holders of ordinary registered shares of the Company shall have the right to:

- 1) Participate personally or through representatives in the Company's General Meeting of Shareholders with the right to vote on all matters within its competence;
- 2) Enter proposals to the agenda of the Company's General Meeting of Shareholders in such manner as outlined in the laws of the Russian Federation and these Articles of Association;
- 3) Receive information on the Company's activities and review the Company's documents in accordance with the Federal Law *On Joint Stock Companies*, other regulatory legal acts, and these Articles of Association;
- 4) Receive dividends declared by the Company;
- 5) Exercise their pre-emptive right to acquire additional shares offered through subscription and issue-grade securities convertible into shares in an amount proportionate to the number of ordinary shares held by them, in cases provided for by the laws of the Russian Federation;
- 6) In the event of the Company's liquidation, receive part of its property;
- 7) Appeal against decisions of the Company's governing bodies entailing civil law consequences in such cases and in such as provided for by the laws of the Russian Federation;
- 8) Demand compensation for losses caused to the Company;
- 9) Challenge the transactions made by the Company on the grounds provided for by the legislation of the Russian Federation, and demand application of consequences of their invalidity, as well as demand application of consequences of invalidity of void transactions of the Company;
- 10) Enter into an agreement with each other, as well as with creditors of the Company or other third parties on exercising corporate rights (shareholders' agreement);
- 11) Exercise other rights provided for by the laws of the Russian Federation and these Articles of Association.

6.3. Under an agreement with the Company, shareholders shall have the right to make gratuitous contributions to the property of the Company at any time in cash or in any other form that do not increase the authorized capital of the Company and do not change the par value of shares (contributions to the property of the Company) in order to finance and support the activities of the Company.

The agreement under which a shareholder makes a contribution to the Company's property shall be preliminarily approved by resolution of the Company's Board of Directors.

6.4. Shareholders holding ordinary registered shares of the Company shall:

- 1) participate in the creation of the Company's property in such amount, manner, and time and using such method as provided for by the laws of the Russian Federation or the Company's Articles of Association;
- 2) keep confidential information about the Company's operations;
- 3) participate in adopting resolutions without which the Company cannot continue its operations under the law if their participation is required to adopt such resolutions;
- 4) refrain from willful misconduct causing harm to the Company;
- 5) not commit acts (refrain from acting) in a way that materially impedes or precludes the Company from accomplishing its incorporation objectives;

6) notify the Company about the signing of a shareholders' agreement.

7) notify in advance the other shareholders of the Company of their intention to bring action before court with a claim to challenge a resolution of the Company's General Meeting of Shareholders, as well as to demand compensation for losses caused to the Company or invalidate the Company's transaction or enforce the implications of the transaction becoming null and void, by sending a notice to the Company in writing, which shall be received by the Company at least five days before the date of bringing such action before court.

Shareholders of the Company may have other obligations provided for by the laws of the Russian Federation or these Articles of Association.

6.5. The Company may not pay dividends on ordinary shares before the dividend on Type A preference shares is paid.

6.6. Type A preference shares of the Company shall grant the same amount of rights to their holders and shall have the same par value.

Holders of Type A preference shares have the right to:

1) receive dividends declared by the Company;

In such case, if the amount of annual dividends to be paid by the Company for each ordinary share in a given year exceeds the amount to be paid as a dividend on each Type A preference share, the amount of dividend payable on the latter shall be increased to the amount of dividend payable on ordinary shares.

The Company may not pay dividends on ordinary shares before the dividend on Type A preference shares is paid.

2) exercise their pre-emptive right to acquire additional shares offered through public subscription and issue-grade securities convertible into shares in an amount proportionate to the number of preference shares of such type held by them;

3) participate in the Company's General Meeting of Shareholders with the right to vote when resolving on reorganization or liquidation of the Company, and on matters that shall be resolved unanimously by all shareholders of the Company according to the Federal Law *On Joint Stock Companies*.

4) participate in the Company's General Meeting of Shareholders with the right to vote when resolving on introducing amendments and additions to these Articles of Association that restrict the rights of shareholders holding Type A preference shares.

The resolution on introducing such amendments and additions shall be considered adopted if at least three quarters of votes of shareholders holding voting shares participating in the Company's General Meeting of Shareholders, except for votes of shareholders holding A preference shares with restricted rights, and three quarters of votes of all shareholders holding preference shares of each type with restricted rights are given for such resolution.

5) participate in the Company's General Meeting of Shareholders with the right to vote on all matters within its competence, starting from the meeting following the annual meeting of shareholders, which, regardless of the reasons, did not resolve to pay dividends or resolved to make a partial payout of dividends on Type A preference shares.

The right of shareholders holding Type A preference shares to participate in the Company's General Meeting of Shareholders shall be terminated as of the first payout of full dividends on such shares.

6) participate in the General Meeting of Shareholders with the right to vote on applying for delisting preference shares of such type. Such resolution shall be considered adopted if at least three quarters of the votes of shareholders holding voting shares participating in the General Meeting of Shareholders, except for votes of shareholders holding Type A preference shares, and three quarters of the votes of all shareholders holding Type A preference shares, are given for such resolution.

7) exercise other rights provided for by the laws of the Russian Federation.

6.7. The Company may not pay dividends on Type A preference shares except as provided by these Articles of Association.

6.8. If the Company is liquidated, the property of the Company remaining after settlements with creditors are completed shall be distributed by the liquidation commission among shareholders as follows:

- Payments on shares that are to be redeemed in accordance with Article 75 of the Federal Law *On Joint Stock Companies* shall be made on a first-priority basis;

- Dividends accrued but unpaid on Type A preference shares and the nominal (liquidation) value of Type A preference shares held by the shareholders shall be paid on a second-priority basis;

- the Company's property shall be distributed among shareholders holding ordinary and Type A preference shares on a third-priority basis.

If property of the Company is insufficient to pay accrued but unpaid dividends and the liquidation value determined by these Articles of Association to all shareholders holding Type A preference shares, the property shall be distributed among shareholders holding Type A preference shares pro rata to the number of shares of this type held by them.

Article 7. Dividends

7.1. The Company may resolve to pay (declare) dividends on outstanding shares for the first quarter, first six months, or nine months of the reporting year and/or for the full reporting year. The resolution to pay (declare) dividends for the first quarter, first six months, or nine months of the reporting year may be adopted within three months after the end of the relevant period.

The Company shall pay dividends declared on shares of each category (type), unless otherwise provided for by the Federal Law *On Joint Stock Companies*.

7.2. The resolution to pay (declare) dividends shall be adopted by the Company's General Meeting of Shareholders.

Such resolution shall determine the amount of dividends on shares of each category (type), the form of their payment, the procedure for paying dividends in cash, and the record date for dividends.

The resolution to set the date on which the persons entitled to dividends are determined may be taken only on the proposal of the Company's Board of Directors.

Dividends may not exceed the amount of dividends recommended by the Board of Directors.

The Company's General Meeting of Shareholders may adopt a resolution not to pay dividends on shares of certain categories (types), or to pay dividends partially on preference shares, the amount of dividends on which is specified in Article 7.3 of these Articles of Association.

7.3. The total amount paid as a dividend on each preference share shall be ten (10) percent of the Company's net profit for the last financial year pro rata to the number of Type A preference shares sold.

7.4. The Company may not resolve to pay (declare) the payment of dividends on shares:

- until the Company's authorized capital is fully paid up;
- until the Company repurchases all the shares to be repurchased in accordance with Article 76 of the Federal Law *On Joint Stock Companies*;

- if, as at the date of such resolution, the Company has the signs for insolvency (bankruptcy) under Russian laws, or if such signs arise as a result of dividend payment;

- if, as at the date of such resolution, the value of the Company's net assets is lower than its authorized capital and the Reserve Fund, and the excess of the liquidation value of outstanding preference shares over their par value under these Articles of Association, or becomes lower than the above as a result of such resolution;

- in other cases provided for by Russian federal laws.

7.5. The Company may not pay declared dividends on its shares:

- if, as at the date of payment, the Company meets the insolvency (bankruptcy) signs under Russian laws or if such signs arise as a result of dividend payment;

- if the value of the Company's net assets is lower than its authorized capital and the Reserve Fund, and the excess of the liquidation value of outstanding preference shares over their par value under these Articles of Association, or becomes lower than the above as a result of such resolution;

- in other cases provided for by Russian federal laws.

Upon termination of the circumstances specified in this Article, the Company shall pay declared dividends to its shareholders.

7.6. Dividends shall be paid out of the Company's profit after tax (the Company's net profit). The Company's net profit shall be determined based on the accounting (financial) statements of the Company.

7.7. Dividends to a nominee holder or a trustee who is a professional securities market participant entered in the shareholder register shall be paid within 10 business days, and to other persons on the shareholder register within 25 business days from the record date for dividends.

The date on which, in accordance with the resolution to pay (declare) dividends, persons entitled to receive dividends are determined may not be set earlier than 10 days from the date of the resolution to pay (declare) dividends or later than 20 days from the date of such resolution.

Dividends shall be paid to persons who held shares of the relevant category (type) or persons who exercise their rights related to such shares in accordance with Russian federal laws, by the close of business on the record date for dividends set in accordance with the resolution to pay dividends.

Dividends shall be paid in cash by the Company or, on its behalf, by the registrar maintaining the Company's shareholder register, or by a credit institution.

Dividends payable in cash to individuals whose rights to shares are recorded in the shareholder register of the Company shall be paid by cash transfer to their bank accounts of the Company's registrar the details of which are available to the Company's registrar, or by postal remittance if the details of their bank accounts are unavailable, and to other persons whose rights to shares are recorded in the shareholder register of the Company – by cash transfer to their bank accounts. The Company's obligation to pay dividends to such persons shall be deemed to have been fulfilled from the date when the funds transferred are received by the federal postal organization or from the date when the funds are received by the credit organization with which the person entitled to receive such dividends has an account, or if such person is a credit organization, when the funds are credited to its account.

Persons who are entitled to receive dividends and whose rights to shares are registered in the name of a nominee shareholder shall receive dividends in cash in accordance with the procedure set out in the securities laws of the Russian Federation. The nominee holder to whom the dividends were transferred and who failed to fulfill the obligation to transfer the dividends provided for in the securities laws of the Russian Federation for reasons beyond their control shall return such dividends to the Company within 10 days on expiry of one month from the expiry of the dividend payment deadline.

7.8. Any person who has not received the declared dividends due to the fact that the Company or the registrar do not have accurate and necessary address data or bank details, or due to any other delay of the creditor, may request the payment of such dividends (unclaimed dividends) within three years from the date of the resolution to pay them.

If missed, the deadline for making a request for payment of unclaimed declared dividends shall not be restored, unless the person entitled to dividends has failed to make such a request under coercion or threat.

Upon expiration of such deadline, declared and unclaimed dividends shall be reinstated as part of the Company's retained earnings, and the obligation to pay them shall be terminated.

Article 8. Funds of the Company

8.1. The Company shall establish a Reserve Fund in the amount of fifteen (15) percent of the Company's authorized capital.

The amount of mandatory annual contributions to the Reserve Fund of the Company shall be not lower than five (5) percent of the Company's net profit until the Reserve Fund reaches the established amount.

8.2. The Reserve Fund of the Company is intended to cover the Company's losses, as well as to redeem the Company's bonds and repurchase the Company's shares in the absence of other funds.

The Reserve Fund of the Company shall not be used for other purposes.

8.3. The Company shall be entitled to establish a special Employee Share Ownership Fund for the Company's employees to be formed from its net profit.

The funds from the Employee Share Ownership Fund of the Company shall be used exclusively to purchase shares in the Company offered by the Company's shareholders for sale for their subsequent distribution to employees.

If shares purchased using the Employee Share Ownership Fund of the Company are offered to employees on a paid basis, the proceeds shall be used to form the above Fund.

8.4. The Company shall be entitled to form, in accordance with the requirements of the laws of the Russian Federation, other funds to support its business and financial operations as a business entity.

Article 9. Governing and supervisory bodies of the Company

9.1. The Company's governing bodies include:

- the Company's General Meeting of Shareholders (hereinafter referred to as the "General Meeting");
- the Company's Board of Directors (hereinafter referred to as the "Board of Directors");
- the Company's Management Board (hereinafter referred to as the "Management Board"); and
- the Company's Chief Executive Officer (hereinafter referred to as the "CEO").

9.2. The Company's Review Commission (hereinafter referred to as the "Review Commission") is the body supervising financial and business operations of the Company.

Article 10. General Meeting

10.1. The General Meeting is the supreme governing body of the Company.

10.2. The competence of the General Meeting shall include the following matters:

1) Entering amendments and additions to these Articles of Association or approving the Articles of Association, except for cases provided for in the Federal Law *On Joint Stock Companies* and matters related to the establishment, reorganization, liquidation and operation of branches and representative offices;

2) Reorganization of the Company;

3) Liquidation of the Company, appointment of the liquidation commission and approval of the interim and final liquidation balance sheets;

4) Election of members to the Board of Directors and early termination of their powers;

5) Determining the number, par value and category (type) of authorized but unissued shares and the rights they confer;

6) Increasing the Company's authorized capital by increasing the par value of shares or by placing additional shares;

7) Reducing the authorized capital of the Company through reducing the par value of shares or buying back a portion of shares by the Company to reduce their total number, as well as through redeeming shares acquired or bought back by the Company;

8) Election of members to the Review Commission and early termination of their powers;

9) Approval of the Company's Auditor;

10) Determining the procedure for holding the General Meeting;

11) Approval of the Company's annual report and annual accounting (financial) statements;

11.1. Distributing the profit (including dividend payouts (declaration), other than the profit distributed as dividends for the first quarter, first half, or nine months of the reporting year) and losses of the Company for the reporting year;

12) Payment (declaration) of dividends for the first quarter, first six months, or nine months of the reporting year;

13) Splitting and consolidation of the Company's shares;

14) Adopting resolutions on placement of bonds convertible into shares and other issue-grade securities convertible into shares by the Company;

15) Adopting resolutions on giving consent to the execution or subsequent approval of transactions in cases provided for in Article 83 of the Federal Law *On Joint Stock Companies*;

16) Adopting resolutions on giving consent to the execution or subsequent approval of transactions in cases provided for in Article 79 of the Federal Law *On Joint Stock Companies*;

17) Adopting resolutions on participation in financial and industrial groups, associations and other alliances of commercial organizations;

18) approval of internal documents governing the activity of the Company's bodies;

19) Adopting resolutions on the payment of remuneration and/or compensation to members of the Review Commission;

20) Adopting resolutions on the payment of remuneration and/or compensation to members of the Board of Directors;

21) Adopting resolutions on submitting an application to delist the Company's shares and/or its issue-grade securities convertible into shares;

22) Adopting resolutions on other matters provided for by the Federal Law *On Joint Stock Companies*.

10.3. Any matters referred to the competence of the General Meeting may not be delegated to the Board of Directors, Management Board, or CEO for resolving unless otherwise provided for in the Federal Law *On Joint*

Stock Companies.

The General Meeting may not consider or adopt resolutions on any matters not referred to its competence by the Federal Law *On Joint Stock Companies*.

10.4 A resolution on an item put to a vote shall be adopted by a majority of shareholders holding voting shares in the Company and attending the meeting, unless otherwise provided for in the Federal Law *On Joint Stock Companies*. A separate (independent) resolution may be adopted on each matter put to the vote.

10.5 Resolutions of the General Meeting on the following matters shall be adopted by a three-quarter majority vote of shareholders holding voting shares in the Company and attending the General Meeting:

- Entering amendments and additions to these Articles of Association or approving a new version of the Articles of Association;
- Reorganization of the Company;
- Liquidation of the Company, appointment of the liquidation commission and approval of the interim and final liquidation balance sheets;
- Determining the number, par value and category (type) of authorized but unissued shares and the rights they confer;
- Reducing the Company's authorized capital by reducing the par value of shares;
- Placing shares through private subscription following a relevant resolution of the General Meeting to increase the authorized capital of the Company through a follow-on offering;
- Placing the Company's ordinary shares comprising over twenty-five (25%) percent of the Company's outstanding ordinary shares through public subscription;
- Adopting resolutions on giving consent to the execution or subsequent approval of major transactions involving property with a value of over fifty (50) percent of the book value of the Company's assets;
- Adopting resolutions on submitting an application to delist the Company's shares and/or its issue-grade securities convertible into shares;
- The Company's acquisition of outstanding shares in cases provided for in the Federal Law *On Joint Stock Companies*;
- In other cases provided for in the Federal Law *On Joint Stock Companies*.

Resolutions on giving consent to the execution or subsequent approval of interested-party transactions under Article 83 of the Federal Law *On Joint Stock Companies* shall be approved by the General Meeting of Shareholders by a majority vote of all shareholders holding voting shares and participating in the meeting who are not interested in such transactions.

When adopting a resolution on giving consent to or subsequent approval of an interested-party transaction, the General Meeting of Shareholders shall be deemed valid regardless of the number of shareholders holding voting shares in the Company participating in such transaction.

Resolutions on the payment (declaration) of dividends on Type A preference shares shall be adopted by a majority vote of shareholders holding voting shares in the Company and attending the meeting. The votes of shareholders holding preference shares of this type given for voting options expressed as "against" and "abstained" shall not be taken into account when counting the votes or determining the quorum for resolving on such matters.

10.6 Matters provided for in subparagraphs 2, 5, 7, and 13–20 of Article 10.2 of these Articles of Association, as well as matters related to reduction of the authorized capital through reducing the par value of shares and to setting the record date for dividends, shall be submitted for consideration to the General Meeting only upon the proposal of the Board of Directors.

10.7 The General Meeting may not resolve on matters not included in the agenda of the General Meeting, or amend the agenda.

Resolutions of the General Meeting of Shareholders adopted on matters not included in the agenda of the General Meeting of Shareholders (except where all shareholders of the Company participated in the meeting) or in breach of the competence of the General Meeting of Shareholders, in the absence of a quorum for the General Meeting of Shareholders, or without the majority vote required for the resolution to be adopted, shall be null and void regardless of whether they are appealed against in court.

10.8 Voting at the General Meeting shall be based on the "one voting share – one vote" principle, except for the cumulative voting on elections to the Board of Directors.

10.9 The Company's General Meeting of Shareholders may be held at the Company's location or in Moscow.

The specific address of the Company's General Meeting of Shareholders shall be set by the Board of Directors when resolving matters related to the holding of the General Meeting of Shareholders.

Article 11. Holding the General Meeting of Shareholders

11.1. The Annual General Meeting shall be held not earlier than two months and no later than six months after the expiry of the reporting year.

The Annual General Meeting shall resolve matters related to the election of the Board of Directors, the Review Commission, approval of the Company's Auditor, approval of the Company's annual report submitted by the Company's Board of Directors, annual accounting (financial) statements, as well as profit distribution (including payment (declaration) of dividends, except for payment (declaration) of dividends for the first quarter, half-year, or nine months of the reporting year) and losses of the Company for the reporting year, and may also resolve on other matters reserved to the Company's General Meeting of Shareholders.

11.2. The General Meeting shall be held in the form of joint presence of shareholders (shareholder representatives) to discuss agenda items and adopt resolutions on matters put to vote, and, where necessary, in the form of absentee voting (by ballot).

The General Meeting the agenda of which includes matters listed in Article 11.1 of these Articles of Association may not be held in the form of absentee voting.

The procedure of the General Meeting shall be approved by the General Meeting.

11.3. The functions of the Ballot Committee at the General Meeting shall be performed by a professional participant of the securities market maintaining the Company's shareholder register (the Company's registrar).

11.4. The list of persons entitled to participate in the General Meeting shall be drawn up in accordance with the rules set out in the securities laws of the Russian Federation for drawing up a list of persons exercising their rights with respect to securities.

The record date for the General Meeting of Shareholders may not be set earlier than ten (10) days from the date of the resolution to hold the Company's General Meeting of Shareholders and more than twenty-five (25) days before the date of the Company's General Meeting of Shareholders, and, in cases provided for in Articles 14.7 and 14.9 of these Articles of Association, more than fifty-five (55) days before the General Meeting.

In the event of a General Meeting of Shareholders the agenda of which contains an item on reorganization of the Company, the record date for such General Meeting of Shareholders may not be set more than 35 days before the date of such General Meeting of Shareholders.

Information on the record date for the Company's General Meeting of Shareholders shall be disclosed at least seven (7) days prior to such date.

The list of persons entitled to participate in the General Meeting of Shareholders (except for information on their votes) shall be made available by the Company for review at the request of any person included in such list and holding at least one (1) percent of the votes on any item on the agenda of the General Meeting of Shareholders, starting from the date following the date when the Company receives the request to provide such list (from the date when such list is prepared if such request is received by the Company before such list is prepared). The list of persons entitled to participate in the General Meeting of Shareholders (except for information on their votes) shall be made available by the Company for review at the premises of the executive body of the Company and shall be available for review during the General Meeting of Shareholders at the venue of such meeting. At the same time, information that allows identifying the individuals included in such list, except for their surnames, first names, and patronymics (if any), shall only be provided with their consent.

The Company shall, at request of any person included in the list of persons entitled to participate in the General Meeting of Shareholders holding at least one percent of votes on any item on the agenda of the General Meeting of Shareholders, provide such person with a copy of the list of persons entitled to participate in the General Meeting of Shareholders (except for information on their votes) within seven business days from the date when the Company receives such request (from the date when such list is prepared if such request is received by the Company before such list is prepared).

11.5. A notice on the General Meeting of Shareholders shall be published on the Company's website at www.lelenergo.ru no later than thirty (30) days prior to the date of the General Meeting, and in cases provided for in Articles 53.2 and 53.8 of the Federal Law *On Joint Stock Companies* no later than fifty (50) days prior to the date of such General Meeting of Shareholders.

The text of the notice on the General Meeting of Shareholders may be additionally sent in electronic form by resolution of the Board of Directors to those shareholders of the Company who have provided the Company or the registrar with information about the e-mail addresses to which such messages can be sent.

The notice on the General Meeting of Shareholders shall specify:

- the full corporate name of the Company and its location;
- the form of the General Meeting of Shareholders (joint presence or absentee voting);
- the date, place (including information about the venue), time of the General Meeting of Shareholders, and the postal address to which completed ballots may be sent;
- the record date for the General Meeting of Shareholders;
- the agenda of the General Meeting of Shareholders;
- the procedure for reviewing information (materials) to be provided in preparation for the General Meeting of Shareholders, and the address (addresses) where they can be reviewed;
- categories (types) of shares whose holders are entitled to vote on all or certain items on the agenda of the General Meeting of Shareholders;
- the e-mail address to which the completed ballots may be submitted, and/or the website address where electronic ballots may be completed if such methods of submitting and/or completing ballots are provided for by resolution of the Company's Board of Directors when preparing for the General Meeting of Shareholders;
- information on documents to be presented to access the premises where the General Meeting of Shareholders is to be held, if access to such premises is restricted.
- the time for registering the participants of the General Meeting of Shareholders.

If a person on the Company's shareholder register is a nominee shareholder, the notice on the General Meeting of Shareholders and information (materials) to be provided to persons entitled to participate in the Company's General Meeting of Shareholders while preparing for the Company's General Meeting of Shareholders shall be sent in accordance with the rules set out in the securities laws of the Russian Federation for providing information and materials to persons exercising rights with respect to securities.

The Company shall keep information on sending communications under this Article for five years from the date of the General Meeting of Shareholders.

11.6. Voting at the General Meeting of Shareholders shall only be carried out using voting bulletins on all agenda items. The format and the wording of voting ballots shall be approved by the Board of Directors. The receipt by the Company's registrar of communications on the voting choice of persons entitled to participate in the General

Meeting of Shareholders who are not registered in the shareholder register of the Company and informed (instructed) persons responsible for registering their rights to shares on their voting choice shall be deemed to be equal to voting by ballots.

The voting ballot shall be sent or delivered against receipt to each person on the list of persons entitled to participate in the General Meeting of Shareholders no later than twenty (20) days before such General Meeting of Shareholders.

Voting ballots may be sent by registered or standard mail to the address specified in the list of persons entitled to participate in the General Meeting of Shareholders and/or by e-mail to the e-mail address of the respective person specified in the shareholder register of the Company. The voting ballot form may be additionally published on the Company's website.

Each person included in the list shall be provided with one copy of a ballot for voting on all matters or one copy of two or more ballots for voting on various matters.

11.7. Information (materials) on the agenda items of the General Meeting of Shareholders shall be available to persons entitled to participate in the General Meeting of Shareholders for review at the premises of the Company's executive body and at other addresses specified in the notice on the General Meeting of Shareholders for twenty (20) days, and in case of a General Meeting of Shareholders with an agenda that contains an item on the Company's reorganization, for thirty (30) days before such General Meeting of Shareholders, as well as on the Company's website at www.lenenergo.ru.

Such information (materials) shall be available to persons participating in the General Meeting of Shareholders during the meeting.

At the same time, the Company shall ensure that such materials for the General Meeting of Shareholders shall be available for at least 30 days prior to its date.

The procedure for persons entitled to participate in the General Meeting to review information (materials) on agenda items of the General Meeting and the list of such information (materials) shall be determined by resolution of the Company's Board of Directors.

11.8. A shareholder may attend the General Meeting in person or through a representative.

If a share is transferred after the list is drafted and before the General Meeting, each person included in the list of persons entitled to participate in the General Meeting shall issue a power of attorney to the buyer to vote or vote at the General Meeting in accordance with the buyer's instructions. This procedure shall apply to each successive share transfer.

If several persons are tenants in common with respect to a share in the Company, the respective rights of voting at the General Meeting shall be exercised at their discretion by one of such tenants in common or by their common representative.

The powers of each of these persons shall be duly registered.

11.9. When the General Shareholder Meeting is held in the form of joint presence, persons included in the list of persons entitled to participate in the General Meeting of Shareholders, or their representatives, shall have the right to register for such meeting, or to send completed ballots to the Company, or to complete electronic ballots on the website specified in the notice on holding the General Meeting of Shareholders, if such methods of completing ballots is provided for by resolution of the Company's Board of Directors when preparing for the General Meeting of Shareholders.

11.10. The General Meeting shall be valid (have a quorum) if the shareholders holding in aggregate more than half of the Company's outstanding voting shares have participated in such meeting.

Shareholders who have registered for the General Meeting of Shareholders, including on the website specified in the notice on the General Meeting of Shareholders (where provided for by resolution of the Company's Board of Directors), as well as shareholders whose ballots have been received or who have completed electronic ballots on the website specified in such notice (where provided for by resolution of the Company's Board of Directors) no later than two days before the General Meeting of Shareholders are considered to have participated in such General Meeting of Shareholders.

Shareholders who, in accordance with the securities laws of the Russian Federation informed (instructed) persons responsible for registering their rights to shares on their voting choice if notices on their votes were received no later than two days before the date of the General Meeting of Shareholders shall also be deemed to have participated in such General Meeting of Shareholders.

If the agenda of the General Meeting includes matters to be voted on by different groups of voters, the quorum for resolving on such matters shall be determined separately.

Absence of the quorum for matters to be handled by one group of voters shall not prevent adoption of resolutions by another group of voters where the quorum is present.

11.11. In the absence of a quorum for the Company's Annual General Meeting of Shareholders, the Company's General Meeting of Shareholders shall be adjourned, but shall have the same agenda. In the absence of a quorum for the Company's Extraordinary General Meeting of Shareholders, the Company's General Meeting of Shareholders may be adjourned, but shall have the same agenda.

The resolution to adjourn the Company's General Meeting of Shareholders shall be adopted by the Board of Directors.

The adjourned General Meeting of Shareholders of the Company convened instead of the invalid General Meeting of Shareholders shall be valid if attended by shareholders holding in aggregate at least 30 percent of the outstanding voting shares in the Company.

If the adjourned General Meeting is held less than forty (40) days after the invalid General Meeting, persons entitled to participate in the General Meeting shall be determined (registered) as at the record date for such invalid

General Meeting.

In the absence of a quorum to hold an Annual General Meeting of Shareholders in line with a court decision, the adjourned General Meeting of Shareholders shall be held no later than 60 days after the first General Meeting of Shareholders, with the same agenda. No further lawsuit shall be filed with the court in such case. The adjourned General Meeting of Shareholders shall be convened and held by a person or body of the Company specified in the court decision and, if such person or body of the Company fail to convene the Annual General Meeting of Shareholders within the period of time specified in the court decision, the adjourned General Meeting of Shareholders shall be convened and held by other persons or bodies of the Company that have filed the lawsuit with the court, provided that such persons or bodies of the Company are specified in the court decision.

If there is no quorum to hold an Extraordinary General Meeting of Shareholders in line with the court decision, no adjourned General Meeting of Shareholders shall be convened.

11.12. The minutes of the General Meeting of Shareholders shall be drafted within three (3) business days after such General Meeting of Shareholders, in two counterparts. Both copies shall be signed by the Chairman of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary).

An extract from the minutes or from the report on the voting results of the General Meeting of Shareholders may be signed by the person presiding at such General Meeting of Shareholders and/or by the Secretary of such General Meeting of Shareholders, a person holding the position (performing the functions) of the sole executive body of the Company, or another person(s) authorized by the Company.

The minutes shall be published on the Company's official website at: www.lenenergo.ru within three (3) days from the date of its drafting.

11.13. Resolutions adopted by the Company's General Meeting of Shareholders and the results of voting may be announced at the General Meeting of Shareholders during which the voting was held, and shall be disclosed to persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of a report on the voting results in such manner as provided for notifying about the General Meeting of Shareholders, but no later than four business days after the closing date of the General Meeting of Shareholders.

If a person on the Company's shareholder register is a nominee shareholder as at the record date, information in the Report on the Voting Results shall be provided to such nominee shareholder in accordance with the rules of the securities laws of the Russian Federation for providing information and materials to persons exercising their rights with respect to securities.

Article 12. General Meetings of Shareholders held in the form of absentee voting

12.1. Resolutions of the General Meeting of Shareholders may be adopted without holding a meeting (joint presence of shareholders to discuss agenda items and resolve on voting matters) through absentee voting (by ballot).

Voting on agenda items of the General Meeting of Shareholders held in the form of absentee voting shall be conducted only by ballot. The format and the wording of voting ballots shall be approved by the Board of Directors.

The receipt by the Company's registrar of notices on the voting choice of persons entitled to participate in the General Meeting of Shareholders who are not registered in the shareholder register of the Company and informed (instructed) persons responsible for registering their rights to shares on their voting choice shall be deemed to be equal to voting by ballots.

12.2. The General Meeting of Shareholders the agenda of which includes elections to the Board of Directors, Review Commission or approval of the Company's Auditor, as well as matters provided for in subparagraph 1 of Article 10.2 of these Articles of Association, may not be held through absentee voting.

Any adjourned General Meeting of Shareholders may not be held through absentee voting (by ballot) instead of an invalid General Meeting of Shareholders, which shall be held in the form of joint presence.

12.3. The list of persons entitled to participate in absentee voting on agenda items of the General Meeting shall be drawn up in accordance with the rules set out in the securities laws of the Russian Federation for drawing up a list of persons exercising their rights with respect to securities.

The record date for absentee voting on agenda items of the General Meeting of Shareholders may not be set earlier than ten (10) days from the date of the resolution to hold the Company's General Meeting of Shareholders and later than twenty-five (25) days before the deadline date for receiving ballots by the Company, and, in cases provided for in Article 53.8 of the Federal Law *On Joint Stock Companies*, later than fifty-five (55) days before such General Meeting of Shareholders.

In the event of a General Meeting of Shareholders the agenda of which contains an item on reorganization of the Company, the record date for such General Meeting of Shareholders may not be set later than 35 days before the date of such General Meeting of Shareholders.

Information on the record date for the Company's General Meeting of Shareholders shall be disclosed at least seven (7) days prior to such date.

12.4. A notice on the General Meeting of Shareholders to be held through absentee voting shall be published on the Company's website at www.lenenergo.ru no later than thirty (30) days prior to the date for accepting voting ballots by the Company, and in the case provided for in Article 53.8 of the Federal Law *On Joint Stock Companies* no later than fifty (50) days prior to the date of such General Meeting of Shareholders.

The text of the notice on the General Meeting of Shareholders may be additionally sent in electronic form by resolution of the Board of Directors to those shareholders of the Company who have provided the Company or the registrar with information about the e-mail addresses to which such messages can be sent.

The notice on the General Meeting of Shareholders shall specify:

- the full corporate name of the Company and its location;
- the form of the General Meeting of Shareholders (joint presence or absentee voting);
- the deadline date for receiving voting ballots and the postal address to which the completed ballots shall be

sent;

- the record date for the General Meeting of Shareholders;
- the agenda of the General Meeting of Shareholders;
- the procedure for reviewing information (materials) to be provided in preparation for the General Meeting of Shareholders, and the address (addresses) where they can be reviewed;
- the e-mail address to which the ballots may be submitted, and/or the website address where electronic ballots may be completed if such methods of submitting and/or completing ballots are provided for by resolution of the Company's Board of Directors when preparing for the General Meeting of Shareholders;
- categories (types) of shares whose holders are entitled to vote on all or certain items on the agenda of the General Meeting of Shareholders;

If a person on the Company's shareholder register is a nominee shareholder as at the record date, the notice on the General Meeting of Shareholders and information (materials) to be provided to persons entitled to participate in the Company's General Meeting of Shareholders while preparing for the Company's General Meeting of Shareholders shall be sent in accordance with the rules set out in the securities laws of the Russian Federation for providing information and materials to persons exercising rights with respect to securities.

The Company shall keep information on sending communications under this Article for five years from the date of the General Meeting of Shareholders.

12.5. The voting ballot shall be sent or delivered against receipt to each person on the list of persons entitled to participate in the General Meeting of Shareholders no later than twenty (20) days before the deadline date for receiving voting ballots.

Voting ballots may be sent by registered or standard mail to the address specified in the list of persons entitled to participate in the General Meeting of Shareholders and/or by e-mail to the e-mail address of the respective person specified in the shareholder register of the Company. The voting ballot form may be additionally published on the Company's website.

Each person included in the list of persons entitled to participate in the General Meeting of Shareholders shall be provided with one copy of a ballot for voting on all matters or one copy of two or more ballots for voting on various matters.

The procedure for persons entitled to participate in the General Meeting of Shareholders to review information (materials) on agenda items of the General Meeting of Shareholders and the list of such information (materials) shall be determined by resolution of the Company's Board of Directors.

12.6. The General Meeting of Shareholders held in the form of absentee voting shall be deemed to be valid (the quorum is present) if shareholders holding in aggregate more than half of the votes granted by outstanding voting shares in the Company took part in such meeting.

Shareholders whose ballots were received and/or whose electronic ballots were completed on the website specified in the notice on the General Meeting of Shareholders (where provided for by resolution of the Company's Board of Directors) before the deadline date for receiving ballots by the Company as specified therein, as well as shareholders who, in accordance with the securities laws of the Russian Federation informed (instructed) persons responsible for registering their rights to shares on their voting choice if notices on their votes were received before the deadline date for receiving ballots shall be deemed to have participated in the General Meeting of Shareholders held in absentia.

12.7. The report on the voting results shall be drawn up by the Company's registrar in two counterparts no later than three (3) business days after the deadline date for receiving ballots.

The minutes of the General Meeting of Shareholders shall be drawn up in two counterparts no later than three (3) business days after the deadline date for receiving ballots by the Company. Both counterparts shall be signed by the Chairman of the General Meeting of Shareholders and Secretary of the General Meeting of Shareholders (Corporate Secretary).

An extract from the minutes of the General Meeting of Shareholders or from the report on the voting results of the General Meeting of Shareholders may be signed by the person presiding at such General Meeting of Shareholders and/or by the Secretary of such General Meeting of Shareholders, a person holding the position (performing the functions) of the sole executive body of the Company, or another person(s) authorized by the Company.

The minutes of the General Meeting of Shareholders shall be published on the Company's official website at www.lenenergo.ru within three (3) days from the date of its drafting.

12.8. Resolutions adopted by the General Meeting of Shareholders and the voting results shall be communicated to persons included in the list of persons entitled to participate in the General Meeting of Shareholders, in the form of a report on the voting results in accordance with the procedure provided for reporting on the General Meetings of shareholders, but no later than four (4) business days after the deadline date for receiving ballots if the General Meeting of Shareholders was held in the form of absentee voting.

If a person on the Company's shareholder register is a nominee shareholder as at the record date for the General Meeting of Shareholders, information in the Report on the Voting Results shall be provided to such nominee shareholder in accordance with the rules of the securities laws of the Russian Federation for providing information and materials to persons exercising rights with respect to securities.

Article 13. Proposals to the agenda of the Annual General Meeting

13.1. Shareholders (shareholder) holding in aggregate at least two (2) percent of voting shares in the Company may propose items to be included in the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Company's Board of Directors and Review Commission of the Company, the number of which may not exceed the number of members established for the respective body. Such proposals shall be received

by the Company no later than sixty (60) days after the expiry of the reporting year.

13.2. Proposals to include items into the agenda of the Company's General Meeting of Shareholders and proposals on nominees shall indicate the name(s) of the nominating shareholders (shareholder), number and category (type) of shares held by them and shall be signed by the shareholders (shareholder) or their representatives. Shareholders (shareholder) of the Company not registered in the Company's shareholder register shall also be entitled to make proposals to the agenda of the General Meeting of Shareholders and proposals on nominees by properly informing (instructing) the person responsible for registering their rights to shares. Such instructions shall be given in accordance with the securities laws of the Russian Federation.

Proposals to include items into the agenda of the General Meeting shall contain the wording of each proposed item, and the proposal on nominees shall contain the last name, first name, patronymic and data of the identity document (series and/or number of the document, date and place of issue, name of the issuing body) of each proposed nominee, as well as the name of the body to which the nominee is proposed to be elected.

13.3. The Board of Directors shall examine proposals received and resolve to include them into the agenda of the General Meeting or refuse to include them in the agenda no later than five (5) days after the expiry of the term specified in Article 13.1. hereof.

The Board of Directors may refuse to include any items proposed by a shareholder (shareholders) in the agenda of the General Meeting of Shareholders or to include the proposed nominees in the list of nominees for election to the Company's relevant body on the grounds provided for by the Federal Law *On Joint Stock Companies* or other Russian laws and regulations.

13.4. A motivated refusal of the Company's Board of Directors to include an item into the agenda of the Company's General Meeting of Shareholders or to include a nominee in the list of nominees for election to the relevant body of the Company shall be sent to the shareholder(s) proposing such item or nominee, no later than three (3) days after the relevant resolution is adopted. If such proposals were submitted to the Company by persons who are not registered in the Company's shareholder register and informed (instructed) the person responsible for registering their rights to shares, such resolution of the Company's Board of Directors shall be sent to such persons no later than three (3) days after its adoption in accordance with the rules of the securities laws of the Russian Federation for providing information and materials to persons exercising their rights with respect to securities. The Company's Board of Directors shall not change the wording of items proposed for the agenda of the General Meeting of Shareholders, or the wording (if any) of the resolutions on such items.

Along with items proposed by shareholders for inclusion in the agenda of the General Meeting of Shareholders, as well as candidates nominated by shareholders to set up the relevant body, the Company's Board of Directors may include the following items in the agenda of the General Meeting of Shareholders and/or nominees to the list of nominees for election to the relevant body of the Company at its own discretion. The number of candidates nominated by the Company's Board of Directors may not exceed the maximum number of members set for the relevant body.

Article 14. Convening Extraordinary General Meetings

14.1. The Company's General Meetings for Shareholders other than Annual General Meetings are Extraordinary General Meetings.

The Company's Extraordinary General Meeting of Shareholders shall be held by resolution of the Board of Directors adopted at its discretion, or a request by the Review Commission, the Company's Auditor, or shareholders (a shareholder) holding at least ten (10) percent of the voting shares in the Company as at the date of request. Such General Meeting of Shareholders shall be held within forty (40) days from the date of the request to hold an Extraordinary General Meeting of Shareholders of the Company, except as provided for in Article 14.7 of these Articles of Association.

14.2. The request to convene the Company's Extraordinary General Meeting of Shareholders shall contain the formulated matters for the agenda of such General Meeting of Shareholders of the Company.

The persons (person) requesting to convene the Company's Extraordinary General Meeting of Shareholders shall have the right to submit a draft resolution of the Company's Extraordinary General Meeting of Shareholders, and a proposal on the form of such General Meeting. If the request to convene an Extraordinary General Meeting of Shareholders contains a proposal to nominate candidates, the relevant provisions of Article 13 of these Articles of Association shall apply to such proposal.

The Company's Board of Directors may not change the wording of such items and change the proposed form of an Extraordinary General Meeting of Shareholders if convened at the request of the Company's Review Commission, the Company's Auditor, or shareholders (shareholder) holding at least ten (10) percent of voting shares in the Company.

14.3. If the request to convene the Company's Extraordinary General Meeting of Shareholders is made by a shareholder (shareholders), it shall contain the names of such shareholder (shareholders) requesting the convening of such meeting, as well as the number and category (type) of shares in the Company held by them.

The request to convene the Company's Extraordinary General Meeting of Shareholders shall be signed by the persons (person) requesting the convening of the Company's Extraordinary General Meeting of Shareholders.

14.4. Within five (5) days after the request from the Review Commission, the Auditor of the Company, or shareholders (a shareholder) holding at least ten (10) percent of the voting shares in the Company to convene an Extraordinary General Meeting, the Board of Directors shall resolve to convene or refuse to convene such Extraordinary General Meeting of the Company.

14.5. The Board of Directors' resolution to convene the Company's Extraordinary General Meeting of Shareholders, or a grounded refusal to do so, shall be forwarded to the initiators thereof within three (3) days following such resolution. If a request to convene an Extraordinary General Meeting of Shareholders was submitted

to the Company by persons who are not registered in the Company's shareholder register and informed (instructed) the person responsible for registering their rights to shares to do so, such resolution of the Company's Board of Directors shall be sent to such persons no later than three (3) days after its adoption in accordance with the rules of the securities laws of the Russian Federation for providing information and materials to persons exercising their rights with respect to securities.

14.6. If within the period specified in Article 14.4 of these Articles of Association the Board of Directors fails to adopt a resolution to convene an Extraordinary General Meeting of Shareholders of the Company or adopts a resolution to refuse to convene such General Meeting, the body of the Company or persons requesting its convocation may apply to court to compel the Company to convene such Extraordinary General Meeting of Shareholders.

The court decision to compel the Company to hold an extraordinary General Meeting of Shareholders shall specify the timelines and procedure for holding the same.

The court decision shall be enforced by the plaintiff or, at the plaintiff's request, by a body of the Company or another person subject to their consent. The Company's Board of Directors may not be such body.

In such case, the body of the Company or a person who in accordance with a court decision conducts the Extraordinary General Meeting of Shareholders, shall have all powers provided for by the Federal Law *On Joint Stock Companies* as are necessary for convening and conducting such meetings.

If, in accordance with a court decision, the Extraordinary General Meeting of Shareholders shall be conducted by the plaintiff, the costs of preparing and holding the meeting may be reimbursed following a relevant resolution of the General Meeting of Shareholders at the Company's expense.

14.7. If the proposed agenda of the Extraordinary General Meeting contains an item related to the election of Members of the Board of Directors:

14.7.1. The General Meeting of Shareholders shall be held within seventy-five (75) days from the date of the request to hold the Extraordinary General Meeting of Shareholders of the Company. In such event, the Board of Directors shall set the date before which the shareholders' proposals to nominate candidates to the Board of Directors shall be submitted.

14.7.2. Shareholders (a shareholder) of the Company holding in aggregate not less than two (2) percent of voting shares in the Company, may propose nominees to be elected to the Board of Directors, whose number may not exceed the number of members of the Board of Directors.

Such proposals shall be submitted to the Company at least thirty (30) days before the date of the Extraordinary General Meeting.

The Board of Directors shall examine proposals received and resolve to include them into the agenda of the Extraordinary General Meeting of Shareholders or refuse to include them in its agenda no later than five (5) days after the expiry of the term specified in subparagraph 2 hereof.

14.7.3. The record date for the Company's General Meeting of Shareholders may not be earlier than ten (10) days after the date of the resolution to hold the Company's General Meeting of Shareholders or later than fifty-five (55) days before such General Meeting of Shareholders of the Company.

14.7.4. Notice on the Extraordinary General Meeting of Shareholders shall be served no later than fifty (50) days before the date of the meeting.

14.8. In cases where, pursuant to the Federal Law *On Joint-Stock Companies*, the Company's Board of Directors shall adopt a resolution on holding an Extraordinary General Meeting of Shareholders to elect Members of the Company's Board of Directors, such General Meeting of Shareholders shall be held within seventy (70) days after the resolution to hold such meeting was adopted by the Company's Board of Directors.

14.9. If the proposed agenda of the General Meeting of Shareholders contains an item on the reorganization of the Company through a merger, spin-off, or demerger and an item on the election of the Board of Directors (Supervisory Board) of the Company to be reorganized through a merger, spin-off, or demerger, the shareholder or shareholders holding in aggregate at least 2 per cent of the voting shares in the reorganized Company shall be entitled to nominate candidates to the Board of Directors (Supervisory Board) of the Company to be reorganized, or to the collective executive body thereof, and, if, in accordance with the Articles of Association of the newly created company the company shall have a Review Commission, candidates to the Review Commission, whose number may not exceed the number of members set for the relevant body specified in the notice on holding the Company's General Meeting of Shareholders in accordance with the draft Articles of Association of the newly created Company, as well as to nominate a candidate for the position of sole executive body of such newly created company.

If the proposed agenda of the General Meeting of Shareholders includes an item on reorganization of the Company through a merger, the shareholder or shareholders holding in aggregate at least 2 percent of the voting shares in the company being reorganized may nominate candidates for the election to the Board of Directors (Supervisory Board) of the company to be established in the form of reorganization through a merger, whose number may not exceed the number of duly elected members of the Board of Directors (Supervisory Board) of the newly created company, as specified in the notice on holding the Company's General Meeting of Shareholders under the merger agreement.

Proposals to nominate candidates shall be received by the reorganized Company no later than 45 days before the General Meeting of Shareholders of the reorganized Company.

The resolution to include the persons nominated by the shareholders or the Board of Directors of the reorganized Company in the list of members of the collective executive body or the revision commission, and the resolution to approve the person performing the functions of the sole executive body at each company created in the form of reorganization through a merger, demerger, or spin-off shall be adopted by a three-quarter majority vote of the Members of the reorganized Company's Board of Directors. In such case, the votes of outgoing Members of the

Company's Board of Directors shall not be counted.

Article 15. The Board of Directors

15.1. The Company's Board of Directors is a collective governing body that oversees the activities of the Company's Sole Executive Body and performs other functions assigned to it by law or the Company's Articles of Association. The competence of the Board of Directors includes resolving matters related to the overall governance of the Company's operations, except for matters referred to the competence of the General Meeting by these Articles of Association and the Federal Law *On Joint Stock Companies*.

The competence of the Board of Directors includes the following matters:

- 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;
- 2) Convening Annual and Extraordinary General Meetings, except as provided for in Article 14.6 of these Articles of Association, as well as announcing the date of an adjourned General Meeting instead of a General Meeting considered invalid due to the lack of quorum;
- 3) Approving the agenda of the General Meeting;
- 4) Determining the record date for the General Meeting of Shareholders, determining the record date for dividends, approving the cost estimate for the Company's General Meeting of Shareholders, and other matters related to the preparation and holding of the Company's General Meeting of Shareholders;
- 5) Electing the Secretary of the General Meeting of Shareholders;
- 6) Proposing matters provided for in subparagraphs 2, 5, 7, 13–20 of Article 10.2. of these Articles of Association to the General Meeting of Shareholders for resolution, as well as reducing the authorized capital of the Company by reducing the par value of shares, and determining the record date for dividends;
- 7) Placement by the Company of additional shares into which the Company's outstanding preference shares of a certain type are converted, convertible into ordinary shares or preference shares of other types unless such placement is related to an increase in the authorized capital of the Company, as well as placement of bonds or other issue-grade securities by the Company, except for shares; issue of Eurobonds and determination of the Company's policy regarding the issue of issue-grade securities (except for shares) and Eurobonds;
- 8) Approving resolutions on the issue (follow-on issue) of securities, offering prospectuses, reports on the results of the issue (follow-on issue) of securities and notices on the results of the issue (follow-on issue) of securities, reports on the acquisition of shares from the Company's shareholders, reports on redemption of shares, reports on requests to redeem their shares submitted by the Company's shareholders, resolving on accepting offers to acquire additional shares placed through a public subscription on expiry of the pre-emptive right in cases determined by the Company's Board of Directors;
- 9) Determining the price (valuation) of property, offering price or the procedure for determining the such price and the buyback price of issue-grade securities in cases provided for in the Federal Law *On Joint Stock Companies*, as well as when resolving matters specified in subparagraphs 11, 21, 22, and 35 of Article 15.1. of these Articles of Association;
- 10) Repurchasing the Company's shares, bonds, or other securities as provided for by the Federal Law *On Joint-Stock Companies* or other federal laws;
- 11) Disposing of (selling) the Company's shares held by the Company following their purchase or redemption from the Company's shareholders as well as in other cases provided for in the Federal Law *On Joint Stock Companies*;
- 12) Providing recommendations to the General Meeting on the amount of remuneration and compensation payable to the members of the Review Commission, and determining the amount of payment for the services of the Company's Auditor;
- 13) Providing recommendations on the amount of dividend on shares and the procedure for its payment;
- 14) Using the Company's Reserve Fund and other funds, approving the Company's internal regulations outlining the procedure for creating and using the Company's funds; approving estimates for using the Company's special-purpose funds and reviewing the performance against such estimates;
- 15) Approving the Company's internal regulations, except for internal regulations that are referred to the competence of the General Meeting and other executive bodies of the Company;
- 16) 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);
- 17) 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);
- 18) Preliminarily approving the annual report, annual accounting (financial) statements, and distribution of the Company's profit and losses for the financial year;
- 19) Establishing branches and opening representative offices of the Company, and liquidating the same;
- 20) Adopting resolutions on the Company's participation in other organizations (on joining an existing organization or establishing a new organization, including approval of constituent documents), as well as on acquisition, disposal, or encumbrance of shares and interests in the share capitals of organizations in which the Company participates, change of the Company's interest in the share capital of the respective organization, and termination of the Company's participation in other organizations, except for resolutions on participation provided for in paragraph 17 of Article 10.2 of these Articles of Association;
- 21) Adopting resolutions on one or more interrelated transactions to be made by the Company to dispose of, pledge, or otherwise encumber shares or units in subsidiaries and affiliates that are not engaged in the generation, transmission, dispatching, distribution, or sales of electricity or heat if the market value of such shares or units contemplated by the transaction as determined by an independent appraiser exceeds thirty million rubles

(30,000,000) and in other cases (amounts) as determined by individual resolutions of the Board of Directors of the Company;

22) Determining the Company's credit policy with regard to the issuance of loans by the Company, entering into credit and loan agreements, issuing sureties, accepting obligations under promissory notes and negotiable bills of exchange, pledging property, and deciding on the Company's entering into such transactions in cases where the Company's credit policy does not provide for a relevant decision-making procedure, as well as adopting resolutions on bringing the Company's debt position in accordance with the limits set out in the Company's credit policy in line with the procedure outlined in the Company's credit policy;

23) 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*;

24) 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*;

25) Approving the Company's registrar and terms of the agreement to be entered into with the registrar, as well as terminating such agreement;

26) Electing and dismissing the Chairman of the Board of Directors;

27) Electing and dismissing the Deputy Chairman of the Board of Directors;

28) Electing the Company's Corporate Secretary and early terminating his or her powers;

29) Resolving to suspend the powers of the managing organization (manager);

30) Resolving to appoint an Acting CEO 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;

31) Reviewing the annual (quarterly) reports of the CEO on the Company's performance (including the CEO's performance of his or her job duties) and on implementation of resolutions adopted by the General Meeting and the Board of Directors;

32) Approving the procedure for the Company's engagements with business entities in which the Company holds shares or units;

33) 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 affiliates, and meetings of boards of directors of subsidiaries and affiliates with regard to;

a) determining the agenda of the General Meeting of Shareholders (Members) of the subsidiary or affiliate (except for those subsidiaries and affiliates in which the Company owns one hundred (100) percent of the authorized capital);

b) reorganization or liquidation of subsidiaries and affiliates;

c) determining the number of members in governing and supervisory bodies of subsidiaries and affiliates, nominating and electing their members and terminating their powers earlier, nominating and electing the sole executive body of the subsidiary or affiliate, and terminating their powers earlier;

d) determining the quantity, par value, and category (type) of authorized shares in subsidiaries and affiliates, and rights granted by such shares;

e) increasing the authorized capital of subsidiaries and affiliates by increasing the par value of their shares or by placing additional shares;

f) placing securities of subsidiaries and affiliates convertible into ordinary shares;

g) splitting or consolidating shares in subsidiaries and affiliates;

h) giving consent to the execution or subsequent approval of major transactions made by subsidiaries and affiliates;

i) participation of subsidiaries and affiliates in other organizations (joining an existing organization or establishing a new organization), as well as acquisition, disposal, or encumbrance of shares or units in the authorized capitals of organizations in which such subsidiaries or affiliates participate, or change of interest in the authorized capitals of respective organizations;

j) performance of transactions by subsidiaries or affiliates (including several interrelated transactions) related to acquisition, disposal, or potential disposal of property constituting fixed assets, intangible assets, or construction-in-progress that are mainly used to generate, transmit, dispatch, or distribute electricity or heat, in such cases (amounts) as determined by the procedure for engagement between the Company and organizations in which the Company participates approved by the Board of Directors;

k) making amendments and additions to the constituent documents of subsidiaries and affiliates;

l) determining the procedure for paying remuneration to Members of the Board of Directors and the Review Commission of subsidiaries and affiliates;

m) reducing the authorized capital of subsidiaries or affiliates by reducing the par value of shares, acquiring a part of the shares in order to reduce their total number, or by redeeming the shares acquired or repurchased by such subsidiaries or affiliates;

n) determining the credit policy of subsidiaries and affiliates with regard to the issuance of loans, entering into credit and loan agreements, issuing sureties, accepting obligations under promissory notes and negotiable bills of exchange, pledging property, and deciding on entering into such transactions by subsidiaries and affiliates in cases where the credit policies of subsidiaries and affiliates do not provide for a relevant decision-making procedure, as well as adopting resolutions on bringing the debt position of subsidiaries and affiliates in accordance with the limits set out in the credit policies of subsidiaries and affiliates in line with the procedure outlined in the Company's credit policy, reviewing reports on the credit policies of subsidiaries and affiliates, approving the credit plans of subsidiaries and affiliates, approving the Plan for Future Development of Subsidiaries and Affiliates and adjusted

Plan for Future Development of Subsidiaries and Affiliates, and reviewing reports on performance against the Plan for Future Development of Subsidiaries and Affiliates.

o) approval of the business plan (adjusted business plan) of subsidiaries and affiliates engaged in electricity transmission, generation, or sale, or whose revenue exceeds 5% of the Company's revenue for the last elapsed reporting period;

p) review of the report on performance of the business plan for the reporting period for subsidiaries and affiliates engaged in electricity transmission, generation, or sale, or whose revenue exceeds 5% of the Company's revenue for the last elapsed reporting period;

34) Determining the position of the Company (Company's representatives) on the following matters on the agendas of meetings of the boards of Directors of subsidiaries and affiliates (including instructions to vote or not to vote on agenda items, vote for, against, or abstain from voting on draft resolutions):

a) determining the position of representatives of subsidiaries and affiliates on agenda items of their general meetings of shareholders (members) and meetings of the boards of directors of subsidiaries and affiliates related to entering into (approving) transactions (including several interrelated transactions) related to acquisition, disposal, or potential disposal of property constituting fixed assets, intangible assets, or construction-in-progress that are mainly used to generate, transmit, dispatch, or distribute electricity or heat, in such cases (amounts) as determined by the procedure for engagement between the Company and organizations in which the Company participates approved by the Board of Directors;

b) determining the position of representatives of subsidiaries and affiliates on agenda items of general meetings of shareholders (members) and meetings of the boards of directors of subsidiaries and affiliates of the Company's subsidiaries and affiliates engaged in the generation, transmission, dispatching, distribution, or sale of electricity or heat, as well as reorganizing, liquidating, increasing the authorized capital of such subsidiaries or affiliates by increasing the par value of shares or by placing additional shares, or placing securities convertible into ordinary shares;

35) preliminary approval of resolutions on the Company's entering into:

a) transactions involving non-current assets of the Company for an amount exceeding ten (10) percent of the book value of the Company's non-current assets under its financial statements as at the latest reporting date;

b) transactions (including several interrelated transactions) involving acquisition, disposal, or potential disposal of property constituting fixed assets, intangible assets, or construction-in-progress that are mainly used to generate, transmit, dispatch, or distribute electricity or heat, in such cases (amounts) as determined by individual resolutions of the Company's Board of Directors, or if such cases (amounts) are not determined by the Company's Board of Directors;

b) transactions (including several interrelated transactions) involving acquisition, disposal, or potential disposal of property constituting fixed assets, intangible assets, or construction-in-progress that are not mainly used to generate, transmit, dispatch, or distribute electricity or heat, in such cases (amounts) as determined by individual resolutions of the Company's Board of Directors, or if such cases (amounts) are not determined by the Company's Board of Directors;

d) transactions for the period of more than 5 years related to the transfer of real estate or power grid facilities for temporary possession and use or for temporary use, or for acceptance of real estate for temporary possession and use or for temporary use in such cases (amounts) as determined by individual resolutions of the Company's Board of Directors, or if such cases (amounts) are not determined by the Company's Board of Directors;

36) Nomination by the Company of candidates for election to the position of the sole executive body, or other governing bodies, or supervisory bodies, as well as candidates to the position of the auditor of organizations in which the Company participates and which generate, transmit, dispatch, distribute, or sell electricity or heat, or are engaged in relevant repairs or services;

37) Approving the appraiser (appraisers) nominated to evaluate shares, property, or other assets of the Company in cases provided for in the Federal Law *On Joint Stock Companies*, these Articles of Association, or individual resolutions of the Board of Directors;

38) Determining the Company's housing policy with regard to corporate support provided to the Company's employees to improve their housing conditions via subsidies, cost compensations, interest-free loans, or resolutions on such support to be provided by the Company in cases where the procedure for providing such support is not determined in the Company's housing policy;

39) Preliminary approval of the collective bargaining agreement, agreements entered into by the Company as part of its social and employment regulation, and approval of documents on non-governmental pensions payable to the Company's employees;

40) Approving the financial advisor nominated to be engaged under the Federal Law *On the Securities Market*, as well as of securities issue organizers and advisors nominated for transactions directly related to raising funds through public borrowings;

41) Electing and early terminating the powers of the Company's CEO, including making a decision to early terminate the CEO's employment contract;

42) Preliminary approval of resolutions on the Company's entering into transactions related to the gratuitous transfer of the Company's property or property rights (claims) to itself or to a third party); transactions related to exemption from property liability to itself or to a third party; transactions related to the Company's gratuitous provision of services (performance of work) for third parties in such cases (amounts) as determined by individual resolutions of the Company's Board of Directors of the Company, as well as adoption of resolutions on the Company's entering into such transactions in cases where such case (amounts) are not determined.

43) Preliminary approval of transactions that may result in obligations denominated in a foreign currency

(or obligations the amount of which is linked to a foreign currency), or transactions with financial derivatives, in such cases and amounts as determined by individual resolutions of the Board of Directors, as well as, if such cases (amounts) are not determined by the Board of Directors; determining the Company's policy on entering into transactions with financial derivatives;

44) Determining the procurement policy of the Company, including approval of the Regulations on Procurement of Goods, Works, and Services, as well as approval of the procurement plan and other decisions in accordance with documents approved by the Company that govern the Company's procurement;

45) Approving the methodology for calculation and appraisal of performance against key performance indicators (KPIs) of the Company's CEO, their target values (adjusted values), and respective progress reports;

46) Adopting resolutions on recommending the Company's CEO for state decorations;

47) Determining the Company's policy with regard to increasing reliability of the power distribution facilities of the power grids and other power grid facilities, including approval of the Company's strategic programs designed to increase reliability of the power grid industry, develop the power grid industry and ensure its safety and security;

48) 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;

49) Approving and changing the organizational structure of the Company's executive bodies;

50) Approving the Regulations on Financial Incentives for the CEO and the Regulations on Financial Incentives for the Company's Top Managers; approving the list of top managers;

51) Taking disciplinary action against and rewarding the Company's CEO and Members of the Management Board in accordance with the Russian labor law;

52) Approving nominees to individual positions in the Company's executive bodies as determined by the Board of Directors;

53) Determining the Company's insurance policy, monitoring the Company's insurance coverage, including approval of nominees for the position of the Company's Insurers;

54) Filing for the listing of the Company's shares and/or the Company's securities convertible into the Company's shares;

55) Resolving the Company's adherence to industry and inter-sectoral standards, regulations and other documents related to the electric power industry across various areas of the Company's operations, including technical regulation;

56) Defining the principles and approaches to organization of the Internal Audit function and the risk management and internal control systems of the Company, including approval of internal regulations of the Company that determine the policy of the Company on the Company's risk management, internal control and internal audit;

57) Assessing risks, as well as establishing the acceptable risk-appetite level for the Company;

58) At least once a year, organizing the analysis and evaluation of the functioning of risk management and internal control systems, including on the basis of reports regularly received from the Company's executive bodies, the Internal Audit function, and external auditors of the Company;

59) Annually reviewing matters related to the organization, functioning, and performance of the risk management and internal control system at the Company;

60) Monitoring and organizing the operation of the Internal Audit function, including approval of the regulations on the Internal Audit function; if an external independent organization is engaged to perform the functions of internal audit, approval of such organization and terms and conditions of the contract with such organization, including the amount of its fee; approval of the Internal Audit function's action plan, progress reports on such action plan of the Internal Audit function, and the budget of the Internal Audit function; preliminary approval of the resolution of the company's sole executive body on appointment or dismissal from office (otherwise than on the employee's own initiative) of the Head of Internal Audit; application of disciplinary sanctions against the Head of Internal Audit, as well as approval of the terms of the employment contract with and remuneration payable to the Head of Internal Audit; and review of the performance appraisal of the Internal Audit function;

61) monitoring the compliance of the Company's executive bodies with the approved strategy of the Company; hearing reports of the CEO and Members of the Management Board of the Company on the implementation of the strategy approved by the Company;

62) Establishing Committees of the Company's Board of Directors, approving internal regulations that define their competence and operating procedures, determining the number of their members, appointing the Chairperson and Members of the Committee, and terminating their powers;

63) Approving the Company's information policy and reviewing related performance reports;

64) Preliminarily approving agreements on gratuitous contributions to be made by a shareholder (shareholders) to the property of the Company in cash or in any other form that do not increase the authorized capital of the Company and do not change the par value of shares (contributions to the property of the Company);

65) Preliminarily approving agreements on making gratuitous contributions by the Company to the property of companies in which the Company participates, in cash or in any other form that do not increase the authorized capital of such companies and/or do not change the par value of shares;

66) recommendations to the executive bodies of the Company on any matters of the Company's activity; and

67) any other matters referred to the competence of the Board of Directors by the Federal Law *On Joint Stock Companies* and these Articles of Association.

15.2. Matters referred to the competence of the Board of Directors may not be delegated to the Management

Board or the CEO of the Company.

15.3. 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.

15.4. Members of the Board of Directors shall be liable to the Company for losses caused to the Company by their culpable actions (inaction), unless other grounds and amount of liability are set out in Russian federal 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 shall be released from the liability for such losses.

Article 16. Election of the Board of Directors

The Company's Board of Directors shall consist of thirteen (13) elected members.

16.1. Members of the Board of Directors are elected at the Annual General Meeting in such manner as provided for by the Federal Law *On Joint Stock Companies* and these Articles of Association for the period until the next Annual General Meeting.

If the annual General Meeting is not held within the timelines set out in Article 11.1 of these Articles of Association, the Board of Directors' powers shall be terminated, except for the powers to prepare, convene, and hold the Annual General Meeting.

16.2. The Directors shall be elected by cumulative voting.

The number of votes held by each shareholder is multiplied by the number of persons to be elected to the Board of Directors, and the shareholder may cast all the votes thus obtained for one nominee or distribute them between two or more nominees.

Nominees with the highest number of votes are deemed elected to the Board of Directors.

16.3. Only an individual may be elected as a Member of the Board of Directors.

16.4. Persons elected to the Board of Directors may be re-elected an unlimited number of times.

16.5. By resolution of the General Meeting, the powers of all Members of the Board of Directors may be terminated earlier. If the Board of Directors is elected at an Extraordinary General Meeting, Members of the Board of Directors are deemed elected for the period up to the date of the Annual General Meeting.

Article 17. The Chairman of the Board of Directors

17.1. The Chairman of the Board of Directors shall be elected from Members of the Board Directors by a majority vote of all Members of the Board of Directors.

The Board of Directors may re-elect its Chairman at any time by a majority vote of the total number of votes of the Members of the Board of Directors.

17.2. The Chairman of the Board of Directors organizes the activities of the Board of Directors, convenes, and presides over its meetings, arranges to keep minutes at such meetings, and presides over the General Meeting.

17.3. In the absence of the Chairman of the Board of Directors, his or her functions are performed by the Deputy Chairman of the Board of Directors, who is 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 or, by resolution of the Board of Directors, another Member of the Board of Directors.

Article 18. Meetings of the Board of Directors

18.1. The Board of Directors shall meet as needed, but at least once every six weeks. The Chairman of the Board of Directors (or Deputy Chairman of the Board of Directors in cases provided for in Article 17.3 of the Company's Articles of Association) shall convene meetings of the Board of Directors at his or her own discretion or at the request of a Member of the Board of Directors, the Review Commission, Head of Internal Audit of the Company (head of the Company's structural unit responsible for organization and implementation of Internal Audit, and in case of involvement of an external independent organization to provide Internal Audit, the manager of such organization), Auditor, Management Board, or CEO.

18.2. Any Member of the Board of Directors absent from an in-person meeting of the Board of Directors may submit his or her opinion on agenda items in writing.

The written opinion of such Member of the Board of Directors who is absent from a meeting of the Board of Directors shall be taken into account in determining the quorum and results of voting on agenda items in accordance with the procedure set out in the rules for the Board of Directors approved by the General Meeting.

18.3. The Board of Directors may adopt its resolutions by absentee voting (by ballot). In case of absentee voting, all Members of the Board of Directors shall be provided with agenda items and a voting ballot specifying the deadline by which the completed and signed ballot shall be submitted to the Board of Directors.

18.4. Members of the Board of Directors may not transfer voting rights to any other person, including another Member of the Board of Directors.

18.5. Resolutions of the Board of Directors shall be adopted by a majority vote of Members of the Board of Directors attending the meeting, except for cases provided for in the Federal Law *On Joint Stock Companies* and these Articles of Association.

If the resolution of the Board of Directors on a transaction shall be adopted simultaneously for several reasons (as set out in these Articles of Association and Chapter X or Chapter XI of the Federal Law *On Joint Stock Companies*), such resolution shall be adopted in line with the Federal Law *On Joint Stock Companies*.

18.6. Resolutions of the Board of Directors shall be adopted by a three-quarter majority vote of Members of the Board of Directors (not counting the votes of outgoing Members of the Board of Directors) on the following matters:

- Suspending the powers of the managing company (manager) and appointing an acting CEO of the Company;
- Convening an Extraordinary General Meeting in cases provided for in Articles 21.11 and 21.12 of these

Articles of Association.

Resolutions to approve an interested-party transaction shall be adopted by the Company's Board of Directors in accordance with Article 83 of the Federal Law *On Joint-Stock Companies*.

18.7. Resolutions of the Board of Directors on matters covered by subparagraphs 21, 22 and 32 to 35 of Article 15.1 of these Articles of Association shall be adopted by a two-thirds majority vote of Members of the Board of Directors attending the meeting.

18.8. Each Member of the Board of Directors shall have one vote for voting on resolutions to be adopted at the Board of Directors' meetings. In case of a tie vote the Chairman of the Board of Directors shall have a casting vote.

18.9. When deciding on matters to be resolved by a simple majority of votes of Members of the Board of Directors, the quorum for the meeting of the Board of Directors shall be at least one half of the elected Members of the Board of Directors.

If the number of Members of the Board of Directors becomes lower than the number that constitutes the quorum, the Board of Directors shall adopt a resolution to hold an extraordinary General Meeting to elect a new Board of Directors. The remaining Members of the Board of Directors may only adopt a resolution to convene such Extraordinary General Meeting. In such event, the quorum for the meeting of the Board of Directors shall be at least one half of the remaining Members of the Board of Directors.

The quorum for holding a meeting of the Board of Directors when adopting resolutions on giving consent to the execution or subsequent approval of transactions in cases provided for in Article XI of the Federal Law *On Joint Stock Companies* shall be at least two (2) members of the Company's Board of Directors who are not interested in the execution of relevant transactions and meet the requirements set out in Article 83.3 of the Federal Law *On Joint-Stock Companies*.

18.10. The Board of Directors shall keep the minutes of its meeting. The minutes of meeting of the Board of Directors shall be drafted no later than three (3) days after the meeting and shall be signed by the person presiding over the meeting and the Board of Directors' Secretary (Corporate Secretary), who shall be responsible for the accurate drafting of the minutes. Materials for all agenda items and documents approved by the Board of Directors shall be attached to the minutes.

If the Board of Directors adopts its resolutions through absentee voting, voting ballots signed by Members of the Board of Directors shall be attached to the minutes.

18.11. The procedure for adopting resolutions by the Board of Directors is set out in the rules for the Board of Directors as approved by the General Meeting.

18.12. Resolutions of the Board of Directors adopted in violation of its competence, in the absence of a quorum for a meeting of the Board of Directors, or without a majority vote required for adopting a resolution, shall not be effective notwithstanding any appeals against such resolutions in court.

Article 19. Committees of the Company's Board of Directors

19.1. Committees of the Board of Directors are created by a resolution of the Board of Directors.

19.2. Committees of the Board of Directors are set up to preview matters within the Board of Directors' competence, or matters examined by the Board of Directors in order to follow up the activities of the Company's executive body and make necessary recommendations to the Board of Directors and the Company's executive body.

19.3. The operating rules, establishment procedure, competence and term of office of Committees of the Board of Directors shall be outlined in the Company's internal regulations to be approved by the Company's Board of Directors and in individual resolutions of the Board of Directors.

19.4. The Company's Board of Directors shall set up the Audit Committee to preview matters related to following up financial and business operations of the Company, including evaluating independence of the Company's Auditor and absence of any conflict of interest with the Company's Auditor, as well as assessing the quality of audit of the Company's accounting (financial) statements.

Article 20. Corporate Secretary of the Company

20.1. To ensure proper compliance with the Company's procedure for preparing and holding the General Meeting of Shareholders and the activities of the Board of Directors, the Board of Directors may elect the Company's Corporate Secretary, who shall be directly reporting to the Board of Directors. The Corporate Secretary of the Company is an officer of the Company who ensures the Company's compliance with applicable laws, these Articles of Association, and internal regulations of the Company that guarantee the rights and legal interests of the Company's shareholders.

20.2. The status of the Corporate Secretary, 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 shall be outlined in the Regulations on the Corporate Secretary of the Company approved by resolution of the Company's Board of Directors.

Article 21. Executive Bodies

21.1. The day-to-day operations of the Company shall be managed by its sole executive body (CEO), and by its collective executive body (Management Board).

21.2. The CEO and the Management Board shall report to the General Meeting and the Board of Directors.

The executive bodies of the Company shall report regularly to the Board of Directors for establishing and operating an effective risk management and internal control framework and shall be responsible for its effective performance.

21.3. The CEO shall act on the Company's behalf without a power of attorney, including subject to the restrictions provided for in the applicable laws, these Articles of Association, resolutions of the General Meeting of

Shareholders, the Board of Directors, and the Management Board of the Company adopted within their respective competence.

The competence of the CEO shall include all matters related to the management of the Company's day-to-day activities, except for matters referred to the competence of the General Meeting, the Board of Directors, and the Management Board. The CEO shall:

- 1) Ensure implementation of the Company's action plans required to address its objectives;
- 2) Organize financial and tax accounting and reporting at the Company, and storage of accounting records;
- 3) Dispose of the Company's property, enter into transactions on behalf of the Company, issue powers of attorney, open settlement and other accounts of the Company with banks and other credit institutions (as well as, in cases provided for by law, with organizations that are professional participants of the securities market);
- 4) Issue orders, approve (adopt) instructions, local regulations and other internal regulations of the Company on matters within his or her competence, and give instructions that are binding on all employees of the Company;
- 5) Approve the Regulations on the Company's Branches and Representative Offices;
- 6) Approve the Regulations on Bonuses Payable to the Company's Employees;
- 7) In accordance with the overall structure of the Company's executive bodies, approve the staffing schedule and official salaries of the Company's employees, approve the methodology for estimating and appraising performance against key performance indicators for the Company's divisions (officers), their target values (adjusted values), and respective performance reports;
- 8) Exercise the rights and obligations of the employer with respect to the Company's employees as provided for in the labor legislation;
- 9) Distribute responsibilities among Deputy CEOs;
- 10) Prepare business plans (adjust business plans) and related progress reports, and also approve and adjust the cash flow movement in accordance with the list and target values of the Company's cash flows approved by the Board of Directors, to be subsequently submitted to the Board of Directors on a mandatory basis;
- 11) Submit to the Board of Directors for review reports on the Company's financial and business performance and on the implementation of resolutions of the General Meeting and the Board of Directors;
- 12) No later than forty-five (45) days before the Annual General Meeting, submit to the Board of Directors for review the annual report, annual accounting (financial) statements, and information on distribution of the Company's profit and losses;
- 13) Be responsible for organizing the handling of state secrets and creating conditions for protecting state secrets;
- 14) Address other matters related to the Company's day-to-day activities, except for matters referred to the competence of the General Meeting, the Board of Directors, and the Management Board of the Company.
- 15) Perform the functions of the Chairman of the Company's Management Board.

21.4. The CEO shall be elected by the Company's Board of Directors by a majority vote of the Members of the Board of Directors attending the meeting.

21.5. The Management Board of the Company shall act under these Articles of Association and the Regulations on the Management Board approved by the General Meeting of Shareholders, which shall outline the terms and procedure for convening and holding its meetings, as well as its decision-making procedure.

21.6. The competence of the Company's Management Board shall include the following matters:

- 1) Developing and submitting to the Board of Directors for review forward-looking plans for operating the Company's key business lines;
- 2) Preparing the Company's annual report and report on the implementation by the Management Board of resolutions adopted by the General Meeting of Shareholders and the Board of Directors of the Company;
- 3) Reviewing reports (information) from the Company's Deputy CEOs and heads of the Company's structural units on the activities of the Company and its subsidiaries and affiliates submitted for review to the Company's Management Board in accordance with the instructions of the Company's Management Board or Board of Directors;
- 4) Determining social benefits and guarantees for the Company's employees;
- 5) Adopting resolutions on matters referred to the competence of the supreme governing bodies of business entities in which the Company holds one hundred (100) percent of the authorized capital (subject to subparagraphs 33 and 34 of Article 15.1 of these Articles of Association);
- 6) Resolving to enter into transactions involving property, works, or services with a value between five (5) and twenty-five (25) percent of the book value of the Company's assets under its financial statements as at the last reporting date (except for cases provided for in subparagraph 35 of Article 15.1 of these Articles of Association);
- 7) Effectively managing risks related to the day-to-day activities of the Company; approving the budget for risk management at the Company within the limits agreed by resolution of the Board of Directors; addressing cross-functional (performed by several structural units) risk management tasks;
- 8) 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);
- 9) Addressing other matters related to the management of the day-to-day activities of the Company in accordance with the resolutions of the General Meeting of Shareholders and the Board of Directors of the Company, as well as matters submitted to the Management Board by the Company's CEO for review.

21.7. The number of Members of the Management Board may not be less than three (3) persons and shall be determined by resolution of the Board of Directors.

Members of the Management Board shall be elected by the Board of Directors as nominated by the CEO.

Should the Board of Directors reject any nominees to the Management Board proposed by the CEO, the Board of Directors may elect nominees to the Management Board proposed by any Member (Members) of the Board of Directors.

21.8 The Management Board shall be competent if at least half of the elected Members of the Management Board participate in the meeting (absentee voting).

21.9. All resolutions shall be adopted by the Management Board by a simple majority of votes of Members of the Management Board present at the meeting (taking part in the absentee voting). In case of a tie vote the Chairman of the Management Board shall have a casting vote.

21.10. Voting rights may not be transferred by any Member of the Management Board to another person, including to another Member of the Management Board.

21.11. The rights and obligations of the CEO and Members of the Management Board related to the management of the Company's day-to-day activities shall be determined by the laws of the Russian Federation, these Articles of Association, and the employment contract signed between them and the Company.

21.12. While in office, the CEO and Members of the Management Board may only hold positions in governing bodies of other companies, as well as other paid positions in other companies with the consent of the Company's Board of Directors.

21.13. The employment contracts with the CEO and Members of the Management Board shall be signed by the Chairman of the Board of Directors or a person authorized by the Board of Directors on behalf of the Company.

21.14. The terms and conditions of the employment contract, including the term of office, shall be defined by the Board of Directors or a person authorized by the Board of Directors to sign the employment contract in accordance with Article 21.13 of these Articles of Association.

21.15. The rights and obligations of the employer on behalf of the Company with respect to the CEO and Members of the Management Board shall be exercised and performed by the Board of Directors or a person authorized by the Board of Directors in accordance with the procedure defined by the Board of Directors.

21.16. The Board of Directors may at any time resolve to terminate the powers of the CEO and Members of the Management Board and establish new executive bodies.

The powers of the CEO and Members of the Management Board shall be terminated on the grounds provided for by the laws of the Russian Federation and the respective contracts signed by them with the Company.

21.17. By resolution of the General Meeting, the powers of the Company's sole executive body may be assigned under a contract to a managing company or a manager.

21.18. The rights and obligations of the managing company (manager) to manage the Company's day-to-day activities are determined by the laws of the Russian Federation and the respective contracts signed by them with the Company.

The contract shall be signed on behalf of the Company by the Chairman of the Board of Directors or a person authorized by the Board of Directors.

The terms and conditions of the contract, including the term of office, shall be determined by the Board of Directors or a person authorized by the Board of Directors.

21.19. The General Meeting of Shareholders may at any time resolve to terminate the powers of the managing company (manager) earlier.

The Board of Directors may resolve to suspend the powers of the managing company or manager. Simultaneously with the above resolution, the Board of Directors shall resolve to appoint an Acting CEO of the Company and hold an Extraordinary General Meeting of Shareholders to resolve on early termination of the powers of the managing company (manager) and, unless otherwise resolved by the Board of Directors, on transferring the powers of the sole executive body of the Company to a managing company (manager).

21.20. If the managing company (manager) is unable to perform its duties, the Company's Board of Directors may resolve to appoint an Acting CEO and hold an Extraordinary General Meeting of Shareholders to resolve on early termination of the powers of the managing company (manager) and, unless otherwise resolved by the Board of Directors, on transferring the powers of the sole executive body of the Company to another managing company or manager.

21.21. The Acting CEO shall manage the Company's day-to-day activities within the competence of the Company's executive bodies, unless the Board of Directors decides otherwise.

21.22. In exercising their rights and performing their duties, the CEO, Acting CEO, Members of the Management Board, and the managing organization (manager) shall act in the best interests of the Company, exercise their rights, and perform their duties to the Company in good faith and reasonably.

21.23. The CEO, Acting CEO, Members of the Management Board, and the managing organization (manager) shall be held liable to the Company for losses caused to the Company by their guilty actions (inaction), unless other grounds and liability are provided for in federal laws.

21.24. Appointment to positions that grant access to information classified as state secrets may be only be made after such access is granted in line with the procedure set out in legal and other regulatory acts of the Russian Federation.

21.25. In case of temporary absence of the CEO (due to, including, but not limited to, illness, a business trip, or vacation), one of his or her Deputies may be assigned to perform his or her duties under an order of the Company's CEO only in the absence of a resolution of the Company's Board of Directors appointing an Acting CEO of the Company.

In connection with the circumstances specified in paragraph one hereof, the Company's Board of Directors may resolve to appoint an Acting CEO of the Company for a certain period of time without terminating the powers of the Company's CEO.

Article 22. The Review Commission, Internal Auditor and Auditor of the Company

22.1. The General Meeting shall elect the Review Commission with a term of office of one (1) year (until the date of the next Annual General Meeting) to oversee the financial and business operations of the Company.

The Review Commission shall comprise five (5) Members.

22.2. By resolution of the General Meeting the powers of all or individual Members of the Review Commission may be terminated earlier. If the Review Commission or individual Members of the Review Commission are elected at an Extraordinary General Meeting, the Review Commission shall be deemed elected for the period until the date of the Annual General Meeting. While in office, Members of the Company's Review Commission may not be Members of the Board of Directors or hold any other positions in the Company's governing bodies.

22.3. The competence of the Review Commission shall include:

1) Certifying the reliability of data in the Company's annual report and annual accounting (financial) statements;

2) Analyzing the Company's financial condition, identifying potential for improving the Company's financial condition, and developing recommendations for the Company's governing bodies;

3) Organizing and performing audits (reviews) of the Company's financial and business operations, in particular:

4) Auditing (reviewing) the Company's financial, accounting, payment, settlement, and other documentation related to the Company's financial and business operations for compliance with the laws of the Russian Federation, these Articles of Association, and other internal regulations of the Company;

5) Auditing and analyzing the Company's financial condition, its solvency, functioning of the internal control system and risk management system, asset liquidity, leverage, correct and timely accrual and payment of interest on bonds, or income on other securities;

6) Monitoring the safety and use of fixed assets;

7) Following up the compliance with the established procedure for writing off debts of insolvent debtors as the Company's losses;

8) Following up the spending of the Company's cash against the approved business plan and budget of the Company;

9) Following up the creation and use of reserve and other funds of the Company;

10) Checking the timeliness and accuracy of settlements with counterparties and government authorities, as well as settlements related to payroll, social security, accrual and payment of dividends, and other settlements;

11) Auditing the Company's business operations under signed contracts;

12) Following up compliance with existing contracts, norms and standards, approved cost estimates, and other documents regulating the Company's operations when using physical, labor, and financial resources in its financial and business operations;

13) Auditing cash and property of the Company, efficient use of assets and other resources of the Company, identifying the causes for non-productive losses and expenses, identifying the potential for improving the financial condition of the Company;

14) Following up performance against previously issued instructions to remedy breaches and drawbacks as previously identified by the Review Commission of the Company;

15) Preparing recommendations for the Company's governing bodies;

16) Performing other actions (taking other measures) related to the audit of financial and business operations of the Company.

22.4. The Review Commission shall have the right to request the convening of an Extraordinary General Meeting.

The Review Commission shall demand the convening of an Extraordinary General Meeting in case of identifying serious violations in the financial and business operations of the Company.

22.5. The operating procedure of the Review Commission shall be set out in an internal regulation of the Company approved by the General Meeting.

In accordance with a decision to conduct an audit (review), the Review Commission shall have the right to engage experts specializing in relevant areas of law, economics, finance, accounting, management, economic security, or other disciplines, not holding any position with the Company, or specialized organizations to support the Commission in its work, and to apply to the Company for the signing of independent contractor agreements with such experts and organizations.

22.6. The audit (review) of the Company's financial and business operations shall be carried out based on the Company's performance over the year, and may be carried out at any time as may be initiated by the Company's Review Commission, resolved by the General Meeting of Shareholders or the Board of Directors of the Company, or requested by a shareholder (shareholders) of the Company holding in aggregate at least ten (10) percent of voting shares in the Company.

22.7. At the request of the Review Commission, persons holding positions in the Company's governing bodies shall present documents on the Company's financial and business operations.

22.7.1. Based on the results of the audit of the Company's financial and business operations the Review Commission shall prepare a report which shall contain:

- certification of the reliability of data in the Company's annual report and annual accounting (financial) statements;

- information on actual breaches of the accounting and financial reporting procedures, as well as of the Company's procedure for carrying out its financial and business operations;

- certification of the reliability of data contained in the report on signed interested-party transactions.

22.7.2. By resolution of the General Meeting of Shareholders, members of the Company's Review Commission may receive remuneration for, and/or reimbursement of their expenses incurred when, performing their duties while in office. The amount of such remuneration and reimbursement shall be defined by resolution of the General Meeting of Shareholders.

22.8. The Company has in place an Internal Audit function to assess the reliability and efficiency of risk management and internal control.

22.9. The operating procedure for the Internal Audit function is outlined in these Articles of Association, the Internal Audit Policy approved by resolution of the Company's Board of Directors, and local regulations governing the Internal Audit function.

22.10. The General Meeting of Shareholders shall approve the Company's Auditor on an annual basis to carry out an annual audit and certify the Company's annual accounting (financial) statements. The Auditor shall have no property interests with the Company and its shareholders.

The Auditor shall be approved by the Annual General Meeting on an annual basis.

22.11. The amount of payment for the Auditor's services shall be determined by the Board of Directors.

22.12. The Auditor shall audit the Company's financial and business operations in accordance with the laws of the Russian Federation and in line with the contract signed with the Auditor.

22.13. Based on the results of the audit of the Company's financial and business operations of the Company, the Auditor shall draft a report which shall:

- certify the reliability of data in the accounting (financial) statements of the Company;
- contain information on actual breaches by the Company of the accounting procedure and accounting (financial) reporting procedure set out in relevant legal acts of the Russian Federation, as well as of breaches of legal acts of the Russian Federation in performing its financial and business operations.

The procedure and terms of drawing up the report on the audit of the Company's financial and business operations shall be determined based on relevant legal acts of the Russian Federation in line with the contract signed with the Company's Auditor.

Article 23. Accounts and accounting (financial) statements of the Company

23.1. The Company shall keep accounting records and submit accounting (financial) statements in such manner as outlined in the laws of the Russian Federation and these Articles of Association.

23.2. The Company's executive body shall be responsible for the organization, condition, and reliability of the Company's accounting records, timely submission of accounting (financial) statements to the relevant authorities, as well as for disclosure of information on the Company's activities provided to the Company's shareholders, creditors, and the mass media in accordance with the laws of the Russian Federation and these Articles of Association.

23.3. The reliability of data in the Company's annual report and annual accounting (financial) statements shall be certified by the Review Commission. The Company shall engage an auditor having no common property interests with the Company or its shareholders, to conduct an audit of the Company's annual accounting (financial) statements.

23.4. The annual report, annual accounting (financial) statements, and distribution of the Company's profit and losses shall be subject to preliminary approval by the Board of Directors no later than thirty (30) days before the date of the Company's Annual General Meeting of Shareholders.

Article 24. Documents to be kept by the Company. Disclosure of information by the Company

24.1. The Company shall keep the documents provided for in the Federal Law *On Joint Stock Companies*, the Articles of Association and internal regulations of the Company, and resolutions of the Company's governing bodies, as well as documents provided for in other laws and regulations of the Russian Federation.

24.2. The Company shall keep the documents provided for in Article 24.1 of these Articles of Association at the location of the Company's executive body in such manner and within such period of time as set by the Bank of Russia.

24.3. In case of the Company's reorganization, all documents shall be handed over to the legal successor in accordance with the established procedure.

24.4. In case of the Company's liquidation, permanent records having scientific or historical value shall be transferred for state storage to the Federal Archival Service of Russia, personnel documents (orders, personal files, and registration cards, personal accounts, etc.) shall be transferred for storage to the state archive of St. Petersburg.

The documents shall be transferred and brought into order in accordance with the requirements of archival authorities.

Information about the Company shall be disclosed to them in accordance with the requirements of the laws of the Russian Federation.

24.5. The Company shall provide its shareholders with access to documents at their request in such amount, manner, and within such timelines as provided for in the Federal Law *On Joint Stock Companies*.

24.6. Information about the Company shall be disclosed to them in accordance with the requirements of the Federal Law *On Joint Stock Companies* and other federal laws and legal regulations of the Russian Federation. If an authorized person fails to pay the Company's expenses for making copies of the Company's documents in accordance with a previously received and fulfilled Request, the term for providing copies of the Company's documents requested later shall be calculated starting from the date when such payment is received.

24.7. The Company shall provide its shareholders and employees with access to information subject to the requirements of laws on state and commercial secrets.

24.8. The Company shall publish the terms of the confidentiality agreement on its website. In case of a

request from a group of shareholders, such agreement shall be signed by each of them, and when granting access to documents to a shareholder's representative acting under a power of attorney, by both the shareholder and such shareholder's representative.

24.9. Notices about any signs of potential interest of a company in a transaction and notices on changes in information containing signs of potential interest of a company in a transaction shall be sent to the Company by one of the following methods:

- Sending by registered mail against receipt or by a courier service to the address of the company specified in the Unified State Register of Legal Entities, as well as to other addresses specified in the Articles of Association of the company or an internal regulation of the company approved by the company's general meeting of shareholders;

- Delivering against signature to a person holding the position (performing the functions) of the sole executive body with the company, or to any other person authorized to receive written correspondence addressed to the company;

- Sending an electronic document signed by a digital signature in accordance with the requirements of Federal Law No. 63-FZ *On Digital Signatures*, dated April 6, 2011, via telecommunication channels, including via internet;

- Sending by electronic means of communication, including by fax, by telegraph, or by e-mail.

Article 25. Reorganization and Liquidation of the Company

25.1. The Company may be reorganized voluntarily through merger, consolidation, demerger, spin-off, or transformation, as well as on such grounds and in such manner as provided for in the Civil Code and federal laws of the Russian Federation.

25.2. The Company may be liquidated by court decision or voluntarily in such manner as provided for in the Civil Code of the Russian Federation, the Federal Law *On Joint Stock Companies*, and these Articles of Association.

25.3. The Company shall be deemed to be reorganized as from the date of the state registration of the respective new legal entities, unless reorganized through consolidation.

In the event of reorganization through a merger with another company the Company shall be considered as reorganized from the moment of making the entry on termination of the Company's business in the Unified State Register of Legal Entities.

The property of companies created as a result of reorganization shall only comprise only property of the companies being reorganized.

25.4. Liquidation of the Company shall entail the discontinuance thereof without transfer of its rights and obligations to other persons through succession.

25.5. In the event of organization, liquidation of the Company, or termination of work containing information constituting state or commercial secrets, the Company shall ensure safety of such information and its carriers by developing and implementing measures to ensure its confidentiality, protection, security, and fire safety and to counter technical intelligence.

Sewn, numbered and sealed on 31 pages.
CEO of LENENERGO PJSC
(signed) A.V. Ryumin
[seal]

SAINT PETERSBURG

Russian Federation
Saint Petersburg
Twenty-third of July two thousand nineteen.

I, Nadezhda Vasilyevna Smirnova, Notary of Saint Petersburg Notary District, certify that the paper document drafted by me is a true copy of the electronic document submitted to me.

I have verified the qualified digital signature of the person who has signed the electronic document submitted to me and certify that the said person has signed the document.

This paper document is equivalent to the electronic document submitted to me and has the same legal force.

Registered under: **No. 78/337-п/78-2019-7-146.**

State duty charged (as per tariff): RUB 1,600.00 kopecks

Paid for legal and technical services: RUB 2,720.00 kopecks

(signed) N.V. Smirnova

[seal]

[seal]

Total number of pages in the document

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Notary: {signed}