

APPROVED BY
the Annual General Shareholders' Meeting of
«Rosseti Lenenergo», PJSC
Minutes No. _____ dated _____

Acting General Director of «Rosseti
Lenenergo», PJSC

_____ I.A. Kuzmin

ARTICLES OF ASSOCIATION of Public Joint stock company «Rosseti Lenenergo»

(new version)

Article 1. General Provisions

1.1. Public Joint stock company «Rosseti Lenenergo» (hereinafter referred to as the Company) was established in accordance with Decree of the President of the Russian Federation No. 922 On the Specifics of the Transformation of State-Owned Enterprises, Associations and Organizations of the Fuel and Energy Complex into Joint Stock Companies dated August 14, 1992, Decree of the President of the Russian Federation No. 923 On the Organization of Management of the Electric Power Complex of the Russian Federation in the Conditions of Privatization dated August 15, 1992, Decree of the President of the Russian Federation No. 1334 On the Implementation in the Electric Power Industry of Decree of the President of the Russian Federation No. 922 dated August 14, 1992 On the Specifics of the Transformation of State-Owned Enterprises, Associations and Organizations of the Fuel and Energy Complex into Joint Stock Companies dated November 05, 1992.

The founder of the Company is the Committee for City Property Management of the City Administration of St. Petersburg, the Territorial Agency of the State Property Committee of the Russian Federation. The Company was registered by Resolution No. 2518 of the Registration Chamber of the St. Petersburg City Administration dated January 22, 1993.

The Company is the legal successor of the rights and obligations of state enterprise Lenenergo, Leningrad Power Production and Electrification Enterprise awarded the October Revolution Order and the 1st Grade Patriotic War Order, to the extent specified in the Privatization Plan of State Power Production and Electrification Enterprise Lenenergo approved by the Chairman of the Committee for City Property Management of the City Administration of St. Petersburg on December 22, 1992.

On July 22, 2002, the Inspectorate of the Ministry of Taxes and Levies of the Russian Federation for the Central District of St. Petersburg made an entry in the Unified State Register of Legal Entities on a legal entity registered before July 1, 2002, under Primary State Registration Number 1027809170300.

1.2. The full corporate name of the Company in Russian is Публичное акционерное общество «Россети Ленэнерго».

The former full corporate names of the Company in Russian are Публичное акционерное общество энергетики и электрификации «Ленэнерго», Открытое акционерное общество энергетики и электрификации «Ленэнерго».

The full corporate name in English is Public Joint stock company «Rosseti Lenenergo».

The former full corporate names in English are Public JOINT-STOCK COMPANY “LENENERGO”; JOINT-STOCK COMPANY “LENENERGO”.

The abbreviated corporate name of the Company in Russian is ПАО «Россети Ленэнерго».

The former abbreviated corporate names of the Company in Russian are ПАО «Ленэнерго», ОАО «Ленэнерго».

The abbreviated corporate name of the Company in English is «Rosseti Lenenergo», PJSC.

The former abbreviated corporate names of the Company in English are PJSC “LENENERGO”; JSC “LENENERGO”.

Company’s location: Russian Federation, Saint Petersburg

The Company’s address is indicated in the Unified State Register of Legal Entities.

The postal address of the Company is: 1, Ploshchad Konstitutsii, Saint Petersburg, 196247, Russian Federation.

1.3. The Company is established for an indefinite period.

Article 2. Legal Status of the Company

2.1. The Company’s legal status shall be regulated by the Civil Code of the Russian Federation, Federal Law No. 208-FZ On Joint Stock Companies dated December 26, 1995 (hereinafter referred to as the Federal Law On Joint Stock Companies), other regulations of the Russian Federation and these Articles of Association.

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

2.3. The Company shall have its stand-alone property booked on its independent balance sheet and shall be liable with the same for its obligations; it may on its own behalf acquire and exercise property and personal non-property rights, perform duties, act as a plaintiff and defendant in court.

2.4. The Company may open bank accounts in the territory of the Russian Federation and abroad in accordance with the prescribed procedure.

2.5. The Company shall be liable for its obligations with all its assets.

The Company shall not be liable for obligations of the state and state authorities or any obligations of its shareholders.

The shareholders of the Company shall not be liable for any obligations of the Company, except where otherwise provided for in the laws of the Russian Federation.

The shareholders may dispose of their shares without the consent of the other shareholders or the Company.

Shareholders of the Company shall bear the risk of losses associated with its activities to the extent of the value of their shares.

2.6. The Company shall have a round seal bearing its full name in Russian, a logo and specifying its registered address.

The Company may have stamps and letterheads bearing its corporate name as well as a duly registered trademark and other means of individualization.

2.7. The Company shall have civil rights and perform obligations necessary to carry out any activities that are not prohibited by federal laws.

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

The Company's branches and representative offices are not legal entities. The Company shall allocate assets to its branches and representative offices which shall operate in accordance with the regulations approved by the Company.

A head of a branch or representative office of the Company shall be appointed by the sole executive body of the Company and shall act under a power of attorney issued by the Company.

The information on the Company's branches and representative offices, if any, shall be indicated in the Unified State Register of Legal Entities.

2.9. The Company may have subsidiaries that are legal entities under the legislation of the Russian Federation, established in accordance with the Federal Law On Joint Stock Companies, other federal laws and these Articles of Association, and outside the territory of the Russian Federation in accordance with the legislation of a foreign state at the location of the subsidiary, unless otherwise provided for by an international treaty of the Russian Federation.

For the purposes of these Articles of Association, a business entity in which the Company's participation is more than twenty (20) percent of the voting shares (participatory interests) shall be recognized as a dependent entity.

2.10. When the Company deals with information that constitutes a state secret, the legislation of the Russian Federation shall have absolute priority.

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

Article 3. Objective and Activities of the Company

3.1. In its activities, the Company shall pursue the following principal objectives:

- 1) generate revenue for the Company;
- 2) maintain efficient and reliable operation of the facilities of the electric grid sector;
- 3) provide sustainable development of the electric grid sector;
- 4) provide reliable and high-quality power supply to consumers (in terms of delivery and transmission of electricity).

3.2. For the purposes of revenue generation, the Company may engage in the following activities:

- electric power transmission service and other services inextricably associated with the process of electric power supply to consumers;
- technological connection of power-consuming devices (power units) of legal entities and individuals to powergrids;
- acquisition (purchase) of electric power from the wholesale market of electric power (capacity) from of retail market participants and generating companies;
- acquisition (purchase) of heat from generating companies;
- power generation for in-house needs;
- generation of heat, supply (sale) of heat at the statutory rates in accordance with dispatcher schedules of heat loads, including to population;
- designing, installation and adjustment at the operational site, operating and metrological support of operations of electric power metering units;
- transmission of electric power and heat;
- powergrid maintenance;
- heat supply networks maintenance;
- gas supply networks maintenance;
- engineering survey for the construction of 1st and 2nd responsibility level buildings and constructions in accordance with the state standard;
- preparation of design documents for capital construction;
- construction, reconstruction and overhaul;
- acting as a guaranteeing supplier of electric power, supply of electric power on the territory of its operations;
- geodesic operations;
- transportation of passengers by motor vehicles equipped for eight (8) people and more;
- transportation of cargo by railway;
- loading and unloading during railway transportation;
- transportation of dangerous cargo;
- development of communications facilities and communications service delivery;

- educational activities;
- storage of oil, gas and derivatives;
- sale of oil, gas and derivatives;
- medical activities;
- export and import operations;
- operation of hazardous production facilities;
- organization and maintenance of production control over compliance with the requirements of industrial safety of hazardous production facilities;
- training of employers and employees in occupational health and safety;
- scrap non-ferrous metal collection, processing and sale;
- scrap ferrous metal collection, processing and sale;
- organization and conduct of trainings on mobilization, civil defense and emergency response;
- activities and services for the protection of information constituting trade and state secrets;
- activities in the field of energy saving and energy efficiency;
- activities in the field of energy inspection (energy audit) and provision of energy services;
- development of schedules on emergency restrictions of consumption;
- control measurements of flow, load and voltage levels in electrical grids of power supply systems;
- services for the certification of workplaces on working conditions;
- organization of children's recreation and healthcare, provision of tour packages to children's health summer camps;
- activities related to the research, developmental and technological works, including designing, developing, implementing new and improving existing equipment, technologies, and methods to enhance the reliability, quality, efficiency and sustainability of power supply to consumers, creation of conditions for the development of the grid system of Russia, implementation of R&D programs and innovative programs, participation in the establishment of sectoral R&D funds;
- organizational, practical and preventive measures to ensure integrated security (antiterrorist and anticriminal protection, economic security, anti-corruption activities and information security);
- electric vehicle charging services, in particular, with the engagement of agents or by renting out electric filling stations;
- electric power sales for the purpose of performing the functions of a guaranteeing supplier in cases stipulated by the Russian legislation on electric power industry;
- other activities not prohibited by the legislation of the Russian Federation.

3.3. The Company may engage in certain types of activity, as listed by law, only on the basis of a special authorization (license), membership in a self-regulatory organization or a permit for a particular type of works, issued by the self-regulatory organization.

The Company's right to carry out activities subject to a special authorization (license), membership in the self-regulatory organization or a work permit of a self-regulatory organization shall arise from the receipt of an authorization (license) or as specified therein or from the moment the Company joins the self-regulatory organization or the self-regulatory organization issues a work permit, and cease to be valid upon termination of the authorization (license), membership in the self-regulatory organization or work permit issued by the self-regulatory organization.

Article 4. Authorized Capital of the Company

4.1. The authorized capital of the Company shall be comprised of the par value of shares of the Company acquired by the Company's shareholders (outstanding shares).

The authorized capital of the Company is eight billion six hundred seventeen million forty-nine thousand six hundred thirty-one (8,617,049,631) rubles and five (05) kopecks.

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

1) Type-A preferred shares:

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

2) Ordinary shares:

- eight billion five hundred twenty-three million seven hundred eighty-five thousand three hundred twenty (8,523,785,320) and five hundredths (5/100) shares with the total par value of eight billion five hundred twenty-three million seven hundred eighty-five thousand three hundred twenty (8,523,785,320) rubles and five (05) kopecks.

The authorized capital of the Company may be:

- increased by raising the par value of the shares or by placing additional shares;

- decreased by reducing the par value of the shares or by reducing the total quantity thereof, including through the purchase and redemption of a part of the Company's outstanding shares in accordance with these Articles of Association.

In addition to its outstanding shares, the Company may allot ordinary shares in the amount of twelve billion seventeen million four hundred eighty-four thousand nine hundred seventy (12,017,484,970) with a par value of one

(1) ruble each, with the total par value of twelve billion seventeen million four hundred eighty-four thousand nine hundred seventy (12,017,484,970) rubles (authorized shares). Ordinary registered shares authorized by «Rosseti Lenenergo», PJSC shall grant their holders the rights provided for in Clause 6.2 of Article 6 hereof.

4.3. The authorized capital of the Company may be increased only after it is paid up in full.

Payment for any additional shares allotted by the Company may be made through offsetting of claims against the Company in cases provided for in the Federal Law On Joint Stock Companies.

4.4. The Company may and shall reduce its authorized capital in cases provided for by the Federal Law On Joint Stock Companies.

The authorized capital of the Company shall be reduced in the manner determined by the Russian legislation and these Articles of Association.

The Company's authorized capital may be reduced unless, as a result of such reduction, the amount of the Company's authorized capital becomes less than the minimum amount of the authorized capital determined in accordance with the Federal Law On Joint Stock Companies as of the date of submitting documents for state registration of the relevant changes in these Articles of Association, and in cases where, in accordance with the Federal Law On Joint Stock Companies, the Company is required to reduce its authorized capital, as of the date of state registration of the Company.

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

5.1. The Company shall allot ordinary shares and may allot one or a number of types of preferred shares, bonds or any other securities in the manner determined by the Russian legislation.

In the event of non-payment or partial payment of the shares within the established terms, the ownership of the shares the allotment price of which corresponds to the unpaid amount (the value of the property not transferred as the payment for the shares) shall pass to the Company.

5.2. Conversion of ordinary shares into preferred shares, bonds or any other securities shall not be permitted.

5.3. Allotment of shares and other securities of the Company convertible into shares shall be performed in accordance with the legal acts of the Russian Federation.

5.4. The procedure for converting the Company's issue-grade securities into shares shall be determined by the resolution on the issue of issue-grade securities convertible into shares.

5.5. In the case of conversion into shares at the request of the holders of the Company's issue-grade securities convertible into shares, the period during which the holders have the right to submit or withdraw the conversion requests may not be less than 20 days.

5.6. The requests to convert issue-grade securities into shares or to withdraw such requests shall be made in accordance with the rules of the Russian securities legislation.

5.7. Issue-grade securities may not be converted into the Company's shares if the aggregate allotment price of the issue-grade securities being converted into shares is less than the aggregate par value of the additional shares of the Company which these securities are being converted into.

5.8. If, when exercising the preemptive right to purchase additional shares, as well as when consolidating shares, a shareholder is unable to purchase a whole number of shares, parts of the shares (fractional shares) shall be formed.

A fractional share shall grant a shareholder, its owner, the rights granted by the share of the respective category (type) in the amount corresponding to the portion of the whole share that it makes a part of.

Fractional shares shall circulate the same way as whole shares. If one person acquires two and more fractional shares of the same category (type), these shares shall form one whole and/or a fractional share equal to the sum of such fractional shares.

5.9. The Company shall be entitled to resolve on the additional issue of shares within the limit of their authorized quantity. The Company shall be entitled to allot additional shares and other issue-grade securities by means of subscription and conversion. In case of increase of the authorized capital of the Company at the expense of its assets, the Company shall allot additional shares through the distribution thereof among shareholders.

The form of payment for the additional shares allotted by means of subscription shall be defined by the resolution on the allotment thereof and shall correspond to the Russian legislation.

If additional shares are paid by non-monetary funds, the monetary value of the property contributed as a payment for shares shall be determined by the Company's Board of Directors in the manner stipulated by Article 77 of the Federal Law On Joint Stock Companies. When shares are paid for in non-monetary funds, the monetary value of the contributed property shall be determined by an appraiser, unless otherwise stipulated by the Federal Law. When additional shares are paid for in non-monetary funds, payment for the shares shall be made in accordance with the resolution on the allotment.

Payment for other issue-grade securities may be made only in cash.

5.10. The additional share shall not grant any voting rights unless it is paid up in full.

The shares placed at the disposal of the Company shall not grant any voting rights, shall not be taken into account when counting votes and shall not qualify for dividends. Such shares shall be sold by the resolution of the Board of Directors at a price not lower than the market value thereof no later than one year from the date of purchase. Otherwise, the General Shareholders' Meeting shall adopt a resolution to reduce the authorized capital by redemption of these shares.

Article 6. Rights and Obligations of Company's Shareholders

6.1. A shareholder of the Company shall be a person holding shares of the Company on the grounds stipulated by the Russian legislation and these Articles of Association.

6.2. Each ordinary share of the Company shall provide its holder with the same scope of rights.

The holders of ordinary shares of the Company shall be entitled to:

- 1) participate personally or by proxy in the General Shareholders' Meeting of the Company with a right to vote on all matters pertaining to their competence;
- 2) make proposals on the General Shareholders' Meeting agenda in the manner stipulated by the Russian legislation and these Articles of Association;
- 3) obtain information about the Company's activity and get familiarized with documents of the Company in accordance with the Federal Law On Joint Stock Companies, other regulatory legal acts and these Articles of Association;
- 4) receive the dividends declared by the Company;
- 5) in the cases and in accordance with the procedure provided for by the Russian legislation, have the preemptive right to acquire the following securities allotted by subscription:
 - additional shares and issue-grade securities convertible into shares in proportion to the quantity of the ordinary shares that they hold;
 - newly allotted additional shares of a new category (type) and issue-grade securities convertible into shares or additional preferred shares with an advantage in the order of receipt of dividends and issue-grade securities convertible into them in proportion to the number of shares of the Company held by them in accordance with the Russian legislation;
- 6) in case of liquidation of the Company, receive a part of its assets remaining after the creditors' claims have been settled, or value thereof, in the manner stipulated by the Russian legislation;
- 7) appeal against resolutions of Company's governing bodies that result in civil law consequences in the cases and in the manner stipulated by the Russian legislation;
- 8) on behalf of the Company claim the compensation for losses incurred by the Company;
- 9) challenge transactions entered into by the Company for reasons specified by the Russian legislation and invoke the consequences of such transactions' invalidity as well as the consequences of invalidity of void transactions of the Company;
- 10) enter into an agreement for the exercise of its corporate rights (corporate agreement) among themselves as well as with the Company's creditors and other third parties
- 11) exercise other rights provided for by the Russian legislation and these Articles of Association.

6.3. Based on the agreement with the Company, for the purpose of financing and support of the Company, shareholders may make contributions without compensation in monetary or other form that do not increase the authorized capital of the Company and do not change the par value of shares (contributions to the Company's property). The property thus contributed by shareholders shall belong to the types specified in Clause 1, Article 66.1 of the Civil Code of the Russian Federation.

The agreement on the basis of which shareholders make contributions to the Company's property shall be preliminarily approved by resolution of the Company's Board of Directors.

6.4. The holders of ordinary shares of the Company shall:

- 1) participate in the formation of the Company's property in the required scope, in the manner and within the terms stipulated by the Russian legislation or the Company's Articles of Association;
- 2) not disclose any confidential information concerning operations of the Company;
- 3) participate in the adoption of resolutions that are vital for the Company in accordance with the Russian legislation, if their participation is necessary to adopt such resolutions;
- 4) refrain from actions that are known to be aimed as inflicting damage to the Company;
- 5) take no actions (omissions) that make it essentially difficult or impossible to achieve the objectives for which the Company was established;
- 6) notify the Company of entering into a corporate agreement in the manner and within the terms stipulated by the Russian legislation;
- 7) notify in advance other shareholders of the Company of the intent to file a claim to the court on challenging a resolution of the General Shareholders' Meeting as well as on compensation for damages incurred by the Company, or recognizing a transaction as invalid, or invoking the consequences of transaction invalidity by giving a notice in writing to the Company that shall be received by the Company at least five days prior to the date of filing the claim to the court.

Shareholders of the Company may have other obligations stipulated by the Russian legislation or these Articles of Association.

6.5. The Company shall not be entitled to pay dividends on ordinary shares before payment of dividends on type-A preferred shares.

6.6. Type-A preferred shares shall provide the shareholders with the same scope of rights and have the same par value.

The holders of type-A preferred shares shall be entitled to:

1) receive the dividends declared by the Company.

At the same time, if the amount of annual dividends paid by the Company for each ordinary share in a certain year exceeds the amount payable as dividends for each type-A preferred share, the amount of the dividend paid for the latter shall be increased to the amount of the dividend paid for ordinary shares.

The Company shall not be entitled to pay dividends on ordinary shares before payment of dividends on type-A preferred shares.

2) have the preemptive right to acquire the following securities allotted by public subscription:

- additional shares and issue-grade securities convertible into shares in proportion to the number of their preferred shares of that type;

- newly allotted additional shares of a new category (type) and issue-grade securities convertible into shares or additional preferred shares with an advantage in the order of receipt of dividends and issue-grade securities convertible into them in proportion to the number of shares of the Company held by them;

3) participate in the General Shareholders' Meeting of the Company with a right to vote on matters pertaining to the Company's reorganization and liquidation, matters provided for in Clause 3, Article 7.2 and Article 92.1 of the Federal Law On Joint Stock Companies, as well as matters that are resolved unanimously by all shareholders of the Company in accordance with the Federal Law On Joint Stock Companies.

4) participate in the General Shareholders' Meeting of the Company with a right to vote on matters pertaining to the amendment of these Articles of Association restricting the rights of holders of type-A preferred shares;

Any decision on such amendments shall be deemed accepted if supported by at least three-fourths of votes held by the holders of voting shares participating in the General Shareholders' Meeting of the Company, with the exception of the votes of holders of preferred shares the rights of which are restricted, and three-quarters of the votes of all holders of preferred shares of each type the rights of which are restricted;

5) participate in the General Shareholders' Meeting of the Company with a right to vote on all matters pertaining to its competence starting from the meeting following the Annual Shareholders' Meeting which, for any reason, did not resolve to pay dividends or resolves to pay partial dividends on type-A preferred shares.

The right of holders of type-A preferred shares to participate in the General Shareholders' Meeting of the Company shall terminate from the date of the first full payment of dividends on such shares.

6) participate in the General Shareholders' Meeting of the Company with the right to vote when it resolves on the delisting of preferred shares of this type. Any decision on such matters shall be deemed accepted if supported by at least three-fourths of votes held by the holders of voting shares participating in the General Shareholders' Meeting, except for the votes of holders of type-A preferred shares, and three-fourths of votes held by all holders of type-A preferred shares;

7) exercise other rights stipulated by the Russian legislation.

6.7. The Company shall not be entitled to pay dividends on type-A preferred shares other than in accordance with the procedure set forth herein.

6.8. In the event of the Company's liquidation, the Company's property remaining after the creditors' claims have been settled shall be distributed by the liquidation committee between shareholders in the following order of priority:

- first, payments for shares which must be redeemed in accordance with to Article 75 of the Federal Law On Joint Stock Companies;

- second, payment of accrued and unpaid dividends on type-A preferred shares and the par (liquidation) value of type-A preferred shares to their holders;

- third, distribution of the Company's property among holders of ordinary shares and holders of type-A preferred shares.

If the Company does not have sufficient property to pay accrued and unpaid dividends and the liquidation value defined in these Articles of Association to all holders

– of type-A preferred shares, the property shall be distributed among the holders of type-A preferred shares in proportion to the number of this type shares held by them.

Article 7. Dividends

7.1. The Company shall be entitled, based on the results of the first quarter, six, or nine months of the reporting year and/or based on the results of the reporting year, decide on (declare) the payment of dividends on the Company's outstanding shares. A resolution on the payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year may be adopted within three months after the end of the respective period.

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

7.2. The resolution on the payment (declaration) of dividends shall be made by the General Shareholders' Meeting of the Company.

The said resolution shall determine the amount of dividends on shares of each category (type), the form of payment, the procedure for payment of dividends in non-monetary form, the date as of which persons entitled to receive dividends are determined.

The decision that sets the date as of which the persons entitled to receive dividends are determined shall be

adopted only on the proposal of the Company's Board of Directors.

The amount of dividends may not exceed the amount of dividends recommended by the Company's Board of Directors.

The General Shareholders' Meeting of the Company may resolve on non-payment of dividends on shares of certain categories (types) as well as on partial payment of dividends on preferred shares for which the amount of dividends is defined by Clause 7.3, Article 7 of these Articles of Association.

7.3. The total amount of dividends payable on each preferred share shall be ten (10) percent of net profit of the Company for the last reporting year, determined pro rata to the quantity of sold type-A preferred shares.

7.4. The Company may not adopt a resolution on (declare) the payment of dividends on shares:

- until the Company's authorized capital has been fully paid up;
- until all shares to be redeemed under Article 76 of the Federal Law On Joint Stock Companies have been redeemed by the Company;

- if, as of the date of such resolution, the Company meets the criteria of insolvency (bankruptcy) in accordance with the Russian legislation on insolvency (bankruptcy) or will meet such criteria as a result of payment of dividends;

- if, as of the date of such resolution, the value of the Company's net assets is less than its authorized capital, the Reserve Fund and the amount by which the liquidation value of outstanding preferred shares, as provided by these Articles of Association, exceeds their par value, or will become less than the total amount thereof as a result of such resolution;

- in other cases provided for by the federal laws.

7.5. The Company shall not pay the declared dividends on shares:

- if, as of the date of payment, the Company meets the criteria of insolvency (bankruptcy) in accordance with the Russian legislation on insolvency (bankruptcy) or will meet such criteria as a result of payment of dividends;

- if, as of the date of payment, the value of the Company's net assets is less than its authorized capital, the Reserve Fund and the amount by which the liquidation value of outstanding preferred shares, as provided by these Articles of Association, exceeds their nominal value, or will become less than the total amount thereof as a result of payment of dividends;

- in other cases provided for by the federal laws.

Upon the cessation of those circumstances specified in this Clause, the Company shall pay the declared dividends to shareholders.

7.6. The Company's profit after taxation shall be the source from which dividends are paid (the Company's net profit). The Company's net profit shall be determined in accordance with the Accounting (Financial) Statements of the Company.

7.7. The term for dividend payment to a nominee holder or a trust manager that is a professional security market participant, all as listed on the shareholder register, shall not exceed 10 business days; and the term for dividend payment to other shareholders listed on the register shall not exceed 25 business days of the date as of which the persons entitled to receive dividends are determined.

The date as of which the persons entitled to receive dividends are determined, set by the resolution on payment (declaration) of dividends, shall not be earlier than 10 days after the date of such resolution on payment (declaration) of dividends and later than 20 days after the date of such resolution.

Dividends shall be paid to persons who held shares of the corresponding category (type) or persons exercising rights to these shares in accordance with federal laws as of the end of the operating day of the date as of which, in accordance with the resolution on the payment of dividends, persons entitled to receive the same are determined.

Dividends shall be paid in cash by the Company or on its behalf by the Registrar maintaining the register of shareholders of the Company, or by a credit institution.

Payment of dividends in cash to individuals whose rights to shares are registered in the Company's register of shareholders shall be made by a transfer of funds to their bank accounts or special accounts of financial platform operators opened in accordance with the Federal Law On Financial Transactions Using the Financial platform, the details of which are available to the Company's Registrar, or in the absence of information on bank accounts, special accounts of financial platform operators by postal transfer of funds, and to other persons whose rights to shares are registered in the Company's register of shareholders by transferring funds to their bank accounts. The Company's obligation on the payment of dividends to the specified persons shall be deemed fulfilled from the date when funds are accepted by the federal postal organization, or from the date when the funds are received by the credit institution that maintains the bank account of the person entitled to receive such dividends, and if this person is the credit institution, then into its account.

Persons entitled to receive dividends and whose rights to shares are registered with the nominee holder of shares shall receive dividends in cash in accordance with the procedure stipulated by the Russian securities legislation. Any nominee shareholder that receives dividends and fails to perform the obligation to transfer such dividends as provided for in the Russian securities legislation for any reason beyond the control of such nominee shareholder shall return the same to the Company within 10 days upon the lapse of one month after the expiration date of the dividend payment period.

7.8. Any person failing to receive dividends because the Company or the registrar does not have the exact and necessary address or bank details, or due to any other delay on the part of the creditor, shall have the right to

submit a request to pay such dividends (unclaimed dividends) within three years after the resolution on payment of such dividends.

If any deadline for requests to pay unclaimed dividends is missed, such deadline may not be reset unless any person entitled to receive dividends fails to submit such request on account of violence or threats.

Upon the expiration of such period, the declared dividends that have not been claimed shall be restored as part of the Company's retained profit, and the obligation to pay such dividends shall terminate.

Article 8. Funds of the Company

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

The amount of obligatory annual deductions to the Company's Reserve Fund shall be at least five (5) percent of the Company's net profit, until the Reserve Fund reaches its fixed value.

8.2. The Company's Reserve Fund is designed to cover the Company's losses, redeem the Company's bonds and buy back the Company's shares if there are no other funds available.

The Reserve Fund may not be used for any other purposes.

8.3. The Company may create a special Employee Shareholding Fund, formed out of net profit.

The funds of the Employee Shareholding Fund shall be spent for the sole purpose of purchasing the Company's shares that are sold by the Company's shareholders for the subsequent placement for employees.

In the event of a paid sale to Company's employees of shares acquired from the Company's Employee Shareholding Fund, the proceeds shall be applied for the formation of the said Fund.

8.4. The Company shall be entitled to form other funds in accordance with the Russian legislation.

Article 9. Governing and Control Bodies of the Company

9.1. The Company shall have the following governing bodies:

- General Shareholders' Meeting of the Company (the General Meeting);
- Board of Directors of the Company (the Board of Directors);
- Management Board of the Company (the Management Board);
- General Director of the Company (the General Director).

9.2. The Company's Internal Audit Board (the Internal Audit Board) shall be the Company's financial and business activity controlling body.

Article 10. General Meeting

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

10.2. The following matters pertain to the competence of the General Meeting:

1) amendments to these Articles of Association or approval of the Articles of Association, except for the cases stipulated by the Federal Law On Joint Stock Companies, and the matters regarding the establishment, reorganization, liquidation and activities of branches and representative offices;

2) reorganization of the Company;

3) liquidation of the Company, liquidation committee appointment and approval of the interim and final liquidation balance sheet;

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

5) determination of the number, par value, category (type) of the authorized shares and the rights granted by these shares;

6) increase of the authorized capital of the Company by increasing the par value of shares or by allotting additional shares;

7) reduction of the authorized capital of the Company by reducing the par value of shares, by the purchase of a part of shares by the Company in order to reduce the total number thereof, as well as by redeeming the shares acquired or repurchased by the Company;

8) election of members of the Internal Audit Board and early termination of their powers;

9) approval of the Company's Auditor;

10) determination of the procedure for holding the General Meeting;

11) approval of the Company's Annual Report and Annual Accounting (Financial) Statements;

11.1.) distribution of profits (including the payment (declaration) of dividends, with the exception of the profit distributed as dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company for the reporting year;

12) payment (declaration) of dividends based on the results of the first quarter, six months or nine months of the reporting year;

13) splitting and consolidation of Company's shares;

14) resolutions on the Company's allotment of bonds convertible into shares and other issue-grade securities convertible into shares;

15) resolutions on the consent to the execution or subsequent approval of related-party transactions in the cases provided for by Article 83 of the Federal Law On Joint Stock Companies;

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

- 17) resolution on the participation in financial industrial groups, associations and other alliances of commercial organizations;
- 18) approval of internal documents regulating the activities of the Company's bodies;
- 19) resolution on the payment of remuneration and/or compensation to members of the Internal Audit Board;
- 20) resolution on the payment of remuneration and/or compensation to members of the Board of Directors;
- 21) resolution on filing a request for delisting of the Company's shares and/or issue-grade securities of the Company convertible into its shares;
- 22) resolution on the delegation of powers vested in the Company's sole executive body to a managing organization (manager) and early termination of powers of a managing organization (manager);
- 23) acquisition of outstanding shares by the Company in cases provided for by the Federal Law On Joint Stock Companies;
- 24) resolving on other issues stipulated by the Federal Law On Joint-Stock Companies.

10.3. Matters pertaining to the competence of the General Meeting may not be delegated to the Board of Directors, the Management Board, and the General Director, unless otherwise is stipulated by the Federal Law On Joint-Stock Companies.

The General Meeting shall not be entitled to consider or adopt resolutions on any matters not pertaining to its competence as specified in the Federal Law On Joint Stock Companies.

10.4 Resolution of the General Meeting on the matter put to the vote shall be adopted by a majority of votes of holders of the Company's voting shares participating in the meeting, unless otherwise provided for by the Federal Law On Joint Stock Companies. Only a separate (independent) resolution may be adopted on each matter put to the vote.

10.5 General Meeting resolutions require a three-quarters majority of votes of holders of the Company's voting shares participating in the General Meeting on the following matters:

- making amendments to these Articles of Association or approval of a revised version of the Articles of Association;
- reorganization of the Company;
- liquidation of the Company, liquidation committee appointment and approval of the interim and final liquidation balance sheet;
- determination of the number, par value, category (type) of the authorized shares and the rights granted by these shares;
- Company's authorized capital reduction by reducing the par value of the shares;
- allotment of shares by private subscription by resolution of the General Meeting on increasing the Company's authorized capital by allotment of additional shares.
- allotment by public subscription of ordinary shares representing more than twenty-five (25) percent of the earlier allotted ordinary shares;
- resolutions on the consent to the execution or subsequent approval of major transactions in cases provided for by Article 79 of the Federal Law On Joint Stock Companies;
- resolution on filing a request for delisting of the Company's shares and/or issue-grade securities of the Company convertible into its shares;
- acquisition of outstanding shares by the Company in cases provided for by the Federal Law On Joint Stock Companies
- other cases provided for by the Federal Law On Joint Stock Companies.

In accordance with Article 83 of the Federal Law On Joint-Stock Companies, the resolution on the consent to or subsequent approval of a related-party transaction shall be adopted by the General Shareholders' Meeting by a majority vote of the holders of voting shares participating in the meeting and not being related parties in terms of the transaction or controlled by the persons being related parties.

The General Shareholders' Meeting, when resolving to agree to or subsequently approve a related-party transaction, shall be deemed duly constituted regardless of the number of shareholders holding Company's voting shares, not being related parties with respect to the relevant transaction and taking part in such meeting.

The resolution on payment (declaration) of dividends on type-A preferred shares shall be made by majority of votes of holders of Company's voting shares participating in the meeting. Thus, the votes of holders of preferred shares of this type cast for voting options "against" and "abstained" shall not be taken into account when counting the votes and in determining the quorum for adopting the resolution on the specified matter.

10.6 Resolutions on the matters specified in Sub-Clauses 2, 5, 7, 13 through 20, 22 and 23, Clause 10.2, Article 10 of these Articles of Association, as well as the matters in relation to a reduction of the Company's authorized capital by reducing the par value of shares and to determining the date as of which the persons entitled to receive dividends are determined shall be considered by the General Meeting only on the proposal by the Company's Board of Directors.

10.7 The General Meeting shall not be entitled to adopt any resolutions on the items not included in the General Meeting agenda, or change the agenda.

Resolutions adopted by the General Shareholders' Meeting on any items not included in the agenda of the

General Shareholders' Meeting (except where attended by all of the Company's shareholders) or with a failure to comply with the competence of the General Shareholders' Meeting, in the absence of a quorum for holding the General Shareholders' Meeting, or without such majority of votes of shareholders as required to adopt resolutions shall be invalid whether or not they are appealed in court.

10.8 Voting at the General Meeting shall be carried out in accordance with to the "one voting share – one vote" principle, except for the cumulative voting on election of the Board of Directors.

In case of cumulative voting, the number of votes held by each shareholder shall be multiplied by the number of persons to be elected to the Company' Board of Directors and a shareholder is entitled to cast all votes received in such a manner for one candidate or distribute them between two or more candidates.

Candidates having received the majority of votes shall be deemed elected to the Company's Board of Directors.

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

The exact address of the venue of the General Shareholders' Meeting of the Company shall be determined by the Board of Directors while resolving on matters related to arrangement of the General Shareholders' Meeting.

Article 11. Holding of the General Meeting

11.1. The Annual General Meeting shall be held no earlier than two and no later than six months after the end of the reporting year.

The Annual General Meeting shall resolve on the election of the Company's Board of Directors, the Internal Audit Board, on approval of the Company's Auditor, approval of the Company's Annual Report, Annual Accounting (Financial) Statements, as well as the distribution of profit (including the payment (declaration) of dividends, except for the payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the financial year), and losses of the Company based on the results of the financial year, as well as resolve on other matters pertaining to the competence of the General Shareholders' Meeting of the Company.

11.2. The General Meeting shall be held in the form of joint attendance of shareholders (representatives of shareholders) to discuss the agenda items and resolve on the items put to the vote, or, if necessary, in the form of absentee voting (with the use of questionnaires).

The General Meeting with the agenda including the items specified in Clause 11.1 of Article 11 hereof may not be held in the form of absentee voting.

The procedure for holding the General Meeting shall be approved by the General Meeting.

11.3. The functions of the Counting Panel at the General Meeting shall be performed by a professional securities market operator being the holder of the Company's register of shareholders (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 of the Russian securities legislation for drawing up the list of persons exercising rights with respect to securities.

The date as of which the persons entitled to participate in the General Meeting are determined (recorded) may not be set earlier than ten (10) days from the date of the resolution on holding the General Shareholders' Meeting of the Company and more than twenty-five (25) days prior to the date of holding the General Shareholders' Meeting of the Company, and in cases stipulated by Clauses 14.7 and 14.9 of Article 14 hereof, no more than fifty-five (55) days prior to the date of holding the General Meeting.

In the event of holding a General Shareholders' Meeting with the agenda including the item of the Company reorganization, the date as of which persons entitled to participate in such meeting are determined (recorded) may not be set more than 35 days prior to the date of holding the General Shareholders' Meeting.

The information about the date as of which the persons entitled to participate in the General Shareholders' Meeting of the Company are determined (recorded) shall be disclosed at least seven (7) days prior to such date.

The list of persons entitled to participate in the General Shareholders' Meeting (except for information about their will) shall be made available by the Company upon the request of a person included in this list and holding at least one (1) percent of votes on any General Shareholders' Meeting agenda item from the date following the date of receipt by the Company of the request for the provision of the specified list (from the date of drawing up the specified list, if such a request was received by the Company before the date of drawing up thereof). The list of persons entitled to participate in the General Shareholders' Meeting (with the exception of information on their will) shall be made available by the Company at the premises of the Company's executive body, and shall also be available for review during the General Shareholders' Meeting at its venue. The data that allows to identify individuals included in this list except for surnames, names and patronymic (if any) shall be provided only with such persons' consent.

The Company shall, at the request of a person included in the list of persons entitled to participate in the General Shareholders' Meeting and having at least one percent of the votes on any General Shareholders' Meeting agenda item, provide him/her with a copy of the list of persons entitled to participate in the General Shareholders' Meeting (with the exception of information about their will) within seven business days from the date the Company receives the relevant request (from the date of drawing up the specified list, if such a request was received by the Company before the date of drawing up thereof).

11.5. The notice on the General Shareholders' Meeting shall be posted on the Company's Internet website at

the following address: <https://rosseti-lenenergo.ru> no later than thirty (30) days prior to the date of holding thereof, and in the cases provided for in Clauses 2 and 8, Article 53 of the Federal Law On Joint Stock Companies, no later than fifty (50) days prior to the date of the General Shareholders' Meeting.

The notice on holding the General Shareholders' Meeting by the decision of the Board of Directors may additionally be sent to persons entitled to participate in the General Shareholders' Meeting and listed on the Company's register of shareholders in one or a number of the following ways:

1) by sending an electronic communication with the text of the notice on the General Shareholders' Meeting to the e-mail address of the relevant person specified in the Company's register of shareholders;

2) by sending a text communication containing the procedure for reviewing the notice on the General Shareholders' Meeting to the contact phone number or e-mail address specified in the Company's register of shareholders.

The notice on the General Shareholders' Meeting shall specify:

- the full corporate name of the Company and its location;
- the form of the General Shareholders Meeting (attendance or absentee voting);
- the date, venue (including information about the premises), time of the General Shareholders' Meeting and postal address to which the completed ballots may be sent;

- the date as of which the persons entitled to participate in the General Shareholders Meeting are determined (recorded);

- the General Shareholders' Meeting agenda;

- the procedure for making the information (materials) to be provided in preparation for the General Shareholders' Meeting available to the participants, and the address(es) at which the same may be obtained;

- categories (types) of shares the holders of which may vote on the General Shareholders' Meeting agenda items;

- the e-mail address to which the completed ballots may be sent, and/or the address of the Internet website where the electronic form of ballots may be filled out, if such methods of sending and/or filling out ballots are provided for by the resolution of the Company's Board of Directors in preparation for the General Shareholders' Meeting;

- information about the documents that are to be presented for access to the premises where the General Shareholders' Meeting will be held, if access to the premises is restricted.

- the start time of registration of persons participating in the General Shareholders' Meeting.

If the person listed on the Company's register of shareholders is a nominee shareholder, the notice on the General Shareholders' Meeting and information (materials) to be provided to persons entitled to participate in the General Shareholders' Meeting, in preparation for the General Shareholders' Meeting, shall be provided in accordance with the rules of the Russian securities legislation for the provision of information and materials to persons exercising rights with respect to securities.

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

11.6. Voting at the General Shareholders' Meeting shall be carried out only with the use of ballots for voting on all agenda items. The form and text of the voting ballot shall be approved by the Board of Directors. Voting by ballots shall be equivalent to the receipt by the Company's registrar of communications with the will of persons who are entitled to participate in the General Shareholders' Meeting, are not listed on the Company's register of shareholders and, in accordance with the requirements of the Russian securities legislation, have given instructions on voting to persons keeping records of their rights to shares.

The voting ballot shall be sent or handed against signature to each person indicated in the list of persons entitled to participate in the General Shareholders' Meeting no later than twenty (20) days prior to the General Shareholders' Meeting.

The voting ballots may be sent by registered mail or simple letter to the address specified in the list of persons entitled to participate in the General Shareholders' Meeting and/or by e-mail to the e-mail address of the relevant person specified in the Company's register of shareholders. The form of the voting ballot may additionally be posted on the Company's Internet website.

Each person included in the list or such person's representative shall be provided with one copy of the voting ballot for all items or one copy of two or more voting ballots for different items.

11.7. Information (materials) on the General Shareholders' Meeting agenda items shall be available to persons entitled to participate in the General Shareholders' Meeting within twenty (20) days, and in the case of a General Shareholders' Meeting with the agenda containing the item of reorganization of the Company, within thirty (30) days prior to the General Shareholders' Meeting, at the premises of the executive body of the Company and other locations the addresses of which are specified in the notice on the General Shareholders' Meeting, and also on the Company's Internet website at <https://rosseti-lenenergo.ru>.

The specified information (materials) shall be available to persons participating in the General Shareholders' Meeting during its holding.

At the same time, the Company shall strive to ensure the availability of materials for the General Shareholders' Meeting at least 30 days prior to the date of its holding.

The procedure for familiarizing persons entitled to participate in the General Meeting with information

(materials) on General Meeting agenda items and the list of such information (materials) shall be determined by a resolution of the Company's Board of Directors.

11.8. The right to participate in the General Meeting may be exercised by the shareholder both personally and through a representative.

If a share is transferred after the date set for determining (recording) the persons entitled to participate in the General Meeting and prior to the date of the General Meeting, the person included in the list of persons entitled to participate in the General Meeting shall issue a power of attorney to the transferee for voting or to vote at the General Meeting in accordance with the instructions of the share transferee, if this is provided for by the share transfer agreement; this rule also applies to each subsequent transfer of shares.

If a Company's share is jointly held by a number of persons, they shall be provided with one copy of the voting ballot for all items or one copy of two or more voting ballots for different items, and the voting rights at the General Shareholders' Meeting shall be exercised at their discretion by one of the participants in the Common Share Ownership or their common representative.

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

11.9. When holding a General Shareholders' Meeting in the form of joint attendance, the persons included in the list of persons entitled to participate in the General Shareholders' Meeting, or their representatives, may register for participation in such a meeting, or send the completed ballots to the Company, or fill out the electronic form of the ballot on the Internet website specified in the notice on the General Shareholders' Meeting, if such a method of filling out the ballot is provided for by the resolution of the Company's Board of Directors in preparation for the General Shareholders' Meeting of the Company.

11.10. The General Meeting shall be duly constituted (quorate) if attended by the shareholders (their representatives) having in total more than half of the votes of the Company's outstanding voting shares.

Shareholders who have registered to participate in the General Shareholders' Meeting, *inter alia*, on the Internet website specified in the notice on the General Shareholders' Meeting (if such an opportunity was provided for by the resolution of the Company's Board of Directors), as well as shareholders whose ballots were received or whose electronic form of ballots was filled out on the Internet website specified in such a notice (if such an opportunity was provided for by the resolution of the Company's Board of Directors), no later than two days prior to the date of the General Shareholders' Meeting.

Shareholders that, in accordance with the rules of the Russian securities legislation, have given instructions on voting to the persons keeping records of their rights to shares, if the notification of their will is received no later than two days prior to the date of the General Shareholders' Meeting, shall also be deemed to have taken part in the General Shareholders' Meeting.

If the General Meeting agenda includes items that are voted on by a different composition of voters, the quorum for resolving on these items shall be determined separately.

At the same time, the absence of a quorum for resolving on the items that are voted on by one composition of voters does not prevent resolution on the items that are voted on by another composition of voters for which a quorum is present.

11.11. If there is no quorum for holding the Annual General Shareholders' Meeting of the Company, an adjourned General Shareholders' Meeting of the Company with the same agenda shall be held. If there is no quorum for holding an extraordinary General Shareholders' Meeting of the Company, an adjourned General Shareholders' Meeting of the Company with the same agenda may be held.

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

An adjourned General Shareholders' Meeting of the Company convened to replace the canceled one shall be duly constituted if it is attended by shareholders holding in aggregate at least 30 percent of the votes of the outstanding voting shares of the Company.

If the adjourned General Meeting is held less than forty (40) days after the cancelled General Meeting, the persons entitled to participate in such General Meeting shall be determined (recorded) as of the date on which the persons entitled to participate in the canceled General Meeting were determined (recorded).

If there is no quorum for holding the Annual General Shareholders' Meeting based on a court decision, an adjourned General Shareholders' Meeting with the same agenda shall be held no later than in 60 days. In this case, no additional appeal to the court will be required. An adjourned General Shareholders' Meeting shall be convened and held by the person or body of the Company specified in the court decision, and if the said person or body of the Company has not convened the Annual General Shareholders' Meeting within the term determined by the court decision, the adjourned Shareholders' Meeting shall be convened and held by other persons or body of the Company who have filed a claim with the court, provided that these persons or body of the Company are specified in the court decision.

If there is no quorum for holding an extraordinary General Shareholders' Meeting on the basis of a court decision, no adjourned General Shareholders' Meeting shall be held.

11.12. The minutes of the General Shareholders' Meeting shall be drawn up no later than three (3) business days after the closing of the General Shareholders' Meeting in two copies. Both copies shall be signed by the Chairman and Secretary of the General Shareholders' Meeting (Corporate Secretary).

An extract from the minutes of the General Shareholders' Meeting or from the minutes of the voting results

of the General Shareholders' Meeting may be signed by the Chairman of the General Shareholders' Meeting and/or the Secretary of the General Shareholders' Meeting, a person holding the position (performing the functions) of the sole executive body of the Company, or any other person(s) authorized by the Company.

The General Shareholders' Meeting minutes shall be posted on the Company's official Internet website at <https://rosseti-lenenergo.ru> no later than three (3) days following the date of drawing up thereof.

11.13. Resolutions adopted by the General Shareholders' Meeting and the voting results may be announced at the General Shareholders' Meeting of the Company during which the voting was held, and shall also be communicated to the persons included in the list of persons entitled to participate in the General Shareholders' Meeting in the form of a Voting Results Report in the manner provided for the notification on the General Shareholders' Meeting, no later than four (4) business days after the closing date of the General Shareholders' Meeting.

If as at the date of determination (recording) of the persons entitled to participate in the General Shareholders' Meeting, the person registered in the Company's register of shareholders is a nominee shareholder, the information contained in the Voting Results Report shall be provided to the nominee shareholder in accordance with the rules of the Russian securities legislation for providing information and materials to persons exercising rights with respect to securities.

Article 12. Holding of the General Shareholders' Meeting in the Form of Absentee Voting

12.1. A resolution of the General Shareholders' Meeting may be adopted without actually holding the meeting (without the joint attendance of Company's shareholders to discuss the agenda items and adopt resolutions on the items put to the vote), but by virtue of absentee voting (with the use of questionnaires).

Voting on the General Shareholders' Meeting agenda items held in the form of absentee voting shall be carried out only using the voting ballots. The form and text of the voting ballot shall be approved by the Board of Directors.

Voting by ballots shall be equivalent to the receipt by the Company's Registrar of communications with the will of persons who are entitled to participate in the General Shareholders' Meeting, are not listed on the Company's register of shareholders and, in accordance with the requirements of the Russian securities legislation, have given instructions on voting to persons keeping records of their rights to shares.

12.2. The General Meeting of Shareholders with the agenda including items on the election of the Company's Board of Directors, Company's Internal Audit Board, on the approval of the Company's Auditor, as well as items provided for by Sub-Clauses 11 and 11.1, Clause 10.2, Article 10 hereof, may not be held in the form of absentee voting.

A new General Shareholders' Meeting may not be held in the form of absentee voting (with the use of questionnaires) to replace the cancelled General Shareholders' Meeting which was supposed to be held by joint attendance.

12.3. The list of persons entitled to participate in absentee voting on the General Shareholders' Meeting agenda items shall be drawn up in accordance with the rules of the Russian securities legislation for drawing up the list of persons exercising rights with respect to securities.

The date as of which the persons entitled to participate in absentee voting on the General Shareholders' Meeting agenda items are determined (recorded) may not be set earlier than ten (10) days following the date of the resolution on holding the General Shareholders' Meeting of the Company and more than twenty-five (25) days prior to the deadline for the Company's acceptance of ballots, and in the case provided for in Clause 8, Article 53 of the Federal Law On Joint Stock Companies, more than fifty-five (55) days prior to the date of the General Shareholders' Meeting.

In the event of holding a General Shareholders' Meeting with the agenda including the item of the Company reorganization, the date as of which persons entitled to participate in such meeting are determined (recorded) may not be set more than 35 days prior to the date of holding the General Shareholders' Meeting.

The information about the date as of which the persons entitled to participate in the General Shareholders' Meeting of the Company are determined (recorded) shall be disclosed at least seven (7) days prior to such date.

12.4. The notice on the General Shareholders' Meeting held by absentee voting shall be posted on the Company's Internet website at the following address: <https://rosseti-lenenergo.ru> no later than thirty (30) days prior to the deadline for the ballots' acceptance by the Company, and in the cases provided for in Clauses 8, Article 53 of the Federal Law On Joint Stock Companies, no later than fifty (50) days prior to the date of the General Shareholders' Meeting.

The notice on holding the General Shareholders' Meeting by the decision of the Board of Directors may additionally be sent to persons entitled to participate in the General Shareholders' Meeting and listed on the Company's register of shareholders in one or a number of the following ways:

- 1) by sending an electronic communication with the text of the notice on the General Shareholders' Meeting to the e-mail address of the relevant person specified in the Company's register of shareholders;
- 2) by sending a text communication containing the procedure for reviewing the notice on the General Shareholders' Meeting to the contact phone number or e-mail address specified in the Company's register of shareholders.

The notice on the General Shareholders' Meeting shall specify:

- the full corporate name of the Company and its location;
- the form of the General Shareholders Meeting (attendance or absentee voting);
- the ballots acceptance deadline and the postal address to which the completed ballots shall be sent;
- the date as of which the persons entitled to participate in the General Shareholders Meeting are determined (recorded);
- the General Shareholders' Meeting agenda;
- the procedure for making the information (materials) to be provided in preparation for the General Shareholders' Meeting available to the participants, and the address(es) at which the same may be obtained.
- the e-mail address to which the ballots may be sent, and/or the address of the Internet website where the electronic form of ballots may be filled out, if such methods of sending and/or filling out ballots are provided for by the resolution of the Company's Board of Directors in preparation for the General Shareholders' Meeting;
- categories (types) of shares the holders of which may vote on the General Shareholders' Meeting agenda items.

If the person listed on the Company's register of shareholders is a nominee shareholder, the notice on the General Shareholders' Meeting and information (materials) to be provided to persons entitled to participate in the General Shareholders' Meeting, in preparation for the General Shareholders' Meeting, shall be provided in accordance with the rules of the Russian securities legislation for the provision of information and materials to persons exercising rights with respect to securities.

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

12.5. The voting ballot shall be sent or handed against signature to each person indicated in the list of persons entitled to participate in the General Shareholders' Meeting no later than twenty (20) days prior to the ballots acceptance deadline.

The voting ballots may be sent by registered mail or simple letter to the address specified in the list of persons entitled to participate in the General Shareholders' Meeting and/or by e-mail to the e-mail address of the relevant person specified in the Company's register of shareholders. The form of the voting ballot may additionally be posted on the Company's Internet website.

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

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

Information (materials) on the General Shareholders' Meeting agenda items shall be available to persons entitled to participate in the General Shareholders' Meeting within twenty (20) days, and in the case of a General Shareholders' Meeting with the agenda containing the item of reorganization of the Company, within thirty (30) days prior to the General Shareholders' Meeting, at the premises of the executive body of the Company and other locations the addresses of which are specified in the notice on the General Shareholders' Meeting, and also on the Company's Internet website at <https://rosseti-lenenergo.ru>.

At the same time, the Company shall strive to ensure the availability of materials for the General Shareholders' Meeting at least 30 days prior to the date of its holding.

12.6. The General Shareholders' Meeting in the form of absentee voting shall be duly constituted (quorate) if attended by the shareholders having in total more than half of the votes of the Company's outstanding voting shares.

The shareholders whose ballots were received and/or whose electronic form of ballots was filled out on the Internet website specified in the notice of the General Shareholders' Meeting (if such an opportunity was provided for by the resolution of the Company's Board of Directors) before the deadline for the ballots acceptance by the Company specified therein, as well as the shareholders having, in accordance with the rules of the Russian securities legislation, given instructions on voting to persons keeping records of their rights to shares, shall be deemed to have taken part in the General Shareholders' Meeting held in the form of absentee voting, if communications expressing their will were received before the ballots acceptance deadline.

12.7. The voting results minutes shall be drawn up in two copies and signed by the Company's Registrar no later than three (3) business days after the ballots acceptance deadline.

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

An extract from the minutes of the General Shareholders' Meeting or from the minutes of the voting results of the General Shareholders' Meeting may be signed by the Chairman of the General Shareholders' Meeting and/or the Secretary of the General Shareholders' Meeting, a person holding the position (performing the functions) of the sole executive body of the Company, or any other person(s) authorized by the Company.

The General Shareholders' Meeting minutes shall be posted on the Company's official Internet website at <https://rosseti-lenenergo.ru> no later than three (3) days following the date of drawing up thereof.

12.8. Resolutions adopted by the General Shareholders' Meeting and the voting results shall be communicated to the persons included in the list of persons entitled to participate in the General Shareholders' Meeting in the form

of a Voting Results Report in the manner provided for notification of the General Shareholders' Meeting, no later than four (4) business days after the deadline for ballot acceptance, where the General Shareholders' Meeting is held in the form of absentee voting.

If as at the date of determination (recording) of the persons entitled to participate in the General Shareholders' Meeting, the person registered in the Company's register of shareholders was a nominee shareholder, the information contained in the Voting Results Report shall be provided to the nominee shareholder in accordance with the rules of the Russian securities legislation 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 (a shareholder) collectively holding at least two (2) percent of Company's voting shares shall be entitled to propose items to the agenda of the Annual General Shareholders' Meeting and nominate candidates to the Company's Board of Directors and the Company's Internal Audit Board, which number may not exceed the statutory number of members of the relevant body. Such proposals shall be submitted to the Company no later than sixty (60) days after the end of the reporting year.

13.2. The proposal on introducing items to the agenda of the General Shareholders' Meeting of the Company and the proposal on nomination of candidates shall be made in writing indicating the name (corporate name) of the submitting shareholder(s), quantity and category (type) of shares held by them and shall be signed by the shareholder(s) or their representatives. Shareholder(s) of the Company not registered in the Company's shareholder register may propose items to the agenda of the General Shareholders' Meeting and propose candidates by giving the corresponding instructions to a person keeping records of their rights with respect to shares. Such instructions shall be given in accordance with the Russian securities legislation.

The proposal on introducing items to the General Meeting agenda shall contain the wording of each proposed item, while a proposal on nomination of candidates shall indicate surname, name, patronymic and data of the identity document (series and/or number of the document, date and place of issue, name of issuing authority) of each proposed candidate, name of the body for the election to which he/she is proposed.

13.3. The Board of Directors shall consider the proposals received and decide on the inclusion of the same in the agenda of the General Meeting or on refusal to include the same in the specified agenda no later than five (5) days after the end of the period specified in Clause 13.1 of this Article.

The Board of Directors shall have the right to refuse to include the items proposed by the shareholder(s) in the General Meeting agenda, and to include the nominated candidates into the list of nominees for voting on the election to the relevant body of the Company on the grounds stipulated by the Federal Law On Joint Stock Companies and other legal acts of the Russian Federation.

13.4. The Board of Directors' motivated refusal to include an item on the agenda of the General Shareholders' Meeting of the Company or the candidate into the list of candidates for voting on the election to the relevant body of the Company shall be sent to shareholder(s) having proposed the item or nominated the candidate no later than three (3) days from the date of such refusal. If these proposals were received by the Company from persons who are not listed on the Company's register of shareholders and have given instructions to the person keeping records of their rights to shares, the specified resolution of the Company's Board of Directors shall be sent to such persons no later than three (3) days from the date of its adoption in accordance with the rules of the Russian securities legislation for providing information and materials to persons exercising rights with respect to securities. The Company's Board of Directors shall not be entitled to amend the wording of the items proposed for inclusion in the General Shareholders' Meeting agenda, and in the wording of resolutions on such items (if any).

Along with the items proposed by the shareholders for inclusion in the General Shareholders' Meeting agenda, as well as the candidates proposed by the shareholders for the formation of the relevant body, the Company's Board of Directors shall have the right to include items in the General Shareholders' Meeting agenda and/or candidates in the list of candidates for voting on the election to the relevant body of the Company at its sole discretion. The number of candidates proposed by the Company's Board of Directors may not exceed the statutory number of members of the relevant body.

Article 14. Convocation of the Extraordinary General Meeting

14.1. The General Shareholders' Meetings of the Company held in addition to the Annual General Shareholders' Meeting shall be extraordinary.

An extraordinary General Shareholders' Meeting of the Company shall be held by resolution of the Company's Board of Directors at its sole initiative, upon the request of the Internal Audit Board, Company's Auditor, as well as shareholder(s) holding at least ten (10) percent of the Company's voting shares as of the date of the request. Such an extraordinary General Shareholders' Meeting shall be held within forty (40) days from the date of submission of the request to hold an extraordinary General Shareholders' Meeting of the Company, with the exception of the case provided for in Clause 14.7 hereof.

14.2. The request to hold an extraordinary General Shareholders' Meeting of the Company shall include the wording of the items to be included in the agenda of the General Shareholders' Meeting of the Company.

A person(s) requesting the convocation of an extraordinary General Shareholders' Meeting of the Company may submit a draft resolution of the Extraordinary General Shareholders' Meeting of the Company and propose the

form of holding the General Meeting. If the request to convene an extraordinary General Shareholders' Meeting contains a proposal to nominate candidates, such proposal shall be subject to the relevant provisions of Article 13 hereof.

The Company's Board of Directors shall not be entitled to amend the wording of the agenda items, the wording of resolutions on such items or change the proposed form of holding an extraordinary General Shareholders' Meeting convened at the request of the Company's Internal Audit Board, the Company's Auditor or shareholder(s) holding at least ten (10) percent of the Company's voting shares.

14.3. If the request to convene an extraordinary General Shareholders' Meeting of the Company comes from the shareholder(s), it shall contain the names (corporate names) of the shareholder(s) requesting such a meeting, indicating the number, category (type) of Company's shares held by them.

A request to convene an extraordinary General Meeting shall be signed by the person(s) requesting the convocation of an extraordinary General Shareholders' Meeting of the Company.

14.4. Within five (5) days from the date of the submission of the request by the Company's Internal Audit Board, the Company's Auditor or shareholder(s) holding at least ten (10) percent of the Company's voting shares to convene an extraordinary General Meeting, the Company's Board of Directors shall adopt a resolution to convene an extraordinary General Shareholders' Meeting of the Company or a refusal to convene the same.

14.5. The resolution of the Board of Directors to convene or a reasoned refusal to convene an extraordinary General Shareholders' Meeting of the Company shall be sent to the persons requesting its convocation no later than three (3) days from the date of such resolution. If the request to hold an extraordinary General Shareholders' Meeting has been received by the Company from persons who are not registered in the Company's register of shareholders and have given instructions to the person keeping records of their rights to shares, the said resolution of the Company's Board of Directors shall be sent to such persons no later than three days from the date of its adoption in accordance with the rules of the Russian securities legislation for providing information and materials to persons exercising rights with respect to securities.

14.6. If the Company's Board of Directors has not adopted a resolution to convene an extraordinary General Shareholders' Meeting within the term specified in Clause 14.4 of Article 14 hereof, or has made a decision to refuse to convene it, the Company's body or persons requesting its convocation may apply to the court with a request to compel the Company to hold an extraordinary General Shareholders' Meeting.

The court's decision to compel the Company to hold an extraordinary General Shareholders' Meeting shall specify the terms and procedure for the meeting holding.

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

At the same time, the Company's body or a person who, in accordance with a court decision, holds an extraordinary General Shareholders' Meeting, shall have all the powers required by the Federal Law On Joint Stock Companies to convene and hold such meeting.

If, in accordance with a court decision, an extraordinary General Shareholders' Meeting shall be held by the plaintiff, the costs of preparing and holding this meeting may be reimbursed by the Company in accordance with the resolution of the General Shareholders' Meeting.

14.7. If the proposed agenda of the extraordinary General Meeting contains the item on the election of members to the Board of Directors:

14.7.1. The General Shareholders' Meeting shall be held within seventy-five (75) days from the date of submission of the request to hold an extraordinary General Shareholders' Meeting of the Company. In this case, the Company's Board of Directors shall determine the date by which the shareholders' proposals on the nomination of candidates for the election to the Company's Board of Directors will be accepted.

14.7.2. The Company's shareholder(s) that collectively hold at least two (2) percent of the Company's voting shares may propose candidates for election to the Board of Directors, the number of which may not exceed the statutory number of members of the Board of Directors.

Such proposals shall be received by the Company at least thirty (30) days prior to the date of the extraordinary General Meeting.

The Company's Board of Directors shall consider the received proposals and resolve to include the same in the extraordinary General Shareholders' Meeting agenda or to refuse to include the same in the said agenda no later than five (5) days upon the expiration of the period specified in paragraph 2 of this Sub-Clause.

14.7.3. The date as of which the persons entitled to participate in the General Shareholders' Meeting of the Company are determined (recorded) may not be set earlier than ten (10) days from the date of the resolution on holding the General Shareholders' Meeting of the Company and more than fifty-five (55) days prior to the date of holding the General Shareholders' Meeting of the Company.

14.7.4. The notice on the extraordinary General Shareholders' Meeting shall be made no later than fifty (50) days prior to the date of its holding.

14.8. In cases where, in accordance with the Federal Law On Joint Stock Companies, the Company's Board of Directors is required to resolve to hold an extraordinary General Shareholders' Meeting in order to elect members of the Company's Board of Directors, such a General Shareholders' Meeting shall be held within seventy (70) days from the date the Company's Board of Directors resolves to hold it.

14.9. If the proposed General Shareholders' Meeting agenda contains the item on reorganization of the Company in the form of a merger, spin-off or split-up and the item on election of the Board of Directors (Supervisory Board) of the Company created by reorganization in the form of a merger, spin-off or split-up, a shareholder or shareholders collectively holding at least 2 percent of the voting shares of the company being reorganized may nominate candidates to the Board of Directors (Supervisory Board) of the company being created, its collegiate executive body, and if, in accordance with the Articles of Association of the company being created, the establishment of the Internal Audit Board is mandatory, candidates for the Internal Audit Board the number of which may not exceed the statutory number of members of the relevant body specified in the notice on the General Shareholders' Meeting of the Company in accordance with the draft Articles of Association of the company being created, as well as nominate a candidate for the position of the sole executive body of the company being created.

If the proposed General Shareholders' Meeting agenda contains the item on the reorganization of the Company in the form of a merger, the shareholder or shareholders collectively holding at least 2 percent of the voting shares of the reorganized company may nominate candidates for election to the Board of Directors (Supervisory Board) of the company created by reorganization in the form of a merger the number of which may not exceed the statutory number of members of the Board of Directors (Supervisory Board) of the company being created specified in the notice on the General Shareholders' Meeting of the Company in accordance with the merger agreement.

Proposals for nominating candidates shall be submitted to the reorganized Company no later than 45 days prior to the date of the General Shareholders' Meeting of the reorganized Company.

The resolution on the inclusion of persons nominated by the shareholders or the Board of Directors of the reorganized Company as candidates in the list of members of the collegiate executive body, Internal Audit Board and the resolution on the approval of the person performing the functions of the sole executive body of each company created by reorganization in the form of a merger, spin-off or split-up shall be adopted by a majority of three-quarters of the votes cast by the members of the Board of Directors of the Company being reorganized. At the same time, the votes of retired members of the Company's Board of Directors shall not be taken into account.

Article 15. Board of Directors

15.1. The Company's Board of Directors shall be a collegiate governing board that supervises the activities of the Sole Executive Body of the Company and performs other duties assigned by the law or the Company's Articles of Association. The Board of Directors shall be responsible for resolving matters of general management of the Company's activities, with the exception of 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 shall include the following matters:

1) determination of the principal Company's activities, including the approval of the Development Strategy, the Innovative Development Program of the Company and the respective progress reports;

2) convocation of annual and extraordinary General Meetings, except for the cases provided for in Clause 14.6, Article 14 hereof, as well as the announcement of the date of an adjourned General Meeting to replace the one that was cancelled due to the absence of a quorum;

3) approval of the General Meeting agenda;

4) setting of the date of determining (recording) the persons entitled to participate in the General Shareholders' Meeting, determining the date of drawing up the list of persons entitled to receive dividends, approving the cost estimates for holding the General Shareholders' Meeting of the Company and resolving other matters pertaining to the preparation and holding of the General Shareholders' Meeting of the Company;

5) election of the General Meeting's Secretary;

6) submission of matters provided for in the Sub-Clauses 2, 5, 7, 13 through 20, 22 and 23, Clause 10.2, Article 10 hereof, as well as on the reduction of the authorized capital of the Company by reducing the par value of the shares, as well as on the setting of the date on which the persons entitled to receive dividends are to be determined;

7) allotment by the Company of additional shares in which the preferred shares of a certain type convertible into ordinary shares or preferred shares of other types are converted, as well as the allotment of bonds by the Company, including the resolution on the allotment of bonds of several issues under the bond program (resolution on the approval of the bond program), or other issue-grade securities, with the exception of shares; issue of Eurobonds and determination of the Company's policy regarding the issue of issue-grade securities (with the exception of shares) and Eurobonds;

8) approval of the decision on the issue (additional issue) of shares and issue-grade securities convertible into shares, the securities prospectus, the report on the results of the issue (additional issue) and the notice on the results of the issue (additional issue) of shares and issue-grade securities convertible into shares, reports on the results of the acquisition of shares from the Company's shareholders, reports on the results of the redemption of shares, reports on the results of the Company's shareholders' requests for the redemption of shares held by them, the resolution on the acceptance of offers for the acquisition of additional shares placed by public subscription upon the expiration of the preemptive right, in cases determined by the Company's Board of Directors;

9) determination of the price (monetary value) of the assets, the allotment price or the procedure for its determination and the price of the redemption of issue-grade securities in the cases provided for by the Federal Law On Joint Stock Companies, as well as when resolving on the matters specified in Sub-Clauses 11, 21, 22, 23, 24, 35

of Clause 15.1 hereof.

10) acquisition of shares, bonds and other securities allotted by the Company in cases stipulated by the Federal Law On Joint -Stock Companies or other federal laws;

11) alienation (sale) of the Company's shares that are at the Company's disposal as a result of the acquisition or redemption from the Company's shareholders, as well as in other cases stipulated by the Federal Law On Joint Stock Companies;

12) recommendations to the General Meeting on the amount of remuneration and compensation payable to the members of the Internal Audit Board and determination of the amount of payment for the services of the Company's Auditor;

13) recommendations on the amount of dividends on shares and the procedure for payment thereof;

14) use of the Company's Reserve and other funds, approval of the Company's internal documents defining the procedure for the formation and use of the Company's funds; approval of estimates for the use of resources from the Company's ad-hoc funds and consideration of the results of the implementation of estimates for the use of resources from the Company's ad-hoc funds;

15) approval of internal documents of the Company, with the exception of internal documents the approval of which is the responsibility of the General Meeting or other executive bodies of the Company;

16) approval of the investment program, including the amendments thereto, and the respective quarterly progress reports (for the first quarter, first six months, nine months and the reporting year);

17) approval of the business plan (adjusted business plan) and consideration of the quarterly business plan progress reports (for the first quarter, first six months, nine months and the reporting year);

18) preliminary approval of the Annual Report, Annual Accounting (Financial) Statements, distribution of profit and losses of the Company for the reporting year;

19) establishment of Company's branches and opening of Company's representative offices and liquidation thereof;

20) resolving on the Company's participation in other entities (on joining an existing entity or creating a new entity, including approval of the constituent documents), as well as on the acquisition, alienation and encumbrance of shares and participatory interests in the authorized capital of entities in which the Company participates, changing the participatory interest in the authorized capital of the relevant entity, and termination of the Company's participation in other entities, with the exception of resolutions on participation provided for in Sub-Clause 17, Clause 10.2, Article 10 hereof;

21) resolving on entering into one or more related transactions by the Company for the alienation, pledge or other encumbrance of shares and participatory interests of SDCs that are not engaged in the generation, transmission, dispatch, distribution or sale of electric power and heat, if the market value of the shares or participatory interests that are the subject of the transaction, determined in accordance with the opinion of an independent appraiser, exceeds thirty million (30,000,000) rubles, as well as in other cases (amounts) determined by individual resolutions of the Company's Board of Directors;

22) determination of the Company's credit policy in terms of granting of loans by the Company, entering into loan and facility agreements, issuing guarantees, incurring liabilities on bills of exchange (issuing promissory notes and bills of exchange), pledging property and resolving on the Company's entering into the above transactions in cases where the procedure for resolving on the same is not determined by the Company's credit policy, as well as resolving, in accordance with the procedure stipulated by the Company's credit policy, on bringing the Company's debt position in line with the limits stipulated by the Company's credit policy;

23) adoption of resolutions on the consent to the entering into or subsequent approval of major transactions in cases provided for in Chapter X of the Federal Law On Joint Stock Companies;

24) adoption of resolutions on the consent to the entering into or subsequent approval of related-party transactions in cases provided for in Chapter XI of the Federal Law On Joint Stock Companies;

25) approval of the Company's Registrar and the terms and conditions of a contract with the latter, as well as termination of the contract with the latter;

26) election and dismissal of the Chairman of the Board of Directors, as well as the Chairman of the Board of Directors' meeting;

27) election and dismissal of the Deputy Chairman of the Board of Directors;

28) election and early termination of powers of the Corporate Secretary of the Company;

29) resolving on the suspension of powers of the managing organization (manager);

30) resolving on the appointment of an Acting General Director of the Company in cases determined by certain resolutions of the Company's Board of Directors, as well as the imposition of disciplinary penalties on such a person;

31) consideration of annual (quarterly) reports of the General Director on the Company's activities (inter alia, on the performance of his duties), on the compliance with the resolutions of the General Meeting and the Board of Directors;

32) approval of the procedure for interaction of the Company with business entities in which the Company owns shares and participatory interests;

33) determination of the Company's (Company's representatives') position, including instructions to take or not to take part in voting on agenda items, voting on draft resolutions "for", "against" or "abstained", on agenda

items of general meetings of shareholders (members) of subsidiaries and dependent companies (the SDCs), and meetings of boards of directors of the SDCs on:

a) determining the agenda of the General Shareholders' (Members') Meeting of SDCs (with the exception of those SDCs, one hundred (100) percent of the authorized capital of which belongs to the Company);

b) reorganization or liquidation of SDCs;

c) determining the quantitative composition of the governing and control bodies of SDCs in the absence of a corresponding provision in the Articles of Association of SDCs, nominating and electing their members and early termination of their powers, nominating and electing the sole executive body of SDCs and early termination of its powers;

d) determining the number, par value, categories (types) of the authorized shares of SDCs and the rights attached to such shares;

e) increasing the authorized capital of SDCs by increasing the par value of shares or by allotting additional shares;

f) allotting securities of SDCs convertible into ordinary shares;

g) the split and consolidation of shares of SDCs;

h) the consent to or subsequent approval of major transactions entered into by SDCs;

i) the participation of SDCs in other entities (joining an existing entity or establishing a new entity), as well as on the acquisition, disposal and encumbrance of shares and participatory interests in the authorized capital of entities in which SDCs participate, change in the participatory interest in the authorized capital of the respective entity;

j) the consent to the entering by SDCs into transactions (including several related transactions) involving acquisition, disposal or possible disposal of property constituting fixed assets, intangible assets, construction in progress the purpose of which is the generation, transmission, dispatching, distribution of electric power and heat, in cases (amounts) determined by the procedure for interaction of the Company with entities in which the Company participates, as approved by the Company's Board of Directors;

k) the amendments to the constituent documents of the SDCs;

l) determining the procedure for paying remuneration to members of the Board of Directors and the Internal Audit Board of SDCs;

m) reducing the authorized capital of SDCs by reducing the par value of shares, by acquiring a part of shares by SDCs to reduce their total number, as well as by the redemption of shares acquired or repurchased by SDCs;

n) determining the credit policy of SDCs in terms of issuing loans, entering into loan and facility agreements, issuing guarantees, accepting obligations under the promissory note (issuing promissory notes and bills of exchange), pledge of property, and adopting resolutions on SDCs' entering into transactions in cases where the procedure for adopting resolutions on the same is not determined by the credit policy of SDCs, as well as adopting of resolutions on bringing the debt position of SDCs in line with the limits stipulated by the credit policy of SDCs, on considering the report on the credit policy of SDCs, on approving the credit plan of SDCs, on approving of the Long-Term Development Plan of SDCs, the adjusted Long-Term Development Plan of SDCs, on considering the report on the implementation of the Long-Term Development Plan of SDCs.

o) approving the business plan (adjusted business plan) of SDCs engaged in the transmission, generation or sale of electric power, or those with the revenue exceeding 5% of the Company's revenue for the last completed reporting period;

p) considering the report for the reporting year on the implementation of the business plan of SDCs engaged in the transmission, generation or sale of electric power, or those with the revenue exceeding 5% of the Company's revenue for the last completed reporting period;

34) determining the position of the Company (representatives of the Company) on the following agenda items of meetings of boards of directors of SDCs (including on the instruction to take or not to take part in voting on agenda items, vote on draft resolutions "for", "against" or "abstained"):

a) determining the position of representatives of SDCs on the agenda of General Shareholders' (Members') Meetings and meetings of the Boards of Directors of subsidiaries and dependent entities in relation to SDCs, on the consent to (approval of) the transactions (including several related transactions) involving the acquisition, disposal or possible disposal of property constituting fixed assets, intangible assets, construction in progress the purpose of which is the generation, transmission, dispatching, distribution of electric power and heat, in cases (amounts) determined by the procedure for interaction of the Company with entities in which the Company participates, as approved by the Company's Board of Directors;

b) determining the position of representatives of SDCs on the agenda of General Shareholders' (Members') Meetings and meetings of the Boards of Directors of subsidiaries and dependent entities in relation to SDCs engaged in the generation, transmission, dispatching, distribution and sale of electric power and heat, on reorganization, liquidation, increase in the authorized capital of such companies by increasing the par value of shares or by allotment of additional shares, allotment of securities convertible into ordinary shares;

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

a) transactions involving the Company's non-current assets in the amount of more than ten (10) percent of the book value of the Company's non-current assets in accordance with the accounting statements as of the last reporting date;

b) transactions (including several related transactions) involving acquisition, disposal or possible disposal of

property constituting fixed assets, intangible assets, construction in progress the purpose of which is the generation, transmission, dispatching, distribution of electric power and heat, in cases (amounts) determined by individual resolutions of the Company's Board of Directors, or, if the specified cases (amounts) have not been determined by the Company's Board of Directors;

c) transactions (including several related transactions) involving acquisition, disposal or possible disposal of property constituting fixed assets, intangible assets, construction in progress the purpose of which is not the transmission, dispatching, distribution of electric power and heat, in cases (amounts) determined by individual resolutions of the Company's Board of Directors, or, if the specified cases (amounts) have not been determined by the Company's Board of Directors;

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

36) nomination by the Company of candidates for election to the position of the sole executive body, to other governing bodies, control bodies, as well as candidates for the Auditor of entities in which the Company participates and which are engaged in the generation, transmission, dispatching, distribution and sale of electric power and heat, as well as repair and service activities;

37) approval of the proposed appraiser(s) to determine the value of shares, property and other assets of the Company in cases provided for by the Federal Law On Joint Stock Companies, these Articles of Association, as well as by individual resolutions of the Company's Board of Directors;

38) determining the housing policy of the Company in terms of providing the employees of the Company with corporate support in improving housing conditions in the form of subsidies, compensation for costs, interest-free loans and resolving on the provision by the Company of this support in cases where the procedure for its provision is not determined by the housing policy of the Company;

39) preliminary approval of the collective agreement, agreements entered into by the Company as part of the regulation of social and labor relations, as well as approval of documents on non-state pension schemes for the Company's employees;

40) approval of the proposed financial consultant engaged in accordance with the Federal Law On the Securities Market, as well as the candidates of the organizers of securities issues and consultants on transactions directly associated with the raising of funds in the form of public borrowings;

41) election and early termination of powers of the Company's General Director, including a decision to early terminate the General Director's employment contract;

42) preliminary approval of resolutions on the Company's 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 the release from the property obligation of itself or a third party; transactions related to the gratuitous provision of services (performance of works) by the Company to third parties, in cases (amounts) determined by individual resolutions of the Company's Board of Directors, and resolving on the Company's entering into these transactions where the above cases (amounts) have not been determined;

42.1) preliminary approval of resolutions on the Company's transactions associated with the provision of sponsorship by the Company in cases (amounts) determined by individual decisions of the Company's Board of Directors, and resolving on the Company's entering into these transactions in cases where the above cases (amounts) have not been determined;

43) preliminary approval of transactions that may give rise to liabilities denominated in a foreign currency (or liabilities that are linked to a foreign currency), transactions with derivative financial instruments, in cases and amounts determined by individual resolutions of the Company's Board of Directors, as well as, if the specified cases (amounts) have not been determined by the Company's Board of Directors; determination of the Company's policy regarding transactions with derivative financial instruments;

44) determination of the Company's procurement policy, including approval of the Regulations on the Procurement of Goods, Works, and Services, as well as the approval of the procurement plan and adoption of other resolutions in accordance with the documents approved by the Company governing the Company's procurement activities;

45) approval of the methods for calculating and assessing of the performance against key performance indicators (KPIs) of the Company's General Director, their target values (adjusted values) and respective progress reports;

46) resolving on the nomination of the Company's General Director to be awarded by the state;

47) determination of the Company's policy in terms of improving the reliability of the electric grid distribution sector and other electric grid facilities, including the approval of the Company's strategic programs to improve the reliability of the electric grid sector, the development of the electric grid sector and its safety;

48) determination of the number of members of the Company's Management Board, election of the Company's Management Board members, determination of the amount of remunerations and compensations payable to them and early termination of their powers;

49) approval of the organizational structure of the Company's executive office and introducing alterations thereto;

50) approval of the regulations on financial incentives for the General Director, regulations on financial incentives for senior managers of the Company; approval of the list of senior managers;

51) imposition of disciplinary penalties on the Company's General Director and members of the Company's Management Board and provision of incentives to them in accordance with the Russian labor legislation.

52) approval of candidates for certain positions of the Company's executive office determined by the Company's Board of Directors;

53) determination of the Company's policy in the field of insurance, control over the provision of insurance coverage of the Company, including the approval of candidates of the Company's Insurers;

54) application for listing of the Company's shares and/or Company's issue-grade securities convertible into the Company's shares;

55) resolving on the Company's accession to industry and inter-industry standards, regulations and other documents in the field of electric power industry in various fields of the Company's activities, including technical regulation;

56) defining the principles and approaches to the organization of Internal Audit, risk management and internal control systems in the Company, including the approval of the Company's internal documents defining the Company's policy in the field of risk management, internal control and Internal audit of the Company;

57) risk assessment, as well as the establishment of an acceptable degree of risks for the Company;

58) organization of analysis and assessment of the risk management and internal control systems at least once a year, inter alia, on the basis of reports regularly received from the company's executive bodies, Internal Audit and external auditors of the Company;

59) annual review of the organization, functioning and efficiency of risk management and internal control systems of the Company, corporate governance assessment;

60) control and organization of Internal Audit activities, including approval of the regulations on the internal audit unit; if an external independent entity is engaged to conduct the Internal Audit, approval of such entity and the terms of a contract with it, including the amount of remuneration; approval of the Internal Audit activity plan, the report on the implementation of the Internal Audit activity plan and the Internal Audit budget, preliminary approval of the resolution of the company's sole executive body on the appointment, dismissal (other than on the employee's initiative) of the head of Internal Audit, application of disciplinary penalties, as well as approval of the terms of the employment contract and remuneration of the head of the Internal Audit; consideration of the results of the quality assessment of the Internal Audit function;

61) monitoring the compliance of the company's executive bodies with the strategy approved by the Company; hearing of reports of the General Director and members of the Company's Management Board on the implementation of the strategy approved by the Company;

62) formation of committees of the Company's Board of Directors, approval of internal documents that determine the competence and operating procedures thereof, determination of number of members, appointment of the chairman and members of the committee and termination of their powers;

63) approval of the Company's information policy and consideration of reports on the implementation thereof;

64) on the preliminary approval of the agreement on the Company's shareholder(s)' contributions without compensation to the Company's property in monetary or other form, which do not increase the authorized capital of the Company and do not change the par value of shares (contributions to the Company's property);

65) on preliminary approval of the agreement on making contributions without compensation by the Company to the property of companies with the Company's participation in the authorized capital of such companies, in monetary or other form, which do not increase the authorized capital of these companies and/or do not change the par value of the shares;

66) recommendations to the Company's executive bodies on any matters related to the Company's activities;

67) consideration of internal audit information on the results of the assessment of the identification and sale of the Company's non-core assets;

68) approval of the Anti-Corruption Policy and reports on the implementation thereof. Prevention, detection and settlement of internal conflicts between the Company's bodies, shareholders and employees of the Company;

69) other matters pertaining to the competence of the Board of Directors in accordance with the Federal Law On Joint Stock Companies and these Articles of Association.

15.2. Matters pertaining to the Board of Directors' competence cannot be delegated to the Company's Management Board or General Director.

15.3. While exercising their rights and performing their obligations, members of the Board of Directors shall act in the Company's best interests, exercise their rights and perform their obligations to the Company in good faith and with reasonable care.

15.4. Members of the Board of Directors shall be liable to the Company for damages caused to the Company by their guilty actions (omissions), unless other grounds and scope of liability are stipulated by federal laws.

However, members of the Board of Directors who voted against the resolution that caused damage to the Company or did not participate in the voting shall not be held liable.

15.5. The matters provided for in Sub-Clauses 2, 6, 7, 21 of Clause 10.2, Sub-Clause 54 of Clause 15.1 hereof and the matter of making recommendations regarding a voluntary or mandatory offer received by the Company, as well as the transactions specified in Clause 15.6 hereof, shall constitute material corporate actions of the Company.

15.6. Transactions provided for in Sub-Clause 15 of Clause 10.2 or Sub-Clause 16 of Clause 10.2 hereof, Sub-Clauses 20, 23, 35, 42, and Clause 15.1 hereof, if the price (monetary value) of property under such transactions is 10 percent or more of the book value of the Company's assets according to the Company's Accounting (Financial) Statements as of the last reporting date (the end date of the last completed reporting period preceding the date of the resolution on (consent to) entering into the transaction or the date of the transaction, if the resolution is adopted on its subsequent approval), shall constitute material transactions.

15.7. In cases where the resolution adoption on material corporate actions is referred by the legislation of the Russian Federation or the Articles of Association to the competence of the General Shareholders' Meeting, the Board of Directors shall provide the General Shareholders' Meeting with the relevant recommendations.

Article 16. Election of the Board of Directors

The Board of Directors shall comprise thirteen (13) members.

16.1. The members of the Board of Directors shall be elected at the Annual General Meeting in accordance with the procedure stipulated by the Federal Law On Joint Stock Companies and these Articles of Association, for the period until the next Annual General Meeting.

In case the Annual General Meeting failed to be held within the terms set forth by Clause 11.1 of Article 11 hereof, the powers of the Board of Directors shall be terminated, except for the powers on preparation, convocation and holding the Annual General Meeting.

16.2. Members of the Board of Directors shall be elected by cumulative voting.

In this case, the number of votes held by each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors and a shareholder shall be entitled to cast all votes received in such a manner for one candidate or distribute them between two or more candidates.

Candidates having received the majority of votes shall be deemed elected to the Board of Directors.

16.3. Only an individual may be a member of the Board of Directors.

16.4. The persons elected to the Board of Director may be re-elected for an unlimited number of terms.

16.5. By the decision of the General Meeting, the powers of all members of the Board of Directors may be terminated before expiration. If the Board of Directors is elected at an extraordinary General Meeting, the members of the Board of Directors shall be deemed elected for the period until the date of the Annual General Meeting.

Article 17. Chairman of the Board of Directors

17.1. The members of the Board of Directors shall elect its Chairman from among such members 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 members of the Board of Directors.

17.2. The Chairman of the Board of Directors shall organize the activities of the Board of Directors, convene and preside over its meetings, arrange for execution of minutes of the meetings and preside over the General Meeting.

17.3. In the absence of the Chairman of the Company's Board of Directors, a Deputy Chairman of the Board of Directors elected from among the members of the Board of Directors by a majority vote of such members shall perform such functions.

In the absence of the Chairman and Deputy Chairman of the Board of Directors, a person elected from among the members of the Board of Directors by a majority vote of such members shall perform Chairman's functions.

Article 18. Meetings of the Board of Directors

18.1. Meetings of the Board of Directors shall be held as required, but at least once every six weeks. A meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors (or the Deputy Chairman of the Board of Directors in the cases provided for in Clause 17.3 of Article 17 hereof) on their sole initiative, at the request of a member of the Board of Directors, the Internal Audit Board, the head of the Internal Audit of the Company (the head of the structural unit of the Company responsible for the organization and implementation of the Internal Audit, and in the case of engagement of an external independent entity for the implementation of the Internal Audit, the head of such entity), the Auditor, the Management Board or the General Director, the shareholder of the Company holding at least 2 percent of the Company's voting shares.

18.2. A member of the Board of Directors absent from an in person meeting of the Board of Directors may express his/her opinion on agenda items in writing.

The written opinion of a member of the Board of Directors absent from the meeting of the Board of Directors shall be taken into account when determining the quorum and the results of voting on the agenda items in accordance with the procedure stipulated by the rules of procedure of the Board of Directors approved by the General Meeting.

18.3. A resolution of the Board of Directors may be adopted by absentee voting (with the use of a questionnaire). In case of absentee voting, all members of the Board of Directors shall receive materials on agenda items and a voting questionnaire, indicating the time by which a completed and signed questionnaire is to be submitted to the Board of Directors.

18.4. No transfer of the voting right by a member of the Board of Directors to any other person, including other member of the Board of Directors, shall be allowed.

18.5. Resolutions at a meeting of the Board of Directors shall be adopted by a majority vote of the members of the Board of Directors participating in the meeting, with the exception of cases provided for by the Federal Law On Joint Stock Companies and these Articles of Association.

In cases where a transaction needs approval simultaneously on a number of grounds (set forth herein and in Chapter X or XI of the Federal Law On Joint Stock Companies), the provisions of the Federal Law On Joint Stock Companies shall apply to the procedure for obtaining the consent to such a transaction.

In cases where the consent to the transaction is to be obtained simultaneously on a number of grounds (set forth herein), and these Articles of Association provide for the same procedure for the adoption of resolutions by the Board of Directors in respect of the relevant matters, the consent to the transaction shall be obtained on one of the grounds.

18.6. Resolutions of the Board of Directors shall be adopted by a three-quarters majority vote of the members of the Board of Directors (without taking into account the votes of retired members of the Board of Directors) on the following matters:

- suspension of powers of the managing organization (manager) and appointment of an Acting General Director of the Company;

- on the convocation of an extraordinary General Meeting in the cases provided for in Clauses 21.19, 21.20 of Article 21 hereof.

Resolving on the consent to the conclusion or subsequent approval of a related-party transaction shall be performed by the Company's Board of Directors in accordance with Article 83 of Federal Law No. 208-FZ On Joint Stock Companies;

18.7. Resolutions of the Board of Directors on the matters provided for in Sub-Clauses 1, 9, 13, 17, 20, 22, 32 through 34, Clause 15.1, Article 15 hereof, as well as on the following matters:

- on approval of the Company's dividend policy and amendments thereto;

- on adoption of recommendations with regard to a voluntary or mandatory proposal submitted to the Company;

- on submission to the General Shareholders' Meeting of the matters stipulated by Clauses 2, 6, 13 through 16, Clause 10.2, Article 10 hereof for consideration, as well as matters of reducing the authorized capital of the Company by decreasing the par value of shares, and on setting the date as of which persons entitled to receive dividends shall be determined (recorded), as well as matters of approval of material transactions of the Company stipulated by Clause 15.6 hereof;

- on determining the price of the Company's material transactions provided for in Sub-Clause 15.6 hereof, as well as on the approval of such transactions;

shall be adopted by a majority vote of all elected members of the Company's Board of Directors who are not retired, unless a different quorum for adopting a resolution in respect of material transactions is stipulated in other provisions hereof or by the Russian legislation.

At the same time, retired members of the Company's Board of Directors shall mean persons who are no longer members of the Board of Directors due to their death, judicial recognition of them as legally incompetent or missing.

18.7.1 The resolution of the Company's Board of Directors on the consent to or subsequent approval of a major transaction shall be made unanimously by all members of the Board of Directors, without taking into account the votes of the retired members of the Company's Board of Directors (Supervisory Board).

18.8. Each member of the Board of Directors shall have one vote in resolving on the matters at the Board of Directors meetings. In the case of a vote tie, the Chairman of the Board of Directors shall have a casting vote.

18.9. The quorum for holding a meeting of the Board of Directors when resolving on matters by a simple majority vote of the members of the Board of Directors shall be at least half of the elected members of the Board of Directors.

If the number of members of the Board of Directors becomes less than the number that makes up the said quorum, the Board of Directors shall adopt a resolution on holding an extraordinary General Meeting to elect new members of the Board of Directors. The remaining members of the Board of Directors may resolve only on the convocation of such extraordinary General Meeting. In this case, the quorum for a Board of Directors meeting shall be at least 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 the consent to or subsequent approval of transactions provided for in Chapter 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 related parties with respect to the transaction and who meet the requirements set out in Clause 3, Article 83 of the Federal Law On Joint Stock Companies.

18.10. Minutes shall be taken during the meeting of the Board of Directors. The minutes of the meeting of the Board of Directors shall be drawn up no later than three (3) days after its holding and signed by the Chairman of the meeting and the Secretary of the Board of Directors (Corporate Secretary), who shall be responsible for the correctness thereof. All materials on the agenda of the meeting and documents approved by the Board of Directors shall be attached to the minutes.

When the Board of Directors adopts resolutions by absentee voting, the voting questionnaires signed by the

members of the Board of Directors shall be attached to the minutes.

18.11. The procedure for convening and holding meetings of the Board of Directors shall be determined by an internal document approved by the General Shareholders' Meeting of the Company.

18.12. Resolutions of the Company's Board of Directors adopted in violation of the competence of the Company's Board of Directors, in the absence of a quorum for holding a meeting of the Company's Board of Directors, or without the majority of votes of the members of the Company's Board of Directors required to adopt a resolution, shall not be valid regardless of the appeal thereof in court.

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

19.1. The committees of the Board of Directors shall be formed by the resolution of the Board of Directors.

19.2. The committees of the Board of Directors shall be established for preliminary consideration of matters pertaining to the competence of the Board of Directors or examined by the Board of Directors in the course of monitoring the activities of the Company's executive body, and for drawing up the necessary recommendations to the Board of Directors and the Company's executive body.

19.3. The Company's internal documents approved by the Company's Board of Directors, and individual resolutions of the Board of Directors shall determine the rules of operation, the procedure for forming, the competence and the term of office of the committees of the Board of Directors.

19.4. The Company's Board of Directors shall form the Audit Committee for preliminary consideration of matters related to the control over the Company's financial and business activities, including the assessment of the Company's Auditor's independence and the absence of a conflict of interest, as well as the assessment of the quality of the audit of the Company's Accounting (Financial) Statements.

Article 20. Corporate Secretary of the Company

20.1. In order for the Company to properly observe the procedure for preparing and holding the General Shareholders' Meeting and the activities of the Company's Board of Directors, the Company's Board of Directors may elect the Company's Corporate Secretary reporting directly to the Board of Directors. The Company's Corporate Secretary is an official of the Company ensuring that the Company complies with the applicable legislation, these Articles of Association and internal documents of the Company that guarantee the exercise of the rights and legitimate interests of the Company's shareholders.

20.2. The status of the Corporate Secretary, requirements to the candidate, the procedure for appointing and terminating the powers of the Corporate Secretary, his/her accountability and the procedure for interaction with the governing bodies and structural units of the Company as well as other matters regarding the Corporate Secretary of the Company are outlined in the Regulations on the Corporate Secretary approved by the Company's Board of Directors.

Article 21. Executive Bodies

21.1. The current operations of the Company shall be managed by the sole executive body, that is the General Director, and the collegiate executive body, that is the Company's Management Board.

21.2. The General Director and the Management Board shall be accountable to the General Meeting and Board of Directors of the Company.

The Company's executive bodies shall regularly report to the Company's Board of Directors on the establishment and operation of an efficient risk management and internal control system and be responsible for its efficient operation.

21.3. The General Director shall act on behalf of the Company without a power of attorney, inter alia, taking into account the restrictions provided for by the applicable legislation, these Articles of Association, resolutions of the General Shareholders' Meeting of the Company, the Board of Directors and the Management Board of the Company adopted in accordance with their competence.

The competence of the General Director shall include all matters related to the management of the current activities of the Company, with the exception of matters pertaining to the competence of the General Meeting, the Board of Directors and the Management Board. The General Director shall:

- 1) ensure the implementation of the plans of action of the Company that are required to address its objectives;
- 2) arrange for the maintenance of bookkeeping and tax accounting and reporting in the Company, storage of accounting documents;
- 3) dispose of the Company's property, make 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 institutions that are professional securities market participants);
- 4) issue orders, approve (accept) instructions, local regulations and other internal documents of the Company on matters within his/her competence, give instructions that are binding on all employees of the Company;
- 5) approve the Regulations on Branches and Representative Offices of the Company;
- 6) approve the Regulations on Payment of Bonuses to the Employees of the Company;
- 7) in accordance with the organizational structure of the Company's executive office, approve the staffing

chart and official salaries of the Company's employees, approve the methods for calculating and assessing the achievement of key performance indicators for units (officials) of the Company, their target values (adjusted values) and report on the achievement thereof;

8) exercise the rights and obligations of the employer in relation to the Company's employees as provided for by the labor legislation;

9) distribute responsibilities among the Deputy General Directors;

10) prepare a business plan (business plan adjustment) and a report on the results of the implementation thereof, as well as approve and adjust the cash flow movement in accordance with the list and values of the Company's cash flow control indicators approved by the Board of Directors, with the mandatory subsequent submission thereof to the Board of Directors;

11) submit reports on the financial and business activities of the Company, on the implementation of decisions of the General Meeting and the Board of Directors to the Board of Directors for consideration;

12) no later than forty-five (45) days prior to the date of the Annual General Meeting, submit the Annual Report, the Company's Annual Accounting (Financial) Statements, and the Distribution of the Company's Profits and Losses to the Board of Directors for consideration;

13) be responsible for handling information that constitutes a state secret, as well as for ensuring conditions for the protection of state secrets;

14) resolve on other matters of the Company's current operations, with the exception of matters pertaining 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 General Director shall be elected by the Company's Board of Directors by a majority of votes of the members of the Board of Directors participating in the meeting.

21.5. The Company's Management Board shall act on the basis of these Articles of Association, as well as the Regulations on the Management Board approved by the General Shareholders' Meeting, which establish the terms and procedure for convening and holding the meeting of the Management Board, as well as the procedure for adopting resolutions.

21.6. The following matters shall be reserved to the Company's Management Board:

1) development and submission to the Board of Directors of long-term plans of principal activities of the Company;

2) preparation of the Annual Report of the Company, the report on the implementation by the Management Board of resolutions of the General Shareholders' Meeting and the Board of Directors of the Company;

3) consideration of reports (information) of the Deputy General Directors of the Company, heads of structural units of the Company on the activities of the Company and its subsidiaries and controlled companies submitted to the Company's Management Board for consideration in accordance with the instructions of the Management Board or the Board of Directors of the Company;

4) establishment of social benefits and guarantees for the Company's employees;

5) adopting resolutions on matters pertaining to the competence of the supreme governing bodies of business entities the one hundred (100) percent of the authorized capital of which belongs to the Company (taking into account Sub-Clauses 33 and 34, Clause 15.1, Article 15 hereof);

6) adoption of resolutions on the transactions the subject of which is property, works and services the value of which is from five (5) to twenty-five (25) percent of the book value of Company's assets

in accordance with the accounting statements as of the last reporting date (except for the cases provided for in Sub-Clauses 35, 64, 65, Clause 15.1 hereof);

7) efficient risk management within the Company's current operations; approval of the budget for risk management activities in the Company within the limits agreed upon by the resolution of the Company's Board of Directors; resolution of cross-functional (performed by several structural divisions) risk management tasks;

8) preparation of the business plan (adjusted business plan) and quarterly business plan progress reports (for the first quarter, first six months, nine months and the reporting year);

9) resolving on other matters of management of the Company's current operations in accordance with the resolutions of the General Shareholders' Meeting, the Board of Directors of the Company, as well as matters submitted to the Management Board by the General Director of the Company for consideration.

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

Company's Management Board members shall be elected by the Company's Board of Directors as proposed by the General Director.

Should the Company's Board of Directors reject the nominees to the Company's Management Board proposed by the General Director, the Company's Board of Directors may elect the nominees proposed by the Company's Board of Directors members.

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

21.9. The Management Board shall adopt all resolutions by a simple majority vote of all Management Board members attending the meeting (taking part in absentee voting). In case of a vote tie, the vote of the Chairman of the Management Board shall be decisive.

21.10. No transfer of voting rights by a member of the Company's Management Board to any other person, including any other Management Board member, shall be allowed.

21.11. The rights and obligations of the General Director and Management Board members for the management of the Company's current operations shall be determined by the legislation of the Russian Federation, these Articles of Association and the contract entered into by them with the Company.

21.12. Combination of positions in the governing bodies of other organizations by the General Director and Management Board members, as well as holding other paid positions in other organizations shall be allowed only with the consent of the Company's Board of Directors.

21.13. The employment contract with the General Director and Management Board members shall be signed on behalf of the Company by the Chairman of the Board of Directors or by a person authorized by the Board of Directors.

21.14. The terms of the employment contract, including the term of office, shall be determined by the Board of Directors or the person authorized by the Board of Directors to sign the employment contract in accordance with Sub-Clause 21.13. of this Article.

21.15. The rights and obligations of the employer on behalf of the Company in relation to the General Director and Management Board members shall be exercised by the Board of Directors or by a person authorized by the Board of Directors in accordance with the procedure determined by resolutions of the Board of Directors.

21.16. The Board of Directors may at any time resolve on the termination of the powers of the General Director and Management Board members and on the formation of new executive bodies.

Powers of the General Director and Management Board members shall be terminated on the grounds stipulated by the legislation of the Russian Federation and the contract entered into by them with the Company.

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

21.18. The rights and obligations of the managing organization (manager) to manage the current activities of the Company shall be determined by the legislation of the Russian Federation and the contract entered into 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 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 Shareholders' Meeting shall be entitled to adopt a resolution on the early termination of powers of the managing organization (manager) at any time.

The Board of Directors may decide to suspend the powers of the managing organization or the manager. Simultaneously with this resolution, the Company's Board of Directors shall adopt a resolution on the appointment of the Acting General Director of the Company and on holding an extraordinary General Shareholders' Meeting to resolve the matter of early termination of powers of the managing organization (manager) and, unless otherwise resolved by the Board of Directors, on the transfer of powers of the sole executive body of the Company to the managing organization (manager).

21.20. If the managing organization (manager) is unable to perform its duties, the Company's Board of Directors may decide to appoint an acting General Director of the Company and to hold an extraordinary General Meeting of Shareholders to resolve the matter of early termination of powers of the managing organization (manager) and, unless otherwise resolved by the Board of Directors, to transfer the powers of the sole executive body of the Company to the other managing organization or manager.

21.21. The Acting General Director shall manage the Company's current operations within the competence of the Company's executive bodies, unless the Board of Directors resolves otherwise.

21.22. The General Director, the Acting General Director, Management Board members, as well as the managing organization (manager), when exercising their rights and performing their duties, shall act in the interests of the Company, exercise their rights and perform their duties in respect of the Company in good faith and reasonably.

21.23. The General Director, Acting General Director, Management Board members, as well as the managing organization (manager) shall be liable to the Company for losses caused to the Company by their guilty actions (omissions), unless other grounds and the scope of liability are stipulated by federal laws.

The liability provided for in this clause shall not apply to members of the Company's Management Board who voted against a resolution that caused losses to the Company, or who did not participate in the voting.

21.24. Appointment to positions that provide for access to information classified as a state secret shall be possible only after such access is granted in accordance with the procedure stipulated by legislative and other regulatory acts of the Russian Federation.

21.25. In case of temporary absence of the General Director (inter alia, due to illness, business trip, leave), the performance of his/her duties on the basis of an order of the Company's General Director may be assigned to one of his/her deputies, only in the absence of a resolution of the Company's Board of Directors on the appointment of the Acting General Director of the Company.

In connection with the circumstances specified in the first paragraph of this clause, the Company's Board of Directors may decide to appoint an Acting General Director of the Company for a certain period of time without

terminating the powers of the Company's General Director.

Article 22. Internal Audit Board, Internal Auditor and Auditor of the Company

22.1. To exercise control over the financial and business activities of the Company, the General Meeting shall elect an Internal Audit Board with a term of office until the date of the next Annual General Meeting.

If the Company's Internal Audit Board is elected at the extraordinary General Shareholders' Meeting, the Internal Audit Board members shall be deemed to have been elected for the period until the date of the Annual General Shareholders' Meeting of the Company.

22.2. The Internal Audit Board shall comprise five (5) members.

22.3. By resolution of the General Meeting, the powers of all or individual members of the Internal Audit Board may be terminated before expiration. No Company's Internal Audit Board member may concurrently serve as a member of the Company's Board of Directors or hold positions in the governing bodies of the Company.

22.4. The competence of the Internal Audit Board shall include the following:

1) confirmation of the reliability of the data contained in the Company's Annual Report, Annual Accounting (Financial) Statements;

2) analysis of the Company's financial standing, identification of reserves for improving the Company's financial standing, and development of recommendations for the Company's governing bodies;

3) organization and implementation of the audit of the Company's financial and business activities, in particular:

4) audit of the Company's financial, accounting, payment and settlement documents and other documents related to the Company's financial and business activities for the compliance with the legislation of the Russian Federation, the Articles of Association and other internal documents of the Company;

5) audit and analysis of the financial standing of the Company, its solvency, the functioning of the internal control system and the risk management system, the liquidity of assets, the ratio of equity and debt, the correctness and timeliness of accrual and payment of interest on bonds, income on other securities;

6) control over the safety and use of fixed assets;

7) control over compliance with the stipulated procedure for writing off the debts of insolvent debtors as the Company's losses;

8) control over the expenditure of the Company's funds in accordance with the approved business plan and budget of the Company;

9) control over the formation and use of the Company's reserve and other funds;

10) verification of the timeliness and correctness of settlement operations with counterparties and the budget, as well as payroll, social insurance, accrual and payment of dividends, and other settlement operations;

11) audit of the Company's business operations carried out in accordance with the contracts concluded;

12) verification of compliance with the existing contracts, rules and regulations, approved estimates and other documents regulating the Company's activities when using material, labor and financial resources in financial and business activities;

13) audit of the Company's cash register and property, efficiency of use of the Company's assets and other resources, identification of the causes of non-production losses and expenses, identification of reserves for improving the Company's financial standing;

14) verification of compliance with the instructions earlier issued for the elimination of violations and deficiencies earlier identified by the Company's Internal Audit Board;

15) development of recommendations for the Company's governing bodies;

16) taking of other actions (measures) related to the audit of the Company's financial and business activities.

22.5. The Internal Audit Board may request the convocation of an extraordinary General Meeting.

The Internal Audit Board shall request the convocation of an extraordinary General Meeting in case of detection of gross violations in the financial and business activities of the Company.

22.6. The rules of operation of the Internal Audit Board shall be determined by an internal document of the Company approved by the General Meeting.

All decisions on matters pertaining to the competence of the Internal Audit Board shall be taken by a simple majority of votes of the total number of its members.

The Internal Audit Board, in accordance with the resolution on conducting an audit may, in order to conduct an audit, engage experts in the relevant fields of law, economics, finance, accounting, management, economic security and other fields of knowledge that do not hold positions in the Company, as well as specialized organizations, and apply to the Company for the entry into civil law contracts with these experts and organizations.

22.7. The financial and business activity of the Company shall be audited based on the Company's performance for a year and may be audited at any time at the initiative of the Company's Internal Audit Board, resolution of the General Shareholders' Meeting, Board of Directors of the Company or at the request of the Company's shareholder(s) holding in total at least ten (10) percent of the Company's voting shares.

22.8. At the request of the Company's Internal Audit Board, persons holding positions in the Company's governing bodies shall be required to submit documents on the Company's financial and business activities.

22.7.1. Based on the results of the audit of the Company's financial and business activities, the Company's Internal Audit Board shall draw up an opinion including the following:

- confirmation of the reliability of the data contained in the Company's Annual Report, Annual Accounting (Financial) Statements;
- information on the cases of violations of the accounting and financial reporting procedures, as well as the procedure for the conduct of the financial and business activities;
- confirmation of the accuracy of the data contained in the report on related-party transactions.

22.7.2. Upon resolution of the General Shareholders' Meeting, members of the Company's Internal Audit Board, during the period when they perform their corresponding duties, may receive remuneration and/or compensation for expenses incurred for such performance. The amount of such remuneration and compensation shall be stipulated by the resolution of the General Shareholders' Meeting.

22.9. To assess the reliability and efficiency of risk management and internal control, the Company shall conduct the Internal Audit.

22.10. The procedure for the Internal Audit shall be determined by these Articles of Association, the Internal Audit Policy approved by the resolution of the Company's Board of Directors, and local regulations governing Internal Audit activities.

22.11. To audit and confirm the Company's Annual Accounting (Financial) Statements, the General Shareholders' Meeting shall annually approve the Company's Auditor with no financial interest in the Company or its shareholders.

The Auditor shall be approved annually at the Annual General Meeting.

22.12. The amount of payment for the services of the Auditor shall be determined by the Board of Directors.

22.13. The Auditor shall inspect financial and business operations of the Company in accordance with the Russian legislation based on the contract entered into therewith.

22.14. Based on the results of the audit of the financial and business activities of the Company, the Company's Auditor shall issue an opinion including the following:

- Confirmation of the reliability of the data contained in the Company's Annual Accounting (Financial) Statements;
- information on violation by the Company of the procedures for accounting and submission of the Accounting (Financial) Statements stipulated by the legal acts of the Russian Federation, as well as violation of legal acts of the Russian Federation in the course of its financial and business operations.

The procedure and terms for drawing up an opinion upon the audit of the Company's financial and business activities shall be determined by the legal acts of the Russian Federation on the basis of an agreement entered into with the Company's Auditor.

Article 23. Bookkeeping and Accounting (Financial) Statements of the Company

23.1. The Company shall keep accounting and submit Accounting (Financial) Statements in accordance with the procedure stipulated by 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 accounting records in the Company, timely submission of Accounting (Financial) Statements to the relevant authorities, as well as information on the Company's activities submitted to the Company's shareholders, creditors and the mass media, in accordance with the Russian legislation and these Articles of Association.

23.3. The reliability of the data contained in the Annual Report and the Annual Accounting (Financial) Statements of the Company shall be confirmed by the Internal Audit Board. The Company shall engage an audit organization with no financial interest in the Company or its shareholders to conduct the annual audit of the Annual Accounting (Financial) Statements.

23.4. The Company's Annual Report shall be subject to preliminary approval by the Company's Board of Directors no later than thirty (30) days prior to the date of the Annual General Shareholders' Meeting of the Company.

Article 24. Keeping of Documents by the Company. Provision of Information by the Company

24.1. The Company shall keep the documents provided for by the Federal Law On Joint Stock Companies, the Articles of Association and internal documents of the Company, resolutions of the Company's governing bodies, as well as the documents provided for by regulatory legal acts of the Russian Federation.

24.2. The Company shall keep the documents provided for in Clause 24.1 of this Article at the location of the Company's executive body in accordance with the procedure and within the terms stipulated by the Bank of Russia.

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

24.4. In case of liquidation of the Company, if there is a contract with the institution of the system of the Archive Committee of St. Petersburg, the documents of permanent storage and personnel documents shall be transferred to the relevant state archive. In the absence of contractual relations with the state archive, the documents on the Company's personnel shall be transferred for storage to the Central State Archive of Documents on the Personnel of Liquidated State Enterprises, Institutions, Organizations of St. Petersburg. The place of keeping of the remaining documents will be determined by the chairman of the liquidation committee or the bankruptcy trustee.

The transfer and organization of documents shall be carried out in accordance with the requirements of

archival authorities.

Information about the Company shall be provided in accordance with the requirements of the Russian legislation.

24.5. The Company shall provide shareholders with access to the documents to the extent, in accordance with the procedure and within the terms provided for by the Federal Law On Joint -Stock Companies upon their request.

24.6. Information about the Company shall be provided in accordance with the requirements of the Federal Law On Joint -Stock Companies, as well as other federal laws and regulatory legal acts of the Russian Federation. In the event of non-payment by the authorized person of the Company's expenses for producing copies of the Company's documents under an earlier received and fulfilled request, the deadline for providing copies of the Company's documents under subsequent requests shall be calculated from the date of receipt of such payment.

24.7. The Company shall provide Company's shareholders and employees with the access to information in compliance with the requirements of the legislation on state and trade secrets. The term of performance of the obligation to provide documents containing confidential information shall be calculated no earlier than from the moment of signing a confidentiality agreement between the Company and the shareholder that requested access to the documents.

24.8. The Company shall post the terms of the confidentiality agreement on its Internet website. In the case of a collective request from shareholders, such agreement shall be signed by each of them, or both by the shareholder and its representative when the access to the documents is granted to the shareholder's representative under a power of attorney.

24.9. Notifications on signs of possible related-party transactions entered into by a joint stock company, as well as Notifications on changes in information containing signs of possible related-party transactions entered into by a joint stock company, shall be sent to the Company in one of the following ways:

- delivery by registered mail with an acknowledgment of delivery or by courier service to the Company's address specified in the Unified State Register of Legal Entities, as well as to other addresses specified in the Company's Articles of Association or in the Company's internal document approved by the General Shareholders' Meeting of the Company;

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

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

- sending using telecommunications, including fax, telegraph and e-mail.

Article 25. Company's Reorganization and Liquidation

25.1. The Company may be reorganized on a voluntary basis through a merger, takeover, split-up, spin-off and transformation, and on the grounds and in the manner stipulated by the Civil Code of the Russian Federation and federal laws.

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

25.4. The liquidation of the Company shall cause termination of its activities without the transfer of rights and obligations by succession to any other persons.

25.5. In case of the Company's reorganization, liquidation or termination of works containing information constituting state and trade secrets, the Company shall ensure the safety of this information and information carriers by developing and implementing measures of confidentiality, information protection, security and fire safety.