

APPROVED BY:  
Resolution of the «Rosseti Lenenergo», PJSC  
Annual General Shareholders' Meeting dated

(Minutes No. \_\_\_\_\_ dated \_\_\_\_\_)

**REGULATIONS**  
**on**  
**the Board of Directors**  
**of Public Joint stock company «Rosseti Lenenergo»**  
(new version)

St. Petersburg  
2021

## **1. General Provisions**

1.1. These Regulations have been developed in accordance with 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 regulatory legal acts of the Russian Federation and the Articles of Association of Public Joint stock company «Rosseti Lenenergo» (hereinafter referred to as the Company).

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

1.3. The Board of Directors is the governing body of the Company, which is responsible for the overall management of the Company, monitors the activities of the Company's executive bodies and follows up on the implementation of resolutions adopted by the General Shareholders' Meeting of the Company and safeguards legitimate interests of the Company's shareholders in accordance with the requirements of the Russian legislation.

1.4. The main goals and objectives of the Company's Board of Directors are as follows:

- identifying the strategy for the Company's development aimed at increasing its market capitalization and investment attractiveness, obtaining the highest profit, and increasing the Company's assets;

- ensuring the implementation and protection of the rights and legitimate interests of the Company's shareholders as well as facilitating the resolution of corporate conflicts;

- ensuring the complete, accurate and objective disclosure of information about the Company to its shareholders and other stakeholders;

- creating the efficient internal control mechanisms;

- regularly assessing the activities of the Company's executive bodies and management.

In order to fulfill these objectives and goals, the Board of Directors shall adhere to the following principles:

- making decisions based on the accurate information on the Company's activities;

- not limiting the shareholders' rights to participate in the Company's management, receive dividends and obtain information about the Company;

- balancing the interests of various groups of shareholders and making decisions in the most unbiased manner for the benefit of all the Company's shareholders.

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

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

2.1. The Chairman of the Company's Board of Directors shall organize the Board of Directors' operations.

2.2. 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 person acting as the Company's General Director may not at the same time act as the Chairman of the Company's Board of Directors.

2.3. The Board of Directors may at any time re-elect its Chairman by a majority vote of all members of the Company's Board of Directors.

2.4. The Chairman of the Board of Directors shall:

- 1) organize the Board of Directors' operations;

- 2) convene the Board of Directors' meetings;

- 3) determine the format of the Board of Directors meetings in view of the importance of the agenda items, the recommendations provided under Clause 168 of the Corporate Governance Code recommended by the Bank of Russia for the joint stock companies listed for the on-exchange trading,

as well as Clause 6.12 hereof;

- 4) prepare and approve the agendas of the Board of Directors meetings;
- 5) determine the lists of materials (information) on meeting agenda items to be provided to the members of the Board of Directors;
- 6) make necessary efforts to promptly provide the members of the Board of Directors with information required to resolve on the agenda items;
- 7) determine the list of persons invited to participate in the discussion of certain Board of Directors meeting agenda items;
- 8) preside at Board of Directors meetings;
- 9) sign the Board of Directors meeting minutes, requests for audits of the financial and business activities of the Company and other documents on behalf of the Company's Board of Directors;
- 10) arrange for the development and monitor the implementation of the Board of Directors' Work Plan approved by the Board of Directors;
- 11) represent the Board of Directors when interacting with the shareholders of the Company, the government authorities, public entities and mass media;
- 12) conduct the Board of Directors' correspondence with the shareholders, executive bodies and personnel of the Company as well as with other entities;
- 13) preside over the General Shareholders' Meetings of the Company, announce the agenda, inform about upcoming speeches and reports, and perform other functions of the Chairman of the Company's General Shareholders' Meeting provided for by the Regulations on the General Shareholders' Meeting of the Company;
- 14) arrange on behalf of the Board of Directors for the control over the implementation of the resolutions of the General Shareholders' Meeting and the Board of Directors, formally places the implementation of the resolutions of the Board of Directors under monitoring and ceases the monitoring of the resolutions of the Board of Directors already implemented;
- 15) arrange for the drafting of the most efficient resolutions on the agenda items and, if necessary, a free discussion of such items, as well as promote the constructive proceedings at the meetings, and ensure that the requirements of Russian laws, the Company's Articles of Association, other internal documents and these Regulations are complied with during Board of Directors meetings;
- 16) perform other functions pursuant to the Russian legislation, the Company's Articles of Association and the resolutions of the Board of Directors.

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

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

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 the Chairman of the Board of Directors' functions.

### **3. Members of the Board of Directors; Their Rights, Responsibilities and Liability**

3.1. Within the competence of the Board of Directors, members of the Board of Directors shall be entitled to:

- 1) obtain information on the Company's operations, including information that constitutes the trade secret of the Company, and get access to all constituent, regulatory, accounting, reporting, contractual and other documents of the Company pursuant to the Russian legislation and the

Company's internal documents;

- 2) make written proposals on drawing up the Work Plan of the Board of Directors;
- 3) introduce items into the agenda of the Board of Directors meetings in accordance with the stipulated procedure;
- 4) request the Board of Directors to convene a meeting;
- 5) exercise other rights stipulated by the Russian legislation, the Company's Articles of Association, other internal documents and these Regulations.

3.2. Any member of the Board of Directors may request in writing the documents and information required to adopt a resolution on matters pertaining to the competence of the Board of Directors both directly from the Company's General Director (or another person acting as the Company's Sole Executive Body) and through the Corporate Secretary.

3.3. The documents and information of the Company shall be provided to such a member of the Board of Directors within five (5) business days following the receipt of the relevant request.

3.4. Directors elected to the Board of Directors for the first time shall be given the opportunity to get familiarized with the Company's strategy, the corporate governance system, risk management and internal control system, responsibilities allocation among the executive bodies of the Company and other material information on the production as well as financial and business activities of the Company.

3.5. Members of the Board of Directors may receive remuneration and/or compensation for expenses associated with the performance by the members of the Board of Directors of their functions in accordance with the procedure set forth in the Regulations on Remuneration and Compensatory Payments to Members of the Board of Directors as approved by the General Shareholders' Meeting of the Company.

3.6. 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.

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

3.7. Members of the Board of Directors shall be held liable to the Company for damages caused by their faulty action (omission) pursuant to the applicable legislation.

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.

3.8. Members of the Board of Directors shall refrain from actions that will or may result in the conflict of interest between them and the Company.

When the member of the Board of Directors faces a risk of a potential conflict of interest, including an interest in a transaction by a Company, such a member of the Board of Directors shall immediately notify the Company's Board of Directors accordingly and, in any case, hold the Company's interest above their own personal ones. Such a notice shall be made in any case prior to the beginning of the discussion of the matter, where such member of the Board of Directors has a conflict of interests, at the meeting of the Board of Directors.

3.9. Members of the Board of Directors shall notify the Company within two months from the date when they became or should have become aware of the circumstances that may lead to their being recognized as related parties in the Company's transactions about:

- legal entities, in respect of which they, their spouses, parents, children, full and half-siblings, adoptive parents and adopted children and/or their

controlled organizations are controlling persons or have the right to give binding instructions;

- legal entities in which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted children and/or their controlled persons hold positions in any governing bodies;

- executed or assumed transactions they are aware of in which they may be recognized as

related parties.

In the event of a change in the specified information, members of the Company's Board of Directors shall notify the Company about the change in such information within 14 days from the date when they became or should have become aware of the change.

3.10. Independent directors having the required level of professional training, experience and independence in forming their own opinion and capable of making objective and reasonable judgments, not influenced by the Company's executive bodies, certain shareholder groups or other stakeholders, may be the members of the Board of Directors.

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

The Board of Directors shall ensure the disclosure of information about the loss of the status of an independent director by a member of the Board of Directors.

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

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

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

- coordinate interactions between the independent directors, including convening and presiding over meetings of independent directors as necessary;
- together with the Chairman of the Board of Directors, promote the efficient organization of the Board of Directors' work, establish and maintain the dialog between the members of the Board of Directors and shareholders of the Company;
- in conflict situations, in particular, in case of major disagreements between the members of the Board of Directors, make efforts to resolve the conflict through cooperation with its members;
- play a key role in the performance assessment of the Chairman of the Company's Board of Directors conducted by independent directors.

3.14. If a member of the Board of Directors loses the status of an independent director, the Company's Board of Directors shall, on the proposal of the Chairman or members of the Board of Directors, consider the taking of the necessary measures, including the need and procedure for sending relevant information to the Company's key shareholders.

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

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

4.2. The status of the Corporate Secretary, their functions, requirements to the candidate, the procedure for appointing and terminating the powers of the Corporate Secretary, their 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 of the Company approved by resolution of the Company's Board of Directors.

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

5.1. The Board of Directors meetings shall be held under the approved Work Plan of the Board of Directors, as well as when necessary, but at least once every six weeks, unless otherwise provided for herein.

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

5.3. Work Plan of the Board of Directors.

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

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

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

1) matters to be considered at meetings of the Company's Board of Directors in the current year (broken down by quarters);

2) schedule of Board of Directors meetings;

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

4) the meeting format (absentee voting or a mixed in person/absentee format).

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

Such proposals shall be submitted to the Chairman of the Board of Directors in writing along with the submission of a copy of the proposals to the Corporate Secretary.

5.4. The Board of Directors meetings may be held using a specialized automated information system designed to hold meetings of the Company's Board of Directors, including the distribution of notices, materials (information) on agenda items, organization of voting by the members of the Board of Directors and summarizing of the results (hereafter referred to as the automated information system).

5.5. The Board of Directors may conduct an annual performance assessment of the Board of Directors (self-assessment) internally or by engaging an independent external organization (consultant) that is qualified to conduct such an assessment.

## **6. Board of Directors Meeting Convocation**

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

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

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

6.2. The Chairman of the Board of Directors shall convene all the subsequent meetings of the Board of Directors (except for the case specified in Clause 2.5 hereof):

- under the Board of Directors meeting schedule approved in the Work Plan of the Board of Directors;

- at the Chairman of the Company's Board of Directors' own initiative;

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

6.3. A request to convene a Board of Directors meeting shall specify:

- 1) the meeting's initiator;
- 2) the wording of agenda items;
- 3) the reasons for inclusion of these items in the agenda;
- 4) the information (materials) on agenda items;
- 5) the draft resolutions on agenda items.

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

The request of the Company's Internal Audit Board to convene a Board of Directors meeting shall be signed by the Internal Audit Board Chairman.

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

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

A reasoned refusal by the Chairman of the Board of Directors to convene an extraordinary Board of Directors meeting shall be sent to the person requesting such a meeting.

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

6.6. The Corporate Secretary shall draw up, and the Chairman or the Deputy Chairman (in cases stipulated herein) of the Board of Directors shall sign the notice on the meeting of the Board of Directors. The notice on a Board of Directors meeting shall be executed in writing, and the Corporate Secretary may send it to members of the Board of Directors by any means, including personal delivery, by fax, to email addresses of the members of the Board of Directors available to the Corporate Secretary, and/or via the automated information system.

6.6.1. The Corporate Secretary shall send the notice on the Board of Directors meeting to each member of the Board of Directors at least eleven (11) business days prior to the date of the Board of Directors meeting (the deadline for the voting questionnaires submission), except as otherwise stipulated herein.

6.6.2. If the agenda of the Board of Directors meeting includes items that require a preliminary review by a Committee of the Board of Directors subject to the relevant Regulations on the Committees of the Board of Directors (if such a committee exists) and by the time the notice is sent, no decisions (recommendations) of the Committee of the Board of Directors on these matters are submitted to the Board of Directors, a notice on such a Board of Directors meeting shall be sent by the Corporate Secretary to each member of the Board of Directors in writing no later than fifteen (15) business days prior to the date of the Board of Directors meeting (the deadline for accepting voting

questionnaires), except as otherwise provided for herein.

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

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

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

6.8. The members of the Company's Board of Directors may receive the materials (information) on the agenda items through personal delivery, by fax, email at the addresses of the members of the Board of Directors available to the Corporate Secretary and/or by accessing the automated information system.

6.9. When the Board of Directors meeting agenda includes items that, in accordance with the regulations on the Committees of the Board of Directors, must be preliminary reviewed by the relevant Committee of the Board of Directors, the notice on the Board of Directors meeting and materials on these items shall be submitted by the Corporate Secretary of the Company to the relevant Committee in accordance with the procedure and within the terms provided for in Sub-Clause 6.6.2. and Clause 6.8. hereof.

The resolutions (recommendations) of the Committee of the Board of Directors shall be sent by the Corporate Secretary of the Company to the members of the Board of Directors, if the same are received for the Board of Directors, no later than three (3) business days prior to the date of the Board of Directors meeting, with the exception of the case provided for in Clause 10.18. hereof. If the resolutions (recommendations) of the Committee are not submitted (or are submitted with a delay), the Board of Directors may adopt a resolution on the matter without taking such resolutions (recommendations) into account.

6.10. Upon the consent of the initiator of the presentation of a matter to the Board of Directors for consideration, which is subject to a preliminary review by a Committee of the Board of Directors under the Regulations on the Committee of the Board of Directors, the Chairman of the Board of Directors may postpone the review of such a matter once if the Committee fails to submit the required resolutions (recommendations), and the Chairman of the Committee has sent a letter with a reasoned request for such postponement.

6.11. In the cases provided for in Clause 5.2 and Section 10 hereof, the Chairman of the Board of Directors may resolve to shorten the terms for sending a notice on a Board of Directors meeting to the members of the Board of Directors and for providing materials (information) to the members of the Board of Directors.

6.12. The Chairman of the Company's Board of Directors shall determine the format of the Board of Directors meeting in view of the importance of the agenda items. The most important matters shall be discussed at in person meetings. Such issues may include:

6.12.1. determination of the priority areas of the Company's operations, including the approval of the Development Strategy, the Innovative Development Program of the Company and the respective progress reports;

6.12.2. approval 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);

6.12.3. 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);

6.12.4. convocation of an annual and extraordinary General Shareholders' Meetings of the Company, review of the requests to convene an extraordinary General Shareholders' Meeting of the Company, and other decisions required to convene and hold the General Shareholders' Meetings of the Company;

6.12.5. preliminary approval of the Company's Annual Report;

6.12.6. election and early termination of powers of the Chairman of the Board of Directors;

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

6.12.8. 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;

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

6.12.10. a decision on 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;

6.12.11. submission of matters related to the Company's reorganization or assignment of the powers of the Company's Sole Executive Body to a managing organization (manager) to the General Shareholders' Meeting for approval;

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

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

6.12.14. 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;

6.12.15. determination of the position of the Company (Company's representatives), including instructions to take or not to take part in voting on agenda items, voting on draft resolutions "for", "against" or "abstained", on agenda items of general meetings of shareholders (members) of subsidiaries and dependent companies (the SDCs), and meetings of boards of directors of the SDCs regarding:

- the reorganization or liquidation of the SDCs;

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

6.12.16. adoption recommendations with regard to a voluntary or mandatory proposal submitted to the Company;

6.12.17. application for listing of the Company's shares and/or Company's issue-grade securities convertible to the Company's shares;

6.12.18. review of the results of the performance assessment of the Company's Board of Directors;

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

6.12.20. approval of the Company's risk management policy;

6.12.21. approval of the Company's dividend policy.

6.12.22. resolutions on matters of increasing the authorized capital of the Company (including determining the price of the property to be contributed to pay for the additional shares allocated by the Company).

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

7.1. The Chairman of the Board of Directors shall open the Board of Directors meetings. The

Chairman of the Board of Directors may decide to hold a meeting of the Board of Directors in person (in the form of joint attendance) via video conferencing.

7.2. The Board of Directors meetings shall be attended by members of the Company's Board of Directors as well as persons invited to the meeting on each of the matters under consideration, according to the list approved by the Chairman of the Board of Directors.

7.3. The Corporate Secretary shall determine whether there is a quorum for holding a Board of Directors meeting.

The quorum for a Board of Directors meeting shall be at least half of the elected members of the Company's Board of Directors.

7.4. The Chairman of the Board of Directors shall inform those attending that the quorum for the Board of Directors meeting is present and announce the agenda of the Board of Directors meeting.

7.5. In the absence of a quorum, the meeting shall be declared invalid. In this case, the Chairman of the Board of Directors shall take one of the following decisions:

1) by consulting the members of the Board of Directors present at the meeting, determine the time for adjourning the meeting commencement no more than for two hours;

2) determine the date of the new meeting held instead of the invalid meeting with the earlier approved agenda;

A new meeting instead of the invalid meeting may be held no later than 20 days after the Chairman of the Board of Directors makes a corresponding decision on this matter;

3) include items on the agenda of the invalid meeting in the agenda of the next scheduled meeting of the Board of Directors.

7.6. The Board of Directors meeting shall include the following stages:

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

2) agenda item discussion;

3) proposals for the wording of a resolution on the agenda item;

4) voting on the agenda item;

5) counting of votes and summarizing of voting results;

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

7.7. At a Board of Directors meeting held by the joint attendance of its members, the Corporate Secretary may report on the implementation of earlier adopted resolutions of the Board of Directors.

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

7.9. 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.

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

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

## **8. Proceedings of Mixed (In Person and Absentee) Meetings of the Board of Directors**

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

8.2. If at least half of the members of the Board of Directors are present at the meeting, the written opinions of the members of the Board of Directors who are absent from the meeting of the

Company's Board of Directors shall be taken into account when determining the results of voting on agenda items in line with the procedure set forth herein.

8.3. On the day of the Board of Directors meeting, the Corporate Secretary shall prepare a questionnaire based on the voting results of the meeting (Appendix 1) to be signed by the Chairman of the Board of Directors and send it by fax, email or via the automated electronic system to the members of the Board of Directors who were absent from the meeting.

8.4. When filling out the questionnaire, the member of the Board of Directors shall leave uncrossed only one of the possible voting options ("for", "against", or "abstained") for each draft resolution on each item put to the vote. Once the questionnaire is filled out, the member of the Board of Directors shall sign it and specify their surname and initials.

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

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

8.6. A questionnaire filled out in violation of the requirements specified in Clause 8.4 hereof shall be deemed invalid (or, in case of violation of the requirements for filling out the voting options, shall be deemed invalid only to the extent of the relevant item) and shall not be taken into account when counting the votes.

A questionnaire received by the Company after the expiry of the deadline specified therein shall not be taken into account when counting votes and determining the voting results.

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

8.8. The filled out questionnaires of those members of the Company's Board of Directors who were absent from the Board of Directors meeting, as well as dissenting opinions of members of the Board of Directors (if any), shall be attached to the Board of Directors meeting minutes.

## **9. Procedure for the Adoption of Resolutions via Absentee Voting**

9.1. As the Chairman of the Company's Board of Directors may decide, the resolutions on the agenda items may be adopted via absentee voting (using questionnaires).

9.2. In order to adopt a resolution of the Board of Directors via absentee voting (using questionnaires), each member of the Board of Directors shall be sent a notice on absentee voting on the agenda items, draft resolutions on such items and materials (information) on the items included in the agenda in such a manner and within such terms as are set out in Clauses 6.6 through 6.11 hereof.

9.3. The notice on absentee voting shall contain:

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

9.4. Any member of the Board of Directors may propose alternative wordings of draft resolutions on agenda items by submitting the same to the Corporate Secretary in writing, by fax or by email with a cover letter at least 2 calendar days prior to the date of the Company's Board of Directors meeting, or in case of a review within a shorter period of time, at least 1 day prior to the Company's Board of Directors meeting.

The wordings of draft resolutions proposed by a member of the Board of Directors are to be included in the relevant items on the agenda in the questionnaires sent to the members of the Board

of Directors indicating the need to vote on both draft resolutions. If there are alternative wordings of draft resolutions, the resolution shall be deemed adopted with the wording voted “FOR” by most members of the Board of Directors.

9.5. The questionnaire for absentee voting (Appendix 2) shall be sent to the Board of Directors members no later than the deadline set for the submission of the questionnaires in the notice on the absentee voting.

Resolutions (recommendations) of the respective Committees (if received by the Corporate Secretary of the Company) shall be sent to the members of the Board of Directors together with the questionnaire.

9.6. When filling out the questionnaire for absentee voting, each member of the Board of Directors shall leave uncrossed only one of the possible voting options (“for”, “against”, or “abstained”) for each draft resolution on each item put to the vote. Once the questionnaire is filled out, the member of the Board of Directors shall sign it and specify their surname and initials.

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

9.7. A questionnaire filled out in violation of the requirements specified in Clause 9.6 hereof shall be deemed invalid (or, in case of violation of the requirements for filling out the voting options, shall be deemed invalid only to the extent of the relevant item) and shall not be taken into account in determining the quorum required for the adoption of a resolution by absentee voting and counting of votes.

9.8. The filled out and signed questionnaire as well as the dissenting opinion (if any) of a member of the Board of Directors on the agenda items shall be submitted by the member of the Board of Directors, by the deadline specified in the questionnaire, to the Corporate Secretary in the original form, by fax or by email, with the subsequent sending of such documents in hard copy to the address specified in the questionnaire.

Members of the Board of Directors whose questionnaires the Corporate Secretary receives in the original form, or by fax or by email, by the deadline for the questionnaire submission as specified in the notice, as well as the members of the Board of Directors who voted on the proposed draft resolutions via the automated information system shall be deemed to have participated in the absentee voting.

A questionnaire received by the Company after the expiry of the deadline specified therein shall not be taken into account when counting votes and determining the absentee voting results.

9.9. The results of the voting on the agenda items of a meeting held in absentia shall be summarized based on the questionnaires filled out and signed by the members of the Board of Directors and received by the Company by the deadline specified in the notice on absentee voting, as well as based on the votes of the members of the Board of Directors received via the automated information system.

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

## **10. Convening and Holding of a Board of Directors Meeting with Regard to the Establishment of the Company’s Executive Bodies**

10.1. The Board of Directors meeting with regard to the establishment of the Company’s executive bodies (election, termination, suspension of powers) shall be convened and held in accordance with the general rules set forth herein, in view of the specifics outlined in this Section.

10.2. The procedure set out in this Section shall apply in the following cases:

- termination of powers of the General Director and election of a new General Director (or an Acting General Director);

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

10.3. The preparation and holding of the Board of Directors meeting the agenda of which includes items specified in Clause 10.2 hereof shall include the following stages:

- notification of members of the Board of Directors of convening the meeting specifying their right to nominate candidates for the position of the General Director (or Acting General Director if the issue of suspending the powers of the managing organization (manager) is raised) or for the position of the managing organization (manager) in cases provided for in this Section;
- nomination by members of the Board of Directors of candidates for the position of the General Director (Acting General Director, managing organization (manager));
- adoption of a resolution to terminate the powers of the General Director or to suspend the powers of the managing organization (manager);
- adoption of a resolution to elect the General Director (Acting General Director if the issue of suspending the powers of the managing organization (manager) is raised);
- adoption of a resolution to elect the Acting General Director if the resolution to terminate the powers of the General Director was adopted, but no resolution to elect a new General Director was adopted as a result of voting;
- preparation of a proposal by the Board of Directors regarding the candidate(s) for the managing organization (manager) for voting at the General Shareholders' Meeting of the Company on transferring the powers of the Company's Sole Executive Body to a managing organization (manager).

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

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

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

10.7. If such items are to be preliminarily reviewed by the relevant Committee of the Company's Board of Directors in accordance with the respective Regulations on the Committees of the Board of Directors, the notice on the meeting of the Board of Directors the agenda of which contains such items shall be served on members of the Board of Directors at least five (5) days prior to the date of the Board of Directors meeting.

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

10.9. If an item related to the suspension of the powers of the managing organization (manager) is included in the agenda of the meeting of the Company's Board of Directors, a member of the Company's Board of Directors also may nominate a candidate for the position of the managing organization (manager) for a proposal of the Board of Directors to the General Shareholders' Meeting of the Company regarding the transfer of the powers of the Company's Sole Executive Body to a managing organization (manager).

10.10. The nomination of a candidate (Clause 10.8 and Clause 10.9 hereof) shall be submitted in writing and signed by the member of the Company's Board of Directors who nominated the candidate.

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

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

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

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

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

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

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

10.15. Nominations of candidates received from members of the Company's Board of Directors shall be included in the voting list.

10.16. If, based on the results of voting on the election of the General Director, none of the candidates obtains the required number of votes, the Board of Directors may appoint the Acting General Director. In such a case, voting shall be held with respect to the candidates for the positions of the Acting General Director nominated by members of the Board of Directors in accordance with Clause 10.8 of this Section. If none of members of the Board of Directors has nominated a candidate for the position of the Acting General Director in accordance with Clause 10.8 of this Section, the voting shall be held with respect to the candidates nominated by members of the Board of Directors at the Board of Directors meeting.

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

10.18. If the matters provided for in Clause 10.2 hereof, in accordance with the Regulations on the Committees of the Company's Board of Directors (if established), are to be preliminary reviewed by the relevant Committee of the Board of Directors, the notice on the Board of Directors meeting on these matters shall be sent by the Corporate Secretary to the relevant Committee within

the terms provided for in Sub-Clause 10.7 hereof. The Corporate Secretary of the Company shall send the nominations of candidates for the position of the General Director (Acting General Director) or the managing organization of the Company and information on them received from the members of the Board of Directors to the relevant Committee of the Board of Directors immediately upon the receipt thereof in such a manner and using such methods as will ensure their prompt receipt by the Committee (by fax, email, etc.).

The Corporate Secretary shall immediately send the resolutions (recommendations) of the Committee of the Board of Directors if the same are received for the Board of Directors prior to the date of the Board of Directors meeting to the members of the Company's Board of Directors and also make the same available to the members of the Board of Directors directly at the meeting of the Board of Directors where the meeting is held in person or in a mixed format. If the resolutions (recommendations) of the relevant Committee are not presented to the Board of Directors, the Board of Directors may adopt a resolution on the respective matter without taking into account such resolutions (recommendations).

10.19. If, in accordance with the Company's Articles of Association, the General Shareholders' Meeting elects the General Director, the provisions of this Section shall apply to the extent not contradicting the Company's Articles of Association and the Russian legislation.

10.20. If a collegiate executive body is established by the Company, the procedure for electing and terminating the powers of its members shall be outlined in the Company's internal document regulating the activities of such body.

## **11. Company's Board of Directors Meeting Minutes**

11.1. The Corporate Secretary shall keep the minutes of the Board of Directors meeting.

11.2. The Company's Board of Directors meeting minutes shall be prepared within three (3) days after the meeting (after the results of absentee voting or mixed voting are summarized).

11.3. The minutes of meetings shall contain the following:

- the full corporate name of the Company;
- the format of the meeting;
- the venue and time of the meeting (summarizing of the voting results);
- the members of the Board of Directors attending the meeting (participating in the absentee or mixed voting) as well as invited persons;
- the information on the presence of a quorum at the meeting;
- the meeting agenda;
- the items put to the vote and the voting results by name;
- a summary of reports and speeches of persons participating in the meeting;
- the resolutions adopted.

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

The dissenting opinions received from the members of the Board of Directors shall be attached to the Board of Directors meeting minutes and form an integral part of such minutes.

The Corporate Secretary shall sign off all attachments to the Company's Board of Directors meeting minutes (the Chairman of the Board of Directors shall sign off attachments to the Company's Board of Directors meeting minutes if so required by the format of the document).

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

11.5. The Company shall keep the Board of Directors meeting minutes at the location of its executive body.

11.6. The Company's Board of Directors meeting minutes shall be available for review at the

location of the Company's executive body to any member of the Board of Directors, member of the Internal Audit Board, the Company's Auditor, the Company's General Director, official representatives of federal regulatory authorities as well as to any shareholder(s) of the Company in accordance with the requirements of the Federal Law On Joint Stock Companies.

## **12. Final Provisions**

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

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



**BOARD OF DIRECTORS  
of Public Joint stock company  
«Rosseti Lenenergo»**

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**QUESTIONNAIRE**

**for voting on the items on the agenda of a mixed format (in  
person/absentee) meeting of the Board of Directors of «Rosseti  
Lenenergo», PJSC to be held on \_\_\_\_\_ 20\_\_**

**Item:**

**1**

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**Resolution (adopted at the meeting):**

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

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**FOR**

**AGAINST**

**ABSTAINED**

*(leave your answer uncrossed)*

**Item:**

**2**

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**Resolution (adopted at the meeting):**

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

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**FOR**

**AGAINST**

**ABSTAINED**

*(leave your answer uncrossed)*

The filled out and signed questionnaire shall be sent by fax, \_\_\_\_\_ email or as an original  
no later than \_\_\_\_\_  
/date, time/

The questionnaire received by the Company after the above deadline shall not be taken into account when  
counting votes and summarizing the results of in person/absentee voting.

Please send the original questionnaire to: \_\_\_\_\_

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**The member of the Board of Directors  
of «Rosseti Lenenergo», PJSC**

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

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

**The Chairman of the Board of Directors**

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

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

**THE QUESTIONNAIRE IS INVALID UNLESS SIGNED BY THE CHAIRMAN AND THE MEMBER OF THE BOARD OF  
DIRECTORS**

**BOARD OF DIRECTORS  
of Public Joint stock company  
«Rosseti Lenenergo»**

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**QUESTIONNAIRE**

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

**Item 1:**

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**Resolution:**

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**FOR**

**AGAINST**

**ABSTAINED**

*(leave your answer uncrossed)*

**Item 2:**

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**Resolution:**

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**FOR**

**AGAINST**

**ABSTAINED**

*(leave your answer uncrossed)*

The filled out and signed voting questionnaire shall be sent by fax \_\_\_\_\_, email or as an original no later than \_\_\_\_\_.

*/date, time/*

The questionnaire received by the Company after the above deadline shall not be taken into account when counting votes and summarizing the results of absentee voting.

Please send the original questionnaire to: \_\_\_\_\_

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**The member of the Board of Directors  
of «Rosseti Lenenergo», PJSC**

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

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

**THE QUESTIONNAIRE IS INVALID UNLESS SIGNED BY THE MEMBER OF THE BOARD OF DIRECTORS**