

APPROVED
by the Annual General Meeting
of PJSC “Rosseti Lenenergo”
on _____
(Minutes No. ____ of _____)

**Public Joint Stock Company
“Rosseti Lenenergo”**

**REGULATIONS
for the General Meeting**

Saint Petersburg
2023

1. General Provisions

1.1. These Regulations have been prepared in accordance with the Civil Code of the Russian Federation, Federal Law No. 208-FZ *On Joint Stock Companies* of December 26, 1995 (hereafter referred to as the Federal Law *On Joint Stock Companies*), other Russian legal regulations, and the Articles of Association of Public Joint Stock Company “Rosseti Lenenergo” (hereafter referred to as the “Company”). These Regulations set out the procedure for preparation for and holding of the General Meeting of the Company (hereafter referred to as the “General Meeting”).

1.2. The General Meeting is the highest governing body of the Company.

1.3. The competence of the General Meeting is defined in the Federal Law *On Joint Stock Companies*.

1.4. The General Meeting may not address or resolve on matters not reserved to it by the Federal Law *On Joint Stock Companies*.

1.5. The Company offers all shareholders equal opportunity to participate in the General Meeting.

1.6. In its activities, the General Meeting is governed by the Russian law, the Company’s Articles of Association, and these Regulations.

1.7. If any matter regarding convocation, preparation for and holding of the General Meeting is not covered by the Russian law, the Articles of Association or these Regulations, the Company shall address such matter in such a way as to secure the rights and benefits of the shareholders.

2. Convocation of and Preparation for the General Meeting

2.1. Any resolution to convene the General Meeting shall be adopted by the Company’s Board of Directors.

The Board of Directors may resolve on matters of preparation for and holding of the General Meeting concurrently with resolving to convene the General Meeting or at any other time within the period specified in the Federal Law *On Joint Stock Companies* for issuing of a notice of the General Meeting, voting ballots, and information (materials) to shareholders.

2.2. The General Meeting may be held in person (in the form of joint attendance of shareholders to discuss agenda items and resolve on the items put to a vote).

2.3. The General Meeting may adopt resolutions via absentee voting.

The General Meeting where agenda includes election of the Board of Directors or the Internal Audit Board, appointment of the Auditor, distribution of profit (including payment/declaration of dividends other than payment/declaration of dividends for the first quarter, six months, or nine months of the reporting year) and losses of the Company for the reporting year, may not be held in the form of absentee voting, unless the Russian law otherwise prescribes.

2.4. In preparing for the General Meeting, the Board of Directors or other persons as in clause 3.4 hereof, shall resolve on:

a) convening and determining the format of the General Meeting;

b) determining the date, venue and time of the General Meeting, the start time of registration of persons participating in the General Meeting (if the General Meeting is held in person), or determining the deadline for submission of completed voting ballots and the postal address to which the completed voting ballots are to be sent (if the General Meeting is held in the form of absentee voting), and (if this is provided for by the Company’s Articles of Association and if this is technically feasible) the e-mail address to which the completed ballots may be sent, and/or the website address where the electronic ballots may be completed. The list of addresses to which the completed ballots may be sent shall include the address of the Company’s registrar;

c) defining the agenda of the General Meeting;

d) setting the date of determining (recording) the persons entitled to participate in the General Meeting;

e) setting the deadline for submission of shareholders' proposals on the nomination of candidates for the election to the Company's Board of Directors, if the agenda of the extraordinary General Meeting includes the election of members of the Company's Boards of Directors;

f) determining the class(es) of preference shares the holders of which have the right to vote on the items on the agenda of the General Meeting;

g) determining the list of information (materials) to be provided to shareholders in preparation for the General Meeting, and the procedure for the provision thereof;

h) approving the form and text of the ballots for voting at the General Meeting, and the wording of resolutions on the items on the agenda of the General Meeting that are to be sent in electronic form (in the form of electronic documents) to nominee holders of shares registered on the shareholder register of the Company;

i) setting the date for sending voting ballots to the persons entitled to participate in the General Meeting (if the General Meeting is held in the form of absentee voting, and if the General Meeting is held in person provided that in accordance with the Federal Law *On Joint Stock Companies* or the Company's Articles of Association the voting ballots are to be sent (delivered) to persons entitled to participate in the General Meeting prior to such meeting);

j) defining the procedure for notifying the Company's shareholders of the General Meeting, including approving the form and text of such notice;

k) electing the Secretary of the General Meeting;

l) approving the expense budget in connection with preparing and holding the General Meeting;

m) other issues reserved to the Board of Directors by the Russian law and/or the Articles of Association of the Company.

2.5. The CEO shall arrange for the implementation of the resolutions adopted by the Board of Directors of the Company in relation to preparing and holding the General Meeting, including as follows:

- ensure timely submission of a request to the Company's Registrar to compile a list of persons entitled to participate in the General Meeting as of the date determined by the Company's Board of Directors;

- ensure the production of ballots in accordance with the form and text approved by the Company's Board of Directors;

- ensure the sending of voting ballots to shareholders and the acceptance of completed voting ballots, and, if the Company's Board of Directors resolves on the possibility of sending completed voting ballots to the e-mail address and/or completing the electronic form of ballots on the website specified by the Board of Directors, the operation of such electronic means of receiving completed voting ballots;

- ensure that shareholders are notified of the General Meeting in the manner and within the time specified in the resolution of the Board of Directors, and the Articles of Association of the Company;

- ensure the preparation of necessary information (materials) with respect to the items on the agenda of the General Meeting and the availability of such information (materials) for review in accordance with the resolutions of the Board of Directors;

- ensure that the Company provides a list of persons entitled to participate in the General Meeting for review at the request of persons included in such list and holding at least one (1) percent of the votes, in accordance with the requirements set forth in the Russian law, from the date of the receipt thereof by the Company;

- perform other actions for the implementation of resolutions of the Company's Board of Directors.

3. Procedures to Convene an Extraordinary General Meeting

3.1. The Company's Internal Audit Board, the Company's Auditor, or the Company's shareholder(s) holding at least 10 (ten) percent of the Company's voting shares as of the date of the request may request an extraordinary General Meeting.

The number of voting shares held by the shareholder who requests an extraordinary General Meeting shall be determined as of the date of the request.

3.2. Within 5 (five) days from the date when the Company's Internal Audit Board, the Company's Auditor, or the Company's shareholder(s) holding at least 10 (ten) percent of the Company's voting shares submit a request to convene the extraordinary General Meeting, the Company's Board of Directors shall resolve to convene or refuse to convene the extraordinary General Meeting.

3.3. The resolution of the Company's Board of Directors to convene the extraordinary General Meeting or a substantiated refusal to do so shall be sent to the persons who requested to convene the meeting within 3 (three) days from the date of such resolution.

3.4. If, within five (5) days from the date of a request to convene an extraordinary General Meeting, the Board of Directors fails to resolve to convene an extraordinary General Meeting or refuses to convene it, the persons requesting the meeting may enforce the Company via court to hold an extraordinary General Meeting.

3.5. A request for an extraordinary General Meeting may be sent as follows:

a) sent by post or courier service to the Company's address recorded in the Unified State Register of Legal Entities;

b) served personally against signed receipt to the CEO, the Chairman of the Board of Directors, the Corporate Secretary of the Company or another person authorized by the CEO to receive correspondence for the Company;

c) sent by the shareholder via their nominee holder by instructing such nominee holder to do so, if so is agreed in the contract with such nominee holder, with the nominee holder communicating a respective shareholder's intent in accordance with the instructions;

d) emailed to ir@lenenergo.ru, signed with digital signature, as prescribed by the Russian law.

3.6. A request for an extraordinary General Meeting may be sent by multiple shareholders acting jointly as follows:

- by sending (serving) one request signed by all shareholders acting jointly;

- by sending (serving) several documents signed by one or more shareholders acting jointly, and/or by instructing their nominee holders to do so, with respective nominee holders communicating respective shareholders' intent in accordance with the instructions;

If a shareholder sends a request for an extraordinary General Meeting jointly with other shareholders, such request shall specify details of such other shareholders with whom it acts jointly in sending the request.

3.7. A request for an extraordinary General Meeting may be sent by a shareholder registered as a shareholder in the Company's shareholder register or by their nominee holders (several nominee holders may be engaged) as follows:

- by sending (serving) one request signed by such shareholder;

- by sending (serving) several documents signed by such shareholder, and/or by such shareholder instructing its nominee holder to do so, with respective nominee holders communicating such shareholder's intent in accordance with their instructions.

3.8. If a request for an extraordinary General Meeting contains substantial flaws which prevent from understanding the requesting person's intent in general or verify whether such person is entitled, the Company shall promptly so inform to give such person an opportunity to correct such flaws in time.

3.9. The persons who convene an extraordinary General Meeting under clause 3.1 hereof pursuant to a court decision, shall use their own efforts to prepare for and hold the extraordinary General Meeting, or, if they so request, the extraordinary General Meeting may be convened based on a court order by a body of the Company or any other person, subject to their consent.

3.10. An extraordinary General Meeting may be convened on the initiative of the Board of Directors.

3.11. When a shareholder whose shares are kept in a custody account with a custodian sends a request for an extraordinary General Meeting, such shareholder shall prove that they own the number of shares as specified in clause 3.1 hereof by providing a statement of such custody account with a custodian duly licensed to operate in Russia.

3.12. If the proposed agenda of an extraordinary General Meeting includes election of members of the Board of Directors, the General Meeting shall be held within seventy-five (75) days from the date of the request for an extraordinary General Meeting. And the Board of Directors shall set a deadline for accepting shareholder proposals on nominating candidates for the Board of Directors.

4. Notice of and Information for the General Meeting

4.1. A notice of the General Meeting is published on the Company Website at <https://rosseti-lenenergo.ru/> (the "Website") at least thirty (30) days before the date of the meeting, or, where paragraphs 2 and 8 of Article 53 of the Federal Law *On Joint Stock Companies* so prescribe, at least fifty (50) days before the date of the General Meeting.

A notice of the General Meeting convened by the Board of Directors may also be delivered to the persons entitled to participate in the General Meeting and recorded in the Company's shareholder register in one or more of the following ways:

1) by sending an electronic message with the notice of the General Meeting to the email address of the relevant person recorded in the Company's shareholder register;

2) by sending a text message describing the procedure for familiarization with the notice of the General Meeting to the contact telephone number or e-mail address recorded in the Company's shareholder register.

4.2. Information (materials) with respect to the agenda are made available to the persons entitled to participate in the General Meeting within twenty (20) days or, if the agenda contains items related to reorganization of the Company, within thirty (30) days before the date of the General Meeting. Such information (materials) are made available at the office of the Company's executive body or any other location specified in the notice of the General Meeting, and posted on the Website. The Company seeks to ensure the availability of materials for the General Meeting at least thirty (30) days prior to the date of such meeting.

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

4.3. The notice of the General Meeting and information (materials) on the agenda of the General Meeting shall be made available on the Website in Russian, and may also be available in English.

4.4. The information (materials) to be provided to the persons entitled to participate in the General Meeting shall include the following documents:

- annual report of the Company;
- annual accounting (financial) statements, including auditor's report;
- report of the Internal Audit Board on the results of the audit of the annual report, annual accounting (financial) statements, and related-party transactions report for the reporting year;
- substantiation of the proposed net profit distribution and assessment of its compliance with the Company's dividend policy;
- report on the Internal Audit carried out in the Company in accordance with Article 87.1 of the Federal Law *On Joint Stock Companies*;
- rationale for and explanatory notes on the proposed draft resolutions;
- information on who proposed each item on the agenda of the General Meeting;
- details of the candidate(s) to the Board of Directors and the Internal Audit Board (if such details are provided), including their job experience for the last five (5) years, or information about the candidates' failure to submit them, details of the nominating shareholders and

information about whether or not the candidates nominated for election to the relevant body of the Company have provided their written consents;

- if the Company needs to consider appointment of a management company or third-party manager as its sole executive body, details of such management company or third-party manager (including information about their relationship with the persons controlling the Company);

- information about the candidates for the Company's auditors that is sufficient to demonstrate their professional qualities and independence, including the name of the self-regulatory organization of auditors where the candidate for the Company's auditors is a member, a description of the procedures for the selection of auditors that ensure their independence and impartiality, and information about the proposed remuneration of the auditors for services in connection with the audit or other services (including information about fees and other expenses associated with the engagement of the auditors), and other material terms of contracts with the Company's auditors;

- draft amendments to the Company's Articles of Association (or a draft revised version of the Company's Articles of Association) if such amendments and supplements are introduced or approved, and comparative tables of the introduced amendments with the substantiation thereof;

- draft revised versions of the Company's regulations governing the activities of the Company's governance and control bodies (amendments and supplements to such regulations, if any), and comparative tables of the introduced amendments with the substantiation thereof;

- draft resolutions of the General Meeting;

- information about shareholder agreements entered into during the year preceding the date of the General Meeting;

- opinions of the Company's Board of Directors concerning major transactions;

- report about related-party transactions entered into by the Company during the reporting year;

- if related-party transactions are approved, the list of persons qualifying as related parties specifying why such persons qualify as related parties;

- in case of approval of an increase or decrease of the capital or approval of major transactions or related-party transactions, substantiation of respective resolutions shall be provided together with the explanation of changes in the shareholder structure that shall occur if such resolutions are adopted;

- information about the appraisal of the market value of assets (opinion of a self-regulatory organization on the appraiser's report) contributed as payment for additional share offering by the Company;

- the Board of Directors' position in respect of the agenda of the General Meeting;

- recommendations of the Company's Board of Directors regarding the distribution of profit and losses of the Company for the reporting year, including recommendations concerning the amount of a dividend on the Company's shares and procedure for the payment thereof;

- detailed information on the procedure for calculating dividends on preference shares for which the Company's Articles of Association set out a calculation procedure;

- information on corporate actions resulting in the impairment of dividend rights of shareholders and/or the dilution of shares, and court decisions establishing the use by shareholders of methods other than dividends or liquidation value to receive income at the expense of the Company;

- information about other material terms of contracts with the Company's auditors;

- directions for travelling to the venue of the General Meeting;

- sample form of a power of attorney to be used by a shareholder wishing to appoint proxy and the procedure for certification thereof;

- other information (materials) provided for by the Russian law and the Company's Articles of Association.

The list of information (materials) to be provided to the persons entitled to participate in the General Meeting shall be determined subject to the items on the agenda of the General Meeting.

4.5. Shareholders may request additional clarification from the Company's officers regarding the items on the agenda of the General Meeting by:

- emailing their requests to the Company's Corporate Secretary to ir@lenenergo.ru ;
- completing the online form on the Company website (Shareholder Forum subsection of the General Meeting section);
- sending a request via the Company website (Shareholders and Investors section, Contact subsection, Shareholder Feedback tab).

5. Proposals regarding the Agenda of the General Meeting and Candidates for Election to the Company's Management Bodies

5.1. Shareholder(s) holding in aggregate at least two (2) percent of voting shares in the Company shall have the right to put issues on the agenda of the annual General Meeting and nominate candidates to the Board of Directors and the Internal Audit Board, the number of which may not exceed the authorized number of members on respective body, in the manner and time set out in the Articles of Association, the Federal Law *On Joint Stock Companies* and the Bank of Russia's Regulation On General Meetings of Shareholders No. 660-P of November 16, 2018 (Regulation No. 660-P). Such proposals shall be sent to the Company at least sixty (60) days after the end of reporting year.

5.2. Shareholder(s) who hold in aggregate at least 2 (two) percent of the voting shares in the Company may propose candidates to the Board of Directors at an extraordinary General Meeting, provided that the number of candidates does not exceed the number of members on the Board of Directors.

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

5.3. Proposals regarding the agenda of the General Meeting and candidates for election to the Company's bodies (jointly, the agenda proposals) shall be sent as set out in clause 3.5 hereof.

5.4. An agenda proposal may be sent by several shareholders acting jointly as set out in clause 3.6 hereof.

5.5. An agenda proposal may be sent by a shareholder registered as a shareholder in the Company's shareholder register or by nominee holders (several nominee holders may be engaged) as set out in clause 3.7 hereof.

5.6. To nominate candidates to the Board of Directors or the Internal Audit Board as prescribed by the Russian law, shareholders shall provide the following information about the nominees:

5.6.1. Surname, name, patronymic (if any);

5.6.2. Proof of identify details (series and/or number of the document, date and place of issue, issuing authority).

5.7. In addition to the information provided under clause 5.6 hereof, shareholders may provide the following information about the nominated candidates:

5.7.1. Nationality;

5.7.2. Place of residence (country, city);

5.7.3. Education (level, degree, name of university, year of graduation);

5.7.4. Principal place of employment (including the name of legal entity and office held);

5.7.5. employment record for five (5) years prior to the date of nomination (including the name of legal entities and offices held);

5.7.6. shares directly held in the Company or its subsidiaries (number of shares directly held by the candidate);

5.7.7. Whether the candidate is a member of the board of directors or collective executive body or other collective governance body of any other legal entity;

5.7.8. Whether the candidate is an official of any other economic entity, any other official of which is also nominated as a candidate to the Board of Directors of the Company

(information to be provided in respect of candidates to the Board of Directors of the Company);

5.7.9. Whether the candidate is a spouse, parent, son, daughter or a sibling of any officials (manager) of the Company (officials of the Company's managing organization);

5.7.10. Whether the candidate is a party to obligations with respect to the Company under the terms of which the candidate may acquire property (receive money) the value of which is ten (10) percent or more of the candidate's total annual income, except for receiving remuneration for participation in the activities of the Company's Board of Directors or the Internal Audit Board.

5.8. A proposal regarding a candidate to the Board of Directors or the Internal Audit Board shall be attached with the candidate's written consent to nomination to the respective body of the Company.

5.9. A proposal regarding the agenda of the General Meeting shall include the wording of each proposed item.

5.10. A proposal regarding the agenda of the General Meeting may include the wording of each proposed resolution.

5.11. The Board of Directors shall review the received proposals regarding the agenda items of the General Meeting or inclusion of candidates to the Board of Directors or the Audit Commission in the voting list for election to the relevant body of the Company, and resolve to include or refuse to include the proposed items in the agenda of the General Meeting, and resolve to include or refuse to include the proposed candidates in the voting list for election to the relevant body at least five (5) days after the deadline set out in clauses 5.1 and 5.2 hereof.

The Board of Directors may refuse to include the items proposed by a shareholder(s) into the agenda of the General Meeting, or refuse to include the nominated candidates in the voting list for election to the relevant body of the Company, for reasons set out in the Federal Law *On Joint Stock Companies* or other regulations of the Russian Federation.

The Company will not refuse to include an item(s) in the agenda of the General Meeting or to include a candidate to the Board of Directors or the Internal Audit Board in the voting list for election to the relevant body of the Company, if the shareholder's proposal contains misprints or other minor flaws, while the general content of the proposal describes the shareholder intent and proves their right to send such proposal.

5.12. A substantiated refusal of the Board of Directors to include an item in the agenda of the General Meeting or a candidate on the voting list for election to the relevant body of the Company shall be sent to the proposing shareholder(s) within three (3) days after such resolution.

5.13. Along with the items proposed by shareholders for the agenda of the General Meeting and candidates proposed by shareholders for election to the relevant body, the Board of Directors may include items in the agenda of the General Meeting and/or candidates in the voting list for election to the relevant body of the Company at its sole discretion. The number of candidates proposed by the Board of Directors may not exceed the number of the then current Board members.

5.14. A candidate for election to the Company's bodies may withdraw at any time by giving a notice in writing to the Company. If the Company receives a candidate's written refusal from election before the Board of Directors has approved the text and form of the voting ballots for election to the relevant body of the Company, the Board of Directors has the right not to include such candidate in the voting ballot.

5.15. If the Company receives a candidate's written refusal from election after the Board of Directors has approved the text and form of the voting ballots for election to the relevant body of the Company, the Chairperson of the General Meeting shall declare the fact of receipt of refusal(s) from candidates included in the voting ballot at the time of discussing respective agenda item at the General Meeting.

5.16. The Company shall send a letter to each candidate nominated for election to the Board of Directors or the Internal Audit Board, informing a candidate to which body of the

Company they were, who nominated them, the number (percentage) of voting shares in the Company held by the nominating shareholders, with the questionnaire attached to be completed by the candidate to the Board of Directors or the Internal Audit Board and submitted to the Company.

5.17. When a shareholder whose shares are kept in a custody account with a custodian proposes items for the agenda of the annual General Meeting or nominates a candidate for election to the Board of Directors or the Internal Audit Board, such shareholder shall prove that they own the number of shares as specified in clauses 5.1 and 5.2 hereof by providing a statement of such custody account with a custodian duly licensed to operate in Russia.

5.18. The notice of General Meeting shall include information on persons who proposed each agenda item of the General Meeting or who nominated the candidates, if the General Meeting elects the governing or control bodies of the Company.

6. Registration of Persons Entitled to Participate in the General Meeting.

6.1. The persons entitled to participate in the General Meeting shall be registered by the person performing the functions of the Tallying Commission (hereinafter referred to as the Tallying Commission) at the venue of the General Meeting specified in the notice of the meeting. If so is provided for in the notice of the General Meeting, shareholders may also register to participate in the meeting on the Website specified in the notice.

The Company engages the Registrar to perform as the Tallying Commission at the General Meeting. The Registrar, performing as the Tallying Commission, shall be governed by the Russian law, the Articles of Association and the Company's regulations governing the preparation for and holding of the General Meeting.

Registration of persons entitled to participate in the General Meeting shall commence at the time specified in the notice of the General Meeting.

6.2. Persons (their representatives) entitled to participate in the General Meeting shall register in order to participate in the General Meeting held in person.

If voting on the agenda items of the General Meeting held in person may be carried out by sending the completed voting ballots to the Company and/or by completing the electronic form of ballots on the Website at the address specified in the notice of the General Meeting (if such an opportunity is provided for by a resolution of the Board of Directors), the persons whose ballots have been received or whose electronic form of ballots has been completed no later than two (2) days prior to the date of the General Meeting will be registered for participation in the General Meeting.

The persons entitled to participate in the General Meeting held in person, whose ballots were received and/or whose electronic form of ballots was completed on the Website at least two (2) days prior to the date of the General Meeting, may attend the General Meeting.

6.3. For the purpose of registration, a shareholder (shareholder's representative or legal successor) who has arrived at the General Meeting shall present a passport or any other proof of identify.

When registering to participate in the General Meeting, the shareholders' representatives, in addition to their proof of identify, shall present to the Tallying Commission a power of attorney for voting issued in accordance with the requirements set forth in the Civil Code of the Russian Federation and the Federal Law *On Joint Stock Companies* or a notarized copy thereof.

If a sole executive body being an individual is registered to participate in the General Meeting as a representative of a corporate shareholder, in addition to the proof of identify of the shareholder's sole executive body, the Tallying Commission shall be provided with a copy of minutes (extract from the minutes) of the authorized body's meeting containing the resolution on the appointment of the sole executive body duly certified by the corporate shareholder.

When registering to participate in the General Meeting, legal successors of shareholders, in addition to their proof of identify, shall present to the Tallying Commission with notarized copies of the documents confirming the legal succession.

The list of documents to certify the powers of representatives or legal successors of persons who are on the list of the persons entitled to participate in the General Meeting, is defined in accordance with the Russian law

In the event of failure to present the documents specified above, a shareholder's legal successor or representative may not participate in the General Meeting.

6.4. The persons entitled to participate in the General Meeting shall be registered provided that the persons who have arrived to participate in the General Meeting are identified by comparing the data contained in the list of persons entitled to participate in the General Meeting with the data specified in the documents presented by such persons.

6.5. Upon registration, a person participating in the General Meeting shall be provided with ballots for voting on the agenda items.

At the request of persons who register for participation in the General Meeting, whose ballots were not received by the Company or received in less than two (2) days prior to the meeting, voting ballots with are issued with a note of re-issuance.

6.6. The registration of persons entitled to participate in the General Meeting shall end when the Chairperson of the General Meeting announces the completion of the discussion of the last item on the agenda of the General Meeting for which there is a quorum.

7. Opening of the General Meeting

7.1. At the start time of the General Meeting as specified in the notice of the General Meeting, a representative of the Tallying Commission (the Registrar) of the Company shall announce whether there is a quorum with respect to the items on the agenda of the General Meeting.

7.2. The General Meeting shall be duly constituted (quorate) if attended by shareholders holding in aggregate more than half of the votes attached to the Company's outstanding voting shares.

If the agenda of the General Meeting includes items to be voted on by a different composition of voters, the quorum for passing resolutions on such items shall be determined separately.

In this case, the absence of a quorum for passing resolutions on the items that are voted on by one composition of voters does not prevent passing resolution on the items that are voted on by another composition of voters for which a quorum is present.

For approval of a related-party transaction, the quorum is constituted by the holders of voting shares in the Company who are not related to the transaction nor controlled by persons related to the transaction, who represent more than half of the votes of holders of voting shares in the Company who are not related to the transaction nor controlled by persons related to the transaction.

7.3. If there is a quorum for at least one of the items on the agenda of the General Meeting, the Chairperson of the General Meeting shall declare the meeting open.

7.4. The General Meeting which is quorate only for certain items on the agenda at the time of its opening may not be closed if any persons whose registration provides a quorum enabling the adoption of resolutions on other items on the agenda of the General Meeting have been registered by the registration closing time.

7.5. If by the start time of the General Meeting there is no quorum for any item on the agenda of the General Meeting, the Chairperson of the General Meeting shall announce the postponement of opening of the General Meeting for 2 (two) hours.

The opening of the General Meeting may not be postponed more than once.

If, 2 (two) hours after the announcement that the opening of the General Meeting is postponed, no persons have registered whose registration provides a quorum for at least one of

the items on the agenda of the General Meeting, the Chairperson of the General Meeting shall announce that the General Meeting has failed to take place.

If, 2 (two) hours after the announcement that the opening of the General Meeting is postponed, any persons have registered whose registration provides a quorum for at least one of the items on the agenda of the General Meeting, the Chairperson of the General Meeting shall declare the General Meeting open.

7.6. If a quorum required to hold the annual General Meeting is not present, an adjourned General Meeting shall be held with the same agenda as prescribed by the Federal Law *On Joint Stock Companies*.

If a quorum required to hold an extraordinary General Meeting is not present, an adjourned General Meeting may be held with the same agenda as prescribed by the Federal Law “*On Joint Stock Companies*”.

8. Procedures at the General Meeting

8.1. Persons reporting at the General Meeting shall comply with the following time limits on speeches:

report on items on the agenda - up to 30 minutes;

co-report - up to 20 minutes;

debates - 5 minutes;

questions and explanations - 2 minutes each.

The Chairperson of the General Meeting may extend the report time specified in this clause.

8.2. When the General Meeting is held in person (in the form of joint attendance of shareholders to discuss agenda items and adopt resolutions on the items put to a vote), information and communication technologies may be used to enable remote participation in the General Meeting, discussion of agenda items and adoption of resolutions on the items put to a vote, without the actual presence at the venue of the General Meeting.

8.3. A shareholder wishing to participate in the debate on the items on the agenda of the General Meeting shall send a written request to the Secretary of the General Meeting.

The request shall be signed by the shareholder (shareholder's representative) and include the surname, name, patronymic (if any) or the corporate name of the shareholder (shareholder's representative), the agenda item on which the shareholder wishes to speak, and the postal address or e-mail address for sending a response.

8.4. Any shareholder present at the General Meeting may ask the Chairperson (Presidium) of the General Meeting any questions concerning the agenda of the General Meeting.

8.5. The question shall be signed by the shareholder (shareholder's representative) and sent in writing to the Secretary of the General Meeting. In addition to the wording of the question, the shareholder (shareholder's representative) shall indicate its surname, name, patronymic (if any) and the name of corporate shareholder, if he/she represents a legal entity, postal address or e-mail address for sending a response.

8.6. The Secretary of the General Meeting shall deliver the requests and questions received from shareholders to the Chairperson of the General Meeting.

8.7. The Company will respond in writing to questions received from shareholders at the General Meeting, which are not related to the agenda of the General Meeting, within thirty (30) days from the date of the General Meeting.

8.8. If by the time of opening the General Meeting there is a quorum only for certain items on the agenda, at the end of discussion of the last of such items, a representative of the Tallying Commission or other person performing the functions of the Tallying Commission shall announce whether there is a quorum or not for other items on the agenda.

8.9. The CEO, the Chief Accountant, members of the Internal Audit Board, a member of the Board of Directors who heads the Audit Committee of the Board of Directors, and the Auditor are invited to the General Meeting.

8.10. The Company invites candidates nominated for election to the Board of Directors or the Internal Audit Board to attend the General Meeting.

8.11. After the end of the discussion of all items on the agenda of the General Meeting for which there is a quorum, the Chairperson of the General Meeting shall announce the end of discussion of the items on the agenda and the closing of registration of persons participating in the General Meeting.

8.12. Before the discussion of the agenda item concerning election of members of the Company's Board of Directors, the representative of the person performing the functions of the Tallying Commission shall announce the number of cumulative votes cast for each of the candidates included in the voting list based on the ballots received or the electronic form of which was completed on the website no later than two (2) days prior to the date of the General Meeting.

9. Voting at the General Meeting

9.1. Voting at the General Meeting held in the form of joint attendance shall be carried out in accordance with the procedure set forth in the Federal Law *On Joint Stock Companies*, other legal regulations, the Company's Articles of Association and these Regulations.

9.2. Voting on the items on the agenda of the General Meeting shall be carried out using voting ballots.

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

9.3. Persons registered for participation in the General Meeting held in person may vote on all items on the agenda from the time the General Meeting opens until it closes, and if voting results and resolutions passed are announced at the General Meeting, from the time the General Meeting opens until the time of commencement of vote count.

9.4. The Board of Directors may resolve that a person entitled to participate in the General Meeting may fill out electronic ballot on the Website using the address specified in the notice of the General Meeting. Shareholder may fill out electronic ballots on the Website during the General Meeting, if they fail to otherwise exercise their right to participate in such meeting. When completing electronic ballots on the Website, the date and time of filling shall be recorded.

Shareholders who registered to participate in the meeting, including on the Website specified in the notice of the General Meeting, and shareholders whose ballots were received and/or whose electronic form of ballots was completed on the Website specified in the notice of the General Meeting at least two (2) days prior to the General Meeting, shall be deemed to have taken part in the General Meeting.

9.5. After the end of the discussion of the last item on the agenda of the General Meeting (the last item on the agenda for which there is a quorum), the persons who have not voted up until that time shall have 30 (thirty) minutes to vote.

Any person who has completed a voting ballot may, before the General Meeting is closed, request that a copy of the ballot completed by such person be produced and certified by the Company's Tallying Commission by submitting respective written request. If there is a technical possibility to produce and certify a copy of the completed ballot during the General Meeting, the copy of the completed ballot certified by the Tallying Commission shall be delivered to the person before the General Meeting is closed, or, otherwise, within a reasonable time after the General Meeting is closed. Copies of the completed ballots shall be produced at the expense of the Company.

9.6. Upon expiry of the voting time specified in clause 9.5 hereof, the Chairperson announces the commencement of vote counting.

10. Tallying and Announcement of the Voting Results at General Meetings of Shareholders. Closing of the General Meeting

10.1. The Tallying Commission shall count the votes and summarize the voting results on the agenda items of the General Meeting in accordance with the requirements of the applicable laws.

10.2. Resolutions adopted by the General Meeting and the voting results may be announced at the General Meeting during which such voting takes place and shall be communicated as the Voting Results Report to the persons included in the list of the persons entitled to participate in the General Meeting in the same manner as prescribed by the Company's Articles of Association for notification of the General Meeting within four (4) business days after the closing date of the General Meeting or the deadline for submission of ballots, if the General Meeting of the Company is held in the form of absentee voting.

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

10.3. After the announcement of the results of voting on the agenda items of the General Meeting, if they are announced at the General Meeting, the Chairperson shall declare the General Meeting closed.

11. General Meeting Held in the Form of Absentee Voting.

11.1. Voting on the agenda items of the General Meeting held in the form of absentee voting shall be carried out using voting ballots.

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

11.2. Completed voting ballots shall be submitted to the Company before or on the deadline for submission of ballots as set by resolution to convene and hold the General Meeting adopted pursuant to the Federal Law *On Joint Stock Companies* and these Regulations.

11.3. Shareholders whose ballots were received and/or whose electronic form of ballots was completed on the Website specified in the notice of the General Meeting (if such an opportunity was provided for by the resolution of the Company's Board of Directors) before the deadline for submission of ballots to the Company specified therein, and shareholders who, in accordance with the rules of the Russian securities law, have given instructions on voting to persons keeping records of their rights to shares, if communications expressing their intent were received before the deadline for submission of ballots, shall be deemed to have taken part in the General Meeting held in the form of absentee voting.

If the deadline for submission of completed voting ballots falls on a non-business day, the deadline for submission of completed voting ballots shall be the following business day.

The deadline for submission of voting ballots shall expire on the day when the voting ballots stop being accepted, at the hour when the Company's working day ends in accordance with the established rules.

11.4. The completed voting ballots may be sent to the Company by registered mail, delivered personally against signed receipt to the CEO, the Chairperson of the Board of Directors, the Corporate Secretary or any other person authorized by CEO to receive correspondence addressed to the Company, or be sent to the Company's Registrar or to the e-

mail address determined by the resolution of the Board of Directors in preparation for the General Meeting. If the Company's Board of Directors adopts the relevant resolution, the electronic form of voting ballots may also be completed on the Website determined by the relevant resolution of the Company's Board of Directors and specified in the notice of the General Meeting of the Company.

11.5. The CEO shall arrange for the collection, safekeeping and transfer of the completed voting ballots to the Tallying Commission.

11.6. To complete a ballot, an individual shareholder shall indicate his/her surname, name and patronymic (if any), and a corporate shareholder shall indicate the full business name of the legal entity.

11.7. To complete a ballot, a representative of an individual shareholder shall indicate his/her surname, name and patronymic (if any), as well as the details of the power of attorney (other document confirming his/her authority); a representative of a corporate shareholder shall indicate his/her surname, name and patronymic (if any), as well as his/her position or details of the power of attorney (other document confirming his/her authority).

11.8. A shareholder's representative shall attach the voting ballot with a power of attorney (a notarized copy thereof) or other document under which he/she acts.

11.9. The General Meeting held in the form of absentee voting shall be duly constituted (quorate) if, no later than the deadline for submission of the voting ballots, the Company has received ballots from shareholders holding in aggregate more than half of the votes attached to the Company's outstanding voting shares.

12. Working Bodies of the General Meeting of the Company

12.1. The working bodies of the General Meeting are as follows:

- a) Chairperson of the General Meeting;
- b) Tallying Commission;
- c) Secretary of the General Meeting.

12.2. The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting.

If the Chairperson of the Board of Directors is not present at the General Meeting, the functions of the Chairperson of the General Meeting shall be performed by the Deputy Chairperson of the Board of Directors.

If the Chairperson of the Board of Directors and his/her Deputy are not present at the General Meeting, any member of the Board of Directors may preside at the General Meeting by resolution of the members of the Board of Directors present at the General Meeting.

12.3. The Chairperson of the General Meeting shall open and close the meeting, announce the agenda of the General Meeting and the order of presentations and reports on the agenda items, announce the end of discussion of the agenda items and the commencement of vote counting, ensure compliance with the procedure for holding the General Meeting as prescribed by these Regulations, and sign the minutes of the General Meeting.

12.4. The functions of the Company's Tallying Commission at the General Meeting shall be performed by a professional securities market operator having a license to carry out register-keeping activities, being the holder of the Company's register of shareholders (the Company's Registrar).

12.5. The Tallying Commission shall perform the following functions:

- a) verify the powers of and register persons participating in the General Meeting (shareholders and their representatives);
- b) determine whether the General Meeting has a quorum;
- c) explain any issues arising in connection with the exercise by Company's shareholders (their representatives) of their right to vote at the General Meeting;
- d) explain the procedure for voting on matters put to a vote;

- e) ensure compliance with the established procedure for voting and exercising the rights of the Company's shareholders to participate in voting;
- f) count votes and tally the voting results;
- g) make the voting record;
- h) communicate voting results to the Company's shareholders;
- i) transfer voting ballots to the archive;
- j) other functions pursuant to the Russian law, the Company's Articles of Association and the agreement between the Company and the Registrar.

12.6. The Company's Corporate Secretary shall perform the functions of the Secretary of the General Meeting, unless otherwise resolved by the Board of Directors.

If the Company's Corporate Secretary is unable to perform the functions of the Secretary of the General Meeting, the Secretary of the General Meeting shall be elected by the Board of Directors when resolving issues pertaining to the preparation for the General Meeting.

12.7. The Secretary of the General Meeting shall perform the following functions:

- a) receive requests from persons participating in the General Meeting for the right to speak in the debate on the meeting agenda items, and receive questions;
- b) deliver the requests and questions received from shareholders to the Chairperson of the General Meeting;
- c) record the progress of the General Meeting (key points of presentations and reports);
- d) sign the minutes of the General Meeting and the voting report and extracts thereof;
- e) other functions pursuant to the Articles of Association, these Regulations and Regulations for the Corporate Secretary of PJSC "Rosseti Lenenergo".

13. Minutes of the General Meeting

13.1. The minutes of the General Meeting shall be made in two (2) original copies within three (3) days after the General Meeting is closed. Both copies shall be signed by the Chairperson of the General Meeting and the Secretary of the General Meeting.

13.2. The minutes of the General Meeting shall include:

- a) full corporate name and location of the Company;
- b) type of the General Meeting (annual, extraordinary, adjourned annual, or adjourned extraordinary meeting);
- c) format of the General Meeting (in person or in absentia);
- d) date of determining (recording) the persons entitled to participate in the General Meeting;
- e) date of the General Meeting;
- f) Venue of the General Meeting held in person (address);
- g) agenda of the General Meeting;
- h) start and end time of registration of persons entitled to participate in the General Meeting;
- i) time of opening and closing of the General Meeting held in person, and the time of commencement of the vote count, if the resolutions adopted by the General Meeting and the voting results were announced at the General Meeting;
- j) postal address(es), e-mail address(es) to which completed voting ballots were sent (could be sent), and the Website address, if the General Meeting provided for completing electronic ballots on the Website;
- k) votes held by the persons listed as entitled to participate the General Meeting in relation to each agenda item of the General Meeting;
- l) votes attaching to the Company's voting shares in relation to this item on the agenda of the General Meeting and determined subject to paragraph 4.24 of the Bank of Russia's Regulation No. 660-P;
- m) votes held by the persons who participated in the General Meeting in relation to each agenda item of the General Meeting indicating whether there was a quorum;

- n) number of votes cast for each voting option (“for”, “against” or “abstained”) on each agenda item of the General Meeting which had a quorum;
- o) wording of the resolutions passed by the General Meeting on each agenda item;
- p) key points of reports and the names of speakers on each agenda item of the General Meeting held in person;
- q) Chairperson (Presidium) of the General Meeting and Secretary of the General Meeting;
- r) person who verified the adoption of decisions by the General Meeting and the persons present at the time of adoption;
- s) date of the minutes of the General Meeting.

13.3. Minutes of the General Meeting shall be attached with:

- a) voting record of the General Meeting;
- b) documents adopted or approved by the General Meeting;

13.4. The voting record of the General Meeting shall include:

- a) full corporate name and location of the Company;
- b) type of the General Meeting (annual, extraordinary, adjourned annual, or adjourned extraordinary meeting);
- c) format of the General Meeting (in person or in absentia);
- d) date of determining (recording) the persons entitled to participate in the General Meeting;
- e) date of the General Meeting;
- f) Venue of the General Meeting held in person (address);
- g) agenda of the General Meeting;
- h) start and end time of registration of persons entitled to participate in the General Meeting;
- i) time of opening and closing of the General Meeting held in person, and the time of commencement of the vote count, if the resolutions adopted by the General Meeting and the voting results were announced at the General Meeting;
- j) votes held by the persons listed as entitled to participate the general meeting in relation to each agenda item of the General Meeting;
- k) votes attaching to the Company’s voting shares in relation to such agenda item on the General Meeting and counted subject to paragraph 4.24 of the Bank of Russia’s Regulation No. 660-P;
- l) votes held by the persons who participated in the General Meeting in relation to each agenda item of the General Meeting indicating whether there was a quorum;
- m) number of votes cast for each voting option (“for”, “against” or “abstained”) on each agenda item of the General Meeting which had a quorum;
- n) votes cast for each agenda item of the General Meeting which were not tallied due to the invalidation of ballots or for other reasons;
- o) full corporate name and location of the Company’s Registrar and names of its authorized representatives;
- p) wording of the resolutions passed by the General Meeting on each agenda item;
- q) date of issue voting record of the General Meeting.

13.5. The voting record of the General Meeting shall be signed by the authorized representatives of the Company's Registrar.

13.6. The voting report of the General Meeting shall include:

- a) full corporate name and location of the Company;
- b) type of the General Meeting (annual, extraordinary, adjourned annual, or adjourned extraordinary meeting);
- c) format of the General Meeting (in person or in absentia);
- d) date of determining (recording) the persons entitled to participate in the General Meeting;
- e) date of the General Meeting;
- f) Venue of the General Meeting held in person (address);

- g) agenda of the General Meeting;
- h) votes held by the persons listed as entitled to participate the general meeting in relation to each agenda item of the General Meeting;
- i) votes attaching to the Company's voting shares in relation to such agenda item on the General Meeting and counted subject to paragraph 4.24 of the Bank of Russia's Regulation No. 660-P;
- j) votes held by the persons who participated in the General Meeting in relation to each agenda item of the General Meeting indicating whether there was a quorum;
- k) number of votes cast for each voting option ("for", "against" or "abstained") on each agenda item of the General Meeting which had a quorum;
- l) wording of the resolutions passed by the General Meeting on each agenda item;
- m) full corporate name and location of the Company's Registrar and names of its authorized representatives;
- n) Chairperson of the General Meeting and the Secretary of the General Meeting.

13.7. The voting report of the General Meeting shall be signed by the Chairperson of the General Meeting and the Secretary of the General Meeting.

13.8. The voting report is published on the Website within one (1) business date after the date of drawing up thereof.

13.9. The Minutes of the General Meeting which resolved on electing the Board of Directors shall include information as to which of the elected members of the Board of Directors were elected as independent directors.

13.10. If the agenda of the General Meeting includes approval of a related-party transaction, the minutes of the General Meeting, the Tallying Commission's voting record of the General Meeting and the voting report of the General Meeting shall include:

- a) number of votes held by persons not interested in the transaction nor controlled by persons interested in the transaction, who participated in the General Meeting and were on list of persons entitled to participate in the General Meeting;
- b) number of votes cast for each voting option ("for", "against" or "abstained") on each agenda item.

14. Financing of General Meeting

14.1. Expenses pertaining to the preparation for and holding of the General Meeting shall be covered by the Company in accordance with the cost estimates approved by the Board of Directors, and included in the Company's budget.

14.2. The CEO shall submit a report to the Board of Directors on the expenditure of funds in connection with the preparation for and holding of the General Meeting within two (2) months after the General Meeting.

14.3. If an extraordinary General Meeting is held by persons requesting its convocation, the costs related to the preparation for and holding of such meeting shall be paid by such persons.

By resolution of the General Meeting the Company may reimburse the documented expenses of the above persons in connection with the preparation for and holding of the General Meeting.

15. Final Provisions

15.1. If, as a result of any regulatory changes in the Russian Federation, any provision of these Regulations come into conflict with any law or regulation, such provision shall cease to have effect, and the Company shall be governed by the laws and regulations of the Russian Federation until these Regulations are amended.

15.2. If all voting shares of the Company are held by a sole shareholder, these Regulations shall not apply, and resolutions on matters reserved to the General Meeting shall be adopted by

such sole shareholder (the authorized governance body of the shareholder), executed in writing and communicated to the Company.