

**Summary of Amendments
to the Regulation for the General Meeting of PJSC “Rosseti Lenenergo”**

No.	Wording of the effective provision	Proposed amendments or restatements	Rationale for the amendment or restatement
Article 1. General Provisions			
1.	<p>Clause 1.3 reads as follows: “The General Meeting is governed by Russian laws, the Company’s Articles of Association, and these Regulations.”</p>	<p>Clause 1.3 of Article 1 to be restated to read as follows: “The competence of the General Meeting of Shareholders is defined in the Federal Law On Joint Stock Companies.” “The General Meeting of Shareholders may not address or resolve on matters not reserved to it by the Federal Law <i>On Joint Stock Companies.</i>” Clause 1.4. to be added reading as follows: “The Company offers all shareholders equal opportunity to participate in the General Meeting.” New paragraph to be added to Clause 1.5. reading as follows: “If any matter regarding convocation, preparation for and holding of the General Meeting of Shareholders 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.”</p>	<p>The wording is extended with new provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).</p>
Article 2. Convening and Preparing for a General Meeting			
2.	<p>Clause 2.1 reads as follows: “Any resolution to convene the General Meeting of Shareholders shall be adopted by the Company’s Board of Directors.”.</p>	<p>Clause 2.1 to be amended to read as follows: “2.1. Any resolution to convene the General Meeting of Shareholders 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 of Shareholders concurrently with resolving</p>	<p>The wording is extended with new provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice</p>

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		<p>to convene the General Meeting of Shareholders 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.”</p> <p>Clauses 2.2 and 2.3 to be amended to read as follows:</p> <p>2.2. The Board of Directors may resolve on matters of preparation for and holding of the General Meeting of Shareholders concurrently with resolving to convene the General Meeting of Shareholders 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.</p> <p>2.3. The General Meeting of Shareholders may adopt resolutions via absentee voting.</p> <p>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.”</p>	<p>as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).</p>
Article 3. Procedures to Convene an Extraordinary General Meeting			
3.	N/a	<p>Clauses from 3.4. to 3.11. added reading as follows:</p> <p>“3.4. If, within five (5) days from the date of a request to convene an extraordinary General Meeting of Shareholders, the Board of Directors fails to resolve to convene an extraordinary General Meeting of Shareholders or refuses to convene it, the persons</p>	<p>New provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice as required by Federal Law</p>

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		<p>requesting the meeting may enforce the Company via court to hold an extraordinary General Meeting of Shareholders.</p> <p>3.5. A request for an extraordinary General Meeting of Shareholders may be sent as follows:</p> <p style="padding-left: 40px;">a) sent by post or courier service to the Company's address recorded in the Unified State Register of Legal Entities;</p> <p style="padding-left: 40px;">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;</p> <p style="padding-left: 40px;">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;</p> <p style="padding-left: 40px;">d) emailed to ir@lenenergo.ru, signed with digital signature, as prescribed by the Russian law.</p> <p>3.6. A request for an extraordinary General Meeting of Shareholders may be sent by multiple shareholders acting jointly as follows:</p> <ul style="list-style-type: none"> - 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; 	<p>No. 208-FZ of December 26, 1995 (On Joint Stock Companies).</p>

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		<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> - 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. <p>3.8. If a request for an extraordinary General Meeting of Shareholders 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.</p> <p>3.9. The persons who convene an extraordinary General Meeting of Shareholders under clause 3.1 hereof pursuant to a court decision, shall use their own efforts to prepare for and hold the extraordinary General Meeting of Shareholders, or, if they so request, the extraordinary General Meeting may be convened based on a court order by a body of the</p>	

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		<p>Company or any other person, subject to their consent.</p> <p>3.10. An extraordinary General Meeting of Shareholders may be convened on the initiative of the Board of Directors.</p> <p>3.11. When a shareholder whose shares are kept in a custody account with a custodian sends a request for an extraordinary General Meeting of Shareholders, 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.</p> <p>3.12. If the proposed agenda of an extraordinary General Meeting includes election of members of the Board of Directors, the General Meeting of Shareholders shall be held within seventy-five (75) days from the date of the request for an extraordinary General Meeting of Shareholders. And the Board of Directors shall set a deadline for accepting shareholder proposals on nominating candidates for the Board of Directors.”</p>	
Article 4. Notice of and Information for the General Meeting			
4.	<p>4.1.1. The information (materials) to be provided to the persons entitled to participate in the General Meeting of the Company shall include the following documents:</p> <ul style="list-style-type: none"> – the Company’s annual report and the opinion of the Company’s Internal Audit Commission on the results of the audit thereof; – the annual accounting (financial) statements, including the auditor’s report, the report of the 	<p>4.4. The information (materials) to be provided to the persons entitled to participate in the General Meeting of Shareholders shall include the following documents:</p> <ul style="list-style-type: none"> – 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 	<p>The wording is extended with new provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).</p>

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	<p>Internal Audit Commission on the results of the audit of such statements;</p> <ul style="list-style-type: none"> – substantiation of the proposed net profit distribution; – report on the Internal Audit carried out in the Company in accordance with Article 87.1 of the Federal Law On Joint Stock Companies; – substantiations and explanatory notes on the proposed draft resolutions; – information on who has proposed each of the agenda items for the General Meeting; – details of the candidate(s) to the Company’s Board of Directors (if such details are submitted) or information on the candidates’ failure to submit them, details of the candidates to the Company’s Internal Audit Commission, details of shareholders who nominated such candidates, and information whether written consents of the nominated candidates for election to the relevant body of the Company were obtained or not; – if the Company considers the transfer of powers of the Company’s CEO to a managing organization or manager, details of such managing organization or 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- 	<p>(financial) statements, and related-party transactions report for the reporting year;</p> <ul style="list-style-type: none"> – 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 <i>On Joint Stock Companies</i>; – rationale for and explanatory notes on the proposed draft resolutions; – information on who proposed each item on the agenda of the General Meeting of Shareholders; – 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- 	

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	<p>regulatory organization of auditors where the candidate for the Company’s auditors is a member, a description of the procedures used in the selection of external auditors that ensure their independence and objectivity, and information on the proposed remuneration of external auditors for audit and non-audit services (including information on compensatory payments and other expenses associated with the engagement of the auditor) and other material terms of contracts entered into with the Company’s auditors;</p> <ul style="list-style-type: none"> – draft amendments and supplements 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 internal regulations that govern the activities of the Company’s governing and supervision bodies (amendments and supplements to such internal regulations if any), and comparative tables of the introduced amendments with the substantiation thereof; – draft resolutions of the General Meeting; – information on shareholder agreements entered into during the year prior to the date of the General Meeting; 	<p>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;</p> <ul style="list-style-type: none"> – 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 of Shareholders; – information about shareholder agreements entered into during the year preceding the date of the General Meeting of Shareholders; – opinions of the Company’s Board of Directors concerning major transactions; 	

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	<ul style="list-style-type: none"> – opinions of the Company’s Board of Directors concerning major transactions; – a report on interested-party transactions entered into by the Company during the reporting year, an opinion of the Company’s Internal Audit Commission on the reliability of data contained therein; – recommendations of the Company’s Board of Directors concerning the distribution of profit and losses of the Company for the financial year, including recommendations concerning the amount of a dividend on the Company’s shares and procedure for the payment thereof; – travel directions to the venue of the General Meeting; – a sample form of a power of attorney that a shareholder may issue to his/her representative and the procedure for certification thereof; – information (materials) provided for by the Russian laws and the Company’s Articles of Association. <p>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.</p>	<ul style="list-style-type: none"> – 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 of Shareholders; – 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 about the procedure for calculating dividends on preference shares for which the Company's Articles of Association set out a calculation procedure; 	

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		<ul style="list-style-type: none"> – information about 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 of Shareholders; – 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. <p>The list of information (materials) to be provided to the persons entitled to participate in the General Meeting of Shareholders shall be determined subject to the items on the agenda of the General Meeting of Shareholders.</p>	
5	N/a	<p>Clause 4.5. added reading as follows:</p> <p>“4.5. Shareholders may request additional clarification from the Company’s officers regarding the items on the agenda of the General Meeting of Shareholders by:</p> <ul style="list-style-type: none"> – emailing their requests to the Company’s Corporate Secretary to ir@lenenergo.ru ; 	Information updated about ways to request clarification at the Company.

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		<ul style="list-style-type: none"> – completing the online form on the Company website (Shareholder Forum subsection of the General Meeting of Shareholders section); – sending a request via the Company website (Shareholders and Investors section, Contact subsection, Shareholder Feedback tab).” 	
Article 5. Proposals regarding the Agenda of the General Meeting of Shareholders and Candidates for Election to the Company’s Management Bodies.			
6.	N/a	Article 5 added titled Proposals regarding the Agenda of the General Meeting of Shareholders and Candidates for Election to the Company’s Management Bodies.	New provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).
7.	N/a	New articles from 6 to 10 are created to better define procedures addressed in clauses from 5.1. to 5.5., with the wording amended.	New provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).
Article 11. General Meeting of Shareholders Held in the Form of Absentee Voting			
8.	N/a	Clause 11.2. added reading as follows: “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	New provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best

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		General Meeting of Shareholders adopted pursuant to the Federal Law <i>On Joint Stock Companies</i> and these Regulations.”	corporate governance practice as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).
9.	<p>6.9. Resolutions adopted by the General Meeting and the voting results shall be communicated in the Voting Report available to the persons included in the list of persons entitled to participate in the General Meeting in the same manner as prescribed for notification of the General Meeting, within four business days after the deadline for submission of ballots.</p> <p>If a person registered in the Company’s register of shareholders was a nominee shareholder at the date of recording the persons entitled to participate in the General Meeting, the information contained in the Voting Report shall be provided to the nominee shareholder in accordance with the rules contained in the Russian securities law about providing information and materials to persons exercising rights with respect to securities.</p>	The provision was deleted.	Same as paragraph 10.2.
10.	N/a	Article 13 added titled Minutes of the General Meeting of Shareholders.	New provisions added for the Regulations to be aligned with the similar Regulations of PJSC “Rosseti” and to follow best corporate governance practice as required by Federal Law No. 208-FZ of December 26, 1995 (On Joint Stock Companies).
11.	N/a	For website or online communications terms “website” and “online” are used.	-

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		<p>In these Regulations, the auditor may be called “(the) auditors” or the “audit entity”.</p> <p>In these Regulations, “chief executive officer” is used instead of the “sole executive body”.</p> <p>Technical errors were removed, style was improved, and terms were aligned with the legal requirements.</p>	