

APPROVED
by the Resolution of January 25, 2021
by the Board of Directors
of "Rosseti Lenenergo", PJSC
(Minutes No. 50 of January 27, 2021)

"ROSSETI LENENERGO", PJSC
REGULATION ON THE CORPORATE SECRETARY

Saint Petersburg
2021

Contents

1. GENERAL.....	3
2. CANDIDATE REQUIREMENTS	3
3. APPOINTMENT, TERMINATION OF APPOINTMENT, REMUNERATION	4
4. FUNCTIONS, RIGHTS AND DUTIES	5
5. RESPONSIBILITIES	7
6. FINAL PROVISIONS.....	7
Annex 1. Corporate Secretary’s Report (Recommended form).....	8

1. GENERAL

1.1. This Regulation is developed in accordance with the requirements set forth in Federal Law No. 208-FZ *On Joint Stock Companies* of December 26, 1995, Federal Law No. 224-FZ *On Preventing Illegal Use of Inside Information and Market Manipulation, and on Amendments to Certain Laws of the Russian Federation* of July 27, 2010, other regulatory acts of the Russian Federation, the Articles of Association of "Rosseti Lenenergo", PJSC (hereinafter referred as the "Company"), the Listing Rules of the stock exchange where the Company's securities are traded, and other bylaws of the Company, and in accordance with recommendations set forth in the Corporate Governance Code approved by the Board of Directors of the Central Bank of the Russian Federation (Letter No. 06-52/2463 of April 10, 2014 of the Central Bank of the Russian Federation) (hereinafter referred to as the "Corporate Governance Code of the Bank of Russia").

1.2. This Regulation defines the status of the Corporate Secretary, requirements to a candidate, procedure for the appointment and termination of powers of the Corporate Secretary, his/her subordination and procedure for interaction with governance bodies and structural divisions of the Company, as well as other matters related to the activities of the Corporate Secretary.

1.3. The Company's Corporate Secretary is an official of the Company who ensures the Company's compliance with laws of the Russian Federation, the Articles of Association and bylaws of the Company that guarantee the exercise of the rights and lawful interests of the Company's shareholders.

1.4. The Corporate Secretary is governed by the laws of the Russian Federation, the Articles of Association and bylaws of the Company, resolutions of the General Meetings of Shareholders and the Board of Directors of the Company, and these Regulations.

1.5. The Corporate Secretary interacts with the governance bodies, structural divisions of the Company to the extent that is required for proper performance of the Corporate Secretary's functions established by these Regulations.

1.6. The governance bodies and heads of structural divisions of the Company assist the Corporate Secretary in the implementation of his/her functions in such manner and within such time as provided for in an administrative and organizational document of the Company to ensure timely and complete provision of information to the Corporate Secretary with a view of proper execution of functions assigned to him/her to support the activities of the Company's Board of Directors.

1.7. Information about the Corporate Secretary is published on the corporate website and in the Company's annual report to the same extent as the information disclosed in respect of the member of the Board of Directors and executive bodies of the Company.

2. CANDIDATE REQUIREMENTS

2.1. The Corporate Secretary shall have the knowledge, experience, and qualification sufficient for performance of his/her duties, impeccable professional reputation, and shall have the trust of the Board of Directors of the Company.

2.2. It is recommended that a person who meets the requirements specified below be appointed for the position of the Corporate Secretary:

- 1) higher, legal, economic, or business education;
- 2) at least 3 (three) years of overall experience in corporate governance;
- 3) knowledge of corporate law of the Russian Federation;
- 4) knowledge of specific aspects of operations, the Articles of Association, and bylaws of the Company;
- 5) impeccable reputation, absence of a criminal record;
- 6) personal traits and skills (good social skills, responsibility, can-do attitude towards work, self-direction, ability to handle stress, punctiliousness, PC skills, administrative and analytical skills).

2.3. Information about a candidate (surname, name, patronymic; year of birth; number, category and type of shares in the Company held by the candidate, if any) and his/her conformity to the requirements specified herein is submitted to the members of the Board of Directors when the candidate is recommended to the position of the Corporate Secretary. Such information is included in discussion papers concerning appointment of a candidate for the position of the Corporate Secretary.

2.4. A candidate for the position of the Corporate Secretary may provide additional information for the Board of Directors of the Company to estimate his/her professional and personal qualities.

2.5. A person who is an affiliate of the Company, or is a related party of the Company's controlling party or executive management of the Company may not be appointed for the position of the Corporate Secretary.

3. APPOINTMENT, TERMINATION OF APPOINTMENT, REMUNERATION

3.1. The Corporate Secretary is appointed and dismissed by the Company's CEO pursuant to a decision of the Board of Directors adopted in accordance with the procedure provided for in the Articles of Association of the Company and these Regulations.

3.2. The Corporate Secretary is functionally subordinate to the Board of Directors. Administrative subordination of the Corporate Secretary is determined by the organizational structure approved by the Company.

3.3. The Company's CEO and/or the Chairperson of the Board of Directors nominates a candidate for the position of the Corporate Secretary subject to the requirements set forth in Section 2 above. If no Chairperson of the Board of Directors is elected, all members of the Board of Directors may nominate a candidate for the position of the Corporate Secretary.

3.4. The HR and Remuneration Committee of the Board of Directors (hereinafter referred to as the "HR and Remuneration Committee") makes recommendations for the Board of Directors concerning the candidates, amount of remuneration and principles of bonus payment to the Corporate Secretary.

3.5. The Board of Directors makes a decision concerning the election of the Corporate Secretary, determines the amount and procedure for payment of remuneration and principles of bonus payment to the Corporate Secretary subject to the recommendations of the HR and Remunerations Committee.

If the Board of Directors is not provided with the HR and Remuneration Committee's recommendations specified in this clause by the date of the Board of Directors' meeting where election of the Company's Corporate Secretary is to be considered, the Board of Directors may make a decision themselves concerning the election of the Corporate Secretary, set the amount of the Corporate Secretary's remuneration and terms of its payment, and principles of bonus payment to the Corporate Secretary.

If the amount and procedure for payment of remuneration and principles of bonus payment to the Corporate Secretary are not determined by a decision of the Board of Directors, they are established in accordance with the employment contract and the Company's bylaws.

3.6. The Company's CEO enters into an employment contract with the candidate approved by the Board of Directors on the terms and conditions determined in the decision of the Board of Directors of the Company.

3.7. The Corporate Secretary reports to the Company's Board of Directors, which assesses the work and approves the performance report of the Company's Corporate Secretary on an annual basis, at least 10 (ten) calendar days prior to the Annual General Meeting of Shareholders of the Company.

Based on the assessment of the Corporate Secretary's performance and subject to the recommendations of the HR and Remuneration Committee, the Board of Directors may decide to pay additional remuneration to the Corporate Secretary that is not provided for in the employment contract and the Company's bylaws.

3.8. The Corporate Secretary performs his/her duties until the Board of Directors makes a decision on his/her dismissal. Such a decision of the Board of Directors provides the basis for termination of the Corporate Secretary's employment contract by the Company's CEO as provided by the laws of the Russian Federation.

4. FUNCTIONS, RIGHTS AND DUTIES

4.1. The functions of the Corporate Secretary include:

- 1) participation in the arrangement of interaction between the Company and the regulatory bodies, trade organizers, registrar, and other professional participants of the securities market within the Corporate Secretary's powers as provided for in the employment contract;
- 2) prompt notification of the Company's Board of Directors of all identified violations of laws of the Russian Federation or provisions of the Company's bylaws, compliance with which refers to the Corporate Secretary's functions;
- 3) participation in the interaction between the Company and its shareholders, in the prevention of corporate conflicts, in the implementation of procedures established by laws of the Russian Federation and the Company's bylaws that ensure the exercise of the rights and lawful interests of shareholders, control over the implementation thereof within the Corporate Secretary's powers as provided for in the employment contract;
- 4) participation in preparing and holding the General Meetings of Shareholders of the Company in accordance with the procedure established in the Company's bylaws;
- 5) participation in the implementation of the Company's Information Disclosure Policy, ensuring storage of the Company's corporate documents within the Corporate Secretary's powers as provided for in the employment contract;
- 6) participation in the improvement of the Company's corporate governance system and practices by provision of relevant proposals to the Company's structural division in charge thereof;
- 7) support of the Board of Directors' activities, including:
 - development of a draft agenda of the next meeting of the Board of Directors in accordance with the Action Plan for the Board of Directors and proposals received from members of the Board of Directors, the Internal Audit Board, the Company's Auditor, and the CEO, and submission thereof to the Chairperson of the Company's Board of Directors;
 - arrangement of preparation and distribution of documents (materials) necessary to organize and hold the meetings of the Board of Directors (notice of the meeting, draft decisions concerning the meeting agenda items, draft documents for preliminary examination, etc.);
 - organizational and technical support for the meetings of the Board of Directors;
 - arrangement of interaction between the Board of Directors and the Company's executive bodies, the Committees of the Board of Directors, the Company's Auditor, the Company's Internal Audit Board, and the Company's structural divisions;
 - arrangement of preparation and provision of documents (information) as requested by members of the Board of Directors;
 - preparation of inquiries and replies to letters received by the Board of Directors to be signed, and as instructed, by the Chairperson of the Board of Directors;
 - collection of ballots completed by members of the Company's Board of Directors;
 - execution of minutes of meetings of the Board of Directors and extracts from minutes of meetings of the Board of Directors;
 - provision and certification of copies of minutes of the Board of Directors meetings and General Meetings of Shareholders of the Company and extracts from such minutes;
 - mailing of documents approved by the Board of Directors;
 - development and keeping of file register of the Board of Directors;
 - arrangement of supervision over the implementation of decisions of the Board of Directors and the General Meeting of Shareholders of the Company;

- preparation of requests for information (materials) concerning the items on the agenda of meetings of the Board of Directors to be submitted by the Company's division as instructed by members of the Company's Board of Directors;
- verification of reliability of the provided information and the accuracy of documents submitted for review and approval by the Board of Directors;
- as instructed by the Chairperson of the Board of Directors (Deputy Chairperson of the Board of Directors), preparation of drafts of specific documents and decisions of the Board of Directors, including a draft Action Plan for the Board of Directors;
- arrangement of taking minutes of the Board of Directors' meetings, including, with the consent of the attending members, electronic recording of meetings;
- systematizing and archiving of documents and materials of the Board of Directors;
- provision of information for the assessment of performance of the Board of Directors and individual members of the Board of Directors, as requested by the Chairperson of the Board of Directors and/or the Company's structural divisions in charge thereof;
- addressing other matters and implementing other functions as provided for in these Regulations, the Regulations for the Board of Directors of the Company, the employment contract with the Corporate Secretary, and in accordance with the instructions of the Chairperson and members of the Board of Directors;

8) support of the activities of the Committees of the Board of Directors (discharging the functions of the Secretary of the Committees of the Board of Directors in accordance with the Regulations for the Committees of the Board of Directors of the Company or participation in preparation and control over the implementation of the action plans for the Committees of the Board of Directors, control over the preparation and delivery to members of the Committees of materials concerning the items on the agenda).

4.2. The Corporate Secretary may:

- 1) request and receive the Company's documents;
- 2) under instructions from the Chairperson of the Board of Directors of the Company, submit matters that fall within his/her competence to the Company's governance bodies;
- 3) supervise the compliance with the Articles of Association and bylaws of the Company by the officials and employees of the Company as related to the matters concerning the functions of Corporate Secretary;
- 4) interact with the Chairperson of the Board of Directors and Chairpersons of the Committees of the Board of Directors of the Company;
- 5) notify the Chairperson of the Board of Directors and/or the CEO of the Company of any facts that make it impossible for the Corporate Secretary to perform his/her functions as provided for in these Regulations.

4.3. The Corporate Secretary shall:

- 1) comply in his/her activities with the provisions and requirements of the laws of the Russian Federation, the Articles of Association and bylaws of the Company;
- 2) ensure respect for the rights and interests of shareholders and members of the Board of Directors of the Company;
- 3) implement instructions of the Chairperson and members of the Board of Directors of the Company;
- 4) annually, at least 30 (thirty) calendar days prior to the annual General Meeting of Shareholders of the Company, submit his/her performance report to the HR and Remuneration Committee and the Board of Directors of the Company. The recommended form of the Corporate Secretary's performance report is enclosed as Annex 1 hereto;
- 5) inform the Board of Directors of the Company of any situations that constitute a threat of breach of laws of the Russian Federation or infringement of shareholders' rights and may result in the occurrence of risks for the Company or a corporate conflict;
- 6) ensure his/her professional development and upgrade of his/her skills in a systematic manner;

- 7) immediately inform the Chairperson of the Board of Directors if any conflict of interest occurs;
- 8) enter into an inside information non-disclosure agreement with the Company.

5. RESPONSIBILITIES

5.1. When exercising his/her rights and performing his/her duties, the Corporate Secretary shall act to the benefit of the Company, and exercise his/her rights and perform his/her duties in the Company prudently and in good faith.

5.2. The Corporate Secretary may not disclose any information that constitutes trade secrets and/or confidential and inside information as defined in the Company's bylaws.

The Corporate Secretary shall be liable for the use of inside information for personal advantage or for the purposes that contradict the interests of the Company.

5.3. The Corporate Secretary shall be liable for the performance of functions and duties provided for in these Regulations, including:

- 1) sending of notices of meetings of the Board of Directors and materials related thereto to the members of the Board of Directors in a timely manner;
- 2) quality of materials prepared for the meetings of the Board of Directors and accuracy of information contained in the minutes of meetings of the Board of Directors of the Company;
- 3) sending of minutes to the members of the Board of Directors in a timely manner.

6. FINAL PROVISIONS

6.1. This Regulation shall be approved by a resolution of the Board of Directors of the Company.

6.2. This Regulation may only be amended or supplemented by a resolution of the Board of Directors of the Company.

6.3. If as a result of any change in the laws of the Russian Federation any provisions of this Regulation comes into conflict therewith, the Regulation shall apply to the extent that is not inconsistent with the laws and the Articles of Association of the Company.

Annex 1. Corporate Secretary's Report
(Recommended form)

"ROSSETI LENENERGO", PJSC
CORPORATE SECRETARY'S REPORT
FOR THE PERIOD FROM _____ TO _____

I. Corporate Secretary details	
Surname, first name, patronymic of the Corporate Secretary	
Date appointed	
Education and further training over the period covered	

II. Metrics		Absolute indicators	Relative indicators, %
1	Number of times the Board of Directors was reelected over the period covered		
2	Total number of Board of Directors meetings held over the period covered:		100%
	2.1. Including, in person:		%
	2.2. Including, by absentee poll:		%
3	Total number of Board of Directors meetings that were not quorate and failed to be held over the period covered		
4	Total number of matters reviewed at the meetings of the Board of Directors during the period covered		100%
	4.1. Including number of matters reviewed by the Board of Directors in accordance with the Action Plan for the Company Board of Directors		%
	4.2. Including, number of extraordinary matters		%
5	Total number of matters review of which was postponed by the Board of Directors or removed from the agenda over the period covered		% of the total number of matters reviewed at the meetings of the Board of Directors during the period

III. Information on reprimands relating to the activities of the Corporate Secretary during the reporting period, if any*

Nº	Information about a document containing a reprimand (minutes, special opinion, disciplinary penalty)	Contents of a reprimand	Corrective measures taken, result of the implementation thereof
1			
2			

*Reprimands shall only be reported if there is a written confirmation thereof. No reprimands shall be reported if they do not directly relate to the performance by the Company's Corporate Secretary of his/her job duties provided for in the Regulation on the Corporate Secretary and employment contract with the Company's Corporate Secretary.

IV. Information on handling inquiries from members of the Board of Directors and other persons during the reporting period in accordance with the Corporate Secretary's functional duties

Nº	Information on the received inquiry (communication)	Contents of an inquiry (communication)	Measures taken to address the inquiry (communication) and results thereof
1			
2			

V. Other information on the performance by the Company's Corporate Secretary of his/her functional duties during the reporting period subject to the scope thereof established in the Regulation on the Corporate Secretary and employment contract with the Company's Corporate Secretary**

** Information on work performed during the reporting period shall be provided in the form of tables broken down by functional duties of the Corporate Secretary.