

Approved  
by the Board of Directors of PJSC “Rosseti Lenenergo”  
(Minutes No. 32 of December 30, 2021)

PUBLIC JOINT STOCK COMPANY “ROSSETI LENENERGO”

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COMPANY POLICY

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**PJSC “Rosseti Lenenergo”  
Antitrust Compliance Policy**

*Version 1*

Saint Petersburg

2021

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## 1. General

1.1. PJSC “Rosseti Lenenergo” (the “Company”) declares its commitment to complying with antitrust laws.

1.2. The Antitrust Compliance Policy defines goals, objectives and principles of Antitrust Compliance and the Antitrust Risk management procedures applied by the Company.

1.3. The Antitrust Compliance Policy is an element of the Company’s risk management and internal control system.

1.4. Each provision of the Antitrust Compliance Policy is binding upon all members of the governing bodies and employees of the Company.

1.5. The Antitrust Compliance Policy and amendments thereto are approved by the Company’s Board of Directors subject to the preliminary review by the Audit Committee of the Board of Directors.

1.6. The Company adopts bylaws, which further substantiate the Antitrust Compliance Policy and ensure efficient functioning of Antitrust Compliance.

1.7. The Antitrust Compliance, including the Antitrust Compliance Policy and the Company’s bylaws adopted to complement and enhance its provisions, are designed subject to:

- a) the Company’s goals and objectives;
- b) the Company’s resources;
- c) the Company’s organizational structure;
- d) provisions of the Company’s bylaws and Articles of Association;
- e) corporate culture of the Company;
- f) generally accepted risk management and internal control principles and practices;
- g) Russian laws, including (without limitation):
  - Federal Law No. 135-FZ *On Competition Protection* of July 26, 2006;
  - Federal Law No. 147-FZ *On the Natural Monopolies* of August 17, 1995;
  - Federal Law No. 223-FZ *On Procurement of Goods, Works and Services by Certain Types of Corporate Entities* of July 18, 2011;
  - Federal Law No. 98-FZ *On Commercial Secrecy* of July 29, 2004.

1.8. In the event of changes in the Russian laws and/or special regulation requirements, the Antitrust Compliance Policy shall apply to the extent that is not inconsistent with the Russian laws and special regulation requirements.

## 2. Terms, Definitions, Symbols and Abbreviations

**Antitrust Compliance** is an internal system to ensure compliance with antitrust laws.

**Antitrust Bodies** is the Federal Antitrust Service and its regional departments.

**Antitrust Risk** is the risk of non-compliance with antitrust laws.

**Business Process** is a functional area of the Company's operations, the organization, coordination or implementation of which is the responsibility of the head of a relevant Company's division.

**CEO** is the sole executive body of the Company.

**Antitrust Hotline** is a system for receipt of information about Non-compliance via communication channels provided by the Company, and subsequent processing of such information.

**Antitrust Compliance Report** is a report on the progress in Antitrust Risk management and suggestions for Antitrust Compliance refining.

**Audit Committee of the Board of Directors** is the Audit Committee of the Board of Directors of PJSC "Rosseti Lenenergo".

**Antitrust Action (action item)** is an action intended to mitigate Antitrust Risks.

**Company** means Public Joint Stock Company "Rosseti Lenenergo".

**Antitrust Compliance Officer** is the Company's officer who is responsible for Antitrust Compliance functioning.

**Antitrust Compliance Unit** is an organizational unit of the Company in charge of Antitrust Compliance functioning: a structural division and/or a standing collegial body (which is not an organizational structural unit) composed of the Company's employees.

**Antitrust Risk Owner** is the head of a structural division of the Company in which the Business Processes are associated with the Antitrust Risks.

**Management Board** is the Management Board of PJSC "Rosseti Lenenergo".

**Antitrust Risk Management Plan** is a list of Antitrust Actions specifying their description, due dates, persons in charge, and results.

**Antitrust Compliance Policy** means this Antitrust Compliance Policy of PJSC "Rosseti Lenenergo".

**Review and Investigation Procedure** is the Regulations of PJSC "Rosseti Lenenergo" titled *Procedure for Review and Investigation of Antitrust Law and Antitrust Compliance Issues*, as amended.

**Employee** means an individual employed by the Company.

**Antitrust Risk Register** is the form of recording information about the identified Antitrust Risks of the Company set out in the relevant bylaws of the Company.

**Board of Directors** is the Company's Board of Directors.

**Antitrust Compliance Actors** are structural divisions, employees, and members of the governing bodies of the Company authorized to implement certain elements of the Antitrust Compliance.

**ICS & RMS** means the internal control system and the risk management system (identical to RM & ICS)

### **3. Antitrust Compliance Goals, Objectives, and Principles**

3.1. The goal of Antitrust Compliance is to ensure the Company's compliance with antitrust laws and prevent any potential infringement thereof by the Company.

3.2. The Antitrust Compliance objectives:

- adopt and implement the Company’s bylaws that set out the requirements to the Antitrust Compliance;
- assess Antitrust Risks;
- design and implement Antitrust Actions;
- oversee the functioning of the Antitrust Compliance, including assessment of its efficiency;
- ensure employees’ familiarization with the Company’s bylaws in the area of Antitrust Compliance;
- set the Company’s organizational structure subject to the Antitrust Compliance requirements, including appointment of the Antitrust Compliance Officer.

### 3.3. The Antitrust Compliance principles:

- The Company’s governing bodies and employees are committed to ensuring efficient antitrust compliance functioning
- All members of the governing bodies and employees of the Company comply with antitrust laws;
- The Company assesses Antitrust Risks on a regular basis;
- The Company ensures information transparency of its Antitrust Compliance efforts;
- The Company ensures Antitrust Compliance continuity and consistency;
- The Company is committed to refining and advancing Antitrust Compliance practices;
- The Company cooperates with the Antitrust Bodies;
- The Company conducts appropriate due diligence;
- The Company does not tolerate any discrimination, harassment, or retaliation against any person who raises an antitrust concern, including an Antitrust Risk that has already occurred.

## 4. Antitrust Risk Assessment

4.1. Antitrust Risk assessment is an element of Antitrust Compliance, which includes three consecutive stages:

- Antitrust Risk identification;
- Antitrust Risk analysis;
- Antitrust Risk recording.

4.2. The Company conducts regular scheduled Antitrust Risk assessments as well as unscheduled assessments as provided for in the Company’s bylaws on the methods of Antitrust Risk assessment.

4.3. Identification of Antitrust Risks includes identification of possible events, likelihood parameters (Antitrust Risk factors and their prevalence) and consequences for each of the Company’s Antitrust Risks.

4.4. Antitrust Risk analysis involves determining the significance of each Antitrust Risk based on a combination of Antitrust Risk likelihood and potential impact.

4.5. Antitrust Risk assessment data are included into records about Antitrust Risks.

4.6. Following the Antitrust Risk assessment, each Antitrust Risk of the Company is recorded in the Antitrust Risk Register, specifying its description, factors, consequences, impact, likelihood, significance, and other information as provided for in the Antitrust Risk Register form (Annex 1).

4.7. In order to integrate the Antitrust Compliance into the Company's risk management and internal control systems, the information from the Antitrust Risk assessment is included in the Company's risk register.

## **5. Antitrust Risk Mitigation**

5.1. In order to mitigate its Antitrust Risks, the Company designs Antitrust Actions, which are included in the Antitrust Risk Management Plan and implemented in accordance therewith.

5.2. The Antitrust Compliance Unit decides on the choice of Antitrust Actions.

5.3. A decision on the choice of Antitrust Actions is made based on the Antitrust Risk assessment results subject to:

- a) Antitrust Risk significance;
- b) balance of expenses for the Antitrust Action implementation and the effect thereof;
- c) opinions of the Antitrust Risk Owner, experts in related functional areas, other persons;
- d) ability to reduce the Antitrust Risk likelihood as a result of such Actions;
- e) timeliness and practicability of the Antitrust Action;
- f) available resources.

5.4. The Company may not reject the implementation of an Antitrust Action on the basis that the costs of implementing such Action exceed the costs that the Company may potentially incur if the Antitrust Risk materializes.

5.5. Antitrust Actions are designed in respect of all identified Antitrust Risks of the Company regardless of their significance and are included in the Antitrust Risk Management Plan (Annex 2).

5.6. The Antitrust Actions shall be designed to reduce the impact of Antitrust Risk factors and consequences, including (but not limited to) by addressing:

- a) drawbacks of internal control;
- b) shortcomings in the provision of information and resources;
- c) lack of motivation;
- d) shortcomings related to the Company's due diligence system;
- e) conditions for actions (omissions) contrary to specific antitrust law provisions.

5.7. All or any of the Antitrust Action items described below can be included into the Antitrust Risk Management Plan as part of the below scopes:

- a) Managing of antitrust-sensitive Business Processes:
  - adopting corporate procedures and practices to regulate activities that may trigger Antitrust Risks (Antitrust Law Risks) and to set out Antitrust Risk management mechanisms;

- setting out the procedure for legally binding actions on behalf of the Company that may result in antitrust law violations;
  - managing the formal correspondence with counterparties, representatives of governmental bodies and local authorities, and other persons;
  - reviewing and updating, on a regular basis, guidance papers, regulations, instructions and other documents related to employees’ work practices in order to mitigate the Antitrust Risks;
  - getting the Antitrust Compliance Unit’s approval of public statements of the Company’s representatives and other interaction with mass media;
  - legal vetting of decisions, contracts, statements and other materials adopted on behalf of the Company for the compliance thereof with antitrust law requirements;
  - ensuring automation and standardization of processes that may trigger Antitrust Risks;
  - setting out the procedure for the Company’s participation in associations of corporate entities.
- b) Providing information support and maintaining competencies:
- ensuring familiarization of employees and members of the governing bodies with the Antitrust Compliance Policy and other bylaws of the Company in the area of Antitrust Compliance;
  - publishing information on the adoption of the Antitrust Compliance Policy and other bylaws of the Company in the area of Antitrust compliance on the corporate website;
  - providing Antitrust Compliance Actors with training materials on the application of antitrust laws, including videos, presentations, illustrated brochures, information on the internal portal, and infographics;
  - training of Antitrust Compliance Actors through seminars, workshops, advanced training courses, including induction training for new employees;
  - ensuring that Antitrust Compliance Actors are able to receive consultations (clarifications) in the area of Antitrust Compliance;
  - providing the Company’s employees with instructional guidelines on the application of antitrust laws and the implementation of Antitrust Compliance practices;
  - assessment of employees’ knowledge of the Company’s bylaws in the area of Antitrust Compliance and antitrust laws;
  - ensuring that Antitrust Compliance Actors are familiar with the relevant changes in the antitrust law, clarifications provided by the Antitrust Bodies, and antitrust practices, including through the analysis of the annual report of the Antitrust Bodies on the competitive situation in Russia, clarifications of the Antitrust Bodies, reviews of administrative appeal practice, and judicial practice;
  - informing the Company’s representatives and counterparties about the measures taken by the Company to manage Antitrust Risks, as well as that they need to comply with antitrust laws.
- c) Legal due diligence: reliability screening of counterparties, including the Company’s representatives, employees, members of its governing bodies (including potential ones), associations of corporate entities in which the Company is a member or

to which the Company intends to join as a member, as well as target assets in merger and acquisition transactions involving the Company.

d) Promoting compliance with antitrust laws:

- applying measures to promote compliance with the Company’s bylaws in the area of Antitrust Compliance designed to encourage employees who prevented Antitrust Risk materialization or provided timely information about Antitrust Risks or about a committed violation of antitrust laws or Antitrust Compliance requirements;

- applying disciplinary measures against employees who violated the requirements of the Company’s bylaws in the area of Antitrust Compliance.

e) Monitoring compliance with antitrust laws:

- reviewing reports on suspected violation of antitrust laws or requirements of Antitrust Compliance, and establishing mechanisms for receipt of such reports, including through the Antitrust Hotline, including:

- receipt and analysis by the Antitrust Compliance Unit of the results of review of reports on corruption, conflict of interests, non-compliance with corporate ethics, inspections, official investigations, if such results may indicate violation of antitrust laws;

- conducting internal scheduled and unscheduled antitrust compliance inspections.

f) Interaction with governmental bodies and local authorities:

- adopting a procedure to regulate submission of information requested by governmental bodies and local authorities;

- adopting a procedure to regulate interaction with governmental bodies and local authorities in the course of supervisory activities (inspections);

- adopting a procedure to regulate protection of the Company’s interests in courts and administrative bodies regarding cases involving the Company;

- adopting a procedure to regulate submission of information to the Antitrust Bodies if suspected antitrust violations are identified, including by counterparties, governmental bodies and local authorities, as well as other persons.

5.8. The Antitrust Risk Management Plan may include Antitrust Actions that are not explicitly named in Par. 5.7 hereof, including those applied to manage other types of risks of the Company.

5.9. In order to prepare the Antitrust Risk Management Plan, the Antitrust Compliance Unit requests proposals from Antitrust Risk Owners concerning Antitrust Actions and their parameters with respect to the relevant Antitrust Risks, and agrees the relevant parts of the draft Antitrust Risk Management Plan with the persons in charge of Antitrust Action implementation.

5.10. The Antitrust Risk Management plan is prepared annually and submitted to the CEO for review and approval no later than January 31.

5.11. The Antitrust Risk Management Plan may be amended in accordance with the Company’s bylaw on the procedure for monitoring the antitrust compliance practices.

5.12. The Company’s Antitrust Risk Management Plan shall define the following parameters for each Antitrust Action:



- a) Antitrust Action description;
- b) due dates and, if applicable, the frequency of the Antitrust Action;
- c) persons in charge of Antitrust Action implementation;
- d) description, ID, and significance of risk to be mitigated by the Antitrust Action;
- e) resources required to implement the Antitrust Action;
- f) result to be achieved by the implementation of the Antitrust Action.

5.13. Action items in the Antitrust Risk Management Plan are grouped as follows (see Annex 3):

- a) Antitrust Actions implemented with respect to all Antitrust Risks on an ongoing basis.

Such actions may include, for example, “ensuring the Antitrust Hotline operation”, “conducting inspections”, “familiarization with the Company’s bylaws on Antitrust Compliance”;

- b) Antitrust Actions designed to reduce specific Antitrust Risks of the Company.

These may include, for example, “changing the methodology for counterparties’ screening to establish transparent evaluation criteria”, “specialized training for employees whose functions are related to network connection”.

5.14. The “Risk ID”, “Antitrust Risk Description”, “Risk Significance”, “Risk Owner”, and “Risk Supervisor” columns of the Antitrust Risk Management Plan are completed in accordance with the Antitrust Risk Register.

5.15. The “Risk Treatment Method” column of the Antitrust Risk Management Plan shall specify “Risk reduction” for all Antitrust Risks.

5.16. The Antitrust Action result shall, where possible, have quantifiable parameters (for example, the proportion of employees who have been trained shall be 100%).

5.17. If the Antitrust Action is intended to reduce all Antitrust Risks, then the “Risk ID”, “Risk Significance”, “Risk Owner”, and “Risk Supervisor” columns are not completed, and the column “Antitrust Risk Description” shall specify “all Antitrust Risks”.

5.18. An example of completing the “Antitrust Risk Description”, “Risk Significance”, “Risk Treatment Method”, “Antitrust Action Description”, “Antitrust Action Implementation Due Date”, “Resources Required to Implement the Antitrust Action”, “Antitrust Action Result” columns of the Antitrust Risk Management Plan is presented in Annex 3 hereto.

5.19. In order to integrate the Antitrust Compliance with the Company’s ICS & RMS, information from the Antitrust Risk Management Plan is taken into account when drawing up the Company’s risk management action plan.

5.20. The Chairman/Head of the Antitrust Compliance Unit acts as the Antitrust Risk owner to provide information required for the preparation of the Company’s risk management action plan to the Company’s unit in charge of the risk management system implementation in accordance with the Company’s bylaws related to the risk management system.

## **6. Antitrust Compliance Oversight**

6.1. Oversight over the functioning of the Antitrust Compliance ensures the continuity, consistency, efficiency, timely refining and advancing of antitrust practices.

6.2. Oversight over the Antitrust Compliance functioning includes the following measures to be implemented by the authorized employees:

- a) monitoring the compliance with the requirements of the Antitrust Compliance;
- b) assessment of the Antitrust Compliance efficiency;
- c) recording the results of antitrust practices monitoring and refining the Antitrust Compliance.

6.3. The following measures are taken to monitor the adherence to the Antitrust Compliance requirements:

- a) verifying actual implementation of the Antitrust Actions included in the Antitrust Risk Management Plan in accordance with the Company's bylaws on the procedure for monitoring the antitrust compliance practices;
- b) reviewing reports on suspected violation of Antitrust Compliance requirements received via the Antitrust Hotline and conducting scheduled and unscheduled inspections in accordance with the Review and Investigation Procedure;
- c) organizing the internal audit function acting in accordance with the Company's Internal Audit Policy and the Company's bylaws that regulate the internal audit activities.

6.4. Assessment of the Antitrust Compliance efficiency is carried out in accordance with the Company's bylaws on the procedure for monitoring the antitrust compliance practices through:

- a) self-assessment;
- b) internal independent assessment;
- c) external independent assessment.

6.5. Outcomes of antitrust practices monitoring are submitted to the CEO as part of the Antitrust Compliance Report.

6.6. The Antitrust Compliance Unit prepares the Antitrust Compliance Report annually, no later than the thirty-first of March of the year following the reporting year, and submits such report to the CEO for review and approval.

6.7. The Antitrust Compliance Report includes, without limitation, the following information:

- a) results of Antitrust Risk assessment;
- b) results of the implementation of Antitrust Actions included in the Antitrust Risk Management Plan for the previous calendar year;
- c) results of reviewing reports on suspected violation of antitrust laws, results of scheduled and unscheduled inspections;
- d) information about familiarization of employees with the Antitrust Compliance Policy and other bylaws of the Company in the area of Antitrust Compliance;
- e) outcomes of antitrust practices monitoring and assessment of the Antitrust Compliance efficiency;

- f) suggestions for antitrust practices refining.

## **7. Antitrust Compliance Organizational Structure**

7.1. The Antitrust Compliance Actors are governing bodies, structural divisions, members of the governing bodies of the Company, and employees authorized to implement certain elements of the Antitrust Compliance, including:

- Board of Directors;
- Audit Committee of the Board of Directors;
- Management Board;
- CEO;
- Antitrust Compliance Officer;
- Antitrust Compliance Unit;
- Structural division in charge of legal support of the Company;
- Structural divisions involved in ensuring the comprehensive security of the Company;
- Structural division in charge of the Company’s anti-corruption compliance procedures;
- Structural division in charge of the Company’s internal control and risk management;
- Structural division in charge of the Company’s personnel management and organization design;
- Training Center of the Company;
- Structural division in charge of the Company’s public relations;
- Structural division in charge of the Company’s internal audit;
- Heads of the Company’s structural divisions;
- Employees of the Company.

7.2. The Board of Directors:

- a) determines key principles of, and approaches to, setting up the Antitrust Compliance, approves the Antitrust Compliance Policy and amendments thereto;
- b) oversees the Company’s adherence to such principles and approaches.

7.3. Prior to the approval by the Board of Directors, the Management Board preliminarily reviews the draft Antitrust Compliance Policy and amendments thereto and provides recommendations to the Board of Directors concerning their approval.

7.4. Prior to the approval by the Board of Directors, the Audit Committee of the Board of Directors preliminarily reviews the draft Antitrust Compliance Policy and amendments thereto.

7.5. The CEO:

- a) establishes the Antitrust Compliance Unit;
- b) approves the Company’s bylaws that regulate the Antitrust Compliance practices, except for the approval that falls within the competence of the Board of Directors;
- c) allocates powers, duties and responsibility for specific Antitrust Compliance procedures;

d) ensures development of target indicators in the area of Antitrust Compliance;

e) promotes adherence to the Antitrust Compliance requirements and imposes liability for the violation thereof;

f) reviews materials, reports and results of assessments of the Antitrust Compliance efficiency, ensures its analysis and improvement, takes measures to eliminate shortcomings and oversees the elimination thereof;

g) reviews and approves the Antitrust Compliance Report and makes decisions to improve the Antitrust Compliance efficiency.

#### 7.6. The Antitrust Compliance Officer:

a) performs the functions of the officer in charge of the Antitrust Compliance functioning within the meaning of paragraph 5 of part 2 of Article 9.1 of Federal Law No. 135-FZ *On Competition Protection* of July 26, 2006;

b) arranges for drafting and prompt updating of the Company's bylaws in the area of Antitrust Compliance and submission thereof for approval to the governing bodies;

c) informs the CEO on the implementation of the Antitrust Compliance and other matters set out in the Antitrust Compliance Policy, including antitrust-sensitive internal documents and decisions;

d) organizes the Antitrust Compliance Unit's operations;

e) arranges for Antitrust Risk assessment;

f) ensures interaction of the Antitrust Compliance Unit with the members of the governing bodies, structural divisions, and employees of the Company, as well as other parties with respect to the Antitrust Compliance matters;

g) arranges for overseeing the functioning of the Antitrust Compliance;

h) approves the Antitrust Compliance Report;

i) performs other functions in the area of Antitrust Compliance as provided for in the Company's bylaws.

#### 7.7. The Antitrust Compliance Unit:

a) drafts the Company's bylaws in the area of Antitrust Compliance;

b) assesses the Antitrust Risks;

c) prepares the Antitrust Risk Management Plan, implements its part of the Plan and oversees the implementation thereof by other Antitrust Compliance Actors;

d) ensures monitoring of antitrust laws, recommendations of the regulatory bodies, and law enforcement practices;

e) arranges for information support with respect to the Antitrust Compliance, including provision of consultations, training and expertise;

f) informs the CEO about violation of antitrust laws or Antitrust Compliance requirements committed employees or members of the governing bodies of the Company and prepares suggestions on penalties for the committed violations;

g) ensures legal examination of decisions, contracts, statements and other materials adopted on behalf of the Company for the conformance thereof to antitrust laws in the cases and in the manner provided for in the Company's bylaws;

h) arranges for operation of the Antitrust Hotline, receives and reviews reports on suspected violation of antitrust laws or requirements of Antitrust Compliance delivered via the Hotline;

i) conducts scheduled and unscheduled antitrust compliance inspections;

j) interacts with governmental bodies and local authorities with respect to the antitrust law and Antitrust Compliance issues;

k) submits proposals to the CEO concerning automation of processes and operation for the Antitrust Compliance purposes;

l) implements measures to enhance the oversight over the Antitrust Compliance functioning;

m) coordinates the activities of the Company's divisions, governing bodies and employees and arranges their interaction in the area of Antitrust Compliance;

n) prepares the Antitrust Compliance Report and submits it to the CEO for approval;

o) performs other functions related to the Antitrust Compliance operation.

7.8. The structural division in charge of legal support of the Company:

a) in the cases and in the manner provided for in the Company's bylaws, drafts compliance clauses in the Company's contracts and ensures the application thereof;

b) in the cases and in the manner provided for in the Company's bylaws, conducts legal examination of decisions, contracts, statements and other materials adopted on behalf of the Company for the conformance thereof to antitrust laws;

c) manages Antitrust Risks as part of complaint handling process and protection of the Company's interests in court and administrative proceedings.

7.9. The structural divisions involved in ensuring the comprehensive security of the Company conduct reliability screening of counterparties, including the Company's representatives, employees, members of its governing bodies (including potential ones), associations of corporate entities in which the Company is a member or to which the Company intends to join as a member, as well as target assets in merger and acquisition transactions involving the Company.

7.10. The structural division in charge of the Company's anti-corruption compliance procedures:

a) if necessary, takes part in the antitrust compliance inspections;

b) on request, provides the Antitrust Compliance Unit with the results of review of reports on corruption, conflict of interests, inspections, official investigations to identify whether such results may indicate violation of antitrust laws.

7.11. The structural division in charge of the Company's internal control and risk management:

a) includes the results of the Antitrust Risk assessment received from the Antitrust Compliance Unit in the Company's risk register;

b) prepares the Company's risk management plan taking into account the information from the Antitrust Risk Management Plan;

c) participates in the approval of the Company's bylaws in the area of Antitrust Compliance to ensure their conformance to the Company's bylaws in the area of risk management and internal control.

7.12. The structural division in charge of the Company's personnel management and organization design:

- a) ensures employees' familiarization with the Company's bylaws in the area of Antitrust Compliance;
- b) implements the incentive mechanisms (applying rewards and applying penalties) as part of the Antitrust Compliance;
- c) arranges for training in the area of Antitrust Compliance and coordinates the activities of the Training Center.

7.13. The Company's Training Center provides training in the area of Antitrust Compliance.

7.14. The structural division in charge of the Company's public relations:

- a) ensures publication of information about the Antitrust Compliance;
- b) obtains the approval of press releases and other information materials by the Antitrust Compliance Unit and Legal Department of the Company within their competence.

7.15. The structural division in charge of the Company's internal audit operates, including as an Antitrust Compliance Actor, in accordance with the goals, objectives, and functions set out in the Company's Internal Audit Policy and bylaws that regulate the internal audit activities, including:

- a) assesses the efficiency of the Antitrust Compliance as a component of the risk management and internal control systems in the course of internal audit inspections of the Company in accordance with the approved work schedule of the internal audit unit and inspection programs;
- b) within its competence in the area of the internal audit, prepares recommendations to address the identified shortcomings of the Antitrust Compliance.

7.16. Heads of the Company's structural divisions:

- a) assist the Antitrust Compliance Unit in the assessment of Antitrust Risks, including provision of information requested by it;
- b) participate in drafting and implementing the Antitrust Risk Management Plan, in particular:
  - submit proposals concerning Antitrust Actions and their parameters to the Antitrust Compliance Unit (for example, submit a list of employees to be trained);
  - approve the relevant part of the Antitrust Risk Management Plan to the extent their divisions are concerned;
  - implement the Antitrust Actions included in the Antitrust Risk Management Plan and report on the progress in their implementation;
- c) respond to the requests of the Antitrust Compliance Unit in the course of inspections conducted in the Company;

7.17. Employees of the Company:

- a) adhere to the antitrust requirements and implement the Antitrust Compliance within their competences;
- b) participate in the Antitrust Compliance training;
- c) in accordance with the Review and Investigation Procedure, inform the Antitrust Compliance Unit about issues, concerns and shortcomings related to the Antitrust Compliance functioning.

## **8. Unacceptable Employee Conduct in Implementing Business Processes**

8.1. The Company's employees are prohibited to perform any actions (omissions) that result in violation of antitrust laws and Antitrust Compliance requirements.

8.2. The Company's employees engaged in the procurement activities may not, without limitation:

- a) establish competition-restricting requirements and procurement participants' evaluation criteria;
- b) carry out procurement from a single supplier in a competitive market in the absence of grounds for procurement from a single supplier provided for by the Company's bylaws that regulate procurements;
- c) modify contract terms, after signing the contract with the preferred bidder, in violation of restrictions established by laws and the Company's regulations;
- d) imposing unfavorable contract terms by offering to sign documents that were not part of the procurement documentation or different versions of documents following the procurement procedures;
- e) unreasonably ordering goods, products or services that are not functionally and/or technologically related or consistent within the same lot;
- f) unreasonably split orders into smaller orders in order to procure items from only one supplier;
- g) coordinate the activities of clients and bidders and enter into anti-competitive agreements with bidders, including in order to discriminate other bidders in favor of a particular bidder.

8.3. The Company's employees engaged in the network connection operations may not, without limitation:

- a) unreasonably refuse to consider a network connection request;
- b) delay the consideration of a network connection request;
- c) impose the terms of a network connection contract that are unfavorable, do not relate to the subject matter of the contract, or are not provided for in the laws;
- d) fail to comply with the procedure for calculating and applying the fee for technological connection;
- e) unreasonably refuse or avoid signing a network connection contract;
- f) delay sending a network connection contract;
- g) delay the connection to power grids beyond the established time limits;
- h) delay execution of network connection documentation.

8.4. The Company's employees engaged in the electricity distribution operations may not, without limitation:

- a) inaccurately determine the period, amount and value of non-contractual electricity consumption;
- b) inaccurately determine the period, amount and value of non-metered electricity consumption;
- c) fail to comply with the procedure (time limits) for entering into, modifying or terminating electricity distribution contracts;

d) fail to comply with the procedure for introducing electricity consumption limitations, including through omission aimed at delaying the procedure for introducing electricity consumption limitations, and unreasonably introduce electricity consumption limitations;

e) execute statement of non-metered or non-contractual electricity consumption in the absence of appropriate evidence and/or in violation of the procedure for the execution thereof;

f) impose unfavorable terms of electricity distribution contract;

g) unreasonably refuse or avoid signing electricity distribution and capacity contracts with consumers of electricity distribution services, including partner grid organizations;

h) create discriminatory conditions;

i) fail to comply with the pricing procedure established by regulatory legal acts;

j) perform actions that lead to price manipulation in the wholesale and/or retail electric power (capacity) markets.

8.5. The Company's employees engaged in the interaction with the governmental oversight (supervision) bodies in the area of antitrust regulation may not, without limitation:

a) fail to submit, delay the submission or submit inaccurate information reasonably requested by the Antitrust Body or the prosecutor's office;

b) fail to implement a lawful decision, order, regulation of the Antitrust Body or other bodies within the prescribed time limit;

c) ignore a warning of the Antitrust Body or prosecution agencies concerning prohibition of actions that may result in antitrust violations;

d) deny access to the territory or premises of the Company during inspections;

e) fail to take measures to address the causes and circumstances that contributed to an administrative offence;

f) fail to pay a fine imposed under administrative law within the prescribed time limit.

8.6. The Company's employees engaged in transactions or other actions that are subject to merger control may not, without limitation:

a) fail to obtain a prior consent of the Antitrust Body for a merger transaction or other action that requires the relevant approval;

b) fail to comply with the procedure for submitting a request for consent to a transaction or other action;

c) submit a request for consent to a transaction or other action containing deliberate misrepresentations;

d) carry out a transaction in violation of the procedure for notification filing to the Antitrust Body;

e) delay the notification of the Antitrust Body of a transaction or other action subject to merger control;

f) submit a notice of a transaction or other action containing deliberate misrepresentations to the Antitrust Body;



g) fail to implement the Antitrust Body's order issued together with the decision on approval of the transaction (action);

h) fail to implement the Antitrust Body's decision, order issued for the purpose of governmental merger control.

8.7. The Company's management and/or employees engaged in making public statements, mass media publications or other provision of information to the public may not, without limitation:

a) use the words "unique", "best", "first", "number one", and other words and expressions giving the impression of the Company's superiority in their public statements or comments describing the Company's activities (unless there is objective evidence of the relevant facts, for example, the Company was the first to use a new technology in the Russian market);

b) make public statements or comments in which the Company and its operations are compared to other companies and other goods without indicating specific characteristics or parameters for comparison for which there is objective evidence;

c) publish information on the website and/or send letters to counterparties of the Company's competitors concerning operations of the Company's competitors.

8.8. The Company's employees engaged in interaction with counterparties, competitors and governmental bodies may not, without limitation:

a) establish and/or maintain the level of prices for goods (works, services) not relating to the regulated activities of the Company that significantly exceeds the level of costs and required (reasonable) profit of the Company;

b) impose contract terms on a counterparty that are unfavorable for such counterparty or do not relate to the subject matter of the contract (economically or technologically unreasonable and/or not expressly provided for in laws and regulations, as well as conditioning signing of a contract upon inclusion of provisions therein concerning goods in which the counterparty is not interested, and other requirements);

c) set different prices (tariffs) for the same goods without economic, technological or other rationale, unless otherwise provided for in a federal law;

d) create discriminatory conditions for counterparties (unreasonably include different terms and conditions in contracts with similar counterparties);

e) fail to comply with the pricing procedure in respect of goods (works, services) relating to the regulated activities;

f) unreasonably refuse to sign or implement a contract;

g) use words and expressions in internal and external business correspondence or other communications that may subsequently be construed as antitrust violations (including as entering into an anti-competitive agreement, abuse of a dominant position);

h) enter into oral and/or written anti-competitive agreements with competitors or counterparties, and implement such anti-competitive agreements subsequently (in particular, agreements to fix (maintain) prices; to increase, decrease or maintain tender/bid prices; to allocate or divide markets; to reduce or cease the production of goods; to refuse to sign contracts with certain buyers);

i) engage in concerted anti-competitive practices (i.e. actions that, without entering into an agreement, result in one of the consequences specified in sub-paragraph (h) hereof);

j) enter into oral and/or written anti-competitive agreements with governmental bodies and local authorities, implement such anti-competitive agreements subsequently (in this case, an anti-competitive agreement means any arrangements that may result in the following consequences:

- reduced number of market actors;
- increase or decrease in the price of goods that is not connected with the respective changes of other general conditions of goods circulation in the market;
- refusal of market actors from independent actions in the market;
- determining the general conditions of goods circulation in the market;
- other circumstances enabling the Company to manipulate unilaterally the general conditions of goods circulation in the market;
- imposition of requirements to goods or business entities that are not provided for in the Russian laws by governmental bodies, local authorities, organizations engaged in the provision of public or municipal services, when participating in the provision of such services;

k) sign a lease agreement with respect to public or municipal property without a tender;

l) sell, exchange or otherwise introduce goods into the circulation if intellectual property, including means of individualization, of another corporate entity are unlawfully used for that purpose.

## **9. Employees' Familiarization with the Company's Antitrust Compliance Regulations**

9.1. Heads of the Company's divisions shall ensure that the employees familiarize themselves, with signed acknowledgement, with the Antitrust Compliance Policy and other regulations of the Company in the area of Antitrust Compliance.

9.2. New employees of the Company shall familiarize themselves with the Antitrust Compliance Policy and other bylaws of the Company in the area of Antitrust Compliance on their first day of work.

## **10. Antitrust Compliance Publications**

Information concerning approval or revision of the Antitrust Compliance Policy shall be posted to the Company's corporate website.





**Example of Completed Antitrust Risk Management Plan**

No.	Risk ID	Antitrust Risk Description	Risk Level	Risk Response	Antitrust Action Description	Antitrust Action Timeframe	Resources Required	Antitrust Action Result	Responsible Person		Risk Owner		Risk Supervisor	
									Full Name	Position	Full Name	Position	Full Name	Position
(A) Antitrust Actions implemented with respect to all Antitrust Risks on an ongoing basis														
4.	-	All Antitrust Risks	-	Risk level reduced	Informing employees about changes in the antitrust law	Quarterly	Purchase of information reviews, materials	Proportion of employees covered: 100% of those who are required to be informed	...	Head of the Antitrust Compliance Unit	-	-	-	-
5.	-	All Antitrust Risks	-	Risk level reduced	Conducting inspections	Upon receipt of the relevant information	No additional resources are required	Inspection reports following the inspections to be completed in the reporting period	...	Head of the Antitrust Compliance Unit	-	-	-	-
(B) Antitrust Actions designed to reduce specific Antitrust Risks														
6.	...	Risk of abuse of a dominant position through inaccurate identification of the amount, period, and the resulting value of non-contractual electricity consumption.	Significant	Risk level reduced	Network connection training for employees (dedicated workshops)	30.09.2022	Purchase of a training course	State-recognized certificates of training (at least 72 hours)  Proportion of employees covered: 100% of those who are required to be trained	...	Head of the Training Center	...	Head of the Antitrust Compliance Unit	...	Antitrust Compliance Officer
7.	...	Risk of abuse of a dominant	Significant	Risk level reduced	Providing new employees with	Before 31.07.2022	No additional resources are	Familiarization with the tutorial video on	...	Head of the Training	...	Head of the Antitrust	...	Antitrust Compliance

		position through inaccurate identification of the amount, period, and the resulting value of non-contractual electricity consumption.			training materials concerning application of antitrust laws (videos)		required	the internal portal Proportion of new employees covered: at least 100%		Center		Compliance Unit		Officer
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