

APPROVED  
on June 01, 2023  
by the Board of Directors  
of PJSC “Rosseti Lenenergo”  
(Minutes No. 65 of June 02, 2023)

**PUBLIC JOINT STOCK COMPANY “ROSSETI LENENERGO”**

**REGULATIONS**

**ON THE NOMINATION AND REMUNERATION COMMITTEE**

**OF THE BOARD OF DIRECTORS**

Saint Petersburg

2023

## **1. GENERAL PROVISIONS**

1.1. These Regulations for the Nomination and Remuneration Committee were developed in accordance with the Russian laws, the Articles of Association of PJSC “Rosseti Lenenergo” (the “Company”), and the Regulations for the Board of Directors of PJSC “Rosseti Lenenergo” subject to the provisions of the Corporate Governance Code approved by the Board of Directors of the Bank of Russia on March 21, 2014 and recommended by the Bank of Russia (Letter No. 06-52/2463 of April 10, 2014 On the Corporate Governance Code) to be applied by companies whose securities are listed on an organized stock exchange.

1.2. The Nomination and Remuneration Committee (the “Committee”) is set up under resolution of the Board of Directors as a consultative and advisory body to ensure efficient exercise by the Board of Directors of the overall governance functions in the Company.

1.3. The Committee is not a body of the Company and may not act for the Company or the Board of Directors.

1.4. The decisions of the Committee only include recommendations for the Board of Directors.

1.5. The Committee shall operate in accordance with these Regulations which set out the legal status, purpose and objectives, rights, duties, structure and members of the Committee. In its activities, the Committee shall be governed by federal laws, other regulatory legal acts of the Russian Federation, the Articles of Association, the Regulations for the Board of Directors, and resolutions of the Board of Directors.

## **2. PURPOSE AND OBJECTIVES**

2.1. The purpose of the Committee is to ensure efficient management by the Board of Directors of the matters reserved to the Board of Directors by the Federal Law On Joint Stock Companies and the Articles of Association.

2.2. The objectives of the Committee are to develop and submit recommendations to the Board of Directors regarding:

- human resource policy of the Company;
- policies and standards for selection of candidates to the governing bodies so as to recruit highly skilled professionals for managing the Company;
- policies for remunerating members of the Company’s governing bodies and top managers (outline principles and criteria for determining the rate of remunerations and incentives);
- planning of personnel appointments (including the executive bodies), advising the Board of Directors regarding candidates for the position of Corporate Secretary and CEO, and assessing candidates to the Board of Directors;
- other activity-specific matters.

## **3. SCOPE OF COMPETENCE**

3.1. To the extent of the objectives set out in paragraph 2.2 of these Regulations, the Committee shall be competent to:

1) Develop, oversee the implementation, and on a periodic basis review the remuneration and incentive policies applicable to:

- members of the Board of Directors;
- members of the Management Board, CEO, management company or manager, and top managers of the Company;
- members of the Internal Audit Board;
- Corporate Secretary;

2) Advise to the Board of Directors on approval (amendment) of remuneration and incentive regulations;

3) Propose essential terms of and amendments to employment contracts (including the term of office and the rate of remuneration and compensation) with members of the Board of Directors,

members of the Management Board, CEO, management company or manager;

4) Ensure that information on remuneration policies and practices and shares held in the Company by members of the Board of Directors, members of the Management Board, and the CEO is disclosed in the annual report and on the Company's website (the "Website").

5) Advise to the Board of Directors on the rate of remuneration and approaches to bonuses payable to the Corporate Secretary;

6) Pre-review the Corporate Secretary annual report and advise to the Board of Directors on payment of additional remuneration to the Corporate Secretary;

7) Assess members of the Board of Directors in terms of skills and experience (create a "skill matrix"), and set out priorities areas to reinforce the Board of Directors;

8) Advise to the Board of Directors on methods of self-assessment of the Board of Directors and Committees at the Board of Directors;

9) Conduct, on an annual basis, a well-defined procedure of self-assessment or external assessment of the Board of Directors, Committees at the Board of Directors and individual contribution of the Board members to the activities of the Board of Directors and the Committees;

10) Set out of criteria for selection of candidates to the Board of Directors and the Management Board, the positions of CEO and Corporate Secretary, pre-assess such candidates and give respective advice to the Board of Directors;

11) Assess candidates to the Board of Directors;

12) Design and oversee implementation of an induction course for new members of the Board of Directors;

13) On a regular basis, review compliance of members of the Board of Directors with independence criteria, and promptly disclose any facts of a director ceasing to be independent;

14) Develop and oversee the implementation of training and professional excellence programs for members of the Board of Directors by reference to the individual needs of each member;

15) Develop the Board of Directors continuity policy, analyze the performance of continuity procedures, and revise the continuity policy;

16) On a regular basis, assess the performance of the CEO, management company (manager), and members of the Management Board, and give appropriate advice to the Board of Directors;

17) Advise to the Board of Directors on proposing the General Meeting to approve the assignment of powers of the sole executive body to a management company (manager) and early termination of powers of the management company (manager);

18) Advise to the Board of Directors to suspend the powers of the managing company (manager);

19) Advise to the Board of Directors on the required number of members on the Management Board, and nomination and termination of powers of members of the Management Board;

20) Advise to the Board of Directors on approval of the Chairperson or a member of the Management Board taking concurrent executive positions in other entities or any other paid employment in other entities;

21) Develop the conditions of early termination of employment contracts with members of the Management Board and other employees holding the positions candidates to which require approval of the Board of Directors, including all financial obligations of the Company and the conditions of assuming such obligations;

22) Advise to the Board of Directors on appointment of and taking disciplinary action against the Acting CEO;

23) Advise to the Board of Directors on taking disciplinary action against and rewards to the CEO and members of the Management Board and their encouragement in accordance with Russian labor law;

24) Preview the corporate executive structure of the Company;

- 25) Preview the corporate executive structure of the Company's subsidiaries;
- 26) Pre-approve candidates to certain executive positions in the Company set out by the Board of Directors;
- 27) Review the performance of employees holding positions candidates to which require approval of the Board of Directors and advise respectively to the CEO;
- 28) Advise to the Board of Directors on nominating the CEO for national awards;
- 29) Review the outputs of the Company's talent pool management;
- 30) advise to the Board of Directors on pre-approval of the collective agreement of the Company;
- 31) Preview proposals for reorganization of the Company's governance system (change in the number of management levels, setup/liquidation/re-grouping of production units and electric grid districts);
- 32) Prepare the Committee's annual performance report;
- 33) Other matters related to the above, and matters delegated by the Board of Directors.

#### **4. POWERS**

4.1. The Committee shall have the following powers in order to carry out its functions:

- 1) Request and receive information or documents required for its activities from the CEO, or information from third-party entities through the Chairperson of the Board of Directors or the CEO;
- 2) Use professional services of third-party providers, or engage (including under contract) third parties as experts (advisors) with specialized expertise in the matters reserved to the Committee and within the Committee's cost frame. Contracts with advisory service providers engaged by the Committee shall be entered into under respective resolution of the Committee by an authorized officer of the Company as proposed by the Chairperson of the Committee or by the Chairperson of the Committee under a power of attorney issued by the CEO;
- 3) Invite employees, executives, members of other Committees at the Board of Directors or other persons to attend physical meetings of the Committee;
- 4) As necessary, develop and submit for approval by the Board of Directors draft amendments or additions to these Regulations.

4.2. The Committee may have other rights set out in these Regulations.

#### **5. DUTIES**

5.1. The Committee shall:

- 1) Carry out the functions and tasks assigned to the Committee under these Regulations, the requirements of the Russian law, the Articles of Associations, and the Company regulations;
- 2) Exercise its rights and duties in the Company in good faith and reasonably for the benefit of the Company;
- 3) Give the Board of Directors feasible and legally sound advice (opinions) on the matters reserved to the Committee;
- 4) Promptly inform the Board of Directors of the risks to which the Company is exposed as become known to the Committee during its operation;
- 5) Comply with the confidentiality requirements, refrain from disclosing any information about the Company constituting a business and/or trade secret;
- 6) Report on its performance to the Board of Directors at least annually.

#### **6. MEMBERS AND THEIR APPOINTMENT, RIGHTS AND RESPONSIBILITIES OF MEMBERS**

6.1. The number of members on the Committee shall be set out in a resolution of the Board of Directors and shall not be less than 3 (three) and more than 7 (seven).

6.2. The Committee members shall be appointed by the Board of Directors from among the candidates proposed by members of the Board of Directors, by a majority vote of members of the Board of Directors attending the meeting.

6.3. Only an individual may be a member of the Committee. A Committee member may not sit on the Board of Directors.

Proposals from members of the Board of Directors regarding candidates to the Committee shall be submitted to the Chairperson of the Board of Directors in writing before or on the date set out in the resolution of the Board of Directors.

6.4. For nomination of a candidate to the Committee, the proposal to nominate a candidate(s) to the Committee shall be accompanied by a written consent and details of the candidate.

A proposal to nominate a candidate(s) to the Committee shall include the following details of the candidate:

Full name of the candidate;

Current place of work and position of the candidate when nominated.

A proposal to nominate a candidate(s) to the Committee shall be signed by the proposing member of the Board of Directors.

6.5. When appointing a Committee member, note shall be taken of his/her education, professional skills, experience in the Committee-specific activities and other specialized knowledge necessary for the Committee members to exercise their powers.

6.6. Members of the Committee shall be appointed in accordance with these Regulations for a period until the next rotation of the Committee.

6.7. The Board of Directors may resolve on early termination of powers of any member of the Committee.

6.8. The Chairperson or any member of the Committee may resign by giving a notice to the Chairperson of the Board of Directors and the Chairperson of the Committee.

6.9. If the number of members on the Committee at any time becomes less than the quorum required for the Committee meeting as set out in these Regulations, the Chairperson of the Board of Directors shall convene an extraordinary meeting of the Board of Directors to appoint new members to the Committee or include the appointment of Committee members on the agenda of the next scheduled meeting of the Board of Directors.

6.10. Members of the Committee, to the extent of their competence, may:

- 1) Request from the General Director any documents or information required for addressing the matters reserved to the Committee. The request shall be made in writing and signed by the Chairperson of the Committee;
- 2) Make written proposals as to the Committee's action plan;
- 3) Propose agenda items for the Committee meetings in the manner set out in these Regulations;
- 4) Request to convene a meeting of the Committee;
- 5) Have other rights as set out in these Regulations.

6.11. Members of the Committee shall:

- 1) Review the materials for the Committee meeting and shape their own position on each agenda item;
- 2) If there is a conflict of interest regarding any agenda item under discussion, so inform other members of the Committee;
- 3) Refrain from using or disclosing to other persons any information that comes to their knowledge, including confidential information, about the Company operations, which, if disclosed to third parties, may substantially affect the Company or its business reputation;
- 4) Comply with the information security and confidentiality rules and procedures set out in the Company regulations.

6.12. In exercising their rights and duties, members of the Committee shall act for the benefit of the Company, and exercise their rights and duties in the Company reasonably and in good faith.

## **7. CHAIRPERSON AND THEIR APPOINTMENT**

7.1. The Chairperson of the Committee shall be responsible for the arrangements and management of the Committee.

7.2. The Chairperson shall be appointed by the Board of Directors from among the existing members of the Committee by a majority vote of the members of the Board of Directors attending the Board of Directors meeting.

7.3. The Board of Directors may at any time replace the Chairperson of the Committee.

7.4. The duties of an absent Chairperson of the Committee shall be exercised by the Vice Chairperson of the Committee. The Vice Chairperson of the Committee shall be appointed from among and by the members of the Committee by a majority vote of the total number of existing Committee members.

7.5. The Chairperson of the Committee shall:

- 1) Convene and chair the meetings;
- 2) Decide the format and approve the agenda of the Committee meeting;
- 3) Decide the list of invitees to attend the physical meeting of the Committee. Officers and/or employees of the Company shall be invited to attend a physical meeting of the Committee (discuss certain agenda items) by sending respective invitation through the CEO. The CEO shall ensure the presence of officers and/or employees of the Company invited to attend the Committee meeting (discuss certain agenda items) or other persons who have the appropriate powers, information and qualifications to efficiently perform at the Committee meeting (discuss certain agenda items, provide information, participate in discussions, adopt resolutions, etc.);
- 4) Ensure that minutes of the Committee meeting be kept, and sign the minutes;
- 5) Represent the Committee in the Board of Directors, other Committees at the Board of Directors, executive bodies, the Auditor, the Internal Audit Board, and other bodies or persons;
- 6) Communicate for the Committee, sign requests, letters and documents for the Committee;
- 7) Distribute responsibilities among the Committee members;
- 8) Design and submit the Committee action plan to the Committee for approval, oversee implementation of the Committee's resolutions and action plan;
- 9) Ensure that the Committee's activities comply with the Russian law, the Articles of Association, these Regulations, and other Company regulations;
- 10) Exercise other functions set out in the Russian law, the Articles of Association, other Company regulations, and these Regulations.

## **8. SECRETARY**

8.1. The Corporate Secretary of the Company shall be the Secretary of the Committee, unless the Committee otherwise resolves. If the Committee resolves to appoint another person to act as its Secretary, the Secretary shall be appointed by a majority vote of all existing Committee members. A candidate who is an employee of the Company shall be approved by the CEO.

8.2. The Secretary of the Committee shall support (in terms of information, documents, minutes, secretarial services) current activities of the Committee both in connection with the preparation and conduct of meetings and in between the Committee meetings, including to:

- 1) Arrange for and hold the Committee meetings;
- 2) Collect and organize materials for the meetings;
- 3) Timely send to the Committee members and invitees a notice of the Committee meeting, agenda, materials on agenda items, and voting ballots;
- 4) Arrange for and provide support for voting at the Committee meetings;

5) Arrange for interaction between the Committee and the Board of Directors, other Committees at the Board of Directors, executive bodies, the Auditor, the Internal Audit Board, and other bodies or persons;

6) Prepare minutes of the Committee meetings, sign minutes of the Committee meetings, sign and certify extracts from minutes of the Committee meetings;

7) Record the correspondence addressed to the Committee and/or members of the Committee (including inquiries, requests, or applications), ensure that Committee members receive the necessary information;

8) Send around documents approved by the Committee;

9) Store minutes of the Committee meetings and other documents or materials related to the Committee's activities in accordance with the document storage procedures used by the Company;

10) Carry out tasks given by the Chairperson of the Committee to the extent of powers of the Chairperson;

11) Carry out other functions in accordance with these Regulations.

8.3 The Secretary shall be paid remuneration and compensated for expenses related to the exercise of his/her duties.

Such remuneration and expenses related to the exercise of his/her duties shall be included in the Company budget.

8.4 A service contract may be entered into with the Secretary to perform as the Secretary.

The service contract with the Secretary shall be signed on behalf of the Company by the CEO or a person authorized by the Board of Directors to set the terms of service contract with the Secretary.

The terms of service contract with the Secretary, including the rate of remuneration, shall be set by the Board of Directors or a person authorized by the Board of Directors.

## **9. MEETINGS**

9.1. Meetings of the Committee shall be convened by the Chairperson subject to the action plan approved by the Committee meeting (scheduled meetings), or otherwise as set out in these Regulations (extraordinary meetings).

9.2. The Committee action plan shall be designed by the Chairperson by reference to the approved action plan of the Board of Directors and proposals of the Chairperson of the Board of Directors, members of the Committee, and resolutions of the Board of Directors.

9.3. The Committee action plan shall be approved by a meeting of the Committee to be held within 30 (thirty) days after the meeting of the Board of Directors which approves the action plan of the Board of Directors.

9.4. To convene a meeting of the Committee, the Chairperson shall set the date, time, place, form, and agenda of the meeting, and the list of invitees to the physical meeting of the Committee.

9.5. The agenda of a scheduled meeting shall be prepared by the Chairperson of the Committee by reference to the approved Action Plan of the Committee, resolutions of the Board of Directors, and proposals of the Chairperson of the Board of Directors.

9.6. Members of the Committee may propose agenda items for a scheduled meeting of the Committee.

9.7. The Chairperson of the Committee may include proposals for the agenda of a scheduled meeting or convene an extraordinary meeting of the Committee.

9.8. An extraordinary meeting of the Committee shall be held:

- upon receiving from the Corporate Secretary of the Company a notice of the Board of Directors meeting which agenda includes an item(s) reserved to the Committee by these Regulations;
- at the discretion of the Chairperson of the Committee;
- upon a resolution of the Board of Directors of the Company or the Committee;

- upon a request of the Chairperson of the Board of Directors, a member of the Internal Audit Board and/or the Auditor;

9.9. A request for a meeting by the Chairperson of the Board of Directors, a member of the Committee, the Internal Audit Board and/or the Auditor shall be sent to the Chairperson of the Committee in writing at least 7 (seven) business days before the date of the meeting and shall include the wording of the item, the reason why the item has to be reviewed at the meeting, draft decision of the Committee, and the supporting materials and information.

A request for a meeting shall be signed by the person who sends the request (a request from the Internal Audit Board to convene a meeting of the Committee shall be signed by the Chairperson of the Internal Audit Board, and a request from the Auditor shall be signed by an authorized representative of the Auditor). A copy of the request for a meeting, with any attachments, shall also be sent to the Secretary of the Committee.

9.10. Within 1 (one) business day from the date of a request for an extraordinary meeting, the Chairperson of the Committee shall resolve to hold an extraordinary meeting, set the date, time and place of the meeting (deadline for submission of voting ballots), or refuse to convene an extraordinary meeting. A reasoned resolution to refuse to convene an extraordinary meeting shall be sent to the person or body who requested such meeting before or on the next day after the Chairperson's refusal to convene the meeting.

9.11. The Chairperson may resolve to refuse to convene an extraordinary meeting of the Committee if:

1) the item(s) proposed for the agenda of the Committee meeting are not reserved to the Committee by the Regulations for the Committee;

2) the agenda item specified in the request for an extraordinary meeting is already on the agenda of the next meeting to be convened in accordance with the resolution of the Chairperson of the Committee adopted before receiving such request;

3) the form, procedure or deadlines for requesting a meeting as set out in paragraph 9.9 of these Regulations have not been observed.

9.12. The Chairperson may include the items specified in the request for an extraordinary meeting in the agenda of the next scheduled meeting of the Committee.

9.13. A notice of the Committee meeting shall specify the agenda, form, date, place and time of the meeting (the deadline for submission of voting ballots on the agenda items of the meeting). A notice of the meeting shall be prepared by the Secretary of the Committee and signed by the Chairperson of the Committee or the Vice Chairperson of the Committee (as set out in these Regulations). A notice of the meeting shall be given to the Committee members and invitees to a physical meeting of the Committee at least 5 (five) business days before the meeting (the deadline for submission of voting ballots, for an absentee meeting). Materials and information regarding the agenda items shall be delivered to the Committee members and invitees to a physical meeting of the Committee at least 3 (three) business days before the meeting (the deadline for submission of voting ballots, for an absentee meeting), including and resolutions (recommendations) of the Management Board where so is required under paragraph 9.17 of these Regulations.

Materials regarding the agenda of the Committee meeting shall include draft resolutions on the agenda items. The Chairperson of the Committee shall be responsible for preparing draft resolutions, unless the Committee discusses items requested by the persons specified in paragraph 9.8 of these Regulations.

Invitees to a physical meeting of the Committee shall receive materials on the agenda items which they are supposed to discuss.

9.14. A notice of the Committee meeting and materials (information) regarding the agenda items may be delivered to the Committee members and invitees to a physical meeting of the Committee personally, by fax, or e-mail.

9.15. Where the items proposed for an extraordinary meeting of the Committee are urgent, the Chairperson may resolve on a shorter period of convening the extraordinary meeting and sending the voting ballot and agenda materials regarding such meeting

At a physical meeting of the Committee may discuss items other than those included in the



agenda subject to the consent of all attending members of the Committee.

9.16. Upon receipt from the Corporate Secretary of a notice of the Board of Directors meeting, which agenda includes items reserved to the Committee by these Regulations, the Chairperson of the Committee shall take all steps to ensure that the Committee meeting is timely held so as to prepare recommendations (resolutions) on the specified agenda items of the Board of Directors meeting and deliver same to the Board of Directors in accordance with the approved Regulations for the Board of Directors.

9.17. Upon receipt from the Corporate Secretary of a notice of the Board of Directors meeting, which agenda includes items reserved to the Committee by these Regulations and required by the Articles of Association and the Regulations for the Management Board to be pre-reviewed by the Management Board, the Committee meeting to review such items shall be held after such items have been pre-reviewed by the Management Board meeting. In such case, relevant resolutions (recommendations) of the Management Board shall be delivered to the Committee members before the Committee meeting.

The above shall not apply if the deadlines set out in the Regulations for the Management Board for holding the specified meeting of the Management Board and delivery of resolutions (recommendations) adopted by the Management Board to the Committee are not met.

## **10. PROCEEDINGS AT MEETING**

10.1. The Committee meetings may be held in the form of physical presence of the Committee members (physical meeting) or in the form of absentee voting on the agenda items (absentee meeting).

The Committee may hold its meetings by using a specialized automated information system designed to hold the Committee meetings, including to deliver notices and materials (information) regarding the agenda items, organize voting by the Committee members, and tally the results (the “automated information system”).

The Chairperson of the Committee may permit the Committee members who are absent from the location of the Committee meeting to discuss agenda items and vote remotely through a conference or video conference call.

10.2. A physical meeting of the Committee shall be opened by the Chairperson of the meeting (the Chairperson of the Committee, or the Vice Chairperson, if the Chairperson is absent).

10.2.1. The Committee members and invitees may take part in the physical meeting of the Committee.

10.2.2. The Secretary of the Committee shall determine whether there is a quorum for holding a physical meeting of the Committee.

The Chairperson at a physical meeting shall inform the attendees whether there is a quorum for the Committee meeting and announce the agenda.

10.2.3. If there is no quorum, the meeting shall be declared invalid. In such case, the Chairperson shall resolve to:

- 1) set the time to postpone the start of the meeting, by consultation with the attendees;
- 2) set the date of an adjourned meeting with the same agenda;
- 3) include the items that were supposed to be discussed at the invalid Committee meeting in the agenda of the next scheduled Committee meeting.

10.2.4. A physical meeting of the Committee shall be duly constituted (have a quorum) if attended by at least half of the existing members of the Committee.

10.2.5. When tallying voting results at a physical meeting of the Committee, written opinions of the Committee members who are absent from the meeting, made and delivered as set out in these Regulations, shall be counted.

10.2.6. Written opinions of the Committee members absent from a physical meeting of the Committee shall only be submitted by completing a voting ballot.

10.2.7. On the date of a physical meeting of the Committee, the Secretary of the Committee, based on the results of the agenda item discussions and voting of the attending Committee members, shall prepare a voting ballot shown in Appendix 1 to these Regulations, signed by the Chairperson, and send it

in the original, by e-mail or fax to the Committee members absent from the meeting.

10.2.8. When completing a voting ballot, the Committee member shall cross out all but one of the possible voting options (“for”, “against”, or “abstained”).

Once the voting ballot is completed, the Committee member shall sign and specify his/her surname and initials.

The Committee member shall deliver the voting ballot, completed and signed, to the Secretary of the Committee before or on the next day after the Committee meeting in the original, by e-mail or fax followed by delivering the original voting ballot to the address indicated in the voting ballot.

10.2.9. A voting ballot completed by violating the requirements of the first paragraph of subparagraph 10.2.8 of these Regulations, will be disregarded for the purposes of votes cast for the item.

An unsigned voting ballot or a voting ballot delivered in violation of the deadlines specified in subparagraph 10.2.8 of these Regulations will be deemed invalid and disregarded for the purposes of counting votes and tallying voting results.

10.2.10. Votes cast on the agenda items of a physical meeting of the Committee shall be tallied (summed up) based on the votes of the Committee members

attending the physical meeting and the voting ballots completed and signed by the Committee members and delivered to the Committee Secretary within the set period. Votes shall be tallied after the deadline for submission of voting ballots.

10.3. The Chairperson of the Committee shall decide on holding an absentee meeting of the Committee.

10.3.1. An absentee voting ballot as shown in Appendix 2 to these Regulations shall be sent to each Committee member at least 3 (three) business days before the deadline for submission of voting ballots, together with a notice of absentee voting.

10.3.2. When completing a voting ballot, the Committee member shall cross out all but one of the possible voting options (“for”, “against”, or “abstained”).

Once the voting ballot is completed, the Committee member shall sign it and indicate his/her surname and initials.

The Committee member shall deliver the voting ballot, completed and signed, to the Secretary of the Committee before or on the deadline for submission of voting ballots in the original, by e-mail or fax followed by delivering the original voting ballot to the address indicated in the voting ballot.

10.3.3. A voting ballot completed by violating the requirements of the first paragraph of subparagraph 10.3.2 of these Regulations, will be disregarded for the purposes of tallying votes cast for the item.

An unsigned voting ballot or a voting ballot delivered in violation of the deadlines specified in subparagraph 10.2.2 of these Regulations will be deemed invalid and disregarded for the purposes of quorum for absentee voting, counting votes and tallying voting results.

10.3.4. An absentee meeting shall be duly constituted (have a quorum) if at least half of the existing Committee members participate.

10.3.5. The Committee members whose voting ballots are received by the Secretary of the Committee before or on the deadline for submission of ballots shall be deemed to have participated in the absentee voting.

10.4. Resolutions of the Committee shall be adopted by a majority vote of the Committee members attending the meeting.

10.5. Each Committee member shall have one vote in deciding on the matters at the meeting. In the event of a tie vote the Chairperson of the Committee shall have the casting vote.

No member of the Committee may transfer his/her vote to another Committee member or another person.

10.6. The minutes of meeting shall be made by the Secretary of the Committee within 3 (three) business days after the meeting.

10.7. The minutes of meeting shall be signed by the Chairperson of the meeting and the Secretary of the Committee. The minutes shall be made in two original copies, one of which to be sent by the Committee Secretary to the Board of Directors within 1 (one) business day after signing, attached with the materials and recommendations, and the other to be stored by the Committee. Each Committee member shall receive a copy of the minutes, the materials and recommendations.

10.8. The Chairperson and Secretary of the Committee shall ensure that the minutes are accurate. The Secretary of the Committee shall be responsible for storing the minutes, voting ballots, materials and recommendations of the Committee.

10.9. The minutes shall specify:

- format of the meeting;
- date, place and time of the meeting (deadline for submission of voting ballots);
- the list of Committee members who took part in discussing the agenda items, indicating the form of voting (show of hands or voting ballots), and the list of other attendees of the physical meeting;
- the agenda;
- proposals of the Committee members regarding the agenda items;
- items put to a vote and the voting results, specifying the vote of each Committee member;
- resolutions adopted.

10.10 Each Committee member may request that a summary of his/her opinion on the agenda items be attached to the minutes of the meeting. Such opinion shall be prepared by Committee member and delivered to the Secretary of the Committee.

## **11. INTERACTION WITH OTHER BODIES AND PERSONS**

11.1. The Committee shall exercise its duties by maintaining efficient working relations with the Company's management and control bodies and divisions, and other entities and individuals.

11.2. The Chairperson and the Secretary of the Committee shall ensure smooth informational and technical interaction of the Committee with the Board of Directors, executive bodies, control bodies and divisions of the Company, and with other Committees at the Board of Directors.

11.3. Following a request signed by the Chairperson of the Committee, the CEO shall provide information and materials required by the Committee members to address the matters reserved to the Committee.

Such information and materials shall be delivered within 3 (three) business days from the date of the request, unless the request specifies a longer period.

If incomplete or unreliable information (materials) is provided, the Committee members may request additional information (materials).

11.4. The Chairperson of the Committee shall submit the Committee's recommendations (opinions) to the Board of Directors with copies delivered to the CEO.

## **12. CONFIDENTIALITY**

12.1. Throughout the term in office as a Committee member and one year after leaving the Committee, the person who is (was) a member of the Committee, the Secretary of the Committee or any third party involved in the Committee's activities shall keep confidential any restricted information received when serving on the Committee. For the purpose of the Company activities, the meaning and content of restricted information shall be set by the authorized management body of the Company.

12.2. Members of the Committee, the Secretary of the Committee and third parties involved in the Committee's activities may receive such information subject to signing a confidentiality agreement with the Company in the form set out in the Company regulations.

12.3. Any documents related to the Committee's activities shall be stored in the offices of the Company's executive bodies in accordance with the document storage procedure applicable by the Company. The Secretary of the Committee shall be responsible for storing such documents.

## **13. BUDGET, COMPENSATIONS, AND MEETING ROOMS**

13.1. To finance the Committee's activities, the Company's expense budget shall include the Committee's expenses as an individual expense item. The Committee's expenses shall, in particular, include remuneration and compensations for the Chairperson, members and the Secretary of the Committee, service fees of third party advisors, administrative staff remunerations, and other expenses.

13.2. Under a resolution of the Board of Directors, members and the Secretary of the Committee may be remunerated and compensated for expenses associated with their duties. The rate and terms of payment of such remunerations and compensations shall be set out in a resolution of the Board of Directors.

13.3. The Committee meeting shall prepare and submit a proposal as to the size of the Committee budget (itemized) to the Board of Directors.

The Committee's draft budget shall be attached with an opinion of the CEO on whether the proposed budget can be financed as part of the Company's business activities in the respective planning period.

13.4. In order to hold a Committee meeting, at the request of the Chairperson of the Committee the CEO shall provide the Committee with an office, ensure unrestricted access for the persons listed in the request, and take other steps required to hold the Committee meeting.

#### **14. FINAL PROVISIONS**

14.1. The Board of Directors may at any time to request that the Committee report on its current activities. The Board of Directors shall set the time of preparation and submission of such report.

14.2. The Chairperson of the Committee may provide to the Board of Directors other reports on the matters reserved to the Committee.

14.3. Information about individual resolutions of the Committee shall be made available on the Website. The Chairperson of the Board of Directors shall resolve which information should be made available.

14.4. Information about the Committee's activities shall be included in the Company's Annual Report.

14.5. These Regulations and any amendments hereto are subject to the Board of Directors' approval.

14.6. Any matters not covered by these Regulations shall be governed by the current Russian laws, the Articles of Association, the Regulations for the Board of Directors, other Company regulations, and resolutions of the Board of Directors.

14.7. Where, following any regulatory changes in the Russian Federation, any provision of these Regulations becomes inconsistent with any legal regulation, such provision shall cease to have effect, and the Company shall be governed by Russian legal regulations until these Regulations are duly amended.

**Public Joint Stock Company “Rosseti Lenenergo”**  
**NOMINATION AND REMUNERATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

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**BALLOT**  
for voting on agenda items of an in-person meeting of the Nomination and Remuneration  
Committee of the Board of Directors of PJSC “Rosseti Lenenergo”  
to be held on \_\_\_\_\_, 20\_\_

**Item:**

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

**Resolution (to be passed at the meeting):**

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
------------	----------------	------------------

*(cross out as appropriate leaving your answer not crossed)*

**Item:**

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

**Resolution (to be passed at the meeting):**

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
------------	----------------	------------------

*(cross out as appropriate leaving your answer not crossed)*

The completed and signed voting ballot shall be faxed to \_\_\_\_\_, or emailed to \_\_\_\_\_, or its original shall be submitted to the Secretary of the Audit Committee no later than \_\_\_\_\_ on \_\_\_\_\_.  
/time and date/

Voting ballots received after the expiry of the deadline will not be accepted and your vote will not be counted.

Please send the completed original voting ballots to: \_\_\_\_\_

\_\_\_\_\_/\_\_\_\_\_/

(signature) (full name)

**Member of the Committee of the Board of Directors**  
**PJSC “Rosseti Lenenergo”**

\_\_\_\_\_/\_\_\_\_\_/

**Chairperson of the Committee of at the Board of Directors**  
**PJSC “Rosseti Lenenergo”**

**THE BALLOT IS INVALID UNLESS SIGNED**  
**BY THE CHAIRPERSON AND THE MEMBER OF THE BOARD OF DIRECTORS**

**Public Joint Stock Company “Rosseti Lenenergo”**  
**NOMINATION AND REMUNERATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

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**BALLOT**  
for voting on agenda items of an absentee meeting of the Nomination and Remuneration  
Committee of the Board of Directors of PJSC “Rosseti Lenenergo”  
to be held on \_\_\_\_\_, 20\_\_

**Item:**

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

**Resolution (to be passed at the meeting):**

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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*(cross out as appropriate leaving your answer not crossed)*

**Item:**

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

**Resolution (to be passed at the meeting):**

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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*(cross out as appropriate leaving your answer not crossed)*

The completed and signed voting ballot shall be faxed to \_\_\_\_\_, or emailed to \_\_\_\_\_, or its original shall be submitted to the Secretary of the Audit Committee no later than \_\_\_\_\_ on \_\_\_\_\_.  
/time and date/

**Voting ballots received after the expiry of the deadline will not be accepted and your vote will not be counted.**

**Please send the completed original voting ballots to:** \_\_\_\_\_

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
(signature) (full name)

**Member of the Committee of the Board of Directors**  
**PJSC “Rosseti Lenenergo”**

**THE BALLOT IS INVALID UNLESS SIGNED BY THE COMMITTEE MEMBER**