

APPROVED  
by the Board of Directors  
of «Rosseti Lenenergo», PJSC  
(Resolution of November 03, 2022,  
Minutes No. 25 of November 03, 2022)

«Rosseti Lenenergo», PJSC

REGULATIONS FOR THE STRATEGY COMMITTEE  
OF THE BOARD OF DIRECTORS  
(amended and restated)

Saint Petersburg  
2022

## Contents:

1.	GENERAL PROVISIONS.....	3
2.	THE COMMITTEE'S COMPETENCE .....	3
3.	THE COMPOSITION AND FORMATION OF THE COMMITTEE.....	5
4.	RIGHTS AND DUTIES OF THE COMMITTEE AND ITS MEMBERS .....	5
5.	COMMITTEE CHAIRPERSON .....	6
6.	COMMITTEE SECRETARY .....	7
7.	PROCEEDINGS FOR PREPARING AND CONDUCTING COMMITTEE MEETINGS .	7
8.	IN-PERSON MEETINGS OF THE COMMITTEE .....	10
9.	ABSENTEE MEETINGS OF THE COMMITTEE .....	11
10.	FINANCING, BUDGET, AND OTHER RESOURCES .....	11
11.	THE COMMITTEE'S ENGAGEMENT WITH THE COMPANY'S GOVERNING BODIES AND OTHER PERSONS .....	12
12.	CONFIDENTIALITY .....	12

## 1. GENERAL PROVISIONS

1.1. These Regulations for the Strategy Committee of «Rosseti Lenenergo», PJSC Board of Directors (hereinafter referred to as the Regulations) set out the main goals, scope of competence, and authorities of the Strategy Committee (hereinafter referred to as the Committee) of «Rosseti Lenenergo», PJSC Board of Directors (hereinafter referred to as the Company), as well as the procedure for its creation and operation.

1.2. The Committee is a collective deliberative body set up by the resolution of the Company's Board of Directors in order to ensure effective work of the Company's Board of Directors in addressing matters within its competence, and to improve the efficiency of the Company's operations in the longer term.

1.3. The Committee's objective is to develop and submit recommendations (opinions) to the Company's Board of Directors concerning a number of focus areas of the Board of Directors within the Committee's competence, including: strategic development and priority focus areas, innovation, business processes, business planning, dividend policy, risk management, assessment of the Company's and its subsidiaries' operations, as well as other tasks and areas described in the Code of Corporate Governance recommended for application by Letter of the Bank of Russia No. 06-52/2463 *On the Code of Corporate Governance* of April 10, 2014.

1.4. The Committee's resolutions are of advisory nature for the Company's Board of Directors.

1.5. The Committee is not a governing body of the Company and may not act on behalf of the Company or its Board of Directors.

1.6. The Committee shall submit to the Board of Directors an annual performance report, as well as a performance report at any time upon the request of the Board of Directors of the Company.

1.7. In carrying out its activities, the Committee shall be guided by the Russian law, the Articles of Associations of the Company, the Regulations on the Company's Board of Directors, these Regulations, and other internal documents of the Company, as well as the Code of Corporate Governance recommended for application by Letter of the Bank of Russia No. 06-52/2463 *On the Code of Corporate Governance* of April 10, 2014.

## 2. THE COMMITTEE'S COMPETENCE

2.1. The Committee shall act within its competence as described in these Regulations.

2.2. The competence of the Committee includes preliminary examination, analysis, and development of recommendations (opinions) on the following matters within the competence of the Company's Board of Directors:

1) determining the priority areas of the Company's operations, including approval of the Development Strategy, the Program for Innovative Development of the Company and respective progress reports;

2) submitting the following matters to the General Meeting of Shareholders of the Company:

- reorganization of the Company;
- increasing the Company's authorized capital through increasing the par value of shares or conducting a follow-on offering;
- decreasing the Company's authorized capital through reducing the par value of shares;
- splitting and consolidating of the Company's shares;
- the offering of bonds convertible into shares or other issue-grade securities convertible into shares by the Company;
- consenting to or subsequent approval of transactions in cases provided for in Article 83 of the Federal Law *On Joint Stock Companies*;
- consenting to or subsequent approval of transactions in cases provided for in Article 79 of the Federal Law *On Joint Stock Companies*;

- the Company's participation in financial or industrial groups or associations, or other trade or business alliances or associations;
- 3) repurchasing the Company's shares, bonds, or other securities as provided for by the Federal Law On Joint-Stock Companies or other federal laws;
- 4) disposal (sale) of the Company's shares held by the Company following their purchase or redemption from the Company's shareholders as well as in other cases provided for stipulated by the Federal Law On Joint-Stock Companies;
- 5) recommendations concerning the size of dividends on shares and their payout procedure;
- 6) approving internal documents of the Company determining the procedure for generating and using the Company's funds;
- 7) making decisions on the use of the Company's funds; approving the estimates for the use of special-purpose funds and reviewing the performance against such estimates for the use of special-purpose funds;
- 8) approving the business plan (adjusted business plan) and reviewing quarterly business plan progress reports (for the first quarter, first six months, nine months, and the full year);
- 9) approving the investment program, including changes in it, and respective quarterly progress reports (for the first quarter, first six months, nine months, and the full year);
- 10) establishing the Company branches, opening its representative offices, and closing them down;
- 11) adopting resolutions concerning the Company's participation in other entities (by joining existing entities or by creating a new entity, including approval of the constitutional documents), as well as on acquisition, disposal, or encumbrance of shares and interests in entities where the Company participates, change of the Company's interest in a respective entity, and termination of the Company's participation in other entities, except for resolutions regarding participation which are referred to the competence of the General Meeting of Shareholders of the Company;
- 12) adopting resolutions on giving consent to the execution or subsequent approval of major transactions in cases provided for in Article X of the Federal Law On Joint Stock Companies;
- 13) determining the understanding of the Company (the Company's representatives), including instructions to take or not to take part in voting on agenda items, voting on draft resolutions "for", "against" or "abstained", regarding agenda items of general meetings of shareholders (members) of the Company's subsidiaries and affiliates, and meetings of boards of directors of such subsidiaries and affiliates regarding their reorganization or liquidation;
- 14) approving the methodology for calculation and assessment of performance against key performance indicators (KPIs) for the Company's CEO, KPI targets (adjusted KPIs), and respective progress reports;
- 15) filing for the listing of the Company's shares and/or securities convertible into shares;
- 16) assessing risks, as well as establishing the acceptable risk-appetite level for the Company;
- 17) examining matters related to the organization, functioning, and efficiency of risk management systems at the Company on an annual basis;
- 18) monitoring the compliance of the Company's executive bodies with the approved strategy of the Company; hearing reports of the CEO and Members of the Management Board of the Company on the implementation of the strategy approved by the Company;
- 19) recommendations regarding a voluntary or mandatory offer received by the Company to purchase the securities of the Company;
- 20) approval by the Company's Board of Directors of internal documents regulating the Committee's focus areas described in Clause 1.3 of these Regulations;

21) matters related to sustainable development, including corporate, social, and environmental responsibility of the Company;

22) other matters related to the Committee's focus areas specified in Clause 1.3 of these Regulations and matters provided for in specific instructions of the Company's Board of Directors.

### **3. THE COMPOSITION AND FORMATION OF THE COMMITTEE**

3.1. The number of Committee Members shall be determined by the Company's Board of Directors and must be at least five (5) Members, but not more than eleven (11) Members.

3.2. Committee Members shall be elected by the Company's Board of Directors from among the candidates nominated by Members of the Company's Board of Directors. Those nominees who have been voted for by most Members of the Company's Board of Directors shall be deemed to have been elected to the Committee.

3.3. Each Member of the Company's Board of Directors shall have the right to propose no more than two (2) candidates to the Committee.

3.4. Only individuals may be Committee Members. A Committee Member may not be a member of the Company's Board of Directors. The target number of Committee Members on the Board of Directors shall be at least three (3).

3.5. Nominations by the Company's Board of Directors for election to the Committee shall be submitted to the Chairperson of the Company's Board of Directors in writing not later than five (5) calendar days before the date of the meeting of the Board of Directors (the expiry date for accepting the voting ballots for absentee voting), the agenda of which includes election of Committee Members. The proposal to nominate a candidate(s) to the Committee shall be signed by a Member of the Company's Board of Directors who submits the proposal.

3.6. For nominating a candidate(s) to the Committee, the proposal to nominate a candidate(s) to the Committee shall be accompanied by a written consent of the nominee and the following information about the nominee.

- 1) the nominee's full name;
- 2) the nominee's job and title when nominated;
- 3) the information on the nominee's education and training;
- 4) the nominee's contacts.

The Board of Directors member's nomination for the Committee may contain additional information to evaluate the professional qualities of the nominees.

3.7. In electing Committee Members, their education, professional training, work experience in the area of the Committee's activities and other special knowledge necessary for Committee Members to be able to perform their duties shall be taken into account.

3.8. Committee Members shall be elected in accordance with the conditions set forth herein for the period until the election of the new Committee. New Committee Members are recommended to be elected not later than forty-five (45) calendar days after the annual General Meeting appointing the new Board of Directors.

3.9. Any Committee Member may be terminated earlier by resolution of the Company's Board of Directors.

3.10. The Chairperson of the Committee as well as Committee Members may resign by sending a resignation request (letter) to the Chairperson of the Company's Board of Directors and the Chairperson of the Committee.

3.11. If there are less Members on the Committee than required by these Regulations for the meetings of the Committee to be quorate, the Chairperson of the Board of Directors shall convene an extraordinary meeting of the Board of Directors to elect new Committee Members or add the item concerning the election of such new members to the agenda of the next scheduled meeting of the Company's Board of Directors.

### **4. RIGHTS AND DUTIES OF THE COMMITTEE AND ITS MEMBERS**

4.1. In order to achieve the goals of the Committee as described in these Regulations, the Committee may:

- 1) investigate matters reserved to the competence of the Committee;

2) request and receive information and documents necessary for the performance of its functions from the executive bodies of the Company and request information from third parties through the Chairperson of the Board of Directors or the CEO of the Company;

3) engage third parties to provide professional services to the Committee or as experts (advisers) (on the contractual basis or otherwise) who possess special knowledge on matters reserved to the Committee, within the Committee's budget and subject to the requirements of the Company's procurement regulations. Contracts with persons engaged by the Committee to provide advisory services shall be made following a relevant resolution of the Committee by an authorized officer of the Company as advised by the Chairperson of the Committee, or by the Chairperson of the Committee under a power of attorney issued by the Company's CEO;

4) make proposals and give recommendations to the Company's Board of Directors on all matters referred by these Regulations to the competence of the Committee;

5) develop and submit draft amendments and addenda to these Regulations for approval by the Company's Board of Directors;

6) perform other actions to achieve the goals of the Committee.

4.2. In order to achieve the goals of the Committee as described in these Regulations, the Committee shall:

1) provide the Board of Directors with economically viable and legally sound recommendations (opinions) on matters reserved to the Committee's competence;

2) timely inform the Company's Board of Directors on risks to which the Company is exposed.

4.3. The Committee Members shall have the right, within the competence of the Committee, to:

1) request documents and information required for making decisions on matters within the Committee's competence from the executive bodies of the Company (the request shall be made in writing and signed by the Chairperson of the Committee);

2) make written proposals on the work schedule of the Committee;

3) introduce items into the agenda of the Committee's meetings in accordance with the procedure described in these Regulations;

4) request the convening of a meeting of the Committee;

5) exercise other rights as are set out in these Regulations.

4.4. The Committee members shall:

1) shall study materials for the Committee's meetings and establish their own positions on all matters of the meeting agenda;

2) act in the best interests of the Company, exercise their rights and perform their duties to the Company in good faith and reasonably, comply with the requirements of the Russian law, the Articles of Association, and internal documents of the Company;

3) comply with confidentiality requirements; not disclose the Company's information constituting commercial and/or business secret.

## **5. COMMITTEE CHAIRPERSON**

5.1. The Committee shall be managed and its activities organized by the Chairperson of the Committee.

5.2. The Chairperson of the Committee shall be elected by the Company's Board of Directors from among the elected Committee Members by a majority of votes of the Members of the Company's Board of Directors attending the meeting of the Board of Directors.

5.3. The Company's Board of Directors may re-elect the Chairperson of the Committee at any time.

5.4. In the absence of the Committee Chairperson, the Vice-Chairperson of the Committee shall act as Chairperson. The Vice-Chairperson of the Committee shall be elected by Committee Members from among them by a majority vote of the total number of elected Committee Members.

5.5. The Committee Chairperson may:

1) convene the Committee's meetings and preside over them;

2) determine the format and agenda of the Committee's meetings;

3) determine the list of persons invited to attend the Committee's in-person meetings.

Officers and/or employees of the Company can be invited to an in-person meeting of the Committee by sending a corresponding invitation to the CEO of the Company. The CEO of the

Company shall ensure participation of the officers and/or employees of the Company or other persons invited to the meeting of the Committee who have the powers, knowledge, and qualification necessary for effective participation in the meeting of the Committee;

- 4) arrange for the keeping of, and sign, minutes of the Committee's meetings;
- 5) represent the Committee in cooperation with the Company's Board of Directors, other Committees of the Board of Directors, executive bodies of the Company, the Auditor, the Internal Audit Commission of the Company, and other bodies or persons;
- 6) maintain the Committee's formal correspondence and sign requests, letters and documents on behalf of the Committee;
- 7) allocate responsibilities among Committee Members;
- 8) develop the Committee's work schedule and submit it to the Committee for approval; follow up implementation of the Committee's resolutions and work schedules;
- 9) ensure that the Committee complies with the requirements of the laws of the Russian Federation, the Articles of Association and other internal documents of the Company;
- 10) exercise other rights pursuant to the Russian law, and the Articles of Association and other internal documents of the Company.

## **6. COMMITTEE SECRETARY**

6.1. The Corporate Secretary of the Company shall be the Committee Secretary unless otherwise resolved by the Committee. Where the Committee decides to elect another person as the Committee Secretary, the Committee Secretary shall be elected by a majority vote of the total number of elected Committee Members. If the nominee is an employee of the Company, the nomination shall be approved by the Company's CEO.

6.2. The Committee Secretary shall provide technical support (including informational, document management, organizational, and secretary services) for the Committee's day-to-day operations, including:

- 1) preparing and conducting the Committee's meetings;
- 2) collecting and systematizing materials for the meetings;
- 3) ensuring that notices on the Committee's meetings, agendas of the meetings, materials on agenda items, and voting ballots are timely distributed to the Committee Members and persons invited to attend the Committee's meetings;
- 4) keeping the minutes of meetings, organizing the preparation of draft resolutions of the Committee;
- 5) recording correspondence addressed to the Committee and/or to Committee Members (including requests, demands, or petitions); ensuring that Committee Members receive the necessary information;
- 6) safekeeping minutes of the Committee's meetings and other documents and materials related to the Committee's activities in accordance with the documentation safekeeping procedures used by the Company;
- 7) carrying out the duties of the Chairperson of the Committee within the competence of the Chairperson of the Committee;
- 8) certifying extracts from minutes of meetings of the Committee; and
- 9) carrying out other duties in accordance with these Regulations.

## **7. PROCEEDINGS FOR PREPARING AND CONDUCTING COMMITTEE MEETINGS**

7.1. Meetings of the Committee are convened by the Chairperson of the Committee according to the work schedule approved at the meeting of the Committee (scheduled meetings), and also in other cases provided for in these Regulations (extraordinary meetings).

7.2. The Committee's working schedule shall be determined by the Chairperson of the Committee subject to the approved working schedule of the Company's Board of Directors and proposals from the Chairperson of the Company's Board of Directors, Committee members and resolutions of the Company's Board of Directors.

7.3. The work schedule of the Committee shall be approved at the meeting of the Committee following the meeting of the Company's Board of Directors at which the Work Schedule of the Company's Board of Directors was approved.

7.4. When convening a meeting of the Committee, the Chairperson of the Committee shall determine the date, time, place, and format of the meeting, the agenda, and the list of persons invited to participate in an in-person meeting of the Committee.

7.5. The agenda for a scheduled meeting shall be prepared by the Chairperson of the Committee in accordance with the approved Work Schedule of the Committee, resolutions of the Company's Board of Directors and proposals of the Chairperson of the Company's Board of Directors.

7.6. Committee Members shall be entitled to make proposals on the agenda of a scheduled meeting of the Committee.

7.7. The Committee Chairperson shall be entitled to include the proposals received into the agenda of a scheduled meeting or convene an extraordinary meeting of the Committee.

7.8. Extraordinary meetings of the Committee shall be held:

1) in accordance with a notice received from the Corporate Secretary of the Company regarding a meeting of the Company's Board of Directors, the agenda of which includes an item within the competence of the Committee;

2) at the initiative of the Chairperson of the Committee;

3) following a relevant resolution of the Company's Board of Directors or resolution of the Committee;

4) at the request of the Chairperson of the Company's Board of Directors, a member of the Internal Audit Commission and/or an external Auditor of the Company.

7.9. The request of the Chairperson of the Company's Board of Directors, a Committee Member, the Internal Audit Commission, and/or the external Auditor of the Company to convene a meeting of the Committee shall be sent to the Chairperson of the Committee in writing not later than seven (7) business days prior to the date of the meeting and shall contain the wording of the item, the rationale for the need to consider the item at the meeting, a draft resolution of the Committee, as well as supporting materials and information required for decision-making.

The request to convene a meeting of the Committee shall be signed by the person who sent the request (the request of the Internal Audit Commission to convene a meeting of the Committee shall be signed by the Chairperson of the Internal Audit Commission, the request of the Company's Auditor shall be signed by a person authorized by the Auditor). At the same time, a copy of the request to convene a meeting of the Committee, with all appendices, shall be sent to the Committee Secretary.

7.10. Within one (1) business day from the date of the request to convene an extraordinary meeting, the Chairperson of the Committee shall take a decision either to hold an extraordinary meeting of the Committee, determine the date, time and place of the meeting of the Committee (the expiry date and time for accepting the voting ballots in case of a meeting in absentia), or not to hold an extraordinary meeting of the Committee. A motivated decision to refuse to convene an extraordinary meeting of the Committee shall be sent to the person or body of the Company requesting the convening of such meeting not later than the next day from the date of the decision of the Chairperson of the Committee to refuse to convene the meeting.

7.11. The decision of the Chairperson of the Committee to refuse to convene an extraordinary meeting of the Committee may be taken in the following cases:

1) the item proposed for inclusion in the agenda of a meeting of the Committee is not referred to its competence by the Regulations on the Committee;

2) the item of the agenda specified in the request to convene an extraordinary meeting of the Committee has already been put on the agenda for the next meeting to be convened pursuant to a resolution of the Chairperson of the Committee that had been adopted before such request was received;

3) the format, procedure, or timelines for submitting a request to convene a meeting do not meet the requirements of Clause 7.9. of these Regulations.

7.12. The Chairperson of the Committee has the right to include items detailed in the request to convene an extraordinary meeting of the Committee in the agenda of the next scheduled meeting of the Committee.

7.13. Meetings of the Committee may be held in the form of joint presence of Committee Members (in-person meeting) or in the form of absentee voting on agenda items (a meeting in absentia).

The meetings of the Committee may be held using a specialized automated information system designed to hold meetings of the Company's Committee, including the distribution of



notices, materials (information) on agenda items, organize voting by members of the Company's Committee, and summarize the results (hereinafter referred to as the "automated information system").

If so resolved by the Chairperson of the Company's Committee, Committee Members who are absent from the venue of the Committee's meeting may be provided with an option to participate in the discussion of agenda items and vote remotely via audio or video conferencing.

7.14. The notification about the meeting of the Committee shall contain the agenda of the meeting, format of the meeting, and date, place, and time of the meeting (the expiry date and time for accepting the voting ballots for the items on the agenda of the meeting). The notice about the meeting shall be executed by the Committee Secretary and signed by the Chairperson of the Committee or Deputy Chairperson of the Committee in cases provided for in these Regulations. Notices on the Committee meetings shall be delivered to the Committee's members and persons invited to attend the Committee's in-person meeting not later than five (5) days prior to the Committee's meeting date (the expiry date for accepting the voting ballots in case of a meeting in absentia).

7.15. Materials and information on the agenda items shall be sent to the Committee Members and persons invited to participate in an in-person meeting of the Committee not later than three (3) business days prior to the date of the meeting (the expiry date for accepting the voting ballots in case of a meeting in absentia).

Materials on the Committee's meeting agenda matters shall include draft resolutions on such matters. The preparation of draft resolutions shall be organized by the Chairperson of the Committee, except for cases when the Committee considers matters at the request of persons specified in Clause 7.9. of these Regulations.

Persons invited to attend the Committee's in-person meeting shall be delivered materials only on those items of the Company's meeting agenda that they will discuss.

7.16. The notice about the Committee meeting and materials (information) on agenda items may be provided (sent) to Committee Members and persons invited to attend the Committee's in-person meeting in person, by fax, by email, or via an automated information system.

7.17. In the event that the matters to be discussed by a meeting of the Committee are of urgent nature the timelines for convening such meeting and sending materials on the agenda items of such meeting may be shortened by resolution of the Chairperson of the Committee.

7.18. Upon receipt of a notice from the Corporate Secretary of the Company about a meeting of the Company's Board of Directors, the agenda of which contains items referred by these Regulations to the competence of the Committee, the Chairperson of the Committee shall apply every effort to ensure that the Committee's meetings are held in time to prepare recommendations (resolutions) on the above agenda items of the meeting of the Company's Board of Directors and that they are submitted to the Company's Board of Directors.

7.19. Upon receipt of a notice from the Corporate Secretary of the Company about a meeting of the Company's Board of Directors, the agenda of which contains items referred by these Regulations to the competence of the Committee and which are subject to preliminary examination by the Management Board of the Company in accordance with the Regulations on the Management Board of the Company, a meeting of the Committee that will discuss such items shall be held after their preliminary examination by the Management Board of the Company. In such case, the relevant resolutions (recommendations) of the Management Board shall be submitted to the Committee Members before the relevant meeting of the Committee is held. In the absence of such resolutions (recommendations) of the Management Board of the Company, the Chairperson of the Committee shall decide whether such matters can be reviewed by the Committee.

7.20. Resolutions of the Committee shall be passed by a simple majority vote of the elected Committee Members.

7.21. Each Committee Member shall have one vote in deciding on matters at a meeting. In the case of a voting tie the Chairperson of the Committee shall have a casting vote.

No vote may be transferred from one member to another member or other person.

7.22. No later than two (2) business days after a meeting of the Committee, the Committee Secretary shall issue the minutes of the meeting.

7.23. The minutes of the Committee's meeting shall be signed by the Chairperson of the meeting and the Committee Secretary. When the Board of Directors considers matters concerning which recommendations were proposed by the Strategy Committee, the Board of Directors members are issued extracts from respective decisions by the Committee regarding such matters

as part of the materials for the meeting. All Committee Members shall be sent copies of the minutes, materials, and recommendations prepared for them.

7.24. The Chairperson and the Committee Secretary shall be responsible for the accuracy of the minutes. The Committee Secretary shall be responsible for safekeeping the minutes, voting ballots, materials, and recommendations of the Committee.

7.25. The Minutes of the meetings shall detail:

- the format of the meeting;
- the date, place, and time of the meeting (expiry date and time for accepting voting ballots);
- the list of Committee Members who took part in the discussion of the agenda items, indicating the form of voting (in person or via voting ballots, or voting via an automated information system), as well as the list of other persons who attended an in-person meeting;

- the agenda of the Meeting;
- proposals by Committee Members regarding agenda items;
- items put to the vote, the result of the voting on them, indicating how each Member voted;

and

- resolutions passed.

7.26. A summary of a Member's opinion regarding items of the agenda of the Committee's meeting may be attached to the minutes of the Committee's meeting if such Member so wishes. Such opinion shall be prepared by the Committee Member and shall be submitted to the Chairperson of the Committee and the Committee Secretary.

## **8. IN-PERSON MEETINGS OF THE COMMITTEE**

8.1. An in-person meeting of the Committee shall be opened by the Chairperson of the Committee who chairs the meeting or, in case of their absence, by the Vice-Chairperson.

8.2. The participants of an in-person meeting of the Committee shall include Committee Members, as well as invited persons.

8.3. The Committee Secretary shall determine the presence of a quorum for an in-person meeting of the Committee.

The Chair of the in-person meeting shall inform those present of the presence of a quorum for the meeting of the Committee and announce the agenda for the meeting.

8.4. In the absence of a quorum, the meeting shall be declared invalid. The Chair of the meeting shall take one of the following decisions:

- 1) by consulting with persons present at the meeting, determine the time for adjourning the beginning of the meeting;

- 2) determine the date of the adjourned meeting with the same agenda;

- 3) include the items to be considered at the adjourned meeting of the Committee in the agenda of the next scheduled meeting of the Committee.

8.5. An in-person meeting of the Committee shall be deemed to be valid (have a quorum) if at least half of the elected Committee Members are present at the meeting.

8.6. When determining the results of voting on the items included in the agenda of the Committee's in-person meeting, written opinions of the Committee Members absent from the meeting, executed and received in the manner described in these Regulations, shall be taken into account.

8.7. Written opinions of the Committee Members who were absent from an in-person meeting shall be executed by completing a voting ballot for voting on the agenda items.

8.8. On the day of an in-person meeting of the Committee, the Committee Secretary, based on the results of the discussion of agenda items and voting of the Committee Members present at the meeting, shall prepare a voting ballot, in accordance with Appendix 1 to these Regulations, to be signed by the Chairperson of the Committee, and sent in its original form, by email, by fax, or via an automated information system to the Committee Members who were absent at the meeting.

8.9. When completing a voting ballot, the Committee Member shall leave unchecked only one of the possible voting options ("for", "against", or "abstained") for each item put to the vote.

Once the voting ballot is completed, the Committee Member shall sign it and specify his or her name and initials.

The completed and signed voting ballot shall be submitted by the Committee Member to the Committee Secretary not later than the next date after the Committee's meeting in its original form,

by email, or by fax with the original to be later sent to the address specified in the voting ballot, or via an automated information system.

8.10. Voting ballots completed in violation of the requirements specified in the first paragraph of Clause 8.9 of these Regulations shall not be taken into account when counting votes on the relevant item.

Unsigned voting ballots, as well as voting ballots submitted after the deadlines specified in Clause 8.9 of these Regulations, shall be deemed to be invalid and shall not be taken into account when counting votes and determining the results of voting.

8.11. The results of voting regarding items on the agenda of the Committee's in-person meeting shall be tallied based on the votes by the Committee Members present at the in-person meeting, voting ballots completed and signed by Committee Members and received by the Committee Secretary before the deadline, as well as the votes by Committee Members submitted via an automated information system. The voting results shall be tallied after the expiry of the deadline for accepting voting ballots.

## **9. ABSENTEE MEETINGS OF THE COMMITTEE**

9.1. The Chairperson of the Committee may decide to hold an absentee meeting of the Committee.

9.2. In order to hold an absentee meeting of the Committee, the Committee Members shall be sent materials (information) on the agenda items of the absentee meeting as well as voting ballots to vote on the agenda items of the meeting prepared in accordance with Appendix 2 to these Regulations.

9.3. When completing a voting ballot, the Committee Member shall leave unchecked only one of the possible voting options ("for", "against", or "abstained") for each item put to the vote.

Once the voting ballot is completed, the Committee Member shall sign it and specify his or her name and initials.

The completed and signed voting ballot shall be submitted by the Committee Member to the Committee Secretary not later than the expiry date and time for accepting voting ballots in its original form, by email, or by fax with the original to be later sent to the address specified in the voting ballot, or via an automated information system.

9.4. Voting ballots completed in violation of the requirements specified in the first paragraph of Clause 9.3 of these Regulations shall not be taken into account when counting votes on the relevant item.

Unsigned voting ballots, as well as voting ballots submitted after the deadlines specified in Clause 9.3 of these Regulations, shall be deemed to be invalid and shall not be counted for the purposes of the quorum required for adopting a resolution through absentee voting, or for counting votes and tallying up the voting results.

9.5. The Committee's absentee meeting shall be quorate and duly constituted if it is attended by at least fifty percent of the elected Committee Members.

9.6. Committee Members whose voting ballots or votes submitted electronically were received by the Committee Secretary not later than the deadline for accepting voting ballots shall be deemed to have taken part in the absentee meeting.

## **10. FINANCING, BUDGET, AND OTHER RESOURCES**

10.1. A separate item of expenditure shall be provided for to ensure the work of the Committee when preparing the expenditure section of the Company's overall budget. The expenses of the Committee shall include, in particular, the remuneration and compensations of the Chairperson, Committee Members, and the Committee Secretary, expenses for hiring third-party consultants and administrative staff, and other expenses.

10.2. Upon the resolution of the Company's Board of Directors, Committee Members and the Committee Secretary may receive remuneration and compensation for expenses related to the performance of their duties. The amount of such remunerations and compensations, procedure and terms of their payment shall be resolved separately by the Company's Board of Directors.

10.3. A proposal concerning the size of the Committee's budget (with information itemized) shall be prepared at the Committee's meeting and sent to the Company's Board of Directors.

The draft budget of the Committee shall be accompanied with an opinion of the Company's CEO on the ability to finance the proposed budget within the planned amount as part of the Company's business activities during the respective planning period.

10.4. For the purposes of holding the Committee's meetings, the CEO of the Company, upon a request of the Chairperson of the Committee, shall provide the Committee with meeting room and make sure that the persons listed in such request can freely access such room, and take other measures as may be necessary to hold the Committee meeting.

## **11. THE COMMITTEE'S ENGAGEMENT WITH THE COMPANY'S GOVERNING BODIES AND OTHER PERSONS**

11.1. In performing its duties, the Committee shall maintain effective working relations with governing and control bodies, and structural units of the Company and other organizations and individuals.

11.2. The Chairperson and Committee Secretary shall ensure information, technical and coordinated interaction between the Committee and the Board of Directors, governing and supervision bodies, and divisions of the Company, as well as with other Committees of the Company's Board of Directors.

11.3. Upon request signed by the Chairperson of the Committee the Company's executive bodies shall provide information and materials required for the Committee Members to make decisions on matters within the Committee's competence.

Such information and materials shall be provided within three (3) business days from the date of receipt of the request, unless a longer period is specified in the request.

In case of submittal of incomplete or unreliable information (materials) Committee Members have the right to request additional information (materials).

11.4. Recommendations (conclusions) prepared (developed) by the Committee shall be submitted to the Company's Board of Directors by the Chairperson of the Committee. Copies of such recommendations (conclusions) shall be simultaneously delivered to the Company's Chief Executive Officer.

## **12. CONFIDENTIALITY**

12.1. During their term of office as Committee Members, and within one year after the expiry of their term on the Committee, individuals who are or have been Committee Members, the Committee Secretary, and third parties involved in the work of the Committee shall be required to maintain the confidentiality of information they receive in connection with their work on the Committee and which is not publicly available. The definition of information that is not publicly available in connection with the Company's activities and its scope shall be provided in the resolution of an authorized governing body of the Company.

12.2. The Committee Members, the Committee Secretary and third parties involved in the work of the Committee shall be entitled to receive such information provided that they have entered into an agreement with the Company on the use of such information in the format described in the Company's internal documents.

12.3. All documents related to the activities of the Committee shall be kept at the location of the Company in accordance with the procedure for keeping documents applicable at the Company. The Committee Secretary shall be responsible for safekeeping such documents.

**«Rosseti Lenenergo», PJSC**  
**STRATEGY COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**BALLOT**  
**for voting at an in-person meeting**  
**of the Strategy Committee of the Board of Directors**  
**of «Rosseti Lenenergo», PJSC to be held on \_\_\_\_\_, 20\_\_**

**Item:**

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

**Resolved to:**

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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*(Leave your answer unchecked)*

**Item:**

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

**Resolved to:**

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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*(Leave your answer unchecked)*

The completed and signed voting ballot shall be submitted by the Committee Member to the Committee Secretary not later than \_\_\_\_\_ *(date and time)* in its original form, or by e-mail to \_\_\_\_\_, or by fax to \_\_\_\_\_ with the original to be later sent to the following address: \_\_\_\_\_.

The voting ballot can also be completed online via the electronic information system at: \_\_\_\_\_<sup>1</sup>.

Voting ballots received by the Company after the expiry of the date and time for accepting voting ballots are considered to be invalid, are not taken into account when counting votes and determining the voting results.

**Member of the Strategy Committee  
of the Board of Directors, «Rosseti Lenenergo», PJSC**

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

**Chairperson of the Strategy Committee  
of the Board of Directors, «Rosseti Lenenergo», PJSC**

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

**The voting ballot is invalid unless signed by the Chairperson  
and the Member of the Board of Directors' Committee.**

<sup>1</sup> To be included in case there is a relevant electronic information system at the Company.

## «Rosseti Lenenergo», PJSC

## STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS

**BALLOT**  
**for voting at an absentee meeting**  
**of the Strategy Committee of the Board of Directors**  
**of «Rosseti Lenenergo», PJSC to be held on \_\_\_\_\_, 20\_\_**

Item:

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

Resolved to:

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

FOR

AGAINST

ABSTAINED

*(Leave your answer unchecked)*

Item:

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

Resolution:

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

FOR

AGAINST

ABSTAINED

*(Leave your answer unchecked)*

The completed and signed voting ballot shall be submitted by the Committee Member to the Committee Secretary not later than \_\_\_\_\_ *(date and time)* in its original form, or by e-mail to \_\_\_\_\_, or by fax to \_\_\_\_\_ with the original to be later sent to the following address: \_\_\_\_\_.

The voting ballot can also be completed online via the electronic information system at: \_\_\_\_\_<sup>2</sup>.

Voting ballots received by the Company after the expiry of the date and time for accepting voting ballots are considered to be invalid, are not taken into account when counting votes and determining the voting results.

**Member of the Strategy Committee  
of the Board of Directors, «Rosseti Lenenergo», PJSC**

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

**The voting ballot is invalid unless signed by the Member of the Board of Directors' Committee.**

<sup>2</sup> To be included in case there is a relevant electronic information system at the Company.