**Competence of the Board of Directors**

**of Rosseti North-West, PJSC**

pursuant to Clause 15.1 Article 15 of the Articles of Association of the Company (as approved  
by the Annual General Shareholders Meeting of the Company dated 28.05.2021 (Minutes No.17))

The issues within the competence of the Board of Directors shall be as follows:

1. determination of priority directions of the Company's activities, including approval of the Company’s development strategy, the Company’s innovation development program and reports on their implementation;
2. convocation of the Company’s annual and extraordinary General Meetings of Shareholders, except for the cases set out in Clause 14.8 of Article 14 of these Articles of Association, and announcement of the date of holding a new General Meeting of Shareholders instead of the meeting which did not take place due to the quorum absence;
3. approval of the Company’s General Meeting of Shareholders agenda;
4. election of the secretary of the Company’s General Meeting of Shareholders;
5. establishing the date for determination (documentation) of persons entitled to participate in the Company’s General Meeting of Shareholders, determining the date for generating the list of persons having the right to receive dividend, approval of expenses estimate for holding the Company’s General Meeting of Shareholders and solution of other issues related to preparation and holding the Company’s General Meeting of Shareholders;
6. submission for the decision of the Company’s General Meeting of Shareholders of the issues envisaged by Sub-Causes 2, 5, 7, 8, 12–20, 23 of Clause 10.2 of Article 10 of these Articles of Association, reduction of the Company’s authorized capital by way of reduction of the par value of shares as well as establishment of the date as whereof the persons having the right to receive dividend are established;
7. placement by the Company of additional shares into which preferred shares of a certain type placed by the Company convertible into common shares or preferred shares of other types are converted, as well as the placement of bonds by the Company, including the decision to place bonds of several issues within the framework of the bond program (the decision to approve the bond program, and other equity securities, except for shares; issue of Eurobonds and determination of the Company's policy in terms of the issue of equity securities (with the exception of shares) and Eurobonds;
8. approval of decision on issue (additional issue) of shares and equity securities convertible into shares, securities prospectus, approval of the report on securities issue (additional issue) results and notification of the securities issue (additional issue) results, approval of reports on results of repurchase of shares from shareholders of the Company, reports on redemption of shares and reports on results of requests having been launched by shareholders of the Company for buyout of shares as may be held by them; making decisions on accepting offers (accept) to purchase additional shares placed through a public offering upon expiration of the preemptive right period in the instances determined by the Company’s Board of Directors;
9. determining the price (monetary value) of the property, the price of placement or its establishment procedure and the price of buyout of equity securities in cases envisaged by the Federal Law “On Joint Stock Companies” as well as when solving issues stipulated in Sub-Causes 11, 21, 23, 24, 37 of Clause 15.1 of Article 15 hereof;
10. Acquisition of shares, bonds and other securities placed by the Company in cases stipulated by the Federal Law “On Joint Stock Companies” or other federal laws;
11. alienation (selling) of the Company’s shares which are placed at the disposal of the Company as a result of their acquisition or buyout from the Company’s shareholders, as well as in other cases envisaged by the Federal Law “On Joint Stock Companies”;
12. election of the Company’s General Director and early termination of his/her powers, including taking the decision on early termination of the employment contract with him/her;
13. definition of the number of members of the Company’s Management Board, election of the Company’s Management Board members, fixing of compensations and remunerations paid to them, early termination of their powers;
14. recommendations to the Company’s General Meeting of Shareholders on the amount of remunerations and compensations paid to the members of the Auditing Commission and determining the amount of remuneration of the Auditor’s services;
15. recommendations to the General Meeting of Shareholders of the Company on the amount of dividend on shares and the procedure for its payment;
16. approval of the Company’s internal documents determining the procedure for the formation and use of the Company’s funds;
17. decision-making on the use of the Company’s funds; approval of the cost estimates for the use of special-purpose funds and consideration of the results of the implementation of the cost estimates for the use of special-purpose funds;
18. approval of the Company’s internal documents, except for the internal documents, the approval of which is referred to the competence of the General Meeting of Shareholders and other internal documents, the approval of which is referred to the competence of the Company’s executive bodies;
19. approval of the business plan (revised business plan) and review of the quarterly report on the implementation of the business plan (for the first quarter, first half, nine months, reporting year);

19.1) approval of the investment program, including the changes thereto, and the quarterly report on its implementation (for the first quarter, the first half, the first nine months of a financial year, and for the financial year);

1. foundation of the Company’s branches and opening of the Company’s representative offices, their liquidation;
2. making decisions on the participation of the Company in other organizations (on becoming a member of an existing organization or establishing a new organization, including the approval of constituent documents), as well as on the acquisition, disposal and encumbrance of shares and stakes in authorized capitals of the organizations, in which the Company participates, change of the stake in the authorized capital of the corresponding organization, and the cessation of participation of the Company in other organizations, with the exception of decisions on participation provided for in Sub-Cause 18 of Clause 10.2 of Article 10 of these Articles of Association;
3. determining of the Company’s credit policy as to provision by the Company of loans, signing facility agreements and loan agreements, issuing of guarantees, incurring obligations ensuing from a bill (issuing of an ordinary and transfer bill), pledging of property and making the decision on the above mentioned deals of the Company in cases when the procedure for the decision-making of them is not determined by the Company’s credit policy as well as decision making in accordance with the order envisaged by the Company’s credit policy on bringing the debt position of the Company in compliance with the limits determined by the Company’s credit policy;
4. making decisions on consent to the conclusion or subsequent approval of major transactions in the cases provided for by Chapter X of the Federal Law “On Joint Stock Companies”;
5. making decisions on consent to the conclusion or subsequent approval of the interested party transactions in the cases provided for by Chapter XI of the Federal Law “On Joint Stock Companies”;
6. approval of the Company’s registrar, terms of the agreement signed with it and its termination;
7. election of the Company’s Board of Directors Chairman and early termination of his/her powers;
8. election of the Company’s Board of Directors Deputy Chairman and the early termination of his/her powers;
9. election of the Company’s Corporate Secretary and the early termination of his/her powers;
10. preliminary approval of decisions on effecting transactions related to gratuitous transfer of the Company's properties or property rights (claims) to the Company itself or a third party; transactions related to release from property obligations to the Company itself or a third party; transactions related to the Company gratuitously providing services (performing works) for third parties in the cases (to the extent) as determined by specific decisions of the Board of Directors of the Company as well as decision on the Company effecting such transactions when the above cases (extent) are not determined;
11. decision-making on temporary termination of the powers of the managing entity (managing director);
12. decision-making on the appointment of the Acting General Director of the Company in the cases determined by separate decisions of the Company’s Board of Directors, and also on making him/her disciplinary liable;
13. bringing the General Director and Management Board members to disciplinary liability and their incentive in accordance with the labor law of the Russian Federation;
14. consideration of the General Director’s reports on the Company’s activities (including the report on exercising his/her functions, on the implementation of the decisions of the Company’s general meeting and its Board of Directors);
15. approval of the procedure of the Company’s interaction with the entities, in which the Company participates;
16. determination of the Company’s attitude (attitude of representatives of the Company), including the instruction to take or not take part in voting on agenda items, vote on draft decisions “for”, “against” or “abstained”, on the following items on the agenda of general meetings  
    of shareholders (participants) of subsidiaries and affiliates (hereinafter referred to as “Subsidiaries and Affiliates”), and meetings of the boards of directors of Subsidiaries and Affiliates:

a) defining the agenda of the General Meeting of Shareholders (participants)  
of Subsidiaries and Affiliates (except for those Subsidiaries and Affiliates, in which the Company holds 100 (one hundred) percent of the authorized capital;

b) on the reorganization and liquidation of Subsidiaries and Affiliates;

с) on determining of the number of members of management and control bodies  
of Subsidiaries and Affiliates, if there is no relevant provision in the Articles of Association of the Subsidiaries and Affiliates, nomination, election of their members and early termination of their powers, nomination, election of the sole executive body of Subsidiaries and Affiliates and early termination of its powers;

d) on determining of the number, par value, category (type) of the declared shares  
of Subsidiaries and Affiliates and the rights granted by these shares;

e) on increase of the authorized capital of Subsidiaries and Affiliates through the increase of the par value of shares or through the placement of additional shares;

f) on placement of the securities of Subsidiaries and Affiliates convertible into common shares;

g) on fractioning and consolidation of the shares of Subsidiaries and Affiliates;

h) on consent to perform or on subsequent approval of major transactions made by the Subsidiaries and Affiliates;

i) on participation of the Subsidiaries and Affiliates in other organizations (about incorporation into the operating organization or establishing of a new organization), and also about acquisition, alienation and encumbrance of shares and participatory interests in the authorized capital of organizations members of which the Subsidiaries and Affiliates are, change of the participatory interest in the authorized capital of relevant organization;

j) on entering by Subsidiaries and Affiliates in the transactions (including a number of related transactions) related to purchase, alienation or a possibility of alienation of property representing fixed assets, intangible assets, construction in progress, the purpose of the use  
of which is production, transmission, dispatching, distribution of electric and heating energy in the events (amount) defined by the procedure of interrelation of the Company with the entities, in which the Company participates, approved by the Company’s Board of Directors;

k) on amending the constituent documents of Subsidiaries and Affiliates;

l) on determining of the procedure of remuneration payment to the members of the board of directors and auditing commission of the Subsidiaries and Affiliates;

m) on approval of target values of key performance indicators (adjusted target values of key performance indicators) of Subsidiaries and Affiliates engaged in the transmission, production or sale of electricity, or the revenue of which is more than 5% of the Company's revenue for the last reporting period;

n) on approval of the report on the implementation of the planned (target) values of the annual key performance indicators of Subsidiaries and Affiliates engaged in the transmission, production or sale of electricity, or the revenue of which accounts for more than 5% of the Company's revenue for the last reporting period;

o) on approval of the business plan (adjusted business plan) of Subsidiaries and Affiliates engaged in the transmission, production or sale of electricity, or the revenue of which accounts for more than 5% of the Company’s revenue for the last reporting period;

р) on review of implementation of the reporting year business plan of Subsidiaries and Affiliates engaged in the transmission, production or sale of electricity, or the revenue of which accounts for more than 5% of the Company’s revenue for the last reporting period;

q) on approval of the distribution of profit and loss following the results of the reporting year;

r) on recommendations in respect of the amount of dividend per shares and the procedure of its payment;

s) on payment (declaring) of dividends following the results of the first quarter, half  
of a year, nine months of the reporting year, and following the results of the reporting year;

t) on consideration of the investment program, including any changes thereto;

u) on approval (consideration) of progress reports on investment program execution  
of Subsidiaries and Affiliates for the reporting year;

v) on reduction of the authorized capital of Subsidiaries and Affiliates by way of reduction of the nominal value of shares, by way of purchasing by Subsidiaries and Affiliates of part  
of shares with a view of decreasing their total number as well as by way of redemption of shares purchased or bought out by Subsidiaries and Affiliates;

w) on the determination of the credit policy of Subsidiaries and Affiliates in terms  
of issuing loans, concluding credit agreements and loan agreements, issuing guarantees, assuming obligations ensuing from a bill (issue of note and bill of exchange), transfer of property as a pledge and making decisions on the execution of these transactions by Subsidiaries and Affiliates when the procedure for making decisions with regard to them is not determined by the credit policy of Subsidiaries and Affiliates, as well as adoption, in accordance with the credit policy of Subsidiaries and Affiliates, of decisions on bringing the debt position of Subsidiaries and Affiliates in accordance with the limits established by the credit policy of Subsidiaries and Affiliates, on consideration of the report on the credit policy of Subsidiaries and Affiliates, on approval  
of the credit plan of Subsidiaries and Affiliates, on approval of the Long-term Growth Plan  
of Subsidiaries and Affiliates, the adjusted Long-term Growth Plan of Subsidiaries and Affiliates, on consideration of the report on implementation of the Long-term Growth Plan of Subsidiaries and Affiliates;

1. on determination of the Company’s attitude (attitude of representatives of the Company) on the following issues on the agenda of meetings of the boards of directors  
   of Subsidiaries and Affiliates (including the instruction to take or not take part in voting on issues on the agenda, vote “for”, “against” or “abstained” on draft resolutions):

a) on determination of attitude of representatives of Subsidiaries and Affiliates concerning issues on agendas of general meetings of shareholders and sessions of Boards of Directors of companies which are subsidiaries and affiliates of the Subsidiaries and Affiliates concerning entering (approval) into the transactions (including several associated transactions) related to acquisition, disposal of or possible disposal of property being fixed assets, intangible assets, construction in progress, which are intended for generating, transmission, dispatch, distribution of power and heat energy in cases (amounts) determined by the procedure of interaction of the Company with organizations, in which the Company participates, approved by the Board of Directors of the Company;

b) on determination of attitude of representatives of Subsidiaries and Affiliates concerning issues on agenda of general meetings of shareholders and sessions of Boards of Directors of companies which are subsidiaries and affiliates of Subsidiaries and Affiliates engaged in production, transmission, dispatching, distribution of electric and heating power, reorganization and liquidation, increase of the authorized capital of these entities through the increase of the par value of shares or through the placement of additional shares, securities convertible into common shares;

1. tentative approval of the decisions on the completion by the Company:

a) of transactions, the subject matter of which shall be the Company’s non-current assets in the amount exceeding 10 (ten) percent of the balance sheet of these assets as of the last reporting date pursuant to the data of the accounting (financial) reports;

b) of transactions (including several associated transactions) related to acquisition, disposal of or possible disposal of property being fixed assets, intangible assets, construction in progress, which are intended for generating, transmission, dispatch, distribution of power and heat energy in cases (amounts) determined by individual decisions of the Board of Directors of the Company, or if the specified cases (amounts) have not been determined by the Board of Directors of the Company;

с) of transactions (including several associated transactions) related to purchase, disposal of or possible disposal of property being fixed assets, intangible assets, construction in progress, which are intended for generating, transmission, dispatch, distribution of power and heat energy in the cases (amount) determined by individual decisions of the Company’s Board of Directors or if the specified cases (amounts) have not been determined by the Board of Directors of the Company;

d) transactions for the term over 5 (five) years for delivery for temporary ownership and usage or for temporary usage of immovable property, electricity grid facilities or for acceptance for temporary possession and usage or for temporary usage of pieces of immovable property in the cases (amount) determined by individual decisions of the Company’s Board of Directors or if the specified cases (amounts) have not been determined by the Board of Directors of the Company;

1. recommendation by the Company of persons for the election to the position of the sole executive body, to other management bodies, bodies of control, and candidates for the auditor of the entities, in which the Company participates, engaged in generating, transmission, dispatch, distribution and sales of power and heat energy, as well as repairs and maintenance types of activities;
2. determination of the Company’s policy in the field of insurance, carrying out control over provision for the Company’s insurance protection including the approval of the Company’s Insurer;
3. approval of the organizational structure of the Company’s executive body and its amending;
4. approval of the regulation for remunerative incentives of the General Director, regulation for remunerative incentives of the Company’s top managers; approval of the list of the Company’s top managers;
5. approval of candidates for certain positions of the Company’s executive body defined by the Company’s Board of Directors;
6. tentative approval of the collective agreement, the agreements concluded by the Company within the framework of the regulation of social and labor relations, as well as approval of documents on non-state pension schemes for the Company's employees;
7. formation of committees of the Board of Directors of the Company, the approval  
   of internal documents that determine their competence and operating procedure,  
   the determination of their quantitative composition, the appointment of the chairman and members of the committee and the termination of their powers;
8. approval of the candidate for the valuer (valuers) for determining of the Company’s shares value, property and other assets in cases envisaged by the Federal Law “On Joint Stock Companies”, these Articles of Association and separate decisions of the Company’s Board  
   of Directors;
9. approval of the nominee to act as financial consultant involved in accordance with the Federal Law “On the Securities Market” as well as the nominees of securities issuance organizers and consultants on the transactions directly related to financial borrowing in the form of public loans;
10. preliminary approval of transactions which may result in liabilities denominated  
    in foreign currency (or liabilities the amount of which is based on foreign currency) transactions with derivative financial instruments, in cases and amounts determined by separate decisions  
    of the Board of Directors of the Company, and if the specified cases (amounts) have not been determined by the Board of Directors of the Company; determination of the Company's policy  
    in terms of transactions with derivative financial instruments;
11. determining of the Company’s purchasing policy, including approval of the Regulations for Procurement of Goods, Works and Services, as well as approval of the procurement plan and decision-making on other items in accordance with the documents approved by the Company, which regulate the Company’s purchasing activities;
12. decision-making on recommendation of the Company’s General Director for state awarding;
13. approval of the target values (revised values) of the Company’s key performance indicators (KPI) and the reports on their implementation;
14. determining of the Company’s policy aimed to improve the stability of the power grids distribution complex and other electricity grid facilities, including approval of the Company’s strategic programs for improvement of the stability of the electricity grid industry, development of the electricity grid industry and its safety;
15. determining of the Company’s housing policy as regards providing corporate aid to the employees of the Company for improving their living conditions in the form of subsidies, compensation of their costs, interest-free loans and decision-making on provision by the Company of the specified aid in cases, when the procedure of its provision is not determined by the Company’s housing policy;
16. filing applications for listing of the Company’s shares and (or) the Company’s issue-grade securities convertible to the Company’s shares;
17. taking decision on the Company acceding to branch-specific and inter-branch standards, statutes and other documents in the sphere of electric power industry following different lines of the Company’s activities inclusive of technical regulation;
18. determination of principles and approaches to the organization of Internal Audit, risk management and internal control systems in the Company, including the approval of internal documents of the Company, determining the Company's policy in the field of risk management, internal control and Internal Audit of the Company;
19. risk assessment, as well as approval and revision of the risk appetite for the Company;
20. organization of analysis and assessment of the risk management and internal control system functioning at least 1 (one) time a year, including based on the data from the reports regularly received from the executive bodies of the Company, internal audit and external auditors of the Company;
21. reviewing the issues of the risk management and internal control system organization, functioning and effectiveness in the Company on an annual basis;
22. control and organization of the internal audit activity, including approval of the Regulation on the Internal Audit Subdivision, and in the case of engaging an external independent organization for the implementation of the Internal Audit, approval of such an organization and terms of the contract with it, including the amount of remuneration; approval of the Internal Audit Plan, Report on the Implementation of the Internal Audit Plan and the Internal Audit budget, preliminary approval of the decision of the sole executive body of the Company on the appointment, dismissal (not at the initiative of the employee) of the Head of the Internal Audit, the application of disciplinary measures to it, and approval of conditions of the employment contract and remuneration of the Head of the Internal Audit, consideration of the results of the quality assessment of the internal audit function;
23. control over compliance of the Company's executive bodies' activity to the strategy approved by the Company; hearing of the Company's General Director and members of the Board on fulfilment of the strategy approved by the Company;
24. recommendations to the Company's executive bodies on any issues of Company's activity;
25. preliminary approval of one or several interrelated transactions of the Company associated with the acquisition or possible acquisition by the Company of options, bills of exchange, investment units of a unit investment fund and/or bonds for an amount exceeding 1,000,000,000 (one billion) rubles;
26. preliminary approval of one or several interrelated transactions of the Company associated with transfer or possible transfer the property to trust management by the Company in the amount of over 1,000,000,000 (one billion) robles;
27. preliminary approval of one or several interrelated transactions of the Company associated with the acquisition or possible acquisition by the Company of bank guarantees, under which the Company acts as a principal, for an amount exceeding 1,000,000,000 (one billion) rubles, excluding bank guarantees provided by the Company to the courts as undertaking in damages for claims of the Company;
28. approval of the list of credit organizations in which the Company may allocate monetary funds;
29. approval of the Company's information policy and consideration of reports on its implementation;
30. on preliminary approval of the contract on making uncompensated contributions by  
    a shareholder (shareholders) in the monetary or another form into the Company’s property, which do not increase the Company’s authorized capital or change the par value of shares (contributions to the Company’s property);
31. on preliminary approval of the contract on making uncompensated contributions by the Company into the property of the companies, in the authorized capital of which the Company participates, in monetary or other form, which do not increase the authorized capital of the specified companies and (or) do not change the par value of the shares;
32. other issues falling within the competence of the Board of Directors in accordance with the Federal Law “On Joint Stock Companies” and these Articles of Association.