**Requirements to placing items in the agenda of the Annual General Shareholders Meeting held by Rosseti North-West, РJSC,**

**and making nominations to the Board of Directors and Auditing Committee
of Rosseti North-West, РJSC**

Excerpt from 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))

**Article 13. Proposals to the Agenda of the Company’s Annual General Meeting
of Shareholders**

* 1. Shareholders (shareholder) of the Company, holding in aggregate at least 2 (two) percent of the voting shares of the Company, no later than 60 (sixty) days after the end of the reporting year, shall have the right to add items to the agenda of the annual General Meeting
	of Shareholders and nominate candidates to the Board directors and the Auditing Commission
	of the Company, the number of which may not exceed the established number of members of the relevant body.
	2. The proposal on inclusion of items into the agenda of the General Meeting of Shareholders and the proposal on nomination of candidates shall be submitted with the name
	of the shareholder(s) submitting them, the number and category (type) of their shares, as well as be signed by the shareholder(s) or their representatives. The shareholder(s) of the Company not registered in the Company’s shareholder register may also submit their proposals on inclusion of items into the agenda of the General Meeting of Shareholders and on nomination of candidates by giving the relevant orders (instructions) to a person who accounts for their rights to shares. Such orders (instructions) shall be given in accordance with the rules of the law of the Russian Federation on securities.
	3. The proposal to include items on the agenda of the General Meeting of Shareholders shall contain the wording of each proposed item, and the proposal to nominate candidates shall contain the name and the ID data (series and (or) document number, date and place of issue, the issuing authority) of each proposed candidate, the name of the body to which the candidate is nominated.
	4. The Company’s Board of Directors shall be obliged to consider the received proposals and to make the decision on their inclusion into the agenda of the Company’s General Meeting
	of Shareholders or on refusal to include them into the specified agenda no later than 5 (five) days after the expiration of the term set out in Clause 13.1.
	5. The Company’s Board of Directors shall be entitled to refuse to include the items proposed by the shareholder (shareholders) into the agenda of the General Meeting of Shareholders and to refuse to include the recommended candidates into the list of nominees for voting when electing the corresponding body of the Company on the bases stipulated by the Federal Law “On Joint-Stock Companies” and other legal enactments of the Russian Federation.
	6. A substantiated decision by the Board of Directors of the Company to refuse to include a proposed issue on the agenda of the General Meeting of Shareholders or a nominated candidate on a list of candidates for elections to the Company’s corresponding body shall be sent to the shareholder(s) who submitted such proposal or nomination within three (3) days of the date of such decision. If these proposals have been received by the Company from the persons not registered in the register of shareholders of the Company, who gave an order (instruction) to the person accounting for their rights to shares, this decision of the Board of Directors of the Company shall be sent to such persons not later than 3 (three) days upon its making in accordance with the rules of the law of the Russian Federation on securities for the provision of information and materials to the persons exercising their rights to securities.
	7. The Board of Directors of the Company has no rights to change draft agenda items proposed for inclusion in the agenda of the General Meeting of Shareholders as well as to the draft decisions (if present) on such matters.

Along with the issues proposed by shareholders for inclusion in the agenda of the General Meeting of Shareholders, as well as candidates proposed by shareholders to form a relevant body, the Board of Directors of the Company shall have the right to include in the agenda of the General Meeting of Shareholders issues and (or) candidates to the list of candidates for voting on elections to the relevant body of the Company at its discretion. The number of candidates proposed by the Board of Directors of the Company may not exceed the established number of members of the relevant body.

**Article 16. Election of the Company’s Board of Directors**

* 1. The number of members of the Company’s Board of Directors shall be determined equal to 11 (eleven) members.
	2. The members of the Company’s Board of Directors shall be elected at the Company General Meeting of Shareholders in accordance with the procedure stipulated by Clause 10.8
	of Article 10 of these Articles of Association for a period till the next Company’s annual General Meeting of Shareholders.

Should the Board of Directors be elected at the Company’s extraordinary General Meeting
of Shareholders, the members of the Board of Directors shall be considered elected for the period till the date of holding of the next Company’s annual General Meeting of Shareholders.

If an annual General Meeting of Shareholders has not been held within the period prescribed by Clause 11.1 of Article 11 of these Articles of Association, the powers of the Company’s Board of Directors shall be terminated, with the exception of those powers involved in preparing, convening, and holding an annual General Meeting of Shareholders.

* 1. Only an individual shall be a member of the Company’s Board of Directors.
	2. Persons elected to the Company’s Board of Directors shall have no limitations regards the number of reelection.
	3. According to the decision of the Company’s General Meeting of Shareholders,
	the powers of all members of the Company’s Board of Directors may be terminated early.

The decision of the General Meeting of Shareholders on early termination of powers may be taken only concerning all members of the Company’s Board of Directors.

# Article 24. The Auditing Commission, the Internal Audit and the Auditor of the Company

* 1. In order to ensure control over the Company’s financial and economic activities,
	the General Meeting of Shareholders shall elect the Auditing Commission of the Company for the period till the next Company’s annual General Meeting of Shareholders.

Should the Auditing Commission of the Company be elected at the extraordinary meeting of shareholders, the members of the Auditing Commission shall be considered elected for the period till the date of holding of the Company’s annual General Meeting of Shareholders.

The number of members of the Auditing Commission shall be 5 (five) persons.

* 1. Based on the decision of the Company’s General Meeting of Shareholders, the powers of all or several members of the Company’s Auditing Committee may be terminated early.

The Company's Auditing Commission's members cannot be members of the Company's Board of Directors at the same time, as well as hold other positions in the Company's management bodies.

Excerpt from **Regulations for the General Meeting of Shareholders of the Company** (as approved by the Annual General Shareholders Meeting of the Company dated 14.06.2019 (Minutes No. 14))

**4. Information Support of the General Meeting of Shareholders**

4.1. The notice on holding the General Meeting of Shareholders shall be posted on the Internet website of the Company no later than the expiration of the term for notifying the shareholders on holding the General Meeting of Shareholders.

A soft copy of the notice on holding of the General Meeting of Shareholders may be additionally sent to those shareholders of the Company who informed the Company or the registrar on the e-mail addresses to which such notices can be sent.

Information (materials) on the issues of the agenda of the General Meeting of Shareholders shall become available to the persons entitled to participate in the General Meeting of Shareholders for familiarization in the premises of the executive body of the Company and other places,
the addresses of which are indicated in the notice on holding the General Meeting of Shareholders,
as well as on the Internet website of the Company at <https://www.rosseti-sz.ru/>, within 20 (Twenty) days and within 30 (Thirty) days prior to the General Meeting of Shareholders in case of holding the General Meeting of Shareholders, the agenda of which contains the issue of the Company reorganization. Herewith, the Company seeks to ensure the availability of materials to the General Meeting of Shareholders not less than 30 days prior to its holding.

The said information (materials) shall be available to those participating in the General Meeting of Shareholders during its holding.

The said notice and materials are also recommended to be published in English.

* + 1. The information (materials) to be provided for the persons entitled to participate in the General Meeting of Shareholders of the Company shall include:

- annual report of the Company and opinion of the Company’s Auditing Commission based on the results of the audit thereof;

- annual accounting (financial) statements including the Auditor’s opinion, a statement
of the opinion of the Auditing Commission following the results of the such statements’ review;

- conclusion of the Internal Audit carried out in the Company in accordance with article 87.1 of the Federal Law “On Joint-Stock Companies;

- details of candidate(s) to the Board of Directors (if provided) or information on the candidates having failed to provided the specified details of the candidates to the Auditing Commission of the Company, details of the shareholders having proposed the said candidates, as well as information about the presence or absence of a written consent of the nominated candidates for election to the appropriate body of the Company;

- details of the managing organization or the manager, in case of considering the issue of the transfer of powers of the sole executive body to the managing organization of the manager (including information about their connectedness to the persons controlling the Company);

- details of the candidates to the Company’s auditors sufficient to form the idea about their professional qualifications and independence, including the name of the self-regulatory auditor organization, a member of which the candidate to the Company’s auditor is, a description
of the procedures used when selecting external auditors that ensure their independence and objectivity, and well as the information on the proposed remuneration of the external auditors
for audit and non-audit services (including the information on compensation and other costs associated with the engagement of the auditor) and other material terms of the contracts concluded with the Company’s auditors;

- draft amendments and supplements to be introduced to the Articles of Association
of the Company (or draft restated Articles of Association of the Company) in case of their introduction or approval, as well as comparative tables of the amendments introduced and their justification;

- draft restated in-house documents of the Company governing activities of the Company’s management and control bodies (amendments and supplements to such in-house documents),
if introduced, as well as comparative tables of the amendments introduced and their justification;

- draft decisions of the General Meeting of Shareholders;

- information on shareholder agreements concluded within a year before the date of the General Meeting of Shareholders;

- resolutions of the Board of Directors of the Company on a major transaction;

- report on interested-party transactions entered into by the Company in the reporting year;

- profit distribution recommendations of the Board of Directors of the Company, including the amount of the dividend on the company shares, the procedure for its payment and the losses of the Company based on the results of the financial year.

- information on how to get to the arrangement location of the General Meeting of Shareholders;

- form of power of attorney that a shareholder may issue to its representative and procedure for authentication of such power of attorney;

- information (materials) stipulated by the legislation of the Russian Federation and
the Articles of Association of the Company;

- justifications and explanatory notes on the proposed draft decisions.

The list of information (materials) to be provided to persons entitled to participate
in the General Meeting of Shareholders shall be determined with account for the items on the agenda of the General Meeting of Shareholders.

* 1. Minutes of the General Meeting of Shareholders shall be posted on the Internet website of the Company no later than within 3 (Three) working days after the date of drafting thereof.

The Minutes of the General Meeting of Shareholders is recommended to present in English.

4.3 Company’s shareholders in the course of the process of nominees’ nomination
to the Company’s Board of Directors shall present the following information about the nominees:

4.3.1. Last name, Name, Patronymic;

4.3.2. Data of the identity document (series and (or) number of the document, date and place of issuance, issuing authority);

4.3.3. Citizenship;

4.3.4. Place of residence (country, town);

4.3.5. Age and education;

4.3.6. Occupation;

4.3.7. Primary employment;

4.3.8. Positions held by the candidate at the moment of nomination, as well as information on the positions held for five years preceding the nomination date;

4.3.9. Information on the shareholding of the Company and its subsidiary and dependent companies (SDCs) (the amount of shares owned);

4.3.10. Whether the nominee is the member (candidate to be elected) of the Board
of Directors, Collegial executive body, other collegial management body or other legal body.

4.3.11. Whether the nominee is the officer of the other corporate entity, whose other officer is a nominee to the Company’s Board of Directors.

4.3.12. Whether the nominee is the spouse, parent, son, daughter, brother, sister of the officers (manager) of the Company (officers of the Company’s managing organization);

4.3.13. Whether the nominee is the party to any obligations with the Company, whereby such nominee may acquire property (acquire money means) the value of which is ten percent
or more of the total annual income of the nominee, except for any remuneration for the participation in the Board of directors’ activity;

4.3.14. Whether the nominee is (will be as a result of his/her election to the Board
of Directors) the representative of the State, that is the person who is (will be as a result of the election to the Company’s Board of directors) the Representative of the Russian Federation in the Board of Directors of the joint-stock company in relation to which a special decision was taken concerning the use of the special right (the “golden share”), and, persons who are entitled
to (will be entitled to as a result of their election to the Board of Directors) vote on the basis
of the written directives (regulations and etc.) of the subject of the Russian Federation or the municipal entity;

4.4. Information presentation indicated in paragraphs 4.3.3. – 4.3.14 of the current Regulation, to the shareholders of the Company, is permissive. If shareholders do not present such information, this cannot be the sufficient ground for refusal to include the corresponding nominee to the list of persons for voting upon election to the Company’s Board of Directors.

4.5. Information presented in paragraph 4.3. concerning the nominees to the Board of Directors can be available to all Company’s shareholders together with other information materials concerning the items on the agenda of the General Meeting of the shareholders of the Company.

4.6. Company’s executive bodies in the period prior to the General Meeting of Shareholders shall implement the Company’s information policy in a way that ensures the election to the Board of Directors of the Company of the nominees, who meet the requirements of the regulatory bodies and the trade organizers at the equity market of the Russian Federation.

4.7. As part of the preparations for holding the General Meeting of Shareholders in the form of co-presence, the Company shall provide invitations for participation in the General Meeting of Shareholders to the members of the executive bodies of the Company, members and candidates to the Board of Directors, members and candidates to the Auditing Commission of the Company, as well as the Company’s Auditor.

4.8. Shareholders may apply to the Company officials for additional explanations regarding the issues on the agenda of the General Meeting of Shareholders through the Corporate Secretary. Any questions shall be drafted in writing and sent to the Company by e-mail: corpsecr@mrsksevzap.ru.