

APPROVED  
by the decision of the Annual General Meeting of  
Shareholders of PJSC ROSSETI  
June 30, 2017

REGULATIONS  
FOR THE GENERAL MEETING OF SHAREHOLDERS  
OF PJSC ROSSETI

(restated version)

Moscow  
2017

## **1. General**

1.1. These Regulations are formulated in accordance with the Federal Law "On Joint-Stock Companies," other legal regulations of the Russian Federation, and the Articles of Association of PJSC ROSSETI (hereinafter, the "Company") and define the procedure for preparing and holding the General Meeting of Shareholders of the Company (hereinafter, the "General Meeting of Shareholders").

1.2. The General Meeting of Shareholders is the highest management body of the Company.

1.3. The competence of the General Meeting of Shareholders is defined by the Federal Law "On Joint-Stock Companies" and the Articles of Association of the Company.

1.4. The General Meeting of Shareholders shall not be entitled to discuss or adopt decisions on any issues falling beyond its competence as specified by the Federal Law "On Joint-Stock Companies."

1.5. The activities of the General Meeting of Shareholders shall be governed by the laws of the Russian Federation, the Articles of Association of the Company, and these Regulations.

## **2. Executive Bodies of the General Meeting of Shareholders of the Company**

2.1. The executive bodies of the General Meeting of Shareholders are:

- a) Presidium;
- b) Presiding Officer of the General Meeting of Shareholders;
- c) Counting Commission;
- d) Secretary (Secretariat) of the General Meeting of Shareholders.

2.2. The Presidium of the General Meeting of Shareholders shall be formed at the General Meetings of Shareholders held in person.

2.3. The Presidium shall be composed of the Director General of the Company and the members of the Board of Directors. In the course of making preparations for the General Meeting of Shareholders, the Board of Directors may propose that other persons be included in the Presidium, including nominees for the Board of Directors of the Company.

2.4. The Presidium shall, on a collegial basis, be in charge of the general management of the General Meeting of Shareholders, coordinate the activities of other executive bodies of the General Meeting of Shareholders, analyze questions and statements sent to the General Meeting of Shareholders, consolidate and classify such questions and statements and, if necessary, form a collective opinion of the Presidium with respect to a specific issue, decide to attach to the minutes of the General Meeting of Shareholders the materials (the text of reports, statements, information, etc.) sent by participants in the General Meeting of Shareholders to the Presidium.

2.5. The functions of the Presiding Officer of the General Meeting of Shareholders shall be performed by the Chairman of the Board of Directors or, if the Chairman is absent, a member of the Board of Directors of the Company.

2.6. The Presiding Officer of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open and closed, announce the agenda of the General Meeting of Shareholders and the sequence of statements and reports with respect to the items on the agenda, announce the close of discussing the items on the agenda and announce the beginning of counting the votes, ensure compliance with the procedure for holding the General Meeting of Shareholders as prescribed by these Regulations, and sign the minutes of the General Meeting of Shareholders.

2.7. The functions of the Company's Counting Commission at the General Meeting of Shareholders shall be performed by the Registrar of the Company.

2.8. The Counting Commission shall perform the following functions:

- verify the powers of and registration of the persons participating in the General Meeting of Shareholders (shareholders and their representatives);
- determine whether the General Meeting of Shareholders has a quorum;
- clarify any issues arising in connection with the exercise by the Company's shareholders (their representatives) of their rights to vote at the General Meeting of Shareholders;

- clarify the voting procedure with respect to the issues put to a vote;
- ensure compliance with the prescribed procedure for voting and exercising by the Company's shareholders of their rights to take part in voting;
- count the votes and tabulate the voting results;
- make the voting report;
- make the voting results known to the Company's shareholders;
- place the ballots for storage at the archive;
- perform other functions provided for in the laws of the Russian Federation, the Articles of Association of the Company, and the agreement between the Company and the Registrar.

2.9. The Secretary (Secretariat) of the General Meeting of Shareholders shall be elected by the Board of Directors in the course of resolving the issues related to making preparations for the General Meeting of Shareholders.

The Secretariat of the General Meeting of Shareholders shall be composed of the Corporate Secretary, the Executive Secretary of the Management Board of the Company, the Secretary of the General Meeting of Shareholders, and responsible officers of the Company's executive arm. The composition of the Secretariat shall be approved by the decision of the Board of Directors of the Company in the course of resolving the issues related to making preparations for the General Meeting of Shareholders.

2.10. The Secretary (Secretariat) of the General Meeting of Shareholders shall perform the following functions:

- develop the procedure (scenario) of the General Meeting of Shareholders;
- receive applications from persons participating in the General Meeting of Shareholders to grant them the right to take part in discussion of the items on the agenda, and receive questions;
- deliver to the Presiding Officer of the General Meeting of Shareholders the applications and questions received from shareholders;
- keep a record of the General Meeting of Shareholders (key points of statements and reports);
- perform other functions provided for in these Regulations and the Articles of Association of the Company.

2.11. The General Meeting of Shareholders may be attended by the Company's Director General, members of the Company's Management Board, the heads of the Company's divisions, members of the Company's Internal Audit Commission, the Auditor of the Company, members of the Committees of the Company's Board of Directors.

### **3. Convocation and Preparation of the General Meeting of Shareholders**

**3.1.** Any decision to convene the General Meeting of Shareholders shall be adopted by the Board of Directors of the Company unless otherwise provided for in the Federal Law "On Joint-Stock Companies."

**3.2.** In the course of making preparations for the General Meeting of Shareholders, the Board of Directors shall adopt the following decisions:

- 1) convene the General Meeting of Shareholders;
- 2) determine the form of the General Meeting of Shareholders;
- 3) set the date, place, and time of the General Meeting of Shareholders, the start time for registration of the persons participating in the General Meeting of Shareholders and the postal address for sending completed ballots (if the General Meeting of Shareholders is held in person) or the deadline date for receiving completed ballots and the postal address for sending completed ballots (if the General Meeting of Shareholders is held in absentia), and (if technically possible) electronic mail addresses to which completed ballots may be sent and/or the URL of the website on which an electronic form of ballots may be completed;
- 4) define the agenda of the General Meeting of Shareholders;
- 5) set the date for determining (registering) the persons entitled to participate in the General Meeting of Shareholders;

- 6) determine the type(s) of preference shares the holders of which have the right to vote on the items on the agenda of the General Meeting of Shareholders;
- 7) make a list of information (materials) provided for shareholders in the course of making preparations for the General Meeting of Shareholders and define the procedure for providing such information;
- 8) approve the form and text of ballots for voting at the General Meeting of Shareholders and the wording of decisions on the items on the agenda of the General Meeting of Shareholders to be sent electronically (as electronic documents) to the nominee shareholders registered on the Company's shareholder register;
- 9) set the date for sending ballots to the persons entitled to participate in the General Meeting of Shareholders;
- 10) define the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approving the form and text of such notice;
- 11) set the deadline date for receiving shareholders' proposals for nominees for election to the Board of Directors of the Company if the agenda of the Extraordinary General Meeting of Shareholders includes the election of members of the Board of Directors;
- 12) elect the Secretary (Secretariat) of the General Meeting of Shareholders;
- 13) approve an expense budget in connection with preparing and holding the General Meeting of Shareholders;
- 14) make other decisions provided for in the laws of the Russian Federation.

**3.3.** The Director General of the Company shall arrange for the implementation of the decisions adopted by the Board of Directors of the Company in relation to preparing and holding the General Meeting of Shareholders, including as follows:

- ensure that the Registrar of the Company is provided in a timely with a request to make a list of the persons entitled to participate in the General Meeting of Shareholders as of the date set by the Board of Directors of the Company;
- arrange for supervision of making ballots in accordance with the form and text approved by the Board of Directors of the Company;
- ensure that ballots are distributed to shareholders, that completed ballots are received, and, if the Board of Directors of the Company decides that completed ballots may be sent to an electronic mail address and/or that an electronic form of ballots may be completed on the website determined by the Board of Directors, that such electronic means of receiving completed ballots are operational;
- ensure that shareholders are notified of the General Meeting of Shareholders in accordance with the procedure and within the period set forth in the laws in force in the Russian Federation, the decision of the Board of Directors, and the Articles of Association of the Company;
- insure that necessary information (materials) is prepared with respect to the items on the agenda of the General Meeting of Shareholders and that such information (materials) is available for familiarization in accordance with the decisions adopted by the Board of Directors;
- request that the nominees included on the list of nominees for election to the Board of Directors provide their written consent to election to the Board of Directors and committees of the Board of Directors;
- in the course of making preparations for the General Meeting of Shareholders, invite nominees for election to the Board of Directors and the Internal Audit Commission of the Company to participate in the General Meeting of Shareholders;
- do other acts to implement the decisions adopted by the Board of Directors of the Company.

#### **4. Particularities of Convening the Extraordinary General Meeting of Shareholders**

**4.1.** The Extraordinary General Meeting of Shareholders shall be held pursuant to a decision adopted by the Board of Directors on its own initiative or at the request of the Company's

Internal Audit Commission, the Company's Auditor, and any shareholder(s) holding at least ten (10) percent of the Company's voting shares as of the date of the request.

**4.2.** Within five (5) days from the date when the Internal Audit Commission of the Company, the Auditor of the Company, or the Company's shareholder(s) holding at least ten (10) percent of the Company's voting shares make a request to convene the Extraordinary General Meeting of Shareholders, the Board of Directors of the Company shall decide to convene or refuse to convene the Extraordinary General Meeting of Shareholders.

**4.3.** In the event that, within the time period specified in paragraph 4.2 of these Regulations, the Company's Board of Directors fails to adopt a decision to convene the Extraordinary General Meeting of Shareholders or refuses to convene it, then the Company's body or persons requesting that it be convened may take legal action seeking the Company's being ordered to hold the Extraordinary General Meeting of Shareholders.

## **5. Information Support for the General Meeting of Shareholders**

**5.1.** Notice of the General Meeting of Shareholders shall be given to shareholder at least thirty (30) days prior to the date of the General Meeting of Shareholders or, if the items on the proposed agenda of the Extraordinary General Meeting of Shareholders contain the election of members of the Board of Directors, at least fifty (50) days prior to the date of the General Meeting of Shareholders as follows:

- posted on the Company's official website at [www.rosseti.ru](http://www.rosseti.ru).

If any nominee shareholder is registered on the Company's shareholder register, then notice of the General Meeting of Shareholders and information (materials) that shall be provided for the persons entitled to participate in the General Meeting of Shareholders in the course of making preparations for the General Meeting of Shareholders of the Company shall be provided in accordance with the rules of the securities laws of the Russian Federation as applicable to providing information and materials for persons that exercise their rights attaching to securities.

Notice of the General Meeting of Shareholders shall contain information in accordance with the requirements set forth in the laws of the Russian Federation and the Articles of Association of the Company, including information about the documents required for entrance to the premises where the General Meeting of Shareholders will be held if entrance to the premises is not free.

**5.2.** Information (materials) with respect to the items on the agenda of the General Meeting of Shareholders shall, within twenty (20) days or, if the items on the agenda of the General Meeting of Shareholders contain the reorganization of the Company, within thirty (30) days prior to the date of the General Meeting of Shareholders, be available to the persons entitled to participate in the General Meeting of Shareholders in the office of the Company's executive body or in any other places at the addresses specified in notice of the General Meeting of Shareholders and shall be posted on the Company's website. In this connection, the Company aims to ensure that materials for the General Meeting of Shareholders are available at least 30 days prior to the General Meeting of Shareholders.

Information (materials) with respect to the items on the agenda of the General Meeting of Shareholders shall, during the General Meeting of Shareholders, be available to the persons participating in the General Meeting of Shareholders.

**5.3.** The information (materials) that shall be provided for the persons entitled to participate in the General Meeting of Shareholders in the course of making preparations for the General Meeting of Shareholders of the Company shall include the following documents:

- the agenda of the General Meeting of Shareholders (specifying the person(s) proposing each item included on the agenda and, if the election of management bodies is included on the agenda, specifying the person(s) proposing the nominees included on the agenda);
- the annual report of the Company and the report of the Internal Audit Commission (Internal Auditor) of the Company on the examination thereof;
- annual accounting (financial) statements, including an independent auditor's report on the examination of such statements;
- information about any nominee(s) for the Board of Directors of the Company, the Internal Audit Commission of the Company; information about the management organization;

- information on whether or not the proposed nominees have given their written consent to being elected to the Company's relevant body;
- the draft of amendments and supplements to the Articles of Association of the Company or the draft of a restated version of the Articles of Association of the Company, and tabulated amendments with the rationale therefor;
- the drafts of internal documents of the Company;
- the drafts of decisions of the General Meeting of Shareholders;
- information on the shareholders' agreements signed during the year before the date of the General Meeting of Shareholders as provided for in Article 32.1 of the Federal Law "On Joint-Stock Companies";
- opinions of the Board of Directors of the Company about major transactions;
- the report on related party transactions of the Company in the reporting year;
- information on how to reach the venue of the General Meeting of Shareholders;
- the sample power of attorney that may be issued by a shareholder to his/her proxy and the procedure for its authentication; and
- information (materials) provided for in the laws of the Russian Federation and the Articles of Association of the Company.

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

**5.4.** In the course of making preparations for the General Meeting of Shareholders, shareholders may also be provided with the following additional materials for the consideration of the relevant items on the agenda:

- information concerning the nominees for the Company's auditors sufficient to form an opinion about their professional qualifications and independence, including the name of the self-regulatory organization of auditors in which the nominee for the Company's auditor holds membership, a description of the procedures used for the selection of external auditors and ensuring their independence and objectivity, information on the proposed fee for external auditors for audit and non-audit services (including information on compensation payments and other expenses associated with engaging the auditor), and other material terms and conditions of the agreements with the Company's auditors);
- justification for the proposed distribution of net profits and an assessment of whether such distribution is in accordance with the Company's dividend policy, including the distribution for dividend payment and the Company's business needs, with explanations and economic justification for the necessity to allocate a certain portion of net profits for business needs;
- detailed information on the procedure for calculating the amount of dividends on the Company's preference shares with respect to which the Company has prescribed the procedure for their calculation.

**5.5.** At the request of any shareholder, the Company shall make documents of the General Meeting of Shareholders available, irrespective of misprints or any other immaterial deficiencies, if such request makes it possible to identify the shareholder's intent and confirm his/her right to become acquainted with such documents, including his/her right to receive copies thereof.

If the request of any shareholder to make documents of the General Meeting of Shareholders available contains material deficiencies, the Company shall immediately inform the shareholder thereof to enable him/her to correct them in time.

## **6. Proposals of Shareholders**

**6.1.** Any shareholder(s) of the Company holding an aggregate of at least two (2) percent of the Company's voting shares shall have the right to include items on the agenda of the Annual General Meeting of Shareholders and nominate persons for the Board of Directors of the Company or the Internal Audit Commission of the Company, the number of such nominees not to exceed the number of members of the Company's relevant body. Such proposals shall arrive at the Company not later than ninety (90) days after the end of the financial year.

**6.2.** If any proposed agenda of the Extraordinary General Meeting of Shareholders includes the election of the Company's Board of Directors, any shareholder(s) of the Company holding an aggregate of at least two (2) percent of the Company's voting shares shall have the right to nominate up to as many directors as there are on the Board of Directors of the Company. Such proposals shall arrive at the Company not later than thirty (30) days before the date of the Extraordinary General Meeting of Shareholders.

**6.3.** Proposals to include any items on the agenda of the Company's General Meeting of Shareholders and nomination proposals shall be in writing, specifying the name of the proposal-making shareholder(s), the quantity and category (type) of shares that they hold, and shall be signed by the shareholder(s) or their representatives. Any of the Company's shareholder(s) that are not registered on the Company's shareholder register may additionally submit proposals for the agenda of the General Meeting of Shareholders and nomination proposals by issuing the relevant directions (instructions) to the person responsible for accounting for their rights to shares. Such directions (instructions) shall be issued in accordance with the rules of the securities laws of the Russian Federation.

**6.4.** Any proposal made by the shareholder(s) to include items on the agenda of the Company's General Meeting of Shareholders shall contain the wording for each proposed item.

**6.5.** Any proposal to include items on the agenda of the Company's General Meeting of Shareholders may contain the wording for each proposed item.

**6.6.** Any nomination proposal made by the shareholder(s) shall contain:

- name of each nominee;
- identity document details (series and/or number, date and place of issue, issuing authority) for each nominee;
- name of the Company's body for which the nominee is nominated;
- educational and professional background and primary employment for each nominee;
- work record over the past five years for each nominee;
- information about ownership of the Company's shares for each nominee;
- information about whether each nominee is a member of a management or control body of any other corporate entity.

**6.7.** The Company's Board of Directors shall consider any incoming proposals and decide either to include them on the agenda of the General Meeting of Shareholders or to refuse to do so not later than five (5) days after the end of the periods specified by paragraphs 6.1 and 6.2 of these Regulations. Any item proposed by the shareholder(s) shall be included on the agenda of the General Meeting of Shareholders, and nominees shall be included on the list of nominees for the relevant body of the Company to be put to a vote, unless:

- the deadlines specified by paragraphs 6.1 and 6.2 of these Regulations are not met by the shareholder(s);
- the shareholder(s) do not hold the required number of voting shares of the Company as specified by paragraphs 6.1, 6.2 of these Regulations;
- the proposal does not satisfy the requirements specified by paragraphs 6.3–6.6 of these Regulations;
- the proposed item on the agenda for the Company's General Meeting of Shareholders falls beyond its competence and/or does not comply with the requirements of the Federal Law "On Joint-Stock Companies" or any other laws and regulations of the Russian Federation.

The Company shall not refuse to include any item on the agenda if the shareholder's proposal to include any item(s) on the agenda of the General Meeting of Shareholders and/or include nominee(s) on the list of nominees for election to the Company's body contains misprints or any other immaterial deficiencies, but the contents of such proposal in its totality makes it possible to identify the shareholder's intent and confirm his/her right to submit such proposal.

**6.8.** A substantiated decision of the Company's Board of Directors to refuse to include any proposed item on the agenda of the General Meeting of Shareholders or include any nominee on the list of nominees for the Company's Board of Directors or Internal Audit Commission shall be sent to the proposing or nominating shareholder(s) within three (3) days from the date of the decision.

**6.9.** Apart from items proposed by shareholders for the agenda of the General Meeting of Shareholders, and if there are no such proposals, or none or an insufficient number of the nominees are proposed by shareholders for the relevant body of the Company, the Board of Directors shall be entitled to include items on the agenda of the Company's General Meeting of Shareholders or include nominees on the list of nominees at its discretion.

**6.10.** Any nominee for the Company's bodies may at any time withdraw his/her nomination by notice in writing to the Company. If the Company receives from any nominee such notice in writing of his/her refusal to be elected to the Company's body before the Board of Directors of the Company approves the text and form of ballots for election to the relevant body of the Company, then the Board of Directors of the Company shall have the right not to include in the ballot the nominee from the earlier approved list.

**6.11.** If the Company receives from any nominee such notice in writing of his/her refusal to be elected to the Company's body after the Board of Directors of the Company approves the text and form of ballots for election to the relevant body of the Company, then the Presiding Officer of the General Meeting of Shareholders shall announce any refusal received from the nominee(s) included in the ballot for election to the Company's bodies when the relevant item on the agenda is discussed at the General Meeting of Shareholders.

## **7. General Meeting of Shareholders Held in Person**

Holding the General Meeting of Shareholders of the Company in person means that shareholders of the Company are physically present at the General Meeting of Shareholders to discuss the items on the agenda and adopt decisions on the issues put to a vote.

Holding the General Meeting of Shareholders in the form of a meeting (an in-person meeting attended by shareholders to discuss the agenda items and adopt decisions on the issues put to a vote) may use information and communication technology that makes it possible to enable shareholders to remotely participate in the General Meeting of Shareholders, discuss the agenda items, and adopt decisions on the issues put to a vote, without being physically present at the General Meeting of Shareholders.

For the purposes of holding the General Meeting of Shareholders, except for the General Meeting of Shareholders held in absentia, the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders, or their representatives, may register for participation in the General Meeting of Shareholders or send completed ballots to the Company. In accordance with the Articles of Association of the Company, pursuant to a decision of the Board of Directors, the persons entitled to participate in the General Meeting of Shareholders may complete an electronic form of ballots on the website specified in notice of the General Meeting of Shareholders. An electronic form of ballots on the website may be completed by shareholders during the General Meeting of Shareholders if they have not exercised their rights to participate the General Meeting of Shareholders otherwise. Completing an electronic form of ballots on the website shall record the date and time of its completion.

The shareholders who are registered as attendees of the General Meeting of Shareholders, including on the website specified in notice of the General Meeting of Shareholders, and the shareholders whose ballots are received or an electronic form of whose ballots is completed on the website specified in such notice not later than two days prior to the date of the General Meeting of Shareholders shall be deemed to be attendees of the General Meeting of Shareholders.

### **7.1. Registration of the persons entitled to participate in the General Meeting of Shareholders.**

**7.1.1.** Registration of the persons entitled to participate in the General Meeting of Shareholders shall be conducted by the Counting Commission in the place of the General Meeting of Shareholders as specified in notice of the General Meeting of Shareholders. If specified in notice of the General Meeting of Shareholders, registration on the website shall be conducted in accordance with the procedure provided for in such notice.

**7.1.2.** Registration for participation in the General Meeting of Shareholders held in person shall apply to the persons entitled to participate in the General Meeting of Shareholders. Registration



of the persons entitled to participate in the General Meeting of Shareholders shall begin at the time specified in notice of the General Meeting of Shareholders.

**7.1.3.** The persons whose ballots are received not later than two days prior to the date of the General Meeting of Shareholders shall not be registered for participation in the General Meeting of Shareholders. Such persons may be present at the General Meeting of Shareholders and take part in discussing items on the agenda of the General Meeting of Shareholders of the Company.

**7.1.4.** For the purposes of registration, a shareholder (his/her representative or legal successor) who has arrived at the General Meeting of Shareholders shall present a passport or any other identity document that allows the shareholder to be identified on the list of the persons entitled to participate in the General Meeting of Shareholders.

**7.1.5.** Representatives of shareholders shall, for the purposes of registration for participation in the General Meeting of Shareholders, in addition to identity documents, present to the Counting Commission the power of attorney to vote issued in accordance with the requirements set forth in the Civil Code of the Russian Federation and the Federal Law "On Joint-Stock Companies" or its copy certified in accordance with legal requirements.

If any individual performing the functions of a sole executive body is registered for participation in the General Meeting of Shareholders as the representative of a shareholder that is a corporate entity, then, in addition to the identity document of the sole executive body of a shareholder, the Counting Commission shall be provided with a copy of the document confirming his/her powers as sole executive body and certified in accordance with legal requirements.

Legal successors of the persons included on a list of the persons entitled to participate in the General Meeting of Shareholders shall, for the purposes of registration for participation in the General Meeting of Shareholders, in addition to identity documents, present to the Counting Commission copies of the documents confirming their legal succession and certified in accordance with legal requirements.

In the event of failure to present the documents specified above, a legal successor or representative of a shareholder may be deprived of the right to participate in the General Meeting of Shareholders.

**7.1.6.** A list of the documents proving the powers of representatives and legal successors of the persons included on a list of the persons entitled to participate in the General Meeting of Shareholders shall be made in accordance with the applicable laws.

**7.1.7.** In the event of failure to present the documents specified above, a legal successor or representative of a shareholder may not participate in the General Meeting of Shareholders.

**7.1.8.** Registration of the persons entitled to participate in the General Meeting of Shareholders shall be subject to positive identification of the persons who have arrived to participate in the General Meeting of Shareholders through comparison of the data contained in a list of the persons entitled to participate in the General Meeting of Shareholders with the data specified in the documents presented by such persons.

**7.1.9.** If requested by any persons who are registered for participation in the General Meeting of Shareholders and whose ballots have not been received by the Company or were received later than two (2) days prior to the date of the General Meeting of Shareholders, such persons shall be provided with ballots marked as reissued.

**7.1.10.** Registration of the persons entitled to participate in the General Meeting of Shareholders shall end at the time when the Presiding Officer of the General Meeting of Shareholders announces the close of discussion of the last item on the agenda of the General Meeting of Shareholders of the Company having a quorum.

## **7.2. Opening of the General Meeting of Shareholders.**

**7.2.1.** A representative of the Counting Commission shall, at the time that is the start time of the General Meeting of Shareholder as specified in notice of the General Meeting of Shareholders, announce whether there is a quorum with respect to the items on the agenda of the General Meeting of Shareholders.

**7.2.2.** The General Meeting of Shareholders shall be legally qualified (shall have a quorum) if attended by shareholders holding an aggregate of more than half the votes of the Company's outstanding voting shares.

**7.2.3.** If the agenda of the General Meeting of Shareholders includes any items to be voted on by different sets of voters, the decision-making quorums for those items shall be defined separately.

**7.2.4.** In this connection, lack of a quorum to resolve issues to be voted on by one set of voters shall not prevent decision-making on issues to be voted on by a different set of voters for which there is a quorum.

**7.2.5.** If there is a quorum with respect to at least one of the issues included on the agenda of the General Meeting of Shareholders of the Company, the Presiding Officer of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open.

**7.2.6.** If, by the time when the General Meeting of Shareholders is declared open, there is a quorum only with respect to certain items on the agenda, then, upon finishing the discussion of the last of such issues, a representative of the Counting Commission shall announce whether there is a quorum or not with respect to other items on the agenda.

**7.2.7.** The General Meeting of Shareholders that has a quorum only with respect to certain items on the agenda by the time when it is declared open may not be declared closed if, by the end time of registration, any persons are registered whose registration causes the General Meeting of Shareholders to have a quorum with respect to other items on the agenda.

**7.2.8.** If, by the start time of the General Meeting of Shareholders of the Company, there is no quorum with respect to any issue included on the agenda of the General Meeting of Shareholders of the Company, then the Presiding Officer of the General Meeting of Shareholders shall announce that the opening of the General Meeting of Shareholders is postponed or a period of two (2) hours.

The opening of the General Meeting of Shareholders of the Company may be postponed only once.

**7.2.9.** If, two (2) hours after the announcement that the opening of the General Meeting of Shareholders is postponed, no persons are registered whose registration would cause the General Meeting of Shareholders to have a quorum with respect to at least one of the issues included on the agenda, then the Presiding Officer of the General Meeting of Shareholders shall announce that General Meeting of Shareholders has not taken place.

**7.2.10.** If, two (2) hours after the announcement that the opening of the General Meeting of Shareholders is postponed, any persons are registered whose registration causes the General Meeting of Shareholders to have a quorum with respect to at least one of the issues included on the agenda, then the Presiding Officer of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open.

**7.2.11.** If any Annual General Meeting of Shareholders fails to have a quorum, the General Meeting of Shareholders shall be held again to discuss the same agenda.

**7.2.12.** If any Extraordinary General Meeting of Shareholders fails to have a quorum, the General Meeting of Shareholders may be held again to discuss the same agenda.

### **7.3. Discussion of the items on the agenda of the General Meeting of Shareholders.**

**7.3.1.** The persons reporting at the General Meeting of Shareholders shall follow the reporting procedure described below:

- giving a report regarding items on the agenda, up to 20 minutes,
- giving a co-report, up to 10 minutes,
- taking part in discussion, 5 minutes,
- asking questions and communicating reference information, 2 minutes each.

**7.3.2.** The Presiding Officer of the General Meeting of Shareholders may extend any period specified in this paragraph.

**7.3.3.** Any shareholder of the Company shall have the right to take part in discussion of items on the agenda of the General Meeting of Shareholders or ask a question during the General Meeting of Shareholders in accordance with the following procedure:

- a written application to take part in discussion shall be submitted to the Secretary of the General Meeting of Shareholders, signed by the shareholder and specifying the full name (corporate name) of the shareholder (the shareholder's representative) and the item on the agenda with respect to which the shareholder wishes to make a statement;
- a question shall be in writing and signed by the shareholder and shall be submitted to the Secretary of the General Meeting of Shareholders, containing in addition to the wording of the question the full name (corporate name) of the shareholder (the shareholder's representative).

**7.3.4.** The applications and questions received from shareholders shall be delivered by the Secretary of the General Meeting of Shareholders to the Presiding Officer of the General Meeting of Shareholders.

**7.3.5.** If the General Meeting of Shareholders continues for 2 hours, it shall have a break of at least 15 minutes and at most 60 minutes. If the General Meeting of Shareholders continues for 4 hours, it may have a break of at least 40 minutes and at most 2 hours.

The General Meeting of Shareholders may not continue after 10 p.m. (local time). If it is not possible to hold the General Meeting of Shareholders within one day, it shall be adjourned until the following day, but not earlier than 9 a.m. (local time). Longer breaks are not allowed.

**7.3.6.** Upon finishing the discussion of all items on the agenda of the General Meeting of Shareholders in relation to which there is a quorum, the Presiding Officer of the General Meeting of Shareholders shall announce the close of discussing the items on the agenda and the close of registering the persons for participation in the General Meeting of Shareholders.

#### **7.4. Voting at the General Meeting of Shareholders.**

**7.4.1.** Voting at the General Meeting of Shareholders held in person shall be in accordance with the procedure set forth in the Federal Law "On Joint-Stock Companies," other legal regulations, the Articles of Association of the Company, and these Regulations.

**7.4.2.** Voting at the General Meeting of Shareholders shall comply with the principle "one voting share equals one vote," except for cumulative voting related to the election of members of the Company's Board of Directors.

For the purposes of cumulative voting, the number of votes owned by each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors, and any shareholder may give the resulting number of votes fully for one nominee or distribute them among two or more nominees. The nominees receiving the greatest number of votes shall be deemed to be elected to the Board of Directors.

**7.4.3.** Voting on the items on the agenda of the General Meeting of Shareholders shall be by ballot.

Communications received by the Company's registrar concerning the intent of the persons entitled to participate in the General Meeting of Shareholders who are not registered on the Company's shareholder register and, in accordance with the requirements set forth in the securities laws of the Russian Federation, issue voting directions (instructions) to the persons responsible for accounting for their rights to shares shall be equivalent to voting by ballot.

**7.4.4.** The persons registered for participation in the General Meeting of Shareholders held in person may vote on all items on the agenda from the time when the General Meeting of Shareholders is declared open until the time when the counting of the votes begins.

**7.4.5.** Upon finishing the discussion of the last item on the agenda of the General Meeting of Shareholders (the last item on the agenda in relation to which there is a quorum), the persons who have not voted shall have thirty (30) minutes for voting.

**7.4.6.** Upon expiration of the above-mentioned period, the Presiding Officer of the General Meeting of Shareholders shall announce that the counting of the votes begins.

**7.4.7.** Any person completing a ballot may, before the General Meeting of Shareholders adjourns, request in writing that a copy of his/her completed ballot be made and certified by the Counting Commission (or the registrar's representative performing the functions of the Counting Commission) of the Company. If it is technically possible to make and certify a copy of a completed ballot during the General Meeting of Shareholders, a copy of a completed ballot certified by the

Counting Commission shall be delivered to the requesting person before the General Meeting of Shareholders adjourns or, failing that, within a reasonable period after the General Meeting of Shareholders adjourns.

In this connection, copies of completed ballots shall be made at the Company's expense.

### **7.5. Tabulation and announcement of the voting results with respect to the items on the agenda of the General Meeting of Shareholders. Closing of the General Meeting of Shareholders.**

**7.5.1.** The votes shall be counted and the voting results shall be tabulated with respect to the items on the agenda of the General Meeting of Shareholders by the Counting Commission.

**7.5.2.** The voting results and the decisions adopted by the General Meeting of Shareholders shall be announced at the General Meeting of Shareholders of the Company.

**7.5.3.** Upon announcement of the voting results with respect to the items on the agenda of the General Meeting of Shareholders, the Presiding Officer shall declare the General Meeting of Shareholders closed.

## **8. General Meeting of Shareholders Held in Absentia**

**8.1.** The General Meeting of Shareholders the agenda of which includes issues regarding election of the Company's Board of Directors and the Company's Internal Audit Commission, approval of the Company's Auditor, and any issues provided for in subparagraph 11 of paragraph 1 of Article 48 of the Federal Law "On Joint-Stock Companies," may not be held in absentia.

**8.2.** Voting on the items on the agenda of the General Meeting of Shareholders held in absentia shall be by ballot.

Communications received by the Company's registrar concerning the intent of the persons entitled to participate in the General Meeting of Shareholders who are not registered on the Company's shareholder register and, in accordance with the requirements set forth in the securities laws of the Russian Federation, issue voting directions (instructions) to the persons responsible for accounting for their rights to shares shall be equivalent to voting by ballot.

**8.3.** The procedure for completing ballots shall be specified in ballots.

**8.4.** Completed ballots shall be received by the Company not later than the day falling upon the deadline date for receipt of ballots in accordance with the decision to convene and hold the General Meeting of Shareholders, which decision is adopted in accordance with the Federal Law "On Joint-Stock Companies" and these Regulations.

The shareholders whose ballots are received or an electronic form of whose ballots is completed on the website specified in notice of the General Meeting of Shareholders prior to the deadline date for receipt of ballots shall be deemed to be attendees of the General Meeting of Shareholders held in absentia.

The shareholders who, in accordance with the rules of the securities laws of the Russian Federation, issue voting directions (instructions) to the persons responsible for accounting for their rights to shares shall also be deemed to be attendees of the General Meeting of Shareholders if communications concerning their intent are received not later than two days prior to the date of the General Meeting of Shareholders or, in the case of the General Meeting of Shareholders held in absentia, prior to the deadline date for receipt of ballots.

**8.5.** If any deadline date for receipt of ballots falls upon a nonbusiness day, then the deadline date for receipt of ballots shall be the immediately following business day. The period for receiving ballots shall expire on the deadline date for receipt of ballots at the time when, in accordance with the Company's internal regulations, a working day ends.

**8.6.** Completed ballots may be sent to the Company by registered mail to the addresses specified in notice of General Meeting of Shareholders, or delivered, against a signed acknowledgement of receipt, to the Director General or the Company or any person authorized to receive correspondence addressed to the Company, or sent to the Registrar of the Company.

**8.7.** The Director General of the Company shall arrange for the collection, safety, and delivery of completed ballots to the Counting Commission.

**8.8.** The ballot of any shareholder shall specify, in the case of an individual, the initials and family name of such individual or, in the case of a corporate entity, the full corporate name of such corporate entity.

**8.9.** The ballot of the representative of any shareholder shall specify, in the case of a shareholder being an individual, the initials and family name of such representative and the details of the power of attorney (any other document proving his/her powers) or, in the case of a shareholder being a corporate entity, the initials and family name and position of such representative or the details of the power of attorney (any other document proving his/her powers).

**8.10.** The ballot of the representative of any shareholder shall be accompanied by a power of attorney (or a notarized copy thereof) or any other authorization document.

**8.11.** The General Meeting of Shareholders held in absentia shall be legally qualified (shall have a quorum) if, not later than the deadline date for receipt of ballots, the Company receives ballots of shareholders holding an aggregate of more than half the votes of the Company's outstanding voting shares.

## **9. Summarization of the General Meeting of Shareholders**

**9.1.** The voting results with respect to the issues put to a vote shall be tabulated by the Counting Commission.

**9.2.** The Counting Commission shall deliver the voting results to the Presidium for further announcement at the General Meeting of Shareholders.

The preliminary voting results may be announced during the General Meeting of Shareholders with respect to certain items on the agenda.

**9.3.** Based on the voting results tabulated by the Counting Commission with respect to each item on the agenda, the Counting Commission shall make a voting report.

**9.4.** Voting reports shall be made in accordance with the requirements set forth in the laws of the Russian Federation.

**9.5.** Any voting report shall be made not later than three (3) business days after the General Meeting of Shareholders is declared closed or, if the General Meeting of Shareholders is held in absentia, after the deadline date for receipt of ballots.

**9.6.** After any voting report is made and the minutes of the General Meeting of Shareholders are signed, ballots shall be sealed up by the Counting Commission and placed for storage at the Company's archive.

A voting report shall be attached as an appendix to the minutes of the General Meeting of Shareholders.

**9.7.** The minutes of the General Meeting of Shareholders shall be in accordance with the requirements set forth in the laws of the Russian Federation.

The minutes of the General Meeting of Shareholders shall be made in two copies not later than three (3) business days after the General Meeting of Shareholders is declared closed.

**9.8.** Both copies of the minutes shall be signed by the Presiding Officer of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

**9.9.** The decisions adopted by the General Meeting of Shareholders and the voting results may be announced at the General Meeting of Shareholders during which such voting takes place and shall be communicated as the Voting Report to the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders by being posted on the Company's website at [www.rosseti.ru](http://www.rosseti.ru) within four (4) business days after the General Meeting of Shareholders is declared closed or, if the General Meeting of Shareholders is held in absentia, after the deadline date for receipt of ballots.

If, on the date of the list of the persons entitled to participate in the General Meeting of Shareholders, any nominee shareholder is registered on the Company's shareholder register, then the Voting Report shall be sent electronically (as electronic documents certified with a digital signature) to such nominee shareholder. The nominee shareholder shall make the Voting Report received in accordance with this paragraph of these Regulations available to its depositors in accordance with the procedure and within the period set forth in legal regulations of the Russian Federation or the agreements with its depositors.

The minutes of the General Meeting of Shareholders shall be posted on the Company's website within the period set forth in the laws of the Russian Federation on disclosures in the securities market.

## **10. Final Provisions**

**10.1.** If, as a result of any change in the laws and regulations of the Russian Federation, any provisions of these Regulations come into conflict therewith, such provisions shall become null and void, and the activities of the Company shall, until these Regulations are amended, be governed by the laws and regulations of the Russian Federation.