

APPROVED
by the Board of Directors of
IDGC of the North-West, PJSC
on September 30, 2016
(Minutes No. 220/11)

REGULATIONS
ON CORPORATE SECRETARY
OF "INTERREGIONAL DISTRIBUTION GRID COMPANY OF THE
NORTH-WEST" PUBLIC JOINT-STOCK COMPANY

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1. GENERAL PROVISIONS

1.1. These Regulations have been developed in compliance with the requirements of the Federal Law No. 208-FZ dated December 26, 1995 On Joint-Stock Companies, the Federal Law No. 224-FZ dated July 27, 2010 On Countering the Illegitimate Use of Insider Information and Market Manipulation and on Amending Certain Laws of the Russian Federation, other laws of the Russian Federation, the Charter of the Interregional Distribution Grid Company of the North-West Public Joint-Stock Company (hereinafter the Company), Listing Rules of the Stock Exchange on which the Company's securities are traded and other internal policies of the Company, and in compliance with recommendations of the Corporate Governance Code, approved on March 21, 2014 by the Board of Directors of the Central Bank of the Russian Federation (Letter of the Central Bank of the Russian Federation dated April 10, 2014 No. 06-52/2463) (hereinafter the Corporate Governance Code of the Bank of Russia).

1.2. The Regulations lay down the status of the Corporate Secretary, requirements to applicants for this job, procedure for Corporate Secretary appointment and termination of powers, its subordination and procedure for cooperation with governing bodies and structural units of the Company, as well as other aspects of the role of the Company's Corporate Secretary.

1.3. The Corporate Secretary shall be a Company's official responsible for ensuring its compliance with the law of the Russian Federation, the Charter and internal policies of the Company safeguarding the rights and legitimate interests of the Company's shareholders.

1.4. The Corporate Secretary of the Company shall be governed by the law of the Russian Federation, the Charter and internal policies of the Company, resolutions of the General Meeting of Shareholders, Board of Directors of the Company and these Regulations.

1.5. The Corporate Secretary of the Company shall cooperate with the governing bodies and structural units of the Company to the extent necessary for proper performance of the functions of the Corporate Secretary as outlined herein.

1.6. The Company's governing bodies and heads of structural units of the Company shall render assistance to the Corporate Secretary so that the latter could perform its functions in the order and within time periods as prescribed by the Company's administrative regulatory document and ensure that complete information is provided to the Corporate Secretary of the Company in due time so that it could properly perform its functions for ensuring the ongoing operations of the Board of Directors of the Company.

1.7. Information about the Corporate Secretary shall be posted on the Company's website and included in the Company's annual report to the extent of required disclosure regarding the members of the Board of Directors of the Company and executive bodies of the Company.

2. CORPORATE SECRETARY JOB PROFILE

2.1. The Corporate Secretary of the Company shall have knowledge, background and qualification sufficient to perform the assumed duties, flawless reputation and enjoy confidence of the members of the Board of Directors of the Company.

2.2. It's recommended to appoint to the Corporate Secretary position a person who meets the following requirements:

- 1) academic degree in law, economics or business;

- 2) service record in the field of corporate governance of at least 3 (Three) years;
- 3) knowledge of the corporate law of the Russian Federation;
- 4) thorough knowledge of the Company's operations, as well as its Charter and internal policies;
- 5) flawless reputation, no record of convictions;
- 6) personal qualities and skills (strong interpersonal skills, responsible, diligent and disciplined approach, high resistance to stress, punctuality, good computer skills, organizational and analytical skills).

2.3. Information about the candidate (family name, given name and patronymic; year of birth; quantity, category and type of the Company shares in possession of the candidate, if any) and its compliance with the requirements as set forth in this Section shall be provided to the members of the Board of Directors of the Company subsequent to its nomination for the position of the Company's Corporate Secretary as part of materials concerning its nomination for the position of the Company's Corporate Secretary.

2.4. A candidate for a position of the Corporate Secretary may provide additional information to the Board of Directors to give insight into its professional and personal qualities.

3. PROCEDURE FOR APPOINTING AND TERMINATING POWERS OF CORPORATE SECRETARY. REWARD PAY CONDITIONS AND PROCEDURE

3.1. The Corporate Secretary of the Company shall be appointed to and dismissed from its position by the Director General of the Company based on the decision of the Board of Directors of the Company, made according to the procedure as established by the Charter of the Company and these Regulations.

3.2. The Corporate Secretary of the Company shall be functionally subordinate to the Board of Directors. Administrative subordination of the Corporate Secretary shall be based on the approved organizational structure of the Company.

3.3. Candidate for a position of the Company's Corporate Secretary shall be nominated by the Director General of the Company and/or the Chairman of the Board of Directors of the Company with account of requirements outlined in Section 2 of these Regulations. In the event if the Chairman of the Board of Directors is not elected, the right to nominate candidates for a position of the Corporate Secretary of the Company shall be held by all members of the Board of Directors of the Company.

3.4. The Personnel and Award Committee of the Board of Directors of the Company (hereinafter the Personnel and Award Committee) shall give recommendations to the Board of Directors of the Company with regard to the nominees, size of remuneration and principles of bonus pay to the Corporate Secretary of the Company.

3.5. The Board of Directors of the Company shall make a decision regarding election of the Corporate Secretary of the Company, determine the size of remuneration and principles of bonus pay to the Corporate Secretary of the Company with account of recommendations given by the Personnel and Award Committee.

If recommendations of the Personnel and Award Committee have not been received by the Board of Directors of the Company by the date of the meeting meant to address an issue of election of the Corporate Secretary of the Company, the Board of Directors shall be entitled to independently decide on election of the Corporate Secretary of the Company, determine size and manner of payment of remuneration and principles of bonus pay to the Corporate Secretary of the Company.

If the size and manner of payment of remuneration and principles of bonus pay to the Corporate Secretary of the Company are not decided upon by the Board of Directors, those shall be established in accordance with the employment agreement and internal regulations of the Company.

3.6. The Director General of the Company shall execute an employment agreement with a nominee agreed by the Board of Directors of the Company on the terms and conditions as decided upon by the Board of Directors of the Company.

3.7. The Corporate Secretary shall report to the Board of Directors of the Company, which shall annually but not later than within 10 (Ten) calendar days prior to the annual General Meeting of the Shareholders assess the performance of and approve the report on work performed by the Corporate Secretary of the Company.

While the Board of Directors of the Company based on the assessment of performance of the Corporate Secretary of the Company and with account of recommendations given by the Personnel and Award Committee may decide to pay additional award to the Corporate Secretary of the Company not stipulated by the employment agreement or internal regulations of the Company.

3.8. The Corporate Secretary of the Company shall perform its duties up until the Board of Directors decides to release it from its office. The aforesaid decision of the Board of Directors of the Company shall constitute grounds for the Director General of the Company to terminate the employment agreement with the Corporate Secretary of the Company pursuant to the procedure as established by the law of the Russian Federation.

4. FUNCTIONS, RIGHTS AND DUTIES OF THE CORPORATE SECRETARY

4.1. The functions of the Corporate Secretary of the Company shall include:

1) taking part in ensuring smooth cooperation between the Company and regulatory authorities, trade organizers, registrar and any other professional players in the securities market within the powers conferred upon the Corporate Secretary by the Employment Agreement;

2) immediate notification of the Company's Board of Directors of any revealed violations of the Russian law or any internal policies of the Company, compliance with which shall be overseen by the Corporate Secretary of the Company as a part of its job duties;

3) taking part in the Company's interactions with its shareholders and in preventing any corporate conflicts, in implementation of the procedures as established by the law of the Russian Federation and the internal policies of the Company safeguarding the rights and legitimate interests of the Company's shareholders, overseeing execution thereof within the powers conferred upon the Corporate Secretary by the Employment Agreement;

4) taking part in organization and conduction of the General Meetings of the Company's shareholders pursuant to the procedure as established by the internal policies of the Company;

5) taking part in implementation of the Company's disclosure policy and ensuring safe keeping of the Company's corporate documents within the powers conferred upon the Corporate Secretary by the Employment Agreement;

6) taking part in enhancing the Company's corporate governance system and practice by putting forward proposals to this effect to the responsible structural unit of the Company;

7) rendering comprehensive support to ensure ongoing operations of the Board of Directors of the Company, including:

– elaboration of a draft agenda for the ordinary session of the Board of Directors of the Company based on the Work Plan of the Board of Directors and the proposals received from the members of the Board of Directors, the Audit Commission, the Auditor of the Company and the Director General and its presentation to the Chairman of the Board of Directors;

– ensuring preparation and circulation of documents (materials) necessary for organization and conduction of the meeting of the Board of Directors (meeting notice, draft decisions on issues on the agenda, draft documents for preliminary review, etc.);

- organizational and technical support during the meeting of the Board of Directors;
- organization of smooth interaction between the Board of Directors and the executive bodies of the Company, the Committees under the Board of Directors, the Company Auditor, the Audit Commission and structural units of the Company;
- organization of documents (information) preparation and submission in response to the requests made by the members of the Board of Directors;
- issuance of requests, responses to letters received by the Board of Directors against the signature and upon the instruction of the Chairman of the Board of Directors;
- collection of data sheets filled in by the members of the Board of Directors of the Company;
- issuance of minutes of meetings of the Board of Directors and extracts from the minutes of meetings of the Board of Directors;
- issuance and authentication of copies of the minutes of meetings of the Board of Directors and General Meetings of the Company's shareholders and extracts therefrom;
- circulation of documents approved by the Board of Directors;
- development and maintenance of the File Register of the Board of Directors;
- organization of control over the implementation of decisions made by the Board of Directors and the General Meeting of the Company's shareholders;
- issuance of requests for information (materials) concerning issues on agenda of the meeting of the Board of Directors to the Company business units upon instruction of the members of the Company's Board of Directors;
- control over credibility of information provided and proper format of documents submitted to the Board of Directors for consideration and approval;
- elaboration of drafts of certain documents and decisions of the Board of Directors including a draft Work Plan of the Board of Directors under instruction of the Chairman of the Board of Directors (Deputy Chairman of the Board of Directors);
- organization of recording the meetings of the Board of Directors on electronic media including upon prior consent of the members attending;
- systematization and storage of documents and materials of the Board of Directors;
- submission upon request of the Chairman of the Board of Directors and/or responsible structural units of the Company of information for assessment of performance of the Board of Directors and any individual members of the Board of Directors;
- addressing any other issues and discharging any other functions as stipulated in these Regulations, Regulations on the Board of Directors of the Company, Employment Agreement with the Corporate Secretary of the Company and in accordance with the instructions given by the Chairman and members of the Board of Directors of the Company.

8) ensuring ongoing operations of the Committees under the Board of Directors (performing functions of the Secretary of the Committees under the Board of Directors in accordance with the Regulations on the Committees under the Board of Directors of the Company or taking part in preparation and overseeing the execution of the Work Plans developed for the Committees under the Board of Directors of the Company and supervision of preparation and circulation to the members of the Committees under the Board of Directors of the Company of materials regarding the issues on the agenda).

4.2. The Corporate Secretary of the Company shall have the right to:

- 1) request and receive documents of the Company;
- 2) upon instruction of the Chairman of the Board of Directors put forward questions within its competence for review to the executing bodies of the Company;
- 3) supervise compliance of the Company officers and employees with the Charter and internal policies of the Company in the part falling within functions of the Corporate Secretary of the Company;

4) interact with the Chairman of the Board of Directors of the Company and the Chairmen of the Committees under the Board of Directors of the Company;

5) inform the Chairman of the Board of Directors and/or the Director General of the Company of any facts leading to inability of the Corporate Secretary to perform functions envisaged by these Regulations.

4.3. The Corporate Secretary of the Company shall have the following responsibilities:

1) comply with all standards and requirements as established by the law of the Russian Federation, the Charter and internal policies of the Company;

2) safeguard the rights and interests of the shareholders and members of the Board of Directors of the Company;

3) perform tasks given by the Chairman of the Board of Directors and members of the Board of Directors of the Company;

4) annually but not later than within 30 (Thirty) calendar days prior to the annual General Meeting of the Shareholders submit to the Personnel and Award Committee and the Board of Directors of the Company its report on work performed, the recommended template of which is presented in Annex 1 hereto;

5) inform the Board of Directors of the Company of any situations creating a threat of violation of the Russian law or infringement of rights of the shareholders and leading to potential risks for the Company or corporate conflict;

6) upgrade its qualification on regular basis;

7) in case of any conflict of interest immediately inform thereof the Chairman of the Board of Directors of the Company;

8) execute with the Company a non-disclosure agreement in respect of the Company's insider information.

5. RESPONSIBILITY OF THE CORPORATE SECRETARY OF THE COMPANY

5.1. The Corporate Secretary of the Company in exercise of its rights and discharge of its duties shall act in the best interests of the Company, while exercising its rights and discharging its duties towards the Company prudently and in good faith.

5.2. The Corporate Secretary of the Company shall not disclose any information constituting according to the internal policies adopted by the Company the commercial secret and/or confidential information, as well as insider information.

The Corporate Secretary of the Company shall be liable for the use of insider information for personal purposes or purposes not serving the interests of the Company.

5.3. The Corporate Secretary of the Company shall be responsible for discharge of functions and duties as envisaged by these Regulations, including:

1) circulation of meeting notices and support materials to the members of the Board of Directors of the Company in a timely manner;

2) quality of materials issued for the meetings of the Board of Directors of the Company and credibility of information contained in the minutes of meetings of the Board of Directors of the Company;

3) circulation of the minutes of meetings to the members of the Board of Directors of the Company in a timely manner.

6. FINAL PROVISIONS

6.1. These Regulations shall be approved by a decision of the Board of Directors of the Company.

6.2. Any modifications and additions hereto shall be subject to a decision of the Board of Directors of the Company.

6.3. If enactment of any amendments to the law of the Russian Federation or the Charter of the Company makes the provisions of these Regulations contradicting the law or the Charter, the Regulations shall be applied in the part not contradicting the current law and the Charter of the Company.

Attachment 1. Recommended Template of
Report on Work Performed by the Corporate
Secretary of the Company

REPORT ON WORK PERFORMED BY THE CORPORATE SECRETARY
OF IDGC OF THE NORTH-WEST PJSC IN A PERIOD FROM _____ TO _____

I. Information about the Corporate Secretary of the Company:	
Full Name of the Corporate Secretary	
Date of appointment	
Information about Corporate Secretary's education and qualification upgrades during the reporting period	

II. Statistical Information:		Absolute values	Relative values, %
1	Number of changed compositions of the Board of Directors of the Company during reporting period		
2	Total number of meetings of the Board of Directors of the Company held in the reporting period:		100%
	2.1. Including in person:		%
	2.2. Including in absentia:		%
3	Total number of meetings of the Board of Directors of the Company adjourned due to the absence of quorum		
4	Total number of issues reviewed at the meetings of the Board of Directors of the Company in the reporting period		100%
	4.1. Including the issues reviewed by the Board of Directors of the Company in accordance with the Work Plan of the Board of Directors of the Company.		%
	4.2. Including the issues not included in the Plan		%
5	Total number of issues in the reporting period deferred by the Board of Directors of the Company to a later date or excluded from consideration		% from total number of issues reviewed at the meetings of the Board of Directors of the Company in the reporting period

III. Information about any/none concerns regarding work of the Corporate Secretary of the Company during the reporting period*			
No.	Information about the document expressing concern (minutes, statement of special opinion, disciplinary penalty)	Concern details	Measures implemented to address concerns, implementation result
1			
2			

* Concern shall not be included in the report unless it is supported in writing. Concerns not related to the immediate implementation by the Corporate Secretary of its job duties as envisaged by the Regulations on the Corporate Secretary of the Company and the Employment Agreement executed with the Corporate Secretary of the Company shall not be included in the report.

IV. Information about processing of requests from the members of the Board of Directors of the Company and from other persons in the reporting period in accordance with the job duties of the Corporate Secretary of the Company			
No.	Information about received request (inquiry)	Request (inquiry) details	Measures implemented to address the request (inquiry), implementation result
1			
2			

V. Any other information concerning performance by the Corporate Secretary of the Company of its job duties as envisaged by the Regulations on the Corporate Secretary of the Company and the Employment Agreement with the Corporate Secretary of the Company**

** Information shall be submitted in the form of tables on the work performed by the Corporate Secretary of the Company in the reporting period separated by its job duties.