

APPROVED:
by Decision of the Board of Directors
of PJSC "IDGC in the South"
dated July 25, 2019
(Minutes No. 327/2019 dated 29.07.2019)

**REGULATION
ON THE COMMITTEE FOR STRATEGY OF
THE BOARD OF DIRECTORS
OF INTERREGIONAL DISTRIBUTION GRID
COMPANY OF SOUTH, PUBLIC JOINT STOCK
COMPANY**

Rostov-on-Don
2019

Table of Contents:

1. GENERAL PROVISIONS.....	3
2. COMPETENCE OF THE COMMITTEE	3
3. THE COMMITTEE COMPOSITION AND THE PROCEDURE OF ITS FORMATION	5
4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS.....	5
5. CHAIRPERSON OF THE COMMITTEE.....	6
6. SECRETARY OF THE COMMITTEE	7
7. PROCEDURE OF PREPARATION AND ARRANGEMENT OF THE COMMITTEE MEETINGS	8
8. DETAILS OF CARRYING OUT THE COMMITTEE MEETINGS IN PRESENTIA.....	10
9. DETAILS OF CARRYING OUT THE COMMITTEE MEETINGS IN ABSENTIA	11
10. PROVISION OF THE COMMITTEE ACTIVITIES	12
11. THE COMMITTEE INTERACTION WITH THE COMPANY AUTHORITIES AND OTHER PERSONS.....	13
12. CONFIDENTIALITY	13

1. GENERAL PROVISIONS

1.1. Regulations on the Committee for Strategy of the Board of Directors of "Interregional Distribution Grid Company of the South" Public Joint-Stock Company (hereinafter referred to as the "Committee") determines main objectives of activities, competence and powers of the Committee for Strategy (hereinafter referred to as the "Committee") of the Board of Directors of Rosseti South PJSC (hereinafter referred to as the "Company"), and the procedure of its formation and work.

1.2. The Committee is a collegiate deliberative body, formed by decision of the Company's Board of Directors with the purpose to ensure efficient work of the Company's Board of Directors in solving issues included into its competence, the Company activity efficiency improvement in the whole in the long run.

1.3. The task of the Committee shall be generation and submission of recommendations (conclusions) to the Company's Board of Directors by directions of activity of the Board of Directors, belonging to the Committee competence, in particular: strategic development and focal areas, innovation-driven growth, business process engineering, business planning, dividend policy, risk management, business performance review of the Company and its subsidiaries, and other tasks and directions determined by the Corporate Governance Code, recommended for use by the letter of the Bank of Russia No. 06-52/2463 dated 10.04.2014 "On Corporate Governance Code".

1.4. The Committee decisions serve as guidelines for the Company's Board of Directors.

1.5. The Committee is not the Company Management authority and shall not be entitled to act in behalf of the Company.

1.6. The Committee shall submit to the Board of Directors the annual work report, and the activity report at any time at the request of the Company's Board of Directors.

1.7. In carrying out its activities, the Committee shall be governed by the legislation of the Russian Federation, the Company Articles of Association, the Regulations on the Company's Board of Directors, these Regulations, and other internal documents of the Company, the Corporate Governance Code, recommended for use by the letter of the Bank of Russia No. 06-52/2463 dated 10.04.2014 "On Corporate Governance Code".

2. COMPETENCE OF THE COMMITTEE

2.1. The Committee activities shall be carried out in accordance with the competence, determined by the Regulations.

2.2. The Committee competence includes preliminary consideration, analysis and generation of recommendations (conclusions) under the following issues of competence of the Company's Board of Directors:

1) determination of the priority areas of the Company's activities, including approval of the Company's Development Strategy, the Company's Innovative Development Program, and reports on their implementation;

2) bringing the following issues for the decision of the General Meeting of Shareholders:

- on the Company reorganization;

- on increase in the authorized share capital of the Company by increasing the nominal value of shares or by placing additional shares;

- on reduction of the Company authorized share capital by reducing the nominal value of shares;

- on splitting and consolidation of the Company's shares;

- on the placement by the Company of bonds and other equity securities convertible into the Company's shares;

- on consent to make or subsequently approve transactions in cases provided for by Article 83 of the Federal Law "On Joint-Stock Companies";

- on consent to make or subsequently approve major transactions in cases provided for by Article 79 of the Federal Law "On Joint-Stock Companies";

- on participation in financial and industrial groups, associations and other commercial organizations;
- 3) acquisition of shares, bonds and other securities placed by the Company in cases provided for by the Federal Law "On Joint-Stock Companies" or other federal laws;
- 4) alienation (sale) of the Company's shares received by the Company as a result of their acquisition or redemption from shareholders of the Company, as well as in other cases provided for by the Federal Law "On Joint-Stock Companies";
- 5) recommendations on the size of the dividend on shares and the procedure for its payment;
- 6) approval of the Company's internal documents that determine the procedure for the formation and use of the funds of the Company;
- 7) making decisions on the Company funds use; approval of estimates of the funds use for special purpose funds and consideration of the results of the use of funds estimates implementation for special purpose funds;
- 8) approval of the business plan (adjusted business plan) and consideration of the quarterly report on the implementation of the business plan (for the first quarter, first half, nine months, reporting year);
- 9) investment program approval, including amendments to it, and a quarterly report on the results of its implementation (for the first quarter, first half, nine months, reporting year);
- 10) establishment of branches and opening of the Company's representative offices, their liquidation;
- 11) adoption of decisions on the participation of the Company in other organizations (on joining an existing organization or creating a new one, including the approval of constituent documents), as well as on the acquisition, alienation and encumbrance of shares and shares in charter capital of organizations in which the Company participates, a change in the participation interest in the charter capital of the relevant organization, and termination of the Company's participation in other organizations, with the exception of the decisions on participation included into the competence of the Company's General Meeting of Shareholders;
- 12) adoption of decisions on consent to conclude transactions or on subsequent approval of major transactions in cases provided for by Chapter X of the Federal Law "On Joint-Stock Companies";
- 13) determination of the Company's position (representatives of the Company), including an instruction to vote or not to vote on agenda items, vote on draft decisions "for", "against" or "abstained", on the following items on the agendas of the General Meetings of Shareholders (participants) subsidiaries and affiliates (hereinafter referred to as subsidiaries and affiliates), and meetings of the boards of directors of subsidiaries and affiliates on reorganization, liquidation of subsidiaries and affiliates;
- 14) approval of target values (adjusted values) of key performance indicators (KPIs) of the Company and reports on their implementation;
- 16) filing an application for listing the shares of the Company and (or) equity securities of the Company convertible into shares of the Company;
- 17) risk assessment, as well as establishing an acceptable amount of risk for the Company;
- 18) annual consideration of organization issues, functioning and effectiveness of risk management systems in the Company;
- 19) monitoring compliance of the Company executive bodies' activities with the strategy approved by the Company; hearing reports of the CEO and members of the Company Board on the implementation of the strategy approved by the Company;
- 20) recommendations concerning the voluntary or obligatory offer on the Company securities acquisition, received by the Company;
- 21) approval of internal documents, governing target areas of the Committee activities, provided for by clause 1.3 of the Regulations, by the Company's Board of Directors;
- 22) consideration of the other issues related to target areas of the Committee activities, provided for by clause 1.3 of the Regulations, and issues, provided for by separate instructions of the Company's Board of Directors.

3. THE COMMITTEE COMPOSITION AND THE PROCEDURE OF ITS FORMATION

3.1. The Committee quantitative composition shall be determined by the decision of the Company's Board of Directors and should not be less than 5 (five) and more than 11 (eleven) persons.

3.2. The Committee personal composition shall be elected by the Company's Board of Directors from candidates nominated by the Company's Board of Directors. Candidates, each of whom received the majority of votes from the members of the Company's Board of Directors, shall be deemed elected to the Committee.

3.3. Each member of the Company's Board of Directors shall be entitled to nominate not more than 2 (two) candidates to the members of the Committee.

3.4. Members of the Committee can be only physical entities. A member of the Committee may not be a member the Company's Board of Directors. Target number of the members of the Board in the Committee shall be not less than 3 (three) persons.

3.5. Offers of the members of the Company's Board of Directors on the candidacies for election to the Committee should be submitted to the Chairperson of the Company's Board of Directors in writing not later than in 5 (five) calendar days before the date of the meeting of the Board of Directors (end of the feedback forms acceptance at the meeting in absentia), the agenda of which includes the issue of the Committee members election. The offer on nominating the candidacies to the members of the Committee shall be signed by the member the Company's Board of Directors, who submitted this offer.

3.6. When nominating the candidacies for election to the members of the Committee, the offer of the member of the Board should be accompanied by the written consent of a nominated candidate and the following details of this candidate:

- 1) the candidate's full name;
- 2) the candidate's place of employment and position at the time of offer sending;
- 3) information on the candidate's education;
- 4) the candidate's contact information for communication.

An offer of the member of the Company's Board of Directors to nominate candidacies for election to the members of the Committee may contain additional information for assessing the candidates' professional qualities.

3.7. At election of the Committee members, their education, occupational training, experience in the field of the Committee activities, and other special knowledge required for fulfillment of obligations by the members of the Committee, shall be taken into account.

3.8. The members of the Committee shall be elected for the term before electing the nex composition of the Committee. Electing the nex composition of the Committee should be carried out not later than in 45 (forty five) calendar days following the annual General Meeting of the Company's Shareholders.

3.9. Powers of any member of the Committee can be early terminated by decision of the Company's Board of Directors.

3.10. The Chairperson of the Committee, and members of the Committee may abnegate their powers by sending a written application to the Chairperson of the Company's Board of Directors and the Chairperson of the Committee.

3.11. In case if the Committee quantitative compositing becomes less than the quorum for convening the Committee meetings, determined by the Regulations, the Chairperson of the Board of Directors must convene the unscheduled meeting of the Company's Board of Directors to elect the members of the Committee, or to include the issue on electing the members of the Committee into the agenda of the next scheduled meeting of the Company's Board of Directors.

4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS

4.1. With the purpose to achieve objectives of the Committee activity, provided for by the Provision, the Committee shall have the right to:

- 1) conduct studies on issues included into the Committee competence;
- 2) inquire and receive information and documents required for carrying out its activities from the Company executive authorities, and shall have the right to inquire information from third-party organization through the Chairperson of the Board of Directors or the Company CEO;
- 3) receive professional services from third-party organizations, or attract (including, on contractual basis) third parties as experts (consultants) with special knowledge on issues belonging to the Committee competency, within the Committee budget and with regard of following the requirements of documents, governing the Company procurement activity. Agreements with entities, engaged by the Committee for provision of consultancy services, shall be signed on the basis of the respective decision of the Committee by the Company authorized official on representation of the Chairperson of the Committee, or by the Chairperson of the Committee under the power of attorney issued by the Company CEO;
- 4) make offers and give recommendations to the Company's Board of Directors on all issues classified by these Regulations as belonging to the Committee competence;
- 5) develop and submit for consideration to the Company's Board of Directors draft amendments and supplements to these Regulations;
- 6) perform other actions aimed at achieving the Committee goals.

4.2. With the purpose to achieve objectives of the Committee activity, provided for by the Provision, the Committee is obliged to:

- 1) provide to the Company's Board of Directors economically efficient and legally grounded recommendations (statements) on issues belonging to the Committee competence;
- 2) promptly notify the Company's Board of Directors on risks to which the Company is exposed.

4.3. In terms of the Committee competence, the members of the Committee shall be entitled to:

- 1) inquire documents and information, required to adopt decisions on issues of the Committee competence, from the Company executive bodies (the inquiry shall be executed in writing and signed by the Chairperson of the Committee);
- 2) make written proposals on forming the Business Plan of the Committee;
- 3) include issues into the agenda of the Committee meetings according to the procedure provided for by these Regulations;
- 4) require convening of the Committee meeting;
- 5) exercise the other powers provided for by the Regulations.

4.4. The members of the Committee are obliged to:

- 1) familiarize with materials before the Committee meeting, and choose their own position by each issue of the meeting agenda;
- 2) act in behalf of the Company, exercise their powers and fulfill obligations in good faith and reasonably, follow the requirements of the laws of the Russian Federation, the Articles of Association and internal documents of the Company;
- 3) meet confidentiality requirements, not to disclose information on the Company that constitutes its trade and/or business secret.

5. CHAIRPERSON OF THE COMMITTEE

5.1. The Committee management and organization of its activity shall be carried out by the Chairperson of the Committee.

5.2. The Chairperson of the Committee shall be elected by the Company's Board of Directors from the members of the Committee, elected by majority of votes of the Company's Board of Directors, taking part in the meeting of the Board of Directors.

5.3. The Company's Board of Directors shall be entitled to re-elect the Chairperson of the Committee at any time.

5.4. If the Chairperson of the Committee is absent, their duties shall be performed by the Chairperson of the Committee. The Chairperson of the Committee shall be elected by the

members of the Committee from their composition by majority of votes from total number of elected members of the Committee.

5.5. The Chairperson of the Committee shall:

- 1) convene the Committee meetings and chair them;
- 2) determine the form of conduct and approve the Committee meetings agenda;
- 3) determine the list of persons invited for participation in the Committee meeting in presentia.

Invitation of the Company officials and/or employees to the Committee meeting in presentia shall be carried out by sending the respective application to the Company CEO. The Company CEO is obliged to provide participation of invited officials and/or employees of the Company, or other persons who have powers, information and qualification, required for efficient participation in the Committee meeting, in the Committee meeting.

4) arrange keeping of minutes of the Committee meeting and sign minutes of the Committee meeting;

5) represent the Committee in interactions with the Company's Board of Directors, other Committees of the Board of Directors, the Company's executive authorities, the Auditor, the Company's Revision Committee, and other authorities and entities;

6) keep official correspondence in behalf of the Committee, sign inquiries, letters and documents on behalf of the Committee;

7) distribute duties between the members of the Committee;

8) provide the Committee business plan for approval to the Committee, control the performance of decisions and business plans of the Committee;

9) ensure conformity to the requirements of the laws of the Russian Federation, the Articles of Association and internal documents of the Company in the course of the Committee activity;

10) perform other functions provided by the legislation of the Russian Federation, the Articles of Association and internal documents of the Company.

6. SECRETARY OF THE COMMITTEE

6.1. Functions of the Secretary of the Committee shall be performed by the Corporate Secretary of the Company, unless the Committee resolves otherwise. In case if the Committee makes a decision to elect another person as a Secretary of the Committee, the Secretary of the Committee shall be elected by majority of votes from the total number of elected members of the Committee. In case if a candidate for the position is the Company employee, their candidacy shall be agreed with the Company CEO.

6.2. The Secretary of the Committee shall perform technical (information, document, minutes, secretary) provision of the Committee current activities, including:

1) ensure preparation and conduct of the Committee meetings;

2) performs collection and filing of materials for meetings;

3) provide prompt submission of notifications on the Committee meetings, the agenda, materials regarding the agenda issues and of the feedback forms to the Committee members and persons invited to take part in the Committee meeting;

4) keep minutes of meeting, arrange preparation of the Committee draft decisions;

5) perform the accounting of correspondence addressed to the Committee and/or members of the Committee (including inquiries, requests solicitations), provide receipt of the required information by the Committee members;

6) ensure keeping minutes of the Committee meetings and other documents and materials related to the Committee activities in accordance with the documentation keeping procedures accepted in the Company;

7) execute orders of the Chairperson of the Committee within the powers of the Chairperson of the Committee;

8) certify extracts from minutes of the Committee meetings;

9) perform other functions in accordance with the Regulations.

7. PROCEDURE OF PREPARATION AND ARRANGEMENT OF THE COMMITTEE

MEETINGS

7.1. The Committee meetings shall be convened by the Chairperson of the Committee in accordance with the business plan, approved at the Committee meeting (scheduled meetings), and in other cases, provided for by the Regulations (unscheduled meetings).

7.2. The Committee business plan shall be formed by the Chairperson of the Committee with regard of the approved business plan of the Company's Board of Directors and offers of the Chairperson of the Company's Board of Directors, the members of the Committee and decisions of the Company's Board of Directors.

7.3. The Committee business plan shall be approved at the meeting of the Committee, following the meeting of the Company's Board of Directors, on which the Business Plan of the Company's Board of Directors was approved.

7.4. When convening the meeting of the Committee, the Chairperson of the Committee shall determine the date, time and form of the meeting, the agenda, and the list of person invited for participation in the Committee meeting in presentia.

7.5. The scheduled meeting agenda shall be formed by the Chairperson of the Committee in accordance with the approved Business Plan of the Committee, decisions of the Company's Board of Directors and offers of the Chairperson of the Board.

7.6. The members of the Committee shall have the right to make offers on forming the Committee scheduled meeting agenda.

7.7. The Chairperson of the Committee shall be entitled to include the offers received into the agenda of the scheduled meeting, or convene the unscheduled meeting of the Committee.

7.8. The Committee unscheduled meetings shall be held:

1) in accordance with notification of the meeting of the Company's Board of Directors that was submitted by the Company Secretary, the agenda of which includes issue, classified by the Regulations as belonging to the Committee competency;

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

3) by decision of the Company's Board of Directors or by decision of the Committee;

4) at the request of the Chairperson of the Company's Board of Directors, the member of the Committee, the Company's Revision Committee and/or the external Company Auditor.

7.9. The request of the Chairperson of the Company's Board of Directors, member of the Committee, the Company's Revision Committee and/or the external Company Auditor on the Committee meeting convening shall be sent to the Chairperson of the Committee in writing not later than in 7 (seven) business days before the meeting date, and should contain the wording of an issue, offered for consideration, the substantiation of the need to consider this issue, the Committee draft decision, and accompanying materials and other information, required for adopting a decision.

The request on convening the Committee meeting should be signed by a person who sent the specified request (request of the Revision Committee on convening the Committee meeting shall be signed by the Chairperson of the Revision Committee, the Company Auditor's request shall be signed by the Auditor's authorized person). At the same time, the copy of the request on convening the Committee meeting with all annexes should be sent to the Secretary of the Committee.

7.10. Within 1 (one) business day from the date of receiving a request on convening the unscheduled meeting, the Chairperson of the Committee shall adopt a decision on arranging the unscheduled meeting of the Committee, determine the date, time, and place of the Committee meeting (date and time of feedback form acceptance expiration at absent vote), or shall adopt a decision on refusal in convening of the unscheduled meeting of the Committee. The substantiated decision on refusal on convening the unscheduled meeting of the Committee shall be sent to the Company person or authority, who/that requests the convening of such meeting, not later than the day following the day when the Chairperson of the Committee made a decision to refuse the convening of the meeting.

7.11. Decision of the Chairperson of the Committee on refusal in convening the unscheduled meeting of the Committee may be adopted in the following cases:

1) an issue, offered for inclusion into the agenda of the Committee meeting, does not belong to the Committee competence, provided for by the Regulations;

2) an issue included into the request on convening the unscheduled meeting of the Committee, is already included into the agenda of the next meeting, convened in accordance with the decision of the Chairperson of the Committee, adopted before the above request receipt;

3) form, procedure, and terms of setting the claim on convening the meeting, established by clause 7.9 of the Regulations, were not followed.

7.12. The Chairperson of the Committee shall have the right to include issues, contained in the request to convene the unscheduled meeting of the Committee into the agenda of the next scheduled meeting of the Committee.

7.13. The Committee meetings may be held in the form of physical meeting of the Committee members (meeting in presentia) or in the form of voting in absentia regarding the meeting agenda issues (meeting in absentia).

The Committee meetings may be conducted with the use of the specialized automated data system, designated for the conduct of the Committee meetings, including mailing of notifications, materials (information) on the agenda issues, voting of the members of the Company Committee and vote counting (hereinafter referred to as the "automated data system").

By decision of the Chairperson of the Committee the members of the Committee, absent at the place of conduct of the meeting of the Committee, may be provided a possibility of participation in discussions of the agenda issues and remote voting, via conferencing and videoconferencing.

7.14. Notification on the Committee meeting should contain the meeting agenda, the meeting form, date, place, and time (expiration of date and time of feedback form acceptance for voting regarding the agenda issues of the meeting). The notification on the meeting arrangement shall be executed by the Secretary of the Committee and signed by the Chairperson of the Committee or the Deputy Chairperson of the Committee in cases provided by these Regulations. The notification should be sent to the members of the Committee and persons, invited for participation in the Committee meeting in presentia, not later than in 5 (five) business days before the Committee meeting date (dates of the end of the feedback forms acceptance at the meeting in absentia).

7.15. Materials and information regarding the agenda issues shall be sent to the members of the Committee and persons invited for participation in the meeting of the Committee in presentia, not later than within 3 (three) business days before the meeting date (date of the end of the feedback forms acceptance at the meeting in absentia).

Materials regarding the agenda issues of the Committee meeting should always include draft decisions on these issues. Preparation of draft decisions (their preparation) shall be organized by the Chairperson of the Committee, except for cases of consideration of issues by the Committee by request of persons specified in 7.9 of the Regulations.

Persons invited for participation in the meeting in presentia of the Committee, shall be sent materials on those issues of the Committee meeting agenda, the discussion of which they are expected to take part in.

7.16. Notification on the conduct of the Committee meeting and materials (information) regarding the agenda issues may be submitted (sent) to the members of the Committee and persons, invited for participation in the Committee meeting in presentia, in person, by fax, by e-mail, or via the automated data system.

7.17. In case when issues brought to the Committee meetings are urgent, terms of convening the meeting and sending materials regarding the agenda issues of such meeting can be reduced by decision the Chairperson of the Committee.

7.18. When receiving the notification of the meeting of the Company's Board of Directors from the Company Secretary, the agenda of which includes issues classified by the Regulations as belonging to the Committee competence, the Chairperson of the Committee should make all

efforts to ensure prompt arrangement of the Committee meetings for developing recommendations (decisions) on the specified agenda issues of the meeting of the Company's Board of Directors and their sending to the Company's Board of Directors.

7.19. Upon receipt of the notification on meeting of the Company's Board of Directors, the agenda of which contains issues qualified by the Regulations as belonging to the Committee competence and, in accordance with the Regulations of the Company Board, subject to preliminary consideration by the Company Board, from the Company Secretary, the Committee meeting on such issues should be held following their preliminary consideration on the Company Board meeting. In this case, the respective decisions (recommendations) of the Management should be submitted to the Committee members by the Committee meeting. In case of absence of the specified decisions (recommendations) of the Company Board, the decision of the possibility or consider issues shall be made by the Chairperson of the Committee.

7.20. Decisions on the Committee meetings shall be made by simple majority of votes of the elected members of the Committee.

7.21. At issues resolution at the meeting, each member of the Committee shall have one vote. In case of tie vote, the vote of the Chairperson of the Committee shall be deciding.

Neither member of the Committee shall transfer their vote to the other member of the Committee or person.

7.22. Not later than 2 (two) business days after the Committee meeting conduct, the Secretary of the Committee shall execute the minutes of the meeting.

7.23. The minutes of the Committee meeting shall be signed by the Chairperson of the meeting and the Secretary of the Committee. The minutes shall be executed in two original copies, one copy to be sent by the Secretary of the Committee to the Company's Board of Directors with the enclosed materials and recommendations, prepared for it, within 1 (one) business day upon signing, and the second to be kept in the Committee archive. All members of the Committee should be sent copies of the minutes, prepared materials and recommendations.

7.24. The Chairperson of the meeting and the Secretary of the Committee shall be held liable for correct execution of the Minutes. The Secretary of the Committee shall be responsible for storage of the minutes of meeting, feedback forms, materials, and recommendations.

7.25. The minutes of the Committee meeting shall specify:
meeting format;
date, place and time of the meeting (date and time of the feedback form acceptance end);
the list of members of the Committee, who took part in consideration of the issues of the agenda with the voting form specification (in presentia, by feedback form, by voting in the automated data system), and the list of other persons who were present at the meeting in presentia;
agenda;
offers of the Committee members regarding the agenda issues;
issues brought for voting, voting results by them, with the specified nature of voting of each member of the Committee;
decisions made.

7.26. By wish of the member of the Committee, the Minutes of the Committee meeting may be accompanied by summary of their opinion regarding the agenda issues of the Committee meeting. Such opinion shall be prepared by the member of the Committee and delivered to the Chairperson of the Committee and the Secretary of the Committee.

8. DETAILS OF CARRYING OUT THE COMMITTEE MEETINGS IN PRESENTIA

8.1. The Committee meeting in presentia shall be opened by the Chairperson of the meeting, the Chairperson of the Committee, and, if absent, by the Deputy Chairperson of the Committee.

8.2. Members of the Committee, and invited persons shall participate in the Committee meeting in presentia.

8.3. The Secretary of the Committee shall determine the presence of a quorum for carrying out the Committee meeting in presentia.

The Chairperson of the meeting in presentia shall inform the attendees on the presence of a quorum for carrying out the Committee meeting, and shall read the agenda of the meeting.

8.4. At the quorum absence, the meeting shall be announced preterlegal. At this, the Chairperson of the meeting shall adopt one of the following decisions:

1) the time of the meeting start transfer shall be specified in consultations with persons attending the meeting;

2) determine the repeat meeting date with the same agenda;

3) include the issues that should have been considered at the cancelled meeting of the Committee, into the agenda of the next scheduled meeting of the Committee.

8.5. The Committee meeting in presentia is legal (has the quorum) in case if at least one half of the elected Committee members are present at the meeting.

8.6. When determining the voting results on issues included into the agenda of the Committee meeting in presentia, written opinions of the members of the Committee, absent at the Committee meeting, executed and received according to the procedure provided for by these Regulations, should be taken into account.

8.7. Written opinions of the members of the Committee, absent at the Committee meeting in presentia, should be executed by filling in the feedback form for voting regarding the agenda issues.

8.8. On the day of the Committee meeting in presentia, the Secretary of the Committee shall execute the feedback form, based on discussion of the agenda issues and voting of attendees on the Committee meeting, in accordance with Annex 1 to the Regulations, signed by the Chairperson of the Committee, and shall send it as a hard copy, by e-mail, by fax or via the automated data system to members of the Committee, who were absent at the meeting.

8.9. When filling in the feedback form by the member of the Committee on each issue submitted for voting, only one of possible voting option shall be left not crossed out ("for", "against" or "abstained").

The completed feedback form should be signed by the member of the Committee with his/her last name and initials specified.

The filled in and signed feedback form should be submitted by the Member of the Committee to the Secretary of the Committee not later than on the next day after carrying out the Committee meeting, in the original copy, by e-mail or by fax with the further sending of the original feedback form copy to the address, specified in the feedback form, or via the automated data system.

8.10. The feedback form, filled in with breach of requirements specified in the first paragraph of clause 8.9. of these Regulations, should be omitted at vote counting in the respective issue part.

The unsigned feedback form, and the feedback form, submitted with breach of terms specified in subclause 8.9 of the Regulations, shall be deemed invalid, shall not be taken into account at vote counting and tally of votes.

8.11. Voting results regarding the agenda issues of the Committee meeting in presentia shall be determined (carried out) based on the results of voting of the Committee members, present at the meeting in presentia, feedback forms, completed and signed by the members of the Committee, received by the Secretary of the Committee in due term, and results of voting by the members of the Committee in the automated data system. The voting results should be determined upon the expiration of feedback form acceptance terms.

9. DETAILS OF CARRYING OUT THE COMMITTEE MEETINGS IN ABSENTIA

9.1. The decision on conduct of the Committee meeting in absentia shall be made by the Chairperson of the Committee.

9.2. For conduct of the Committee meeting in absentia, at the same time with materials (information) regarding the agenda issues of the Committee members' meeting in absentia, the

feedback forms for voting regarding the agenda issues of the meeting, executed in accordance with the Annex 2 to the Regulations, shall be sent.

9.3. When filling in the feedback form for voting in absentia by the member of the Committee on each issue submitted for voting, only one of possible voting option shall be left not crossed out ("for", "against" or "abstained").

The completed feedback form should be signed by the member of the Committee with his/her last name and initials specified.

The filled in and signed feedback form should be submitted by the Member of the Committee to the Secretary of the Committee not later than on the date and time of the end of receipt of the feedback forms, specified in the feedback form, in the original copy, by e-mail or by fax with the further sending of the original feedback form copy to the address, specified in the feedback form, or via the automated data system.

9.4. The feedback form, filled in with breach of requirements specified in the first paragraph of clause 9.3. of these Regulations, should be omitted at vote counting in the respective issue part.

The unsigned feedback form, and the feedback form, submitted with breach of terms specified in subclause 9.3 of the Regulations, shall be deemed invalid, shall not participate in definition of the quorum required for decision making by absent vote, shall not be taken into account at vote counting and tally of votes.

9.5. The Committee meeting in absentia is legal (has the quorum) in case if at least one half of the elected Committee members took part in the meeting.

9.6. The members of the Committee, whose feedback forms or information on the voting results in the automated data system, that were obtained by the Secretary of the Committee before the expiration of date and time of feedback form acceptance, shall be deemed as those who took part in the meeting in absentia.

10. PROVISION OF THE COMMITTEE ACTIVITIES

10.1. To provide the Committee operation when forming the common budget expenditure side, the separate cost item shall be provided. In particular, the Committee expenses shall include remunerations and reimbursements of the Chairperson, the Committee members, and the Secretary of the Committee, costs for involving third-party consultants (experts), costs for administrative staff maintenance, and other costs.

10.2. By decision of the Company's Board of Directors, the members of the Committee and the Secretary of the Committee may be paid remunerations and reimbursed costs related to fulfillment of their obligations. The amount of such remunerations and reimbursements, the procedure and terms of their payment shall be established by the separate decision of the Company's Board of Directors.

10.3. The offer on the Committee budget volume (with item-by-item information disclosure) shall be formed on the Committee meeting and sent to the Company's Board of Directors.

The Committee draft budget should be accompanied by the Statement of the Company CEO on the possibility of financing the provided budget in scheduled volumes in terms of carrying out the Company's economic activity according to the respective scheduled term.

10.4. For the purposes to hold meetings of the Committee, the Company CEO, under the solicitation of the Chairperson of the Committee, is obliged to provide the Committee with premises, provide free access of persons, the list of which is specified in the stated solicitation, to it, and implement other measures for conducting the meeting of the Committee.

11. THE COMMITTEE INTERACTION WITH THE COMPANY AUTHORITIES AND OTHER PERSONS

11.1. When fulfilling its obligations, the Committee shall maintain efficient labor relations with management and control authorities, structural subdivisions of the Company, other organizations and persons.

11.2. The Chairperson and the Secretary of the Committee are obliged to ensure information, technical, and coordinated interaction of the Committee with the Board of Directors, with management and control authorities, structural subdivisions of the Company, and other Committees of the Company's Board of Directors.

11.3. Under request signed by the Chairperson of the Committee, the Company executive bodies are obliged to provide information and materials, required for the members of the Committee to adopt decisions on issues of the Committee competence.

The information and materials specified should be submitted within the term not later than 3 (three) business days since the inquiry receipt date, unless the longer term is specified in the inquiry.

In case of providing incomplete or false information (materials), the members of the Committee shall be entitled to request additional information (materials).

11.4. The Chairperson of the Committee shall submit to the Company's Board of Directors recommendations (conclusions), prepared (generated) by the Committee, with the simultaneous provision of copies of the specified recommendations (conclusions) to the Company CEO.

12. CONFIDENTIALITY

12.1. Throughout the performance of obligations of the Committee members, and during one year upon the expiration of powers in the Committee, persons who are (were) members of the Committee, the Secretary of the Committee and the third parties, engaged into work in the Committee, are obliged to follow the confidentiality requirements concerning information which is not public and which was obtained by them in connection with their activity in the Company. The notion of information that is not public applied to the Company activities, and its composition shall be established by decision of the authorized Company Board authority.

12.2. Members of the Committee, the Secretary of the Committee and third parties, engaged in work in the Committee, shall have the right to obtain the specified information provided that they enter into the agreement with the Company on the use of the specified information under the form provided for by internal documents of the Company.

12.3. All documents, related to the Committee activities, should be kept at the Company location in accordance with the procedure of documentation keeping, established in the Company. The Secretary of the Committee shall be a person responsible for keeping the specified documents.

**STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS
OF ROSSETI SOUTH PJSC.**

FEEDBACK FORM
for voting regarding the agenda issues of the meeting in presentia
of the Strategy Committee of the Board of Directors
of Rosseti South PJSC., held on " ____ " _____ 20__.

Question 1: _____

Decision (adopted at the meeting):

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

(please leave your answer option not crossed out)

Question 2: _____

Decision (adopted at the meeting):

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

(please leave your answer option not crossed out)

The completed and signed feedback form shall be submitted by the member of the Committee to the Secretary of the Committee not later than on _____ *(date, time)* in hard copy, or by e-mail _____, fax _____, with the subsequent hard copy sending to: _____.

The feedback form can also be completed online in the automated data system at: _____¹.

The feedback form that was received by the Company upon the expiration of date and time of feedback form acceptance, shall be deemed invalid, shall not be taken into account at vote counting and tally of votes.

**Member of the Strategy Committee
of the Board of Directors of Rosseti South PJSC.**

_____ / _____
 (signature) (Full name)

**Chairperson of the Strategy Committee
of the Board of Directors of Rosseti South PJSC.**

_____ / _____
 (signature) (Full name)

**The feedback form is not valid
if not signed by the Chairperson and the member of the Committee of Directors**

¹ To be specified in case of implementing the respective automated data system in the Company.

**STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS
OF ROSSETI SOUTH PJSC.**

FEEDBACK FORM
for voting regarding the agenda issues of the meeting in absentia
of the Strategy Committee of the Board of Directors
of Rosseti South PJSC., held on " ____ " _____ 20__.

Question 1: _____

Decision:

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

(please leave your answer option not crossed out)

Question 2: _____

Decision:

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

(please leave your answer option not crossed out)

The completed and signed feedback form shall be submitted by the member of the Committee to the Secretary of the Committee not later than on _____ *(date, time)* in hard copy, or by e-mail _____, fax _____, with the subsequent hard copy sending to: _____.

The feedback form can also be completed online in the automated data system at: _____².

The feedback form that was received by the Company upon the expiration of date and time of feedback form acceptance, shall be deemed invalid, shall not be taken into account at vote counting and tally of votes.

**Member of the Strategy Committee
of the Board of Directors of Rosseti South PJSC.**

_____ / _____

(signature)

(Full name)

**The feedback form is not valid if not signed by the member of the Committee of
Directors**

² To be specified in case of implementing the respective automated data system in the Company.