APPROVED
by the decision of the annual General Meeting
Shareholders of ROSSETI South, PJSC
06/19/24
(Minutes No.27 dated 06/19/24)

ARTICLES
of the Public Joint Stock Company
"Rosseti South"

(New revision)

Rostov-on-Don
2024

Article 1. General provisions

1.1. Rosseti South Public Joint Stock Company (hereinafter referred to as the Company) was established by the decision of the founder (Order of the Chairman of the Management Board of RAO UES of Russia OJSC No. 192r dated June 22, 2007) in accordance with the Civil Code of the Russian Federation, the Federal Law On Joint-Stock Companies, and other regulatory legal acts of the Russian Federation. On June 28, 2007, an entry was made in the Unified State Register of Legal Entities by the Inspectorate of the Federal Tax Service for the Leninsky District of Rostov-on-Don under the principal state registration number 1076164009096.

1.2. In its activities, the Company is guided by the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", the Federal Law "On Electric Power Industry", the Federal Law "On the Specifics of the Functioning of the Electric Power Industry during the Transition Period and on Amendments to Certain Legislative Acts of the Russian Federation and the Invalidation of Certain Legislative Acts of the Russian Federation in connection with the adoption of the Federal Law "On Electric Power Industry", other regulatory legal acts of the Russian Federation and this Charter.

1.3. The full company name of the Company in Russian - Публичное акционерное общество «Россети Юг».

The former full company names in Russian - Публичное акционерное общество «Межрегиональная распределительная сетевая компания Юга», Открытое акционерное общество «Межрегиональная распределительная сетевая компания Юга».

Full company name in English - Public Joint Stock Company «ROSSETI South».

The former full company names in English - «Interregional Distribution Grid Company of South», Public Joint Stock Company; «Interregional Distribution Grid Company of South», Joint Stock Company.

1.4. The abbreviated company name of the Company in Russian - ПАО «Россети Юг». The former abbreviated company names in Russian - ПАО «МРСК Юга», ОАО «МРСК Юга».

The abbreviated company name of the Company in English - ROSSETI South, PJSC. The former abbreviated company names in English - IDGC of South, PJSC; IDGC of South, JSC.

1.5. Location of the Company: Rostov-on-Don, Russian Federation.
Address of the Joint-Stock Company specified in the Unified State Register of Legal Entities.

1.6. The Company was established without limitation of the period of activity.

1.7. Based on the decision of the Extraordinary General Meeting of Shareholders of the Company dated December 25, 2007, the Company was reorganized by merging Astrakhanenergo OJSC, Volgogradenergo OJSC, Rostovenergo OJSC, and Kalmenergo OJSC.

In accordance with:

transfer deed approved by the extraordinary general meeting of shareholders of Astrakhanenergo OJSC dated January 18, 2008 (Protocol dated 21.01.2008 No. w/n),

transfer deed approved by the extraordinary general meeting of shareholders of Volgogradenergo OJSC dated January 18, 2008 (Protocol dated 28.01.2008 No. 1/08),

transfer deed approved by the extraordinary general meeting of shareholders of Rostovenergo OJSC dated January 18, 2008 (Protocol dated 21.01.2008 No. w/n),

transfer deed approved by the extraordinary general meeting of shareholders of Kalmenergo OJSC dated January 18, 2008 (Protocol dated 21.01.2008 No. 3),

from the moment an entry is made in the Uniform State Register of Legal Entities on the termination of Astrakhanenergo OJSC, Volgogradenergo OJSC, Rostovenergo OJSC, Kalmenergo OJSC, the Company is the legal successor of each of these companies with respect to all their rights and obligations".

Article 2. The legal status of the Company

2.1. The legal status of the Company is determined by the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other regulatory legal acts of the Russian Federation, as well as this Articles.

2.2. The Company is a legal entity and a public joint stock company under the legislation of the Russian Federation.

2.3. The Company owns separate property, which is accounted for on its independent balance and is responsible for its obligations, can acquire and exercise property and personal non-property rights on its own behalf, perform duties, be a suitor and defendant in the court.

2.4. The Company has the right to open bank accounts in the territory of the Russian Federation and abroad in accordance with the established procedure.

2.5. The Company is responsible for its obligations with all property belonging to it.

The Company is not responsible for the obligations of the state and its bodies, as well as for the obligations of its shareholders.

The shareholders of the Company are not responsible for the obligations of the Company, except in cases provided for by the legislation of the Russian Federation.

Shareholders have the right to dispose their shares without the approval of other shareholders and the Company.

The shareholders of the Company bear the risk of losses related to its activities within the value of their shares.

2.6. The Company has a round seal containing its full corporate name in Russian and indication of its location.

The Company has the right to have stamps and letterheads with its corporate name, its own emblem, as well as a duly registered trademark and other means of individualization.

2.7. The Company has civil rights and responsibilities necessary to carry out any type of activity not prohibited by federal laws.

2.8. The Company may establish branches and open representative offices in accordance with the provisions of the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies" and other federal laws.

Branches and representative offices of the Company are not legal entities.

Branches and representative offices of the Company are conferred on property created by the Company and operate on the basis of regulations approved by the Company.

The head of a branch or representative office of the Company is appointed by the General Director of the Company and acts on the basis of a power of attorney issued by the Company.

The Company is responsible for the activities of its branch and representative office.

Information on branches and representative offices of the Company, if any, is indicated in the Unified State Register of Legal Entities.

2.9. The Company may have subsidiary business companies with the rights of a legal entity on the territory of the Russian Federation established in accordance with the Federal Law "On Joint Stock Companies", other federal laws and this Articles, and outside the territory of the Russian Federation - in accordance with the legislation of a foreign state at the location of the subsidiary business company, unless otherwise provided by an international agreement Of the Russian Federation.

2.10. A business company in which the Company's share of participation is more than 20 (Twenty) percent of the voting stocks (shares) for the purposes of this Articles is recognized as dependent.

Article 3. Purpose and Activities of the Company

3.1. The main purposes of the Company's activities are:

− making a profit by the Company;

− implementation of effective and reliable operation of facilities of the distribution grid complex;

− provision of the sustainable development of the distribution grid complex;

− provision of reliable and high-quality energy supply to consumers (in terms of supply and transmission of electricity).

3.2. To make a profit and achieve the purposes of its activities, the Company has the right to carry out any type of activity not prohibited by law, including:

−provision of electric energy transmission services;

−operational and technological control;

−provision of services for the technological connection of power receivers (power plants) of legal entities and individuals to the electric grids;

−implementation of functions for the collection, transmission and processing of technological information, including measurement and accounting data;

−control over safe maintenance of electrical installations at consumers connected to the Company's power grids;

−activities for the operation of grids;

−provision of services for the exercise of the powers of the sole executive body of economic entities;

- provision of trust control services;

- implementation of transactions with securities in accordance with the procedure established by the current legislation of the Russian Federation;

- implementation of agency activities;

- design and estimate, survey, research and construction work;

- provision of freight forwarding services;

- provision of consulting and information services;

- execution of works defining the conditions of parallel operation in accordance with the regimes of the Unified Energy System of Russia in the context of contractual relations;

- operation under contracts with owners of energy facilities that are not on the balance of the Company;

−provision of the operability of grid equipment in accordance with current regulatory requirements, carrying out maintenance, diagnostics, repair of grids and other electric grid facilities;

−conducting tests and measurements of power plants (including consumers);

−provision of the operability, carrying out maintenance, diagnostics and repair of technological communication networks, measuring and accounting equipment, relay protection and emergency automation equipment and other technological equipment related to the functioning of the grid;

−development of long-term forecasts, long-term and current plans for the development of the electric grid complex, targeted comprehensive scientific, technical, economic and social programs;

−development of grids and other electric grid facilities, including design, engineering surveys, construction, reconstruction, technical re-equipment, installation and commissioning;

−development of technological communication and telemechanics, measuring and accounting instruments, relay protection and emergency automation equipment and other technological equipment related to the operation of the electric grid, including design, engineering surveys, construction, reconstruction, technical re-equipment, installation and commissioning;

- operation of hazardous production facilities;

−conducting activities in terms of research, development and technological works, including the development, creation, introduction of new and improvement of existing equipment, technologies, methods in order to increase the reliability, quality, efficiency and environmental friendliness of energy supply to consumers, creating conditions for the development of the Russian electric power system, the implementation of R&D and innovation programs, participation in the formation of industry R&D funds;

- organization and implementation of production control over compliance with industrial safety requirements of hazardous production facilities;

−organization of work to ensure labor protection;

−elimination of technological violations at electric grid facilities;

−implementation of activities related to environmental works and services;

−activities whose process is related to environmental impact, formation, collection, use, neutralization, storage, disposal, movement, transportation and placement of industrial waste;

−activities related to the use of water objects;

−activities related to the use of natural resources, including subsoil and forest resources;

−activities in the field of metrology;

−activities for the manufacture and repair of measuring instruments;

−activities for the provision of services for the installation, repair and maintenance of instruments and instruments for measurement, control, testing, navigation, location and other purposes;

−hazardous waste control activities;

−fire prevention activities;

−installation, repair and maintenance of fire safety equipment for buildings and structures;

−organization and conduct of work with personnel, including training and retraining, verification of personnel's knowledge of technical operation rules, fire safety and labor protection rules, as well as other rules and instructions in accordance with current regulatory documents at electric power enterprises;

−transportation of passengers and goods by road, rail, aviation and inland waterway (including in relation to dangerous goods);

−maintenance and repair activities of rolling stock in railway transport;

−maintenance and repair activities of technical equipment used in railway transport;

−loading and unloading activities in railway transport (including in relation to dangerous goods);

−loading and unloading activities in inland waterway transport (including in relation to dangerous goods);

−operation, maintenance and repair of automobile, railway, aviation, inland waterway transport and lifting mechanisms used for technological purposes;

−foreign economic activity;

−storage of oil, gas and products of their processing;

−activities related to the performance of the functions of the customer-developer;

−preparation of design documentation for capital construction projects;

−implementation of construction, reconstruction and major repairs;

−activities in the field of energy conservation and energy efficiency improvement;

−development of schedules for emergency restriction of the consumption;

−production of control measurements of flow distribution, loads and voltage levels in electrical grids of power systems;

−provision of services for the certification of workplaces according to working conditions;

−local, intra-zone and long-distance telephone services;

−rental of communication links;

−telematic services (including e-mail service, information resource access service, information and reference service, Telefax service, communication service, Burofax service, message processing service, voice message service, voice information transmission service);

−data transmission service;

−use of orbital frequency resources and radio frequencies for television and radio broadcasting (including broadcasting of additional information);

−rental of buildings, structures, equipment, machine and mechanisms;

−execution of organizational, practical and preventive activities to provide comprehensive security (anti-terrorist and anti-criminal protection, economic security, anti-corruption and information security);

−technical protection of confidential information;

−organization and execution of events on issues of mobilization training, civil defense, prevention and elimination of emergency situations;

− protection of state secrets, implementation of works related to the use of information constituting a state secret in accordance with the legislation and other regulatory acts of the Russian Federation;

−organization and implementation of activities to provide the security and protection of information constituting a commercial secret;

−purchase (receiving) of electric energy (capacity) from the wholesale electric energy market and from electric energy producers in the retail market for resale to consumers in the retail market in case of assignment of the status of a guaranteeing supplier of electric energy, in accordance with the procedure established by the legislation of the Russian Federation;

−sale (supply) of electric energy (capacity) to consumers in the retail market in case of assignment of the status of a guaranteeing supplier of electric energy, in accordance with the procedure established by the legislation of the Russian Federation;

−medical activities, including sanatorium-resort treatment services;

−educational activities;

−operation and maintenance of facilities controlled by the Rostekhnadzor;

−activities in energy inspection (energy audit) and provision of energy services;

−implementation of other types of activities that are not prohibited by federal law.

3.3. In cases provided for by law, the Company may engage in certain types of activities only on the basis of a special permit (license), membership in a self-regulating company or a certificate of admission to a certain type of work issued by a self-regulating company.

The right of the Company to implement activities when it is necessary to obtain a special permit (license), membership in a self-regulating company or obtain a certificate of a self-regulating company for admission to a certain type of work arises from the moment such permission (license) is obtained or within the period specified therein or from the moment the Company joins a self-regulating company or issues a certificate by a self-regulating company on admission to a certain type of work and is terminated upon termination of the permit (license), membership in a self-regulating company or a certificate of admission to a certain type of work issued by a self-regulating company.

Article 4. Authorized Capital of the Company

4.1. The authorized capital of the Company is made up of the nominal value of the Company's shares acquired by the shareholders (outstanding shares).

The authorized capital of the Company is 15,164,142,635 (Fifteen billion one hundred sixty-four million one hundred forty-two thousand six hundred thirty-five) rubles 43 kopecks.

4.2. The Company has placed ordinary shares of the same par value of 10 (Ten) kopecks each in the amount of 151,641,426,354.30 (One hundred fifty-one billion six hundred forty-one million four hundred twenty-six thousand three hundred fifty-four whole thirty hundredths) pieces for a total amount at nominal value of 15,164,142,635 (Fifteen billion one hundred sixty-four million one hundred forty-two one thousand six hundred and thirty-five) rubles 43 kopecks.

4.3. The authorized capital of the Company may be:

- increased by increasing the nominal value of shares or placing additional shares;
- reduced by reducing the nominal value of shares or reducing their total number, including by acquiring and redeeming part of the Company's outstanding shares in accordance with this Articles.

4.4. An increase in the authorized capital of the Company is allowed only after its full payment.

Payment of additional shares placed by the Company by offsetting claims against the Company is allowed in cases provided for by the Federal Law "On Joint Stock Companies".

4.5. The Company has the right, and in cases provided for by the Federal Law "On Joint Stock Companies", is obliged to reduce its authorized capital.

The reduction of the authorized capital of the Company is carried out in accordance with the procedure provided for by the legislation of the Russian Federation and this Articles.

Reduction of the authorized capital of the Company is not allowed if, as a result of this reduction, the amount of the authorized capital of the Company becomes less than the minimum amount of the authorized capital determined in accordance with the Federal Law "On Joint Stock Companies" on the date of submission of documents for state registration of relevant amendments to this Articles, and in cases if, in accordance with the Federal Law "On Joint Stock Companies companies" The Company is obliged to reduce its authorized capital - on the date of state registration of the Company.

The Company declares 28,918,182,335 (Twenty-eight billion nine hundred eighteen million one hundred eighteen million one hundred eighty-two thousand three hundred thirty-five) ordinary shares with a par value of 10 (Ten) kopecks each for a total par value of 2,891,818,233 (Two billion eight hundred ninety-one million eight hundred eighteen thousand two hundred thirty-three) rubles 50 kopecks.

Ordinary shares declared by the Company for placement represent to their holders the rights provided for by paragraph 6.2 of clause 6 of these Articles of Association.

Article 5. Shares, bonds and other securities of the Company

5.1. The Company places ordinary shares and has the right to place one or more types of preferred shares, bonds and other equity securities in accordance with the procedure established by the legislation of the Russian Federation.

5.2. Conversion of ordinary shares into preferred shares, bonds and other stocks is not allowed.

5.3. The Company's placement of shares and other stocks of the Company convertible into shares is carried out in accordance with the legal acts of the Russian Federation.

5.4. The procedure for converting the Company's equity stocks into shares is determined by the decision on the issue of equity stocks convertible into shares.

5.5. In case of conversion into shares at the request of the holders of equity securities convertible into shares of the Company, the period within which the holders have the right to submit or withdraw conversion requests may not be less than 20 (twenty) days.

5.6. The requirements for conversion into shares of equity stocks or the withdrawal of such requirements are made in accordance with the rules of the legislation of the Russian Federation on stocks.

5.7. Equity securities may not be converted into shares of the Company if the aggregate placement price of equity securities converted into shares is less than the aggregate nominal value of additional shares of the Company into which the securities are converted.

5.8. The Company has the right to place additional shares and other equity stocks through subscription and conversion. In the event of an increase in the authorized capital of the Company at the expense of its property, the Company must place additional shares by distributing them among shareholders.

5.9. If it is impossible for a shareholder to acquire a whole number of shares when exercising the pre-emptive right to acquire additional shares, as well as when consolidating shares, parts of shares (fractional shares) are formed.

A fractional share grants the shareholder - its owner - the rights granted by a share of the corresponding category (type) to the extent corresponding to the part of the whole share it constitutes.

Fractional shares are traded on par with whole shares. If one person acquires two or more fractional shares of the same category (type), these shares form one whole and/or fractional share equal to the sum of these fractional shares.

5.10. The form of payment for additional shares placed by subscription is determined by the resolution on their placement and must comply with the requirements of the legislation of the Russian Federation.

Payment for other equity securities may only be made in cash.

Article 6. Rights and Obligations of the Company's Shareholders

6.1. A shareholder of the Company is a person who owns shares of the Company on the basis provided for by the legislation of the Russian Federation and this Articles.

6.2. Each ordinary share of the Company grants the shareholder - its owner the same amount of rights.

Shareholders-owners of ordinary shares of the Company have the right to:

1) participate personally or through representatives in the General Meeting of Shareholders of the Company with the right to vote on all issues of its competence;

2) make proposals to the agenda of the General meeting of shareholders in accordance with the procedure stipulated by the legislation of the Russian Federation and these Articles of Association;

3) receive information on the Company's activities and familiarize with the Company's documents in accordance with Article 91 of the Federal Law "On Joint Stock Companies", other regulatory legal acts and these Articles of Association;

4) receive dividends declared by the Company;

5) pre-emptive purchase in cases and in accordance with the procedure provided for by the legislation of the Russian Federation, placed by subscription:

- additional shares and equity stocks convertible into shares in an amount proportional to the number of ordinary shares owned by them;

- newly placed additional shares of a new category (type) and issue-grade stocks convertible into them or additional preferred shares with an advantage in the order of receipt of dividends and issue-grade stocks convertible into them in an amount proportional to the number of shares of the Company owned by them in accordance with the requirements of the legislation of the Russian Federation;

6) in case of elimination of the Company, receive a part of its property remaining after settlements with creditors, or its value, in accordance with the procedure established by the legislation of the Russian Federation;

7) to appeal against decisions of the Company's control bodies entailing civil consequences in cases and in accordance with the procedure provided for by the legislation of the Russian Federation;

8) to demand, acting on behalf of the Company, compensation for losses caused to the Company;

9) to challenge transactions made by the Company on the grounds provided for by the legislation of the Russian Federation and to demand the application of the consequences of their invalidity, as well as the application of the consequences of the invalidity of void transactions of the Company;

10) to conclude an agreement between themselves, as well as with the Company's creditors and other third parties on the exercise of corporate rights (corporate agreement);

11) exercise other rights provided for by the legislation of the Russian Federation and this Articles.

6.3. Shareholders, on the basis of an agreement with the Company, have the right, for the purpose of financing and maintaining the Company's activities, to make gratuitous contributions to the Company's property at any time in monetary or other form, which do not increase the authorized capital of the Company and do not change the nominal value of shares (contributions to the Company's property).

The agreement on the basis of which a shareholder makes a contribution to the Company's property must be approved in advance by a decision of the Company's Board of Directors. Property contributed by shareholders as a contribution must belong to the types specified in clause 1 of Article 66.1 of the Civil Code of the Russian Federation.

6.4. Shareholders - owners of ordinary shares of the Company are obliged to:

1) participate in the formation of the Company's property in the required amount in the manner, manner and within the time limits provided for by the legislation of the Russian Federation or the Articles of the Company;

2) not to disclose confidential information about the Company's activities;

3) participate in decision-making, without which the Company cannot continue its activities in accordance with the laws of the Russian Federation, if its participation is necessary for making such decisions;

4) not to commit actions deliberately aimed at harming Company;

5) not to commit actions (inaction) that significantly complicate or make it impossible to achieve the goals for which the Company was created;

6) notify the Company of the fact of concluding a corporate agreement in accordance with the procedure and terms established by the legislation of the Russian Federation;

7) notify other shareholders of the Company in advance of their intention to file a lawsuit to challenge the decision of the General Meeting of Shareholders of the Company and/or to compensate the losses caused to the Company or to recognize a transaction of the Company as invalid or to apply the consequences of invalidity of the transaction, by sending a notice in writing to the Company, which must be received by the Company at least 5 (five) days prior to the day of filing a lawsuit.

Shareholders of the Company may have other obligations stipulated by the legislation of the Russian Federation or these Articles of Association.

Article 7. Dividends

7.1. The Company has the right to make decisions (declare) on the payment of dividends on outstanding shares based on the results of the first quarter, half-year, nine months of the reporting year and (or) the full reporting year. The decision to pay (declare) dividends based on the results of the first quarter, six months and nine months of the reporting year may be made within three months after the end of the corresponding period.

The Company is obliged to pay dividends declared on shares of each category (type), unless otherwise provided by the Federal Law "On Joint Stock Companies".

7.2. The decision to pay (declare) dividends is made by the General Meeting of Shareholders of the Company. The mentioned decision should determine the amount of dividends on shares of each category (type), the form of their payment, the procedure for paying dividends in non-monetary form, the date on which the persons entitled to receive dividends are determined. At the same time, the decision regarding the establishment of the date on which the persons entitled to receive dividends are determined is made only on the proposal of the Board of Directors of the Company.

The amount of dividends may not exceed the amount of dividends recommended by the Board of Directors of the Company.

The General Meeting of Shareholders of the Company has the right to decide on non-payment of dividends on ordinary shares.

7.3. The Company may not decide (declare) to pay dividends on shares, and may not pay declared dividends on shares in cases stipulated by the legislation of the Russian Federation.

7.4. The source of payment of dividends is the Company's profit after taxation (net profit of the Company). The Company's net profit is determined according to the Company's accounting (financial) report.

7.5. The term for payment of dividends to a nominee holder and a trust manager who is a professional participant of the securities market and is registered in the shareholder register must not exceed 10 (ten) business days, and to other persons registered in the shareholder register - 25 (twenty-five) business days from the date on which the persons entitled to receive dividends are determined.

The date on which, in accordance with the resolution on payment (declaration) of dividends, the persons entitled to receive such dividends are determined, may not be set earlier than 10 (ten) days from the date of adoption of the resolution on payment (declaration) of dividends and later than 20 (twenty) days from the date of adoption of such resolution.

Dividends are paid to persons who owned shares of the appropriate category (type) or persons carrying out rights under these shares in accordance with federal laws at the end of the operational day of the date on which, in accordance with the decision to pay dividends, the persons entitled to receive them are determined. Payment of dividends in monetary form is carried out in a non-cash transaction by the Company or on its behalf by the registrant carrying out the register of shareholders of the Company, or by a credit institution.

Payment of dividends in monetary form to individuals whose rights to shares are recorded in the register of shareholders of the Company is carried out by transferring funds to their bank accounts or special accounts of financial platform operators opened in accordance with the Federal Law "On Financial Transactions using the Financial Platform", the details of which are available to the registrant of the Company, or if the absence of information about bank accounts, special accounts of financial platform operators by postal money transfer, and to other persons, whose rights to shares are recorded in the register of shareholders of the Company by transferring funds to their bank accounts. The Company's obligation to pay dividends to the specified persons is considered fulfilled from the date of receipt of the transferred funds by the federal postal service organization or from the date of receipt of funds to the credit institution in which the bank account of the person entitled to receive dividends is opened, and if the specified person is a credit institution, to its account.

Persons who are entitled to receive dividends and whose rights to shares are recorded with the nominee shareholder receive dividends in cash in accordance with the procedure established by the securities legislation of the Russian Federation. A nominee holder to whom dividends have been transferred and who has failed to fulfill the obligation to transfer them as set forth in the securities legislation of the Russian Federation for reasons beyond its control must return them to the Company within 10 (ten) days after the expiration of one month from the date of the dividend payment deadline.

7.6. A person who has not received declared dividends due to the fact that the Company or the registrant does not have accurate and necessary address data or bank details, or due to another delay of the creditor, has the right to apply for payment of such dividends (unclaimed dividends) within three years from the date of the decision on their payment.

The deadline for filing a claim for payment of unused dividends is not subject to restoration if it is missed, except in the case if the person entitled to receive dividends did not submit this claim under the influence of violence or threat.

After such a period, declared and unused dividends are restored as part of the Company's retained earnings, and the obligation to pay them is terminated.

Article 8. Funds of the Company

8.1. The Company creates a Reserve Fund of the Company in the amount of 5 (Five) percent of the Company's authorized capital.

The amount of mandatory annual deductions to the Reserve Fund of the Company is 5 (five) percent of the Company's net income until the Reserve Fund reaches the established amount.

8.2. The Company's Reserve Fund is intended to cover the Company's losses, as well as to repay the Company's bonds and repurchase the Company's shares in the absence of other funds.

The Reserve Fund of the Company may not be used for other purposes.

8.3. The Company has the right to form other funds in accordance with the requirements of the legislation of the Russian Federation.

Article 9. Management and control bodies of the Company

9.1. The management bodies of the Company are:

- General Meeting of Shareholders;
- Board of Directors;
- Management Board;
- Director General.

9.2. The Audit Commission of the Company is the body of control over the financial and economic activities of the Company.

Article 10. General Meeting of Shareholders of the Company

10.1. The General Meeting of Shareholders is the upper governing body of the Company.

10.2. The competence of the General Meeting of Shareholders includes the following issues:

1) - making amendments and additions to the Company's Articles of Association or approval of a new version of the Company's Articles of Association;

2) reorganization of the Company;

3) elimination of the Company, appointment of a elimination commission and approval of interim and final elimination balance;

4) determining the number, par value, category (type) of authorized shares and the rights granted by these shares;

5) increasing the charter capital of the Company by increasing the nominal value of shares or by placing additional shares;

6) reducing the authorized capital of the Company by reducing the nominal value of shares, by acquiring a portion of shares by Company in order to reduce their total number, as well as by redeeming shares acquired or repurchased by Company;

7) splitting and consolidation of the Company's shares;

8) making a decision on the placement by the Company of bonds convertible into shares and other equity securities convertible into shares;

9) acquisition of outstanding shares by the Company in cases stipulated by the Federal Law "On Joint Stock Companies";

10) determining the number of members of the Company's Board of Directors, election of its members and early termination of their powers;

11) election of members of the Company's Audit Commission and early termination of their powers;

12) appointment of the Company's auditing organization;

13) approval of the annual report, annual accounting (financial) report of the Company;

14) distribution of profit (including payment (declaration) of dividends, except for payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company based on the results of the reporting year;

15) payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year;

16) determining the procedure for holding the General Meeting of Shareholders of the Company;

17) making decisions on consent to or subsequent approval of related-party transactions in cases stipulated by Article 83 of the Federal Law "On Joint Stock Companies";

18) making decisions on consent to or subsequent approval of major transactions in cases stipulated by Article 79 of the Federal Law "On Joint Stock Companies";

19) making a decision on participation in financial and industrial groups, associations and other unions of commercial organizations;

20) approval of internal documents regulating the activities of the Company's bodies;

21) making decisions on payment of remuneration and (or) compensation to members of the Internal Audit Commission of the Company;

22) making decisions on payment of remunerations and (or) compensations to the members of the Company's Board of Directors;

23) making a decision to transfer the powers of the sole executive body of the Company to a managing organization (manager) and early termination of the powers of the managing organization (manager);

24) making a decision to apply for delisting of the Company's shares and (or) equity securities of the Company convertible into its shares;

25) resolving other issues stipulated by the Federal Law "On Joint Stock Companies".

10.3. Issues within the competence of the General Meeting of Shareholders may not be referred to the Board of Directors, the Management Board and the General Director of the Company for decision, unless otherwise provided by the Federal Law "On Joint Stock Companies".

The General Meeting of Shareholders is not entitled to consider and make decisions on issues not within its competence under the Federal Law "On Joint Stock Companies".

10.4. The decision of the General Meeting of Shareholders on the issue put to the vote is adopted by a majority of votes of shareholders - owners of voting shares of the Company participating in the meeting, unless otherwise established by the Federal Law "On Joint Stock Companies". Only a separate (independent) decision can be made on each issue put to the vote.

10.5. Resolutions of the General Meeting of Shareholders of the Company are adopted by a three-quarters majority vote of shareholders - owners of voting shares of the Company participating in the General Meeting of Shareholders of the Company on the following issues:

- making amendments and additions to the Company's Articles of Association or approval of a new version of the Company's Articles of Association;
- reorganization of the Company;
- elimination of the Company, appointment of a elimination commission and approval of interim and final elimination balance;
- determining the number, par value, category (type) of authorized shares and the rights granted by these shares;
- reduction of the authorized capital of the Company by reducing the nominal value of

shares;

− placement of shares (equity securities of the Company convertible into shares) by means of a closed subscription by decision of the General Meeting of Shareholders on increasing the authorized capital of the Company by placing additional shares (on placement of equity stocks of the Company convertible into shares);

− placement by open subscription of ordinary shares amounting to more than 25 (Twenty-five) percent of previously placed ordinary shares;

− placement of issue-grade securities convertible into ordinary shares through an open subscription, which can be converted into ordinary shares amounting to more than 25 (Twenty-five) percent of previously placed ordinary shares;

- making decisions on consent to or subsequent approval of major transaction in cases stipulated by Article 79 of the Federal Law "On Joint Stock Companies";

− making a decision to apply for delisting of the Company's shares and (or) equity securities of the Company convertible into its shares;

- acquisition of outstanding shares by the Company in cases stipulated by the Federal Law "On Joint Stock Companies";

− in other issues stipulated by the Federal Law "On Joint Stock Companies".

The decision on consent to commit or on subsequent approval of a transaction in which there is an interest in accordance with Article 83 of the Federal Law "On Joint Stock Companies" is made by the General Meeting of Shareholders of the Company by a majority of votes of shareholders - owners of voting shares participating in the meeting and not interested in the transaction or controlled by persons interested in it the commission. The General Meeting of Shareholders, when making a decision on consent to or subsequent approval of an interested-party transaction, is considered competent regardless of the number of shareholders who are not interested in making the relevant transaction - owners of voting shares of the Company participating in it.

10.6. Decisions on the issues specified in sub-clauses 2, 5, 7, 8, 9, 13-21, 23 of clause 10.2. of Article 10 of these Articles of Association, on the issues of reducing the authorized capital of the Company by reducing the par value of shares, as well as on setting the date on which the persons entitled to receive dividends are determined, are adopted by the General Meeting of Shareholders only upon the proposal of the Board of Directors of the Company.

10.7. The General Meeting of Shareholders of the Company has no right to consider and make decisions on issues not included in the agenda of the General Meeting of Shareholders of the Company, as well as to change the agenda.

Decisions of the General Meeting of Shareholders adopted on issues not included in the agenda of the General Meeting of Shareholders (except for the case if all shareholders of the Company participated in it), or with violation of the competence of the General Meeting of Shareholders, in the absence of quorum for holding the General Meeting of Shareholders or without the majority of votes of shareholders necessary for adoption of the decision, are null and void irrespective of appeal in court.

10.8. Voting at the General Meeting of Shareholders is carried out on the principle of "one voting share – one vote", with the exception of cumulative voting on the issue of electing members of the Company's Board of Directors.

In cumulative voting, the number of votes of each shareholder is multiplied by the number of persons to be elected to the Company's Board, and the shareholder can give the votes obtained in full for one nominee or distribute them among two or more nominees.

The nominee with the highest number of votes are considered to be elected to the Company's Board.

10.9. The General Meeting of Shareholders of the Company may be held at the location of the Company or in Moscow.

The specific address of the General Meeting of Shareholders of the Company is established by the Board of Directors of the Company when resolving issues related to the General Meeting of Shareholders.

10.10. The functions of the Chairman of the General Meeting of Shareholders are performed by the Chairman of the Board of Directors of the Company.

In the absence of the Chairman of the Board of Directors of the Company at the General Meeting of Shareholders, the functions of the Chairman of the General Meeting of Shareholders are performed by the Deputy Chairman of the Board of Directors of the Company.

In the absence of the Chairman of the Board of Directors of the Company and his deputy, the functions of the Chairman of the General Meeting of Shareholders may be performed by any member of the Board of Directors of the Company by resolution of the Board of Directors of the Company or by resolution of the members of the Board of Directors of the Company present at the General Meeting of Shareholders.

If at an extraordinary General Meeting of Shareholders of the Company held by resolution of persons entitled to demand an extraordinary General Meeting of Shareholders of the Company there are no persons presiding over the General Meeting of Shareholders of the Company in accordance with this clause, the Chairman of the General Meeting of Shareholders of the Company is the person who passed the resolution to hold the extraordinary General Meeting of Shareholders of the Company (his/her representative), or, if the resolution to hold the extraordinary General Meeting of Shareholders is passed by resolution of the persons entitled to demand an extraordinary General Meeting of Shareholders of the Company adopted by several persons, - one of them, determined by their decision.

10.11. The functions of the Counting Commission at the General Meeting of Shareholders are performed by a professional participant of the securities market being the holder of the register of the Company's shareholders (the Company's registrar).

Article 11. Holding the General Meeting of Company's Shareholders in the form of the Meeting (joint attendance)

11.1. The Annual General Meeting of Shareholders of the Company is held not earlier than two months and not later than six months after the end of the reporting year.

The Annual General Meeting of Shareholders mandatorily decides on the election of members of the Company's Board of Directors, members of the Company's Audit Commission, the appointment of the Company's auditing organization, approval of the Company's annual report, annual accounting (financial) statements, distribution of profits (including payment (declaration) of dividends, except for payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company based on the results of the reporting year, and may also decide on other issues within the competence of the General Meeting of Shareholders.

11.2. The General Meeting of Shareholders may be held in the form of a meeting - joint presence of shareholders (representatives of shareholders) to discuss agenda items and make decisions on issues put to a vote.

Decisions of the General Meeting of Shareholders may be taken by absentee voting (by poll), including voting by electronic or other technical means in accordance with Article 12 of this Articles.

11.3. The list of persons entitled to participate in the General Meeting of Shareholders is compiled in accordance with the rules of the legislation of the Russian Federation on stocks to compile a list of persons exercising rights under stocks.

The date on which the persons entitled to participate in the General Meeting of Shareholders are determined (fixed) may not be set earlier than 10 (ten) days from the date of the decision to hold the General Meeting of Shareholders and more than 25 (Twenty-five) days prior to the date of the General Meeting of Shareholders, and in cases stipulated by clauses 14.9. and 14.11. of Article 14 these Articles of Association - more than 55 (Fifty-five) days prior to the date of the General Meeting of Shareholders.

In case of holding the General Meeting of Shareholders, the agenda of which contains the issue of reorganization of the Company, the date on which the persons entitled to participate in such meeting are determined (fixed) may not be set more than 35 (thirty-five) days prior to the date of the General Meeting of Shareholders.

Information on the date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (fixed) is disclosed at least 7 (Seven) days prior to this date.

The list of persons entitled to participate in the General Meeting of Shareholders (except for information on their expression of will) is submitted by the Company for familiarization at the request of a person included in the said list and holding at least 1 (one) percent of votes on any item on the agenda of the General Meeting of Shareholders from the date following the date of receipt by the Company of a request to provide the said list (from the date of compilation of the said list, if such request is received by the Company prior to the date of its compilation). The list of persons entitled to participate in the General Meeting of Shareholders (except for information on their expression of will) is submitted by the Company for familiarization in the premises of the Company's executive body, and must also be available for familiarization during the General Meeting of Shareholders at the place where it is held. At the same time, information allowing to identify individuals included in the said list, except for their surname, name, patronymic (if any), is provided only with their consent.

The Company is obliged, at the request of a person included in the list of persons entitled to participate in the General Meeting of Shareholders, who has at least 1 (One) percent of the votes on any item on the agenda of the General Meeting of Shareholders, to provide him with a copy of the list of persons entitled to participate in the General Meeting of Shareholders (except for information about their will), within 7 (Seven) business days from the date of receipt of the relevant request by the Company (from the date of drawing up the specified list, if such a request was received by the Company before the date of its compilation).

11.4. The notice of the General Meeting of Shareholders is posted on the Company's website at www.rosseti-yug.ru at least 30 (Thirty) days in advance, and in cases stipulated by clauses 2 and 8 of Article 53 of the Federal Law "On Joint Stock Companies" - at least 50 (Fifty) days in advance of the date of the General Meeting of Shareholders.

By decision of the Board of Directors of the Company, the text of the notice of the General Meeting of Shareholders may additionally be sent in electronic form to those shareholders of the Company who have provided the Company or the registrar with data on e-mail addresses to which such messages may be sent.

By resolution of the Board of Directors of the Company, the notice of the General Meeting of Shareholders may additionally be sent to persons entitled to participate in the General Meeting of Shareholders and registered in the Company's shareholder register in one or more of the following ways:

1) sending an electronic message containing the text of the notice of the General Meeting of Shareholders to the e-mail address of the respective person specified in the Company's shareholder register;

2) sending a text message containing the procedure for familiarization with the notice of the General Meeting of Shareholders to the contact telephone number or e-mail address specified in the Company's shareholder register.

The notice on holding the General Meeting of Shareholders must contain the following information:

- full name of the Company and its location;
- form of holding the General Meeting of Shareholders (meeting);

− date, place (including information on the room), time of the General Meeting of Shareholders and postal address to which completed ballots may be sent;

− date on which the persons entitled to participate in the General Meeting of Shareholders are determined (fixed);

− agenda of the General Meeting of Shareholders;

− - procedure for familiarization with the information (materials) to be provided in preparation for the General Meeting of Shareholders and the address (addresses) at which it can be familiarized;

− categories (types) of shares, the holders of which are entitled to vote on all or some agenda items of the General Meeting of Shareholders;

− e-mail address to which completed ballots may be sent, and (or) the address of a site in the information and telecommunications network "Internet" where the electronic form of ballots may be filled in, if such methods of sending and (or) filling in ballots are provided for by a resolution of the Board of Directors of the Company when preparing for the General Meeting of Shareholders;

− information on the documents to be presented for admission to the premises where the General Meeting of Shareholders will be held;

− time of the beginning of registration of persons participating in the General Meeting of Shareholders.

If a person registered in the Company's shareholder register is a nominee shareholder, the notice of the General Meeting of Shareholders and information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders in preparation for the General Meeting of Shareholders of the Company shall be provided in accordance with the rules of the legislation of the Russian Federation on securities for the provision of information and materials to persons exercising rights under securities.

The Company must keep the information on the sending of notices provided for in this clause of Article 11 of the Company's Articles of Association for 5 (Five) years from the date of the General Meeting of Shareholders of the Company.

11.5. Voting at the General Meeting of Shareholders is carried out only by voting ballots on all agenda items. The form and text of the voting ballot is approved by the Board of Directors of the Company. Voting by ballots is equivalent to the receipt by the Company's registrar of messages on the expression of will of persons who are entitled to participate in the General Meeting of Shareholders, who are not registered in the Company's shareholder register and who, in accordance with the requirements of the Russian Federation legislation on securities, have given voting instructions to the persons keeping records of their rights to shares.

The voting paper must be sent or delivered under signature to each person indicated in the list of persons entitled to participate in the General Meeting of Shareholders no later than 20 (Twenty) days before the General Meeting of Shareholders.

The sending of voting papers may be carried out by sending a registered or simple letter to the address indicated in the list of persons entitled to participate in the General Meeting of Shareholders and/or an electronic message to the e-mail address of the relevant person indicated in the register of shareholders of the Company. The form of the voting paper may additionally be posted on the Company's website on the Internet information and telecommunications network.

Each person included in the list or his representative is provided with one copy of the paper for voting on all issues or one copy of two or more papers for voting on different issues.

11.6. Information (materials) on the agenda items of the General Meeting of Shareholders within 20 (Twenty) days, and in case of holding the General Meeting of Shareholders, the agenda of which contains the issue of reorganization of the Company, within 30 (Thirty) days prior to holding the General Meeting of Shareholders, must be available to the persons entitled to participate in the General Meeting of Shareholders for familiarization in the premises of the executive body of the Company and other places, the addresses of which are indicated in the notice on holding the General Meeting of Shareholders, as well as on the website of the Company in the information and telecommunication network "Internet" at www.rosseti-yug.ru. The said information (materials) must be available to the persons participating in the General Meeting of Shareholders during the General Meeting of Shareholders. At the same time, the Company strives to ensure that materials for the General Meeting of Shareholders are available at least 30 (Thirty) days prior to the date of the meeting.

11.7. The procedure for familiarization of persons entitled to participate in the General Meeting of Shareholders with information (materials) on the agenda of the General Meeting of Shareholders and the list of such information (materials) are determined by a decision of the Board of Directors of the Company.

11.8. The right to participate in the General Meeting of Shareholders is exercised by the shareholder both personally and through his representative.

In case of transfer of a share after the established date of determination (fixation) of persons entitled to participate in the General Meeting of Shareholders and before the date of holding the General Meeting of Shareholders, a person included in the list of persons entitled to participate in the General Meeting of Shareholders shall be obliged to issue a proxy to the transferee for voting or to vote at the General Meeting of Shareholders in accordance with the instructions of the transferee of shares, if this is provided for in the share transfer agreement. This rule also applies to each subsequent transfer of a share.

If the Company's share is jointly owned by several persons, they are provided with one copy of the voting paper on all issues or one copy of two or more voting papers on different issues, and voting rights at the General Meeting of Shareholders are exercised at their discretion by one of the participants in the Common Ownership or their common a representative.

The competence of each of these persons must be duly documented.

11.9. When holding the General Meeting of Shareholders in the form of joint attendance, persons included in the list of persons entitled to participate in the General Meeting of Shareholders or their representatives have the right to register for participation in such a meeting, or send completed ballots to the Company, or fill in the electronic form of the ballot on the website in the information and telecommunication network "Internet", the address of which is specified in the notice on holding the General Meeting of Shareholders, if such a method of filling in the ballot is provided for by the resolution of the Board of Directors of the Company.

11.10. The General Meeting of Shareholders is competent (has a quorum) if it was attended by shareholders who collectively hold more than half of the votes of the Company's outstanding voting shares.

Shareholders who have registered to participate in the General Meeting of Shareholders are considered to have participated in it, including on the website indicated in the notice of the General Meeting of Shareholders on the Internet information and telecommunications network (if such an opportunity was provided for by a decision of the Company's Board of Directors), as well as shareholders whose papers have been received or whose electronic form of papers it is filled in on the website specified in such a message on the information and telecommunication network "Internet" (if such an opportunity was provided for by the decision of the Board of Directors of the Company), no later than 2 (Two) days before the date of the General Meeting of Shareholders.

Shareholders who, in accordance with the rules of securities legislation of the Russian Federation, gave directions (instructions) on voting to persons accounting their rights to shares, are also considered to be casted a vote if messages on their expression of will are received no later than 2 (Two) days before the date of the General Meeting of Shareholders.

If the agenda of the General Meeting of Shareholders includes issues that are voted on by different voting groups, the quorum for making decisions on these issues is determined separately.

At the same time, the absence of a quorum for making decisions on issues on which voting is carried out by one voting group does not prevent the adoption of decisions on issues on which voting is carried out by another voting group, for which there is a quorum.

11.11. In the absence of a quorum for the annual General Meeting of Shareholders of the Company, a repeated General Meeting of Shareholders of the Company with the same agenda must be held. In the absence of a quorum for the extraordinary General Meeting of Shareholders of the Company, a repeated General Meeting of Shareholders of the Company with the same agenda may be held.

The decision to convene a repeated General Meeting of Shareholders of the Company is made by the Board of Directors of the Company.

A reconvened General Meeting of Shareholders of the Company convened to replace the failed one is authorized if shareholders holding in the aggregate at least 30 (thirty) percent of the votes of the outstanding voting shares of the Company take part in it.

If a repeated General Meeting of Shareholders is held less than 40 (Forty) days after the failed General Meeting of Shareholders, the persons entitled to participate in the General Meeting of Shareholders are determined (fixed) on the date on which the persons entitled to participate in the failed General Meeting of Shareholders were determined (fixed).

In the absence of a quorum for holding the Annual General Meeting of Shareholders on the basis of a court decision, a repeat General Meeting of Shareholders with the same agenda must be held no later than 60 (sixty) days later. No additional application to the court is required. The repeated General Meeting of Shareholders is convened and held by the person or body of the Company specified in the court decision, and, if the said person or body of the Company has not convened the annual General Meeting of Shareholders within the period determined by the court decision, the repeated General Meeting of Shareholders is convened and held by other persons or body of the Company who have filed a claim with the court, provided that such persons or body of the Company are specified in the court decision.

If there is no quorum for holding an extraordinary General Meeting of Shareholders on the basis of a court decision, a repeated General Meeting of Shareholders will not be held.

11.12. The minutes of the General Meeting of Shareholders are drawn up in two copies not later than 3 (Three) business days after the closing of the General Meeting of Shareholders. Both copies are signed by the person presiding at the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary of the Company).

An extract from the minutes of the General Meeting of Shareholders or from the minutes on the results of voting at the General Meeting of Shareholders may be signed by the chairperson of the General Meeting of Shareholders and (or) the secretary of the General Meeting of Shareholders, the person holding the position (performing the functions) of the sole executive body of the Company, or other person(s) authorized by the Company.

The minutes of the General Meeting of Shareholders are posted on the website of the Company in the information and telecommunications network "Internet" at www.rosseti-yug.ru within 3 (three) days from the date of its compilation.

11.13. Resolutions adopted by the General Meeting of Shareholders of the Company and voting results may be announced at the General Meeting of Shareholders during which the voting was held, and must be brought to the attention of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders of the Company in the form of a Voting Results Report in the manner prescribed for notification of the General Meeting of Shareholders, not later than 4 (four) business days after the date of closing of the General Meeting of Shareholders of the Company.

If on the date of determination of persons entitled to participate in the General Meeting of Shareholders, the person registered in the Company's shareholder register was a nominee shareholder, the information contained in the Voting Results Report is provided to the nominee shareholder in accordance with the rules of the securities legislation of the Russian Federation for the provision of information and materials to persons exercising rights under securities.

11.14. When holding the General Meeting of Shareholders in the form of a meeting, information and communication technologies may be used to enable remote participation in the General Meeting of Shareholders, discussion of agenda items and making decisions on issues put to a vote without being present at the venue of the General Meeting of Shareholders.

Article 12. Holding of the General Meeting of Shareholders of the Company in the form of absentee voting

12.1. The decision of the General Meeting of Shareholders may be taken without holding a meeting (joint presence of shareholders to discuss issues on the agenda and make decisions on issues put to the vote) by absentee voting (by poll).

Voting on the agenda items of the General Meeting of Shareholders held in the form of absentee voting is carried out only by voting ballots. The form and text of the voting ballot is approved by the Board of Directors of the Company.

Voting by ballots is equivalent to the receipt by the Company's registrar of messages on the expression of will of persons who are entitled to participate in the General Meeting of Shareholders, who are not registered in the Company's shareholder register and who, in accordance with the requirements of the Russian Federation legislation on securities, have given voting instructions to the persons keeping records of their rights to shares.

12.2. The General Meeting of Shareholders, the agenda of which includes the election of members of the Board of Directors of the Company, members of the Audit Commission of the Company, appointment of the audit organization of the Company, as well as the issues stipulated by sub-clause 13 of clause 10.2 of Article 10 of these Articles of Association, may not be held in the form of absentee voting, unless otherwise provided for by federal law.

A new General Meeting of Shareholders may not be held by absentee voting (by poll) to replace the failed General Meeting of Shareholders, which should have been held by joint presence.

12.3. The list of persons entitled to participate in the absentee voting on the agenda of the General Meeting of Shareholders is compiled in accordance with the rules of the legislation of the Russian Federation on stocks to compile a list of persons exercising rights under stocks.

The date on which the persons entitled to participate in absentee voting on the agenda of the General Meeting of Shareholders are determined (fixed) may not be set earlier than 10 (Ten) days from the date of the decision to hold the General Meeting of Shareholders of the Company and more than 25 (Twenty-five) days before the end date acceptance of papers by the Company, and in the case provided for in paragraph 8 of Article 53 of the Federal Law "On Joint Stock Companies" - more than 55 (Fifty-five) days before the date of the General Meeting of Shareholders.

In case of holding the General Meeting of Shareholders, the agenda of which contains the issue of reorganization of the Company, the date on which the persons entitled to participate in such meeting are determined (fixed) may not be set more than 35 (thirty-five) days prior to the date of the General Meeting of Shareholders.

Information on the date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (fixed) is disclosed at least 7 (Seven) days prior to this date.

12.4. The notice on holding the General Meeting of Shareholders by absentee voting is posted on the Company's website in the information and telecommunications network

"Internet" at www.rosseti-yug.ru not later than 30 (Thirty) days, and in the case stipulated by clause 8 of Article 53 of the Federal Law "On Joint Stock Companies" - not later than 50 (Fifty) days before the date of the General Meeting of Shareholders.

By decision of the Board of Directors of the Company, the text of the notice of the General Meeting of Shareholders may additionally be sent in electronic form to those shareholders of the Company who have provided the Company or the registrar with data on e-mail addresses to which such messages may be sent.

By resolution of the Board of Directors of the Company, the notice of the General Meeting of Shareholders may additionally be sent to persons entitled to participate in the General Meeting of Shareholders and registered in the Company's shareholder register in one or more of the following ways:

1) sending an electronic message containing the text of the notice of the General Meeting of Shareholders to the e-mail address of the respective person specified in the Company's shareholder register;

2) sending a text message containing the procedure for familiarization with the notice of the General Meeting of Shareholders to the contact telephone number or e-mail address specified in the Company's shareholder register.

The notice on holding the General Meeting of Shareholders must contain the following information:

- full name of the Company and its location;
- form of holding the General Meeting of Shareholders (absentee voting);
- deadline for receipt of ballots and the postal address to which completed ballots should be sent;
- date on which the persons entitled to participate in the General Meeting of Shareholders are determined (fixed);
- agenda of the General Meeting of Shareholders;
- procedure for familiarization with the information (materials) to be provided in preparation for the General Meeting of Shareholders and the address (addresses) at which it can be familiarized;
- e-mail address to which completed ballots may be sent, and (or) the address of a site in the information and telecommunications network "Internet" where the electronic form of ballots may be filled in, if such methods of sending and (or) filling in ballots are provided for by a resolution of the Board of Directors of the Company when preparing for the General Meeting of Shareholders;
- categories (types) of shares, the holders of which are entitled to vote on all or some agenda items of the General Meeting of Shareholders.

If a person registered in the Company's shareholder register is a nominee shareholder, the notice of the General Meeting of Shareholders and information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders in preparation for the General Meeting of Shareholders of the Company shall be provided in accordance with the rules of the legislation of the Russian Federation on securities for the provision of information and materials to persons exercising rights under securities.

The Company must keep the information on the sending of notices provided for in this clause of the Company's Articles of Association for 5 (Five) years from the date of the General Meeting of Shareholders of the Company.

12.5. The voting paper must be sent or delivered under signature to each person indicated in the list of persons entitled to participate in the General Meeting of Shareholders no later than 20 (Twenty) days before the deadline for receiving papers.

The sending of voting papers may be carried out by sending a registered or simple letter to the address indicated in the list of persons entitled to participate in the General Meeting of Shareholders and/or an electronic message to the e-mail address of the relevant person indicated in the register of shareholders of the Company. The form of the voting paper may additionally be posted on the Company's website on the Internet information and telecommunications network.

Each person included in the list of persons entitled to participate in the General Meeting of Shareholders is provided with one copy of the voting paper on all issues or one copy of two or more voting papers on different issues.

The procedure for familiarization of persons entitled to participate in the General Meeting of Shareholders with information (materials) on the agenda of the General Meeting of Shareholders and the list of such information (materials) are determined by a decision of the Board of Directors of the Company.

Information (materials) on the agenda items of the General Meeting of Shareholders within 20 (Twenty) days, and in case of holding the General Meeting of Shareholders, the agenda of which contains the issue of reorganization of the Company, within 30 (Thirty) days prior to holding the General Meeting of Shareholders, must be available to the persons entitled to participate in the General Meeting of Shareholders for familiarization in the premises of the executive body of the Company and other places, the addresses of which are indicated in the notice on holding the General Meeting of Shareholders, as well as on the website of the Company in the information and telecommunication network "Internet" at www.rosseti-yug.ru. At the same time, the Company strives to ensure that materials for the General Meeting of Shareholders are available at least 30 (Thirty) days prior to the date of the meeting.

12.6. The General Meeting of Shareholders conducted in the form of absentee voting, is competent (has a quorum) if it was attended by shareholders who collectively hold more than half of the votes of the Company's outstanding voting shares.

Shareholders whose papers have been received and (or) whose electronic form of papers has been filled out on the website specified in the notice of the General Meeting of Shareholders on the Internet information and telecommunications network (if such an opportunity was provided for by a decision of the Board of Directors of the Company) before the date specified in the notice of the General Meeting of Shareholders are considered to have participated in the General Meeting of Shareholders held in the form of absentee voting. these are the dates of the end of the Company's acceptance of papers, as well as shareholders who, in accordance with the rules of the legislation of the Russian Federation on stocks, gave to persons, those who keep records of their rights to shares, instructions (instructions) on voting, if messages about their expression of will are received before the deadline for accepting papers.

12.7. The protocol on the results of voting shall be drawn up and signed by the registrant of the Company in two copies no later than 3 (Three) working days after the deadline for accepting papers.

The minutes of the General Meeting of Shareholders are drawn up in two copies not later than 3 (Three) business days after the end of the acceptance of ballots by the Company. Both copies are signed by the Chairman of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary of the Company).

An extract from the minutes of the General Meeting of Shareholders or from the minutes on the results of voting at the General Meeting of Shareholders may be signed by the chairperson of the General Meeting of Shareholders and (or) the secretary of the General Meeting of Shareholders, the person holding the position (performing the functions) of the sole executive body of the Company, or other person(s) authorized by the Company.

The minutes of the General Meeting of Shareholders are posted on the Company's website in the information and telecommunication network "Internet" at www.rosseti-yug.ru within 1 (one) business day from the date of its compilation.

12.8. Resolutions adopted by the General Meeting of Shareholders of the Company and voting results must be communicated to the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of a Voting Results Report in accordance with the procedure provided for notification of the General Meeting of Shareholders of the Company, not later than 4 (four) business days after the deadline for accepting ballots when the General Meeting of Shareholders of the Company is held in the form of absentee voting.

If on the date of determination of persons entitled to participate in the General Meeting of Shareholders, the person registered in the Company's shareholder register was a nominee shareholder, the information contained in the Voting Results Report is provided to the nominee shareholder in accordance with the rules of the securities legislation of the Russian Federation for the provision of information and materials to persons exercising rights under securities.

Article 13. Proposals for the agenda of the Annual General Meeting of Shareholders of the Company

13.1. Shareholders (shareholder) Companies that collectively own at least 2 (Two) percent of the Company's voting shares, no later than 60 (Sixty) days after the end of the reporting year, have the right to put issues on the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the quantitative composition of the relevant the authority.

13.2. The proposal on introduction of issues into the agenda of the General Meeting of Shareholders and the proposal on nomination of candidates must be made with indication of the name (title) of the shareholders (shareholder) submitting them, the number and category (type) of shares owned by them and must be signed by the shareholders (shareholder) or their representatives. Shareholders (shareholder) of the Company, who are not registered in the register of shareholders of the Company, have the right to make proposals to the agenda of the General meeting of shareholders and proposals on nomination of candidates also by giving appropriate instructions (directions) to a person who accounts for their rights to shares. Such instructions are given in accordance with the rules of the securities legislation of the Russian Federation.

13.3. The proposal to include issues on the agenda of the General Meeting of Shareholders must contain the wording of each proposed issue, and the proposal to nominate candidates must contain the name and details of the identity document (series and (or) number of the document, date and place of issue, the body that issued the document) for each proposed candidate, the name of the body to which he is proposed for election.

13.4. The Board of Directors of the Company must consider the proposals received and make decisions on their inclusion in the agenda of the General Meeting of Shareholders of the Company or refusal to include them in the said agenda not later than 5 (Five) days after the end of the term specified in clause 13.1 of Article 13 hereof.

13.5. The Board of Directors of the Company has the right to refuse to include issues submitted by a shareholder (shareholders) in the agenda of the General Meeting of Shareholders, as well as to include nominated candidates in the list of candidates for voting on elections to the relevant body of the Company on the grounds provided for by the Federal Law "On Joint Stock Companies" and other legal acts of the Russian Federation.

13.6. A reasoned decision of the Company's Board of Directors to refuse to include an issue in the agenda of the General Meeting of Shareholders of the Company or a candidate in the list of candidates for voting on elections to the relevant body of the Company is sent to the shareholder (shareholders) who submitted the issue or nominated the candidate no later than 3 (Three) days from the date of such decision. If these offers have been received by the Company from persons who are not registered in the Company's shareholder register and who have given an instruction to the person accounting for their rights to shares, the said resolution of the Board of Directors of the Company is sent to such persons not later than 3 (three) days from the date of its adoption in accordance with the rules of the securities legislation of the Russian Federation for the provision of information and materials to persons exercising rights to securities.

13.7. The Board of Directors of the Company has no right to make changes to the wording of issues proposed for inclusion in the agenda of the General Meeting of Shareholders, and (if any) to the wording of decisions on such issues.

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

Article 14. Convening an Extraordinary General Meeting of Shareholders of the Company

14.1. In addition to the annual General Meetings of the Company's Shareholders, they are extraordinary.

14.2. An Extraordinary General Meeting of Shareholders of the Company is held by resolution of the Board of Directors of the Company on the basis of its own initiative, the request of the Internal Audit Commission of the Company, the auditing organization of the Company, as well as a shareholder (shareholders) owning at least 10 (Ten) percent of the voting shares of the Company as of the date of the request.

14.3. Convening an Extraordinary General Meeting of Shareholders at the request of the Audit Commission of the Company, the auditing organization of the Company or shareholders (shareholder) owning at least 10 (ten) percent of the voting shares of the Company is carried out by the Board of Directors of the Company.

Such General Meeting of Shareholders must be held within 40 (Forty) days from the date of submission of the request to hold an extraordinary General Meeting of Shareholders of the Company, except for the case provided for in clause 14.9 of Article 14 of these Articles of Association.

14.4. The request to hold an Extraordinary General Meeting of Shareholders of the Company must formulate the issues to be included in the agenda of the extraordinary General Meeting of Shareholders.

Persons (persons) requesting the convening of an extraordinary General Meeting of Shareholders of the Company have the right to submit a draft resolution of the extraordinary General Meeting of Shareholders of the Company, a proposal on the form of holding the General Meeting of Shareholders. If the request to convene an extraordinary General Meeting of Shareholders contains a proposal to nominate candidates, the relevant provisions of Article 13 of this Articles shall apply to such a proposal.

The Board of Directors of the Company has no right to amend the wording of the agenda items, wording of resolutions on such items and change the proposed form of holding an extraordinary General Meeting of Shareholders convened at the request of the Audit Commission of the Company, the auditing organization of the Company or shareholders (shareholder) owning at least 10 (ten) percent of the voting shares of the Company.

14.5. If the request to convene an extraordinary General Meeting of Shareholders of the Company comes from a shareholder (shareholders), it must contain the name (name) of the shareholder (shareholders) requesting the convocation of the meeting, indicating the number, category (type) of shares of the Company owned by them.

The request to convene an extraordinary General Meeting of Shareholders of the

Company is signed by the person(s) requesting the convening of an extraordinary General Meeting of Shareholders of the Company.

14.6. Within 5 (five) days from the date of the request of the Internal Audit Commission of the Company, the auditing organization of the Company or a shareholder (shareholders) holding at least 10 (ten) percent of the voting shares of the Company to convene an Extraordinary General Meeting of Shareholders of the Company, the Board of Directors of the Company must make a decision to convene the Extraordinary General Meeting of Shareholders of the Company or refuse to convene it.

14.7. The decision of the Board of Directors of the Company to convene an Extraordinary General Meeting of Shareholders of the Company or a reasoned decision to refuse to convene it is sent to the persons requesting its convocation not later than 3 (Three) days from the date of such decision. If a request to hold an extraordinary General Meeting of Shareholders has been received by the Company from persons who are not registered in the Company's shareholder register and who have given an instruction to the person accounting for their rights to shares, the said resolution of the Board of Directors of the Company is sent to such persons not later than 3 (three) days from the date of its adoption in accordance with the rules of the securities legislation of the Russian Federation for the provision of information and materials to persons exercising rights to securities.

14.8. If, within the period specified in paragraph 14.6 of Article 14 of these Articles of Association, the Board of Directors of the Company has not decided to convene an extraordinary General Meeting of Shareholders of the Company or has decided to refuse to convene it, the Company's body or persons requesting its convocation have the right to apply to the court with a demand to compel the Company to hold an extraordinary General Meeting shareholders.

The court's decision to compel the Company to hold an extraordinary General Meeting of Shareholders specifies the terms and procedure for its holding.

The execution of the court decision is entrusted to the suitor or, at his request, to the body of the Company or another person, subject to their consent. The Board of Directors of the Company cannot be such a body.

At the same time, the body of the Company or the person who, in accordance with the court decision, holds an extraordinary General Meeting of Shareholders, has all the powers provided for by the Federal Law "On Joint Stock Companies" necessary to convene and hold this meeting.

If, in accordance with a court decision, an extraordinary General Meeting of Shareholders is held by the suitor, the costs of preparing and holding this meeting may be refund by decision of the General Meeting of Shareholders at the expense of the Company.

14.9. If the proposed agenda of the Extraordinary General Meeting of Shareholders contains the issue of electing members of the Company's Board of Directors:

14.9.1. The General Meeting of Shareholders must be held within 75 (Seventy-five) days from the date of submission of the request to hold an extraordinary General Meeting of Shareholders of the Company. In this case, the Board of Directors of the Company is obliged to determine the date by which the proposals of shareholders on nominating candidates for election to the Board of Directors of the Company will be accepted.

14.9.2. Shareholders (shareholder) Companies that collectively own at least 2 (Two) percent of the Company's voting shares have the right to propose candidates for election to the Company's Board of Directors, the number of which cannot exceed the quantitative composition of the Company's Board of Directors.

Such proposals must be submitted to the Company at least 30 (Thirty) days before the date of the extraordinary General Meeting of Shareholders.

The Board of Directors of the Company is obliged to consider the received proposals and make decisions on their inclusion in the agenda of the extraordinary General Meeting of

Shareholders or on refusal to include them in the specified agenda no later than 5 (Five) days after the end of the period specified in paragraph 2 of this subparagraph.

14.9.3. The date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (fixed) cannot be set earlier than 10 (Ten) days from the date of the decision to hold the General Meeting of Shareholders of the Company and more than 55 (Fifty-five) days before the date of the General Meeting of Shareholders of the Company.

14.9.4. The notification of the Extraordinary General Meeting of Shareholders must be made no later than 50 (Fifty) days before the date of its holding.

14.10. In cases where, in accordance with the Federal Law "On Joint Stock Companies", the Board of Directors of the Company is obliged to make a decision on holding an extraordinary General Meeting of Shareholders to elect members of the Board of Directors of the Company, such a General Meeting of Shareholders must be held within 70 (Seventy) days from the date of the decision on its holding by the Board of Directors of the Company.

14.11. If the proposed agenda of the General Meeting of Shareholders contains the issue of reorganizing the Company in the form of a merger, separation or division and the issue of electing the board of Directors (supervisory board) of the company created by reorganizing in the form of a merger, separation or division, the shareholder or shareholders who collectively own at least two (2) percent of the voting shares of the reorganized Company, has the right to nominate candidates to the board of directors (supervisory board) of the created company, its collegial executive body and, if, in accordance with the articles of the company being created, the presence of an audit commission is mandatory, candidates for the audit commission, the number of which cannot exceed the quantitative composition of the relevant body indicated in the notice of the General Meeting of Shareholders of the Company in accordance with the draft articles of the company being created, as well as nominate a candidate for the position of sole executive body of the company being created.

If the proposed agenda of the General Meeting of Shareholders contains the issue of reorganization of the Company in the form of a merger, the shareholder or shareholders who collectively own at least 2 (Two) percent of the voting shares of the reorganized company have the right to nominate candidates for election to the board of Directors (supervisory board) of the company created by reorganization in the form of a merger, the number of which cannot exceed the number of members of the Board of Directors (supervisory board) of the company being created elected by the relevant company, specified in the notice of the General Meeting of Shareholders of the Company in accordance with the merger agreement.

Proposals for nomination of candidates must be received by the reorganized Company not later than 45 (forty-five) days prior to the date of the General Meeting of Shareholders of the reorganized Company.

The decision to include persons nominated by the shareholders or the Board of Directors of the reorganized Company as candidates in the list of members of the collegial executive body, the audit commission and the decision to approve the person performing the functions of the sole executive body of each company created by reorganization in the form of merger, division or separation shall be taken by a three-quarters majority vote of the members of the Board of Directors of the reorganized Company. At the same time, the votes of the left members of the Board of Directors of the Company are not taken into account.

Article 15. Board of Directors of the Company

15.1. The Board of Directors of the Company is a collegial management body that controls the activities of the Executive Bodies of the Company and performs other functions assigned to it by law or the Articles of Association of the Company**.** The Board of Directors of the Company carries out general management of the Company's activities, except for the issues referred to the competence of the General Meeting of Shareholders by the Federal Law "On Joint Stock Companies" and these Articles of Association.

The competence of the Board of Directors of the Company includes the following issues:

1) determination of priority areas of the Company's activities, including approval of the Company's development strategy, long-term development programs of the Company, innovative development program, review of reports on their execution

2) approval of the Company's investment program, including amendments thereto[1];

3) Review of the report on the execution of the Company's investment program (for the first quarter, first six months, nine months, reporting year;

4) convening annual and extraordinary General Meetings of Shareholders of the Company, except for cases stipulated by clause 14.8. of Article 14 of these Articles of Association, as well as announcing the date of a new General Meeting of Shareholders of the Company to replace the one that failed due to lack of quorum;

5) approval of the agenda of the General Meeting of Shareholders of the Company;

6) election of the Secretary of the General Meeting of Shareholders of the Company;

7) setting the date for determining (fixing) the persons entitled to participate in the General Meeting of Shareholders of the Company, approving the cost estimate for holding the General Meeting of Shareholders of the Company and resolving other issues related to the preparation and holding of the General Meeting of Shareholders of the Company;

8) submission for resolution by the General Meeting of Shareholders of the Company of the issues provided for in sub-clauses 2, 5, 7, 8, 9, 13-21, 23 of clause 10.2. of Article 10 of these Articles of Association, on reduction of the authorized capital of the Company by reducing the nominal value of shares, as well as on setting the date on which the persons entitled to receive dividends are determined.

9) placement by the Company of additional shares into which the Company's outstanding preferred shares of a certain type convertible into ordinary shares or preferred shares of other types are converted, placement by the Company of bonds and other equity securities other than shares, as well as issuance of Eurobonds and determination of the Company's policy with regard to the issuance of equity securities (other than shares) and Eurobonds

10) approval of the resolution on the issue of the Company's shares, equity securities of the Company convertible into its shares, the document containing the terms and conditions of placement of the Company's shares and equity securities of the Company convertible into its shares, the securities prospectus, reports on the results of the acquisition of shares from the Company's shareholders, reports on the results of the redemption of shares, reports on the results of the Company's shareholders' requests for redemption of their shares; making decisions on accepting offers (acceptance) to purchase additional shares placed by public subscription after the expiration of the pre-emptive right in cases determined by the Company's Board of Directors

11) determination of the price (monetary value) of property, the offering price or the procedure for its determination and the redemption price of equity securities in cases stipulated by the Federal Law "On Joint Stock Companies"

12) acquisition of shares, bonds and other securities placed by the Company in cases stipulated by the Federal Law "On Joint Stock Companies" or other federal laws;

13) alienation (sale) of the Company's shares that came into the Company's disposal as a result of their acquisition or redemption from the Company's shareholders, as well as in other cases stipulated by the Federal Law "On Joint Stock Companies";

14) election of the Company's General Director, and early termination of his powers, including making a decision on early termination of his labor contract;

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[1] This issue is subject to mandatory consideration by the Company's Board of Directors prior to the publication of information on the draft investment program of an electric power industry entity and the materials justifying it.

15) determining the number of members of the Management Board of the Company, as well as election of members of the Management Board of the Company and early termination of their powers, including making a decision on early termination of labor contracts with them;

16) approval of the terms of the contract concluded with the General Director of the Company, members of the Management Board of the Company, establishment of the amount of remunerations and compensations payable to the General Director of the Company and members of the Management Board of the Company;

17) approval of the General Director of the Company and members of the Management Board of the Company combining positions in management bodies of other organizations, as well as other paid positions in other organizations;

18) recommendations to the General Meeting of Shareholders on the amount of remuneration and compensation;

19) determining the amount of payment for the services of the Company's audit organization;

20) recommendations to the General Meeting of Shareholders of the Company on the amount of dividend on shares and the procedure for its payment;

21) approval of the Company's internal documents determining the procedure for the formation and use of the Company's funds, making decisions on the use of the Company's funds;

22) approval of the Company's internal documents, except for internal documents the approval of which falls within the competence of the General Meeting of Shareholders, as well as other internal documents the approval of which falls within the competence of the Company's executive bodies;

23) approval of the Company's business plan (adjusted business plan of the Company) and consideration of the quarterly report on the fulfillment of the Company's business plan (for the first quarter, first six months, nine months, reporting year);

24) establishment of branches and opening of representative offices of the Company, their liquidation;

25) making decisions on the Company's participation in other organizations (including approval of constituent documents and nominees to the management bodies of newly established organizations), change of the participation interest (number of shares, amount of shares, units, stakes), encumbrance of shares, stakes and termination of the Company's participation in other organizations, except for cases provided for by sub-clause 19 of clause 10.2 of Article 10 of these Articles of Association;

26) determining the Company's credit policy in terms of issuing loans by the Company, entering into credit and loan agreements, issuing sureties, issuing independent guarantees, assuming obligations under promissory notes (issuance of promissory notes and bills of exchange), pledging property and making decisions on the Company's execution of these transactions in cases when the procedure for making decisions on them is not determined by the Company's credit policy, as well as making decisions on bringing the Company's debt position in line with the limits set by the Company's credit policy in accordance with the procedure stipulated by the Company's credit policy;

27) making decisions on consent to or subsequent approval of major transactions, as well as approval of opinions on such transactions in cases stipulated by Chapter X of the Federal Law "On Joint Stock Companies";

28) making decisions on consent to or subsequent approval of related-party transactions in cases stipulated by Chapter XI of the Federal Law "On Joint Stock Companies";

29) approval of the report on interested-party transactions concluded by the Company in the reporting year;

30) approval of the Company's registrar, terms and conditions of the agreement with him, as well as termination of the agreement with him;

31) election of the Chairman and Deputy Chairman of the Board of Directors of the

Company, termination of their powers;

32) election of the Corporate Secretary of the Company, early termination of his powers, as well as approval of the Regulations on the Corporate Secretary of the Company;

33) making a decision to suspend the powers of the managing organization (manager);

34) making a decision on appointment of the acting General Director of the Company in cases determined by separate resolutions of the Board of Directors of the Company, as well as bringing him to disciplinary responsibility;

35) bringing the General Director of the Company and members of the Management Board of the Company to disciplinary responsibility and their encouragement in accordance with the labor legislation of the Russian Federation, making decisions on nominating the General Director of the Company for state awards;

36) consideration of the General Director's reports on the Company's activities (including the fulfillment of his official duties), on the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors of the Company;

37) approval of the procedure for interaction between the Company and business entities whose shares (stakes) are held by the Company;

38) determination of the Company's position (representatives of the Company), including instructions to take part or not to take part in voting on agenda items, to vote "for", "against" or "abstained" on draft resolutions on the following agenda items of general meetings of shareholders (participants) of subsidiaries and affiliated business entities (hereinafter referred to as "SDCs") and meetings of boards of directors of SDCs:

a) reorganization, liquidation of SDCs;

b) nomination, election of members of management and control bodies of SDCs and early termination of their powers, nomination, election of the sole executive body of SDCs and early termination of its powers;

c) determining the number, par value, category (type) of authorized shares of SDCs and the rights granted by these shares;

d) increasing the charter capital of SDCs by increasing the nominal value of shares or by placing additional shares;

e) placement of securities of subsidiaries and affiliates convertible into ordinary shares;

f) split, consolidation of shares of SDCs;

g) making decisions on consent to and subsequent approval of major transactions entered into by SDCs;

h) making decisions on SDCs' participation in other organizations (including approval of nominees to the management bodies of newly established organizations), as well as on the acquisition, alienation and encumbrance of shares and interests in the charter capitals of organizations in which SDCs participate, changes in the share of participation in the charter capital of the respective organization and termination of SDCs' participation in other organizations;

i) making decisions on the execution by SDCs of transactions (including several interrelated transactions) related to the acquisition, alienation or possible alienation of property comprising fixed assets, intangible assets, construction in progress, the purpose of which is the production, transmission, dispatching, and distribution of electricity and heat, in cases (amounts) determined by the Procedure for interaction between the Company and business entities whose shares (stakes) are held by the Company, approved by the Board of Directors of the Company;

j) amendments and additions to the constituent documents of SDCs;

k) determining the procedure for paying remuneration to members of the Board of Directors and the Audit Commission of SDCs;

l) approval of key performance indicators and functional key performance indicators of SDCs' management personnel, their calculation procedure, target values, and reports on their achievement;

m) approval of business plans (adjusted business plans) of subsidiaries and affiliates engaged in electricity transmission, generation or sale, or whose revenue is more than 5 (Five) percent of the Company's revenue for the last completed reporting period;

n) review of the report on the fulfillment of the business plan of SDCs engaged in electricity transmission, generation or sale activities or whose revenue accounts for more than 5% (five) of the Company's revenue for the last completed reporting period for the reporting year;

o) approval of profit and loss distribution based on the results of the reporting year;

p) recommendations on the amount of dividend on shares and the procedure for its payment;

q) payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year, as well as on the results of the reporting year;

r) reducing the authorized capital of SDCs by reducing the nominal value of shares, by acquiring a portion of shares by SDCs in order to reduce their total number, as well as by redeeming shares acquired or repurchased by SDCs;

s) determining the credit policy of SDCs in terms of granting loans to SDCs, entering into credit and loan agreements, issuing sureties, issuing independent guarantees, assuming obligations under promissory notes (issuance of promissory notes and bills of exchange), pledging property, and making decisions on the execution by SDCs of the above transactions in cases where the procedure for making decisions on them is not determined by the credit policy of SDCs, as well as making decisions on bringing the debt position of SDCs in line with the limits set by the credit policy of SDCs, on reviewing the report on the credit policy of SDCs, and on approving the credit plan of SDCs in accordance with the procedure stipulated by the credit policy of SDCs.

39) determining the Company's (the Company's representatives') position on the following issues on the agendas of the meetings of the Boards of Directors of SDCs (including instructions to take part or not to take part in voting on agenda items, to vote "for", "against" or "abstained" on draft resolutions):

a) determining the position of SDCs' representatives on issues on the agendas of general meetings of shareholders (participants) and meetings of the Boards of Directors of subsidiaries and affiliates of SDCs concerning the execution (approval) of transactions (including several interrelated transactions) related to the acquisition, disposal or possible disposal of property constituting fixed assets, intangible assets, construction in progress, the purpose of use of which is production, transmission, dispatching, distribution of electric and thermal energy, in cases (amounts) determined by the procedure for interaction between the Company and business entities whose shares (stakes) are held by the Company, approved by a resolution of the Board of Directors of the Company;

b) on determining the position of representatives of SDCs on issues on the agendas of general meetings of shareholders (participants) and meetings of the boards of directors of companies affiliated and dependent in relation to SDCs, engaged in the production, transmission, dispatch, distribution and sale of electric and thermal energy, on reorganization, elimination, increase in the authorized capital of such companies by increasing the nominal value of shares or by placement of additional shares, placement of stocks convertible into ordinary shares.

40) determining the Company's insurance policy, exercising control over the Company's insurance coverage, including approval of candidates for the Company's insurers;

41) making decisions on consent to the Company's transactions:

a) transactions, the subject of which are non-current assets of the Company in the amount of more than 10 (ten) percent of the book value of these (non-current) assets of the Company according to the accounting (financial) statements as of the last reporting date;

b) transactions (including several related transactions) related to the acquisition, alienation or the possibility of alienation of property constituting fixed assets, intangible assets, construction in progress, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy in cases (sizes), determined by separate decisions of the Board of Directors of the Company, or, if the specified cases (amounts) are not determined by the Board of Directors of the Company;

c) transactions (including several related transactions) related to the acquisition, alienation or the possibility of alienation of property constituting fixed assets, intangible assets, construction in progress, the purpose of which is not the production, transmission, dispatching, distribution of electrical and thermal energy in cases (sizes) determined by separate decisions of the Board of Directors of the Company, or, if the specified cases (amounts) are not determined by the Board of Directors of the Company;

d) transactions for a period of more than 5 (five) years for the transfer into temporary possession and use or for temporary use of real estate, electric grid facilities or for the acceptance into temporary possession and use or for temporary use of real estate, in cases (amounts) determined by separate decisions of the Board of Directors of the Company or, if the indicated cases (amounts) are not determined by the Board of Directors of the Company;

e) transactions that may entail the emergence of liabilities denominated in foreign currency (or liabilities the amount of which is linked to foreign currency), transactions with derivative financial instruments, in cases and amounts determined by separate resolutions of the Company's Board of Directors, as well as, if such cases (amounts) are not determined by the Company's Board of Directors, determination of the Company's policy with regard to transactions with derivative financial instruments;

f) one or several interrelated transactions related to the acquisition or possibility of acquisition by the Company of investment units of a unit investment fund and/or bonds, if the price of such transaction or several interrelated transactions amounts to 1 (One) or more percent of the book value of the Company's assets determined according to its accounting (financial) statements as of the last reporting date;

g) transactions related to the gratuitous transfer of the Company's property or property rights (claims) to itself or to a third party, transactions related to the release from a property obligation to itself or to a third party, transactions related to the gratuitous provision by the Company of services (performance of work) to third parties in cases (amounts) determined by separate resolutions of the Board of Directors of the Company, and making decisions on the Company's execution of these transactions in cases where the above cases (amounts) are not determined;

h) transactions related to the Company's sponsorship in cases (amounts) determined by separate resolutions of the Company's Board of Directors, and making decisions on the Company's entering into such transactions in cases where the above cases (amounts) are not determined;

i) one or several interrelated transactions related to the transfer or possibility of transferring by the Company into trust management of property worth more than 1,000,000,000,000 (One billion) rubles;

42) approval of the organizational structure of the Company's executive office and amendments thereto;

43) nomination by the Company of candidates for election to the position of the sole executive body, other management bodies, control bodies, as well as candidates for the auditing organization (individual auditor) of organizations in which the Company participates;

44) approval of candidates for certain positions of the executive apparatus of the Company, determined by the Board of Directors of the Company;

45) approval of the provision on labor remuneration and material incentives for the Company's executive officers, approval of the list of the Company's executive officers;

46) preliminary approval of the collective agreement, agreements concluded by the Company within the framework of regulation of social and labor relations, as well as approval of documents on non-state pension provision of the Company's employees;

47) formation of committees of the Board of Directors of the Company, approval of internal documents defining their competence and procedure of activities, determination of their quantitative composition, election of the Chairman and members of the Committee of the Board of Directors of the Company and early termination of their powers;

48) approval of candidates for organizers of securities issue and consultants on transactions directly related to raising funds in the form of public borrowings;

49) determining the Company's procurement policy, including approval of the Procurement Regulations, approval of the head of the Company's Central Procurement Body, review of the Company's procurement report based on half-year results, as well as making other decisions in accordance with the Company's approved documents regulating the Company's procurement activities;

50) approval of key performance indicators and functional key performance indicators of the Company's management personnel, the procedure for their calculation, target values and reports on their achievement;

51) determining the Company's policy with regard to improving the reliability of the distribution grid complex and other power grid facilities, including approval of the Company's strategic programs for improving the reliability of the power grid complex, development of the power grid complex and its security;

52) determining the Company's policy with regard to improving the accessibility of electric grid infrastructure, including approval of the Company's strategic programs to improve the accessibility of services for technological connection and development of the electric grid complex;

53) determining the Company's housing policy in terms of providing the Company's employees with corporate support in improving their housing conditions in the form of subsidies, reimbursement of expenses, interest-free loans and making decisions on the provision of such support by the Company in cases when the procedure for its provision is not determined by the Company's housing policy;

54) applying for listing of the Company's shares and (or) equity securities of the Company convertible into the Company's shares;

55) definition of principles and approaches to the organization of internal audit, including approval of internal documents of the Company defining the Company's policy in the field of organization of internal audit of the Company;

56) defining the principles and approaches to the organization of the risk management and internal control system in the Company, including the approval of internal documents of the Company defining the Company's policies in the field of risk management and internal control;

57) assessment of key risks (both financial and non-financial risks), as well as the establishment of an acceptable amount of risks for the Company;

58) organization of at least 1 (One) time per year analysis and evaluation of the functioning of the risk management and internal control system, including on the basis of data reports regularly received from the executive bodies of the Company, internal audit and external auditors of the Company;

59) annual review of the organization, functioning and effectiveness of the risk management and internal control system;

60) control and organization of internal audit activities, including approval of the regulations on the internal audit unit, approval of the internal audit activity plan, the report on the implementation of the internal audit activity plan and the internal audit budget, preliminary approval of the decision of the sole executive body of the Company on the appointment, dismissal (not on the initiative of an employee) of the head of internal audit, the application of disciplinary measures to him, as well as the approval of the terms of the employment contract with the head of the internal audit, review of the results of the quality assessment of the internal audit function;

61) recommendations to the executive bodies of the Company on any issues of the Company's activities;

62) approval of the Program for the disposition of non-core assets of the Company, approval of the register of non-core assets of the Company and making other decisions in accordance with the documents approved by the Company regulating the procedure for disposal of non-core assets of the Company;

63) approval of the annual report on corporate social responsibility and sustainable development;

64) approval of the Company's anti-corruption policy and reports on its implementation;

65) settlement of internal corporate conflicts;

66) determination of the status of members of the Board of Directors of the Company, as well as consideration of the results of self-assessment and independent evaluation of the activities of the Board of Directors of the Company and the committees of the Board of Directors of the Company;

67) defining the information policy of the Company and reviewing the reports of the sole executive body on its implementation;

68) making a decision on approval:

a) an agreement on making gratuitous contributions by the shareholder(s) to the Company's property, which do not increase the authorized capital of the Company and do not change the nominal value of the Company's shares, in order to finance and maintain the Company's activities;

b) agreements on making gratuitous contributions by the Company to the property of companies in which the Company participates in the authorized capital, in monetary or other form, which do not increase the authorized capital of these companies and (or) do not change the nominal value of shares;

69) other issues referred to the competence of the Board of Directors of the Company by the Federal Law "On Joint Stock Companies" and this Articles.

15.2. Issues within the competence of the Board of Directors of the Company cannot be transferred to the General Director and the Management Board of the Company for decision.

15.3. Members of the Board of Directors of the Company, in exercising their rights and performing their duties, must act in the interests of the Company, exercise their rights and perform their duties in respect of the Company in good faith and reasonably.

15.4. Members of the Board of Directors of the Company are liable to the Company for losses caused to the Company by their culpable actions (inaction), unless other grounds and the amount of liability are established by federal laws.

At the same time, the members of the Board of Directors of the Company who voted against the decision that caused losses to the Company, or who did not participate in the voting, are not responsible.

Article 16. Election of the Board of Directors of the Company

16.1. The quantitative composition of the Board of Directors of the Company is 11 (Eleven) people.

16.2. The members of the Board of Directors of the Company are elected at the General Meeting of Shareholders of the Company in accordance with the procedure provided for in paragraph 10.8 of Article 10 of these Articles of Association for a period until the next Annual General Meeting of Shareholders.

If the Board of Directors of the Company is elected at an Extraordinary General Meeting of Shareholders, the members of the Board of Directors of the Company shall be deemed elected for the period until the date of the Annual General Meeting of Shareholders of the Company.

If the Annual General Meeting of Shareholders was not held within the time limits established by paragraph 11.1 of Article 11 of this Articles, the powers of the Board of Directors of the Company shall be terminated, except for the powers to convene, prepare and hold the Annual General Meeting of Shareholders.

16.3. Only an individual can be a member of the Board of Directors of the Company.

16.4. Members of the Management Board of the Company may not constitute more than one fourth of the members of the Board of Directors of the Company.

16.5. Persons elected to the Board of Directors of the Company may be re-elected an unlimited number of times.

16.6. By resolution of the General Meeting of Shareholders of the Company, the powers of the members of the Board of Directors of the Company may be terminated ahead of schedule.

A resolution of the General Meeting of Shareholders on early termination of powers may be passed only in respect of all members of the Board of Directors of the Company.

Article 17. The Chairman of the Board of Directors

17.1. The Chairman of the Board of Directors of the Company is elected by the members of the Board of Directors of the Company from among them by a majority vote of the total number of members of the Board of Directors of the Company.

The Board of Directors of the Company may reelect a Chairman at any time by a majority vote of the total number of members of the Board of Directors of the Company.

17.2. The Chairman of the Board of Directors of the Company organizes the work of the Board of Directors of the Company, convenes its meetings and presides at them, organizes at the meetings the keeping of minutes, presides at the General Meeting of Shareholders of the Company.

17.3. In case of absence of the Chairman of the Board of Directors of the Company, his functions are performed by the Deputy Chairman of the Board of Directors of the Company elected from among the members of the Board of Directors of the Company by a majority of votes of the total number of members of the Board of Directors of the Company.

Article 18. Meetings of the Board of Directors of the Company

18.1. The procedure for convening and holding meetings of the Company's Board of Directors is determined by an internal document approved by the General Meeting of Shareholders of the Company.

18.2. Meetings of the Board of Directors of the Company are held as needed, but at least once every six weeks.

A meeting of the Board of Directors of the Company is convened by the Chairman of the Board of Directors of the Company (or by the Deputy Chairman of the Board of Directors of the Company in cases stipulated by clause 17.3. of Article 17 hereof) at his own initiative, at the request of a member of the Board of Directors of the Company, the Audit Commission of the Company, the head of the internal audit of the Company (head of the structural subdivision responsible for organization and implementation of the internal audit), and in case an external independent organization is engaged for internal audit - the head of the said organization, a member of the Management Board of the Company, the General Director of the Company, the audit organization of the Company.

18.3. At the first meeting of the newly elected Board of Directors of the Company, the issue of election of the Chairman of the Board of Directors of the Company must be resolved, and the issue of election of the Deputy Chairman of the Board of Directors of the Company may also be considered.

The said meeting of the Board of Directors of the Company is convened by one of the members of the Board of Directors of the Company in accordance with the internal document regulating the procedure for convening and holding meetings of the Board of Directors of the Company.

18.4. A resolution of the Board of Directors of the Company may be adopted by absentee voting (by ballot). In case of absentee voting, all members of the Board of Directors of the Company are sent materials on agenda items and a ballot for voting, indicating the deadline by which the ballot completed and signed by the Board member must be submitted to the Board of Directors of the Company.

18.5. A member of the Board of Directors of the Company who is absent at an in-person meeting of the Board of Directors of the Company may present his opinion on the agenda items in writing in accordance with the procedure established by the internal document regulating the procedure for convening and holding the Board of Directors of the Company.

Members of the Company's Board of Directors who are absent from the place of the in-person meeting may be given the opportunity to participate in the discussion of agenda items and voting remotely via conference or video-conference (if technically possible).

18.6. The transfer of voting rights by a member of the Company's Board of Directors to another person, including another member of the Company's Board of Directors, is not allowed.

18.7. Resolutions at a meeting of the Board of Directors of the Company are adopted by a majority of votes of the members of the Board of Directors of the Company participating in the meeting, except as provided for by the legislation of the Russian Federation and these Articles of Association.

In cases where consent to a transaction must be obtained simultaneously on several grounds (as set forth in these Articles of Association and as set forth in Chapter X or Chapter XI of the Federal Law "On Joint Stock Companies"), the provisions of the Federal Law "On Joint Stock Companies" apply to the procedure for obtaining consent to the transaction.

In cases where consent to a transaction must be given by the Board of Directors of the Company simultaneously on several grounds established by these Articles of Association, and at the same time these Articles of Association provide for a different procedure for the Board of Directors of the Company to make a decision, consent to the transaction must be given on the ground providing for a greater number of votes of the members of the Board of Directors of the Company required to make such decision.

In cases where consent to a transaction must be obtained simultaneously on several grounds (established by these Articles of Association), and these Articles of Association provide for the same procedure of decision-making by the Board of Directors of the Company with respect to the relevant issues, consent to the transaction must be obtained on one of the grounds.

18.8. The resolution of the Board of Directors of the Company on consent to or subsequent approval of a major transaction is adopted unanimously by all members of the Board of Directors of the Company, and the votes of retired members of the Board of Directors of the Company are not taken into account.

Resolutions of the Board of Directors of the Company are adopted by a three-fourths majority vote of the total number of members of the Board of Directors of the Company on the following issues:

- on suspension of powers of the managing organization (manager) and appointment of the acting General Director of the Company;
- on convening an Extraordinary General Meeting of Shareholders of the Company in the cases stipulated by clauses 21.11., 21.12. of Article 21 of these Articles of Association.

The votes of retired members of the Board of Directors are not taken into account when the Board of Directors of the Company makes decisions under this clause of the Articles of Association of the Company.

At the same time, a left member of the Board of Directors of the Company is a deceased member of the Board of Directors of the Company or a court decision limited in legal capacity, recognized as incompetent or disqualified, as well as a member of the Board of Directors of the

Company who notified the Company of the rejection of his authorities. Such refusal must be made in writing in advance of the meeting of the Board of Directors of the Company.

18.9. The decision on consent to or subsequent approval of an interested-party transaction is made by the Company's Board of Directors in accordance with Article 83 of the Federal Law "On Joint Stock Companies".

18.10. Resolutions of the Board of Directors of the Company on the issues stipulated in sub-clauses 25, 26, 37-39 of clause 15.1. of Article 15 of these Articles of Association are adopted by a two-thirds majority of votes of the members of the Board of Directors of the Company participating in the meeting.

18.11. When resolving issues at a meeting of the Board of Directors of the Company, each member of the Board of Directors of the Company has one vote. In the event of a tie, the vote of the Chairman of the Board of Directors of the Company is decisive.

18.12. The quorum for a meeting of the Board of Directors of the Company must be at least half of the elected members of the Company's Board of Directors, and when making decisions on consent to or subsequent approval of transactions stipulated by Chapter XI of the Federal Law "On Joint Stock Companies" - at least 2 (Two) members of the Company's Board of Directors who are not interested in the transaction and meet the requirements set forth in Article 83.3 of the Federal Law "On Joint Stock Companies".

If the number of members of the Board of Directors of the Company becomes less than the number constituting the specified quorum, the Board of Directors of the Company must decide to hold an Extraordinary General Meeting of Shareholders of the Company to elect a new Board of Directors of the Company. The remaining members of the Board of Directors of the Company may only decide to convene such Extraordinary General Meeting of Shareholders. In this case, the quorum for a meeting of the Board of Directors of the Company is at least half of the remaining members of the Board of Directors of the Company.

18.13. Minutes are kept at the meeting of the Board of Directors of the Company. Minutes of the meeting of the Board of Directors of the Company are prepared and signed not later than 3 (Three) days after the meeting by the chairperson of the meeting and the Corporate Secretary of the Company, who are responsible for the correctness of its preparation. Minutes are accompanied by the documents approved by the Board of Directors of the Company.

When the Board of Directors of the Company adopts resolutions by absentee voting, the voting questionnaires signed by the members of the Board of Directors of the Company are attached to the minutes.

18.14. Decisions of the Board of Directors of the Company taken in disorder of the competence of the Board of Directors of the Company, in the absence of a quorum for holding a meeting of the Board of Directors of the Company or without the majority of votes of the members of the Board of Directors of the Company necessary for making a decision, are invalid regardless of their appeal in court.

Article 19. Committees of the Board of Directors of the Company

19.1. Committees of the Board of Directors of the Company are created by resolution of the Board of Directors of the Company.

19.2. Committees of the Board of Directors of the Company are created for preliminary consideration of issues falling within the competence of the Board of Directors of the Company or being studied by the Board of Directors of the Company in order to control the activity of the Company's executive body and to develop necessary recommendations to the Board of Directors of the Company and the Company's executive bodies.

19.3. The rules of operation, formation procedure, competence and term of office of the committees of the Board of Directors of the Company are determined by the internal documents of the Company approved by the Board of Directors of the Company and by separate resolutions of the Board of Directors of the Company.

19.4. The Board of Directors of the Company establishes the Audit Committee of the Board of Directors of the Company for preliminary consideration of issues related to control over the financial and economic activities of the Company, including assessment of the independence of the Auditing organization of the Company and the absence of a conflict of interest, as well as assessment of the quality of the audit of the Company's accounting (financial) statements.

Article 20. Corporate Secretary of the Company

20.1. For the purpose of proper observance in the Company of the procedure for preparation and holding of the General Meeting of Shareholders, activities of the Board of Directors of the Company, the Board of Directors of the Company may elect the Corporate Secretary of the Company, who in his activities reports directly to the Board of Directors of the Company. The Corporate Secretary of the Company is an official of the Company ensuring the Company's compliance with the legislation of the Russian Federation, these Articles of Association and internal documents of the Company, guaranteeing the realization of the rights and legitimate interests of the Company's shareholders.

20.2. The status of the Corporate Secretary of the Company, requirements to his candidacy, procedure of appointment and termination of powers of the Corporate Secretary of the Company, his subordination and procedure of interaction with management bodies and structural subdivisions of the Company, as well as other issues of activity of the Corporate Secretary of the Company are determined by the Regulations on the Corporate Secretary of the Company approved by the Board of Directors of the Company.

Article 21. Executive bodies of the Company

21.1. The current activities of the Company are managed by the sole executive body - the General Director and the collegial executive body - the Management Board of the Company.

21.2. The General Director of the Company and the Management Board of the Company are accountable to the General Meeting of Shareholders and the Board of Directors of the Company.

The Company's executive bodies regularly report to the Company's Board of Directors on the establishment and operation of an effective risk management and internal control system and are responsible for its effective functioning.

21.3. By decision of the General Meeting of Shareholders, the powers of the sole executive body of the Company may be transferred by agreement to a management organization or a manager.

The rights and obligations of the managing organization (manager) to manage the current activities of the Company are determined by the legislation of the Russian Federation and the agreement concluded by the managing organization (manager) with the Company.

The agreement with the managing organization (manager) on behalf of the Company is signed by the Chairman of the Board of Directors of the Company or a person authorized by the Board of Directors of the Company.

The terms of the agreement with the managing organization (manager), including in terms of the term of authority, are determined by the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company.

21.4. The formation of the executive bodies of the Company and the early termination of their authorities shall be carried out by decision of the Board of Directors of the Company, except in cases provided for by federal law and this Articles.

21.5. The rights and obligations of the General Director and members of the Management

Board of the Company to manage the current activities of the Company are determined by the legislation of the Russian Federation, this Articles and the employment agreement concluded by each of them with the Company.

21.6. The employment agreement on behalf of the Company is signed by the Chairman of the Board of Directors of the Company or a person authorized by the Board of Directors of the Company.

21.7. The terms of the employment agreement, including the term of authority, are determined by the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company to sign an employment agreement in accordance with paragraph 21.6 of Article 21 of this Articles.

21.8. The General Director of the Company and members of the Management Board of the Company may combine positions in the management bodies of other organizations, as well as other paid positions in other organizations, only with the consent of the Company's Board of Directors.

21.9. The rights and obligations of the employer on behalf of the Company with respect to the General Director of the Company and members of the Management Board of the Company are exercised by the Board of Directors of the Company or a person authorized by the Board of Directors of the Company.

21.10. The Board of Directors of the Company may at any time decide to terminate the powers of the General Director of the Company, members of the Management Board of the Company and to establish new executive bodies.

The powers of the General Director and members of the Management Board of the Company are terminated on the grounds established by the legislation of the Russian Federation and the labor contract concluded by each of them with the Company.

21.11. The General Meeting of Shareholders may at any time make a decision on early termination of powers of the managing organization (manager).

The Board of Directors of the Company may decide to suspend the powers of the managing organization or manager. Simultaneously with the said resolution, the Board of Directors of the Company must make a resolution on appointment of the acting General Director of the Company and on holding an extraordinary General Meeting of Shareholders to resolve the issue of early termination of powers of the managing organization (manager) and, unless otherwise resolved by the Board of Directors of the Company, on transfer of powers of the sole executive body of the Company to the managing organization (manager).

21.12. If the managing organization (manager) is unable to perform its duties, the Board of Directors of the Company may decide to appoint an acting General Director of the Company and to hold an extraordinary General Meeting of Shareholders to resolve the issue of early termination of the powers of the managing organization (manager) and, unless otherwise decided by the Board of Directors of the Company, to transfer the powers of the sole executive body of the Company to another managing organization or manager.

21.13. The Acting General Director of the Company manages the current activities of the Company within the competence of the executive bodies of the Company, unless the Board of Directors of the Company decides otherwise.

21.14. The General Director, members of the Management Board of the Company, the Acting General Director of the Company, as well as the managing organization (manager), in exercising their rights and performing their duties, must act in the interests of the Company, exercise their rights and perform their duties in respect of the Company in good faith and reasonably.

21.15. The General Director, members of the Management Board of the Company, acting General Director of the Company, as well as the managing organization (manager) are liable to the Company for losses caused to the Company by their culpable actions (inaction), unless other grounds and amount of liability are established by federal laws.

The General Director of the Company is personally responsible for the organization of protection of information constituting state secrets, as well as for non-compliance with statutory restrictions on familiarization with the above-mentioned information.

The liability provided for by this clause does not apply to members of the Management Board of the Company who voted against the decision that caused losses to the Company or who did not participate in the voting.

21.16. In case of temporary absence of the General Director of the Company (including, but not limited to, due to illness, business trip, vacation), the performance of his duties on the basis of the order of the General Director of the Company may be assigned to one of his deputies, only in the absence of a resolution of the Board of Directors of the Company on appointment of an acting General Director of the Company.

In connection with the circumstances specified in paragraph one of this clause of the Articles of Association of the Company, the Board of Directors of the Company has the right to make a decision to appoint an acting General Director of the Company for a certain period of time without terminating the powers of the General Director of the Company.

Article 22. The Board of the Company

22.1. The Management Board of the Company acts on the basis of these Articles of Association, as well as the Regulations on the Management Board of the Company approved by the General Meeting of Shareholders, which establishes the terms and procedure for convening and holding its meetings, as well as the decision-making procedure.

22.2. The competence of the Management Board of the Company includes the following issues:

1) development and submission of priority areas of activity, including the Company's development strategy, for consideration by the Company's Board of Directors;

2) preparation of a business plan (adjusted business plan) and a quarterly report on the execution of the business plan (for the first quarter, first six months, nine months, reporting year);

3) preparation of the Company's annual report, a report on fulfillment by the Management Board of the Company of resolutions of the General Meeting of Shareholders and the Board of Directors of the Company;

4) consideration of reports (information) of the Deputy General Directors of the Company, heads of separate structural subdivisions of the Company on the activities of the Company and its SDCs submitted for consideration by the Management Board of the Company in accordance with the instructions of the Management Board of the Company or the Board of Directors of the Company;

5) making decisions on issues within the competence of the supreme governing bodies of business entities, 100 (One hundred) percent of the authorized capital / voting shares of which are owned by the Company (subject to sub-clauses 38, 39 of clause 15.1. of Article 15 of these Articles of Association);

6) making decisions on conclusion of transactions, the subject of which is property, works and services, the value of which is from 1 (One) to 25 (Twenty-five) percent of the book value of the Company's assets, according to the accounting (financial) statements as of the last reporting date (except for transactions, the decision to consent to which is made by the Company's Board of Directors in accordance with the Federal Law "On Joint Stock Companies" and these Articles of Association of the Company);

7) approval of the risk register, risk management action plans, review of risk management reports, issuance of recommendations on improvement of risk management and monitoring measures, improvement of control procedures;

8) resolving other issues of management of the Company's current activities in

accordance with the decisions of the General Meeting of Shareholders, the Board of Directors of the Company, as well as issues submitted for consideration of the Management Board of the Company by the General Director of the Company.

22.3. Members of the Management Board of the Company are elected by the Board of Directors of the Company in the number determined by the resolution of the Board of Directors of the Company upon the proposal of the General Director of the Company.

If the Board of Directors of the Company rejects candidates to the Management Board proposed by the General Director, the Board of Directors of the Company has the right to elect candidates proposed by a member (members) of the Board of Directors of the Company to the Management Board of the Company.

The quantitative composition of the Management Board of the Company may not be less than 3 (three) persons.

22.4. The Management Board of the Company is competent if at least half of the elected members of the Management Board of the Company participate in the meeting (in absentee voting).

22.5. All decisions are made by the Management Board of the Company by a simple majority of votes of the members of the Management Board of the Company present at the meeting (participating in absentee voting). In the event of a tie, the vote of the Chairman of the Management Board of the Company is decisive.

22.6. The transfer of voting rights by a member of the Management Board of the Company to another person, including another member of the Management Board of the Company, is not allowed.

Article 23. General Director of the Company

23.1. The General Director of the Company manages the current activities of the Company in accordance with the decisions of the General Meeting of Shareholders of the Company, the Board of Directors and the Management Board of the Company made in accordance with their competence.

23.2. The competence of the General Director of the Company includes all issues related to the management of the Company's current activities, with the exception of issues falling within the competence of the General Meeting of Shareholders, the Board of Directors and the Management Board of the Company.

23.3. The General Director of the Company acts on behalf of the Company without a power of attorney, including subject to the restrictions provided for by applicable law, these Articles of Association and resolutions of the Board of Directors of the Company:

- ensures the implementation of the Company's activity plans necessary for solving its tasks;
- organizes accounting and tax accounting and reporting in the Company, storage of accounting documents;
- disposes of the Company's property, makes transactions on behalf of the Company, issues powers of attorney, opens settlement and other accounts of the Company in banks and other credit organizations (as well as in cases provided for by law - in organizations - professional participants of the securities market);
- issues orders, approves (adopts) instructions, local normative acts and other internal documents of the Company on issues within its competence, gives instructions binding on all employees of the Company;
- approves the Regulations on branches and representative offices of the Company;
- in accordance with the organizational structure of the executive office of the Company approves the staff schedule and salaries of the Company's employees;
- exercises the rights and obligations of an employer in respect of the Company's employees

as stipulated by labor legislation;

- performs the functions of the Chairman of the Management Board of the Company;
- distributes responsibilities among the Deputy General Directors;
- no later than 45 (forty-five) days prior to the date of the annual General Meeting of Shareholders of the Company submits the annual report, annual accounting (financial) statements, proposals on distribution of profits and losses of the Company;
- ensures the creation and maintenance of a control environment that facilitates the effective functioning of the risk management and internal control system within the framework of current operations;
- resolves other issues of the Company's current activities, except for the issues referred to the competence of the General Meeting of Shareholders, the Board of Directors and the Management Board of the Company.

23.4. The General Director of the Company is elected by the Board of Directors of the Company by a majority of votes of the members of the Board of Directors of the Company attending the meeting.

The nomination of candidates for the position of General Director of the Company for election by the Board of Directors of the Company is carried out in accordance with the procedure determined by the internal document regulating the procedure for convening and holding meetings of the Board of Directors of the Company.

Article 24. Audit Commission, internal audit Audit Organization of the Company

24.1. To exercise control over the Company's financial and economic activities, the General Meeting of Shareholders elects the Company's Audit Commission for the period until the next annual General Meeting of Shareholders.

If the Audit Commission of the Company is elected at an extraordinary General Meeting of Shareholders, the members of the Audit Commission of the Company are deemed elected for the period until the date of the annual General Meeting of Shareholders of the Company.

The quantitative composition of the Company's Audit Commission is 5 (Five) people.

24.2. By resolution of the General Meeting of Shareholders of the Company, the authorities of all or individual members of the Company's Audit Commission may be terminated ahead of schedule.

Members of the Company's Audit Commission may not simultaneously be members of the Board of Directors of the Company, as well as hold other positions in the management bodies of the Company.

24.3. The competencies of the Company's Audit Commission include:

- inspection (audit) of the Company's financial, accounting, payment and settlement and other documentation related to the Company's financial and business activities for its compliance with the laws of the Russian Federation, these Articles of Association and internal documents of the Company;
- inspection and analysis of the Company's financial condition, its solvency, functioning of the risk management and internal control system, liquidity of assets, equity/borrowed funds ratio, correctness and timeliness of accrual and payment of interest on bonds, income on other securities;
- control over expenditure of the Company's funds in accordance with the approved business plan and budget of the Company;
- control over the formation and use of the reserve and other funds of the Company;
- checking the timeliness and correctness of settlement transactions with counterparties and the budget, as well as settlement transactions on labor remuneration, social insurance, accrual and payment of dividends and other settlement transactions;

– control over compliance with the established procedure for writing off debts of insolvent debtors to the Company's losses;

– verification of the Company's business operations carried out in accordance with the concluded contracts;

– verification of compliance in the use of material, labor and financial resources in financial and economic activities with existing agreements, norms and standards, approved estimates and other documents regulating the Company's activities;

– control over safety and use of fixed assets;

– audit of the cash and property of the Company, the efficiency of use of the assets and other resources of the Company, identification of causes of the non-productive losses and expenses, identification of possible ways to improve the financial condition of the Company;

– verification of fulfillment of instructions to eliminate violations and deficiencies previously identified by the Company's Audit Commission;

– making recommendations to the Company's management bodies;

– taking other actions related to the audit of the Company's financial and economic activities.

24.4. All decisions on issues within the competence of the Audit Commission of the Company are made by a simple majority of votes of the total number of its members.

24.5. The Company's Audit Commission has the right, and in case of detection of serious violations in the financial and economic activities of the Company, is obliged to demand the convening of an extraordinary General Meeting of Shareholders of the Company.

24.6. The procedure for the activities of the Internal Audit Commission of the Company is determined by an internal document of the Company approved by the General Meeting of Shareholders of the Company.

In accordance with the decision to conduct an audit (inspection), the Audit Commission of the Company has the right to involve in its work specialists in the relevant fields (law, economics, finance, accounting, management, economic security and other branches of knowledge) who do not hold positions in the Company, as well as specialized organizations, and to apply to the Company for the conclusion of civil law contracts with these specialists and organizations.

24.7. An audit (inspection) of the Company's financial and economic activities is carried out based on the results of the Company's activities for the year, and may also be carried out at any time at the initiative of the Company's Audit Commission, by resolution of the General Meeting of Shareholders, the Board of Directors of the Company, or at the request of a shareholder (shareholders) of the Company holding in the aggregate at least 10 (ten) percent of the Company's voting shares.

24.8. At the request of the Company's Audit Commission, persons holding positions in the Company's management bodies are required to submit documents on the Company's financial and economic activities.

24.8.1. Based on the results of the audit of the financial and economic activities of the Company, the Audit Commission of the Company draws up an opinion, which must contain:

– confirmation of reliability of data contained in reports and other financial documents of the Company;

– information on facts of violation of the accounting procedure and presentation of accounting (financial) statements established by legal acts of the Russian Federation, as well as legal acts of the Russian Federation in the course of financial and economic activities;

– confirmation of reliability of the data contained in the report on the concluded interested-party transactions.

24.8.2. By decision of the General Meeting of Shareholders, members of the Audit Commission of the Company may be paid remuneration and (or) compensated for expenses related to the performance of their duties during the performance of their duties. The amounts of such remuneration and compensation are determined by a decision of the General Meeting of Shareholders.

24.9. An internal audit is carried out in the Company to assess the reliability and effectiveness of the risk management and internal control system.

24.10. The procedure for internal audit activities is determined by these Articles of Association, the Internal Audit Policy approved by the decision of the Board of Directors of the Company, and local regulations governing the activities of internal audit.

24.11. The official responsible for organization and implementation of the Internal Audit (head of the structural unit responsible for organization and implementation of the Internal Audit) is appointed and dismissed from his position based on the resolution of the Board of Directors of the Company. The terms and conditions of the labor contract with the said person are approved by the Board of Directors of the Company.

If the internal documents of the Company provide for the possibility of internal audit by another legal entity, the Board of Directors of the Company determines such entity and the terms and conditions of the contract with it, including the amount of its remuneration.

24.12. The General Meeting of Shareholders for the audit of annual accounting (financial) statements annually appoints the Company's auditing organization, which must be independent in accordance with Federal Law No. 307-FZ "On Auditing" dated 30.12.2008

24.13. The amount of payment for the services of the auditing organization of the Company is determined by the Board of Directors of the Company.

24.14. The Auditing organization audits the financial and business activities of the Company in accordance with the requirements of the legislation of the Russian Federation and on the basis of the contract concluded with it.

24.15. Based on the results of the audit, the Company's auditing organization draws up an opinion, which must contain:

- confirmation of the reliability of data contained in the Company's accounting (financial) statements;
- information on the facts of violation by the Company of the accounting procedure and presentation of accounting (financial) statements established by the legal acts of the Russian Federation, as well as the legal acts of the Russian Federation in the course of the Company's financial and economic activities.

The requirements to the form, content and procedure for providing an audit report based on the audit results are established by the Standards on Auditing, the Bank of Russia, and legal acts of the Russian Federation on the basis of the contract concluded with the Company's audit organization.

Article 25. Accounting and accounting (financial) report of the Company

25.1. The Company is obliged to keep accounting records and submit accounting (financial) statements in accordance with the procedure established by the legislation of the Russian Federation and this Articles.

25.2. Responsibility for the organization, status and reliability of accounting in the Company, timely submission of accounting (financial) statements to government agencies, as well as information on the Company's activities submitted to the Company's shareholders, creditors and the media, is borne by the General Director of the Company in accordance with the legislation of the Russian Federation and this Articles.

25.3. The reliability of the data contained in the annual report and annual accounting (financial) statements of the Company must be confirmed by the Audit Commission of the Company.

25.4. The Annual Report is subject to preliminary approval by the Board of Directors of the Company no later than 30 (Thirty) days before the date of the Annual General Meeting of Shareholders of the Company.

Article 26. Storage of documents by the Company. Provision of information by the Company

26.1. The Company is obliged to keep documents provided for by the Federal Law "On Joint Stock Companies", the Articles and internal documents of the Company, decisions of the Company's management bodies, as well as documents provided for by regulatory legal acts of the Russian Federation.

26.2. The Company keeps the documents stipulated by clause 26.1 of Article 26 of these Articles of Association at the location of the executive body of the Company in accordance with the procedure and within the terms established by the Bank of Russia.

26.3. During the reorganization of the Company, all documents are transferred in accordance with the established procedure to the legal successor.

26.4. Upon elimination of the Company, documents of permanent storage of scientific and historical significance are transferred for state storage to the Federal Archival Service of Russia, personnel documents (orders, personal files and accounting cards, personal accounts, etc.) are transferred for storage to the appropriate archive of the subject of the Russian Federation.

The transfer and ordering of documents is carried out in accordance with the requirements of archival authorities.

Information about the Company is provided to them in accordance with the requirements of the legislation of the Russian Federation.

26.5. The Company is obliged to provide shareholders with access to documents upon their request in the manner and within the time limits provided for by the legislation of the Russian Federation.

26.6. Information about the Company is provided to them in accordance with the requirements of the Federal Law "On Joint Stock Companies" and other legal acts of the Russian Federation.

26.7. The requirement to provide access to the Company's documents may be presented to the Company in one of the following ways:

– sending by mail or through a courier service to the address of the Company contained in the Unified State Register of Legal Entities, as well as to other addresses specified in the Company's Articles or disclosed on the Company's website in the information and telecommunications network "Internet" for sending a request;

– handing over under signature to the person holding the position (performing functions) of the sole executive body, the Chairman of the Board of Directors of the Company or another person authorized to receive written correspondence addressed to the Company, including the Corporate Secretary of the Company;

– giving instructions (instructions) to this nominee by an authorized person whose rights to shares of the Company are taken into account by a nominee holder who takes into account the rights of an authorized person to shares of the Company, if this is provided for by an agreement with him, and sending a message by this nominee holder about the expression of the will of the authorized person in accordance with the indication (instruction) received from him;

– by sending an email.

26.8. The date of submission of the request sent by e-mail is the date of registration of the received request as an incoming document.

26.9. The Company has the right to refuse access to documents and information in cases established by the Federal Law "On Joint Stock Companies". In this case, the Company is obliged to notify the person who submitted the request in writing about the decision made within 7 (Seven) business days from the date of the request. Notification of refusal to provide access to the Company's documents is sent to such a person by the communication method specified in the request.

26.10. The amount of the fee is set by the General Director of the Company and may not exceed the cost of making copies of documents and, if the request indicates the need to send them to the address specified by the shareholder, the corresponding forwarding costs.

Information on the cost of making copies of documents is posted on the Company's website on the Internet information and telecommunications network.

In case of non-payment by the shareholder (authorized person) of the Company's expenses for the production and (or) forwarding of copies of the Company's documents upon a previously received and fulfilled request, the deadline for providing copies of the Company's documents for subsequent requirements is calculated from the date of receipt of such payment.

26.11. The Company provides shareholders and employees of the Company with access to information in compliance with the requirements of the legislation on state and commercial secrets.

26.12. The deadline for fulfilling the obligation to provide documents containing confidential information is calculated no earlier than from the moment of signing an agreement on the non-proliferation of information (confidentiality agreement) between the Company and the shareholder who requested access to the documents.

26.13. The Company is obliged to post on its website in the information and telecommunication network "Internet" the terms of the confidentiality contract (agreement). In the case of a group appeal by shareholders, this agreement must be signed by each of them, and when providing access to documents to a shareholder's representative by attorney, both by the shareholder himself and his representative.

26.14. Notices on indications of possible interest in the Company's transactions, as well as Notices on changes in information containing indications of possible interest in the audit organization's transactions are sent to the Company in one of the following ways:

- sending by registered mail with return receipt requested or via courier service to the address of the Company contained in the Unified State Register of Legal Entities, as well as to other addresses specified in the Articles of Association of the Company or in the internal document of the Company approved by the General Meeting of Shareholders of the Company;
- delivery against signature to the person holding the position (performing the functions) of the sole executive body of the Company or other person authorized to receive written correspondence addressed to the Company;
- sending an electronic document signed with an electronic signature in accordance with the requirements of the Federal Law dated 06.04.2011 N 63-FZ "On Electronic Signature" via telecommunication channels, including via the information and telecommunication network "Internet";
- sending to e-mail.

Article 27. Reorganization and elimination of the Company

27.1. The Company may be voluntarily reorganized through merger, incorporation, division, separation and transformation, as well as on the grounds and in accordance with the procedure established by the Civil Code of the Russian Federation and federal laws.

27.2. The Company may be eliminated by a court decision or voluntarily in accordance with the procedure provided for by the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies" and this Articles.

27.3. In case of reorganization, elimination of the Company or termination of work containing information constituting a state and commercial secret, the Company is obliged to ensure the safety of this information and its carriers by developing and implementing measures of secrecy, information protection, countering foreign technical intelligence, protection and fire safety.