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APPROVED BY
the decision of the annual
General Meeting of Shareholders
of PJSC Rosseti Moscow Region on
May 21, 2021
(Minutes No. 24 of May 25, 2021)

CHARTER
of Public Joint Stock Company
"Rosseti Moscow Region"
(new edition)

Moscow
2019

Article 1. General provisions

1.1. Public Joint-Stock Company "Rosseti Moscow Region" (hereinafter - the "Company"), renamed from JSC "Moscow Regional Electric Grid Company", was created as a result of the reorganization of JSC "Mosenergo" in the form of a separation (minutes of the Annual General Meeting of Shareholders of JSC "Mosenergo" No. 1 dated June 29, 2004). On April 1, 2005, an entry was made in the Unified State Register of Legal Entities by the Moscow Interdistrict Inspectorate of the Federal Tax Service No. 46 on the establishment of a legal entity by means of reorganization in the form of a spin-off (main state registration number 1057746555811).

1.2. The Company is the successor in respect of part of the rights and obligations of OJSC "Mosenergo" in accordance with the dividing balance of OJSC "Mosenergo" approved by the Annual General Meeting shareholders of OJSC "Mosenergo" (Minutes No. 1 dated June 29, 2004).

1.3. The full company name in Russian is Публичное акционерное общество «Россети Московский регион».

Former full brand names of the Company in Russian – Публичное акционерное общество «Московская объединенная электросетевая компания», Открытое акционерное общество «Московская объединенная электросетевая компания».

The full company name in English is Public Joint-Stock Company Rosseti Moscow Region.

The former full brand names in English are Public Joint-Stock Company "Moscow United Electric Grid Company"; Joint-Stock Company "Moscow United Electric Grid Company".

1.4. The abbreviated company names in Russian are ПАО «Россети Московский регион», ПАО «Россети МР».

The former abbreviated corporate names of the Company in Russian are ПАО «Московская объединенная электросетевая компания», ПАО «МОЭСК», ОАО «Московская объединенная электросетевая компания», ОАО «МОЭСК».

The abbreviated brand names of the Company in English are PJSC "Rosseti Moscow Region", PJSC "Rosseti MR".

The former abbreviated company names in English are PJSC MOESK, JSC MOESK.

1.5. Location of the Company: Moscow, the Russian Federation The address of the Company is indicated in the Unified State Register of Legal Entities.

1.6. The Company was established for an indefinite duration.

Article 2. 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, and this Charter.

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 accounted for on its independent balance sheet and is liable for its obligations, may acquire and exercise property and personal non-property rights on its own behalf, perform duties, be a plaintiff and defendant in court.

2.4. The Company is entitled to open bank accounts on the territory of the Russian Federation and abroad in the prescribed manner.

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

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

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

Shareholders have the right to alienate their shares without the consent 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 an indication of its location.

The Company shall be entitled to have stamps and letterheads bearing its corporate name, its own emblem, as well as its duly registered trademark and other means of visual identification.

2.7. The Company shall have civil rights and obligations necessary to carry out any activities 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 endowed with the property created by the Company and operate on the basis of the regulations approved by the Company.

The head of the Company's branch or representative office shall be appointed by the Director General of the Company and shall act 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 about the Company's branches and representative offices, if any, is indicated in the Unified State Register of Legal Entities.

2.9. The Company may have subsidiaries with the rights of a legal entity in the territory of the Russian Federation established in accordance with the Federal Law "On Joint-Stock Companies", other federal laws and this Charter, and outside the territory of the Russian Federation, in accordance with the legislation of a foreign state at the location of the subsidiary economic society unless otherwise provided by an international treaty of the Russian Federation.

2.10. An economic company in which the share of the Company's participation is more than 20 (Twenty) percent of voting shares (stakes) for the purposes of this Charter shall be recognized as dependent.

Article 3. Purpose and activities of the Company

3.1. The main activities of the Company include:

- ensuring reliable and high-quality energy supply to consumers (in terms of electricity supply and transmission);

- ensuring of the effective and reliable operation of distribution grid facilities;
- ensuring the sustainable development of the distribution grid complex;
- making a profit by the Company.

3.2. In order to make a profit and achieve its business goals, the Company may engage in any type of activity not prohibited by law, including:

- provision of services for transmission and distribution of electric energy;
- provision of services for connection to electric networks;
- provision of services for the collection, transmission and processing of technological information, including measurement and accounting data;
- diagnostics, operation, repair of power grids and other power grid facilities and their technological management;
- diagnostics, operation, repair of technological communication networks, measuring and accounting instruments, relay protection and emergency automation equipment and other technological equipment related to the operation of the electric grid economy, as well as their technological management;
- development of long-term forecasts, prospective and current plans for the development of the power grid complex, targeted integrated scientific, technical, economic and social programs;
- development of power grids and other facilities of electricity supply network including design, engineering surveys, construction, reconstruction, technical re-equipment, installation, and commissioning;
- development of technological communication networks, measuring and accounting equipment, relay protection equipment, emergency automation and other technological equipment related to power grid operation, including design, engineering surveys, construction, reconstruction, technical re-equipment, installation, and commissioning;
- operation of hazardous production facilities;
- preparation of project documentation for capital construction projects;
- implementation of construction, reconstruction and overhaul activities;
- activities in the field of energy conservation and energy efficiency improvement;
- development of schedules for emergency restriction of consumption mode;
- making control measurements of current distribution, loads and voltage levels in power grids of power systems;
- provision of services for the certification of workplaces according to working conditions;
- activities to prevent fires, installation, repair and maintenance of fire safety equipment for buildings and structures related to the functioning of the electric grid;
- organization and implementation of production control over compliance

- with industrial safety requirements of hazardous production facilities;
- storage of oil products used for technological purposes;
- implementation of foreign economic activities, trade, economic, scientific and technical cooperation with foreign companies in order to ensure the activities of the Company provided for in the Charter;
- educational activities for the purpose of training, retraining and teaching of personnel, including assessing the personnel's knowledge of the operating and maintenance rules, fire safety rules and other regulatory documents;
- transportation of goods and passengers by road, rail and air transport for technological purposes;
- operation, maintenance and repair of road, rail and air transport and lifting equipment used for technological purposes;
- organizational, practical and preventive activities to ensure comprehensive security (anti-terrorist and anti-criminal protection, economic security, anti-corruption and information security);
- organization and conduct of defense activities on mobilization training, civil defense, emergency situations, and the protection of information constituting state secrets in accordance with the applicable legislation of the Russian Federation;
- elimination of the consequences of accidents on communication lines, contact and power grids;
- round-the-clock operational dispatch control of the coordinated work of electric networks and other objects of power supply network, prevention and elimination of technological violations during the transmission and distribution of electric energy;
- conducting activities in terms of research, development and technological works, including development, creation,
- introduction of new equipment and improvement of existing equipment, technologies, methods in order to improve the reliability, quality, efficiency and environmental friendliness of energy supply to consumers, creation of conditions for the development of the Russian electric power system, implementation of R&D and innovation programs, participation in the formation of industry R&D funds;
- other types of activities not prohibited by the legislation of the Russian Federation.

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 organization, or a certificate of admission to a certain type of work issued by a self-regulating organization.

The right of the Company to carry out activities for which it is necessary to obtain a special permit (license), membership in a self-regulating organization or obtaining a certificate of self-regulating of the organization on admission to a certain type of work, arises from the moment of receipt of such permission (license) or within the period specified therein

or from the moment of the Company's entry into a self-regulatory organization or issuance by a self-regulatory organization of a certificate of admission to a certain type of work and shall be terminated upon termination of the permit (license), membership in a self-regulatory organization or issued by a self-regulatory organization of a certificate of admission to a certain type of work.

Article 4. Company's authorized capital

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 24,353,545,787 (Twenty-four billion three hundred fifty-three million five hundred forty-five thousand seven hundred and eighty-seven) rubles

4.2. The Company placed ordinary shares of the same nominal value of 0.5 (zero point five) rubles each in the amount of 48,707,091.574 (Forty eight billion seven hundred seven million ninety one thousand five hundred seventy four) shares for a total amount of par value 24,353,545,787 (Twenty four billion three hundred fifty three million five hundred forty five thousand seven hundred eighty seven) rubles.

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 purchasing and redemption of a portion of the outstanding shares of the Company in accordance with this Charter.

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 to the Company is allowed in cases stipulated by the Federal Law "On Joint-Stock Companies".

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

The authorized capital of the Company may not be reduced if as a result of such reduction the Company's authorized capital becomes less than the minimum amount of the authorized capital set forth in accordance with the Federal Law "On Joint-Stock Companies" as of the date of submission of documents for state registration of respective amendments to this Charter, and in cases where, in accordance with the Federal Law "On Joint-Stock Companies", the Company is required to reduce its authorized capital as of the date of the Company's state registration.

The Company is obliged to reduce its authorized capital in cases stipulated by the Federal Law "On Joint-Stock Companies".

4.6. The Company declares, in addition to the outstanding shares, 3,718,126 (Three million seven hundred eighteen thousand one hundred and twenty-six) ordinary registered shares with a par value of 0.5 (Zero point five) rubles each for a total amount at a par value of 1,859,063 (One million eight hundred fifty-nine thousand sixty-three) rubles.

Ordinary shares declared by the Company for placement give their owners the rights provided for in Article 6, clause 6.2. of this Charter.

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

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

5.2. The Company has the right to place additional shares and other equity securities by 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 to shareholders.

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

5.4. In the case of conversion into shares at the request of holders of the Company's issuable securities convertible into shares, the period during which the holders have the right to submit or revoke a conversion request may not be less than 20 days.

5.5. Requests for conversion into shares of issuable securities or withdrawal of such requests shall be made in accordance with the rules of securities legislation of the Russian Federation.

5.6. Conversion of ordinary shares into preferred shares, bonds and other securities is not allowed.

5.7. No issuable securities may be converted into shares of the Company if the aggregate offering price of the issuable securities convertible into shares is less than the aggregate par value of the Company's additional shares into which such securities are converted. The Company shall place its shares and other issuable securities convertible into shares in accordance with the legal acts of the Russian Federation.

5.8. If, when exercising the preemptive right to acquire additional shares, as well as during the consolidation of shares, a shareholder cannot obtain a whole number of shares, then parts of the shares are formed (fractional shares).

A fractional share grants the shareholder — its owner — the rights granted by a share of the corresponding category (type), in the amount corresponding to the part of the whole share that it makes up.

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

5.9. The form of payment for additional shares placed by subscription is determined by the decision on their placement and shall conform to the requirements of the legislation of the Russian Federation.

Payment of other issuance securities can be made only by monetary means.

Article 6. Rights and obligations of shareholders of the Company

6.1. A shareholder of the Company shall be recognized as a person who owns

shares of the Company on the grounds provided for by the legislation of the Russian Federation and this Charter.

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 in person or through representatives in the General Meeting of Shareholders of the Company with the right to vote on all issues within the competence;
- 2) submit proposals to the agenda of the General Meeting in accordance with the procedure provided for by the legislation of the Russian Federation and this Charter;
- 3) receive information about the Company's activities and become acquainted with the Company's documents in accordance with Article 91 of the Federal Law "On Joint-Stock Companies," other normative legal acts and this Charter;
- 4) receive dividends declared by the Company;
- 5) acquire in the preemptive manner, in cases and in accordance with the procedure provided for by the legislation of the Russian Federation, the following securities placed by subscription:
 - additional shares and equity securities 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 issuable securities convertible into them, or additional preference shares with priority in the order of receiving dividends and issuable securities convertible into them in the 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 liquidation 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) appeal, acting on behalf of the Company, decisions of the Company's management bodies entailing civil consequences, in cases and in accordance with the procedure provided for by the legislation of the Russian Federation;
- 8) claim compensation for losses caused to the Company;
- 9) challenge the Company's transactions on the grounds stipulated by the laws of the Russian Federation and demand application of the consequences of their invalidity, as well as application of the consequences of invalidity of the Company's void transactions;
- 10) enter into 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 Charter.

6.3. Based on an agreement with the Company, shareholders have the right to

finance and support the activities of the Company at any time to make gratuitous contributions in cash or in another form to the property of the company, which do not increase the authorized capital of the company and do not change the nominal value of shares (contributions to the property of the Company). The property contributed by shareholders shall be of the types specified in Article 66.1, clause 1 of the Civil Code of the Russian Federation.

The agreement under which a shareholder makes a contribution to the Company's property shall be approved in advance by decision of the Board of Directors of the Company.

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 way, manner and within the terms provided for by the legislation of the Russian Federation or the Charter 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 law, if its participation is necessary for making such decisions;
- 4) not to commit actions deliberately aimed at causing harm to the Company;
- 5) not to commit acts (omissions) that significantly impede or make it impossible to achieve the goals for which the Company is established;
- 6) notify the Company of the conclusion of the corporate agreement in the manner and within the time limits established by the laws of the Russian Federation;
- 7) notify the other shareholders of the Company in advance of the 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 declare a transaction of the Company invalid or to apply the consequences of invalidity of the transaction, by sending a notice in writing, which shall be received by the Company at least five days before the date of application to the court.

The shareholders of the Company may bear other duties provided for by the legislation of the Russian Federation or this Charter.

Article 7. Dividends

7.1. The Company has the right by results of the first quarter, six months, nine months of the reporting year and (or) by results of the reporting year to take decisions (declare) about payment of dividends on placed shares. 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 adopted within three months after the end of the relevant 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 on payment (declaration) of dividends shall be made by the General Meeting of Shareholders of the Company. This decision shall 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 Company's Board of Directors.

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 make a decision on non-payment of dividends on ordinary shares.

7.3. The Company has no right to decide (declare) on the payment of dividends on shares, and has no right to pay declared dividends on shares in cases provided for 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) statements.

7.5. The term of payment of dividends to the nominal holder and a market trustee who is a professional participant in the securities, registered in the shareholder register, shall not exceed 10 working days; as for other persons registered in the shareholder register, the term of payment of dividends shall not exceed 25 working days from the date on which the persons entitled to receive dividends are determined.

The date on which, in accordance with the decision to pay (declare) dividends, the persons entitled to receive dividends are determined cannot be set earlier than 10 days from the date of making the decision to pay (declare) dividends and later than 20 days from the date of making such a decision.

Dividends are paid to persons who were owners of shares of the corresponding category (type) or persons exercising rights under these shares in accordance with federal laws at the end of the working day of the date on which, in accordance with the decision to pay dividends, the persons entitled to receive dividends are determined.

Dividend payout in monetary terms is carried out in non-cash form by the Company or on its behalf by the Registrar conducting the register of shareholders of the Company, or by a credit institution.

Payment of dividends in monetary terms to individuals whose rights to shares are registered in the Company's shareholders register is made 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 Company's Registrar, or, in the absence of information about bank accounts, special accounts of financial platform operators, — by postal money transfer; as for other persons, whose rights to shares are recorded in the shareholder register of the Company, payment of dividends in monetary terms is made by transferring funds to their bank accounts. The Company's obligation to pay dividends to such persons shall be deemed to have been performed from the date of acceptance of the funds transferred by the federal postal service organization or from the date of receipt of the funds by the credit organization where the bank account of the person entitled to receive dividends is opened, or, if such person is a credit organization, to its account.

Persons who have the right to receive dividends and whose rights to shares are accounted for by a nominee holder of shares receive dividends in cash in accordance with the

procedure established by the legislation of the Russian Federation on securities. A nominee holder to whom dividends have been transferred and who has not fulfilled the obligation to transfer them established by the legislation of the Russian Federation on securities, for reasons beyond their control, is obliged to return them to the Company within 10 days after the expiration of one month from the expiry date of the dividend payout term.

7.6. A person who has not received the declared dividends because the Company or the registrar does not have accurate and necessary address data or bank details, or because of other creditor default, has the right to apply for payment of such dividends (unclaimed dividends) within three years from the date of decision on their payout.

The deadline for filing a claim for payment of unclaimed dividends, if missed, shall not be restored, unless the person entitled to receive dividends has not filed this claim under the influence of violence or threat.

At the end of this period, the declared and unclaimed dividends are restored as part of the Company's undivided profit, and the obligation to pay them is terminated.

Article 8. The Company's Funds

8.1. The Company creates a Reserve Fund 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 net profit of the Company until the Reserve Fund reaches a specified 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 buy back the Company's shares in the absence of other funds.

The Company's Reserve Fund cannot be used for other purposes. The Company has the right to form other funds in accordance with the requirements of the current 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 body controlling the financial and business activities of the Company is the Audit Commission of the Company.

Article 10. General Meeting of shareholders

10.1. The General Meeting of Shareholders shall be the highest management body of the Company.

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

- 1) introduction of amendments and addenda to the Charter or approval of the Charter

- in a new version;
- 2) the Company's reorganization;
 - 3) liquidation of the Company, appointment of a liquidation commission and approval of interim and final liquidation balances;
 - 4) determination of the number, nominal value, category (type) of authorized shares and the rights granted by these shares;
 - 5) increase of the Company's authorized capital by increasing the nominal value of shares or by placing additional shares;
 - 6) reduction of the authorized capital of the Company by reducing the nominal value of the shares, by acquiring a part of the shares by the Company in order to reduce their total number, as well as by redeeming the shares acquired or repurchased by the Company;
 - 7) split-up and consolidation of the Company's shares;
 - 8) decision-making on the Company's placement of bonds convertible into shares and other issuable securities convertible into shares;
 - 9) determination of the quantitative composition of the Company's Board of Directors, election of its members and early termination of their powers;
 - 10) election of members of the Audit Commission of the Company and early termination of their powers;
 - 11) approval of the Company's Auditor;
 - 12) decision-making on the transfer of powers of the sole executive body of the Company to the managing organization (manager) and on the early termination of its powers;
 - 13) approval of the annual report, annual accounting (financial) statements of the Company;
 - 13.1) distribution of profit (including payment (declaration) of dividends, except for profit distributed as 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;
 - 14) payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year;
 - 15) determination of the procedure for conducting the General Meeting of Shareholders of the Company;
 - 16) making decisions on consent to or subsequent approval of interested-party transactions in the cases provided for in Article 83 of the Federal Law "On Joint-Stock Companies";
 - 17) decision-making on the consent or subsequent approval of major transactions in cases stipulated by Article 79 of the Federal Law "On Joint-Stock Companies";
 - 18) decision-making on participation in financial and industrial groups, associations and other associations of commercial organizations;
 - 19) approval of internal documents regulating the activities of the Company's bodies;
 - 20) decision-making on payment of remuneration and (or) compensation to members of the Audit Commission of the Company;

- 21) decision-making on the payment of remuneration and/or compensation to members of the Board of Directors of the Company;
- 22) decision-making on filing an application for delisting the Company's shares and (or) the Company's equity securities convertible into its shares;
- 23) acquisition of outstanding shares by the company in cases stipulated by the Federal Law "On Joint Stock Companies";
- 24) resolution of other issues stipulated by the Federal Law "On Joint-Stock Companies".

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

The General Meeting of Shareholders of the Company is not entitled to consider and make decisions on issues not included in its competence by the Federal Law "On Joint-Stock Companies".

10.4. The decision of the General Meeting of Shareholders of the Company 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 (individual) decision can be made for each issue put to vote.

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

- introduction of amendments and addenda to the Charter or approval of the Charter in a new version;
- the Company's reorganization;
- liquidation of the Company, appointment of a liquidation commission and approval of interim and final liquidation balances;
- determination of the number, nominal value, category (type) of authorized shares and the rights granted by these shares;
- reduction of the authorized capital of the Company by reducing the par value of shares;
- placement of shares (the Company's equity securities convertible into shares) through private subscription by decision of the General Meeting of Shareholders to increase the authorized capital of the Company through the placement of additional shares (on the placement of the Company's equity securities convertible into shares);
- placement of ordinary shares comprising more than 25 (Twenty-five) percent of previously placed ordinary shares through open subscription;
- placement of equity securities convertible into ordinary shares by open subscription, which can be converted into ordinary shares comprising more than 25 (Twenty five) percent of previously placed ordinary shares;
- making decisions on consent to commit or on subsequent approval of a major transaction, in cases stipulated by Article 79 of the Federal Law "On Joint-Stock

- Companies";
- decision-making on filing an application for delisting the Company's shares and (or) the Company's equity securities convertible into its shares;
 - acquisition of outstanding shares by the company in cases stipulated by the Federal Law "On Joint Stock Companies";
 - other cases provided for by the Federal Law "On Joint-Stock Companies".

A decision to consent to or subsequently approve a related party transaction pursuant to Article 83 of the Federal Law "On Joint-Stock Companies" shall be adopted by the General Meeting of Shareholders of the Company by a majority vote of the holders of voting shares participating in the meeting who are not interested in the transaction or are controlled by the persons interested in the transaction.

When deciding whether to consent to or subsequently approve a related-party transaction, the General Meeting of Shareholders shall be deemed competent regardless of the number of shareholders who are not interested in the relevant transaction and who hold voting shares of the company participating in it.

10.6. Decisions on the issues specified in Article 10, clause 10.2., subclauses 2, 5, 7, 8, 12-20, 23 of this Charter, on reducing the authorized capital of the Company by reducing the nominal value of shares, as well as on setting the persons entitled to receive dividends are determined, are adopted by the General Meeting of Shareholders only on the proposal of the Board of Directors of the Company.

10.7. The General Meeting of Shareholders of the Company shall not be entitled to make decisions on issues not included in the agenda of the General Meeting of Shareholders of the Company, as well as change the agenda.

Decisions of the General Meeting of Shareholders adopted on issues not included in the agenda of the General Meeting of Shareholders (unless all of the Company's shareholders participated in it) or in violation of the competence of the General Meeting of Shareholders, in the absence of a quorum for the General Meeting of Shareholders or without the majority vote required to adopt a decision, shall have no force, regardless of any appeal against them in a court of law.

10.8. Voting at the General Meeting of Shareholders shall be carried out on the principle of "one voting share - one vote", with the exception of cumulative voting on the election of members of the Board of Directors of the Company.

In cumulative voting, the number of votes belonging to each shareholder is multiplied by the number of persons to be elected to the Board of Directors of the Company, and the shareholder may give the votes thus obtained in full for one candidate or distribute them among two or more candidates.

The candidates with the highest number of votes shall be deemed elected to the Board of Directors of the Company.

10.9. The General Meeting of Shareholders of the Company is held at the location of the Company in Moscow.

The specific address for holding the General Meeting of Shareholders of the Company shall be established by the Board of Directors when resolving issues related to preparations for the General Meeting of Shareholders.

10.10. The functions of the Chairperson of the General Meeting of Shareholders shall be performed by the Chairperson of the Board of Directors.

In the absence of the Chairperson of the Board of Directors at the General Meeting of Shareholders, the Deputy Chairperson of the Board of Directors shall preside at the General Meeting of Shareholders.

In the absence of the Chairperson of the Board of Directors and the Deputy Chairperson, any member of the Board of Directors may preside at the General Meeting of Shareholders by decision of the members of the Board of Directors present at the General Meeting of Shareholders.

10.11. The functions of the Counting Commission at the General Meeting of Shareholders are performed by a professional participant of the securities market, who is the holder of the shareholder register of the Company (the Company's Registrar).

Article 11. Holding the General Meeting of Shareholders in the form of joint attendance

11.1. The Annual General Meeting of Shareholders of the Company shall be held no earlier than two months and no later than six months after the end of the reporting year.

The annual General Meeting of Shareholders of the Company shall mandatorily decide on the election of members of the Board of Directors, members of the Audit Commission, on approval of the Auditor of the Company, on approval of the annual report of the Company, the annual accounting (financial) statements, and on distribution of profit (including the payment (declaration) of dividends, except for the 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.

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

11.3. Decisions of the General Meeting of Shareholders may be adopted by absentee voting (by ballot), including voting by electronic or other technical means, in accordance with Article 12 hereof.

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

The date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (recorded) 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 25 (Twenty-five) days before the date of the General Meeting of Shareholders, and in the cases provided for in clauses 14.9. and 14.11. of this Charter more than 55 (Fifty-five) days before the date of the General Meeting of Shareholders.

In the event a General Meeting of Shareholders of the Company is held, 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 (recorded) may not be set more than 35 (Thirty-five) days before 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 (recorded) 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 will) shall be provided by the Company for familiarization upon request of the person included in the said list and holding at least 1(One) percent of votes on any agenda item of the General Meeting of Shareholders from the date following the date of receipt by the Company of the request to provide the said list (from the date of the said list if such request was received by the Company before the date of its preparation). The list of persons entitled to participate in the General Meeting of Shareholders (with the exception of information on their expression of will) is provided by the Company for review at the premises of the Company's executive body, and must also be available for review during the General Meeting of Shareholders at the place where it is held. With that, information allowing identification of individuals included in the specified list, with the exception of the last name, first name, and middle name (if any) is only provided 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 one percent of the votes on any item on the agenda of the General Meeting of Shareholders, to provide him/her with a copy of the list of persons entitled to participate in the General Meeting of Shareholders (except for information about their will), within seven working 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 drawing up).

11.5. The notice of the General Meeting of Shareholders is posted on the Company's website on the Internet information and telecommunication network at www.rossetimr.ru no later than 30 (Thirty) days before the date of its holding and in cases provided for by clauses 2 and 8 of Article 53 of the Federal Law "On Joint-Stock Companies"— no later than 50 (Fifty) days before the date of the General Meeting of Shareholders.

The notice of the General Meeting of Shareholders by the decision of the Board of Directors may additionally be sent to persons entitled to participate in the General Meeting of Shareholders and registered in the register of shareholders of the Company, in one or more of the following ways:

- 1) sending an electronic message with the text of the message on holding the general meeting of shareholders to the e-mail address of the relevant person indicated in the shareholder register of the Company;

- 2) sending a text message containing the procedure of familiarization with the notice of the General Meeting of Shareholders to the contact

In the event a General Meeting of Shareholders of the Company is held, 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 (recorded) may not be set more than 35 (Thirty-five) days before 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 (recorded) 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 will) shall be provided by the Company for familiarization upon request of the person included in the said list and holding at least 1(One) percent of votes on any agenda item of the General Meeting of Shareholders from the date following the date of receipt by the Company of the request to provide the said list (from the date of the said

list if such request was received by the Company before the date of its preparation). The list of persons entitled to participate in the General Meeting of Shareholders (with the exception of information on their expression of will) is provided by the Company for review at the premises of the Company's executive body, and must also be available for review during the General Meeting of Shareholders at the place where it is held. With that, information allowing identification of individuals included in the specified list, with the exception of the last name, first name, and middle name (if any) is only provided 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 one percent of the votes on any item on the agenda of the General Meeting of Shareholders, to provide him/her with a copy of the list of persons entitled to participate in the General Meeting of Shareholders (except for information about their will), within seven working 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 drawing up).

11.6. The notice of the General Meeting of Shareholders is posted on the Company's website on the Internet information and telecommunication network at www.rossetimr.ru no later than 30 (Thirty) days before the date of its holding and in cases provided for by clauses 2 and 8 of Article 53 of the Federal Law "On Joint-Stock Companies"— no later than 50 (Fifty) days before the date of the General Meeting of Shareholders.

The notice of the General Meeting of Shareholders by the decision of the Board of Directors may additionally be sent to persons entitled to participate in the General Meeting of Shareholders and registered in the register of shareholders of the Company, in one or more of the following ways:

3) sending an electronic message with the text of the message on holding the general meeting of shareholders to the e-mail address of the relevant person indicated in the shareholder register of the Company;

4) sending a text message containing the procedure of familiarization with the notice of the General Meeting of Shareholders to the contact
to the persons accounting their rights to shares, directions (instructions) on how to vote.

The voting ballot 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.

Voting ballots may be sent by registered or non-registered mail to the address specified in the list of persons entitled to participate in the General Meeting of Shareholders and/or by electronic message to the e-mail address of the relevant person specified in the Company's shareholder register. The form of a voting ballot may additionally be posted on the Company's website on the Internet information and telecommunications network.

Each person on the list or his representative shall be given one copy of the ballot for all questions or one copy of two or more ballots for different questions.

11.7. Information (materials) on the issues on the agenda of the General Meeting of Shareholders within twenty (20) days, and in case of a General Meeting of Shareholders, the agenda of which contains an issue on the reorganization of the Company, within thirty (30) days before the General Meeting of Shareholders shall be available for review to persons entitled to participate in the General Meeting of Shareholders in the premises of the executive

body of the Company and other places, addresses of which are indicated in the notice of the General Meeting of Shareholders, as well as on the website of the Company on the Internet at www.rossetimr.ru. The specified information (materials) shall be available to persons participating in the General Meeting of Shareholders during its holding. At the same time, the Company strives to ensure the availability of materials for the General Meeting of Shareholders at least 30 days before the date of its holding.

The procedure for familiarizing the persons entitled to participate in the General Meeting of Shareholders with the information (materials) on the agenda items of the General Meeting of Shareholders and the list of such information (materials) shall be determined by resolution 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/her representative.

If a share is transferred after the fixed date of determining (recording) the persons entitled to participate in the General Meeting of Shareholders and before the date of the General Meeting of Shareholders, the person included into the list of persons who has the right to participate in the General Meeting of Shareholders is obliged to issue a power of attorney to the acquirer for voting or to vote at the General Meeting in accordance with the instructions of the acquirer of shares, if this is stipulated by the agreement on the transfer of shares. This rule also applies to each subsequent case of the transfer of the share.

If the Company's share is jointly owned by several persons, then they are provided with one copy of the ballot for voting on all issues or one copy of two or more ballots for voting on different issues, and voting rights at the General Meeting of Shareholders are exercised at their discretion by one of the participants in the Joint Ownership or their joint representative.

The powers of each of these persons shall be duly executed.

11.9. When a General Meeting of Shareholders is held in the form of joint attendance, the persons on the list of persons entitled to participate in the General Meeting of Shareholders or their representatives may register to participate in such a meeting or send completed ballots to the Company or complete an electronic ballot on the website on the Internet information and telecommunications network, the address of which is specified in the notice of the General Meeting of Shareholders, if such method of filling out the ballot is provided by decision 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, including 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 the decision of the Board of Directors of the Company), as well as shareholders whose ballots have been received or whose electronic form of ballots it is filled in on the website specified in such a message on the Internet information and telecommunications network (if such an opportunity was provided for by the decision of the Board of Directors of the Company), no later than two days before the date of the General Meeting of Shareholders.

Shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, have given directions (instructions) on voting to persons accounting

for their rights to shares, if the messages about their will are received no later than two days before the date of the General Meeting of Shareholders, are also considered to have participated in the General Meeting of Shareholders. If the agenda of the General Meeting of Shareholders includes issues on which voting is carried out by a different composition of the voting, the quorum for making decisions on these issues is determined separately.

At the same time, the absence of a quorum for decision-making on issues on which voting is carried out by one voting body does not prevent the adoption of a decision on issues on which voting is carried out by another voting body, for which quorum is present.

11.11. If there is no quorum for holding the annual General Meeting of Shareholders of the Company, a repeat General Meeting of Shareholders of the Company with the same agenda shall be held. If there is no quorum for holding an extraordinary General Meeting of Shareholders of the Company, a repeat General Meeting of Shareholders of the Company may be held with the same agenda.

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

The repeat General Meeting of Shareholders of the Company, convened in place of the failed one, is eligible if it was attended by shareholders who collectively hold at least 30 percent of the votes of the Company's outstanding voting shares.

If a repeat 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 (recorded) on the date on which the persons who have the right to participate in the failed General Meeting of Shareholders were determined (recorded).

If there is no quorum for holding the annual General Meeting of Shareholders on the basis of a court decision, a repeated General Meeting of Shareholders with the same agenda must be held no later than 60 days later. In this case, an additional appeal to the court is not required. The repeat General Meeting of Shareholders shall be convened and held by the person or body of the Company named 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 specified in the court decision, the repeat General Meeting of Shareholders shall be convened and held by other persons or body of the Company who have brought the action in court, provided that such persons or body of the Company are named 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 repeat General Meeting of Shareholders is not held.

The minutes of the General Meeting of Shareholders shall be drawn up no later than 3 (Three) working days after the closing of the General Meeting of Shareholders in duplicate. Both copies are signed by the Chairperson of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary).

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) by the Secretary of the General Meeting of Shareholders, a person holding the position (performing functions) of the sole executive body of the Company, or another person (persons) authorized by the Company.

The minutes of the General Meeting of Shareholders are posted on the Company's official website on the Internet information and telecommunication network at:

www.rossetimr.ru, no later than 3 (Three) days from the date of its compilation.

11.12. Decisions taken by the General Meeting of Shareholders and the results of voting may be announced at the General Meeting of Shareholders during which the vote was held, and shall also be brought to the attention of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of a Report on the results of the voting in the manner prescribed for notification of the General Meeting of Shareholders, no later than 4 (Four) working days after the closing date of the General Meeting of Shareholders.

If, as of the date of determining (recording) the persons entitled to participate in the General Meeting of Shareholders, the person registered in the Company's register of shareholders 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 legislation of the Russian Federation on securities for providing information and materials to persons exercising rights under securities.

11.13. When holding a 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 issues on the agenda, and decision-making on issues put to the vote, without being present at the venue of the General Meeting of Shareholders.

Article 12. Holding the General Meeting of Shareholders in the form of letter ballot

12.1. The decision of the General Meeting of Shareholders can be made without a meeting (joint presence of shareholders to discuss agenda items and decisions on issues put to a vote) by absentee voting (by ballot).

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

Voting by ballots shall be equated with the receipt by the Company's registrar of notices of the will of persons entitled to participate in the General Meeting of Shareholders who are not registered in the Company's shareholder register and, in accordance with the requirements of the securities laws of the Russian Federation, have given directions (instructions) on voting to persons who record their rights to shares.

12.2. The General Meeting of Shareholders, the agenda of which includes items concerning the election of the Board of Directors of the Company, the Audit Commission of the Company, approval of the Auditor of the Company, as well as the items stipulated by Article 10, clause 10.2, subclause 13 hereof, may not be held in the form of absentee voting.

No new General Meeting of Shareholders may be held by absentee voting (by ballot) to replace the failed General Meeting of Shareholders, which was to be held by joint attendance.

12.3. The list of persons entitled to participate in absentee voting on the agenda of the General Meeting of Shareholders shall be drawn up in accordance with the rules of the legislation of the Russian Federation on valuable papers to compile a list of persons exercising rights under securities.

The date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (recorded) 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 25 (Twenty-five) days before the deadline for accepting ballots by the Company, and in the case provided for in Article 53, clause 8 of the Federal Law "On Joint-Stock Companies" — more than 55 (Fifty-five) days before the date of the General Meeting of Shareholders.

In the event a General Meeting of Shareholders of the Company is held, 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 (recorded) may not be set more than 35 (Thirty-five) days before 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 (recorded) 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 on the information and telecommunication network Internet at www.rossetimr.ru no later than 30 (Thirty) days before the deadline of receiving ballots by the Company, and in the case provided for in Article 53, clause 8 of the Federal Law "On Joint-Stock Companies" — no later than less than 50 (fifty) days before the date of the General Meeting of Shareholders.

The notice of the General Meeting of Shareholders by the decision of the Board of Directors may additionally be sent to persons entitled to participate in the General Meeting of Shareholders and registered in the register of shareholders of the Company, in one or more of the following ways:

1) sending an electronic message with the text of the message on holding the general meeting of shareholders to the e-mail address of the relevant person indicated in the shareholder register of the Company;

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

The notice of the General Meeting of Shareholders shall indicate:

- the full company name and the location of the Company;
- the form of the General Meeting of Shareholders (meeting or absentee voting);
- the deadline for accepting voting ballots and the mailing address to which the completed ballots shall be sent;
- the date on which the persons entitled to participate in the General Meeting of Shareholders are determined (recorded);
- agenda of the General Meeting of Shareholders;
- the 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 viewed;
- the email address to which the ballots can be sent, and (or) the website address on the Internet information and telecommunication network, on which the electronic form of ballots can be filled in, if such methods of sending and (or) filling out ballots are provided for by a decision of the Board of Directors of the Company preparation for the General Meeting of Shareholders;
- categories (types) of shares whose owners have the right to vote on all or some issues

on the agenda of the General Meeting of Shareholders.

The Company shall keep information on sending of communications provided for by this article for five years starting from the date of holding the General Meeting of Shareholders.

12.5. The voting ballot shall 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 accepting ballots.

Voting ballots may be sent by registered or registered mail to the address specified in the list of persons entitled to participate in the General Meeting of Shareholders and/or by electronic message to the e-mail address of the relevant person specified in the Company's shareholder register. The form of a voting ballot 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 ballot for all issues or one copy of two or more voting ballots for different issues.

The procedure for familiarizing the persons entitled to participate in the General Meeting of Shareholders with the information (materials) on the agenda items of the General Meeting of Shareholders and the list of such information (materials) shall be determined by resolution of the Board of Directors of the Company.

If the person registered in the Company's Shareholder Register is a nominee shareholder, the notice of the General Meeting of Shareholders and the information (materials) to be provided to the 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 securities laws of the Russian Federation for providing information and materials to persons exercising their rights to securities.

Information (materials) on the agenda of the General Meeting of Shareholders within 20 (Twenty) days, and in the case of a General Meeting of Shareholders, the agenda of which contains the issue of reorganization of the Company, within 30 (Thirty) days before the General Meeting of Shareholders should be available to persons entitled to participate in the General Meeting of Shareholders, for familiarization at the premises of the executive body of the Company and other places, the addresses of which are indicated in the notice of the General Meeting of Shareholders, as well as on the Company's website on the Internet information and telecommunications network at www.rossetimr.ru. At the same time, the Company strives to ensure the availability of materials for the General Meeting of Shareholders at least 30 days before the date of its holding.

12.6. The General Meeting of Shareholders, held in the form of absentee voting, is competent (has a quorum) if the shareholders holding in the aggregate more than half the votes of the placed voting shares of the Company participated in it.

Participants in the General Meeting of Shareholders held in the form of absentee voting are considered to be the shareholders whose ballots were received or the electronic form of the ballots is filled out on the website on the Internet information and telecommunication network indicated in the notice of the General Meeting of Shareholders (if such an opportunity was provided for by a decision of the Board of Directors of the Company) before the deadline for accepting ballots by the Company indicated in them, as well as the shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, gave the

persons registering their rights to shares directions (instructions) on voting if messages about their will were received before the deadline for accepting ballots.

12.1. The minutes on the voting results is drawn up and signed by the Registrar of the Company no later than 3 (Three) working days after the deadline for accepting ballots by the Company in two copies.

The minutes of the General Meeting of Shareholders shall be drawn up no later than 3 (Three) working days after the deadline for accepting ballots by the Company in two copies. Both copies are signed by the Chairperson of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary).

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) by the Secretary of the General Meeting of Shareholders, a person holding the position (performing functions) of the sole executive body of the Company, or another person (persons) authorized by the Company.

The minutes of the General Meeting of Shareholders are posted on the Company's official website on the Internet information and telecommunication network at www.rossetimr.ru no later than 3 (Three) days from the date of its compilation.

12.2. Decisions adopted by the General Meeting of Shareholders and the results of voting must be brought to the attention of persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of a Report on the results of voting in the manner prescribed for notification of the General Meeting of Shareholders, no later than 4 (Four) working days after the the deadline for accepting ballots during the General Meeting of Shareholders in the form of absentee voting.

If, as of the date of determining (recording) the persons entitled to participate in the General Meeting of Shareholders, the person registered in the Company's register of shareholders 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 legislation of the Russian Federation on securities for providing 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) of the Company who collectively own at least 2 (Two) percent of the Company's voting shares have the right to put issues on the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors of the Company and the Audit Commission of the Company, the number of which cannot exceed the quantitative composition of the relevant body. Such suggestions shall be submitted to the Company no later than 60 (Sixty) days after the end of the reporting year.

13.2 A suggestion to include issues on the agenda of the General Meeting of Shareholders and a proposal to nominate candidates shall be submitted indicating the name of the shareholders (shareholder) that represented 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 a company who are not registered in the register of shareholders of a company have the right to make proposals to the agenda of the general meeting of shareholders and proposals for nomination of candidates also by giving

appropriate directions (instructions) to the person who takes into account their rights to shares. Such directions (instructions) are given in accordance with the rules of the legislation of the Russian Federation on securities.

13.3 A proposal to include items on the agenda of the General Meeting of Shareholders shall contain the wording of each proposed item, and a proposal to nominate candidates shall contain the name and details of the identity document (series and (or) number of the document, date and place of issue, issuing authority) of each proposed candidate and the name of the body for election to which it is proposed.

13.4 The Board of Directors of the Company shall consider the proposals received and make decisions on including them in the agenda of the General Meeting of Shareholders of the Company or on refusing to include them in the agenda no later than 5 (Five) days after the deadline specified in clause 13.1. of this article.

13.5 The Board of Directors of the Company may refuse to include issues submitted by a shareholder (shareholders) on the agenda of the General Meeting of Shareholders, as well as to include nominated candidates in the list of candidates for voting in 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 motivated decision of the Company's Board of Directors denying inclusion of an item on the agenda of the Company's General Meeting of Shareholders or a candidate in the list of candidates for election to the Company's relevant body shall be sent to the shareholder(s) who submitted the item or nominated the candidate within 3 (Three) days from adopting such a decision. If these proposals have been received by the company from the persons who are not registered in the register of shareholders of the company and have given directions (instructions) to the person who keeps records of their rights to shares, the said decision of the Board of Directors of the Company is sent to such persons no later than three days from the date of its adoption in accordance with the rules of legislation Of the Russian Federation on securities to provide information and materials to persons exercising rights under securities.

13.7 The Board of Directors of the Company shall not be entitled to amend the wording of the issues proposed for inclusion in the agenda of the General Meeting of Shareholders and (if any) in the wording of decisions on such questions.

In addition to the items proposed by shareholders for inclusion in the agenda of the General Meeting of Shareholders, as well as the candidates proposed by shareholders to form the relevant body, the Board of Directors of the Company shall have the right to include items in the agenda of the General Meeting of Shareholders and (or) candidates in the list of candidates for election to the relevant body of the Company at its discretion. The number of candidates proposed by the Board of Directors of the Company may not exceed the quantitative composition of the relevant agency.

Article 14. Convocation of an extraordinary General Meeting of Shareholders of the Company

14.1. The general meetings of Shareholders of the Company, held in addition to the annual general meetings, are extraordinary.

14.2. An extraordinary General Meeting of Shareholders of the Company shall be held by decision of the Board of Directors of the Company on the basis of its own initiative, the

request of the Audit Commission of the Company, the Auditor of the Company, as well as the shareholder (shareholders) owning at least ten (10) percent of the voting shares of the Company as of the date the request is made.

14.3. An extraordinary General Meeting of Shareholders shall be called at the request of the Audit Commission of the Company, the Auditor of the Company or the shareholders (shareholder) holding at least ten (10) percent of the voting shares of the Company by the Board of Directors of the Company.

Such General Meeting of Shareholders shall be held within forty (40) days after the request to hold an extraordinary General Meeting of Shareholders of the Company is submitted, except as provided by clause 14.9 hereof.

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

The person (persons) requesting the convocation of an Extraordinary General Meeting of Shareholders of the Company shall have the right to submit a draft decision of the extraordinary General Meeting of Shareholders of the Company and a proposal as to the form of the General Meeting of Shareholders. If the request to convene an extraordinary General Meeting of Shareholders contains a proposal to nominate candidates, such proposal shall be subject to the relevant provisions of Article 13 hereof.

The Board of Directors of the Company may not change the wording of the agenda items, the wording of resolutions on such items, or change the proposed form of the extraordinary General Meeting of Shareholders convened at the request of the Audit Commission of the Company, the Auditor of the Company, or the shareholders (shareholder) who own at least ten (10) percent of the voting shares of the Company.

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

The request to convene the extraordinary General Meeting of Shareholders of the Company shall be signed by the person (persons) requesting the convocation of the extraordinary General Meeting of Shareholders of the Company.

14.6. Within five (5) days from the date of the request of the Audit Commission of the Company, the Auditor of the Company or a shareholder (shareholders) holding at least ten (10) 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 shall make a decision to convene or refuse to convene an extraordinary General Meeting of Shareholders of the Company.

14.7. The decision of the Company's Board of Directors to convene an extraordinary General Meeting of Shareholders or a reasoned refusal to convene it shall be sent to the persons requesting it not later than three (3) days from the date of the decision made. If the requirement to hold an extraordinary General Meeting of Shareholders has been received by the company from persons who are not registered in the register of shareholders of the company and who have given directions (instructions) to the person recording their rights to shares, the decision of the board of directors of the company shall be sent to such persons no later than three days from the day its adoption in accordance with the rules of the legislation of the Russian Federation on securities to provide information and materials to persons

exercising the rights to securities.

14.8. If the Board of Directors of the Company has not made a decision to convene an extraordinary General Meeting of Shareholders of the Company within the period specified in Article 14, clause 14.6. of this Charter, or a decision has been made 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 of 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 assigned to the plaintiff or, at the plaintiff's request, to the Company's body or another person, subject to their consent. The Board of Directors of the Company cannot be such a body.

In this case, the Company's body or a person who, in accordance with a court decision, holds an extraordinary General Meeting of Shareholders shall have all the powers required to convene and hold such a meeting as provided by the Federal Law "On Joint-Stock Companies".

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

14.9. In case the proposed agenda of the extraordinary General Meeting of Shareholders contains the question of the election of members of the Board of Directors of the Company:

14.9.1 The General Meeting of Shareholders shall be held within seventy-five (75) days from the date of submission of the request to hold an extraordinary General Meeting of Shareholders of the Company. In this case, the Company's Board of Directors shall determine the date by which shareholder nominations for election to the Company's Board of Directors will be accepted.

14.9.2. Shareholders (shareholder) of the Company, who are owners of at least 2 percent of the voting shares of the Company collectively, shall have the right to propose candidates for election to the Board of Directors of the Company, the number of which may not exceed the quantitative composition of the Board of Directors of the Company.

Such proposals must be submitted to the Company at least 30 (Thirty) days prior to 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 said agenda no later than 5 (Five) days after the end of the period specified in paragraph 2 of this subclause.

14.9.3. The date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (recorded) 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 statement on the extraordinary General Meeting of Shareholders must be made no later than 50 (fifty) days prior to the date of its holding.

14.10. Where, in accordance with the Federal Law "On Joint-Stock Companies," the Company's Board of Directors is required to decide on holding an extraordinary General

Meeting of Shareholders to elect members of the Company's Board of Directors, such General Meeting of Shareholders shall be held within 70 (Seventy) days after the Board of Directors of the Company decides to hold it.

14.11. If the proposed agenda of the General Meeting of Shareholders contains the issue of reorganization of the company in the form of a merger, separation or division and the issue of election of the Board of Directors of the company created by reorganization in the form of a merger, separation or division, the shareholder or shareholders who collectively own at least 2 percent of the voting shares of the company being reorganized, may nominate candidates to the Board of Directors of the company being created, its collegial executive body and, if, in accordance with the charter 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 number of members of the relevant body specified in the notice of the General Meeting of Shareholders of the company in accordance with the draft charter of the company being created, as well as to nominate a candidate for the position of the 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 percent of the voting shares of the reorganized company may 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 is not may exceed the number of members of the board of directors (supervisory board) of the created company 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 nominating candidates must be submitted to the reorganized Company no later than 45 days before the date of the General Meeting of Shareholders of the reorganized Company.

The decision to include the 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 adopted 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 retired members of the Company's Board of Directors are not taken into account.

Article 15. Company's Board of Directors

15.1. The Board of Directors of the Company is a collegial management body that controls the activities of the Company's sole executive body and performs other functions assigned to it by law or by the Charter of the Company. The Board of Directors of the Company exercises general management of the Company's activities, except for the resolution of issues referred to the competence of the General Meeting of Shareholders by the Federal Law "On Joint-Stock Companies" and this Charter.

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

- 1) identification of priority areas of the Company's activities, including approval of the

Company's development strategy, taking into account the Company's risks, the innovative development program and reports on their implementation;

2) convocation of the annual and extraordinary General Meetings of Shareholders of the Company, with the exception of cases provided for in Article 14, clause 14.8. of this Charter, as well as the announcement of the date of the new General Meeting of Shareholders to replace the failed one due to the lack of a quorum;

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

4) election of the Secretary of the General Meeting of Shareholders;

5) setting the date for determining (recording) the persons entitled to participate in the General Meeting of Shareholders of the Company, determining the date for compiling the list of persons entitled to receive dividends, approving the cost estimates 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;

6) submission to the General Meeting of Shareholders of the Company of the issues provided for in Article 10, clause 10.2., subclauses 2, 5, 7, 8, 12-20, 23 of this Charter, on reducing 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;

7) placement by the Company of additional shares into which preferred shares of a certain type placed by the Company are convertible into ordinary shares or preferred shares of other types, as well as the placement by the Company of bonds or other issuable securities, except for shares; the issue of Eurobonds and the determination of the Company's policy with regard to the issue of issuable securities (except for shares) and Eurobonds;

8) approval of the decision on the issue (additional issue) of shares and equity securities, convertible into shares, securities prospectus, report on the results of the issue (additional issue) and notification of the results of the issue (additional issue) shares and equity securities convertible into shares, 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 presentation by the Company's shareholders of demands for the redemption of shares owned by them, making a decision on the acceptance of offers (acceptance) for the acquisition of additional shares placed by open subscription after the expiration of the pre-emptive right, in cases determined by the Board of Directors of the Company;

9) determination of the price (monetary valuation) of property, the placement price or the procedure for determining it and the redemption price of equity securities in cases provided for by the Federal Law "On Joint-Stock Companies", as well as when resolving issues specified in Article 15, clause 15.1., subclauses 11, 21, 24, 25, 38 of this Charter;

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

11) alienation (realization) of the shares of the Company received by the Company as a result of their acquisition or redemption from the shareholders of the Company, as well as in other cases provided for by the Federal Law "On Joint-Stock Companies";

12) election of the Director General of the Company and early termination of his powers, including making a decision on early termination of the employment contract with him/her;

13) recommendations to the General Meeting of Shareholders on the amount of

remuneration and compensation to be paid to the members of the Company's Audit Commission and determining the amount of the Auditor's remuneration;

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

15) approval of the Company's internal documents defining the procedure for the formation and use of the Company's funds;

16) adoption of a decision on the use of the Company's funds; approving estimates for the use of special-purpose funds and summarization of the results of implementing estimates for the use of special-purpose funds;

17) approval of internal documents of the Company, with the exception of internal documents, the approval of which is attributed to the competence of the General Meeting of Shareholders, as well as other internal documents, the approval of which is attributed to the competence of the executive bodies of the Company;

18) approval of the business plan (adjusted business plan), as well as consideration of the quarterly report on the execution of the business plan (for the first quarter, first six months, nine months, the reporting year);

19) on approval of the investment program, including amendments to it and a quarterly report on the results of its implementation (for the first quarter, first six months, nine months, reporting year);

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

21) participation of the Company in other organizations (including approval of constituent documents and candidates for management bodies of newly established organizations), as well as changes in shares (number of shares, amount of shares, interests), encumbrance of shares (interests) and termination of participation of the Company in other organizations, except for decisions on participation specified in Article 10, clause 10.2., subclause 18 of this Charter;

22) determination of the credit policy of the Company in terms of the issuance by the Company of loans, the conclusion of credit agreements, loan agreements, surety agreements, the adoption of liabilities on a bill (issuing a promissory note and a bill of exchange), the transfer of property as a pledge and the adoption of decisions on the completion by the Company of these transactions in cases where the adoption procedure decisions on them are not determined by the credit policy of the Company, as well as the adoption in the manner prescribed by the credit policy of the Company, decisions on bringing the debt position of the Company in accordance with the limits determined by the Company's credit policy;

23) making decisions on the conclusion of transactions, the subject of which is property, work and services, the value of which is from 5 to 25 percent of the book value of the assets of the Company, determined at the date of the decision to conclude a transaction, with the exception of transactions that do not go beyond the scope of ordinary business;

24) consent to the conclusion or subsequent approval of major transactions in cases provided for by Chapter X of the Federal Law "On Joint-Stock Companies";

25) consent to the conclusion or subsequent approval of transactions provided for by Chapter XI of the Federal Law "On Joint-Stock Companies";

26) approval of the Registrar of the Company, the terms of the Contract with him, as well as termination of the Contract with him/her;

27) election of a Chairperson of the Board of Directors of the Company and early termination of his/her powers;

28) election of the Deputy Chairperson of the Board of Directors of the Company and early termination of his/her powers;

29) election of the Corporate Secretary of the Company and early termination of his/her powers;

30) preliminary approval of decisions on the Company's 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 property obligations to itself or to a third party; transactions related to the gratuitous provision of services by the Company (performance of works) to third parties, in cases (amounts), determined by separate decisions of the Company's Board of Directors, and making decisions on the Company's execution of these transactions in cases where the above cases (amounts) are not determined;

31) adoption of a decision on the suspension of powers of the managing organization (managing person);

32) making decisions on the appointment of the Acting Director General of the Company, in cases determined by individual decisions of the Board of Directors of the Company, as well as bringing him to disciplinary liability;

33) bringing to disciplinary responsibility of the Director General and members of the Company's Management Board, and their encouragement in accordance with the labor legislation of the Russian Federation;

34) consideration of reports of the Director General on the Company's activities (including the performance of his official duties), on the implementation of decisions of the General Meeting of Shareholders, the Board of Directors and the Management Board of the Company;

35) approval of the procedure for interaction between the Company and organizations in which the Company participates;

36) determination of the position of the Company (representatives of the Company), including instructions to vote or not to vote on agenda items, vote on draft decisions "for", "against" or "abstained", on the following issues on the agendas of General Meetings of Shareholders (participants) subsidiaries and affiliates (hereinafter referred to as subsidiaries and affiliates), and meetings of the boards of directors of subsidiaries and affiliates:

- a) on determination of the agenda of the General Meeting of Shareholders (participants) of subsidiaries and affiliates (except those subsidiaries and affiliates, 100 (one hundred) percent of the authorized capital of which belongs to the Company);
- b) on reorganization, liquidation of subsidiaries and affiliates;
- c) on determining the quantitative composition of the management and control bodies of subsidiaries and affiliates in the absence of an appropriate norm in the Charter of subsidiaries and affiliates, nomination, election of their members and early termination of their powers, nomination, election of the sole executive body of subsidiaries and early termination of its powers;
- d) on determination of the number, par value, category (type) of declared shares of subsidiaries and affiliates and rights granted by these shares;
- e) on increasing the authorized capital of subsidiaries and affiliates by increasing

- the nominal value of shares or by placing additional shares;
- f) on the placement of securities of subsidiaries and affiliates convertible into ordinary shares;
 - g) on the crushing, consolidation of the shares of subsidiaries and affiliates;
 - h) on consent to or subsequent approval of major transactions carried out by subsidiaries and affiliates;
 - i) on participation of subsidiaries and affiliates in other organizations (on joining an existing organization or creation of a new organization), as well as on acquisition, disposition and encumbrance of shares and shares in the authorized capital of organizations, in which subsidiaries and affiliates participate, change the share of participation in the authorized capital of the relevant organization;
 - j) on the execution of subsidiaries and affiliates of transactions (including several interrelated transactions) related to the acquisition, alienation or the possibility of alienation of property constituting fixed assets, intangible assets, objects of unfinished construction, the purpose of which is production, transmission, dispatching, distribution of electric and thermal energy, in cases (amounts) determined by the order of interaction of the Company with organizations in which the Company participates, approved by the Board of Directors of the Company;
 - k) on making amendments and additions to the constituent documents of subsidiaries and affiliates;
 - l) on determining the procedure for paying remuneration to members of the board of directors and the audit committee of subsidiaries and affiliates;
 - m) on approval of the business plan (adjusted business plan) of subsidiaries and affiliates engaged in the transmission, production or sale of electricity, or whose revenue is more than 1 % of the Company's revenue for the last completed reporting period;
 - n) on consideration of the report on the implementation of the business plan for the reporting year by subsidiaries and affiliates engaged in the transmission, production or sale of electricity, or whose revenue is more than 1% of the Company's revenue for the last completed reporting period;
 - p) on consideration of the investment program, including amendments to it and the report on the results of its implementation by subsidiaries and affiliates for the reporting year;
 - q) on reducing the authorized capital of subsidiaries and affiliates by reducing the par value of shares, by acquiring a part of shares by subsidiaries and affiliates in order to reduce their total number, as well as by canceling shares acquired or redeemed by subsidiaries and affiliates;
 - r) on determination of the credit policy of subsidiaries and affiliates in terms of issuing loans, concluding credit agreements and loan agreements, issuing guarantees, accepting promissory notes (issuing promissory notes and bills of exchange), pledging property and making decisions on the execution of said transactions by subsidiaries and affiliates in cases where the procedure for making decisions related to them are not determined by the credit policy of subsidiaries and affiliates, as well as the adoption, in the manner prescribed by

the credit policy of subsidiaries and affiliates , decisions on bringing the debt position of subsidiaries and affiliates in line with the limits established by the credit policy of subsidiaries and affiliates, on consideration of the report on the credit policy of subsidiaries and affiliates , on approval of the credit plan of subsidiaries and affiliates, on the approval of the Prospective Development Plan of subsidiaries and affiliates, the revised Prospective Development Plan of subsidiaries and affiliates, on consideration of the report on the implementation of the Prospective Development Plan of subsidiaries and affiliates.

37) determining the position of the Company (representatives of the Company) on the following agenda issues of meetings of the Boards of Directors of subsidiaries and affiliates (including instructions to vote or not to vote on agenda issues, vote on draft decisions "for", "against" or "abstained"):

- a) on determining the position of representatives of subsidiaries and affiliates on the agenda of General Meetings of Shareholders (participants) and meetings of the boards of directors of subsidiaries and affiliates in relation to subsidiaries and affiliates concerning the execution (approval) of transactions (including several interconnected transactions) related to the acquisition, alienation or the possibility of alienation constituting fixed assets, intangible assets, construction in progress, the purpose of which is the production, transmission, dispatching, distribution of electric and heat energy, in cases (amounts) determined by the procedure for interaction of the Company with organizations in which the Company participates, approved by the Board of Directors of the Company;
 - b) on determining the position of representatives of subsidiaries on the issues of the agenda of General Meetings of Shareholders (participants) and meetings of the Boards of Directors of subsidiaries and affiliates in relation to subsidiaries engaged in the production, transmission, dispatch, distribution and sale of electric and thermal energy, on reorganization, liquidation, increase of the authorized capital of such companies by increasing the nominal value of shares or by placement of additional shares, placement of securities convertible into ordinary shares,
- 38) preliminary approval of decisions on the performance by the Company:
- 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 assets of the Company according to the accounting (financial) statements as of the last reporting date;
 - b) transactions (including several interrelated 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 heat energy in cases (amounts), 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 interrelated transactions) related to the acquisition, alienation or the possibility of alienation of property constituting fixed assets, intangible assets, objects of unfinished construction, the purpose

- of which is not the production, transmission, dispatch, distribution of electric and thermal energy in cases (amounts) determined by separate decisions of the Board of Directors of the Company, or, if the specified cases (amounts) the Board of Directors of the Company has not determined;
- d) transactions for a period of more than 5 years for the transfer to temporary possession and use or temporary use of real estate, electric grid facilities, or for the acceptance for temporary possession and use or temporary use of real estate, in cases (amounts) determined by individual decisions of the Board of Directors of the Company.
- 39) nomination of candidates by the Company for the post of the sole executive body, in other governing bodies, control bodies, as well as candidates for the auditor of organizations in which the Company participates in the production, transmission, dispatching, distribution and sale of electric and thermal energy, as well as repair and service activities;
- 40) determination of the the Company policy in the insurance and monitoring the provision of insurance coverage of the Company, including approval of candidatures of the Insurers of the Company;
- 41) approval of the candidacy of the appraiser(s) to determine the value of shares, property, and other assets of the Company in cases provided for by the Federal Law "On Joint-Stock Companies" and this Charter, as well as individual decisions of the Board of Directors of the Company;
- 42) preliminary approval of the collective Contract, Contracts 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 for the employees of the Company;
- 43) approval of the candidacy of a financial consultant, attracted in accordance with the Federal Law "On the Securities Market", as well as the candidatures of the organizers of the issue of securities and consultants on transactions directly related to raising funds in the form of public borrowing;
- 44) development of recommendations on the selection of an Auditor performing an audit of the Company's financial statements prepared in accordance with International Financial Reporting Standards, approval of the terms of the contract with him, as well as monitoring the audit of the Company's financial statements prepared in accordance with International Financial Reporting Standards;
- 45) approval of a document defining the rules and approaches to disclosure of information about the Company; a document on the use of information about the Company's activities, about the Company's securities and transactions with them, which is not publicly available and the disclosure of which may have a significant impact on the market value of the Company's securities; a document defining internal control procedures over the financial and economic activities of the Company;
- 46) preliminary approval of transactions that may entail liabilities denominated in foreign currency (or Liabilities which value is linked to foreign currency), transactions with derivative financial instruments, in cases and amounts determined by piecemeal decisions of the Board of Directors of the Company, as well as if the specified cases (amounts) the Board of Directors of the Company has not determined; determination of the Company's policy regarding transactions with derivative financial instruments;

47) determination of procurement policy in the Company, including approval of Regulations on the procurement of goods, works, services, approval of the head of the Central Procurement Body of the Company and its members, as well as approval of the procurement plan and making other decisions in accordance with the documents approved by the Company regulating the procurement activities of the Company;

48) adoption of a decision on the nomination of the Director General of the Company for submission to state awards;

49) approval of the methodology for calculating and evaluating the implementation of key performance indicators (KPIs) of the Director General of the Company, their target values (adjusted values) and reports on the results of their implementation;

50) definition of the housing policy of the Company in terms of providing corporate support to the employees of the company in improving housing conditions in the form of subsidies, cost compensation, interest-free loans and deciding on the provision of the specified support by the Company in cases where the procedure for its provision is not determined by the housing policy of the Company;

51) determination of the number of members of the Company's Management Board, election of its members, assignment of remunerations and compensation paid to them, early termination of their powers;

52) determination of the Company's policy in terms of improving the reliability of the distribution complex of electric networks and other electric grid facilities, including approval of strategic programs of the Company to increase the reliability of the electric grid complex, the development of the electric grid complex and its safety;

53) approval of the organizational structure of the executive office of the Company and introduction of changes to it;

54) approval of the provisions on material incentives for the Director General, the provisions on material incentives for senior managers of the Company; approval of the list of top managers;

55) approval of candidacies for certain positions in the executive office of the Company, determined by the Board of Directors of the Company;

56) filing an application for listing the Company's shares and (or) the Company's equity securities convertible into the Company's shares;

57) making decisions on the accession of the Company to industry and inter-industry standards, regulations and other documents in the electric power industry in various areas of the Company's activities, including technical regulation;

58) determination of principles and approaches to the organization of the Internal Audit, risk management and internal control systems in the Company (including the approval of internal documents of the Company that determine the policy of the Company in the field of risk management, internal control, and internal audit of the Company);

59) risk assessment, as well as approval and revision of risk appetite for the Company;

60) organization of analysis and evaluation of the functioning of risk management and internal control systems at least once a year, including on the basis of data from reports regularly received from the executive bodies of the company, internal audit and external auditors of the company;

61) annual review of issues of organization, functioning and effectiveness of risk management and internal control systems in the Company;

62) control and organization of the internal audit activity, including approval of the regulation on the Internal Audit unit, if an external independent organization is involved in the Internal Audit — approval of such an organization and the terms of the agreement with it, including the amount of remuneration; approval of the Internal Audit activity plan, 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 the employee) of the head of the Internal Audit unit, disciplinary sanctions against him/her, as well as approval of the terms of the employment contract and remuneration to the head of the Internal Audit unit, consideration of the results of quality assessment of the Internal Audit;

63) monitoring compliance of the activities of the executive bodies of the company with the strategy approved by the Company; hearing reports of the Director General and members of the Management Board of the Company on the implementation of the strategy approved by the Company;

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

65) formation of committees of the board of directors of the company, approval of internal documents that determine their competence and procedure for their activities, determination of their number, appointment of the chairperson and members of the committee and termination of their powers;

66) approval of the Company's information policy and consideration of reports on its implementation;

67) on the preliminary approval of the agreement on making by the shareholder (shareholders) of the Company gratuitous contributions to the property of the Company in monetary or other form, which do not increase the authorized capital of the Company and do not change the par value of shares (contributions to the property of the Company);

68) on the preliminary approval of the contract on making the Company gratuitous contributions to the property of companies in the authorized capital of which the Company participates, in monetary or other form, which do not increase the authorized capital of the said companies and (or) do not change the par value of shares;

69) other issues referred to the competence of the Board of Directors through the provisions of the Federal Law "On Joint-Stock Companies" and this Charter.

15.2. The issues referred to the competence of the Board of Directors of the Company can not be transferred to the Director General and the Management Board of the Company to make a decision.

15.3. Members of the Board of Directors, when exercising their rights and fulfilling their duties, act in the interests of the Company, exercise their rights and fulfill their duties in relation to the Company in good faith and reasonably.

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

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

15.5. Consideration of the issues stipulated by Article 15, clause 15.1, subclause 18 of this Charter regarding the approval of the business plan (adjusted

business plan) and Article 15, clause 15.1, subclause 19 of this Charter is to be carried out at one meeting of the Board of Directors, unless another procedure for consideration is determined by the Board of Directors.

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

16.1. The numerical composition of the Board of Directors of the Company is 13 (Thirteen) persons.

16.2. Members of the Board of Directors of the Company are elected at the General Meeting of Shareholders of the Company in the manner provided by clause 10.8. Article 10 of this Charter, for the period until the next annual General Meeting of Shareholders.

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

If the Annual General Meeting of Shareholders has not been held within the time limits established by clause 11.1 of Article and of this Charter, the powers of the Board of Directors of the Company shall be terminated, except for the powers to convene, prepare and conduct 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. Persons elected to the Board of Directors of the Company may be re-elected any number of times.

16.5. By the decision 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 prematurely.

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

Article 17. Chairperson of the Board of Directors of the Company

17.1. The Chairperson of the Board of Directors of the Company shall be 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 has the right to re-elect its Chairperson at any time by a majority vote of the total number of votes of the members of the Board of Directors of the Company.

17.2. The Chairperson of the Board of Directors of the Company organizes the work of the Board of Directors of the Company, convenes its meetings and chairs them, controls recording the minutes of meetings, chairs the General Meeting of Shareholders.

17.3. In the absence of the Chairperson of the Board of Directors, their functions are to be exercised by the Deputy Chairperson of the Board of Directors,

who is elected from among the members of the Board of Directors by a majority vote of the total number of members of the Board of Directors of the Company.

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

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

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

A meeting of the Board of Directors of the Company shall be convened by the Chairperson of the Board of Directors (or Deputy Chairperson of the Board of Directors in cases provided for in Article 17, clause 17.3 of this Charter) of the Company at his own initiative, at the request of a member of the Board of Directors, the Audit Commission of the Company, the head of the Internal Audit of the Company (head of the structural unit of the Company responsible for the organization and implementation of the Internal Audit, and if external dependent organization - the head of the specified organization), the Auditor of the Company, a member of the Management Board or the Director General of the Company.

18.3. At the first meeting of the Board of Directors of the Company, elected in a new composition, the issues of election of the Chairperson of the Board of Directors and the Deputy Chairperson of the Board of Directors of the Company are mandatory.

This meeting of the Board of Directors shall be convened by one of the members of the Board of Directors of the Company in accordance with the internal document of the Company regulating the procedure for convening and holding meetings of the Board directors of the Company.

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

18.5. An internal document of the Company regulating the procedure for convening and holding meetings of the Board of Directors of the Company may provide for the possibility of taking into account the written opinion of a member of the Board of Directors of the Company who is absent from the meeting of the Board of Directors of the Company on the issues on the agenda of the meeting when determining the quorum and voting results.

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. Decisions at a meeting of the Board of Directors of the Company are made by a majority vote of the members of the Board of Directors of the Company participating in the meeting, except in cases provided for by the legislation of the Russian Federation and this Charter.

In the event that 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 shall decide on holding an extraordinary General Meeting to elect a new

composition of the Board of Directors of the Company. The remaining members of the Board of Directors may only decide to convene such an extraordinary General Meeting of Shareholders. In this case, the quorum for holding a meeting of the Board of Directors is composed of at least half of the remaining members of the Board of Directors.

18.14. The minutes are kept at a meeting of the Board of Directors of the Company. The minutes of the meeting of the Board of Directors of the Company shall be compiled and signed no later than three (3) days after the meeting by the Chairperson of the meeting and the Corporate Secretary of the Company, who shall be responsible for the accuracy of the minutes. The documents approved by the Board of Directors are attached to the minutes.

When decisions are taken by the Board of Directors of the Company by absentee voting, the questionnaires for voting signed by members of the Board of Directors are attached to the minutes.

18.15. Resolutions of the Board of Directors of the Company adopted in violation of the competence of the Board of Directors of the Company, in the absence of a quorum for the meeting of the Board of Directors of the Company or without the required majority vote of the members of the Board of Directors of the Company shall not be valid regardless of the appeal against them in a court of law.

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

19.1. The committees of the Board of Directors are formed by the decision of the Board of Directors.

19.2. The committees of the Board of Directors are established for preliminary consideration of issues within the competence of the Board of Directors or studied by the Board of Directors in order to control the activities of the executive body of the Company, and develop necessary recommendations to the Board of Directors and the executive body of the Company.

19.3. The rules of procedure, formation, competence and term of office of the committees of the Board of Directors shall be determined by the internal documents of the Company approved by the Board of Directors of the Company.

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

Article 20. Corporate Secretary of the Company

For the purpose of proper observance of the procedure for preparing and holding the General Meeting of Shareholders and the activities of the Board of Directors of the Company, the Board of Directors of the Company may elect a Corporate Secretary of the Company, who shall report directly to the Board of Directors in his/her activities. The Corporate Secretary of the Company is an official of the Company who ensures that the Company complies with applicable laws, this Charter and internal documents of the Company that guarantee the rights

and legitimate interests of the Company's shareholders.

20.1. The status of the Corporate Secretary, the requirements for his/her candidature, the procedure for the appointment and termination of powers of the Corporate Secretary, his subordination and the procedure for interaction with the management bodies and structural divisions of the Company, as well as other issues of the Corporate Secretary of the Company are determined by the Regulation on the Corporate Secretary approved by the Board of Directors of the Company.

Article 21. Executive bodies of the Company

21.1. Management of the current activities of the Company is exercised by the sole executive body — the Director General and the collective executive body — the Management Board of the Company.

21.2. The Director General 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 for the creation 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 delegated under a contract to a management company or a manager.

The rights and obligations of the management organization (the manager) to manage the current activities of the Company shall be determined by the legislation of the Russian Federation and the agreement concluded between the management organization (the manager) and the Company.

The agreement on behalf of the Company shall be signed by the Chairperson 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, including the term of office, 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 powers shall be carried out by decision of the Board of Directors of the Company, except as provided for by federal law and this Charter.

21.5. The rights and obligations of the Director General and the members of the Company's Management Board with respect to the management of the Company's day-to-day operations shall be determined by Russian law, this Charter 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 Chairperson of the Board of Directors of the Company or a person authorized by the Board of Directors of the Company.

The terms of the employment contract, including the term of office, are determined by the Board of Directors of the Company.

The rights and obligations of the employer on behalf of the Company in relation to the

Director General and members of the Management Board of the Company are carried out by the Chairperson of the Board of Directors or a person authorized by the Board of Directors of the Company.

21.1. The Director General and members of the Management Board may combine their 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.

21.2. The Board of Directors may at any time decide to terminate the powers of the Company's Director General and members of the Company's Management Board and to form new executive bodies.

The powers of the Director General and members of the Executive Board shall be terminated on the grounds established by the laws of the Russian Federation and the labor agreement entered into by each of them with the Company.

21.3. The General Meeting of Shareholders may at any time decide on the early termination of the powers of the managing organization (manager).

The Board of Directors of the Company has the right to make a decision on the suspension of the powers of the managing organization or the manager. Simultaneously with the said decision, the Board of Directors of the Company shall resolve on the appointment of the Acting Director General of the Company and on holding an extraordinary General Meeting of Shareholders to resolve the issue of early termination of the powers of the managing organization (the manager) and, unless otherwise resolved by the Board of Directors, on transferring the powers of the sole executive body of the Company to the managing organization (the manager).

21.4. If the managing organization (manager) cannot perform its duties, the Board of Directors of the Company may decide on the appointment of an acting Director General 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, if no other decision will be made by the Board of Directors on the transfer of powers of the sole executive body of the Company to another managing organization or manager.

21.5. The Acting Director General of the Company shall manage the current activities of the Company within the competence of the Director General of the Company, unless the Board of Directors of the Company decides otherwise.

21.6. The Director General, members of the Company's Management Board, the acting Director General of the Company, and the managing organization (manager) in exercising their rights and performing their duties shall act in the interests of the Company, exercise their rights and perform their duties in respect of the Company reasonably and in good faith.

21.7. The Director General, members of the Company's Management Board, the Acting Director General of the Company, and the managing organization (manager) shall be liable to the Company for any losses incurred by the Company through their culpable acts (omissions), unless other grounds and scope of liability are established by federal laws.

The liability provided for in this clause shall not apply to the members of the Management Board of the Company who voted against the decision which caused losses to

the Company or who did not participate in the voting.

21.7. In the temporary absence of the Director General (including, but not limited to, illness, business trip, vacation), one of his/her deputies may perform his duties by order of the Director General of the Company only if the Board of Directors of the Company does not decide on the appointment of the Acting Director General of the Company.

In connection with the circumstances referred to in the first paragraph of this clause, the Board of Directors of the Company may decide to appoint an acting Director General of the Company for a specified period without terminating the powers of the Director General of the Company.

Article 22. Management Board of the Company

22.1. The Board of the Company shall act on the basis of this Charter, as well as the Regulations on the Board approved by the General Meeting of Shareholders, which establishes the terms and procedure for convening and holding its meetings, as well as decision-making arrangements.

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

- 1) development and submission to the Board of Directors of long-term plans for the implementation of the main activities of the Company;
- 2) preparation of the business plan (adjusted business plan) and the quarterly report on the performance of the business plan (for the first quarter, first half of the year, nine months, the reporting year), as well as approval (adjustment) of cash flows (budget) of the Company;
- 3) preparation of the investment program and report to the Board of Directors of the Company on the results of its implementation;
- 4) consideration of individual investment projects of the Company in the amount of more than 2 (two) million rubles and approval of reports of officials and divisions of the Company on the effectiveness of their implementation;
- 5) preparation of the program of technical re-equipment, reconstruction and development of the Company;
- 6) approval of the quarterly cash flow budget of the Company, as well as the report on its execution;
- 7) preparation of the annual program for the Company's procurement activities, approval of quarterly programs for the Company's procurement activities within the annual program, as well as preparation of reports on the implementation of annual and quarterly programs for the Company's procurement activities;
- 8) preparation of the annual report of the Company, the report on the implementation by the Management Board of decisions of the General Meeting of Shareholders and the Board of Directors of the Company;
- 9) making decisions on concluding transactions, the subject of which is

property, works and/or services, the value of which is more than 1 percent of the book value of the Company's assets, according to the accounting statements as of the last reporting date, with the exception of transactions made in the ordinary course of business of the Company, as well as transactions, the decision on which in accordance with the Charter are hereby referred to the competence of the Board of Directors of the Company;

- 10) preliminary consideration and provision of recommendations to the Board of Directors of the Company on the issues submitted for consideration of the Board of Directors of the Company in accordance with the procedure provided for by the internal document of the Company regulating the procedure of the Management Board of the Company;
- 11) making decisions on issues referred to the competence of the supreme management bodies of business companies, 100 (one hundred) percent of the authorized capital, or all voting shares of which belong to the Company (subject to Article 15, clause 15.1., sub-clause 36 of this Charter);
- 12) consideration of reports (information) of the Company's Deputy Director Generals, heads of the Company's structural divisions on the activities of the Company and its subsidiaries and affiliates submitted to the Management Board of the Company in accordance with the instructions of the Management Board or the Board of Directors of the Company;
- 13) effective risk management in the framework of the current activities of the Company; approval of the budget for risk management measures in the Company to the extent agreed upon by the decision of the Board of Directors of the Company; decision of cross-functional (performed by several structural divisions) risk management tasks;
- 14) resolving other issues related to the management of the Company's day-to-day operations in accordance with the decisions of the General Meeting of Shareholders, the Board of Directors of the Company, and issues submitted for consideration by the Management Board of the Company's Director General.

22.3. Members of the Company's Management Board shall be elected by the Board of Directors of the Company, in an amount determined by the decision of the Board of Directors of the Company

The quantitative composition of the Company's Management Board may not be less than three people.

In case of rejection by the Board of Directors of the Company of the candidatures to the Management Board of the Company proposed by the Director General, the Board of Directors of the Company shall be entitled to elect the candidates proposed by the member(s) of the Board of Directors of the Company.

22.4. The Management Board is competent if at least half of the elected

members of the Management Board participate in the meeting (in absentee voting).

22.5. All decisions are made by the Management Board by a simple majority of votes from the number of members of the Management Board present at the meeting (taking part in absentee voting).

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

Article 23. Director General of the Company

23.1. The Director General manages the Company's day-to-day operations in accordance with the decisions of the Company's General Meeting of Shareholders, Board of Directors and Management Board adopted in accordance with their competence.

23.2. The competence of the Director General of the Company shall include all issues of management of the Company's current activities, except for matters assigned to the competence of the General Meeting of Shareholders, the Board directors and Board of the Company.

23.3. The Director General of the Company acts on behalf of the Company without a power of attorney, including taking into account the restrictions provided for by the current legislation, this Charter and decisions of the Board of Directors of the Company:

- ensures the implementation of the Company's activity plans necessary for solving its tasks;
- approves the methodology for calculating and evaluating the implementation of key performance indicators for departments (officials) Companies, their target values (adjusted values) and reports on their implementation;
- 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 power 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 the organizations that are professional participants in the securities market);
- issues orders, approves (accepts) instructions, local regulatory acts and other internal documents of the Company on matters within its competence, gives instructions binding on all employees of the Company;
- approves the staff schedule and official salaries of the Company's employees;
- approves the Regulations for branches and representative offices of the Company;
- exercises with respect to the Company's employees the rights and obligations of an employer provided for by labor law;
- performs the functions of the Chairperson of the Management Board of the Company;

- distributes responsibilities among Deputy Director General;
 - no later than 45 (Forty-five) days before the date of the Annual General Meeting of Shareholders of the Company, the annual report, annual accounting (financial) statements, distribution of profits and losses of the Company are submitted for consideration by the Board of Directors of the Company;
- resolves other issues related to the current activities of the Company, 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.

23.4. The Director General is elected by the Board of Directors of the Company by a majority vote of the members of the Board of Directors participating in the meeting.

Nomination of candidates for the Director General of the Company for election by the Board of Directors of the Company shall be carried out in accordance with the procedure established by the internal document governing the procedure for convening and holding meetings of the Board of Directors of the Company.

23.5. The Director General of the Company is personally responsible for the organization of work and ensuring the conditions for the protection of state secrets in the Company, and for non-compliance with restrictions established by law.

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

24.1. In order to control the financial and economic activities of the Company, the General Meeting of Shareholders shall elect the Audit Commission of the Company until the next Annual General Meeting of Shareholders.

If the Company's Audit Commission is elected at an Extraordinary General Meeting of Shareholders, the members of the Audit Commission shall be deemed elected for the period until the date of the Annual General Meeting of Shareholders of the Company.

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

24.3. The official responsible for the organization and implementation of Internal Audit (the Head of the structural unit responsible for the organization and implementation of internal audit) is appointed and dismissed from office on the basis of a decision of the Board of Directors of the Company. The terms of the employment contract with the specified 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 determination of such a person and the terms of the contract with him, including the amount of his remuneration, is carried out by the Board of Directors of the Company.

24.4. By the decision of the General Meeting of Shareholders of the Company, the powers of all or individual members of the Audit Committee of the Company may be terminated ahead of schedule.

Members of the Audit Commission of the Company 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.

24.5. The competence of the Audit Commission of the Company includes: verification (audit) of financial, accounting, payment and other documentation of the Company related to the Company's implementation of financial and economic activities for its compliance legislation of the Russian Federation, this Charter and internal documents of the Company;

- verification and analysis of the financial condition of the Company, its solvency, functioning of internal control system and risk management system, liquidity of assets, ratio of own and borrowed funds, correctness and timeliness of accrual and payment of interest on bonds, income on other securities;
- control over the 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 Company's reserve and other special funds;
- verification of the timeliness and accuracy of settlement transactions with counterparties and the budget, as well as settlement transactions for payroll, 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 of the use of material, labor and financial resources in the financial and business activity with existing contracts, norms and standards, approved budgets and other documents regulating the activity of the Company;
- control over the safety and use of fixed assets;
- verification of cash and property of the Company, efficiency of use of assets and other resources of the Company, identification of the causes of non-production losses and expenses, identification of reserves for improvement of the Company's financial condition;
- verification of the fulfillment of previously issued instructions for the elimination of violations and deficiencies previously identified by the Audit Commission of the Company;
- development of recommendations for the Company's management bodies;
- implementation of other actions (measures) related to the audit of the financial and economic activities of the Company.

24.6. All decisions on issues falling within the competence of the Audit Commission shall be made by a simple majority of votes of the total number of its members.

24.7. The Company's Audit Commission shall have the right and, in the event of serious violations in the Company's financial and business activities, shall be obliged to demand that an Extraordinary General Meeting of the Company's

Shareholders be convened.

24.8. The procedure of the Company Audit Committee shall be determined by the internal document of the Company approved by the General Meeting of Shareholders of the Company.

The Audit Commission, in accordance with the decision to conduct an audit, 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, to petition the Company for the conclusion of civil law contracts with the specified specialists and organizations.

24.9. Check (audit) of financial and business activities of the Company is carried out according to the results of operations of the company and may be exercised at any time at the initiative of the Audit Commission of the Company, the General Meeting of Shareholders, the Board of Directors or at the request of a shareholder (shareholders) holding in aggregate not less than 10 percent of the voting shares of the Company.

24.10. At the request of the Audit Commission of the Company, persons holding positions in the management bodies of the Company are obliged to submit documents on the financial and business activities of the Company. At the request of the Audit Commission of the Company, persons holding positions in the management bodies of the Company are obliged to submit documents on the financial and business activities of the Company.

24.10.1. Based on the results of the audit of the financial and business activities of the Company, the Audit Commission of the Company draws up a conclusion, which shall contain:

- confirmation of the reliability of the data contained in the annual report of the Company, annual accounting (financial) statements;
- information on the facts of violations of the accounting and financial reporting procedures, as well as the implementation of financial and business activities;
- confirmation of the reliability of the data contained in the report on concluded related-party transactions.

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

24.11. In order to assess reliability and effectiveness of risk management and internal control in the Company, Internal audit is conducted.

24.12. The procedure for the activities of the Internal Audit is determined by this Charter, the Internal Audit Policy approved by the decision of the Board of Directors of the Company, and local regulations governing the activities of the Internal Audit.

24.13. In order to verify and confirm the Company's annual accounting (financial) statements, the General Meeting of Shareholders annually approves the Company's Auditor, who is not related by property interests to the Company and its

shareholders.

24.14. The amount of payment for the Auditor's services shall be determined by the Board of Directors of the Company.

24.15. The auditor of the Company shall audit 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.

24.16. According to the results of the audit of the Company's financial and economic activities, the Company's Auditor shall draw up a conclusion, which should contain:

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

The procedure and terms for drawing up an opinion on the results of the audit of the Company's financial and business activities are determined by the legal acts of the Russian Federation on the basis of an agreement concluded with the Company's Auditor.

Article 25. Accounting and accounting (financial) statements 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 Charter.

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

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

The Company shall involve an audit organization for the annual audit of annual accounting (financial) statements that is not related by property interests to the Company or its shareholders.

25.4. The annual report, annual accounting (financial) statements, distribution of profits and losses of the Company are 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. Information provided by the Company

26.1. The Company is obliged to keep: documents provided for by the Federal Law "On Joint-Stock Companies", the Charter 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 provided for in Clause 26.1. of this article at the location of the Company's executive body in the manner and for the duration established by the Bank of Russia.

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

26.3. Upon liquidation of the Company, the documents in permanent storage, which have scientific and historical significance, are transferred for state custody to the Federal Archive Service of Russia, while the personnel documents (orders, personal records and record cards, personal accounts, etc.) are transferred for custody to the corresponding archive of the subject of the Russian Federation.

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

26.4. 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.

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

26.6. Request for access to the Company's documents may be submitted to the Company in one of the following ways:

- by mail or through a delivery service to the address of the Company specified in the Unified State Register of Legal Entities, as well as to other addresses specified in the Charter of the Company or disclosed on the Company's website on the Internet information and telecommunications network for sending the request;
- by delivery against receipt to the person holding the position (performing the functions) of the sole executive body, the Chairperson of the Board of Directors of the Company or another person authorized to receive written correspondence addressed to the Company, including the Corporate Secretary;
- by giving instructions to this nominee holder by an authorized person whose rights to the Company's shares are taken into account by a nominee holder who takes into account the rights of an authorized person to the Company's shares, if this is provided for by the contract with him, and sending a message by this nominee holder about the will of the authorized person in accordance with the instruction received from him/her;
- by sending an email.

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

26.8. The Company has the right to refuse access to documents and information in cases established by the Federal Law "On Joint-Stock Companies". At the same time, the Company is obliged to notify the person who submitted the request in writing about the decision made within seven working days from the date of the request. Notification of refusal

to grant access to the Company's documents is sent to such a person by the communication method specified in the request.

26.9. The amount of the fee is set by the Director General 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 published 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 on a previously received and fulfilled Request, the period for granting access to the Company's documents on subsequent requirements is calculated from the date of receipt of such payment.

26.10. The Company provides the Company's shareholders and employees with access to information in compliance with the requirements of state and trade secrets legislation.

26.11. The term of performance of the obligation to provide documents containing confidential information is calculated no earlier than from the date of signing between the Company and the shareholder requesting access to the documents of the non-disclosure agreement (confidentiality agreement).

The Company publishes the terms of the confidentiality agreement (contract) on its website on the Internet information and telecommunication network. In case of group appeal of shareholders, this agreement shall be signed by each of them, and when granting access to documents to the representative of the shareholder, by proxy both by the shareholder and his/her representative.

26.12. Notifications on signs of possible interest in making transactions by joint-stock company, as well as Notices on changes in information containing signs of possible interest in making joint stock company transactions are sent to the Company in one of the following ways:

- by sending by registered mail with a notification of delivery 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 indicated in the charter of the company or in the internal document of the company approved by the General Meeting of Shareholders of the Company;
- by delivery against receipt to the person holding a position (performing functions) of the sole executive body of the company, or to another person authorized to receive written correspondence addressed to the company;
- by sending an electronic document signed with an electronic signature in accordance with the requirements of the Federal Law dated April 6, 2011 N 63-FZ "On Electronic Signature", through telecommunication channels of communication, including through the Internet;
- by telecommunication, including facsimile and telegraphy, e-mail.

Article 27. Reorganization and liquidation of the Company

27.1. The Company may be voluntarily reorganized by 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.

The Company may be liquidated 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 Charter.

27.1. In case of reorganization, liquidation of the Company, or termination of activities containing information that constitute state and commercial secrets, the Company shall ensure the safety of this information and their carriers by developing and implementing measures for secrecy, information protection, countering foreign technical intelligence (CFTI), security and fire safety.

**Russian Federation
Moscow**

On the nineteenth of April, two thousand twenty-two

I, Irina Alikovna Chupakhina, acting notary of the city of Moscow for Vasily Ilyich Suchkov, confirm that the content of the document produced by me on paper is identical to the content of the electronic document submitted to me.

The enhanced qualified electronic signature of the person who signed the electronic document submitted to me and its belonging to this person have been verified.

This paper document is equivalent to the electronic document submitted to me and has the same legal force.

*Entered into the register: **No. 77/555-н/77-2022-3-647.***

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