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Certificate Details

Certificate: 3C558E0014AA90944E64BCDOCF8B970F
Owner: Vzsilekhin Alexander Nikolaevich
Federal Taxation Service Interdistrict Tax Inspectorate No.46 for the
city of Moscow
Valid: from 18.03.2019 to 18.03.2020

APPROVED

By the decision of the annual General meeting
of shareholders

PJSC Moscow United Electric Grid Company
on June 14, 2019 (Minutes No. 21 dated June
19, 2019)

Presiding over the annual
General Meeting of Shareholders
P.A. Livinsky

CHARTER
Of the Public Joint Stock Company
Moscow United
Electric Grid Company
(revised version)

Moscow
2019

Article 1. General provisions

1.1. Public Joint Stock Company "Moscow United Electric Grid Company" (hereinafter referred to as the "Company"), renamed from OJSC "Moscow Regional Electric Grid Company" (minutes of the annual General Meeting of Shareholders of OJSC "Moscow Regional Electric Grid Company" No. 3 dated July 6, 2006), was established as a result of the reorganization of Mosenergo OJSC in the form of a spin-off (minutes of the annual General Meeting of Shareholders of Mosenergo OJSC No. 1 dated June 29, 2004).

1.2. The Company is the assignee in respect of a part of the rights and obligations of Mosenergo OJSC in accordance with the separation balance sheet of Mosenergo OJSC approved by the annual General Meeting of Shareholders of Mosenergo OJSC (Minutes No. 1 dated June 29, 2004).

1.3. New full name in Russian- Публичное акционерное общество "Московская объединенная электросетевая компания", in English - Public Joint-Stock Company "Moscow United Electric Grid Company". New full name in Russian - Публичное акционерное общество "Московская объединенная электросетевая компания", in English- Public Joint-Stock Company "Moscow United Electric Grid Company".

1.4. The abbreviated Company name in Russian:

- Moscow United Electric Grid Company PJSC;
- PJSC MOESK

In English:

- PJSC MOESK.

The former abbreviated Company name in Russian:

- ОАО "Московская объединенная электросетевая компания";
- ОАО "МОЭСК".

In English:

- JSC MOESK.

1.5. Legal address of the Company: Moscow, Russian Federation The address of the Company is indicated in the unified state register of legal entities.

1.6. The Company was established without a time limit.

Article 2. Scope of Operations

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

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

2.3. The Company owns separate property, and is liable for its obligations, is entitled to acquire and exercise property and personal non-property rights on its own behalf, fulfill duties, be a plaintiff and defendant in court.

2.4. The Company is entitled to open bank accounts in 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 liable neither for the obligations of the state and its bodies, nor for the obligations of its shareholders.

The shareholders of the Company are not liable for the obligations of the Company, with the exception of cases provided for by the legislation of the Russian Federation.

Shareholders are entitled to alienate their shares without the consent of other shareholders and the Company.

The shareholders of the Company bear the risk of losses associated with its activities to the extent of the value of their shares.

2.6. The Company has a round seal with the full company name in Russian and an indication of its location imprinted on it.

The Company is entitled to have stamps and letterhead with its own company name, its own emblem, as well as a registered trademark and other means of visual identification.

2.7. The Company has civil rights and obligations required for the implementation of any activities not prohibited by federal laws

2.8. The Company may create 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; they act on behalf of the Company and on the basis of the provisions approved by the Company.

Branches and representative offices of the Company are endowed with property, which is recorded both on their own separate balance sheets and on the balance sheet of the Company.

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

The company is liable for the activities of its branch and representative office.

Information on the branches and representative offices of the Company is indicated in the unified state register of legal entities.

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

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

Article 3 Purpose and activities of the Company

3.1. The main activities of the Company include:

- receipt of profit by the Company;

- ensuring of the effective and reliable operation of distribution grid facilities;
- ensuring sustainable development of the distribution electric grid facility;
- ensuring reliable and high-quality energy supply to consumers (in terms of supply and transmission of electricity).

3.2. To make a profit, the Company is entitled to conduct any types of activities not prohibited by law, including:

- services on transmission and distribution of electric energy; services in connection to electric grids;
- collection, transfer and processing of technological information, including measurement and recording data;
- diagnostics, operation, repair of electric networks and other power grid facilities and their technological management;
- diagnostics, operation, repair of technological communication networks, measuring and accounting equipment, relay protection equipment and emergency control, and other related to the functioning of the electric grid facilities, technological equipment, as well as their process management;
- compilation of long-range forecasting, long-term and current plans for the development of the electric grid facilities, targeted comprehensive 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 design documentation for capital construction facilities;
- construction, reconstruction, and overhaul activities;
- energy saving and energy efficiency improvement;
- development of schedules for emergency limitation of the consumption regime;
- control measurements of flow distribution, loads and voltage levels in power grids;
- services for the certification of workplaces on the basis of working conditions;
- prevention of fires, installation, repair and maintenance of fire safety facilities for buildings and structures related to the operation of power grid facilities; organization and implementation of industrial control over compliance of hazardous production facilities with industrial safety requirements;
- storage of petroleum products used for technological purposes; implementation of foreign economic activity, trade, economic, scientific, and

technical cooperation with foreign companies in order to ensure the types of activities of the Company provided for in the Charter;

- educational activities for training, professional development and education of personnel, including testing personnel knowledge of operating and maintenance rules, fire safety rules and other regulatory documents;

- transportation of cargo and passengers by road, rail and air 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 official secrets in accordance with the current 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 the research, design and experimental, and technological work, including development, creation, introduction of new and improvement of existing equipment, technologies, methods with a view to increasing reliability, quality, economy and environmental friendliness of energy supply to consumers, creation of conditions for the development of the electric power system of Russia, implementation of R&D and innovative 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 that require a special permit (license), membership in a self-regulatory organization or a certificate of self-regulatory organization on admission to a certain type of work arises from the moment of obtaining such permit (license) or within a specified period of time or from the moment of the Company's entry into a self-regulatory organization or issuance of a certificate of admission to a certain type of work by a self-regulatory organization, and is terminated upon termination of the 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.

Article 4. Authorized capital of the Company

4.1. The authorized capital of the Company is made up of the nominal value of the shares of the Company acquired by shareholders (placed 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 eighty seven) rubles

4.2. The Company placed ordinary registered shares of the same nominal value of 0.5 (zero point five tenths) 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:

- raised by increasing the nominal value of shares or by placing additional shares;
- cut down by reducing the nominal value of shares or by reducing their total number, inter alia, through the acquisition and redemption of part of the Company's outstanding shares in accordance with this Charter.

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

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

The reduction of the authorized capital of the Company is conducted in the manner prescribed by the legislation of the Russian Federation and this Charter.

The Company shall reduce its authorized capital in cases provided for by the Federal Law "On Joint-Stock Companies".

4.4. The Company is entitled to place 3.718.126 (Three million seven hundred eighteen thousand one hundred twenty six) ordinary registered shares with a nominal value of 0.5 (Zero point five tenths) rubles each for a total amount at a nominal value of 1.859.063 (One million eight hundred fifty nine thousand sixty three) rubles in addition to the outstanding shares.

Ordinary registered shares authorized by the Company for placement represent their owners the rights provided for in clause 6.2. Article 6 of this Charter.

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

5.1. The Company places ordinary shares and is entitled to place one or several types of preferred shares, bonds, and other equity securities in the manner prescribed by the legislation of the Russian Federation.

5.2. The Company is entitled to place additional shares and other issue securities through subscription and conversion. In case of increase in the authorized capital of the Company at the expense of its property, the Company shall place additional shares by distributing them among shareholders.

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

5.4. The placement of shares and other securities of the Company convertible into shares by the Company shall be exercised in accordance with legal acts of the Russian Federation.

5.5. The shareholders of the Company, in cases provided for by the legislation of the Russian Federation, have the preemptive right to purchase additional shares and equity securities convertible into shares placed by subscription in an amount proportional to the number of shares of this category (type) owned by them.

5.6. If, during the exercise of the pre-emptive right to purchase additional shares, as well as during the consolidation of shares, the acquisition by the shareholder of a whole number of shares proves impossible, parts of the shares (fractional shares) are formed.

A fractional share provides the shareholder - its owner - with the rights granted by the share of the corresponding category (type) in an amount corresponding to the part of the whole share that it makes up.

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

5.7. 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 equity securities can only be made in cash.

Article 6. Rights and obligations of the shareholders of the Company

6.1. A shareholder of the Company is a person owning shares of the Company on the grounds provided for by the legislation of the Russian Federation and this Charter.

6.2. Each ordinary registered share of the Company provides the shareholder - its owner with the same scope of rights.

Shareholders holding ordinary registered 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 its competence;
- 2) submit proposals to the agenda of the general meeting in the manner prescribed by the legislation of the Russian Federation and this Charter;
- 3) receive information on the activities of the Company and get acquainted with the documents of the Company in accordance with Article 91 of the Federal Law "On Joint-Stock Companies", other regulatory legal acts and this Charter;
- 4) receive dividends declared by the Company;
- 5) pre-emptive acquisition of excess shares and equity securities convertible into publicity offered shares, in an amount proportional to the number of

ordinary shares owned by them, in cases stipulated by the legislation of the Russian Federation;

- 6) in case of liquidation of the Company, receive a part of its property;
- 7) appeal the decisions of the management bodies of the Company entailing civil law consequences, in cases and in the manner prescribed by the legislation of the Russian Federation;
- 8) demand compensation for losses incurred by the Company;
- 9) litigate the transactions made by the Company on the grounds provided by the legislation of the Russian Federation and demand the application of the consequences of their invalidity, as well as the application of the consequences of the invalidity of void contracts of the Company;
- 10) conclude an agreement between them, as well as with the creditors of the Company and other third parties on the exercise of corporate rights (corporate agreement);
- 11) to exercise other rights provided by the legislation of the Russian Federation and this Charter.

6.3. Shareholders on the basis of an agreement with the Company have the right to finance and support the activities of the Company at any time to make gratuitous contributions in cash or in other 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 agreement, on the basis of which the shareholder makes a contribution to the property of the company, must be previously approved by a decision of the Board of Directors of the Company.

6.4. Shareholders holding ordinary registered shares of the Company are entitled to:

- 1) participate in the formation of the property of the Company in the required amount in the manner and within the time period provided for by the legislation of the Russian Federation or the Charter of the Company;
- 2) not to disclose confidential information about the activities of the Company;
- 3) participate in decision-making, without which the Company cannot continue its activities in accordance with the law if its participation is necessary to make such decisions;
- 4) not to commit actions deliberately aimed at causing harm to the Company;
- 5) not to perform actions (inaction) that substantially impede or make it impossible to achieve the goals for which the Company was established;
- 6) notify the Company on concluding a corporate contract.
- 7) notify other shareholders of the Company in advance of their intention to file a lawsuit challenging the decision of the General Meeting of Shareholders of the Company, as well as to compensate for losses incurred by the Company or invalidating the transaction of the Company or applying the consequences of the invalidity of the transaction by sending a written notice to the Company, which should be received to the Company at least five days prior to the day of legal recourse.

The shareholders of the Company may bear other obligations stipulated 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 out (declare) dividends based in accordance with the results of the first quarter, half-year and nine months of the reporting year can be made within three months after the end of the corresponding period.

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

7.2. The Company may not declare dividends on shares:

- if on the day of payment the Company meets the signs of insolvency (bankruptcy) in accordance with the legislation of the Russian Federation on insolvency (bankruptcy) or if the indicated signs appear in the Company as a result of payment of dividends;
- if on the day of payment the value of the Company's net assets is less than the amount of its authorized capital, reserve fund or becomes less than the specified amount as a result of dividends payment;
- in other cases provided for by Federal Laws.

Upon termination of the circumstances specified in this clause, the Company shall pay declared dividends to shareholders

7.3. The decision on the payment (declaration) of dividends is adopted by the General Meeting of Shareholders of the Company. The specified resolution shall determine the amount of dividends on shares of each category (type), the form of their payment, the procedure for payment of dividends in non-monetary form, the date on which the persons entitled to receive dividends are determined.

Therewith, the decision regarding the determination of the date and the persons entitled to receive dividends shall be made only on the proposal of the Board of Directors of the Company.

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

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

7.4. The Company may make a decision to declare dividends on shares:

- until full payment of the entire authorized capital of the Company;
- prior to the repurchase of all shares that shall be repurchased in accordance with Section 76 of the Federal Law "On Joint-Stock Companies" by the Company;
- if on the day of such a decision the Company meets the signs of insolvency (bankruptcy) in accordance with the legislation of the Russian Federation on insolvency (bankruptcy) or if the indicated signs appear in the Company as a result of payment of dividends;
- if on the day such a decision is made, the value of the Company's net assets

is less than its authorized capital and reserve fund or becomes less than their size as a result of such a decision;

- in other cases provided for by Federal Laws.

7.5. The source of dividend payment is the Company's profit after tax (net profit of the Company). The net profit of the Company is determined according to the accounting (financial) statements of the Company.

7.6. The deadline for the payment of dividends to a nominee holder and to a trustee who is a professional participant in the securities market, who are registered in the register of shareholders, should not exceed 10 business days, and to other persons registered in the register of shareholders - 25 business days starting from the date on which persons entitled to receive dividends are determined.

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

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

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 cash to individuals whose rights to shares are recorded in the register of shareholders of the Company is exercised by transferring funds to their bank accounts, the details of which are available at the registrar of the Company, or in the absence of information on bank accounts by postal transfer of funds, and otherwise persons whose rights to shares are recorded in the register of shareholders of the Company by transferring funds to their bank accounts. The obligation of the Company to pay dividends to such persons shall be deemed fulfilled from the date of receipt of the transferred funds by the federal postal service organization or from the date of receipt of funds by the credit institution in which the bank account of the person entitled to receive dividends is opened, and, if such a person is a credit institution, to its account.

Persons entitled to receive dividends and whose rights to shares are registered with the nominee shareholder shall receive dividends in monetary terms 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 his control, is obliged to return them to the Company within 10 days after the expiration of one month from the date of expiry of the dividend payout term.

7.7. A person who has not received declared dividends due to the fact that the Company or the registrar does not have accurate and required address information or bank details, or due to another delay of the creditor, may request the payment of

such dividends (unclaimed dividends) within three years from the date of the decision to pay them.

The deadline for filing a request for the payout of unclaimed dividends, when it is missed, shall not subject to restoration, except if the person entitled to receive dividends, did not submit this request under the influence of violence or threat.

Upon expiration of such period, declared and unclaimed dividends shall be restored as part of the retained earnings of the Company, and the obligation to pay them out shall cease.

Article 8. Company Funds

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

The amount of mandatory annual contributions to the Reserve Fund of the Company is 5 (Five) percent of the net profit of the Company until the Reserve Fund reaches the established amount.

8.2. The reserve fund of the Company is intended to cover losses of the Company, as well as to redeem the bonds of the Company and repurchase shares of the Company in the absence of other funds.

The reserve fund of the Company cannot be used for other purposes.

8.3. The Company is entitled to form other funds in accordance with the requirements of the current legislation of the Russian Federation, ensuring its economic and financial activities as a subject of civil turnover.

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;
- Managing board;
- General Director.

9.2. The body controlling the financial and economic 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 scope of responsibilities of the General Meeting of Shareholders includes the following issues:

- 1) making amendments and addenda to the Charter or approving a new version of the Charter;
- 2) company reorganization;
- 3) liquidation of the Company, appointment of a liquidation commission and approval of interim and final liquidation balances;
- 4) determination of the number, par 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 Company's authorized capital by reducing the nominal value of shares, by acquiring a part of 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) division and consolidation of the Company's shares;
 - 8) decision-making on the placement by the Company of bonds convertible into shares and other issuable securities convertible into shares;
 - 9) election of members of the Board of Directors of the Company and early termination of their powers;
 - 10) election of members of the Company's Internal Audit Commission and early termination of their powers;
 - 11) Approval of the Company's auditor;
 - 12) making a decision to transfer the powers of the sole executive body of the Company to the managing organization (manager) and early termination of the powers of the managing organization (manager);
 - 13) approval of the annual report, annual accounting (financial) statements of the Company;
 - 13.1) distribution of profit (including the payment (announcement) of dividends, with the exception of profit distributed as dividends according to the results of the first quarter, six months, nine months of the reporting year) and losses of the Company according to the results of the reporting year;
 - 14) payment (declaration) of dividends based on the results of the first quarter, half-year, 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 or subsequent approval of transactions in cases stipulated by Article 83 of the Federal Law "On Joint-Stock Companies";
 - 17) making decisions on consent or subsequent approval of major transactions in cases stipulated by Article 79 of the Federal Law "On Joint-Stock Companies";
 - 18) making decisions on participation in financial and industrial groups, associations and other unions of commercial organizations;
 - 19) approval of internal documents regulating the activities of the Company's bodies;
 - 20) making a decision on payment of remuneration and (or) compensations to the members of the Internal Audit Commission of the Company;
 - 21) making a decision on payment of remuneration and (or) compensations to the members of the Board of Directors of the Company;
 - 22) making a decision on dealing with an application for delisting of the Company's shares and (or) the Company's issuable securities convertible into its shares;
 - 23) resolution of other issues stipulated by the Federal Law "On Joint-Stock Companies".

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

The general meeting of shareholders is not entitled to consider and make decisions on issues that are not within its competence by the Federal Law "On Joint-Stock Companies".

10.4. The decision of the General Meeting of Shareholders on the issue put to the vote is adopted by a majority of votes of the shareholders holding voting shares of the Company participating in the meeting, unless otherwise provided for by the Federal Law "On Joint-Stock Companies". For each issue put to a vote, only a separate (independent) decision may be taken.

10.5. Decisions of the General Meeting of Shareholders of the Company are adopted by a three-fourths majority of the votes of the shareholders holding voting shares of the Company participating in the General Meeting of Shareholders of the Company on the following issues:

- making amendments and addenda to the Charter or approving a new version of the Charter;
- company reorganization;
- liquidation of the Company, appointment of a liquidation commission and approval of interim and final liquidation balances;
- determination of the number, par value, category (type) of authorized shares and the rights granted by these shares;
- decrease in the authorized capital of the Company by reducing the par value of shares;
- allocation of shares (equity securities) of the Company, 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 the conclusion or subsequent approval of a major transaction, the subject of which is property, the value of which is more than 50 (Fifty) percent of the book value of the assets of the Company;
- making a decision on dealing with an application for delisting of the Company's shares and (or) the Company's issuable securities convertible into its shares;
- acquisition of placed shares in cases provided for by the Federal Law "On Joint-Stock Companies" by the Company;
- in other cases provided for by the Federal Law "On Joint-Stock

Companies".

The decision to agree to or subsequently approve an interested-party transaction in accordance with Section 83 of the Federal Law "On Joint-Stock Companies" is adopted by the General Meeting of Shareholders of the Company by a majority vote of all shareholders not holding a transaction who hold voting shares and participate in the meeting.

The general meeting of shareholders, when deciding whether to consent to or subsequently approve an interested-party transaction, 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 referred to in subclauses 2, 5, 7, 8, 12-20 of clause 10.2 of Article 10 of this Charter, as well as on the reduction of the authorized capital of the Company by reducing the nominal value of shares, on the establishment of the date by which persons entitled to receipt of dividends is adopted by the General Meeting of Shareholders only at the proposal of the Board of Directors of the Company.

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

Decisions of the General Meeting of Shareholders adopted on issues not included in the agenda of the General Meeting of Shareholders (unless the case was attended by all shareholders of the Company), or in violation of the competence of the General Meeting of Shareholders, in the absence of a quorum for holding the General Meeting of Shareholders or without required for the decision to be taken by a majority vote of shareholders, is not valid regardless of their appeal in court.

10.8. Voting at the General Meeting of Shareholders is exercised on the principle of one voting share being equal to one vote, with the exception of cumulative voting on the election of members of the Board of Directors of the Company.

In a cumulative vote, the number of votes owned by each shareholder is multiplied by the number of persons who should be elected to the Board of Directors of the Company, and the shareholder is entitled to cast the votes thus obtained in full for one candidate or to distribute them between two or more candidates.

The candidates with the largest number of votes are considered elected to the Company's Board of Directors.

10.9. The general meeting of shareholders of the Company is held at the location of the Company in Moscow.

The specific address of 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 Chairman of the General Meeting of Shareholders are performed by the Chairman of the Board of Directors.

In the absence of the Chairman of the Board of Directors at the General Meeting of Shareholders, the functions of the Chairman of the General Meeting of

Shareholders are performed by the Deputy Chairman of the Board of Directors.

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

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.

At the annual General Meeting of Shareholders, the issues of electing the Board of Directors, the Audit Commission, approval of the Auditor of the Company, approval of the annual report of the Company, annual accounting (financial) statements, as well as distribution of profit (including payment (announcement) of dividends) presented by the Board of Directors of the Company are mandatory, with the exception of the payment (announcement) of dividends based on the results of the first quarter, six months, nine months of the reporting year), and losses of the Company according to 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.

Decisions of the General Meeting of Shareholders can be made by absentee voting (by poll) in accordance with Article 12 of this Charter.

11.3. The functions of the Tally Commission at the General Meeting of Shareholders are performed by a professional participant in the securities market who is the holder of the register of shareholders of the Company (registrar of the Company).

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

The date on which the persons entitled to participate in the General Meeting of Shareholders of the Company are determined (fixed) cannot be established 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 clause 14.9. and 14.11 of this Charter more than 55 (Fifty five) days prior to the date of the General Meeting of Shareholders.

In case of holding a general meeting of shareholders, the agenda of which contains the issue of reorganization of the company, the date on which the persons entitled to participate in such a meeting are determined (fixed) cannot be set more than 35 days prior to the date of the general meeting of shareholders.

Information on the date on which the persons entitled to participate in the

General Meeting of Shareholders of the Company is determined (fixed) is disclosed at least 7 (Seven) days prior to this date.

The list of persons entitled to participate in the General Meeting of Shareholders (with the exception of information on their will) is submitted by the Company for review at the request of a person included in the list and having at least 1 (one) percent of votes on any item on the agenda of the General Meeting shareholders, from the date following the date of receipt by the Company of the requirement to provide the specified list (from the date of preparation of the specified list, if such a 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 about their will) is provided by the Company for review at the premises of the executive body of the Company, and should also be available for review during the General Meeting of Shareholders at the venue. 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 shall, upon the request of a person included in the list of persons entitled to participate in the General Meeting of Shareholders with at least one percent of votes on any item on the agenda of the General Meeting of Shareholders, provide him with a copy of the list of persons entitled to participate in the General Meeting of Shareholders (with the exception of information on their expression of will), within seven working days from the date of receipt of the relevant request by the Company (from the date of compilation of this list, if such a request was received by the Company before the date of its abandonment).

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

The text of the notice of the General Meeting of Shareholders by decision of the Board of Directors may be additionally sent in electronic form to those shareholders of the Company who have informed the Company or the registrar of the information about email addresses to which such messages can be sent.

The notice of the General Meeting of Shareholders shall indicate:

- full company name and location of the Company;
- the form of the General Meeting of Shareholders (meeting or letter ballot);
- date, place (including information on the premises), time of the General Meeting of Shareholders and the mailing address to which the completed ballots can be sent;
- the date on which the persons entitled to participate in the General Meeting of Shareholders are determined (fixed);
- agenda of the General Meeting of Shareholders;
- the procedure for familiarization with information (materials) to be provided

in preparation for the General Meeting of Shareholders, and the address (addresses) at which it can be found;

- categories (types) of shares whose owners are entitled to vote on all or some of the items on the agenda of the general meeting of shareholders;

- the email address to which the completed ballots can be sent, and (or) the website address in the Internet telecommunications network, where the electronic form of ballots can be filled in, if such methods of sending, and (or) filling out the ballots are provided for by the decision of the Board of Directors Companies in preparation for the General Meeting of Shareholders;

- information on the documents that shall be submitted for admission to the premises in which the General Meeting of Shareholders will be held, if admission to the premises is not free;

- the time of the start of registration of persons participating in the General Meeting of Shareholders.

If the person listed in the register of shareholders of the Company is a nominal holder of shares, a notice on the General Meeting of Shareholders and information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders, in preparation for the General Meeting of Shareholders of the Company, are provided 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.

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.

11.6. Voting at the General Meeting of Shareholders is only exercised by ballots for voting on all issues on the agenda. The form and text of the voting ballot are approved by the Board of Directors. The voting by ballots is equivalent to the receipt by the registrar of the Company of messages on the will of persons who are entitled to participate in the General Meeting of Shareholders, are not registered in the register of shareholders of the Company and, in accordance with the requirements of the legislation of the Russian Federation on securities, gave instructions to persons registering their rights to shares (instructions) on voting.

A voting ballot shall be sent or handed over against 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 prior to holding the General Meeting of Shareholders.

Voting ballots can be sent by sending a registered or simple letter to the address indicated in the list of persons entitled to participate in the General Meeting of Shareholders and/or an electronic message to the email address of the person indicated in the register of shareholders of the Company. The voting ballot form may additionally be posted on the Company's website in the Internet information and telecommunication network.

Each person included in the list or his representative is 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.

11.7. Information (materials) on the issues on the agenda of the General Meeting of Shareholders within 20 (Twenty) days, and in case of holding the General Meeting of Shareholders, the agenda of which contains the issue of reorganization of the Company, within 30 (Thirty) days prior to the General Meeting of Shareholders It is available to persons entitled to participate in the General Meeting of Shareholders for familiarization in the premises of the executive body of the Company and other places whose addresses are indicated in the message on the General Meeting of Shareholders, as well as on the website e companies in the information and telecommunications network Internet at www.moesk.ru. The specified information (materials) should be available to persons participating in the General Meeting of Shareholders during its holding. Moreover, the Company seeks to ensure the availability of materials to the General Meeting of Shareholders at least 30 days prior to the date of its holding.

The procedure for informing persons entitled to participate in the General Meeting of Shareholders on the details (materials) on the issues on the agenda of the General Meeting of Shareholders, as well as the list of such information (materials) are determined by a decision of the Board of Directors of the Company.

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

If the Company's share is in common ownership of several persons, 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 various issues, and the voting powers at the General Meeting of Shareholders are exercised by them discretion of one of the participants in the Common Share Property or their common representative.

The authority of each of these persons shall be properly documented.

11.9. When holding the General Meeting of Shareholders in the form of joint presence, persons included in the list of persons entitled to participate in the General Meeting of Shareholders or their representatives are entitled to register for participation in such a meeting or send completed ballots to the Company or fill out the electronic form for the ballot on the web website in the Internet - telecommunications network, the address of which is indicated in the message on the General Meeting of Shareholders, if such a method of filling out the ballot is provided for by a decision of the Board of Directors of the Company in preparation for the General Meeting of Shareholders of the Company.

11.10. The General Meeting of Shareholders is competent (has a quorum) if it was attended by shareholders holding in aggregate more than half of the votes of the placed voting shares of the Company.

Participants in the General Meeting of Shareholders are considered to be the shareholders who registered to participate in it, including on the website indicated in the announcement of the General Meeting of Shareholders on the Internet information and telecommunication network, as well as the shareholders whose ballots were received or whose electronic form of ballots was filled out on the website indicated in such a message in the Internet information and telecommunication network no later than two days prior to the date of holding the

general meeting of shareholders.

Participants in the General Meeting of Shareholders are also considered to be shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, gave the persons registering their rights to shares instructions (instructions) on voting if notifications of their will were received no later than two days before the date holding the General Meeting of Shareholders.

11.11. If there is no quorum for holding the annual General Meeting of Shareholders of the Company, a repeated 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 repeated General Meeting of Shareholders of the Company can be held with the same agenda.

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

Another General Meeting of Shareholders of the Company convened to replace the failed one, is legally authorized if shareholders holding in aggregate at least 30 percent of the votes of the placed voting shares of the Company took part in it.

When holding another General Meeting of Shareholders less than 40 (Forty) days after the failed General Meeting of Shareholders, the persons entitled to participate in the General Meeting of Shareholders are determined (fixed) at the date on which the persons who had taken place at the failed General Meeting were determined (fixed) shareholders.

If there is no quorum for holding a meeting, on the basis of a court decision, an annual General Meeting of Shareholders no later than 60 days later, a repeated General Meeting of Shareholders with the same agenda should be held. At the same time, additional appeal to the court is not required. Another General Meeting of Shareholders is convened and held by the person or body of the Company specified in the court decision, and if the indicated person or body of the Company did not convene the annual General Meeting of Shareholders within the time period specified by the court decision, the repeated meeting of shareholders is convened and held by other persons or the body of the Company who have applied with a lawsuit, provided that these persons or the body of the Company are indicated in the court decision.

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

11.12. The minutes of the General Meeting of Shareholders shall be drawn up no later than 3 (Three) business days after the closing of the General Meeting of Shareholders in duplicate. Both copies are signed by the chairman 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 protocol on the voting results at the General Meeting of Shareholders may be signed by the chairman of the General Meeting of Shareholders and (or) the secretary of the General Meeting of Shareholders, the 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 official website of the Company in the information and telecommunication network Internet at: www.moesk.ru, no later than 3 (Three) days from the date of its compilation.

11.13. Decisions adopted by the General Meeting of Shareholders and the voting results can be announced at the General Meeting of Shareholders during which voting was held, and should also 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 voting in the manner prescribed for the announcement of the General Meeting of Shareholders, no later than 4 (Four) business days after the closing date of the General Meeting of Shareholders.

If, on the date of determining (fixing) the persons entitled to participate in the General Meeting of Shareholders, the person registered in the register of shareholders of the Company was a nominal holder of shares, the information contained in the report on the results of the voting shall be provided to the nominal holder of shares in accordance with the rules of the law Russian Federation on securities for the provision of information and materials to persons exercising the rights to securities.

11.14. When holding a general meeting of shareholders in the form of a meeting, information and communication technologies can be used to enable remote participation in the general meeting of shareholders, discussion of agenda items and decision-making on issues put to a 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 poll).

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

The voting by ballots is equivalent to the receipt by the registrar of the Company of messages on the will of persons who are entitled to participate in the General Meeting of Shareholders, are not registered in the register of shareholders of the Company and, in accordance with the requirements of the legislation of the Russian Federation on securities, gave instructions to persons registering their rights to shares (instructions) on voting.

12.2. The General Meeting of Shareholders, the agenda of which includes questions on 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 issues provided for by subclause 13 of clause 10.2 of Article 10 of this Charter, cannot be held in the form of absentee voting.

A new General Meeting of Shareholders in exchange for the failed General

Meeting of Shareholders, which should have been held by joint attendance, cannot be held by absentee voting (by poll).

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

The date on which persons entitled to participate in the general meeting of shareholders of the company are determined (fixed) may not be set earlier than 10 (ten) days from the date of the decision to hold the general meeting of shareholders and more than 25 (twenty five) days prior to the deadline for acceptance of ballots by the Company, and in the case provided for in clause 8 of Article 53 of the Federal Law "On Joint-Stock Companies" - more than 55 (fifty five) days prior to the date of holding the General Meeting of Shareholders.

In case of holding a general meeting of shareholders, the agenda of which contains the issue of reorganization of the company, the date on which the persons entitled to participate in such a meeting are determined (fixed) cannot be set more than 35 days prior to the date of the general meeting of shareholders.

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

12.4. A notice of the General Meeting of Shareholders by absentee voting is posted on the Company's website on the information and telecommunication network Internet at www.moesk.ru no later than 30 (thirty) days prior to the deadline for the acceptance of ballots by the Company, and in the case provided for in clause 8 Article 53 of the Federal Law "On Joint-Stock Companies" - not later than 50 (fifty) days prior to the date of the General Meeting of Shareholders.

The text of the notice of the General Meeting of Shareholders by decision of the Board of Directors may be additionally sent in electronic form to those shareholders of the Company who have informed the Company or the registrar of the information about email addresses to which such messages can be sent.

The notice of the General Meeting of Shareholders shall indicate:

- full company name of the Company and location of the Company;
- the form of the General Meeting of Shareholders (meeting or letter ballot);
- the deadline for the receipt of 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 (fixed);
- agenda of the General Meeting of Shareholders;
- the procedure for familiarization with information (materials) to be provided in preparation for the General Meeting of Shareholders, and the address (addresses) at which it can be found;
- the email address to which the ballots can be sent, and (or) the website address in 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 are entitled to vote on all or some of the items 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. A ballot paper shall be sent or handed over against 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 prior to the deadline for receiving the ballots.

Ballot papers can be sent by sending a registered or simple letter to the address indicated in the list of persons entitled to participate in the General Meeting of Shareholders, and/or an electronic message to the email address of the person indicated in the register of shareholders of the Company. The voting ballot form may additionally be posted on the Company's website in the Internet information and telecommunication 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 informing persons entitled to participate in the General Meeting of Shareholders on the details (materials) on the issues on the agenda of the General Meeting of Shareholders, as well as the list of such information (materials) are determined by a decision of the Board of Directors of the Company.

If the person listed in the register of shareholders of the Company is a nominal holder of shares, a notice on the General Meeting of Shareholders and information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders, in preparation for the General Meeting of Shareholders of the Company, are provided 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.

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 and (or) the electronic form of the ballots is filled out on the website in 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 acceptance of ballots by the Company indicated in them, as well as shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, they gave the persons registering their rights to shares instructions (instructions) on voting if messages about their will were received before the deadline for receiving ballots.

12.7. The protocol on the voting results is drawn up and signed by the registrar of the Company no later than 3 (Three) business days after the deadline for the receipt of ballots in duplicate.

The minutes of the General Meeting of Shareholders are drawn up no later than 3 (Three) business days after the end of the acceptance by the Company of ballots in duplicate. Both copies are signed by the Chairman 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 protocol on the voting results at the General Meeting of Shareholders may be signed by the chairman of the General Meeting of Shareholders and (or) the secretary of the General Meeting of Shareholders, the 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 official website of the Company in the information and telecommunication network Internet at: www.moesk.ru no later than 3 (Three) days from the date of its compilation.

12.8. Decisions adopted by the General Meeting of Shareholders and the voting results must 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 voting results in the manner provided for notifying the General Meeting of Shareholders, no later than 4 (Four) business days after the deadline for the receipt of ballots during the General Meeting of Shareholders in the form of letter ballot.

If, on the date of determining (fixing) the persons entitled to participate in the General Meeting of Shareholders, the person registered in the register of shareholders of the Company was a nominal holder of shares, the information contained in the report on the results of voting shall be provided to the nominal holder of shares in accordance with the rules of the law Russian Federation on securities for the provision of information and materials to persons exercising the rights to securities.

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

13.1. Shareholders (a shareholder) holding in aggregate at least 2 percent of the voting shares of the Company are entitled to put items on the agenda of the annual General meeting of shareholders and nominate candidates for the Board of Directors of the Company and the Review Commission of the Company, the number of which cannot exceed the quantitative composition of the relevant body. Such proposals shall be received by the Company no later than 60 (Sixty) days after the end of the reporting year.

13.2. A proposal to include issues on the agenda of the general meeting of shareholders and a proposal to nominate candidates shall be submitted indicating the name (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 (a shareholder) of the company that are not registered in the register of shareholders of the company are entitled to make proposals on the agenda of the general meeting of shareholders and proposals for nominating candidates also by giving appropriate instructions (instructions) to a person who takes into account their rights to shares. Such instructions (instructions) are given in accordance with the rules of the legislation of the Russian Federation on securities.

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

13.4. The Board of Directors of the Company shall consider the proposals received and make decisions on including them on the agenda of the General Meeting of Shareholders of the Company or on refusing to include them on 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 substantiated decision of the Board of Directors of the Company to refuse to include an item on the agenda of the General Meeting of Shareholders of the Company or a candidate on the list of candidates for voting in the relevant body of the Company shall be sent to the shareholder (shareholders) who submitted a question or nominated a candidate no later than 3 (Three) days from the date such a decision was made. If these proposals were received by the company from persons who are not registered in the register of shareholders of the company and instructed the person registering their rights to shares, the decision of the board of directors (supervisory board) of the company shall be sent to such persons no later than three days from the date of 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.

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

Along with issues proposed by shareholders for inclusion on the agenda of the General Meeting of Shareholders, as well as candidates proposed by shareholders to form an appropriate body, the Board of Directors of the Company has the right to include questions and (or) candidates on the agenda of the General Meeting of Shareholders in the list of candidates for voting in elections 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 body.

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

14.1. Held in addition to the annual General Meetings of Shareholders of the Company are extraordinary.

14.2. An extraordinary General Meeting of Shareholders of the Company is held by decision of the Board of Directors of the Company on the basis of its own initiative, the requirements of the Audit Commission of the Company, the Auditor of the Company, as well as the shareholder (shareholders) owning at least 10 (Ten) percent of the voting shares of the Company on the date of the request.

14.3. The convocation of an extraordinary General Meeting of Shareholders at the request of the Audit Commission of the Company, the Auditor of the Company, or the shareholders (shareholder) holding at least 10 (Ten) percent of the voting shares of the Company shall be carried out by the Board of Directors of the Company.

Such a General Meeting of Shareholders shall be held within 40 (Forty) days from the date of the submission of a request for an extraordinary General Meeting of Shareholders of the Company, except as provided for in clause 14.9. of this Charter.

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

Persons (person) requiring the convocation of an extraordinary General Meeting of Shareholders of the Company are entitled to submit a draft decision of the Extraordinary General Meeting of Shareholders of the Company, a proposal on the form for holding the General Meeting of Shareholders. If the request to convene an extraordinary General Meeting of Shareholders contains a proposal to nominate candidates, the relevant provisions of Article 13 of this Charter apply to such a proposal.

The Board of Directors of the Company is not entitled to make changes to the wording of issues on the agenda, the wording of decisions on such issues and change the proposed form for holding an extraordinary General Meeting of Shareholders convened at the request of the Internal Audit Commission of the Company, the Auditor of the Company or shareholders (shareholders) of at least 10 (Ten) percent of the voting shares of the Company.

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

The request to convene an extraordinary General Meeting of Shareholders of the Company is signed by the person(s) requiring the convocation of an

extraordinary General Meeting of Shareholders of the Company.

14.6. Within 5 (Five) days from the date of the request of the Audit Commission of the Company, the Auditor of the Company or the shareholder (s) owning at least 10 (Ten) percent of the voting shares of the Company on the convening of an extraordinary General Meeting of Shareholders of the Company, the Board of Directors of the Company shall be a decision was made to convene an extraordinary General Meeting of Shareholders of the Company or to refuse to convene it.

14.7. The decision of the Board of Directors of the Company to convene an extraordinary General Meeting of Shareholders of the Company or a reasoned decision to refuse to convene it shall be sent to persons requiring its convocation no later than 3 (Three) days from the date of such a decision. 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 instructions (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. In case when during the period specified in clause 14.6. Article 14 of this Charter, the Board of Directors of the Company did not make a decision to convene an extraordinary General Meeting of Shareholders of the Company or made a decision to refuse to convene it, the body of the Company or persons requiring its convocation may appeal to the court with a request to compel the Company to hold an extraordinary General Meeting of Shareholders.

The court decision on compelling the Company to hold an extraordinary General Meeting of Shareholders shall indicate the dates and procedure for its holding.

The execution of the court decision rests with the plaintiff or, at his request, the body of the Company or another person, subject to their consent. Such a body cannot be the Board of Directors of the Company.

In this case, the body of the Company or a person who, in accordance with a court decision, holds an extraordinary General Meeting of Shareholders, has full authority provided for by the Federal Law "On Joint-Stock Companies" that is required for convening and holding this meeting.

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

14.9. If the proposed agenda of the extraordinary General Meeting of Shareholders contains a question on the election of members of the Board of Directors of the Company:

14.9.1. The General Meeting of Shareholders shall be held within 75 (Seventy five) days from the date of the submission of the request for an extraordinary General Meeting of Shareholders of the Company. In this case, the board of

directors of the company shall determine the date by which proposals from shareholders on the nomination of candidates for election to the board of directors of the company will be accepted.

14.9.2. The shareholders (shareholder) of the Company, who in aggregate hold at least 2 percent of the voting shares of the Company, are entitled to propose candidates for election to the Board of Directors of the Company, the number of which cannot exceed the number of members of the Board of Directors of the Company.

Such proposals shall be received by the Company at least 30 (thirty) days prior to the date of holding the extraordinary General Meeting of Shareholders.

The Board of Directors of the Company is obliged to consider the proposals and make decisions on including them on the agenda of the extraordinary General Meeting of Shareholders or on refusing to include them on the agenda no later than 5 (Five) days after the deadline specified in clause 2 of this subclause.

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

14.9.4. A notice of an extraordinary General Meeting of Shareholders shall be made no later than 50 (fifty) days prior to the date of its holding.

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

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, spin-off or division, and the election of the board of directors of the company established by reorganization in the form of a merger, spin-off or division, the shareholder or shareholders who are collectively not less than 2 percent of the voting shares of the reorganized company is entitled to nominate candidates to the board of directors of the newly created company, its collegial executive body and, if in accordance with the charter of the company to be established, the presence of the audit committee is mandatory, candidates for the audit committee, the number of which cannot exceed the quantitative composition of the relevant body, indicated in the announcement of the general meeting of shareholders of the company in accordance with the draft charter of the company to be created, as well as nominate a candidate for the position of the sole executive body of the established society.

If the proposed agenda of the General Meeting of Shareholders contains the issue of reorganizing the Company in the form of a merger, the shareholder or shareholders holding in aggregate at least 2 percent of the voting shares of the reorganized company are entitled to nominate candidates for election to the board of directors (supervisory board) of the by reorganization in the form of a merger, the

number of which cannot exceed the number of members of the board of directors (supervisory board) of the established company specified in the notice of the General Meeting of Shareholders in accordance with the merger agreement.

Proposals for the nomination of candidates must be submitted to the reorganized Company no later than 45 days prior to the day of the General Meeting of Shareholders of the reorganized Company.

The decision to include persons nominated by shareholders or the Board of Directors of the company being reorganized as candidates in the list of members of the collegial executive body, the audit commission and the decision to approve the person acting as the sole executive body of each company established by reorganization in the form of a merger, division or spin-off is adopted by the majority in three quarters of the votes of the members of the Board of Directors of the reorganized Company. With that, the votes of retired members of the Board of Directors of the Company are not taken into account.

Article 15. Board of Directors of the Company

15.1. The Board of Directors of the Company is a collegiate management authority that monitors the activities of the Sole Executive Body of the Company and performs other functions assigned to it by law or the Charter of the Company. The Board of Directors of the Company exercises general management of the Company, with the exception of resolving issues referred by the Federal Law "On Joint-Stock Companies" and this Charter to the competence of the General Meeting of Shareholders.

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

- 1) on identifying priority areas of the Company's activities including approval of the Company's development strategy, the Company's innovative development program and reports on their implementation;
- 2) convocation of the annual and extraordinary General Meetings of Shareholders of the Company, with the exception of cases provided for in clause 14.8. Article 14 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) determination of the date of compilation of the list of persons entitled to participate in the General Meeting of Shareholders of the Company, determination of the date of compilation of the list of persons entitled to receive dividends, approval of cost estimates for the General Meeting of Shareholders of the Company and other issues related to the preparation and holding of the General Meeting of Shareholders of the Company;
- 6) submitting for decision by the General Meeting of Shareholders of the Company the issues stipulated by subclauses 2, 5, 7, 8, 12-20 of clause 10.2. Article

10 of this Charter, on reducing the authorized capital of the Company by reducing the par value of shares, as well as on setting the date by which persons entitled to receive dividends are determined;

7) allocation of additional shares by the Company into which the preferred shares of a certain type placed by the Company are converted, convertible into ordinary shares or preferred shares of other types, if such placement is not associated with an increase in the authorized capital of the Company, as well as the placement by the Company of bonds or other equity securities, with the exception of shares; the issuance of Eurobonds and determination of the Company's policy regarding the issue of equity securities (excluding shares) and Eurobonds;

8) approval of the decision on the issue (additional issue) of securities, the prospectus of securities, a report on the results of the issue (additional issue) of securities and notification of the results of the issue (additional issue) of securities, approval of reports on the results of the acquisition of shares from shareholders of the Company, reports on the results redemption of shares, reports on the results of the presentation by shareholders of the Company of claims for the repurchase of shares owned by them, the adoption of a decision on the adoption of offers (acceptance) on the acquisition of additional shares placed by open subscription a claim after the expiration of the preemptive right, in cases determined by the Board of Directors of the Company;

9) determination of the price (monetary value) of property, the offering price or the procedure for determining it and the buyback price of equity securities in cases provided for by the Federal Law "On Joint-Stock Companies", as well as when resolving the issues referred to in subclauses 11, 21, 38 of clause 15.1. of this Charter;

10) the 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) the 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 Company's General Director and early termination of his/her powers, including adoption of a resolution on early termination of the employment agreement with him/her;

13) recommendations to the General Meeting of Shareholders of the Company on the amount of remuneration and compensation paid to members of the Audit Commission of the Company and determination of the amount of payment for the services of the Auditor;

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

15) approval of internal documents of the Company determining the procedure for the formation and use of the funds of the Company;

16) making decisions on the use of the funds of the Company; approval of estimates of the use of funds for special-purpose funds and consideration of the

results of the implementation of estimates of the use of funds for special-purpose funds;

17) approval of internal documents of the Company, with the exception of internal documents, the approval of which is within the competence of the General Meeting of Shareholders, as well as other internal documents, the approval of which is referred 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 implementation of the business plan (for the first quarter, first half, nine months, 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 half, nine months, reporting year);

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

21) on the participation of the Company in other organizations (including the approval of constituent documents and candidates for the governing bodies of newly created organizations), as well as changes in the share of participation (number of shares, size of shares, shares), encumbrance of shares (shares) and termination of the Company's participation in other organizations , with the exception of decisions on participation provided for by subclause 18 of clause 10.2. Article 10 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 obligations 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, approval of cost estimates for the General Meeting of Shareholders of the Company;

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

28) election of the Deputy Chairman of the Board of Directors of the Company

and early termination of his authority;

29) election of the Corporate Secretary of the Company and early termination of his authority;

30) preliminary approval of decisions on transactions by the Company related to the gratuitous transfer of the Company's property or property rights (claims) to itself or to a third party; transactions related to exemption from property obligations to oneself or to a third party; transactions related to the provision by the Company of services free of charge (performance of work) to third parties, in cases (amounts) determined by individual decisions of the Board of Directors of the Company, and the adoption of decisions on the completion by the Company of these transactions in cases where the above cases (sizes) are not defined;

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

32) making decisions on the appointment of the acting General Director 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) Applying disciplinary measures to the General Director and members of the Management Board of the Company, and their promotion in accordance with the labor legislation of the Russian Federation;

34) consideration of reports of the General Director on the activities of the Company (including on 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) determination of the agenda of the general meeting of shareholders (participants) of subsidiaries and affiliates (except for those subsidiaries and affiliates, 100 (one hundred) percent of the charter capital of which belongs to the Company);

b) restructure, dissolution of SACs;

c) on determining the quantitative composition of the governing and controlling bodies of subsidiaries and affiliates, nominating, electing their members and early termination of their powers, nominating, electing the sole executive body of subsidiaries and affiliates and early terminating their powers;

d) on determining the quantity, face value, category (type) of authorized shares of subsidiaries and affiliates and the 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 allocation of securities of subsidiaries and affiliates convertible into ordinary shares;
 - g) on splitting, consolidation of shares of subsidiaries and affiliates;
 - h) consent or subsequent approval of major transactions, carried out by SACs;
 - i) on the involvement of subsidiaries and affiliates in the activities of other organizations (on joining an existing organization or the creation of a new organization), as well as on the acquisition, alienation and encumbrance of shares and shares in the authorized capital of organizations in which the subsidiaries and affiliates participate, and changes in the participation interest in the authorized capital of the corresponding organization;
 - j) on making transactions by subsidiaries and affiliates (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 electric and thermal energy, in cases (size) determined by the procedure for interaction between the Company and 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 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;
 - p) on consideration of the investment program, including changes to it and a report on the results of its implementation of 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 subsidiaries and affiliates of a part of the shares in order to reduce their total number, and also by redeeming shares acquired or bought out by subsidiaries and affiliates;
 - r) on determining the credit policy of subsidiaries and affiliates in terms of issuing loans, concluding credit and loan agreements, issuing sureties, accepting obligations on a bill (issuing a promissory note and a

bill of exchange), transferring property as collateral and making decisions on making subsidiaries and affiliates of these transactions in cases where the adoption procedure decisions on them are not determined by the credit policy of the subsidiaries and affiliates, as well as the adoption in the manner prescribed by the credit policy of the subsidiaries and affiliates of decisions on bringing the debt position of the subsidiaries and affiliates in accordance with the limits established by the credit policy of subsidiaries and affiliates on the review of the credit policy of subsidiaries and affiliates report, the approval of the subsidiaries and affiliates loan plan, approving the plan for the future development of subsidiaries and affiliates, adjust plans of perspective development of subsidiaries and affiliates, on the consideration of the implementation plan for the future development of subsidiaries and affiliates report.

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

- a) on determining the position of representatives of subsidiaries and affiliates on issues on the agendas of general meetings of shareholders (participants) and meetings of the boards of directors of subsidiaries and affiliates of subsidiaries and affiliates related to the execution (approval) of transactions (including several interrelated transactions) related to the acquisition, disposal or disposal of property constituting fixed assets, intangible assets, construction in progress, the purpose of which is the production, transmission, dispatching, distribution of power and heat energy in cases (amounts) determined by the Company with the organizations in which the Company participates, approved by the Board of Directors";
- b) on determining the position of representatives of subsidiaries and affiliates on the agendas of general meetings of shareholders (participants) and meetings of the boards of directors of subsidiaries and affiliates in relation to subsidiaries and affiliates producing, transmitting, dispatching, distributing and marketing electric and heat energy, on reorganizing, liquidating, increasing the charter the capital of such companies by increasing the par value of shares or by placing additional shares, placing securities convertible into ordinary shares.

38) preliminary approval of decisions on implementation of the following actions 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 electric and thermal energy in cases (sizes), determined by separate decisions of the Board of Directors of the Company, or if the indicated cases (sizes) 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, construction in progress, the purpose of which is not to produce, transfer, dispatch, distribute electric and thermal energy in cases (sizes) determined by individual decisions of the Board of Directors of the Company, or if the specified cases (sizes) are not determined by the Board of Directors of the Company;
- 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 (sizes) 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 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 agreement, agreements concluded by the Company within the framework of regulation of social and labor relations, as well as approval of documents on non-state pension provision 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) elaboration of recommendations for the selection of an Auditor conducting an audit of the financial statements of the Company prepared in accordance with the International Financial Reporting Standards, approval of the terms of the agreement with him, as well as monitoring of the audit of the financial statements of the Company prepared in accordance with the International Financial Reporting Standards;

45) approval of a document defining the rules and approaches to the disclosure

of information about the Company; a document on the use of information on the activities of the Company, on securities of the Company 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 securities of the Company; a document defining the procedures for internal control over the financial and economic activities of the Company;

46) preliminary approval of transactions that may result in obligations expressed in foreign currency (or obligations whose amount is tied to foreign currency), transactions with derivative financial instruments, in cases and amounts determined by individual decisions of the Board of Directors of the Company, as well as if these cases (size) The Board of Directors of the Company is not defined; determination of the Company's policy regarding transactions with derivative financial instruments;

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

48) adoption of a decision on the nomination of the General Director 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 General Director 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) coordination of candidates for certain positions in the executive office of the Company determined by the Board of Directors of the Company;

56) apply for a listing of the shares of the Company and (or) equity securities of the Company convertible into shares of the Company;

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 establishing an acceptable degree of risk 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, 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 General Director 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) establishment of committees of the board of directors of the company, the approval of internal documents that determine their competence and order of activities, the determination of their quantitative composition, the appointment of the chairman and members of the committee and the termination of their powers;

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

67) on preliminary approval of the agreement on making by the shareholder (shareholders) of the Company gratuitous contributions to the property of the Company in cash or in other form, 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);

68) on preliminary approval of the agreement on the Company making gratuitous contributions to the property of companies in the authorized capital of which the Company participates, in cash or in another form, which do not increase the authorized capital of these companies and (or) do not change the nominal value of shares;

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

15.2. Matters related to the liability of the Board of Directors of the Company cannot be referred for decision to the General Director and the Management Board of the Company.

15.3. Upon exercising their rights and performing their obligations, the members of the Board of Directors shall act in the interests of the Company and exercise their Company's rights and perform their Company's obligations in good faith and reasonably.

15.4. Members of the Board of Directors are liable to the Company for losses incurred by the Company through their guilty actions (inaction), unless other grounds and amount 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. The review of issues stipulated by subclause 18 of clause 15.1 of article 15 of this Charter regarding approval of a business plan (adjusted business plan) and subclause 19 of clause 15.1 of article 15 of this Charter is carried out at one meeting of the Board of Directors, unless otherwise specified 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 Audit Committee of the Company is elected at the extraordinary General Shareholder Meeting, the members of the Audit Committee shall be deemed elected for the period up to the date of the annual General Shareholder Meeting of the Company.

If the annual General Meeting of Shareholders was not held within the time period established by clause 11.1 of Article 11 of this Charter, the powers of the Board of Directors of the Company shall be terminated, with the exception of the powers to convene, prepare and conduct the annual General Meeting of Shareholders.

16.3. Only a physical entity 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 an unlimited number of times.

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

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

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

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

The Board of Directors of the Company is entitled at any time to re-elect its Chairman by a majority of votes of the total number of votes of members of the Board of Directors of the Company.

17.2. The Chairman of the Board of Directors of the Company organizes the work of the Board of Directors of the Company, convenes its meetings and presides over them, organizes protocol maintenance at meetings, and chairs the General Meeting of Shareholders.

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

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

18.1. The procedure for convening and holding meetings of the Board of Directors of the Company is 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 Chairman of the Board of Directors (or Deputy Chairman of the Board of Directors in cases provided for in clause 17.3 of Article 17 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 General Director 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 Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors of the Company are mandatory.

The specified meeting of the Board of Directors is convened by one of the members of the Board of Directors of the Company in accordance with the internal document of the Company stipulating the convening and holding of meetings of the Board of Directors of the Company.

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

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

18.6. Transfer of the voting right by a member of the Board of Directors of the Company to another person, including another member of the Board of Directors of the Company, is not allowed.

18.7. Decisions at a meeting of the Board of Directors of the Company shall be taken by a majority of votes of the members of the Board of Directors of the Company participating in the meeting, with the exception of cases provided for by the legislation of the Russian Federation and this Charter.

In cases where a decision of the Board of Directors on a transaction shall be taken simultaneously for several reasons (set forth by this Charter and established by Chapter X or chapter XI of the Federal Law "On Joint-Stock Companies"), the provisions of the Federal Law "On Joint-Stock Companies" apply to the procedure for its adoption.

18.8. The decision of the Board of Directors of the Company on the issue of consent to the conclusion or subsequent approval of a major transaction is adopted unanimously by all members of the Board of Directors.

Decisions of the Board of Directors of the Company are adopted by a three-fourths majority of the votes of the members of the Board of Directors of the Company of their total number. The decisions are related to the following issues:

- on suspension of the powers of the managing organization (manager) and on the appointment of the acting General Director of the Company;
- on convening an extraordinary General Meeting of Shareholders of the Company in the cases provided for in clauses 21.9., 21.10. of Article 21 of this Charter.

When the Board of Directors of the Company adopts decisions stipulated by this clause of the Charter, the votes of retired members of the Board of Directors are not taken into account.

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

18.10. Decisions of the Board of Directors on issues stipulated by subclauses

21, 22, 35-38 of clause 15.1. Articles 15 of this Charter shall be adopted by a two-thirds majority of the members of the Board of Directors of the Company participating in the meeting.

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

18.12. The quorum for holding a meeting of the Board of Directors is composed of at least half of the number of elected members of the Board of Directors of the Company, and when deciding whether to consent to or subsequently approve transactions provided for in Chapter XI of the Federal Law "On Joint-Stock Companies", of at least 2 (Two) members of the Board of Directors of the Company who are not interested in the transaction and who meet the requirements set forth by clause 3 of Article 83 of the Federal Law "On Joint-Stock Companies".

In case the number of members of the Board of Directors of the Company becomes less than the amount constituting the specified quorum, the Board of Directors of the Company shall decide to hold 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 are entitled to make a decision only on the convening of 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.

18.13. 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 drawn up and signed no later than 3 (Three) days after it is held by the chairman of the meeting and the Corporate Secretary of the Company, who are responsible for the accuracy of its composition. 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.

18.14. If there is no quorum for holding a meeting of the Board of Directors of the Company or without the majority of votes required by the members of the Board of Directors of the Company, decisions of the Board of Directors of the Company taken with a violation of the competence of the Board of Directors of the Company are not valid irrespective of their appeal to the court.

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

19.1. Committees of the Board of Directors are established by decision of the Board of Directors.

19.2. The committees of the Board of Directors are established for preliminary consideration of issues related to the liabilities 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 the necessary recommendations to the Board of Directors and the executive body of the Company.

19.3. The regulation of activities, the formation procedure, competence and term of office of committees of the Board of Directors are 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

20.1. In order to properly observe the procedure for preparing and holding the General Meeting of Shareholders and the activities of the Board of Directors of the Company in the Company, the Board of Directors of the Company may elect the Corporate Secretary of the Company, who in his activity reports directly to the Board of Directors. The Corporate Secretary of the Company is an official of the Company who ensures the observance of current legislation, this Charter and internal documents of the Company by its members, thus ensuring the implementation of the rights and legitimate interests of the shareholders of the Company.

20.2. The status of the Corporate Secretary, the requirements for his 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 General Director and the collective executive body - the Management Board of the Company.

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

The executive bodies of the Company make regular reports to the Board of Directors of the Company on the creation and operation of an effective risk management and internal control system and are responsible for its effective operation.

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

The rights and obligations of the managing organization (manager) for the management of the current activities of the Company are determined by the

legislation of the Russian Federation and the agreement concluded by the managing organization (manager) with the Company.

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

The terms of the contract, including in terms of 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 are exercised by decision of the Board of Directors of the Company, with the exception of cases provided for by federal legislation and this Charter.

21.5. The rights and obligations of the General Director and members of the Management Board of the Company to manage the current activities of the Company are determined by the legislation of the Russian Federation, this Charter and the labor contract concluded by each of them with the Company.

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

The terms of the employment contract, including in terms of 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 General Director and members of the Management Board of the Company are exercised by the Chairman of the Board of Directors or by a person authorized by the Board of Directors of the Company.

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

21.8. The Board of Directors is entitled to decide on the termination of the powers of the General Director of the Company, members of the Management Board of the Company and on the formation of new executive bodies at any point of time.

The termination of authorities of the General Director and members of the Management Board is exercised on the grounds established by the legislation of the Russian Federation and the labor contract concluded with the Company by each of them.

21.9. The general meeting of shareholders is entitled to decide on the early termination of powers of the managing organization (manager) at any time.

The Board of Directors of the Company is entitled to make decisions on the suspension of the powers of the managing organization or manager. Simultaneously with this decision, the Board of Directors of the Company shall make a decision on the appointment of the acting General Director of the Company and on holding an extraordinary General Meeting of Shareholders to resolve the issue of early termination of powers of the managing organization (manager) and, unless

otherwise decided by the Board of Directors, on the transfer of powers the sole executive body of the Company to the managing organization (manager),

21.10. If the managing organization (manager) cannot perform its duties, the Board of Directors of the Company may decide on the appointment of an acting General Director of the Company and on holding an extraordinary General Meeting of Shareholders to resolve the issue of early termination of powers of the managing organization (manager) and, 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.

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

21.12. The General Director, members of the Management Board of the Company, the acting General Director of the Company, as well as the managing organization (manager), in the exercise of their rights and the performance of duties, shall act in the interests of the Company, exercise their rights and perform their obligations in respect of the Company reasonably and in good faith.

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

The liability stipulated by this clause is not incurred for members of the Management Board of the Company who voted against a decision that caused losses to the Company or who did not participate in the vote.

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

On the basis of the conditions specified in the first clause of this clause, the Board of Directors of the Company may decide on the appointment of a acting General Director of the Company for a fixed term without terminating the powers of the General Director of the Company.

Article 22. Management Board

22.1. The Management Board of the Company acts on the basis of this Charter, as well as the Regulation on the Management Board approved by the General Meeting of Shareholders, which sets the dates and procedures for convening and holding its meetings, as well as the decision-making procedure.

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

- 1) development and submission of prospective plans for the implementation of the Company's key business lines to the Board of

Directors;

- 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 the report to the Board of Directors of the Company on the results of its implementation;
- 4) Review of individual investment projects of the Company for an amount exceeding 2 (Two) million rubles and approval of reports of officials and subdivisions of the Company on the efficiency of their implementation;
- 5) preparation of the program of technical re-equipment, reconstruction and development of the Company;
- 6) approval of the quarterly budget of the Company's financial flows, as well as the report on its execution;
- 7) preparation of the Company's annual procurement program, approval within the framework of the annual program of quarterly procurement programs of the Company, as well as preparation of reports on the implementation of annual and quarterly procurement programs of the Company;
- 8) preparation of the Company's annual report, 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 entering into transactions involving property, work and/or services the value of which exceeds 1 per cent of the book value of the Company's assets according to the accounting records as of the last reporting date, except for transactions made in the ordinary course of the Company's business, as well as transactions that are within the competence of the Board of Directors of the Company in accordance with this Charter;
- 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 within the competence of the supreme management bodies of business entities, 100 (One hundred) percent of the authorized capital, or all voting shares of which belong to the Company (subject to subclause 36 of clause 15.1. of Article 15 of this Charter);
- 12) consideration of reports (information) of the Deputy General Directors of the Company, heads of structural divisions of the Company 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 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; resolution of cross-functional (performed by several structural divisions) risk management tasks;
- 14) resolving other issues of managing the current activities of the Company in accordance with decisions of the General Meeting of Shareholders, the Board of Directors of the Company, as well as issues submitted to the Management Board by the General Director of the Company.

22.3. Members of the Management Board of the Company are elected by the Board of Directors of the Company, in an amount determined by the decision of the Board of Directors of the Company at the proposal of the General Director of the Company.

The numerical composition of the Management Board of the Company 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 General Director, 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).

All decisions are taken by the Management Board by a simple majority of the votes of the members of the Management Board present at the meeting (participating in absentee voting).

Transfer of the right to vote by a member of the Management Board of the Company to another person, including another member of the Management Board of the Company, is not allowed.

Article 23. General Director of the Company

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

23.2. The responsibilities of the General Director of the Company include all issues related to the management of 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.

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

- ensures the implementation of the Company's activity plans required for solving his tasks;
- approves the methodology for calculating and evaluating the implementation of key performance indicators for the divisions (officials) of the Company, their target values (adjusted values) and reports on their implementation;
- organizes accounting and tax accounting and reporting in the Company, and storage of accounting documents;
- disposes of the property of the Company, makes transactions on behalf of the Company, issues powers of attorney, opens operating and other accounts of the Company in banks and other credit organizations (and also in cases provided for by law - in organizations - 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 list and official salaries of the Company's employees;
- approves the Regulations on the branches and representative offices of the Company;
- exercises the rights and obligations of the employer provided for by labor legislation in relation to the employees of the Company;
- Performs the functions of the Chairman of the Management Board of the Company;
- assigns responsibilities between the Deputy General Directors;
- submits an annual report, annual accounting (financial) statements, and a report on distribution of profit and loss of the Company to the Board of Directors of the Company no later than 45 (Forty-five) days prior to the date of holding an annual General Meeting of Shareholders 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 General Director is elected by the Board of Directors of the Company by a majority of votes of the members of the Board of Directors participating in the meeting.

Nominations for the position of General Director of the Company for election by the Board of Directors of the Company are carried out in the manner determined by an internal document governing the convening and holding of meetings of the Board of Directors of the Company.

23.5. The General Director 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. To exercise control over the financial and economic activities of the Company, the General Meeting of Shareholders shall elect the Audit Commission of the Company for a term up to the next annual General Meeting of Shareholders.

If the Audit Committee of the Company is elected at the extraordinary General Shareholder Meeting, the members of the Audit Committee shall be deemed elected for the period up to the date of the annual General Shareholder Meeting of the Company.

The numerical composition of the Company's Audit Committee is 5 (Five) people.

24.2. By the decision of the General Shareholders Meeting 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 Committee of the Company may not be members of the Board of Directors of the Company at the same time, as well as hold other positions in the management bodies of the Company.

24.3. The competence of the Audit Committee of the Company includes:

- verification (audit) of financial, accounting, payment and settlement and other documentation of the Company related to the Company's financial and economic activities, for its compliance with the 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 interest calculation and payment 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 formation and use of reserve and other special funds of the Company;
- verification of timeliness and correctness of settlement operations with counterparties and budget, as well as settlement operations on remuneration of labor, social insurance, calculation and payment of dividends and other settlement operations;
- control over compliance with the established procedure for writing off debts of insolvent debtors for losses of the Company;
- verification of the Company's business operations carried out in accordance with the concluded contracts;
- verification of compliance with the use of material, labor and financial resources in financial and economic activities of existing contracts, norms and regulations, approved estimates and other documents regulating the activities of the Company;
- control over the preservation and use of fixed assets;
- inspection of the Company's cash register and property, efficiency of

using the Company's assets and other resources, identification of causes of non-production losses and expenses, identification of reserves for improvement of the Company's financial condition;

- verification of compliance with previously issued orders on elimination of violations and defects previously identified by the Company Audit Committee;
- development of recommendations for the management bodies of the Company;
- implementation of other actions (measures) related to the audit of the financial and economic activities of the Company.

24.4. All decisions on matters falling within the competence of the Audit Commission shall be taken by a simple majority of the total number of its members.

24.5. The Audit Committee of the Company has the right, and in case of detection of serious irregularities in the financial and economic activity of the Company, is obliged to demand the convening of an extraordinary General Meeting of Shareholders of the Company.

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

Audit Committee in accordance with the decision on carrying out a check (audit) has the right to involve experts in relevant fields (Law, Economics, Finance, Accounting, Management, Economic security and other branches of knowledge), not occupying posts in the community, and also specialized organizations, to request the company about the conclusion of civil contracts with these professionals and organizations.

24.7. Check (audit) financially-economic activities of Companies 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 Committee 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.

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

24.8.1. Based on the results of the inspection of the Company's financial and economic activities, the Audit Committee of the Company shall draw up an opinion containing:

- confirmation of reliability of the data contained in the annual report of the Company, annual accounting (financial) reports;
- information on facts of violation of the accounting and presentation of financial statements, as well as the implementation of financial and economic activities;

- Confirmation of the reliability of the data contained in the report on concluded related-party transactions.

24.8.2. By the decision of the General Shareholder Meeting, the members of the Audit Committee 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 amount of such remuneration and compensation shall be established by the decision of the General Meeting of Shareholders.

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

24.10. The order of activity of Internal Audit is determined by the present Charter, Internal Audit Policy, approved by the Board of Directors, and local regulations governing the Internal Audit activity.

24.11. In order to verify and confirm the annual accounting (financial) report of the Company, the General Shareholders Meeting annually approves the Auditor of the Company, who is not connected by property interests with the Company and its shareholders.

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

24.13. The auditor of the Company shall audit the financial and economic 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.

24.14. Based on the results of the audit of financial and economic activities of the Company, the Auditor of the Company shall draw up a conclusion, which shall 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 procedure established by legal acts of the Russian Federation for accounting and submission of accounting (financial) statements, as well as legal acts of the Russian Federation when carrying out financial and economic activities of the Company.

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

Article 25 Accounting and accounting (financial) statements of the Company

25.1. The Company shall keep records and submit accounting (financial) statements in the manner established by the legislation of the Russian Federation and this Charter.

25.2. The 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 activities of the Company submitted to the shareholders of the Company, creditors and the media, lies with the

General Director 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 and annual accounting (financial) statements of the Company shall be confirmed by the Revision Commission and the Auditor 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 shall be subject to prior approval by the Board of Directors of the Company no later than 30 (Thirty) days prior to 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 shall keep the following documents:

documents provided for by the Federal Law "On Joint-Stock Companies", the Charter and internal documents of the Company, decisions of the management bodies of the Company,

as well as documents stipulated by regulatory legal acts of the Russian Federation.

26.2. The Company keeps the documents specified in clause 26.1. of this article, at the location of the executive body of the Company in the manner and within the time limits established by the Bank of Russia.

26.3. In case of reorganization of the Company, all documents are transferred in accordance with the established procedure to the assignee.

26.4. In case of liquidation of the Company, documents kept for permanent storage of scientific and historical significance shall be transferred for national archiving to the Federal Archival Service of Russia, documents on personnel (orders, personal files and accounting cards, personal accounts, etc.) shall be transferred for storage to the appropriate archive subject of the Russian Federation.

Transfer and ordering of documents is exercised in accordance with the requirements of archival authorities.

26.5. The Company shall provide shareholders with access to documents upon their request in the quantity, manner and terms stipulated by the Federal Law "On Joint-Stock Companies".

26.6. Information regarding the Company is presented by its representatives in accordance with the requirements of the Federal Law "On Joint-Stock Companies" and other legal acts of the Russian Federation.

26.7. The size of the fee is stipulated by the General Director of the Company and may not exceed the cost of making copies of documents.

In case of non-payment by the shareholder (authorized person) of the Company's costs for making copies of the Company's documents according to the previously received and executed Request, the period for submitting copies of the

Company's documents for the subsequent requirements shall be calculated starting from the date such payment was received.

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

26.9. The Company shall post the terms of the agreement (agreement) on confidentiality on its website and on the Internet. 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 representative.

26.10. Notifications on signs of a possible interest in transactions by a joint-stock company, as well as Notifications of changes in information containing signs of a possible interest in transactions by a joint-stock company shall be 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;

- delivery by hand to a person holding a position (performing functions) of the sole executive body of the company, or to another person authorized to accept written correspondence addressed to the company;

- sending an electronic document signed with an electronic signature in accordance with the requirements of the Federal Law dated April 6, 2011 N 63-FZ "On Electronic Signature", through telecommunication channels of communication, including through the Internet;

- direction by telecommunication, including facsimile and telegraphy, e-mail.

Article 27. Reorganization and liquidation of the Company

27.1. The Company may be voluntarily reorganized through merger, accession, division, spin-off and transformation, as well as on the grounds and in the manner determined by the Civil Code of the Russian Federation and federal laws.

27.2. The Company may be liquidated by court order or voluntarily in the manner prescribed by the Civil Code of the Russian Federation, the Federal Law "On Joint-Stock Companies", and this Charter.

27.3. 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.

27.4. The Board of Directors of the Company resolves issues related to the preparation and holding of general meetings of shareholders of companies created as a result of the reorganization of the Company in the form of spin-off or division (hereinafter referred to as the established companies):

- determines the form, date, place, time of the general meeting of shareholders, of the company to be established and the mailing address, as well as the email address to which the completed ballots can be sent;
- sets the agenda of the general meeting of shareholders of the newly established company;
- determines the date of fixing the persons entitled to participate in the general meeting of shareholders of the established company;
- the deadline for accepting shareholders' proposals for the nomination of candidates for election to the board of directors (supervisory board) of the company if the agenda of the extraordinary general meeting of shareholders includes the issue of electing members of the board of directors (supervisory board) of the company;
- determines the procedure for notifying shareholders of a general meeting of shareholders of the newly established company;
- determines the list of information (materials) presented to shareholders in preparation for the general meeting of shareholders of the established company, and the procedure for its provision;
- considers the proposals of the shareholders of the established companies to include the candidates put forward by them in the list of persons for voting on elections to the bodies of each of the established companies. The procedure for submitting such proposals, as well as the procedure for their consideration by the Board of Directors of the Company is set in the decision of the General Meeting of Shareholders of the Company on the matter of reorganization;
- submits a draft charter of the established company by the general meeting of shareholders of each of the established companies;
- approves the form and text of the ballot paper in case of voting with ballots; as well as elaborating of decisions on the agenda items of the general meeting of shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominal shareholders registered in the register of shareholders of the company.
- forms the working bodies of the general meeting of shareholders of the newly established company;
- determines the start time of registration of persons participating in the general meeting of shareholders of the newly established company, held in the form of joint attendance.

27.5. In the absence of a quorum for holding a general meeting of shareholders of a created company no later than 40 days after a failed general meeting of shareholders of a created company, a repeated general meeting of shareholders of the established company with the same agenda shall be held. Repeated general meetings of shareholders of the newly established companies are considered authorized (have a quorum) if the shareholders of the newly established companies, having in aggregate at least 30 percent of the votes of the ordinary shares of the newly established company to be distributed participated in them.

27.6. When holding another general meeting of shareholders of the established

company after the failed general meeting of shareholders of the established company, the persons entitled to participate in the general meeting of shareholders of the established company are determined in accordance with the list of persons entitled to participate in the failed general meeting of shareholders of the established company.

27.7. Messages on holding another general meeting of shareholders of the established companies and ballot papers shall be sent to the shareholders of the established companies by registered letter no later than 21 days prior to the date of another general meeting of shareholders of the established companies.

27.8. If a decision on one or more issues on the agenda of the general meeting of shareholders of the newly established company is not made, then no later than 40 days after the general meeting of shareholders of the newly established company at which no decisions were made on one or more issues, another general meeting of shareholders of the established company is held. In this case, only those issues are not included in the agenda of the general meeting of shareholders of the established company, the decision on which was not adopted by the general meeting of shareholders of the established company. When holding another general meeting of shareholders, the persons entitled to participate in the general meeting of shareholders of the established company are determined in accordance with the list of persons entitled to participate in the general meeting of shareholders of the established company at which no decision was made on any agenda item.

27.9. Obligations for the preparation for holding repeated general meetings of shareholders of all newly established companies are carried out by the Board of Directors of the Company.

Other issues related to the preparation and holding of general meetings of shareholders of newly established companies are resolved by the General meeting of shareholders of the Company, within the framework of the issue of reorganization of the Company by spin-off or split.

52 (Fifty two) sheets are numbered, laced and sealed

Secretary of the annual General Meeting of Shareholders of PJSC MOESK

_____ A.N. Svirin

signature

stamp