

Appendix No. 1  
to Minutes of session of the Board of  
Directors of  
IDGC of North-West, PJSC  
dated 15.08.2019 No 329/6

APPROVED  
the Board of Directors  
of IDGC of North-West, PJSC  
on 15.08.19 (Minutes No. 329/6)

REGULATIONS  
ON THE COMMITTEE FOR STRATEGY OF THE BOARD OF  
DIRECTORS  
OF "INTERREGIONAL DISTRIBUTION GRID COMPANY OF  
NORTH-WEST"  
PUBLIC JOINT STOCK COMPANY

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## 1. GENERAL PROVISIONS

1.1. Regulations on the Committee for Strategy of the Board of Directors of the "Interregional Distribution Grid Company of North-West" Public Joint-Stock Company (hereinafter referred to as the Regulations) defines the main goals of activity, competence and powers of the Committee for Strategy (hereinafter referred to as the Committee) of the Board of Directors of the "Interregional Distribution Grid Company of North-West" Public Joint-Stock Company (hereinafter – the Company), as well as the procedure for its formation and work.

1.2. The Committee is a collegial deliberative body created by a decision of the Board of Directors of the Company in order to ensure the effective work of the Board of Directors of the Company in resolving issues within its competence, and to increase the efficiency of the Company as a whole in the long term.

1.3. The task of the Committee is to develop and submit recommendations (conclusions) to the Board of Directors of the Company on areas of activity of the Board of Directors that are within the competence of the Committee, in particular: strategic development and priority areas of activity, innovation development, organization of business processes, business planning, dividend policy, risk management, assessment of the performance of the Company and its subsidiaries, as well as other tasks and areas defined by the Corporate Governance Code recommended for use by the letter of the Bank of Russia dated 10.04.2014 No. 06-52/2463 "On the Corporate Governance Code".

1.4. The decisions of the Committee are of recommendatory character for the Company Board of Directors.

1.5. The Committee is not a management body of the Company and is not entitled to act on behalf of the Company.

1.6. The Committee provides the Board of Directors with an annual report on the work done, as well as a report on its activities at any time at the request of the Board of Directors of the Company.

1.7. In carrying out its activities, the Committee is guided by the laws of the Russian Federation, the Company Charter, the Regulations on the Board of Directors of the Company, these Regulations and other internal documents of the Company, as well as the Corporate Governance Code, recommended for use by letter of the Bank of Russia dated 04.10.2014 No. 06-52/2463 " On the Corporate Governance Code".

## 2. COMPETENCE OF THE COMMITTEE

2.1. The activities of the Committee are carried out in accordance with the competence defined by the Regulations.

2.2. Preliminary consideration, analysis and development of recommendations (reports) on the following issues shall fall within the competence of the Committee of the Company Board of Directors:

1) determination of priority directions of the Company's activities, including approval of the development strategy, the innovative development program and reports on their implementation;

2) submission for the decision of the General meeting of shareholders of the Company of the issues:

- on reorganization of the Company;
- on increase in the authorized capital of the Company by increase in shares par value or by placement of additional shares;
- on decrease in the Company's Authorized Capital by increasing the face value of shares;
- on split or reverse split of shares of the Company;
- on placement by the Company of the bonds convertible into shares, and other issue securities convertible into shares of the Company;

- on approval the subsequent approval of transactions in cases provided for by Article 83 of the Federal Law "On Joint-Stock Companies";
  - on approval the subsequent approval of significant transactions in cases provided for by Article 79 of the Federal Law "On Joint-Stock Companies";
  - on participation in financial and industrial groups, associations and other unions of commercial organizations;
- 3) acquisition of shares, bonds and other equity securities placed by the Company in cases determined by the Federal law "On joint-stock companies" or other federal laws;
  - 4) carve-out (sale) of shares of the Company which have come at disposal of the Company as a result of their repurchase or buyout from shareholders of the Company as well as in other cases provided for by Federal Law "On Joint-Stock Companies";
  - 5) recommendations on the amount of dividend on shares and dividend payment procedure;
  - 6) Adoption of internal documents of the Company defining the procedure of formation and use of funds of the Company;
  - 7) decision taking concerning the use of the Company's funds, approval of the cost estimates concerning the special purpose funds and consideration of the results of the cost estimates implementation from use of means of the special purpose funds.
  - 8) approval of the business plan (revised business plan) and review of the quarterly report on the implementation of the business plan (for the first quarter, first half, nine months, reporting year);
  - 9) on approval of the investment program, including changes to it, and a quarterly report on the results of its implementation (for the first quarter, first half, nine months, reporting year);
  - 10) Creation of branches and opening of representative offices of the Company, their liquidation;
  - 11) decision on the Company's participation of in other organizations (on joining an existing organization or establishing a new one including approval of constituent documents) as well as on purchase of, carve-out of and encumbrance on shares or interest in authorized capitals of organizations wherein the Company participates, change in the amount of participatory interest in the authorized capital of such organization and termination of the Company's participation in other organizations;
  - 12) making decisions on approval the subsequent approval of major transactions in cases provided for by Chapter X of the Federal Law "On Joint-Stock Companies";
  - 13) determination of the position of the Company (representatives of the Company) including instruction to take or not to take part in voting on the agenda issues and choose voting option "for", "against" or "abstained" on the following issues on the agendas of General Meetings of Shareholders (participants) of subsidiaries and affiliates (hereinafter referred to as SCDs) and Meetings of Boards of Directors of subsidiaries and dependent companies;
  - 14) approval of targeted values (corrected levels) of key performance indicators (KPI) of the Company and reports on their performance;
  - 15) the application for listing of the Company's shares and (or) equity securities of the Company convertible into shares of the Company;
  - 16) risk assessment, as well as the establishment of an acceptable amount of risk for the Company;
  - 17) annual consideration of issues of organization, functioning and effectiveness of risk management systems in the Company;
  - 18) 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;
  - 19) on recommendations regarding the voluntary or mandatory offer received by the Company to acquire the securities of the Company;

20) approval of internal documents by the Board of Directors of the Company, regulating the target areas of the Committee's activities, as provided for in clause 1.3 of the Regulations;

21) consideration of other issues related to the target areas of the Committee's activities stipulated by clause 1.3 of the Regulations and issues stipulated by individual instructions of the Board of Directors of the Company.

### 3. COMMITTEE COMPOSITION AND FORMATION PROCEDURE

3.1. The number of members of the Committee is determined by the Board of Directors of the Company and may not be less than 5 (Five) and more than 11 (Eleven) people.

3.2. The personal structure of Committee shall be elected by the Company Board of Directors from the candidates presented by the members of the Company Board of Directors. Candidates are considered elected to the Committee, for each of which the members of the Board of Directors of the Company gave the largest number of votes.

3.3. Each member of the Company Board of Directors shall be entitled to propose no more than 2 (Two) candidates for election in the composition of the Committee.

3.4. Only individuals may be members of the Committee. The member of the Committee may be a member of the Company Board of Directors or not. The target number of members of the Board of Directors in the Committee is at least 3 (Three) people.

3.5. Proposals of the Company Board of Directors members on candidates for election to the Committee should be presented to the Chairman of the Company Board of Directors in writing no later than 5 (Five) calendar days prior to the date of carrying out of the Board of Directors meeting (the deadline for reception of questionnaires for absentee voting), the agenda of which contains an issue on election of the Committee members. The proposal on nomination of candidates to the Committee members shall be signed by a member of the Company Board of Directors who presented the specified proposal.

3.6. When nominating candidates for election to the Committee, the written consent of the nominated candidate and the following information about him must be attached to the proposal of a member of the Board of Directors:

- 1) candidate's full surname, name, and patronymic;
- 2) candidate's place of work and position at the moment of the proposal forwarding;
- 3) information on candidate's education;
- 4) contact details of the candidate to contact him.

A proposal of a member of the Board of Directors of the Company to nominate candidates for election to the Committee may contain additional information for assessing the professional qualities of candidates.

3.7. During the election of Committee members, their education, professional training, experience in the field of the Committee's activities and other special knowledge necessary for realization by Committee members of their authority should be considered.

3.8. The Committee members are elected for a term until election of a newly composed Committee. The election of the next composition of the Committee shall be held no later than 45 (Forty-five) calendar days after the annual General Meeting of Shareholders of the Company.

3.9. The authority of any member of the Committee may be terminated early by the decision of the Company Board of Directors.

3.10. The Committee Chairman and Committee members may divest themselves of authority by forwarding a written application to the Chairman of the Company Board of Directors and Chairman of the Committee.

3.11. If the quantitative structure of the Committee becomes less than the quorum defined by the Regulations for Carrying out of the Committee Meetings, the Chairman of the Board of Directors shall be obliged to call an extraordinary meeting of the Board of Directors of the Company for election of the Committee members or to include an issue on election of the Committee members in the agenda of the nearest planned meeting of the Company Board of Directors.

#### 4. RIGHTS AND DUTIES OF THE COMMITTEE AND ITS MEMBERS

4.1. In order to achieve the goals of the Committee's activities stipulated by the Regulations, the Committee has the right to:

- 1) carry out researches as to the issues within the Committee's competence;
- 2) request and receive information and documents from Executive Bodies of the Company which are necessary for realization of its activity; through Chairman of Board of Directors or the General Director of the Company to request the information from outside organizations;
- 3) receive professional services from the foreign organizations, or involve (including on the contractual basis) the third parties as experts (advisers) possessing special knowledge on the issues which fall within the competence of the Committee, within the limits of the Committee budget and subject to compliance with the requirements of documents governing the procurement activities of the Company. The agreements with the persons involved by the Committee for rendering consulting services shall be completed on the basis of the respective decision of the Committee by the Company's authorized official upon recommendation of the Chairman of the Committee, or by the Chairman of the Committee under the power of attorney issued by the General Director of the Company;
- 4) make suggestions and give recommendations to the Board of Directors of the Company on all issues referred by the Regulations to the competence of the Committee;
- 5) develop and submit draft amendments to the Regulations for approval of the Company Board of Directors;
- 6) carry out other actions aimed at achieving the activity goals of the Committee.

4.2. In order to achieve the goals of the Committee's activities stipulated by the Regulations, the Committee shall be obliged to:

- 1) give to the Board of Directors economically effective and legally grounded recommendations (opinions) as to the issues of the Committee's competence;
- 2) In due time to inform the Board of Directors of the Company on risks the Company is exposed to.

4.3. The Committee members within the limits of the Committee's competence shall be entitled to:

- 1) request documents and information required for making a decision on the issues of competence of the Committee from the Executive Bodies of the Company (the request is made in writing signed by the Chairman of the Committee);
- 2) draw up written proposals on formation of the Committee action plan;
- 3) bring in issues in the agenda of the Committee meetings in accordance with the procedure established by the Regulations;
- 4) demand convocation of the Committee meetings;
- 5) exercise other rights stipulated by the Regulations.

4.4. The Committee Members shall be obliged to:

- 1) familiarize themselves with materials for the Committee meetings and to develop their own position on each issue of the meeting agenda;
- 2) act in the interests of the Company, exercise their rights and fulfill obligations in relation to the Company in good faith and reasonably, comply with the requirements of the legislation of the Russian Federation, the Charter and internal documents of the Company;
- 3) meet the requirements of privacy, not to disclose the information on the Company which is a commercial and/or official secrecy.

#### 5. THE CHAIRMAN OF THE COMMITTEE

5.1. The management of the Committee and the organization of its activities shall be carried out by the Chairman of the Committee.

5.2. Chairman of the Committee shall be elected by the Board of Directors of the Company from among the elected members of the Committee by the majority of votes of

members of the Company Board of Directors who take part in the meeting of the Board of Directors.

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

5.4. In the absence of the Committee Chairman, the latter's duties are discharged by the Deputy Chairman of the Committee. The Deputy Chairman of the Committee shall be elected by the Committee members from their number by the majority of votes from the total number of the elected Committee members.

5.5. The Chairman of the Committee shall:

- 1) convoke meetings of the Committee and preside over them;
- 2) define the form of carrying out and approve the agenda of the Committee meetings;
- 3) define the list of the persons who are invited for participation in the Committee meetings in presentia.

The invitation to the Committee meeting in presentia of officials and/or Company employees shall be carried out by forwarding of the respective invitation addressed to the Company General Director. The General Director of the Company shall be obliged to ensure the participation of invited officials and/or employees of the Company or other persons with the authority, information and qualifications required for effective participation in the meeting of the Committee.

4) organize keeping of the minutes of the Committee meetings and sign minutes of the Committee meetings;

5) represent the Committee at cooperation with the Company Board of Directors, other Committees under the Board of Directors, the Company executive bodies, Auditor, Checkup Committee and other bodies and persons;

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

7) distribute duties between the Committee members;

8) present the action plan of the Committee for approval to the Committee, supervise implementation of decisions and action plans of the Committee;

9) provide the observance of requirements of the Russian Federation laws, the Charter, other Company internal documents, during the Committee activities;

10) discharges other functions stipulated by the legislation of the Russian Federation, the Charter and internal documents of the Company.

## 6. SECRETARY OF THE COMMITTEE

6.1. The functions of the Committee Secretary shall be exercised by the Company Corporate Secretary, unless otherwise provided by the decision of the Committee. In case of taking by the Committee of the decision on election of another person to the position of the Committee Secretary, the Secretary of the Committee shall be elected by the majority of votes from the total number of the elected Committee members. If the candidate to the position is the Company employee, his/her candidate shall be coordinated with the Company General Director.

6.2. The Secretary of the Committee shall carry out technical (information, documentary, legal, secretarial) support of the Committee current activities, including:

1) support of preparation and carrying out of the Committee meetings;

2) carrying out of gathering and ordering of materials for the meetings;

3) provides duly forwarding of notices and questionnaires on carrying out of the Committee meetings, meeting agenda, materials on the issues of the agenda and voting questionnaires to the Committee members and the persons invited for participation in the Committee meetings;

4) carrying out of meetings record keeping, organization of preparation of draft Committee decisions;

5) carrying out the registration of the correspondence addressed to the Committee and/or Committee members (including inquiries, requirements, solicitations), provision of reception by the Committee members of the necessary information;

6) provision of storage of the Committee meeting minutes and other documents and materials on the Committee activities according to the procedures of storage of the documentation adopted in the Company;

7) carrying out of assignments of the Committee Chairman within the limits of the Committee Chairman's authority;

8) certification of extracts from the minutes of the Committee meetings;

9) carrying out of other functions according to the Regulations.

## 7. PROCEDURE FOR PREPARING AND ARRANGEMENT OF THE COMMITTEE MEETINGS

7.1. The meetings of the Committee shall be convoked by the Committee Chairman according to the work plan approved at the Committee meeting (scheduled meetings), and in other cases stipulated in the Regulations (extraordinary meetings).

7.2. The Committee work plan shall be formed by the Committee Chairman taking into account the approved work plan of the Company Board of Directors and proposals of the Chairman of the Company Board of Directors, Committee members and decisions of the Company Board of Directors.

7.3. The Committee work plan shall be approved at the Committee meeting following the meeting of the Company Board of Directors which approved the work plan of the Company Board of Directors.

7.4. At convocation of the Committee meeting, the Committee Chairman shall determine date, time, place and form of carrying out of the meeting, agenda, and list of the persons invited for participation in the Committee meeting in presentia.

7.5. The agenda of the scheduled meeting shall be formed by Chairman of the Committee according to the approved work plan of the Committee, decisions of the Board of Directors of the Company and proposals of Chairman of the Board of Directors.

7.6. The Committee members shall have the right to submit proposals on formation of the agenda of the Committee scheduled meeting.

7.7. The Committee Chairman shall have the right to include the received proposals in the agenda of the scheduled meeting or to call an extraordinary meeting of the Committee.

7.8. The Committee extraordinary meetings shall be held:

1) according to the notice on the meeting of the Company Board of Directors, which is received from the Company Corporate Secretary, the agenda of which contains the issue referred by the Regulations to the Committee's competence;

2) at the Committee Chairman's instigation;

3) according to the decision of the Company Board of Directors or according to the Committee decision;

4) upon requirement of Chairman of the Board of Directors of the Company, a member of the Committee of the Auditing Committee or external Auditor of the Company.

7.9. The requirement of Chairman of the Board of Directors of the Company, a member of the Committee, the Auditing Committee and/or the external Auditor of the Company on convocation of a meeting of the Committee shall be forwarded to the Chairman of the Committee in a written form not later than 7 (Seven) working days before the date of carrying out the meeting and should contain the wording of a presented issue, substantiation of necessity of consideration of an issue at the meeting, draft decision of the Committee, and accompanying materials and other information required for decision making.

The demand on convocation of the Committee meeting shall be signed by the person who forwarded the specified demand (the demand of the Auditing Commission on convocation of the Committee meeting shall be signed by the Chairman of the Auditing Commission, the demand

of the Company Auditor shall be signed by the authorized person of the Auditor). Simultaneously, a copy of the demand on convocation of the Committee meeting with all applications shall be forwarded to the Committee Secretary.

7.10. Within 1 (One) working day from the date of receipt of the demand on convocation of an extraordinary meeting, the Committee Chairman shall make a decision on carrying out of an extraordinary meeting of Committee, define the date, time and place of carrying out of the Committee meeting (deadline (date and time) for reception of questionnaires at the voting in absentia), or make a decision on refusal to convoke an extraordinary meeting of the Committee. The reasoned decision on refusal to convoke an extraordinary meeting of the Committee shall be forwarded to the person or the Company body which requires convocation of such a meeting, no later than the next day after the date of taking by the Committee Chairman of the decision on refusal to convoke the meeting.

7.11. The decision of the Committee Chairman on refusal to convoke an extraordinary meeting of the Committee may be taken in the following cases:

1) the issue proposed for inclusion in the agenda of the Committee meeting does not fall within the competence of the Committee provided for in the Regulations;

2) the issue containing in the demand on convocation of an extraordinary meeting of the Committee has been already included in the agenda of the nearest meeting convoked according to the decision of the Committee Chairman, which was adopted before the reception of the above-stated demand;

3) the form, procedure and time of presentation of the demand on convocation of a meeting, which are determined in item 7.9 of the Regulations, were not observed.

7.12. Chairman of the Committee shall be entitled to include the issues containing in the requirement about convocation of an extraordinary meeting of the Committee in the agenda of the nearest scheduled meeting of the Committee.

7.13. The Committee meetings may be held in the form of joint presence of the Committee members (meeting in presentia) or in the form of the meeting in absentia on the meeting agenda issues (meeting in absentia).

Meetings of the Committee can be held using a specialized automated information system designed to hold meetings of the Committee of the Company, including sending out notifications, materials (information) on agenda issues, voting by members of the Committee of the Company and summarizing (hereinafter – the automated information system).

By decision of the Chairman of the Committee of the Company, members of the Committee who are absent from the venue of the meeting of the Committee may be given the opportunity to participate in the discussion of issues on the agenda and vote remotely through conference and video conferencing.

7.14. The notice on carrying out of the Committee meeting shall contain the agenda of meeting, form of carrying out of the meeting, date, place and time of carrying out of the meeting (deadline for submission of voting questionnaires on the agenda of the meeting). The notice on carrying out of the meeting shall be drawn up by the Secretary of Committee and shall be signed by the Committee Chairman or Deputy Chairman (in the cases stipulated by the Regulations). The notice on carrying out of the meeting shall be forwarded to the Committee members and the persons invited for participation in the Committee meeting in presentia, no later than 5 (Five) working days prior to the date of carrying out of the Committee meeting (the deadline for reception of questionnaires by the meetings in absentia).

7.15. The documents and the information on the agenda shall be forwarded to the Committee members and the persons invited for participation in the Committee meeting in presentia, no later than 3 (Three) working days prior to the date of carrying out of the meeting (the deadline for reception of voting questionnaires by the meeting in absentia).

Materials on the issues of the agenda of the Committee meeting shall necessarily include draft decisions to these issues. Preparation of draft decisions shall be organized by the Chairman of the Committee, except for cases of consideration by Committee of issues on demand of the persons specified in item 7.9 of the Regulations.

The persons invited for participation in the Committee meeting in presentia shall receive the materials on those issues of the Committee meeting agenda, in which discussion their participation is supposed.

7.16. The notice on carrying out of the Committee meeting and materials (information) on the agenda issues may be provided (forwarded) to the Committee members and the persons invited for participation in Committee meeting in presentia, personally, by a facsimile message, email or through an automated information system.

7.17. When the issue submitted to an extraordinary meeting of the Committee are urgent, the time of convocation of a meeting and forwarding of materials on the issues of the agenda of such a meeting may be reduced under the decision of the Committee Chairman.

7.18. At reception from the Company Corporate Secretary of the notice on the meeting of the Company Board of Directors, the agenda of which contains the issues falling within the Committee's competence under the Regulation, the Committee Chairman shall take all the measures providing duly carrying out of the Committee meeting for development of recommendations (decisions) on the specified issues of the agenda of the meeting of the Company Board of Directors and their forwarding to the Board of Directors of the Company.

7.19. Getting from the Company Corporate Secretary of the notice on the meeting of the Company Board of Directors, the agenda of which contains the issues which fall within the Committee's competence under the Regulations and is subject according to the Regulations for the Company Management Board to preliminary consideration by the Company Management Board, the meeting of the Committee on such issues shall be held after their preliminary consideration at the Company Management Board meeting. In this case, the respective decisions (recommendations) of the Management Board shall be presented to the Committee members for the Committee meeting. In the absence of the indicated decisions (recommendations) of the Management Board of the Company, the decision on the possibility of consideration of issues by the Committee shall be taken by the Chairman of the Committee.

7.20. Decisions at the Committee meetings shall be taken by the simple majority of votes of the elected members of Committee.

7.21. At the decision of the issues at the meeting, each member of the Committee shall possess one vote. In case of equality of votes, the Committee Chairman's vote shall be casting.

The vote transfer by one Committee member to another Committee member or another person shall not be supposed.

7.22. No later than 2 (Two) working days after carrying out of the Committee meeting, the Committee Secretary shall make up minutes of the meeting.

7.23. The Committee meeting minutes shall be signed by the person presiding over the meeting and the Committee Secretary. The minutes shall be made up in two original copies, one of which within 1 (One) working day after the signing shall be forwarded by the Committee Secretary to the Company Board of Directors with an enclosure of the materials prepared for it and the recommendations, and the other copy shall be stored in the Committee archive. All Committee members shall receive copies of the minutes, prepared materials and recommendations.

7.24. The Chairperson and Secretary of the Committee are held liable for the minutes drawing correctness. The Committee Secretary shall be in charge of storing of minutes, questionnaires, materials and recommendations of the Committee.

7.25. The Committee minutes shall contain:

form of carrying out of the meeting;

date, place and time of carrying out of the meeting (deadline (date and time) for reception of questionnaires);

the list of members of the Committee who took part in consideration of issues of the agenda with specification of the form of voting (internally or by sending the questionnaire, or by voting in the automated information system), and also the list of other persons who are present at internal meeting;

agenda;

proposals of the Committee members on the agenda issues ;  
issues which were put to the vote; the results of voting on them, with a specification of the type of voting of each Committee member;  
decisions taken.

7.26. By request of a Committee member, the summary of his/her opinion on the Committee meeting agenda issue may be applied to the Minutes of the Committee meeting. Such opinion shall be prepared by the Committee member and shall be passed to the Chairman and the Secretary of the Committee.

## 8. FEATURES OF THE COMMITTEE MEETINGS IN PRESENTIA

8.1. The Committee meeting in presentia shall be opened by the person presiding over the meeting – pthe Committee Chairman, and in case of his/her absence – pthe Deputy Chairman of the Committee.

8.2. The Committee members shall take part in the Committee meeting in presentia, as well as the invited persons.

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

The person presiding over the meeting in presentia shall inform the participants on the presence of the quorum for carrying out of the Committee meeting and shall announce the meeting agenda.

8.4. In case of absence of the quorum the session is considered incompetent. Thus, the person presiding over the meeting shall make one of the following decisions:

1) by consultations with persons present at meeting, he/she shall define time of putting-off the beginning of the meeting;

2) shall define the date of the repeated meeting with the same agenda;

3) shall include issues supposed to be considered at the Committee meeting which did not take place, in the agenda of the following planned meeting of the Committee.

8.5. The Committee meeting in presentia shall be authorized (shall have the quorum) if at least a half of the total number of the elected Committee members are present at the meeting.

8.6. While summing up the voting results on the issues included in the agenda of the Committee meeting in presentia, written opinions of members of the Committee who were absent at the meeting, issued and received in accordance with the procedure stipulated by these Regulation, shall be taken in account.

8.7. Written opinions of members of the Committee who are absent at the Committee meeting in presentia shall be issued by filling in the questionnaire for voting on the agenda issues.

8.8. On the day of carrying out of the Committee meeting in presentia, the Secretary of the Committee following the results of discussion of the agenda issues and voting of Committee members who are present at the meeting, shall make a questionnaire, according to Appendix 1 to the Regulation, signed by the Committee Chairman, and forward it in the original, by e-mail, by facsimile or through an automated information system to members of the Committee who were absent from the meeting.

8.9. During filling in the questionnaire by a member of the Committee on each of the issues put to the vote, only one of possible variants of voting ("for", "against", "abstained") shall be left uncrossed.

The filled-in questionnaire shall be signed by a member of Committee with a specification of his surname and initials.

The filled-in and signed questionnaire shall be presented by a member of the Committee to the Secretary of Committee no later than the next day after carrying out of the Committee meeting in the original, e-mail or by means of facsimile communication with the subsequent forwarding of the original of the questionnaire to the address specified in the questionnaire, or through an automated information system.

8.10. The questionnaire filled in with breaking the requirements specified in the first paragraph of item 8.9 of the Regulations shall not be taken into account at counting of the votes regarding the respective issue.

The unsigned questionnaire and the questionnaire presented with breaking of the time specified in item 8.9 of the Regulations shall be recognized invalid and shall not be taken into account at counting of votes and summing up of the voting results.

8.11. The results of voting on the agenda issues of the Committee meeting in presentia shall be defined (summed up) on the basis of the results of voting of the Committee members who are present at the meeting in presentia, and the questionnaires filled-in and signed by the Committee members received by the Secretary of the Committee in accordance with the established procedure. The results of voting shall be summed up after the expiry of the term of reception of questionnaires.

## 9. FEATURES OF THE COMMITTEE MEETINGS IN ABSENTIA

9.1. The decision on carrying out of the Committee meeting in absentia shall be taken by the Committee Chairman.

9.2. In order to conduct an absentee meeting of the Committee simultaneously with materials (information) on the agenda items of the absentee meeting, members of the Committee are sent questionnaires for voting on the agenda items of the meeting, drawn up in accordance with Appendix 2 to the Regulations.

9.3. During filling in the questionnaire for correspondence voting by a member of the Committee on each of the issues put to the vote, only one of possible variants of voting ("for", "against", "abstained") shall be left uncrossed.

The filled-in questionnaire shall be signed by a member of Committee with a specification of his surname and initials.

The filled-in and signed questionnaire shall be presented by a member of the Committee to the Secretary of Committee no later than the date and time of the deadline for reception of questionnaires specified in the questionnaire, in the original, e-mail or by means of facsimile communication with the subsequent forwarding of the original of the questionnaire to the address specified in the questionnaire, or through the automated information system.

9.4. The questionnaire filled in with breaking the requirements specified in the first paragraph of item 9.3 of the Regulations shall not be taken into account at counting of the votes regarding the respective issue.

An unsigned questionnaire, as well as a questionnaire submitted in violation of the deadlines specified in item 9.3 of the Regulations, shall be deemed invalid, shall not participate in determining the quorum necessary for a decision to be taken by absentee voting, shall not be taken into account when counting votes and determining voting results.

9.5. The Committee meeting in absentia shall be considered authorized (shall have the quorum) if at least a half of the elected Committee members have taken part in it.

9.6. Members of the Committee are considered to have taken part in a meeting in absentia, whose questionnaires or information on the results of voting in the automated information system of which were received by the Secretary of the Committee no later than the date and time of receipt of the questionnaires.

## 10. SUPPORT OF THE COMMITTEE ACTIVITIES

10.1. In order to support the Committee work, a separate expenditure item is provided at formation of the Company common expenditure budget. The Committee's expenditures include, in particular, remuneration and compensation of the Committee Chairman, members and Secretary, charges for involvement of outside advisers (experts), charges for maintenance of the administrative personnel and other charges.

10.2. According to the decision of the Company Board of Directors, the remuneration may be paid and the charges may be compensated to the Committee members and Secretary, which are connected with exercising by them of their duties. The amount of such remuneration and compensation, the procedure and the time of their payment shall be established by a separate decision of the Company Board of Directors.

10.3. The proposal on the amount of the Committee budget (with specification of item-by-item information) shall be formed at the Committee meeting and shall be forwarded to the Company Board of Directors.

The opinion of the Company General Director about an opportunity of financing of the presented budget in the planned volumes within the limits of realization of the Company economic activities in the respective scheduled period shall be applied to the Committee draft budget.

10.4. In order to hold the Committee meetings, the Company General Director by request of the Committee Chairman shall be obliged to grant the Committee a premise, to provide an unimpeded access to it of the persons, the list of whom is defined in the specified request, and to carry out other measures for carrying out the Committee meeting.

## 11. COOPERATION OF THE COMMITTEE WITH THE COMPANY'S BODIES AND OTHER PERSONS

11.1. During execution of their duties, the Committee shall support productive work relations with the governance and control bodies, structural divisions of the Company, other organizations and persons.

11.2. The Chairman and the Secretary of Committee shall be obliged to provide the information, technical and coordinated interaction of Committee with the Board of Directors, control bodies and structural divisions of the Company, and with other Committees of the Company Board of Directors.

11.3. The Executive Bodies of the Company, by the inquiry signed by Chairman of Committee, shall be obliged to give the information and the materials, necessary for members of the Committee for decision-making on the items falling within the competence of the Committee.

Specified information and materials should be presented no later than 3 (Three) working days from the date of reception of the inquiry, unless a greater term provided in the inquiry.

If incomplete or unreliable information (materials) are presented, the Committee members shall be entitled to request the additional information (materials).

11.4. The Committee Chairman shall present the recommendations (opinions) prepared (developed) by Committee, to the Company Board of Directors with simultaneous granting of copies of the specified recommendations (opinions) to the Company General Director.

## 12. CONFIDENTIALITY

12.1. During the exercising of duties by the Committee members, and also within one year after the end of the term of appointment in the Committee, the persons who are (were) the Committee members, the Secretary of the Committee and the third parties employed in the Committee, shall be obliged to observe the requirements to confidentiality with respect to the information which has been received by them in connection with their activities and which is not public. The concept of the information which is not public, with the reference to the Company activities, and its structure shall be established by the decision of the authorized Company governance body.

12.2. Members of the Committee, the Secretary of the Committee and the third parties employed in Committee shall be entitled to receive the specified information, if they concluded the agreement on use of the specified information in the form provided for by the internal documents of the Company.

12.3. All documents related to the Committee activities shall be stored at the Company's location in accordance with the documents storage procedure established within the Company. The Secretary of the Committee shall be in charge of storing the specified documents.

THE COMMITTEE FOR STRATEGY OF THE BOARD OF DIRECTORS  
of "Interregional Distribution Grid Company of North-West" Public Joint Stock  
Company

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QUESTIONNAIRE  
for voting on the agenda issues of the meeting in presentia  
of the Committee for Strategy of the Board of Directors  
of IDGC of North-West, PJSC, hold on " \_\_\_\_ " \_\_\_\_\_ 20\_\_

Issue:

1. \_\_\_\_\_

Decision (taken at the session):

1. \_\_\_\_\_

FOR	AGAINST	ABSTAIN
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*(leave uncrossed only the voting option You choose)*

Issue:

2. \_\_\_\_\_

Decision (taken at the session):

2. \_\_\_\_\_

FOR	AGAINST	ABSTAIN
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*(leave uncrossed only the voting option You choose)*

A completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than \_\_\_\_\_ *(date, time)* in the original, either by e-mail \_\_\_\_\_, or by fax \_\_\_\_\_ with the subsequent sending of the original to the address: \_\_\_\_\_.

The questionnaire can also be filled out in an automated information system in the Internet at the address: \_\_\_\_\_<sup>1</sup>.

The questionnaire received by the Company after the fixed deadline is not considered in the poll and in summing up the results of the vote.

Member of the Committee for Strategy  
under the Board of Directors of IDGC of North-West, PJSC \_\_\_\_\_ /  
\_\_\_\_\_  
(signature) (Full name)

Chairman of the Committee  
under the Board of Directors of IDGC of North-West, PJSC \_\_\_\_\_ /  
\_\_\_\_\_  
(signature) (Full name)

<sup>1</sup>To be indicated in case of implementation of the appropriate automated information system in the Company.

The questionnaire is considered invalid without signatures of the Board of Directors  
Committee Chairperson and member of the Board of Directors Committee

THE COMMITTEE FOR STRATEGY OF THE BOARD OF DIRECTORS  
of "Interregional Distribution Grid Company of North-West" Public Joint Stock  
Company

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QUESTIONNAIRE  
for voting on the agenda issues of the meeting in absentia  
of the Committee for Strategy of the Board of Directors  
of IDGC of North-West, PJSC, hold on " \_\_\_\_ " \_\_\_\_\_ 20\_\_

Issue:

1. \_\_\_\_\_

Decision:

1. \_\_\_\_\_

FOR	AGAINST	ABSTAIN
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*(leave uncrossed only the voting option You choose)*

Issue:

2. \_\_\_\_\_

Decision:

2. \_\_\_\_\_

FOR	AGAINST	ABSTAIN
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*(leave uncrossed only the voting option You choose)*

A completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than \_\_\_\_\_ *(date, time)* in the original, either by e-mail \_\_\_\_\_, or by fax \_\_\_\_\_ with the subsequent sending of the original to the address: \_\_\_\_\_.

The questionnaire can also be filled out in an automated information system in the Internet at the address: \_\_\_\_\_<sup>2</sup>.

The questionnaire received by the Company after the fixed deadline is not considered in the poll and in summing up the results of the vote.

Member of the Committee for Strategy  
under the Board of Directors of IDGC of North-West, PJSC \_\_\_\_\_ /  
\_\_\_\_\_  
(signature) (Full name)

The questionnaire is considered invalid without the signatures of a member of the Board of Directors Committee

<sup>2</sup>To be indicated in case of implementation of the appropriate automated information system in the Company.