

Appendix No. 2
to Minutes of session of the Board of Directors
IDGC of the North-West, PJSC
dated 31.07.2019 No. 328/5

APPROVED
by the Board of Directors of
IDGC of the North-West, PJSC
dated 31.07.2019 (Minutes No. 328/5)

Quality Management System

**REGULATIONS
on Insider Information**

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1 General provisions

1.1 The present Regulations on Insider Information (hereinafter – the Regulations) are the internal document of IDGC of the North-West, PJSC (hereinafter – the Company) and developed in accordance with requirements of the Federal Law dated 27.07.2010 No. 224-FZ “On countering the unlawful use of insider information and market manipulation and on amending certain legislative acts of the Russian Federation”, regulations of the Russian Bank, other delegated legislation, the Company Charter.

1.2 The objectives of these Regulations are:

- the Company fulfilling the requirements of the Russian Federation legislation concerning discouragement on unlawful usage of insider information and market manipulation;
- protecting the rights and property interests of the Company shareholders and other holders of the Company securities;
- protection of the Company reputation and enhancement of the level of trust in the Company on the part of shareholders, creditors, partners, professional participants of the security market, state authorities and other stakeholders;
- ensuring economic security of the Company;
- monitoring compliance with these Regulations by persons authorized to insider information of the Company;
- establishment of general norms for protection of details representing the Company insider information;
- non-admittance of manipulation of prices for insider financial instruments.

1.3 Requirements of these Regulations shall cover workers and insiders of the Company.

2 Terms, definitions, designations and abbreviations

The following terms, definitions and abbreviations are used herein, defined as follows:

2.1 *Law* means Federal Law No. 224-FZ “On Response to Unlawful Usage of Insider Information and Market Manipulation and on Introduction of Amendments to Individual Legislative Acts of the Russian Federation” dated 27.07.2010.

2.2. *Closed Period* – the period during which it is recommended to refrain from transactions with insider financial instruments.

2.3 *Insider information* – accurate and specific information that has not been disseminated (including information constituting commercial, official secret, bank secret, communication secret (regarding information on postal money transfers) and other secrets protected by law) and the dissemination of which may have a significant impact on prices of financial instruments, foreign currency and (or) goods (including information regarding one or more issuers of equity securities (hereinafter – the issuer), one or more investment management companies, mutual funds and private pension funds (hereinafter – the management company) or one or more financial instruments, foreign currency and (or) services which relates to the information included in the list of insider information approved by the Company.

2.4 *Market manipulation* – deliberate actions defined by the legislation of the Russian Federation on counteracting the unlawful use of insider information and manipulating the market or Bank of Russia regulations, as a result of which the price, demand, offer or trading volume of a financial instrument, foreign currency and (or) commodity deviated from the level or were supported by a level significantly different from the level that would have formed without such actions.

2.5 *Company* – Interregional Distribution Grid Company of the North-West, Public Joint Stock Company (abbreviated registered name – IDGC of the North-West, PJSC).

2.6 *Operations with financial instruments, foreign currency and (or) goods (hereinafter – the*

operations) – effecting transactions and other actions aimed at acquisition, alienation, other variation of rights to financial instruments, foreign currency and (or) goods as well as actions associated with assumption of obligations to perform of the above actions including launch of requests (giving commissions).

2.7 *Insider Information Disclosure* – ensuring accessibility of information for all persons as may be interested therein irrespective of such information obtainment purposes in accordance with proceedings guaranteeing such information retrieval and obtainment.

2.8 *Distribution of information* – actions that are:

- aimed at obtainment of information by an indefinite range of persons or at transfer of information to an indefinite range of persons, inter alia – by way of such information disclosure in accordance with the Russian Federation legislation on securities;

- related to the publication of information in the media, including electronic, information and telecommunication networks, access to which is not limited to a certain circle of people (including the information and telecommunication network “Internet”);

- related to the dissemination of information through electronic, information and telecommunication networks, access to which is not limited to a certain circle of persons (including the information and telecommunication network “Internet”);

2.9 *Financial instruments* – financial instruments of the Company determined in accordance with Federal Law No. 39-FZ “On Securities Market” dated 22.04.1996.

3 Insider information

3.1 Belonging to the Company insider information is information an exhaustive list whereof is approved by a normative legal act of the Bank of Russia and information defined as insider information by the Company.

3.2 The Company’s Insider information list shall be approved by the General Director.

3.3 The Company’s Insider Information List is a public document and subject to mandatory disclosure on the Company’s Internet page at <http://www.mrsksevzap.ru/informationcompanyinsiders> within no more than 3 (Three) working days from the moment of its approval and (or) introduction of amendments and (or) additions.

3.4 Details failing to belong to insider information:

- Details having become accessible to an indefinite range of persons, inter alia – as a result of their distribution;

- Researches, forecasts and estimates with regard to financial instruments and (or) goods of the Company as well as recommendations and (or) proposals on performance operations with financial instruments and (or) goods of the Company based on publicly available information;

- Information and (or) details based thereon that are transferred by the Issuer and (or) person(s) engaged by the latter to potential acquirers of securities or are used by the Company and (or) person(s) engaged by the latter for giving recommendations or otherwise inducing potential acquirers to acquire corresponding securities in connection with placement (organization of placement) and (or) offering (organization of offering) of the Company issue-grade securities within or outside the Russian Federation, inter alia – by way of placement of securities of a foreign issuer evidencing the rights with regard to issue-grade securities of the issuer provided potential acquirers are notified of the fact that such information (details) may be used by them solely for purposes of taking decision on acquisition of securities being placed (offered).

4. Procedure and Terms for Insider Information Disclosure

4.1 The Company's Insider Information shall be disclosed according to the procedure and terms established by the Russian Federation legislation for insider information disclosure of persons listed in the Law.

4.2 Unsubject to disclosure shall be the following insider information:

- on decisions taken by the Board of directors on issues related to its competence in accordance with the Charter, if such information is related to confidential information/commercial secret, except for information on decisions taken by the Board of Directors on issues referred to their competence in accordance with federal laws;
- on the terms of the agreement on maintaining (stabilizing) the prices of the issuer's equity securities (securities of a foreign issuer, certifying rights in relation to equity securities of the Russian issuer), except for the duration of the said agreement.

5 Insiders list

5.1 The company maintains a list of insiders in accordance with the requirements of the Law.

5.2 The Company's Insiders list includes the following persons:

- General Director (a person acting as the sole executive body) of the Company;
- Members of the Management Board of the Company;
- Members of the Board of Directors of the Company;
- Members of the Auditing Commission of the Company.
- Heads of branches and representative offices of the Company;
- Deputies General Director of the Company;
- Chief advisors/advisers of the Company;
- Heads of structural divisions of the Company
- Company employees with access to insider information on the basis of labor and (or) civil law contracts;
- Information agencies engaged in the disclosure of information;
- Persons assigning ratings to IDGC of the North-West, PJSC;
- Persons having access to insider information on the basis of agreements concluded with the Company (including auditors, appraisers, professional participants in the securities market, credit and insurance organizations).

5.3 The Company shall notify persons included in the list of insiders of their inclusion in such a list and exclusion from it in accordance with the Law.

5.4 The Company has the right to request from insiders included in the list of insiders of the Company information on the transactions they have performed with securities related to insider financial instruments and on the conclusion of contracts that are derivative financial instruments, and the price of which depends on such securities.

5.5 The Company insiders bear responsibility for unlawful usage of insider information, market manipulation and violation of the requirements of the legislation on non-admittance of unlawful usage of insider information and market manipulation in accordance with the legislation of the Russian Federation.

5.6 Transactions with insider financial instruments by individuals included in the list of insiders of the Company, as well as by persons related to them, in violation of the conditions for such transactions specified in Section 6 of these Regulations, are grounds for involving these persons in civil law and (or) other types of liability.

6 Terms and conditions of transactions with insider financial instruments

6.1 The insiders shall abstain from effecting operations with insider financial instruments during

closed periods.

6.2 The closed period begins no later than 15 calendar days before the signing of the accounting (financial) statements prepared in accordance with Russian accounting (financial) reporting standards (RAS) and the consolidated financial statements prepared in accordance with international financial reporting standards (IFRS), and ends on the day following the day of publication of these statements.

6.3. At the beginning of the calendar year, the Company informs insiders of closed periods by posting relevant information on the Company's official website on the Internet.

7 Control over compliance with the legislation on insider information

7.1 Monitoring compliance with the requirements of the Law and normative acts adopted in accordance with it is carried out by the unit determined by the organizational and administrative document of the Company.

7.2 The structural unit that monitors compliance with the requirements of the Law and regulatory enactments adopted in accordance with it is accountable to the General Director.

7.3 The structural unit that monitors compliance with the requirements of the Law and normative acts adopted in accordance with it, annually, no later than 90 days from the end of the reporting year, sends a report to the Director General on compliance with the requirements of the law on control of insider information in IDGC of the North-West, PJSC.

7.4 Control over compliance with the legislation on insider information includes:

- identification of information related to insider information and its inclusion in the list of insider information of IDGC of the North-West, PJSC;
- monitoring of the completeness and relevance of the List of insider information of the Company;
- monitoring of the disclosure of the List of insider information on the official website of the Company on the Internet;
- monitoring of maintaining a list of insiders;
- monitoring of insiders' notification about their inclusion (exclusion) in the list;
- monitoring of fulfillment of the obligation to send the list of insiders to the trade organizers and the Bank of Russia in accordance with the law;
- monitoring compliance with structural divisions of the Company engaged in working with insider information, the requirements of the legislation and local regulatory acts of the Company in the field of countering the unlawful use of insider information and market manipulation;
- monitoring of compliance with the procedure and timing for the disclosure and provision of insider information;
- advising of employees of the Company on issues related to the application of legislation in the field of combating the unlawful use of insider information and market manipulation, as well as local regulatory acts of the Company in this area;
- development of local regulatory acts of the Company on issues of counteracting the unlawful use of insider information and market manipulation;
- monitoring of compliance of the Company's internal documents with the requirements of the legislation in the field of counteracting the unlawful use of insider information and market manipulation.

8 Final provisions

8.1 The approval of these Regulations, as well as amendments and additions to it, are carried out by decision of the Board of Directors of the Company.

8.2 In case of introduction of amendments to the Russian Federation legislation on non-admittance of unlawful usage of insider information these Provisions shall apply to the extent while not in conflict

with the legislation of the Russian Federation.

8.3 Invalidity of certain requirements of these Regulations does not entail the invalidity of other requirements or the Regulations as a whole.

8.4 Control over the implementation of the requirements of these Regulations is carried out by the General Director of the Company.