

APPROVED:

by Resolution of the Annual General Meeting
of Shareholders of IDGC of Volga, PJSC on
29.05.2020
(Minutes No. 17/2020 dated 29.05.2020)

REGULATIONS
on the Board of Directors of
IDGC of Volga, PJSC
(restated)

Saratov
2020

1. General Provisions

1.1. These Regulations have been developed in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint-Stock Companies", other regulatory legal acts of the Russian Federation and the Charter of "Interregional Distribution Grid Company of Volga", Public Joint-Stock Company (hereinafter the Company).

1.2. These Regulations are an internal document of the Company that determines the procedure for convening and holding meetings of the Board of Directors of the Company.

1.3. The Board of Directors is the governing body of the Company, which carries out general management of the activities of the Company, controls the activities of the executive bodies of the Company, as well as the implementation of decisions of the General Meeting of Shareholders of the Company and ensuring the legitimate interests of shareholders of the Company in accordance with the requirements of the legislation of the Russian Federation.

1.4. The main goals and objectives of the activities of the Board of Directors of the Company are:

- determination of the development strategy of the Company aimed at increasing its market capitalization and investment attractiveness, achieving maximum profit and increasing the assets of the Company;

- ensuring the implementation and protection of the rights and legitimate interests of the shareholders of the Company, as well as facilitating the resolution of corporate conflicts;

- ensuring the completeness, reliability and objectivity of the disclosure of information about the Company to shareholders and other interested parties;

- creating effective internal control mechanisms;

- regular assessment of the activities of the executive bodies of the Company and the work of management.

To achieve these goals and objectives, the Board of Directors is required to be guided by the following principles:

- making decisions based on reliable information about the activities of the Company;

- elimination of restrictions on the rights of shareholders to participate in the management of the Company, receive dividends and information about the Company;

- achieving a balance of interests of various groups of shareholders and the adoption by the Board of Directors of the most objective decisions in the interests of all shareholders of the Company.

1.5. In its activities, the Board of Directors is guided by the Federal Law "On Joint-Stock Companies", other regulatory legal acts of the Russian Federation, the Charter of the Company and these Regulations.

2. Chairman and Deputy Chairman of the Board of Directors of the Company

2.1. The work of the Board of Directors is organized by the Chairman of the Board of Directors of the Company.

2.2. The Chairman of the Board of Directors 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.

A person acting as the General Director of the Company may not simultaneously be the Chairman of the Board of Directors of the Company.

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

2.4. The Chairman of the Board of Directors:

- 1) organizes the work of the Board of Directors;

- 2) convenes meetings of the Board of Directors;

- 3) determines the form for holding meetings of the Board of Directors taking into account the importance of agenda issues, recommendations provided for by paragraph 168 of the Corporate Governance Code recommended by the Bank of Russia for use by joint stock companies whose shares are admitted to organized trading, as well as paragraph 6.12 of these Regulations;

- 4) forms and approves the agendas of meetings of the Board of Directors;
- 5) determines the list of materials (information) on the agenda issues of meetings provided to members of the Board of Directors;
- 6) determines the list of persons invited to participate in the discussion of certain issues on the agenda of meetings of the Board of Directors;
- 7) takes necessary measures for timely provision of the information necessary for making decisions on agenda issues to the members of the Board of Directors;
- 8) presides over meetings of the Board of Directors;
- 9) signs the minutes of meetings of the Board of Directors, requirements for conducting an audit (inspection) of the financial and economic activities of the Company and other documents on behalf of the Board of Directors of the Company;
- 10) organizes the development and monitors the implementation of the work plan of the Board of Directors approved by the Board of Directors;
- 11) represents the Board of Directors when interacting with the shareholders of the Company, in authorities, public organizations, in the media;
- 12) carries out correspondence of the Board of Directors with shareholders, executive bodies and members of the labor collective of the Company, other organizations;
- 13) presides at the General Meetings of Shareholders of the Company, announces the agenda, reports on upcoming speeches and reports, and also performs other functions of the chairman of the General Meeting of Shareholders of the Company, as provided for in the Regulation on the General Meeting of Shareholders of the Company;
- 14) on behalf of the Board of Directors, organizes control over the execution of decisions of the General Meeting of Shareholders and the Board of Directors, officially puts in control the execution of decisions of the Board of Directors and removes from the control decisions made by the Board of Directors;
- 15) organizes the development of the most effective decisions on agenda issues and, if necessary, a free discussion of these issues, as well as the constructive atmosphere of the meetings, ensures that the meeting of the Board of Directors meets the requirements of the legislation of the Russian Federation, the Charter of the Company, other internal documents of the Company and these Regulations;
- 16) performs other functions stipulated by the legislation of the Russian Federation, the Charter of the Company and decisions of the Board of Directors of the Company.

2.5. In the absence of the Chairman of the Board of Directors of the Company, his functions shall be performed by a person elected from among the members of the Board of Directors by a majority of votes of the members of the Board of Directors of the Company (Deputy Chairman of the Board of Directors).

A Deputy Chairman of the Board of Directors cannot be a member of the Board of Directors who is simultaneously the General Director or a member of the collegial executive body of the Company.

3. Members of the Board of Directors, their rights, duties and responsibilities

3.1. Members of the Board of Directors within the competence of the Board of Directors are entitled to:

- 1) receive information on the activities of the Company, including the commercial secret of the Company, get acquainted with all the constituent, regulatory, accounting, reporting, contractual and other documents of the Company in accordance with the laws of the Russian Federation and internal documents of the Company;
- 2) make written proposals on the formation of the work plan of the Board of Directors;
- 3) in accordance with the established procedure, add questions to the agenda of meetings of the Board of Directors;
- 4) require the convening of a meeting of the Board of Directors of the Company;
- 5) exercise other rights stipulated by the legislation of the Russian Federation, the Charter of the Company, other internal documents of the Company and these Regulations.

3.2. A member of the Board of Directors may request in writing the documents and information necessary for making decisions on issues within the competence of the Board of Directors, both directly from the General Director of the Company (other person acting as the sole executive body of the Company) and through the Corporate Secretary of the Company. Documents and information of the Company must be provided to a member of the Board of Directors no later than 2 business days from the date of receipt of the relevant request.

3.3. For the first time, directors elected to the Board of Directors are given the opportunity to get an idea of the Company's strategy, the corporate governance system adopted by the Company, the risk management and internal control system, the distribution of responsibilities between the executive bodies of the Company, and other relevant information on the production and financial and economic activities of the Company.

3.4. Members of the Board of Directors may be paid remuneration and (or) reimbursed for expenses related to the performance by members of the Board of Directors of their functions in the manner prescribed by the Regulation on the payment of remuneration and compensation to members of the Board of Directors approved by the General Meeting of Shareholders of the Company.

3.5. When exercising their rights and responsibilities, the members of the Board of Directors shall act for the benefits of the Company and exercise their rights and responsibilities towards the Company reasonably and in good faith.

A member of the Board of Directors who has gained access to confidential information of the Company, including that which constitutes a trade secret, is required to maintain its confidentiality.

3.6. Members of the Board of Directors are liable to the Company for losses incurred by the Company through their guilty actions (inaction) in accordance with applicable law.

Meanwhile, those members of the Board of Directors who voted against a resolution which caused the above losses or who abstained from voting or were absent during the voting will be exempted from the above liability.

3.7. Members of the Board of Directors should refrain from actions that will or may lead to a conflict between their interests and the interests of the Company.

In the event of a potential conflict of interest at a member of the Board of Directors, including if there is interest in the company making a transaction, such a member of the Board of Directors is obliged to immediately notify the Board of Directors of the Company and in any case put the interests of the Company above their own interests. Such a message should be made in any case before the discussion of the issue on which such a member of the Board of Directors has a conflict of interest at a meeting of the Board of Directors.

3.8. The members of the Board of Directors within two months from the day when they learned or should have known about the occurrence of circumstances by virtue of which they could be recognized as interested in the Company making transactions, are obliged to notify the Company:

- on legal entities in respect of which they, their spouses, parents, children, half-brothers and siblings, adoptive parents and adopted and (or) their affiliated organizations are controlling persons or have the right to give mandatory instructions;
- on legal entities in the management bodies of which they, their spouses, parents, children, half and half brothers and sisters, adoptive parents and adopted and (or) their controlled persons hold positions;
- on known to them committed or alleged transactions in which they may be recognized as interested parties.

In case of change of the specified information, the members of the Board of Directors of the Company are obliged to notify the company about the change of such information within 14 days from the day when they learned or should have learned about their change.

3.10. The Board of Directors of the Company may include independent directors who have sufficient professionalism, experience and independence to form their own position, are able to make objective and honest judgments, independent of the influence of the executive bodies of the company, certain groups of shareholders or other interested parties.

3.11. An independent director must refrain from taking actions that may result in him becoming independent. A member of the board of directors is obliged to notify the board of directors of the Company of the circumstances as a result of which he ceases to be independent, within 5 working

days from the date of the occurrence of such circumstances.

3.12. In exceptional cases, the Board of Directors of the Company may recognize an independent member of the Board of Directors, despite having formal criteria for dependence (affiliation with the Company, a significant shareholder of the Company, a significant counterparty or competitor of the Company, the state and/or municipality), if such a connection will not affect the ability of the respective member of the Board of Directors to make independent, objective and bona fide judgments.

The company, when recognizing a member of the Board of Directors as an independent director, evaluating the compliance of candidates for members of the Board of Directors or members of the Board of Directors with independence criteria, is guided by the requirements of the Listing Rules of Moscow Exchange PJSC.

3.13. If the Chairman of the Board of Directors of the Company is not an independent director, members of the Board of Directors from among the elected independent directors are entitled to elect a Senior Independent Director who:

- coordinates the interaction between independent directors, including convenes meetings of independent directors as necessary and presides over them;
- together with the Chairman of the Board of Directors, contributes to the effective organization of the work of the Board of Directors, the establishment and maintenance of dialogue between members of the Board of Directors and shareholders of the Company;
- in situations of conflict, in particular, in case of significant disagreement between members of the Board of Directors, makes efforts to resolve the conflict through interaction with its participants;
- plays a key role in evaluating the effectiveness of the Chairman of the Board of Directors of the Company by independent directors.

4. Corporate Secretary of the Company

4.1. Technical (information, documentary, minutes, secretarial) support of the current activities of the Board of Directors is carried out by the Corporate Secretary of the Company, acting on the basis of the Charter of the Company, these Regulations, the regulations on the Corporate Secretary of the Company, other internal documents of the Company and in accordance with the instructions of the Chairman of the Board of Directors.

4.2. The status of the Corporate Secretary, his functions, requirements for his candidacy, 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 activities of the Corporate Secretary of the Company are determined by the Regulation on the Corporate Secretary of the Company, approved by decision Board of Directors of the Company.

5. Arrangement of work of the Board of Directors

5.1. Meetings of the Board of Directors are held in accordance with the approved Work Plan of the Board of Directors, and also as necessary, but at least once every six weeks, unless otherwise provided by these Regulations.

5.2. If necessary, the Chairman of the Board of Directors may decide to hold an unscheduled meeting of the Board of Directors, to change the date of the meeting of the Board of Directors, to include additional issues on the agenda of the meeting of the Board of Directors, as well as to send adjusted materials on the issues on the agenda of the meeting of the Board of Directors.

5.3. Work plan of the Board of Directors.

5.3.1. The work plan of the Board of Directors can be formed in the following main areas:

- strategic development of the Company;
- medium-term and current planning of the Company's activities;
- organization of activities of the Board of Directors;
- monitoring the implementation of decisions of the Board of Directors and the General Meeting of Shareholders.

5.3.2. The work plan of the Board of Directors should include:

- 1) issues to be considered at meetings of the Board of Directors of the Company in the current year (quarterly);
- 2) list of persons (management bodies of the Company) responsible for preparing issues for consideration at meetings of the Board of Directors (members of the Board of Directors, General Director, other persons).
- 3) the form of the meeting (absentee voting, meeting in the form of joint presence – in-person meeting).

5.3.3. The work plan of the Board of Directors is formed on the basis of proposals from the Chairman and members of the Board of Directors, the Audit Commission of the Company, the General Director of the Company, a member of the Management Board, the Auditor of the Company, in compliance with the requirements established by the first and second paragraphs of clause 6.4. of these Regulations.

These proposals shall be sent to the Chairman of the Board of Directors in writing with the simultaneous sending of a copy of the proposals to the Corporate Secretary.

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

5.5. The Board of Directors is entitled to annually evaluate the performance of the Board of Directors independently (self-assessment) or with the involvement of an independent external organization (consultant) with the necessary qualifications to conduct such an assessment.

6. Convening a meeting of the Board of Directors

6.1. The first meeting of the Board of Directors, elected in a new composition, is convened by one of the members of the Board of Directors of the Company by sending a notice of the meeting to all other members of the Board of Directors, as well as to the Company in the name of the General Director.

The General Director is obliged to provide assistance and provide all the information necessary to organize the first meeting of the Board of Directors, elected in a new composition.

At the first meeting of the Board of Directors, the following issues are mandatory considered:

- on the election of the Chairman of the Board of Directors;
- on the election of the Deputy Chairman of the Board of Directors.

6.2. Subsequent meetings of the Board of Directors are convened by the Chairman of the Board of Directors (with the exception of the case provided for in clause 2.5. of these Regulations):

- in accordance with the schedule of meetings of the Board of Directors approved by the Work Plan of the Board of Directors;
- on own initiative of the Chairman of the Board of Directors of the Company;
- upon a written 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 organizing and implementing the Internal Audit, and if an external independent organization is involved in the implementation of the Internal Audit – the head of the said organization), the General Director of the Company, Member of the Management Board, Auditor of the Company.

6.3. The request to convene a meeting of the Board of Directors shall contain:

- 1) indication of the initiator of the meeting;
- 2) wording of agenda issues;
- 3) motives for raising issues on the agenda;
- 4) information (materials) on agenda issues;
- 5) draft decisions on agenda issues.

6.4. The request to convene a meeting of the Board of Directors must be written and signed by the person requiring its convocation.

The requirement of the Audit Commission of the Company to convene a meeting of the Board of Directors is signed by the Chairman of the Audit Commission.

The request to convene a meeting of the Board of Directors with all the necessary materials (information) attached is sent to the Chairman of the Board of Directors with the simultaneous sending of a copy of the proposals to the Corporate Secretary. Moreover, the proposals of the members of the Management Board of the Company are sent to the Chairman of the Board of Directors signed by the Chairman of the Management Board of the Company, or independently if the Chairman of the Management Board of the Company has not sent a corresponding letter to the Chairman of the Board of Directors within 7 business days.

The requirement of the General Director and members of the Management Board of the Company to convene a meeting of the Board of Directors containing issues subject to preliminary consideration by the Management Board of the Company in accordance with the internal document of the Company governing the activities of the Management Board of the Company is sent to the Board of Directors only after they are reviewed by the Management Board of the Company and develop relevant recommendations on them.

6.5. The Chairman of the Board of Directors is obliged to consider the request to convene an extraordinary meeting of the Board of Directors of the Company and decide to convene such a meeting, to refuse to convene it or to include the issues contained in the request on the agenda of the planned (in accordance with the approved work plan of the Board of Directors) meeting of the Board of Directors.

A reasoned decision by the Chairman of the Board of Directors to refuse to convene an extraordinary meeting of the Board of Directors shall be sent to the person requiring the convening of such a meeting.

Non-compliance with the requirements established by clauses 6.3., 6.4. of these Regulations may serve as a basis for refusing to meet the requirement to convene a meeting of the Board of Directors.

6.6. A notice of a meeting of the Board of Directors is prepared by the Corporate Secretary and signed by the Chairman or Deputy Chairman of the Board of Directors (in cases provided for by these Regulations). A notice of a meeting of the Board of Directors may be sent by the Corporate Secretary to members of the Board of Directors by any means, including in person, by fax, by sending a notification to the email addresses of the members of the Board of Directors of the Corporate Secretary and/or through an automated information system.

6.6.1. A notice of a meeting of the Board of Directors shall be sent by the Corporate Secretary to each member of the Board of Directors no later than 5 calendar days before the date of the meeting of the Board of Directors (expiration of the deadline for receipt of voting ballots), except as provided for by these Regulations.

6.6.2. If the agenda of the meeting of the Board of Directors includes issues that, in accordance with clauses on the Committees of the Board of Directors, should be previously considered by the appropriate Committee of the Board of Directors (if created). A meeting of the Committee of the Board of Directors on such matters shall be held within the time periods established by the relevant regulation on the Committee of the Board of Directors.

6.7. Simultaneously with the notification of a meeting of the Board of Directors, materials (information) on the agenda issues of the meeting are sent to members of the Board of Directors.

Materials (information) on the agenda issues of the meeting include:

- draft decisions of the Board of Directors on matters included in the agenda of the meeting of the Board of Directors;
- explanatory note to draft decisions of the Board of Directors on issues included in the agenda of the meeting of the Board of Directors;
- draft documents that are submitted for approval by the Board of Directors;
- minutes of meetings and meetings of governing bodies, decisions (recommendations) of Committees of the Board of Directors and other specially created bodies and commissions of the Company for preliminary consideration of issues (if any);
- materials confirming the information set forth in draft decisions and explanatory notes;
- other information materials on issues included in the agenda of the meeting of the Board of Directors.

6.8. Materials (information) on the agenda issues may be provided to members of the Board of Directors of the Company in person, by fax, by sending materials (information) to the email addresses

of the members of the Board of Directors available to the Corporate Secretary and/or by providing access to an automated information system.

6.9. Decisions (recommendations) of the Management Board of the Company and/or the Committee of the Board of Directors are sent by the Corporate Secretary of the Company to members of the Board of Directors if they are received by the Board of Directors no later than 1 calendar day before the date of the meeting of the Board of Directors, except as provided for in clause 10.18. of these Regulations. If the decisions (recommendations) of the Management Board and/or the relevant Committee are not presented (or presented in violation of the specified time limits), the Board of Directors is entitled to make a decision on the issue without taking into account such decisions (recommendations).

6.10. The Chairman of the Board of Directors has the right, in agreement with the initiator, to submit for consideration by the Board of Directors an issue that, in accordance with the provision on the Committee of the Board of Directors, must be previously considered by the relevant Committee of the Board of Directors, once to postpone consideration of this issue if the Committee has not submitted the necessary decisions (recommendations) and the Chairman of the Committee sent a letter with a reasoned request for such a transfer.

6.11. By decision of the Chairman of the Board of Directors, the time period for notifying members of the Board of Directors of a meeting of the Board of Directors and providing materials (information) may be reduced.

6.12. The form of the meeting of the Board of Directors is determined by the Chairman of the Board of Directors of the Company, taking into account the importance of agenda issues. The most important issues should be addressed at in-person meetings. These may include the following:

6.12.1. determination of the priority areas of the Company's activities, including approval of the Development Strategy, the Program of innovative development of the Company and reports on their implementation;

6.12.2. approval of the business plan (adjusted business plan), and consideration of the quarterly report on the implementation of the business plan (for the first quarter, first half, nine months, reporting year);

6.12.3. approval of the investment program including changes therein and quarterly performance report thereon (for the first quarter, first half a year, nine months, reporting year);

6.12.4. convocation of the annual and extraordinary General Meetings of Shareholders of the Company, consideration of the requirements for convening an extraordinary General Meeting of Shareholders of the Company, as well as adoption of other decisions necessary for convening and holding General Meetings of Shareholders of the Company;

6.12.5. preliminary approval of the annual report of the Company;

6.12.6. election of the Chairman of the Board of Directors of the Company and early termination of his/her powers;

6.12.7. election of the General Director of the Company and early termination of his powers, including by making resolution on early termination of the employment contract;

6.12.8. determination of number, election, setting fees and compensations and early termination of powers of members of the Company's Management Board;

6.12.9. decision making on suspension of powers of the Managing Company (Manager);

6.12.10. passing a resolution on appointment of the Acting General Director of the Company in cases provided by separate resolutions of the Board of Directors of the Company and bringing the Acting General Director to disciplinary responsibility;

6.12.11. submitting for decision of the General Meeting of Shareholders of the Company questions on the reorganization of the Company or on the transfer of powers of the sole executive body of the Company to a managing company (manager);

6.12.12. making decisions on consent to or subsequent approval of major transactions in cases provided in Section X of the Federal Law "On Joint-Stock Companies";

6.12.13. adoption of decisions on consent to conclude or on subsequent approval of transactions provided for by Chapter XI of the Federal Law "On Joint-Stock Companies";

6.12.14. appointing the Company's registrar, approving terms and conditions of contract with the registrar and terminating this contract;

6.12.15. defining an opinion of the Company (its representatives) (including regarding participation in voting on agenda issues, voting for or against on draft decisions or abstain from voting) on the following issues on agenda of the general meetings of shareholders (participants) of SDCs and on agenda of meetings of the Board of Directors of these SDCs:

- on restructuring, liquidation of SDCs;
- on consent to or subsequent approval of major transactions to be made by SDCs;

6.12.16. adoption of recommendations regarding a voluntary or binding offer received by the Company;

6.12.17. filing a request for including the Company's shares and (or) issuable securities of the Company convertible into shares of the Company in the quotation list;

6.12.18. consideration of the results of evaluating the performance of the Board of Directors of the Company;

6.12.19. 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 their implementation;

6.12.20. approval of the Company's risk management policy;

6.12.21. approval of the dividend policy of the Company.

7. Procedure for holding a meeting of the Board of Directors

7.1. The meeting of the Board of Directors is opened by the Chairman of the Board of Directors. The Chairman of the Board of Directors is entitled to decide on holding a meeting of the Board of Directors in person (joint presence) through video conferencing.

7.2. The meetings of the Board of Directors are attended by members of the Board of Directors of the Company, as well as persons invited to a meeting on each of the issues considered, according to the list approved by the Chairman of the Board of Directors.

7.3. The Corporate Secretary determines the quorum for a meeting of the Board of Directors.

The quorum for holding a meeting of the Board of Directors shall be at least half of the number of elected members of the Board of Directors of the Company, unless another quorum is established by the legislation of the Russian Federation and (or) the Charter of the Company.

7.4. The Chairman of the Board of Directors informs those present about the presence of a quorum for holding a meeting of the Board of Directors and announces the agenda of the meeting of the Board of Directors.

7.5. In the absence of a quorum, the meeting shall be declared unauthorized. In this case, the Chairman of the Board of Directors makes one of the following decisions:

1) through consultation with the members of the Board of Directors present, determines the time of postponement of the meeting;

2) determine the date, time, form, agenda of a new meeting held in place of the failed one;

7.6. The meeting of the Board of Directors includes the following stages:

1) presentation by a member of the Board of Directors or an invited person with a report on the agenda issue;

2) discussion of the agenda issue;

3) proposals on the wording of the decision on the agenda issue;

4) voting on the agenda issue;

5) vote counting and tabulation;

6) announcement of the voting results and the decision adopted on the agenda issue.

7.7. At a meeting of the Board of Directors held by the joint presence of its members, the information of the Corporate Secretary on the implementation of previously adopted decisions of the Board of Directors shall be heard.

7.8. Resolutions at the meetings of the Company's Board of Directors are passed by a majority of votes of members of the Board of Directors taking part in the meeting, with the exception of cases provided for by the law of the Russian Federation and the Articles of Association.

7.9. When resolving issues at a meeting of the Board of Directors, each member of the Board of Directors has one vote.

In case of a tie, the vote of the Chairman of the Board of Directors is decisive.

The transfer of a vote by one member of the Board of Directors of the Company to another member of the Board of Directors of the Company or to another person is not allowed.

7.10. If a member of the Board of Directors has a conflict of interest, he is advised to abstain from voting on issues in relation to which he has a conflict of interest.

8. The procedure for holding a meeting of the Board of Directors in person and in absentia

8.1. By decision of the Chairman of the Board of Directors, a meeting of the Board of Directors can be held in person and in absentia (including via video conferencing). Information on this should be indicated in the notice of the meeting.

8.2. In the event that at least half of the members of the Board of Directors are present at the meeting, the written opinions of the members of the Board of Directors of the Company absent from the meeting of the Board of Directors shall be taken into account when determining the voting results on agenda issues, in the manner established by these Regulations.

8.3. On the day of the meeting of the Board of Directors, the Corporate Secretary, based on the results of the voting at the meeting, draws up a questionnaire (Appendix 1) signed by the Chairman of the Board of Directors, which is sent by fax, e-mail or through an automated electronic system to members of the Board of Directors of the Company who were absent from the said meeting.

8.4. When filling out the questionnaire, a member of the Board of Directors should leave not crossed out only one of the possible voting options ("for", "against", "abstained") for each of the draft decisions on each of the issues. The completed questionnaire must be signed by a member of the Board of Directors indicating his name and initials. Members of the Board of Directors of the Company may also vote on proposed draft decisions in an automated information system.

8.5. The completed and signed questionnaire, as well as the individual opinion of a member of the Board of Directors on each item on the agenda (if any) should be sent by a member of the Board of Directors no later than the next day after the meeting to the Corporate Secretary in the original, by fax or e-mail, followed by sending the indicated documents in paper form to the address indicated in it.

8.6. Questionnaire filled out in violation of the requirements specified in clause 8.4. of these Regulations shall be deemed invalid (in case of violations of the requirements for filling out the voting options shall be invalidated only in part of the relevant issue) and shall not be taken into account when counting votes.

The questionnaire received by the Company upon the expiration of the period specified therein shall not be taken into account when counting votes and summing up the voting results.

8.7. Based on the voting results at the meeting and the questionnaires received from the members of the Board of Directors and information reflected in the automated information system, the Corporate Secretary summarizes the voting results on the agenda issues and draws up the minutes of the Board of Directors in the manner established by these Regulations.

8.8. Filled in questionnaires of members of the Board of Directors of the Company who are absent at meetings of the Board of Directors are attached to the minutes of meetings of the Board of Directors.

9. The decision-making procedure by absentee voting

9.1. By decision of the Chairman of the Board of Directors, decisions of the Board of Directors of the Company on issues on the agenda of the meeting may be adopted by absentee voting (by poll).

9.2. In order to make a decision by the Board of Directors by absentee voting (by poll), each member of the Board of Directors is sent a notice of absentee voting on agenda issues, draft decisions on them and materials (information) on issues included in the agenda in the manner and within the time limits established clauses 6.6–6.11 of these Regulations.

9.3. A notice of absentee voting shall contain:

- full corporate name of the Company and its location;
- wording of agenda issues;
- indication of absentee voting by filling out a questionnaire;
- date and time of the deadline for accepting approval sheets;
- date and time for the end of the deadline for absentee voting;
- list of information (materials) provided to members of the Board of Directors.

9.4. The absentee ballot shall be sent to the members of the Board of Directors no later than the day before the deadline for the receipt of the questionnaire specified in the notice of absentee voting.

Together with the questionnaire, members of the Board of Directors are sent decisions (recommendations) of the Management Board and/or relevant Committees (if any, by the Corporate Secretary of the Company).

9.5. When filling out a questionnaire for absentee voting by a member of the Board of Directors, only one of the possible voting options ("for", "against", "abstained") for each of the draft decisions on each of the questions should be left out. The completed questionnaire must be signed by a member of the Board of Directors indicating his name and initials. Members of the Board of Directors of the Company may also vote on proposed draft decisions in an automated information system.

9.6. Questionnaire filled out in violation of the requirements specified in clause 9.5. of this Regulation shall be recognized as invalid (in case of violations of the requirements for filling out the voting options, it shall be recognized as invalid only in part of the relevant issue) and shall not participate in determining the quorum necessary for the decision to be taken by absentee voting and shall not be taken into account when counting votes.

9.7. The completed and signed questionnaire, as well as the dissenting opinion of a member of the Board of Directors on agenda issues (if any) must be submitted by a member of the Board of Directors by the time indicated in the questionnaire to the Corporate Secretary in the original, by fax or e-mail, followed by these documents in paper form at the address indicated in the questionnaire.

Members of the Board of Directors whose questionnaires were received by the Corporate Secretary in the original, by fax or e-mail no later than the deadline for receipt of the questionnaires specified in the notification, as well as members of the Board of Directors who voted on the proposed draft decision are considered to be absentee ballots in an automated electronic system.

The questionnaire received by the Company upon the expiration of the period indicated in the questionnaire is not taken into account when counting votes and summing up the results of absentee voting, as well as members of the Board of Directors who voted on the proposed draft decisions in an automated information system.

9.8. Voting results on issues on the agenda of the meeting held in absentia are summarized on the basis of questionnaires completed and signed by members of the Board of Directors received by the Company within the time period specified in the notice of absentee voting, as well as on the basis of voting by members of the Board of Directors in an automated information system.

9.9. Based on the received questionnaires and information reflected in the automated information system, the Corporate Secretary draws up the minutes of the Board of Directors in the manner established by these Regulations.

9.10. Any member of the Board of Directors is entitled to propose alternative wordings of draft decisions on agenda issues by sending them to the Corporate Secretary in writing, by facsimile, or by e-mail with a cover letter no later than 2 calendar days before the date of the meeting of the Board of Directors of the Company, and if consideration in the shortened time – no later than 1 calendar day before the date of the meeting of the Board of Directors of the Company.

9.11. The wording of the draft decisions proposed by the member of the Board of Directors is to be included in the corresponding agenda issues of the questionnaires sent to the members of the Board of Directors indicating the need for voting on both draft decisions. If there are alternative formulations of draft decisions, the decision shall be considered adopted with the wording for which more "FOR" votes have been cast.

10. Convening and holding a meeting of the Board of Directors related to the formation of the executive bodies of the Company

10.1. The convening and holding of a meeting of the Board of Directors related to the formation of the executive bodies of the Company (election, termination, suspension of powers) is carried out in accordance with the general rules established by this Regulation taking into account the features defined by this section.

10.2. The procedure determined by the section applies in the following cases:

- termination of the powers of the General Director and election of a new General Director (or acting General Director);
- election of the General Director (if the Board of Directors had previously decided to terminate the powers of the General Director and to elect the acting General Director and the new General Director of the Company was not elected);
- suspension of the powers of the managing organization (manager) and the appointment of the acting General Director.

10.3. Preparation and holding of a meeting of the Board of Directors, the agenda of which includes the issues specified in clause 10.2. of this Regulation, consists of the following stages:

- notification of members of the Board of Directors of convening a meeting indicating the right to nominate candidates for the post of General Director (or acting General Director in case of raising the issue of suspension of the powers of the managing organization (manager)) or the candidacy of the managing organization (manager), in the cases provided for in this section;
- nomination by members of the Board of Directors of candidates for the post of General Director (acting General Director, managing organization (manager));
- adoption of a decision on the termination of the powers of the General Director or on the suspension of the powers of the managing organization (manager);
- adoption of a decision on the election of the General Director (acting General Director in case of raising the issue of suspension of the powers of the managing organization (manager));
- adoption of a decision on the election of the acting General Director, if a decision has been made to terminate the powers of the General Director, but as a result of voting, no decision has been made to elect a new General Director;
- formation of the proposal of the Board of Directors on the candidacy(s) of the managing organization (manager) for voting at the General Meeting of Shareholders of the Company on the issue of transferring the powers of the sole executive body of the Company to the managing organization (manager).

10.4. In the event that a decision is made to suspend the powers of the managing organization (manager) and the appointment of an acting General Director, the Board of Directors is obliged to decide on holding an extraordinary general meeting of shareholders of the Company to resolve the issue of early termination of powers of the managing organization (manager).

10.5. In the case provided for in clause 10.4. of this section, the Board of Directors is obliged at a meeting at which a decision is made to suspend the powers of the managing organization (manager) and appoint an acting General Director to also consider the candidacy(s) of the managing organization (manager), which is proposed to transfer the powers of the sole executive body of the Company, as well as take other decisions related to the suspension of the powers of the managing organization (manager) and the performance of the duties of the acting General Director until the general meeting of shareholders of the Company is held.

10.6. Notification of a meeting of the Board of Directors, the agenda of which contains the issues specified in clause 10.2. of these Regulations shall be sent to members of the Board of Directors no later than 3 calendar days before the date of the meeting of the Board of Directors.

The specified meeting of the Board of Directors may take place in any form, while the requirements of these Regulations, providing for the consent of all members of the Board of Directors to conduct a meeting by poll, are not applied.

10.7. Unless otherwise established by a decision of the Board of Directors, each member of the Board of Directors has the right to nominate no more than one candidate for the position of General Director (acting General Director). A member of the Board of Directors is also entitled to nominate a

candidate for the position of Acting General Director in case a decision is made to terminate the powers of the General Director, but as a result of voting, a decision is not made to elect a new General Director. At the same time, a member of the Board of Directors is entitled to nominate the same person, both for the position of the General Director and for the position of the acting General Director.

10.8. If the agenda of the meeting of the Board of Directors of the Company includes the issue of suspension of the powers of the managing organization (manager), a member of the Board of Directors of the Company is also entitled to nominate a managing company (manager) to formulate a proposal by the Board of Directors to the General Meeting of Shareholders of the Company on the transfer of authority of the sole executive body of the Company managing organization (manager).

10.9. A proposal for the nomination of a candidate (clause 10.7. and 10.8. of these Regulations) is submitted in writing and signed by the member of the Board of Directors of the Company who has nominated the candidate.

10.10. A proposal to nominate a candidate for the post of General Director (Acting General Director) should contain the following information:

- name of the proposed candidate;
- date and place of birth;
- information about education, specialty and qualifications;
- information about the degree;
- information on labor activity over the past 5 years;
- the number and categories (types) of the Company's shares owned by the candidate.

10.11. A proposal to nominate a management organization shall contain the following information:

- full company name of the organization;
- information on the date and place of state registration of the organization;
- information about the founders of the organization;
- information about the shareholders (participants) of the organization;
- Information about affiliates of the organization.

10.12. A proposal to nominate a manager must contain the information provided for in clause 10.10. of this Regulation, as well as information about the candidate having a certificate of state registration as an individual entrepreneur.

10.13. Proposals for the nomination of candidates for the post of General Director (Acting General Director, managing organization (manager)) must be received by the Company in the original, by fax (followed by the provision of the original at the meeting), or by e-mail no later than 2 calendar days before the meeting of the Board of Directors.

10.14. Proposals for the nomination of candidates from members of the Board of Directors of the Company are included in the voting list.

10.15. If, based on the results of voting (votes) on the election of the General Director, none of the candidates obtains the required number of votes, the Board of Directors is entitled to appoint an acting General Director. In this case, voting is carried out on those candidates for the positions of the Acting General Director who were nominated by members of the Board of Directors in accordance with clause 10.7. of this section. If no member of the Board of Directors nominates a candidate for the position of Acting General Director in accordance with clause 10.7. of this section, voting is carried out on candidates who are entitled to nominate members of the Board of Directors during a meeting of the Board of Directors.

10.16. Members of the Board of Directors are entitled to request from a member of the Board of Directors additional information about the candidate nominated by him.

10.17. Proposals for the nomination of candidates for the post of General Director (acting General Director) or the managing organization of the Company and information about them received from members of the Board of Directors are sent by the Corporate Secretary of the Company to the relevant Committee of the Board of Directors immediately after they are received in the manner and manner that ensures their speedy receipt by the Committee (by fax, e-mail, etc.).

Decisions (recommendations) of the Committee of the Board of Directors, if they are received by the Board of Directors before the date of the meeting of the Board of Directors, are immediately sent by the Corporate Secretary to members of the Board of Directors of the Company, and are also

provided to members of the Board of Directors directly at a meeting of the Board of Directors during a meeting in person or in absentia. If decisions (recommendations) of the relevant Committee are not presented to the Board of Directors, the Board of Directors is entitled to make a decision on the issue without taking into account such decisions (recommendations).

10.18. If, in accordance with the Charter of the Company, the election of the General Director is carried out by the General Meeting of Shareholders, the provisions of this section shall apply to the extent not inconsistent with the Charter of the Company and the legislation of the Russian Federation.

10.19. If a collegial executive body is formed in the Company, the procedure for the election and termination of powers of its members is established by the internal document of the Company governing the activities of such a body.

11. Minutes of the meeting of the Board of Directors of the Company

11.1. At a meeting of the Board of Directors, the Corporate Secretary keeps a record.

11.2. The minutes of the meeting of the Board of Directors of the Company shall be compiled no later than 3 calendar days after its holding (summing up the results of absentee, absentee voting).

11.3. The minutes shall indicate:

- full corporate name of the Company;
- form of the meeting;
- place and time of the meeting (tabulation);
- members of the Board of Directors present at the meeting (participating in absentee, absentee ballot), as well as invited persons;
- information about the quorum of the meeting;
- agenda of the meeting;
- issues put to a vote and roll-call voting results on them;
- generalized transmission of reports and speeches of persons participating in the meeting;
- decisions made.

The minutes of the meeting of the Board of Directors of the Company shall be signed by the chairman of the meeting and the Corporate Secretary, who are responsible for the correctness of the minutes.

The received dissenting opinions of members of the Board of Directors, which are an integral part of the minutes, shall be attached to the minutes of the meeting of the Board of Directors.

The Corporate Secretary will endorse all the annexes to the minutes of the meeting of the Board of Directors of the Company (the Chairman of the Board of Directors will endorse the annexes to the minutes of the meeting of the Board of Directors of the Company, if this is provided for in the document format).

11.4. Decisions made by the Board of Directors are brought to the attention of the members of the Board of Directors by sending a copy of the minutes of the meeting of the Board of Directors by the Corporate Secretary via e-mail, fax or an automated information system no later than 3 calendar days after signing the minutes of the meeting of the Board of Directors.

11.5. The Company is obliged to keep the minutes of meetings of the Board of Directors at the location of the executive body of the Company.

11.6. Minutes of meetings of the Board of Directors of the Company should be available for review at the location of the executive body of the Company to any member of the Board of Directors, a member of the Audit Commission, the auditor of the Company, the General Director of the Company, official representatives of federal regulatory bodies, as well as the shareholder (shareholders) of the Company in accordance with the requirements of the Federal Law "On Joint-Stock Companies".

12. Final Provisions

12.1. In order to improve its work, the Board of Directors of the Company is obliged to regularly evaluate the effectiveness of its activities.

The regularity, evaluation criteria and other issues related to evaluating the performance of the Board of Directors of the Company are determined by individual decisions of the Board of Directors of the Company.

BOARD OF DIRECTORS
of "Interregional Distribution Grid Company of Volga",
Public Joint-Stock Company

QUESTIONNAIRE

for voting on agenda issues
of the Board of Directors of IDGC of Volga, PJSC
held in absentia on _____, ___201__

Issue:

1. _____

Resolution (passed at the meeting):

1. _____

FOR

AGAINST

ABSTAIN

(leave your answer option crossed out)

Issue:

2. _____

Resolution (passed at the meeting):

2. _____

FOR

AGAINST

ABSTAIN

(leave your answer option crossed out)

The completed and signed questionnaire shall be sent by fax _____, e-mail, or in the original no later than _____.

/date, time/

The questionnaire received by the Company after the expiration of the aforementioned period shall not be taken into account when counting votes and summing up the results of voting in person by correspondence.

Please send the original questionnaire to the address: _____

Member of the Board of Directors
IDGC of Volga, PJSC

_____/_____
(signature) (full name)

Chairman of the Board of Directors

_____/_____
(signature) (full name)

WITHOUT THE SIGNATURE OF THE CHAIRMAN AND MEMBER OF THE BOARD OF DIRECTORS, THE QUESTIONNAIRE IS INVALID

BOARD OF DIRECTORS
of "Interregional Distribution Grid Company of Volga",
Public Joint-Stock Company

QUESTIONNAIRE

**for absentee voting on agenda issues of the meeting of
the Board of Directors of IDGC of Volga, PJSC**

Issue 1.

Resolution:

FOR

AGAINST

ABSTAIN

(leave your answer option crossed out)

Issue 2.

Resolution:

FOR

AGAINST

ABSTAIN

(leave your answer option crossed out)

The completed and signed questionnaire shall be sent by fax _____, by e-mail. or in
the original no later than _____
/date, time/

The questionnaire received by the Company after the above period is not taken into account when
counting votes and summing up the results of absentee voting.

Please send the original questionnaire to the address: _____

Member of the Board of Directors
IDGC of Volga, PJSC

_____/_____
(signature) (full name)

WITHOUT SIGNATURE OF THE MEMBER OF THE BOARD OF DIRECTORS QUESTIONNAIRE IS INVALID