

**APPROVED**

by Resolution of the Annual General Meeting of  
Shareholders  
of IDGC of Volga, PJSC dated June 16, 2015  
Minutes No. 9/2015 dated June 18, 2015

**REGULATIONS**  
**on Management Board of**  
**IDGC of Volga, PJSC**  
(New Version)

Saratov  
2015

## **1. GENERAL**

1.1. These Regulations are an internal document of Public Joint Stock Company Interregional Distribution Grid Company of Volga (the "Company") providing the procedure for forming the Management Board, time and procedure for convening and holding meetings of the Management Board, as well as the procedure for making decisions by the Management Board.

1.2. These Regulations were drawn up in compliance with the Civil Code of the Russian Federation, Federal Law "On Joint Stock Companies", other regulations of the Russian Federation and Articles of Association of the Company.

1.3. As a collegial executive body, the Management Board acting on behalf of the Company is governed by resolutions of the General Meeting of Shareholders and Board of Directors of the Company, law of the Russian Federation, Articles of Association of the Company, other internal documents of the Company and these Regulations.

1.4. The Management Board is in charge of achievement of goals, implementation of the development strategy and policy of the Company, management of routine operations within the area of competence established by the Articles of Association of the Company, resolutions of the General Meeting of Shareholders and Board of Directors of the Company.

Key tasks of the Management Board of the Company are as follows:

- protecting rights and lawful interests of shareholders of the Company;
- developing proposals relating to the development strategy of the Company;
- implementing the financial and business policy of the Company, making decisions on vital issues of the routine business activities of the Company and coordinating operations of the Company's subdivisions;
- improving efficiency of the internal control and risk monitoring systems;
- ensuring high return on the Company's assets and maximum revenue from the Company's activities.

## **2. MANAGEMENT BOARD FORMATION**

2.1. The Board of Directors of the Company is in charge of election and early termination of office of members of the Management Board.

2.2. The General Director of the Company shall propose nominees (except for his/her own candidature) to the Management Board for consideration by the Board of Directors. The number of nominees shall match the number of members of the Management Board specified in the Articles of Association or resolution made by the Board of Directors of the Company.

Should the Board of Directors of the Company reject all nominees to the Management Board proposed by the General Director, the Board of Directors of the Company may elect nominees proposed by a member (members) of the Board of Directors of the Company.

2.3. A nominee is deemed to become a member of the Management Board if elected by the majority of votes of members of the Board of Directors who attended the meeting.

2.4. The Company will sign an employment contract with elected members of the Board of Directors.

The Chairperson of the Board of Directors of the Company or a person authorized by the Board of Directors shall sign the employment contract on behalf of the Company.

The terms and conditions of the employment contract shall be defined by the Board of Directors of the Company or a person authorized by the Board of Directors to exercise or discharge employer's rights and obligations on behalf of the Company relating to members of the Management Board.

2.5. The Board of Directors may, at any time, terminate office of any member of the Management Board and cancel the employment contract. This provision is a mandatory condition of the employment contract signed between the Company and member of the Management Board.

2.6. Termination of office of a member of the Management Board will not entail dismissal from his/her full-time office in the Company.

2.7. And dismissal from a full-time office in the Company will not entail termination of membership with the Management Board of the Company and cancellation of the relevant employment contract.

2.8. Should the number of members of the Management Board be lower than the quorum for the meeting prescribed by these Regulations and Articles of Association of the Company, the General Director shall propose new nominees to the Management Board for consideration by the Board of Directors to fill vacant positions.

2.9. A member of the Management Board may withdraw from membership by giving an application to the Chairperson of the Board of Directors as per the applicable law.

### **3. RIGHTS, OBLIGATIONS AND RESPONSIBILITY OF MEMBERS OF MANAGEMENT BOARD**

#### **3.1. MEMBERS OF MANAGEMENT BOARD**

3.1.1. The rights and responsibilities of members of the Management Board are determined by the law of the Russian Federation, Articles of Association of the Company and employment contract signed between each member and the Company.

3.1.2. Members of the Management Board are authorized to:

- 1) solve issues relating to management of the Company's routine activities acting as members of the collegial executive body of the Company;
- 2) have unrestricted access to information on the Company's activities, constituent documents, regulations, accounting documents, reports, contracts and other documents of the Company;
- 3) issue certificates, make statements and proposals on issues on the agenda of meetings of the Management Board;
- 4) make written proposals on the Activity Plan of the Management Board and agenda of meetings of the Management Board;
- 5) request to convene a meeting of the Management Board of the Company;
- 6) issue written letters of disagreement with resolutions of the Management Board and bring the above letters to notice of the Board of Directors of the Company;
- 7) exercise other rights provided by the law of the Russian Federation, Articles of Association of the Company and employment contract signed between each member and the Company.

3.1.3. Members of the Management Board shall:

- take part in the meetings of the Management Board of the Company;
- fulfill resolutions and tasks of the General Meeting of Shareholders, Board of Directors and Management Board; observe the requirements of the Articles of Association and internal documents of the Company;
- act in the interests of the Company; exercise their rights and discharge obligations to the Company in conscientious and reasonable manner;
- deliver the following written information to the Board of Directors of the Company, Internal Audit Commission of the Company and Auditor of the Company on a quarterly basis within 15 days after the first day of the quarter:
  - a) information on legal entities with 20 or more percent of voting shares (participatory interest, equity) owned by a member of the Management Board on his/her own or jointly with affiliate(s);
  - b) information on legal entities where a member of the Management Board holds a management position;
  - c) information, to the best of his/her knowledge, on closed or expected transactions which may be recognized as transactions in which he/she has an interest.
    - give a fifteen day notice of expected transactions which may be recognized as transactions in which he/she has an interest to the General Director and Board of Directors of the Company;
    - avoid disclosing information deemed to be a proprietary information and trade secret of the Company.

3.1.3. Members of the Management Board may concurrently hold offices in the management bodies of other organizations and other salaried offices of other organizations with consent of the Board of Directors of the Company.

3.1.4. Employer's rights and obligations to members of the Management Board on behalf of the Company will be exercised and discharged by the Board of Directors of the Company or a person authorized by the Board of Directors.

3.1.5. Members of the Management Board will bear liability to the Company for losses incurred by the Company as a result of their wrongful acts (omission) in compliance with the applicable law.

Meanwhile, those members of the Management Board 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.

### **3.2. CHAIRPERSON OF MANAGEMENT BOARD**

3.2.1. The work of the Management Board will be organized by the Chairperson of the Management Board of the Company. By position, the Chairperson of the Management Board of the Company is the General Director of the Company.

3.2.2. The Chairperson of the Management Board of the Company will:

1) provide nominees to the Management Board for consideration by the Board of Directors of the Company;

2) convene meetings of the Management Board;

- fix date, time and place for a meeting of the Management Board;

- approve the agenda of the meeting;

- select persons who will be invited to participate in discussion of specific issues on the agenda of a meeting of the Management Board;

- define a list of information (materials) to be provided to members of the Management Board for preparing to a meeting of the Management Board;

- define a format and content of the ballot (for absentee voting);

3) preside over meetings of the Management Board;

4) sign the minutes of a meeting of the Management Board;

5) organize the work of the Management Board and ensure compliance of activities of the Management Board with the requirements of the law of the Russian Federation, Articles of Association of the Company and these Regulations;

6) perform other actions stipulated in these Regulations.

### **3.3. DEPUTY CHAIRPERSON OF MANAGEMENT BOARD**

3.3.1. Should the Chairperson be temporary absent, his/her functions will be performed by the Deputy Chairperson of the Management Board.

3.3.2. Elected during the first meeting of the Management Board among members of the Management Board by a majority of votes of all elected members of the Management Board, the Deputy Chairperson of the Management Board will perform his/her functions until the term of his/her membership with the Management Board is expired.

3.3.3. The Management Board may, at any time, reelect the Deputy Chairperson of the Management Board.

## **4. SECRETARY OF MANAGEMENT BOARD**

4.1. The Secretary of the Management Board provides organizational and information support of work of the Management Board.

4.2. The Secretary of the Management Board will be selected by the Chairperson of the Management Board among employees of the Company. The Chairperson of the Management Board may, at any time, appoint a new Secretary of the Management Board.

The position of the Secretary of the Management Board may be provided in the headcount of the Company.

4.3. The Secretary of the Management Board shall:

1) prepare materials for consideration at meetings of the Management Board;

- 2) prepare a draft activity plan of the Management Board at least one month before the first day of the planned quarter;
- 3) make proposals, if necessary, on changes to the activity plan of the Management Board;
- 4) give a notice of a meeting of the Management Board to members of the Management Board with enclosed agenda and necessary materials;
- 5) deal with the Corporate Secretary of the Company and secretaries of the Committees under the Board of Directors of the Company to coordinate the activities of the Management Board, Board of Directors of the Company and Committees under the Board of Directors of the Company;
- 6) provide organizational and technical support of meetings of the Management Board;
- 7) keep the File Register of the Management Board;
- 8) supervise fulfillment of resolutions made by the Management Board and report the progress of fulfillment of resolutions to the Management Board;
- 9) draw up specific draft documents and resolutions of the Management Board upon request of the Chairperson of the Management Board (Deputy Chairperson of the Management Board);
- 10) keep minutes of meetings of the Management Board;
- 11) report voting results and information on resolutions made by the Management Board to members of the Management Board;
- 12) notify responsible employees of resolutions made by the Management Board by giving signed extracts from minutes of meetings of the Management Board.

The Secretary of the Management Board shall perform other actions stipulated in these Regulations.

4.4. The Secretary of the Management Board is responsible for quality and accuracy of extracts from minutes of meetings of the Management Board and for discharging other duties specified herein.

## **5. ORGANIZATION OF WORK OF MANAGEMENT BOARD**

5.1. The meetings of the Management Board will be held as per the Activity Plan and on an as-needed basis, but at least once per month.

5.2. The Activity Plan of the Management Board includes:

- 1) issues for consideration at meetings of the Management Board of the Company during the current year (on a quarterly basis);
- 2) schedule of meetings of the Management Board;
- 3) list of persons (management bodies of the Company) in charge of preparation of issues for consideration at meetings of the Management Board.

5.3. The Chairperson of the Management Board shall prepare and submit the Activity Plan of the Management Board for consideration by the Management Board.

The Management Board will approve the Activity Plan on a quarterly basis by a majority of votes of members of the Management Board who take part in voting.

5.4. The Activity Plan is based upon resolutions of the General Meeting of Shareholders, Board of Directors, Internal Audit Commission, Auditor, proposals of the General Director, members of the Management Board and superiors of the Company's subdivisions and services.

5.5. The approved Activity Plan of the Management Board may be amended by the Chairperson and members of the Management Board. Any changes and additions to the Activity Plan shall be approved by the Management Board of the Company.

5.6. The meetings of the Management Board will be convened by the Chairperson of the Management Board or, if absent, by the Deputy Chairperson of the Management Board:

- according to the Activity Plan of the Management Board;
- upon request of the Chairperson of the Management Board or any member of the Management Board;
- by resolution of the Board of Directors, Internal Audit Commission, Auditor of the Company.

5.7. Agenda of a meeting of the Management Board is based on the Activity Plan of the Management Board, resolutions of the General Meeting of Shareholders, Board of Directors, Internal Audit Commission, Auditor of the Company and proposals of the General Director and members of the Management Board of the Company.

5.8. The scope of competence of the Management Board is outlined in the Articles of Association of the Company.

5.9. To ensure effective performance of the Board of Directors of the Company and provide opportunities for making informed and reasonable decisions, the Management Board of the Company will preview, prepare and issue recommendations for the Board of Directors on the following issues within the scope of competence of the Board of Directors of the Company:

- 1) determining top-priority activities and strategy of the Company;
- 2) submitting the following issues for consideration by the General Meeting of Shareholders:
  - increasing the Company's authorized capital through raising share par value or additional share placement;
  - making decision on placement of bonds convertible to stock and other issuable securities convertible to stock;
  - payment (declaration) of dividends based on the results of the first quarter, half year, nine months of the financial year;
- 3) placing the Company's bonds and other issuable securities, except for cases specified in the Federal Law "On Joint Stock Companies" and Articles of Association of the Company;
- 4) approving a decision on issue (additional issue) of securities, a prospectus of securities and a report on the results of the issue (additional issue) of securities, reports on the results of acquisition of shares from the Company's shareholders, reports on results of shares retirement, reports on results of laying claims by the Company's shareholders on repurchase of shares owned by them;
- 5) appraising (defining money value) property, price of placement and repurchase of issuable securities in cases specified in the Federal Law "On Joint Stock Companies" and Articles of Association of the Company;
- 6) purchasing shares, bonds and other securities placed by the Company in cases specified in the Federal Law "On Joint Stock Companies";
- 7) - disposing (selling) the Company's shares obtained by the Company as a result of acquisition or buying out from the Company's shareholders, and in other cases specified in the Federal Law "On Joint Stock Companies";
- 8) - giving recommendations on the amount of dividends on shares and the procedure of payment thereof;
- 9) - approving internal documents of the Company determining the procedure of formation and use of the Company's funds;
- 10) - making decision on using the Company's funds; approving and reviewing results of fulfillment of budgets for use of special funds;
- 11) - approving target (adjusted) key performance indicators (KPIs) of the Company and progress reports;
- 12) - opening/liquidating branches and representative offices of the Company;
- 13) pre-approving decisions on the Company's transactions associated with free transfer of the Company's property or property rights (requirements) to the Company or third party; transactions associated with release from property liability to the Company or third party; transactions associated with delivery of free services (works) by the Company to third parties in cases (in the amount) determined by specific decisions made by the Company's Board of Directors, and making decisions on settlement of these transactions by the Company if the above cases (amount) were not defined;
- 14) defining the Company's credit policy for granting loans, entering into credit and loan contracts, providing guarantees, assuming liabilities on notes (issuing a promissory and transfer notes), property pledging and making decisions on settling the above transactions when the procedure for making decisions on these transactions is not provided by the Company's credit policy, as well as making decisions (according to the procedure provided by the Company's credit

policy) on bringing the Company's liability position in line with limits specified in the Company's credit policy;

15) pre-approval of transactions that might result in commitments expressed in a foreign currency (or commitments attached to a foreign currency), in cases and in amounts determined by the Board of Directors of the Company in individual resolutions, or if the above cases (amounts) are not determined by the Board of Directors of the Company;

16) making a decision on the Company's participation in other organizations (on entry in an acting organization or foundation of a new organization, including approval of any constituent documents) as well as on acquisition, disposal or encumbrance of shares and participatory interests in the authorized capital of organizations of which the Company is a member, changes in the participatory interest in the authorized capital of the certain organization and withdrawal of the Company from other organizations;

17) 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 subsidiaries and affiliates (except when functions of the general meetings of shareholders of subsidiaries and affiliates are changed on the Board of Directors of the Company) and on agenda of meetings of the Board of Directors of these subsidiaries and affiliates (except the issue on approval of the agenda of the general meetings of shareholders of subsidiaries and affiliates when functions of the general meetings of shareholders of subsidiaries and affiliates are charged on the Board of Directors of the Company):

a) defining the agenda of the general meetings of shareholders (participants) of subsidiaries and affiliates;

b) restructuring, liquidation of subsidiaries and affiliates;

c) defining number, nominating, electing and terminating members of the Board of Directors of subsidiaries and affiliates;

d) defining quantity, par value and category (type) of authorized shares of subsidiaries and affiliates and rights granted to holders of the above shares;

e) placing securities of subsidiaries and affiliates converted into ordinary shares;

g) splitting and consolidating shares of subsidiaries and affiliates;

h) approving major transactions made by subsidiaries and affiliates;

i) participation of subsidiaries and affiliates in other organizations (joining an acting organization or foundation of a new organization) as well as acquisition, disposal or encumbrance of shares and participatory interests in the authorized capital of organizations of which the subsidiaries and affiliates are members, changes in the participatory interest in the authorized capital of the certain organization;

j) settling transactions (including several related transactions) associated with disposal or possibility to dispose property deemed to be fixed assets, intangible assets, construction-in-progress facilities intended for production, transfer, dispatching and distribution of electric power and heat in cases (amounts) provided by the procedure for interaction between the Company and organizations with capital share held by the Company approved by the Board of Directors of the Company;

k) making amendments and additions to the constituent documents of subsidiaries and affiliates;

l) defining a procedure for fee payment to members of the Board of Directors and the Internal Audit Commission of subsidiaries and affiliates;

18) defining an opinion of the Company (its representatives) on the following issues on agenda of the meetings of the Board of Directors of subsidiaries and affiliates (including regarding participation in voting on agenda issues, voting for or against draft decisions or abstain from voting):

a) defining positions of representatives of subsidiaries and affiliates on the agenda issues of General Meetings of Shareholders (participants) and meetings of the Board of Directors of affiliated companies of subsidiaries and affiliates involved in production, transmission, dispatching, distribution and sale of electric and heat power, regarding reorganization, winding-up, increasing

authorized capital of the above affiliated companies through raising share par value or additional share placement, placement of securities convertible to ordinary shares;

b) defining positions of representatives of subsidiaries and affiliates on the issues on the agenda of general meetings of shareholders (participants) and meetings of the Board of Directors of affiliated companies of subsidiaries and affiliates involved in production, transmission, dispatching, distribution and sale of electric and heat power, regarding reorganization, winding-up, increasing authorized capital of the above affiliated companies through raising share par value or additional share placement, placement of securities convertible to ordinary shares;

19) defining a procedure for electing and approving a nominated independent appraiser(s) selected to appraise the value of shares, property and other assets of the Company in cases specified in the Federal Law "On Joint Stock Companies", the Articles of Association of the Company and specific resolutions of the Board of Directors of the Company;

20) pre-approving a collective agreement and agreements signed by the Company to govern social and labor relations;

5.10. Issues within the scope of competence of the Board of Directors of the Company specified in paragraph 5.9. of this Article shall be previewed by the Management Board of the Company:

- if the above issues were added to the approved Activity Plan of the Board of Directors of the Company;
- upon request of the General Director in order to convene a meeting of the Board of Directors for considering the above issues;
- if a notice and materials for an extraordinary meeting of the Board of Directors of the Company were given by the Corporate Secretary of the Company.

5.11. Recommendations of the Management Board required for preliminary consideration of the issue regarding the scope of competence of the Board of Directors according to the approved Activity Plan of the Board of Directors or upon request of the General Director of the Company shall be submitted to the Corporate Secretary of the Company at least eleven (11) business days before the date of the meeting of the Board of Directors of the Company with the agenda covering the above issue.

Resolution (recommendations) of the Management Board for preliminary consideration of the issue regarding the scope of competence of the Board of Directors according to the notice and materials received from the Corporate Secretary of the Company shall be submitted to the Corporate Secretary of the Company within three (3) business days from the date of the meeting of the Management Board with the agenda covering the above issue, but no later than four (4) business days from the date of the meeting of the Board of Directors.

Should the issues regarding the scope of competence of the Board of Directors of the Company specified in paragraph 5.9. of this Article be subject to preliminary consideration by any Committee under the Board of Directors of the Company, resolutions (recommendations) of the Management Board shall be submitted to the above Committee of the Company within three (3) business days from the date of the meeting of the Management Board with the agenda covering the above issue, but no later than four (4) business days from the date of the meeting of the Committee.

The Chairperson of the Management Board of the Company shall take all necessary measures to timely hold meetings of the Management Board convened to make resolutions (give recommendations) as per paragraph 5.9. of this Article, and to timely submit the above resolutions (recommendations) to the Board of Directors of the Company and, as provided in sub-paragraph 3, paragraph 5.11. hereof, to the Committees under the Board of Directors.

5.12. Meetings of the Management Board will be held in the format of a joint attendance (physical meeting) or absentee voting (absentee meeting).

The Chairperson of the Management Board may initiate offsite meetings of the Management Board of the Company.

5.13. The quorum required for the meeting (absentee voting) of the Management Board to be valid is at least half of elected members of the Management Board.



5.14. All resolutions shall be passed by a majority vote of members of the Management Board who attended the meeting (participated in the absentee voting).

5.15. To make decisions on agenda items, each member of the Management Board shall have one vote. A member of the Management Board may not transfer his/her voting right to another member of the Management Board or third persons.

In case of equality of votes, the Chairperson of the Management Board shall have a casting vote.

5.16. Should a member who attended a meeting disagree with a resolution on an issue(s) on the agenda of that meeting of the Management Board, he/she may provide a written opinion on the above issue(s). The above written opinion shall be enclosed to the minutes of the meeting of the Management Board of the Company.

## **6. PROCEDURE FOR CONVENING AND HOLDING MEETINGS OF MANAGEMENT BOARD IN JOINT ATTENDANCE FORMAT**

6.1. A notice of a meeting of the Management Board containing information on place, date and time shall be given to members of the Management Board two (2) business days before the meeting.

6.2. The notice of a meeting of the Management Board in a joint attendance format shall contain the following information:

- full business name and registered address of the Company;
- agenda of a meeting of the Management Board;
- date, time and place of a meeting of the Management Board;
- list of information (materials) provided to members of the Management Board for preparing to a meeting.

6.3. A notice of a meeting of the Management Board shall be drawn up by the Secretary of the Management Board and signed by the Chairperson of the Management Board or, as provided herein, by the Deputy Chairperson of the Management Board.

All necessary materials (information) and draft resolutions on all issues of the agenda of a meeting shall be enclosed to a notice of a meeting of the Management Board given to all members of the Management Board.

6.4. Issues on the agenda of a meeting of the Management Board shall be considered during meetings of the Management Board.

In exceptional cases, members of the Management Board who attended a physical meeting may discuss issues out of the agenda, if such issues are unanimously accepted by all members of the Management Board present at the meeting and if a quorum is present.

6.5. Meetings of the Management Board shall be conducted by the Chairperson or, if absent, Deputy Chairperson of the Management Board as per paragraph 3.3.1. hereof.

6.6. The Secretary of the Management Board will define whether a quorum is present at a meeting, and the Chairperson of the Management Board will declare a quorum present and read out the agenda of a meeting of the Management Board.

6.7. The procedure for considering issues on the agenda of a meeting of the Management Board includes the following steps:

- 1) presentation of a report of a member of the Management Board (invited person) on an agenda issue;
- 2) discussion of an agenda issue;
- 3) proposals on a resolution on an agenda issue;
- 4) voting on an agenda issue;
- 5) vote counting, summarizing and announcing voting results (without taking into account written opinions of members of the Management Board who were absent at the meeting).

At physical meetings of the Management Board, the Secretary of the Management Board shall inform members on the progress of fulfillment of previous resolutions of the Management Board.

6.8. Should at least half of members of the Management Board be present at the meeting, written opinions of those members of the Management Board who failed to attend the meeting shall

be taken into account to summarize the voting results as per the procedure specified herein.

6.9. On the date of a meeting of the Management Board, basing upon the voting results the Secretary of the Management Board will draw up a ballot (as shown in Appendix 1 hereto) signed by the Chairperson of the Management Board (or, if absent, by the Deputy Chairperson of the Management Board). The above ballot shall be sent, as an original copy or by fax (after that an original copy shall be sent at the address specified in the ballot), to those members of the Management Board who failed to attend the meeting.

6.10. To fill out a ballot, a member of the Management Board shall leave undeleted only one voting option ("For", "Against", "Abstained") on each draft resolution on each agenda issue. After filling out a ballot, a member of the Management Board shall sign it and state his/her last name and initials.

6.11. Completed and signed ballots will be submitted, as original copies or by fax (after that an original copy shall be sent at the address specified in the ballot), to the Secretary of the Management Board no later than the day which follows the date of the meeting.

6.12. Any ballot mismatching the requirements specified in paragraph 6.10. hereof will be recognized void (as to a specific issue only, if a member failed to choose voting options in prescribed manner) and not counted.

A ballot submitted to the Company after expiry of the period specified therein will not be counted.

6.13. Basing upon the voting results and ballots received from members of the Management Board, the Secretary of the Management Board will count votes on agenda issues and draw up minutes of the Management Board according to the procedure provided hereby.

## **7. PROCEDURE FOR PASSING RESOLUTIONS BY ABSENTEE VOTING**

7.1. Resolutions of the Management Board of the Company on agenda issues may be passed by absentee voting (voting by ballot).

7.2. For the above purpose, each member of the Management Board shall be given a notice of an absentee voting on agenda issues with enclosed materials (information) and draft resolutions on agenda issues no later than three (3) business days before the end of the period set for submitting absentee voting ballots.

7.3. A notice of absentee voting shall contain the following information:

- full business name and registered address of the Company;
- agenda of a meeting of the Management Board;
- statement that an absentee voting will be held by filling out a ballot;
- end date and time for submission of absentee voting ballots;
- list of information (materials) provided to members of the Management Board for preparing to a meeting.

7.4. Members of the Management Board may give their proposals and (or) comments on proposed draft resolutions of the Management Board on issues brought up for an absentee voting no later than two (2) business days before the end of the period for submitting ballots specified in the notice of absentee voting.

7.5. The Secretary of the Management Board will draw up an absentee voting ballot (as shown in Appendix 2 hereto) with account of the above proposals and (or) comments on proposed draft resolutions of the Management Board on agenda issues. Should a member(s) of the Management Board make changes to draft resolutions on agenda issue(s), the Secretary of the Management Board shall add all draft resolutions proposed by a member(s) of the Management Board on such issue(s) to the ballot.

7.6. The Secretary of the Management Board shall provide the absentee voting ballot to members of the Management Board no later than one (1) business day before the end of the period for submitting ballots specified in the notice of absentee voting sent as an original copy or by fax.

7.7. A ballot shall contain the following information:

- full business name and registered address of the Company;
- issues on the agenda;
- voting options;

- end date and time for submission of ballots;
- address for submission of completed ballots;

7.8. To fill out an absentee voting ballot, a member of the Management Board shall leave undeleted only one voting option ("For", "Against", "Abstained") on each draft resolution on each agenda issue. After filling out a ballot, a member of the Management Board shall sign it and state his/her last name and initials.

7.9. Any ballot mismatching the requirements specified in paragraph 7.8. hereof will be recognized void (as to a specific issue only, if a member failed to choose voting options in a prescribed manner) and not taken into account in determining whether a quorum is present and in counting votes.

7.10. A ballot completed and signed by a member of the Management Board shall be submitted to the Secretary of the Management Board, as an original copy or by fax (after that an original copy shall be sent at the address specified in the ballot), within the time specified in the ballot.

Those members of the Management Board will be deemed to have participated in the absentee voting who submitted their ballots to the Secretary of the Management Board before the end of the period set for submitting absentee voting ballots.

7.11. The presence of quorum required for passing resolutions by an absentee voting will be determined by counting ballots filled out and signed by members of the Management Board which were provided to the Company within the time specified in the notice of absentee voting.

Basing upon ballots received from members of the Management Board, the Secretary of the Management Board will count votes on agenda issues and draw up minutes of the Management Board according to the procedure provided hereby.

## **8. MINUTES OF MEETING OF MANAGEMENT BOARD**

8.1. Minutes of a meeting of the Management Board of the Company will be drawn up basing upon the results of the above meeting of the Management Board (results of an absentee voting) and signed by the Chairperson and Secretary of the Management Board who will be responsible for matching the requirements to format of the minutes.

8.2. A minutes of a meeting of the Management Board shall contain the following information:

- full business name of the Company;
- format of a meeting (joint attendance or absentee voting);
- place and time of a meeting (vote counting);
- list of members of the Management Board who attended a meeting (participated in absentee voting) and a list of invited persons;
- information on whether a quorum was present;
- agenda of a meeting;
- issues brought for voting and voting results (stating names of members);
- brief overview of reports and speeches of persons who attended a meeting (for physical meetings);
- resolutions passed by members.

8.3. The Company will retain minutes of meetings of the Management Board in the office of the executive body of the Company. The Chairperson of the Management Board will be responsible for secure storage of minutes of meetings of the Management Board.

Any member of the Board of Directors, Internal Audit Commission (auditor), Auditor of the Company, General Director of the Company and shareholders (a shareholder) holding at least 25 percent of the voting shares of the Company may have access to minutes of meetings of the Management Board of the Company.

## **9. SUPERVISION OF FULFILLMENT OF RESOLUTIONS OF MANAGEMENT BOARD**

9.1. Members of the Management Board shall be notified, in written, of resolutions passed by the Management Board by giving a copy of minutes of a meeting of the Management Board within three (3) business days from the date of signing of the minutes.

9.2. Responsible persons shall be notified of resolutions passed by the Management Board by giving extracts from minutes of a meeting of the Management Board of the Company on specific issues signed by the Secretary of the Management Board and duly certified by the Company's seal.

9.3. The Secretary of the Management Board shall supervise fulfillment of resolutions passed by the Management Board.

## **10. FINAL PROVISIONS**

10.1 The Management Board Regulations will be approved by the General Meeting of Shareholders of the Company.

10.2 Any amendments and additions to these Regulations will be made by the General Meeting of Shareholders of the Company.

10.3 If, as a result of amendments to any laws and regulations of the Russian Federation, specific Articles of these Regulations come into conflict with the amended laws and regulations, such Articles shall cease to be in force and, until these Regulations are not appropriately amended, the Company shall follow the requirements of the relevant laws and regulations of the Russian Federation.

**MANAGEMENT BOARD**  
**of Public Joint Stock Company**  
Interregional Distribution Grid Company of Volga

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**BALLOT**  
**for voting on issues on the agenda of the meeting of the Management Board**  
**of IDGC of Volga, PJSC**  
**held in a joint attendance format on \_\_\_\_\_, 201\_\_.**

**Issue:**

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

**Resolution (passed during the meeting):**

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

**"FOR"**

**"AGAINST"**

**"ABSTAINED"**

*(delete all inappropriate options)*

**Issue:**

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

**Resolution (passed during the meeting):**

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

**FOR**

**AGAINST**

**ABSTAINED**

*(delete all inappropriate options)*

Please, complete, sign and send your ballot by fax \_\_\_\_\_ or as an  
original copy no later than \_\_\_\_\_  
/date, time/

A ballot submitted to the Company after expiry of the period specified therein will not be  
counted.

Please, send the original copy at the address: \_\_\_\_\_

**The Member of the Management Board of IDGC of Volga, PJSC**

\_\_\_\_\_/\_\_\_\_\_

**The Chairperson**

**of the Management Board of IDGC of Volga, PJSC** \_\_\_\_\_/\_\_\_\_\_

**Not valid until signed by the Chairperson and member of the Management Board**

**MANAGEMENT BOARD**  
**of Public Joint Stock Company**  
Interregional Distribution Grid Company of Volga

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**BALLOT**  
**for absentee voting on issues on the agenda of the meeting of the Management Board**

**Issue No. 1:**

\_\_\_\_\_

**Resolution passed:**

\_\_\_\_\_

\_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(delete all inappropriate options)*

**Issue No. 2:**

\_\_\_\_\_

**Resolution passed:**

\_\_\_\_\_

\_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(delete all inappropriate options)*

Please, complete, sign and send your ballot by fax \_\_\_\_\_ or as an original copy no later than \_\_\_\_\_.

*/date, time/*

A ballot submitted to the Company after expiry of the period specified therein will not be counted.

Please, send the original copy at the address:

\_\_\_\_\_

**The Member of the Management Board of IDGC of Volga, PJSC**

\_\_\_\_\_/\_\_\_\_\_

**NOT VALID UNTIL SIGNED BY THE MEMBER OF THE MANAGEMENT BOARD**