Approved by
Resolution of the Annual General Meeting of Shareholders of
Unipro PJSC dated __ _____ 2021
(Minutes No. ___ dated __ _____ 2021)

Regulation
on the Board of Directors
of Unipro Public Joint Stock Company

Surgut
2021

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1. General Provisions

1.1. This Regulation has been developed in accordance with the applicable law of the Russian Federation and the Articles of Association of Unipro Public Joint-Stock Company (hereinafter referred to as the Company) as presently in effect (hereinafter referred to as the Articles of Association).

1.2. This Regulation is an internal document of the Company governing activities of the Company's Board of Directors (hereinafter referred to as the Board of Directors).

1.3. The Board of Directors is the Company's management body responsible for general management of its activities in accordance with Clause 12.1 of Article 12 of the Articles of Association.

1.4. Furthermore, the Board of Directors shall supervise implementation of the resolutions adopted by the General Meeting of Shareholders of the Company (hereinafter referred to as the General Meeting of Shareholders) and respect the rights and legitimate interests of the Company's shareholders.

1.5. Activities of the Board of Directors shall be governed by the Federal Law "On Joint-Stock Companies", other regulations of the Russian Federation, the Articles of Association, and this Regulation.

2. Composition of the Board of Directors

2.1. The Board of Directors consists of nine (9) members of the Board of Directors to be elected by the General Meeting of Shareholders pursuant to Articles 10 and 13 of the Articles of Association.

2.2. If the Annual General Meeting of Shareholders is not held within the timeframe set in Clause 11.1. of Article 11 of the Articles of Association, the powers of the Board of Directors shall be terminated, except for the powers to prepare, convene, and hold the Annual General Meeting of Shareholders. The powers of all members of the Board of Directors may be terminated early by the resolution of the General Meeting of Shareholders.

2.3. The Board of Directors shall include:

- Chairman of the Board of Directors (hereinafter referred to as the Chairman);
- Deputy Chairman of the Board of Directors (hereinafter referred to as the Deputy Chairman) who in the absence of the Chairman performs his/her functions and rights, including the casting vote;
- Independent Directors;
- Senior Independent Director (if elected).

2.4. The Chairman and Deputy Chairman shall be elected by the members of the Board of Directors from among the members by majority of votes of the total number of elected members of the Board of Directors.

2.5. The Board of Directors may re-elect the Chairman and Deputy Chairman at any time by majority of votes of the total number of elected members of the Board of Directors.

2.6. A member of the Board of Directors who is concurrently the Company's General Director may not be elected as the Chairman.

2.7. Under this Regulation and the Articles of Association, the Chairman shall:

1) arrange the work of the Board of Directors;

2) determine the decision-making form for the Board of Directors;

3) approve the agenda of the meetings and the list of items for absentee vote of the Board of Directors;

4) convene meetings of the Board of Directors and initiate absentee vote;

5) chair meetings of the Board of Directors;

6) sign the minutes of the meetings and results of the absentee vote of the Board of Directors and transfer them to the General Director for storage;

7) chair General Meetings of Shareholders;

8) perform other duties stipulated by applicable laws of the Russian Federation, the Articles of Association, and resolutions of the Board of Directors.

2.8. A member of the Board of Directors who possesses enough professionalism, experience, and independence to form his/her own opinion, is able to make unbiased and fair judgments that do not depend on the influence of the Company's executive bodies, certain groups of shareholders, or any other stakeholders, and meeting the independence criteria stipulated in the Corporate Governance Code recommended by the Bank of Russia may be recognized as an independent director.

An independent director shall refrain from engaging in actions that may cause him/her to cease to be independent, unless such inconsistency affects the person's ability to make independent, objective and responsible judgments.

2.9. If the Board of Directors consists of three or more independent directors, and the Chairman of the Board of Directors is not an independent director, members of the Board of Directors may elect a Senior Independent Director from among the elected independent directors.

2.10. Senior Independent Director shall be elected on the proposal of the independent directors by majority of votes of the elected members of the Board of Directors. Proposals for nomination of the Senior Independent Director shall be made by a majority of independent directors (orally, in writing, as well as by means of information technologies, in case the Company has the relevant information system) at the first meeting after the election of the new Board of Directors.

2.11. Senior Independent Director:

1) interacts with the Chairman, members of the Board of Directors of the Company, ensures effectiveness of communication channels in the Board of Directors and in relations with shareholders of the Company;

2) coordinates interaction between independent directors, and convenes meetings (sessions) of independent directors as necessary, and chairs thereof;

3) if necessary, the Senior Independent Director shall have the right to receive technical and organizational assistance from the Company in holding meetings (sessions) of independent directors;

4) brings to attention of members of the Board of Directors a consolidated opinion of independent directors reached at their meetings (sessions);

5) ensures equal awareness of the independent directors on the issues submitted by the Senior Independent Director for discussion by them, to the extent necessary to develop a position;

6) 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 the Chairman of the Board of Directors, other members of the Board of Directors, and shareholders of the Company, in order to ensure effective and stable work of the Board of Directors.

2.12. Powers of the Senior Independent Director shall remain in force until election of a new Board of Directors. Powers of the Senior Independent Director shall be early terminated if he/she loses his/her status of independent director. Powers of the Senior Independent Director may also be early terminated by a resolution of the Board of Directors. In such cases, the Board of Directors may, on the proposal of the independent directors, elect a new Senior Independent Director.

3. Members of the Board of Directors: Rights, Duties, and Liability

3.1. Each member of the Board of Directors may:

1) familiarize themselves with any constituent, regulatory, or official reporting documents of the Company, subject to Clause 3.4 hereof;

2) call for a meeting of the Board of Directors in writing;

3) request inclusion of any items in the agenda of a meeting of the Board of Directors in writing;

4) request documents and information necessary to resolve on the items included in the agenda of the meeting or absentee vote, either directly from the General Director (or another person performing functions of the sole executive body of the Company) (hereinafter referred to as the General Director) or through the Corporate Secretary as defined in Clause 4.1 hereof;

5) exercise any other rights provided by the Articles of Association, this Regulation, and other internal documents of the Company.

3.2. Under Clause 3.1 (4) hereof, information and documents shall be provided to all members of the Board of Directors as part of the materials (information) required to prepare for the next scheduled meeting of the Board of Directors in accordance with Clause 7.3 (5) hereof.

3.3. In exercising their rights and performing their duties, members of the Board of Directors shall act in the best interest of the Company in good faith and in a reasonable manner. In exercising their rights and performing their duties, the members of the Board of Directors shall be guided by the Company's current ethical standards including the Company's Codes of Conduct and comply with the Company's internal documents containing the rules of handling the insider

information, as well as comply with the restrictions imposed on them as the Company's insiders by these documents.

3.4. Members of the Board of Directors shall treat any document and/or information provided to them in their capacity of members of the Board of Directors, as highly confidential/sensitive. They shall neither disclose, nor discuss the document and/or information to/with any third party, except for another member of the Board of Directors or the Corporate Secretary as defined in Clause 4.1 hereof, unless otherwise required by the applicable law of the Russian Federation.

3.5. Members of the Board of Directors shall be liable to the Company for the losses caused to the Company through their guilty actions (omission).

This provision shall not apply to members of the Board of Directors who voted against the resolution that caused losses to the Company or did not vote.

3.6. Within five (5) business days from the date when any of the events referred to in this Clause take place, members of the Board of Directors shall provide the Corporate Secretary with the following information in writing:

1) about the legal entities in which a member of the Board of Directors holds, individually or jointly with an affiliated person(s), at least 20 percent of voting shares (equity interests or stakes);

2) about the legal entities in which a member of the Board of Directors holds positions in the management bodies;

3) about all actual and potential transactions which a member of the Board of Directors is aware of, in which such member can be qualified as a related party.

4) about the circumstances as a result of which a member of the Board of Directors ceases to meet the independence criteria for members of the board of directors, as established by the Listing Rules of the Moscow Stock Exchange PJSC. In this case such written notice shall be considered by the Board of Directors at the next meeting.

3.7. A member of the Board of Directors shall inform the Chairman of the Board of Directors of his/her intention to join the governing bodies of other organizations, as well as of the fact of such an appointment, by sending a respective notice no later than 14 days from the date of the appointment.

3.8. A member of the Board of Directors shall notify the Board of Directors via the Corporate Secretary upon occurrence of the conflict of interest in respect of any item of the agenda of the meeting or an absentee vote of the Board of Directors, before the start of the discussion of such agenda item at the physical meeting of the Board of Directors or within one (1) day upon receipt of voting ballots for participation in absentee vote. The member of the Board of Directors shall abstain from voting on any agenda item where he/she faces a conflict of interests.

4. Secretary of the Board of Directors

4.1. The responsibility to ensure effective performance of the Company's Board of Directors, including the responsibility to coordinate the activities of the Board of Directors (organisational support, data and paperwork management) aimed at preparing and holding the meetings of the Board of Directors, as well as in the intervals between the meetings shall be vested in the Secretary of the Board of Directors whose functions shall be performed by the Corporate

Secretary of the Company (hereinafter referred to as the Corporate Secretary) acting pursuant to the Articles of Association of the Company, the Regulation on the Corporate Secretary of the Company, and/or the Regulation on the Function Performing Duties of the Corporate Secretary of the Company, this Regulation, other internal documents of the Company, and in accordance with the instructions of the Chairman of the Board of Directors and/or Deputy Chairman of the Board of Directors.

4.2. A candidate for the post of the Corporate Secretary or the head of the function performing duties of the Corporate Secretary of the Company shall be nominated by a member of the Board of Directors or the General Director and elected by the Board of Directors by majority of votes of all the members of the Board of Directors participating in the meeting.

4.3. The Board of Directors may re-elect the Corporate Secretary or the head of the function performing duties of the Corporate Secretary of the Company at any time in accordance with the procedure provided for in Clause 4.2 hereof. The Corporate Secretary or the head of the function performing duties of the Corporate Secretary of the Company shall act as an official of the Company. The functions, purpose, objectives, rights and liabilities, and responsibilities of the Corporate Secretary, as well as the conditions of his/her election, and the other issues shall be governed by the Regulation on the Corporate Secretary of the Company or the Regulation on the Function Performing Duties of the Corporate Secretary of the Company.

4.4. When managing the work of the Board of Directors, the Corporate Secretary shall:

1) prepare and provide the Chairman of the Board of the Directors with the agenda of the meeting or absentee vote of the Board of Directors prepared based on the proposals submitted by members of the Board of Directors, the auditor of the Company (hereinafter referred to as the Auditor), the Management Board of the Company (hereinafter referred to as the Management Board), and the General Director;

2) prepare, collect, and send the documents (materials) necessary to organize, convene, and hold a meeting of the Board of Directors or absentee vote to the members of the Board of Directors (notice of the meeting, draft resolutions on the agenda items, supporting documents for consideration, etc.);

3) ensure collection and delivery of the documents (information) as requested by the members of the Board of Directors;

4) prepare requests and responses to official letters on behalf of the Board of Directors;

5) prepare and collect the voting ballots necessary for the Board of Directors to adopt a resolution by absentee vote;

6) prepare minutes of the meetings and the results of absentee votes of the Board of Directors, including extracts from the minutes and results of absentee votes of the Board of Directors, if so requested;

7) mail out the documents approved by the Board of Directors;

8) keep the materials related to the items discussed by the Board of Directors;

9) ensure control over implementation of the resolutions adopted by the Board of Directors;

10) arrange for interpreting from Russian into English and vice versa at the meetings of the Board of Directors;

11) sign extracts from the minutes of the meetings of the Board of Directors and the results of absentee vote of the Board of Directors;

12) certify copies of the documents approved by the Board of Directors, including copies of the minutes of the meetings and the results of absentee vote of the Board of Directors;

13) carry out other functions stipulated by this Regulation and instructions of the Chairman and/or members of the Board of Directors.

4.5. Within 14 days after the election of the new members of the Board of Directors, the Corporate Secretary shall provide the newly elected members of the Board of Directors with information on the Company's strategy, corporate management system used within the Company, risk management ant internal control system, organisational system, and distribution of responsibilities between the top managers of the Company, and any other relevant information as approved by the Chairman of the Board of Directors of the Company, as well as organizes adaptation events for new independent members of the Board of Directors, in accordance with Annex 1 to this Regulation.

4.6. The Corporate Secretary shall ensure coordinated and effective interface between members of the Board of Directors and the Company shareholders and their representatives, the General Director and members of the Management Board, and heads of the Company's branches and functions in order to ensure effective work of the Board of Directors.

4.7. The Corporate Secretary shall be entitled to request and receive information required for the work of the Board of Directors, including in accordance with the requests of the members of the Board of Directors, from the Company's functions.

4.8. The Corporate Secretary shall be responsible for compliance with the rules of trade secrecy in respect of all the documents of the Board of Directors when preparing, keeping, distributing, publishing, or otherwise disclosing such documents to third parties.

4.9. The Company's bodies and officials shall render assistance to the Corporate Secretary in his/her functions.

5. Committees of the Board of Directors

5.1. Committees of the Board of Directors shall be established to consider the items within the competence of the Board of Directors and/or develop the necessary recommendations to the Board of Directors and executive bodies of the Company.

5.2. Committees of the Board of Directors shall be established by resolution of the Board of Directors.

5.3. The work procedures, setting-up procedures, competence, and term of office of the committees of the Board of Directors shall be determined by the Regulations on the relevant committees to be approved by the Board of Directors.

6. Meetings and Absentee Votes of the Board of Directors

6.1. The first meeting or absentee vote of the Board of Directors after the election of its members shall be convened/initiated by one of the members of the Board of Directors by a notice sent to all other members of the Board of Directors and the Company represented by the General Director.

If all the members of the Board of Directors are personally present at the first meeting of the Board of Directors after the election of its members, the notice of the meeting shall not be required.

The General Director shall provide assistance and information required to organize the first meeting or absentee vote of the Board of Directors after the election.

The first meeting or absentee vote of the Board of Directors shall:

- elect the Chairman;
- elect the Deputy Chairman; and
- set up the committees of the Board of Directors and elect the Chairmen thereof.
- consider election of a Senior Independent Director (subject to the conditions set out in Clause 2.9 of this Regulation).

If the Chairman of the outgoing Board of Directors is elected to the new Board of Directors, he/she shall continue to carry out functions of the Chairman of the Board of Directors until the new Chairman is elected. If the Chairman of the outgoing Board of Directors is not elected to the new Board of Directors, the Deputy Chairman of the outgoing Board of Directors (and in his/her absence the oldest member of the Board of Directors) shall be the acting Chairman until the Chairman of the Board of Directors is elected.

6.2. The meetings and absentee votes of the Board of Directors shall be scheduled in accordance with the work schedule of the Board of Directors for the period until the next Annual General Meeting of Shareholders of the Company (hereinafter referred to as the Work Schedule). The Work Schedule shall be developed based on the proposals submitted by the members of the Board of Directors, the Auditor, the Management Board, and the General Director of the Company. The Management Board's proposals shall be submitted by its Chairman based on the resolution adopted by the Management Board within its competence.

6.3. The Work Schedule shall include:

1) the items to be considered at the meetings or through absentee vote of the Board of Directors in the current year (on a quarterly basis);

2) the schedule of the meetings and absentee votes of the Board of Directors;

3) the list of persons (management bodies of the Company) responsible for preparing the items to be considered at the meetings or through absentee votes of the Board of Directors (members of the Board of Directors, Management Board, and the General Director).

6.4. Any member of the Board of Directors, the Auditor, the General Director, and/or the Management Board of the Company may call for an extraordinary meeting of the Board of Directors.

A call for a meeting of the Board of Directors shall be made in writing and signed by the person calling for such meeting.

The call for a meeting of the Board of Directors together with all the relevant supporting documents (information) specified in Clause 7.3 hereof shall be forwarded via the Corporate Secretary to the Chairman of the Board of Directors. In this case, the Chairman of the Board of Directors shall:

1) convene an extraordinary meeting in accordance with the submitted call;

2) initiate an absentee vote if the required resolution of the Board of Directors may be duly adopted by absentee vote under Clause 9 hereof; or

3) refuse to convene an extraordinary meeting of the Board of Directors in case of failure to observe the procedure for submitting a call for an extraordinary meeting of the Board of Directors stipulated herein or if none of the items proposed for inclusion in the agenda of the extraordinary meeting of the Board of Directors falls within the competence of the Board of Directors.

6.5 Meetings of the Board of Directors shall be held in Russian and English. The Corporate Secretary shall arrange for interpreting, if necessary.

7. Convocation of the Meetings of the Board of Directors

7.1. Meetings of the Board of Directors shall be convened by the Chairman, except when otherwise required by Clause 6.1 hereof.

7.2. A meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors at his/her own discretion, at the request of a member of the Board of Directors, an official responsible for organisation and performance of internal audit (head of the Internal Audit Department), the Company's Auditors, the sole executive body of the Company. In case of absence of the Chairman of the Board of Directors, meetings of the Board of Directors shall be convened by the Deputy Chairman of the Board of Directors or one of the members of the Board of Directors elected by the Board of Directors by majority of votes of all members of the Board of Directors participating in the meeting.

7.3. The notice of the meeting of the Board of Directors shall be made in writing, in Russian and English, and shall contain the following information:

1) date, time, and venue of the meeting;

2) reference to the person / management body calling for the meeting;

3) agenda of the meeting.

7.4. The notice of the meeting of the Board of Directors shall be accompanied by the following materials (information):

1) draft resolutions of the Board of Directors in Russian and English on the items included in the agenda of the meeting of the Board of Directors;

2) draft documents submitted to the Board of Directors for approval;

3) explanatory notes, including a summary of financial implications of the resolution (if any) in Russian and English (in the form approved by the Board of Directors);

4) extracts from the minutes of the meetings of the other management bodies and/or committees of the Board of Directors that previously considered the relevant item;

5) any other additional materials (information) that are reasonably necessary to prepare the meeting of the Board of Directors in accordance with the approved agenda of the meeting.

The materials (information) specified in this clause may be sent by fax, email, or using automated forms, remotely, by means of information technologies, if the Company has the respective information system.

7.5. Apart from the specific items, in accordance with the Work Schedule referred to in Clause 6.2 hereof, the agenda of the meeting of the Board of Directors may include a report of the Corporate Secretary or a person invited to the meeting of the Board of Directors on the implementation of the resolutions previously adopted by the Board of Directors and/or the General Meeting of Shareholders.

7.6. Members of the Board of Directors, the Management Board, the General Director, and the Auditor may at any time submit written proposals to include items in the agenda of the next meeting of the Board of Directors (along with all the accompanying materials (information) specified in Clause 7.3 hereof) to the Chairman via the Corporate Secretary. The Management Board's proposals shall be submitted by its Chairman based on the resolution adopted by the Management Board within its competence.

The decision to include such proposals in the agenda of the next scheduled meeting of the Board of Directors shall be made by the Chairman of the Board of Directors. The Chairman may initiate an absentee vote of the Board of Directors, if the item can be appropriately resolved by the Board of Directors by absentee vote in accordance with the procedure set out in Clause 9 hereof.

7.7. A notice of the meeting of the Board of Directors shall be prepared by the Corporate Secretary and submitted to the Chairman of the Board of Directors or the Deputy Chairman of the Board of Directors (in cases stipulated by this Regulation) for signature no later than nine (9) calendar days prior to the date of the meeting. The signed notice of the meeting of the Board of Directors shall be sent by the Corporate Secretary to each member of the Board of Directors via fax, email, or using automated forms, remotely, by means of information technologies, no later than seven (7) calendar days prior to the date of the meeting of the Board of Directors, unless otherwise required by this Regulation.

7.8. If the Chairman finds it necessary, particularly in case of urgent issues concerning the Company's day-to-day operations, the Chairman may set a shorter notification period; and in this case, the notice shall be served at least twenty-four (24) hours prior to the date of the meeting. If all the members of the Board of Directors are personally present at the meeting and agree to waive the notification period, the notice of the meeting shall not be required.

7.9. The General Director, the official responsible for corporate and legal support of the Company's activities (or his/her deputy) shall be invited to all meetings of the Board of Directors, unless the Chairman decides otherwise.

The Auditor, the members of the Management Board, may be invited to attend the meeting of the Board of Directors if the Chairman deems their presence appropriate.

The Chairman may also invite persons who are not members of the Board of Directors to attend the meeting of the Board of Directors in full or in part as invitees, if he/she reasonably believes that the presence of such person(s) may facilitate making the right decision by the Board of Directors.

8. Decision-Making Procedure at the Meetings of the Board of Directors

8.1. As a rule, the Board of Directors shall make decisions at regular or extraordinary meetings of the Board of Directors.

8.2. A meeting of the Board of Directors shall be deemed to have a quorum, if at least half of the elected members of the Board of Directors are present in person.

A member of the Board of Directors who has sent his/her written opinion on the agenda items prior to the date of the meeting to the Chairman, who is communicating with other members of the Board of Directors by teleconference or videoconference (or any other technical devices ensuring two-way verbal communication) shall be deemed to be present in person at the meeting of the Board of Directors when determining the quorum. Written opinion of the member of the Board of Directors may contain his/her position on all or some items on the agenda. The Chairman of the meeting shall read out the written opinion of the member of the Board of Directors before voting on the relevant agenda item(s). The written opinion shall be deemed null and void if the member of the Board of Directors submitting the opinion to the Chairman is present at the meeting.

If the draft resolutions on the agenda items drawn up at the meeting of the Board of Directors differ from those for which the written opinion of the member of the Board of Directors was presented, such opinion shall not be taken in account when determining the quorum and summing up the results of the vote on the said changed draft resolutions.

8.3. The Chairman shall determine whether the quorum is present at the meeting of the Board of Directors; if the quorum is present, the Chairman shall open the meeting and read out the agenda.

8.4. The procedure for passing a resolution on each agenda item shall include the following steps:

1) report on the agenda item by a member of the Board of Directors (or an invitee);

2) discussion of the agenda item;

3) proposals concerning the wording of the resolution on the agenda item;

4) if necessary, a vote on the agenda item; if a vote is required:

5) counting of the votes and summing up the voting results;

6) announcement of the voting results and the resolution adopted on the agenda item.

8.5 Each member of the Board of Directors shall have one vote. In case of a tie vote, the Chairman of the Board of Directors shall have the casting vote.

8.6. Transfers of votes between members of the Board of Directors or to another person are not allowed.

8.7. Resolutions of the Board of Directors shall be adopted by a simple majority vote of its members present at the meeting, unless otherwise required by the Federal Law “On Joint-Stock Companies”, the Articles of Association, and/or this Regulation.

8.8. Only members of the Board of Directors who are not interested in a related-party transaction shall take part in voting on the approval of such transaction. Participation in voting on the approval of a related-party transaction of persons interested therein shall be deemed violation

of the procedure for approval of such transaction, and votes of such persons shall be ignored when counting votes.

8.9. After the meeting is over, the Corporate Secretary shall prepare the minutes of the meeting of the Board of Directors pursuant to this Regulation.

9. Procedure for Absentee Vote

9.1. The Chairman shall be entitled to suggest that the Board of Directors adopt resolutions on the agenda items by absentee vote if he/she reasonably believes that such items shall not require discussion by members of the Board of Directors.

9.2. A notice of the absentee vote of the Board of Directors shall be prepared by the Corporate Secretary and submitted to the Chairman of the Board of Directors or the Deputy Chairman of the Board of Directors (in cases stipulated hereby) for signature no later than nine (9) calendar days prior to the deadline for submitting the voting ballots. To pass a resolution of the Board of Directors by absentee vote, each member of the Board of Directors shall be provided with a signed notice of absentee vote. The notice shall be sent together with the documents and/or information referred to in Clause 9.4 hereof, and include a voting ballot. The voting ballot shall be completed and sent to the Corporate Secretary by or before the date specified in the notice of absentee vote. The notice of absentee vote shall be sent to each member of the Board of Directors by fax or email no later than seven (7) calendar days prior to the deadline for submitting the voting ballots (Clause 9.3 hereof). If the Chairman finds it necessary, particularly in case of urgent issues concerning the Company's day-to-day operations, the Chairman may set a shorter notification period regarding absentee voting of the Board of Directors; in this case, the notice shall be served at least twenty-four (24) hours prior to the deadline for submitting the voting ballots (Clause 9.3 hereof).

9.3. The Chairman shall set the deadline for submitting the completed voting ballots to the Company.

9.4. The notice of absentee vote of the Board of Directors shall be made in writing, in Russian and English, and shall contain the following information:

1) full corporate name and address of the Company;

2) list of items put to vote;

3) deadline (date and time) for completing and submitting the voting ballots to the Company.

The notice of absentee vote of the Board of Directors shall be accompanied by any other information and materials referred to in Clause 7.3 hereof.

9.5. A voting ballot (in the form approved by the Board of Directors) shall be sent to a member of the Board of Directors at least twenty-four (24) hours prior to the deadline for submitting the voting ballots specified in the notice of absentee vote (Clause 9.3 hereof). If all members of the Board of Directors agree to waive the period for sending voting ballots, the deadline for sending the voting ballots to the members of the Board of Directors may be disregarded.

9.6. When completing a voting ballot, a member of the Board of Directors shall tick only one preferred vote for each proposed resolution ("For", "Against", or "Abstained") and leave all the rest options blank. A voting ballot of the member of the Board of Directors recognized as interested in the transaction shall not contain voting options ("For", "Against", or "Abstained") regarding approval of the related-party transaction. The member of the Board of Directors shall

sign the completed voting ballot indicating his/her last name, initials, and the date of signing the ballot.

9.7. The members of the Board of Directors shall send the completed and signed voting ballots to the Corporate Secretary prior to the deadline for submitting the completed voting ballots via delivery of the original voting ballot, or by fax or email in pdf format (subject to subsequent delivery of the original).

9.8. The members of the Board of Directors whose voting ballots have been received by the Corporate Secretary prior to the deadline for submitting the voting ballots specified in the notice shall be deemed to have participated in the absentee vote. At least half of elected members of the Board of Directors shall duly participate in an absentee vote to make a quorum of the absentee vote of the Board of Directors. A voting ballot completed in violation of the provisions of Clause 9.6 hereof and/or received by the Company after the deadline set out in the notice of absentee vote shall be declared void and shall not be taken in account to determine the quorum and count the votes. If a voting ballot for voting on several items put to the absentee vote is received by the Company prior to the deadline set for submitting the voting ballots, it shall be taken into account when determining the quorum and counting the votes only on those items for which the said voting ballot has been completed in full compliance with the rules set out in Clause 9.6 hereof.

9.9. When determining the vote tally, Clauses 8.5 - 8.8 hereof shall be applied respectively. The Corporate Secretary shall determine the vote tally based on the valid voting ballots and prepare the minutes pursuant hereto.

9.10. Provision of notices and voting ballots specified in Clause 9 hereof, as well as voting and determination of voting results, may be sent using automated forms, remotely, by means of information technologies, if the Company has the appropriate information system.

10. Minutes of the Meeting and Results of Absentee Vote of the Board of Directors

10.1. The Corporate Secretary shall draw up the minutes:

1) after each meeting of the Board of Directors, and the minutes shall be signed by the Corporate Secretary of the Company or the head of the function performing duties of the Corporate Secretary of the Company, and the person chairing such meeting, within three (3) days from the meeting date;

2) for the resolutions made by absentee voting the minutes shall be signed by the Corporate Secretary or the head of the function performing duties of the Corporate Secretary and the Chairman within three (3) days after the deadline for submitting the voting ballots.

10.2. The minutes shall contain the following information:

1) full corporate name of the Company;

2) form of the meeting / decision-making;

3) venue and time of the meeting / vote tally;

4) names of the members of the Board of Directors present at the meeting or participating in absentee vote, and the names of invitees;

5) names of members of the Board of Directors who submitted a written opinion on the agenda items;

6) quorum information;

7) agenda of the meeting;

8) summaries of the reports made by the attendees;

9) written opinions on the agenda items and the resolutions of the members of the Board of Directors who requested that their special opinions are recorded in the minutes of the meeting of the Board of Directors;

10) items put to vote and voting results on such items for each member of the Board of Directors;

11) wording of the adopted resolutions.

10.3. If there are any written opinions of the members of the Board of Directors submitted as per the procedure set forth in Clause 8.2 hereof, such written opinions shall be attached to the minutes as annexes.

10.4. The minutes shall be accompanied by all the documents approved by the Board of Directors.

10.5. The Company shall ensure that the minutes are kept at the location of its headquarters. Extracts from the minutes shall be signed by the Corporate Secretary or the head of the function performing duties of the Corporate Secretary.

Annex 1
Adaptation of new independent members of the Board of Directors

Subject	Format - meeting
Management strategy of Unipro PJSC	General Director
Financial indicators of the company and financial risk management	Deputy General Director for Finance and Economics
Functioning of electricity and capacity market	Director for Energy Markets
Production cycle	Deputy General Director for Production
The structure of the organization and the system of remuneration and motivation	HR Director
Corporate governance	Director for Corporate Governance, Legal and Asset Management
Occupational health and safety strategy	Director for Labour Protection and Industrial Safety
Visit to GRES (on request)	Deputy General Director for Production