

DRAFT

Appendix No. _____
to the minutes of the annual General Meeting of Shareholders
of Rosseti North-West, PJSC
_____._____2022 No. _____

APPROVED BY:
Annual General Meeting of Shareholders
of Rosseti North-West, PJSC _____2022
(Minutes dated _____ 2022 No. _____)

Quality Management System

II.01-01.O19.01 – 2022

RESTATED REGULATIONS
of the Auditing Commission
of
Rosseti North-West, PJSC

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1 General provisions

1.1 These Regulations on the Auditing Commission of Public Joint Stock Company “Rosseti North-West” (hereinafter referred to as the “Regulations”) is an internal document of Rosseti North-West, PJSC (hereinafter referred to as the “Company”), was developed in accordance with the Federal Law “On Joint Stock Companies” and the Company Charter, determines the tasks and procedure for the activities of the Auditing Commission of the Company, regulates issues of interaction with the management bodies of the Company and heads of structural and standalone divisions of the Company.

1.2 The Auditing Commission of the Company performs its operations in the best interests and for the benefit of shareholders of the Company. The Auditing Commission of the Company is accountable to the General Meeting of Shareholders of the Company and annually reports to the General Meeting of Shareholders of the Company.

1.3 In carrying out its activities, the Auditing Commission of the Company is independent from the Board of Directors of the Company, executive bodies of the Company and other officials of the Company.

1.4 The Auditing Commission of the Company is responsible to the General Meeting of Shareholders for the reliability and fairness of presentation of the results of inspections (audits) conducted.

1.5 In its activities, the Auditing Commission of the Company is guided by the applicable law of the Russian Federation, the Company Charter, these Regulations and other internal documents of the Company approved by the General Meeting of Shareholders of the Company, as well as decisions adopted by the General Meeting of Shareholders of the Company.

2 Objectives of the Auditing Commission of the Company

2.1 The Auditing Commission of the Company is an elected supervision body of the Company operating on an ongoing basis.

2.2 The objectives of the Auditing Commission of the Company as follows:

- 1) supervision over Company’s financial and economic activity;
- 2) carrying out independent evaluation of consistency of data contained in the Company’s annual report and annual accounting (financial) statements;
- 3) verification of consistency of data contained in the Company’s report on the interested party transactions.

2.3 The Auditing Commission of the Company exercises periodic control over the financial and economic activities of the Company, the activities of its structural and standalone divisions, the Company's management bodies by conducting desk and on-site inspections (audits) of the following:

- 1) legitimacy and economic feasibility of the business and financial transactions performed by the Company in the audited period;
- 2) completeness and correctness of record of business and financial transactions in the Company’s documents.

3 Election procedure, composition and terms of office of members of the Auditing Commission of the Company

3.1 Members of the Auditing Commission of the Company are elected by the General Meeting of Shareholders of the Company for a period until the next annual General Meeting of Shareholders of the Company in the manner prescribed by the Federal Law “On Joint Stock Companies” and the Company Charter.

Should the Company’s Auditing Commission members be elected at the extraordinary General Meeting of Shareholders, the members of the Auditing Commission shall be considered elected for the period till the date of holding of the Company’s annual General Meeting of Shareholders.

3.2 Members of the Auditing Commission of the Company are elected by a simple majority of votes of shareholders who are owners of voting shares of the Company and participate in the General Meeting of Shareholders of the Company.

Shares held by members of the Board of Directors of the Company or persons holding offices with

the Company's other management bodies may not be involved in voting during election of members of the Auditing Commission of the Company.

The nominees who receive the majority of votes shall be deemed to have been elected.

3.3 If the agenda of the General Meeting of Shareholders of the Company, along with the issue of election of members of the Auditing Commission of the Company, provides for the election of members of the Board of Directors of the Company, the issue of election of members of the Auditing Commission of the Company shall be decided on by the General Meeting of Shareholders of the Company after adoption of the decision on election of members of the Board of Directors of the Company.

3.4 The number of members of the Auditing Commission shall be 5 (five) persons.

3.5 A member of the Auditing Commission of the Company shall have the right to voluntarily resign their powers at any time by notifying the Chairman of the Auditing Commission of the Company in writing.

3.6 Based on the decision of the Company's General Meeting of Shareholders, the powers of members of the Company's Auditing Committee may be terminated early.

In the event of early termination of powers of a member of the Company's Auditing Commission or his/her withdrawal from the Company's Auditing Commission, the powers of other members of the Company's Auditing Commission shall not be terminated.

3.7 Persons who ceased to be members the Auditing Commission of the Company due to their death, adjudgment as deprived of legal capacity or missing or unable to exercise their powers for other reasons are deemed to have withdrawn from the Auditing Commission of the Company.

A member of the Auditing Commission of the Company is recognized as having withdrawn from the day following the day of receipt by the Auditing Commission of the Company of his/her application or from the date of death or receipt by the Company of documents confirming the impossibility for the member of the Auditing Commission of the Company to exercise his/her powers.

3.8 The Chairman of the Auditing Commission of the Company shall be obliged to initiate the procedure of terminating the powers of a member of the Auditing Commission of the Company in the event that such member commits fraudulent actions or causes harm to the Company, expressed in:

- 1) destruction, deliberate damage or falsification of documents and materials;
- 2) concealment of information about revealed abuses committed by officials or other employees of the Company;
- 3) deliberate misleading of officials or other employees of the Company, shareholders on the issues of the Company's activities;
- 4) disclosure of state secrets and (or) confidential information about the Company's activities;
- 5) other actions causing harm to the Company.

3.9 In the event that the number of members of the Company's Auditing Commission becomes less than half of the Company's Auditing Commission of the total number of its members, the Chairman of the Company's Auditing Commission shall have the right to address the Board of Directors of the Company to initiate, by decision of the Board of Directors of the Company, an extraordinary General Meeting of Shareholders of the Company to elect members of the Auditing Commission of the Company.

3.10 The candidates nominated for the Auditing Commission of the Company shall provide their written consent to be elected to the Auditing Commission of the Company.

3.11 Only individuals can be members of the Auditing Commission of the Company.

Members of the Auditing Commission of the Company may be re-elected an unlimited number of times.

3.12 Members of the Company's Auditing Commission cannot be members of the Company's Board of Directors at the same time, as well as hold other positions in the Company's management bodies.

4 The Chairman, Deputy Chairman and Secretary of the Auditing Commission of the Company

4.1 The activities of the Auditing Commission of the Company are organized by its Chairman, who is elected with his/her consent by members of the Auditing Commission of the Company from among them by a simple majority of votes of the total number of elected members of the Auditing Commission of the

Company at the first meeting of the Auditing Commission of the Company, which shall be held no later than 15 (fifteen) working days from the date of election of the new members of the Company's Auditing Commission at the annual General Meeting of Shareholders of the Company.

4.2 Members of the Auditing Commission of the Company shall have the right to re-elect the Chairman of the Auditing Commission of the Company at any time, inter alia based on his/her written application sent to the members of the Auditing Commission of the Company and the Secretary of the Auditing Commission of the Company.

The decision on reelection of the Chairman of the Company's Auditing Commission shall be made by a simple majority of votes from the total number of elected members of the Company's Auditing Commission and shall be made within 10 (ten) working days from the date of receipt of the application specified in this paragraph.

4.3 For the time of absence of the Chairman of the Auditing Commission of the Company or in the event of occurrence of the events provided for in paragraph 4.2 of these Regulations, the functions of the Chairman of the Auditing Commission of the Company are performed by the Deputy Chairman of the Auditing Commission of the Company, elected by the Auditing Commission of the Company by a simple majority of votes from the total number of elected members of the Auditing Commission of the Company at the first meeting of the Auditing Commission of the Company.

4.4 The Secretary of the Auditing Commission of the Company shall be elected by members of the Auditing Commission of the Company from among them by a simple majority vote of the total number of elected members of the Auditing Commission of the Company at the first meeting of the Auditing Commission of the Company.

Members of the Auditing Commission of the Company shall have the right to re-elect the Secretary of the Auditing Commission of the Company at any time. Such a decision shall be made by a simple majority of votes from the total number of elected members of the Auditing Commission of the Company.

4.5 The Chairman of the Auditing Commission of the Company shall:

- 1) convene and hold meetings of the Auditing Commission of the Company;
- 2) prepare and approve the agenda of the meeting of the Auditing Commission of the Company, and also resolve all necessary issues related to the preparation and holding of the meeting of the Auditing Commission of the Company;
- 3) organize the current work of the Auditing Commission of the Company;
- 4) represent the Auditing Commission of the Company at the General Meeting of Shareholders of the Company, meetings of the Board of Directors of the Company and before the executive bodies of the Company;
- 5) sign the minutes of the meetings of the Auditing Commission of the Company and other documents issued on behalf of the Auditing Commission of the Company.

4.6 Secretary of the Auditing Commission of the Company shall:

- 1) organize keeping of minutes of meetings of the Auditing Commission of the Company;
- 2) ensure timely informing of the Company's management bodies about the results of the inspections (audits) conducted by providing a Report, Opinion issued by the Company's Auditing Commission in accordance with the requirements of these Regulations;
- 3) draw up and sign, together with the Chairman of the Auditing Commission of the Company, the minutes of meetings of the Auditing Commission of the Company;
- 4) organize record keeping, document circulation and storage of documents of the Auditing Commission of the Company;
- 5) arrange sending notices to the members of the Company's Auditing Commission about meetings of the Company's Auditing Commission, scheduled and unscheduled inspections (audits) of the Company's activities;
- 6) interact with the Corporate Secretary of the Company as part of exercising his/her powers;
- 7) perform other functions provided for by these Regulations.

5 The rights and obligations of the Auditing Commission of the Company

5.1 The Auditing Commission of the Company shall have the right to:

- 1) independently determine the methods and forms of inspections (audits), based on the provisions of the applicable law of the Russian Federation and these Regulations;
- 2) carry out full check of the documentation on the financial and economic activities of the Company, the availability of cash and securities of the Company;
- 3) receive, during inspections (audits), free access to all office premises of the Company;
- 4) request the documents necessary for conducting an inspection (audit) of the financial and economic activities of the Company by sending a written request to the General Director of the Company;
- 5) receive, upon written request, the necessary information from third parties, including with the assistance of the management bodies and shareholders of the Company, who ordered an inspection (audit);
- 6) require officials of management bodies, managers and employees of structural and standalone divisions of the Company to provide written explanations on issues arising in the course of inspections (audits);
- 7) seal cash vaults, material depots, archives and other office premises of the Company for the period of inspection (audit) in order to preserve the valuables and documents stored in them;
- 8) if there are erasures and other signs of forgery on the documents, as well as if there are reasonable doubts about the authenticity of documents, for the purpose of additional study and analysis, make copies of such documents and require the Company's officials to confirm the authenticity of copies of documents by certifying them with the signature of an official and seal of the Company;
- 9) demand the convocation of an extraordinary General Meeting of Shareholders of the Company, a meeting of the Board of Directors of the Company in accordance with the procedure established by the applicable law of the Russian Federation, the Company Charter and these Regulations;
- 10) in accordance with the internal documents of the Company, attend meetings of the Board of Directors of the Company and the General Meeting of Shareholders of the Company;
- 11) interact with the Company's Auditors;
- 12) interact with the structural divisions performing the functions of internal audit and internal control;
- 13) address the authorized persons with a proposal on imposition of sanctions provided for by the applicable law of the Russian Federation, in case the Auditing Commission of the Company discovers facts of violation of the law of the Russian Federation and internal documents of the Company;
- 14) if necessary, engage specialists (experts) in the relevant areas of specialization (law, economics, finance, accounting, management, economic security and other subject areas) who do not hold positions in the Company, as well as specialized organizations, request the Company to provide its consent to the conclusion of civil law contracts with the specified specialists (experts) and organizations.

5.2 The Auditing Commission of the Company shall:

- 1) carry out inspections (audits) of the financial and economic activities of the Company based on the results of activities for the year, as well as at any time on its own initiative, by decision of the General Meeting of Shareholders of the Company, the Board of Directors of the Company or at the request of the shareholder (shareholders) of the Company, owning in total not less than 10 (ten) percent of voting shares of the Company;
- 2) timely notify the General Director of the Company about the beginning of the inspection (audit);
- 3) timely inform the management bodies of the Company about the results of inspections (audits) conducted;
- 4) in accordance with the procedure established by the Company Charter, demand the convocation of the General Meeting of Shareholders of the Company in the event of occurrence a real threat to the interests of the Company;
- 5) before the date of the annual General Meeting of Shareholders of the Company, submit to the Board of Directors of the Company an Opinion based on the results of the annual inspection (audit) of the Company's activities, including an assessment of the Company's annual report and verification of consistency of data contained in the report on the interested party transactions concluded by the Company

in the reporting year.

5.3 Members of the Auditing Commission of the Company cannot delegate their powers to other persons, including by virtue of a power of attorney.

5.4 Members of the Auditing Commission of the Company shall:

- 1) personally participate in the meetings of the Auditing Commission of the Company, in conducting inspections (audits) of the financial and economic activities of the Company;
- 2) ensure non-disclosure of the information received and prevent unauthorized disclosure of information of which they became aware of in the course of inspections (audits).

5.5 Members of the Auditing Commission of the Company shall be liable in the manner prescribed by the applicable law of the Russian Federation:

- 1) for failure to perform or improper performance of their duties;
- 2) for failure to ensure the non-disclosure of information of which they became aware of during performance of their duties, which constitutes state, official, and (or) other secrets protected by law, personal data, other confidential information in accordance with the requirements of the applicable law of the Russian Federation;
- 3) in other cases established by the applicable law of the Russian Federation and these Regulations.

6 Rights and obligations of the Company

6.1 Within the framework of their competence, the employees of the Company shall:

- 1) create conditions for the members of the Company's Auditing Commission and specialists (experts) engaged by the Auditing Commission to ensure the effective conduct of the inspection (audit), provide all the necessary information and documentation, and also, upon their request (whether submitted in writing or orally) provide oral or written explanations and comments. The requested documents and materials shall be submitted to the members of the Company's Auditing Commission within 2 (two) working days from the date of receipt of the request;
- 2) promptly eliminate all violations identified by the Auditing Commission of the Company, including those related to accounting and preparation of accounting and other financial statements;
- 3) abstain from any actions during the inspection (audit) aimed at limiting the range of issues to be clarified during the inspection (audit);
- 4) contribute to the observance of the rights of the Auditing Commission of the Company;
- 5) timely develop and implement compensatory and preventive measures aimed at eliminating and preventing the occurrence of violations and shortcomings identified by the Auditing Commission. While, the developed action plans shall contain the description of the planned effect from the implementation of each event;
- 6) submit to the Auditing Commission a report on implementation of action plans aimed at eliminating and preventing the occurrence of violations and shortcomings identified by the Auditing Commission, with an assessment of the effect of implementation of the measures taken by the Company.

6.2 The sole executive body of the Company shall have the right to:

- 1) timely receive information about the commencement of inspections (audits);
- 2) study the results of inspections (audits) conducted by the Auditing Commission of the Company;
- 3) familiarize with the decisions adopted by the Auditing Commission of the Company.

7 Organization of work of the Auditing Commission of the Company

7.1 The Auditing Commission of the Company carries out its activities on the basis of the approved work plan, which is developed, inter alia, taking into account the proposals submitted by members of the Auditing Commission of the Company.

7.2 The first meeting of the Auditing Commission of the Company after election of its new members shall be held no later than 15 (fifteen) working days from the date of adoption by the General Meeting of Shareholders of the Company of the relevant decision at the initiative of any member of the Auditing Commission of the Company. At the first meeting of the Auditing Commission of the Company, the issues of electing the Chairman of the Auditing Commission of the Company, the Deputy Chairman of the

Auditing Commission of the Company and the Secretary of the Auditing Commission of the Company shall be considered.

7.3 The work plan of the Auditing Commission of the Company shall be approved by the Auditing Commission of the Company no later than 45 (forty five) days from the date of election of new members of the Auditing Commission of the Company at the annual General Meeting of Shareholders of the Company.

7.4 The work plan of the Auditing Commission of the Company shall include the following information:

- 1) the timing of conduction of the inspection (audit) of the financial and economic activities of the Company;
- 2) the timing of meetings of the Auditing Commission of the Company and the list of issues considered at these meetings.

7.5 The inspection (audit) program of the Auditing Commission of the Company shall include:

- 1) the form of the inspection (audit) for each of the items (desk inspection, inspection (audit) at the location of the inspection (audit) item (on-site inspection);
- 2) the list of inspections (audits) items (types of financial and economic activities of the Company, certain areas of the Company's activities);
- 3) the period of the inspection (audit) (annual, quarterly), the approximate timing of the inspection (audit);
- 4) appointment of members of the Auditing Commission of the Company responsible for preparation for the inspection (audit), collection of information and necessary documents and materials;
- 5) other issues related to the organization of inspections (audits) by the Auditing Commission of the Company.

7.6 At the initiative of the Chairman of the Auditing Commission of the Company or based on the proposals submitted by members of the Auditing Commission of the Company, unscheduled meetings of the Auditing Commission of the Company may be held, which shall be convened by the Chairman of the Auditing Commission of the Company.

8 Procedure for organizing and holding meetings of the Auditing Commission of the Company

8.1 Meetings of the Auditing Commission of the Company shall be held in accordance with the work plan of the Auditing Commission of the Company to resolve organizational issues related to activities of the Auditing Commission of the Company, as well as whenever required.

Mandatory meetings of the Auditing Commission of the Company shall be held:

- before the inspection (audit);
- based on the results of the inspection (audit).

8.2 A meeting of the Company's Auditing Commission shall be convened by the Chairman of the Company's Auditing Commission on his/her own initiative or on the initiative of a member of the Company's Auditing Commission, as well as on the basis of a decision of the General Meeting of Shareholders of the Company, the Board of Directors of the Company or the request of the Company's shareholders owning at least 10 (ten) percent of voting shares of the Company, on conducting an inspection (audit) of the financial and economic activities of the Company.

8.3 Chairman of the Auditing Commission of the Company in preparation for the meeting of the Auditing Commission of the Company shall:

- 1) determine the date, time and place of the meeting (summarizing the results of absentee voting);
- 2) meeting arrangement form (joint attendance or absentee voting);
- 3) approve (sign) the agenda of the meeting;
- 4) determine the list of materials and documents (information) required for consideration of issues on the agenda of the meeting of the Auditing Commission of the Company;
- 5) determine the list of persons invited to participate in the meeting of the Auditing Commission of the Company (in case the meeting is held in the form of joint attendance);

6) resolve other issues related to the preparation for the meeting of the Auditing Commission of the Company.

8.4 Chairman of the Auditing Commission or the Secretary of the Auditing Commission of the Company shall send a written notice to members of the Auditing Commission of the Company about the meeting of the Auditing Commission of the Company no later than 2 (two) working days before the date of the meeting.

In case of absentee voting as provided for by these Regulations, in addition to the notice of absentee voting, materials on the agenda items and a polling form shall be sent to members of the Auditing Commission no later than 2 (two) working days before the date of vote counting.

8.5 Notices to members of the Auditing Commission of the Company shall be sent to the addresses specified by members of the Auditing Commission of the Company, including notices in electronic form which shall be sent to their e-mail addresses.

8.6 A member of the Auditing Commission of the Company shall be deemed to have been notified from the day he/she receives the notice at the address specified in paragraph 8.5 of these Regulations.

8.7 By decision of the members of the Company's Auditing Commission, invited persons and involved specialists (experts) may take part in the meetings.

8.8 The meeting of the Auditing Commission of the Company shall be deemed duly constituted if at least half of the total number of members of the Auditing Commission of the Company participate in such meeting or have submitted their written opinions on the agenda items of the meeting of the Auditing Commission of the Company prior to holding the meeting.

8.9 To ensure prompt decision-making, members of the Auditing Commission may agree on the draft resolutions of the Company's Auditing Commission prior to holding a meeting of the Company's Auditing Commission by way of exchanging the data transmitted by facsimile, e-mail or by other methods agreed by members of the Company's Auditing Commission.

8.10 Decision on the issues on the agenda of the meeting of the Company's Auditing Commission shall be taken by the simple majority of votes of the total members of the Auditing Commission of the Company.

When resolving issues at a meeting of the Company's Auditing Commission, each member of the Company's Auditing Commission shall have one vote.

In the event of a tie, the Chairman of the Company's Auditing Commission shall have the casting vote.

8.11 The meeting of the Auditing Commission of the Company shall be held in the form of joint attendance by members of the Auditing Commission of the Company. The meeting may be held in the form of absentee voting.

8.12 If a member of the Auditing Commission is unable to participate in a meeting of the Auditing Commission of the Company held in the form of joint attendance, he/she can express his/her opinion by sending a written opinion to the Chairman of the Company's Auditing Commission on all issues on the agenda of the meeting. A written opinion shall be received by the Chairman of the Auditing Commission of the Company no later than the date and time of holding the meeting of the Auditing Commission of the Company in the form of joint attendance.

8.13 The opinion of members of the Auditing Commission of the Company who are absent at the meeting of the Auditing Commission of the Company held in the form of joint attendance, expressed by sending written opinions, shall be announced by the Chairman of the Auditing Commission of the Company at the meeting and recorded in the minutes.

8.14 The meeting of the Auditing Commission of the Company, held in the form of joint attendance, consists of the following stages:

- 1) opening of the meeting by the Chairman of the Auditing Commission of the Company;
- 2) determining whether the quorum is present;
- 3) announcement of the meeting agenda items;
- 4) presentation of reports, announcements and reports on the meeting agenda items; discussion thereof;

- 5) formulation by the Chairman of the Auditing Commission of the Company of a draft resolution on the agenda items;
- 6) voting on the meeting agenda items;
- 7) vote counting;
- 8) announcement of the resolutions passed by the Auditing Commission of the Company on the agenda items.

8.15 Meeting of the Auditing Commission of the Company, held in the form of absentee voting, consists of the following stages:

- 1) acceptance and counting of the polling forms received from members of the Auditing Commission of the Company within the period specified in the polling form for absentee voting;
- 2) determining whether the quorum for holding a meeting of the Auditing Commission of the Company is present;
- 3) counting of votes submitted by polling forms and vote counting;
- 4) preparation of the minutes of the meeting of the Auditing Commission of the Company.

8.16 At the meeting of the Auditing Commission of the Company, held before the start of each inspection (audit), the following issues related to preparation and conduct of the forthcoming inspection (audit) shall be considered:

- 1) determination of the inspection (audit) target (accounting and statistical reporting, etc.);
- 2) the procedure, terms and scope of the inspection (audit);
- 3) approval of the inspection (audit) program;
- 4) determining the list of information and materials necessary for the inspection (audit), methods and sources of their receipt;
- 5) determining the list of persons who need to be involved in the inspection (audit) (for giving explanations, clarifying certain issues);
- 6) scheduling the date for holding the meeting of the Auditing Commission of the Company to summarize the results of the inspection (audit);
- 7) appointment of a member of the Auditing Commission of the Company responsible for the preparation of the draft Report, Opinion of the Auditing Commission of the Company for the meeting of the Auditing Commission of the Company to summarize the results of the inspection (audit);
- 8) solution of other issues.

8.17 At the meeting of the Auditing Commission of the Company, held on the basis of the results of each inspection (audit), the following issues shall be considered:

- 1) discussion of the information obtained during the inspection (audit) and the sources of its receipt;
- 2) summing up the results of the inspection (audit);
- 3) making a summary of conclusions and preparing proposals based on the results of the inspection (audit);
- 4) approval and signing of the Report, Opinion of the Auditing Commission of the Company based on the results of the inspection (audit);
- 5) identification and analysis of the causes of violation of the law of the Russian Federation and the Company Charter, and discussion of possible options for their elimination and prevention in the future;
- 6) making a decision to address the management bodies of the Company, their officials and heads of structural divisions of the executive office on the need to eliminate violations identified by the inspection (audit); recommendations for the imposition of sanctions on persons who have committed violations;
- 7) other issues related to summing up the results of the inspection (audit).

8.18 Members of the Auditing Commission of the Company, participating in the meeting held based on the results of the inspection (audit), and having an opinion different from that adopted at the meeting, shall have the right to formulate their dissenting opinion. The dissenting opinion shall be attached to the minutes of the meeting of the Auditing Commission of the Company.

8.19 If a member of the Company's Auditing Commission reveals violations of the law of the Russian Federation, the Company Charter and internal documents of the Company in the course of carrying out the Company's activities, such member shall send a written statement to the Chairman of the Company's Auditing Commission describing the nature of the violations and the persons who committed them, no later

than 3 (three) working days from the time of their detection.

In this case the Chairman of the Company's Auditing Commission shall convene an extraordinary meeting of the Auditing Commission of the Company in the form of joint attendance within 10 (ten) working days from the date of receipt of information about the identified violations.

8.20 At the meeting of the Auditing Commission of the Company, the Secretary of the Auditing Commission of the Company shall keep minutes.

8.21 The minutes of the meeting of the Auditing Commission of the Company shall include the following information:

- 1) date, time and place of the meeting (vote counting);
- 2) a list of members of the Auditing Commission of the Company and persons present at the meeting;
- 3) list of members of the Auditing Commission of the Company voting by sending written opinions;
- 4) information about the quorum of the meeting;
- 5) list of issues included in the agenda of the meeting;
- 6) key points of speeches, reports and statements on agenda items (only for a meeting held in the form of joint attendance);
- 7) information on the dissenting opinions of members of the Auditing Commission of the Company;
- 8) issues put to vote and results of voting thereon,
- 9) resolutions passed by the Auditing Commission of the Company.

8.22 The minutes of the meeting of the Company's Auditing Commission shall be drawn up in two copies no later than 5 (five) working days from the date of the meeting (summing up the results of absentee voting) and signed by the Chairman of the Company's Auditing Commission and the Secretary of the Company's Auditing Commission.

8.23 The minutes of the meeting shall be accompanied by materials (opinions, reports and other documents) that served as the basis for passing resolutions.

8.24 If the issues under discussion were agreed upon by poll, polling forms received from members of the Auditing Commission of the Company shall be attached to the minutes.

8.25 Copies of the minutes of the Company's Auditing Commission shall be provided (sent) to all members of the Company's Auditing Commission.

8.26 Storage of the first copy of the minutes shall be arranged by the Secretary of the Auditing Commission of the Company.

The second copy of the minutes shall be transferred to the Company for storage. Company shall keep the minutes of the meetings of the Auditing Commission of the Company and provide them at the request of the shareholders of the Company.

9 The procedure for conducting inspections (audits)

9.1 The inspection (audit) of the Company's financial and economic activities shall be carried out following the outcome of the Company's activities during the year and may also be carried out any time at the initiative of the Company's Auditing Committee, under the decision of the Company's General Meeting of Shareholders, the Company's Board of Directors or upon the demand of the Company's shareholder (shareholders) possessing in total at least 10 (ten) percent of the Company's voting shares.

9.2 A scheduled inspection (audit) of the financial and economic activities of the Company shall be carried out in accordance with the approved annual work plan of the Auditing Commission of the Company.

9.3 The unscheduled inspection (audit) of the financial and economic activities of the Company shall be carried out:

- 1) based on the resolution passed by the Auditing Commission of the Company;
- 2) based on the resolution passed by the General Meeting of Shareholders of the Company, the Board of Directors of the Company;
- 3) at the request of shareholders (shareholder) of the Company possessing in total at least 10 (ten) percent of the Company's voting shares.

9.4 Unless otherwise established by the resolution passed by the Auditing Commission of the Company, the General Meeting of Shareholders of the Company on conducting an unscheduled inspection

(audit), the meeting of the Auditing Commission of the Company, to be held in accordance with paragraph 8.16 of these Regulations, shall be held no later than 30 (thirty) working days from the date of receipt a written request or resolution specified in paragraph 9.3 of these Regulations.

9.5 The inspection (audit) of the financial and economic activities of the Company shall be carried out in accordance with the inspection (audit) program and resolutions passed at the meetings of the Auditing Commission of the Company.

9.6 When conducting an inspection (audit) by the Auditing Commission of the Company, the following activities shall be arranged:

1) verification (audit) of financial, accounting, payment and other documents of the Company related to the Company's financial and business activities for the compliance with laws of the Russian Federations, Company Charter, the internal documents of the Company;

2) inspection (audit) and analysis of the Company's financial position, its solvency, the internal control and risk management system functioning, liquidity of assets, debt to equity ratio, correctness and timeliness of accruing and payment of the bond yield, income arising out of other securities;

3) control over cash spending of the Company in accordance with the approved business plan and budget of the Company;

4) control over building up and use of the reserve and other specialized funds of the Company;

5) inspection (audit) of timeliness and correctness of conducting settlement operations with the contractors and the budget, as well as the calculation operations for remuneration of labor, social insurance, accruing and payment of dividends and other settlement operations;

6) control over observance of the established procedure of writing off as a Company's loss of the insolvent obligors' indebtedness;

7) inspection (audit) of the Company's business transactions made in compliance with the concluded contracts;

8) inspection (audit) of observance of ongoing contracts, the norms and standards, the approved estimates and other documents governing the Company's activity in the process of using material, labor and financial resources in the financial and operational activity;

9) control over safekeeping and spending of capital asset;

10) inspection (audit) of the Company's cashier's department and property, the effectiveness of using the Company's assets and other resources, establishing the reasons for non-productive losses and expenses, finding the reserves for the Company's financial position improvement;

11) developing recommendations for the Company's management bodies;

12) carrying out of other actions (measures) related to inspection (audit) of the Company's financial and economic activities.

10 Engagement of experts for conduction of inspections (audits)

10.1 The Auditing Commission of the Company shall have the right to engage specialists (experts) on the basis of agreements concluded between them and the Company. The terms of contracts with the engaged specialists (experts) who are not members of the Company's Auditing Commission shall be approved by the resolution passed by the Board of Directors of the Company.

10.2 Both individuals and legal entities (specialized organizations) can act as specialists (experts). Engagement of specialized organizations shall be carried out in the manner prescribed by law and internal documents of the Company regulating procurement activities.

10.3 The decision on the need to engage specialists (experts) shall be made by the Auditing Commission of the Company.

10.4 The decision shall be formalized in the minutes of the meeting of the Auditing Commission of the Company, which shall specify the grounds for involvement of specialists (experts).

10.5 Based on the resolution passed by the Company's Auditing Commission on the need to engage specialists (experts), the Chairman of the Company's Auditing Commission, in accordance with the procedure established by the Company's internal documents, shall initiate the inclusion of the relevant issue on the agenda of the meeting of the Company's Board of Directors.

11 Documents prepared based on the results of the inspection (audit) by the Auditing Commission of the Company

11.1 The final documents prepared by the Auditing Commission based on the results of inspections (audits) are: Report issued by the Company's Auditing Commission, the Opinion of the Company's Auditing Commission.

11.2 Based on the results of each inspection (audit) of the financial and economic activities of the Company, a Report shall be issued by the Auditing Commission of the Company. The Report of the Auditing Commission of the Company shall consist of three parts: an introduction, an analysis and a summary.

11.2.1 The introduction of the Report issued by the Auditing Commission of the Company shall include:

1) name of the entire document "Report of the Auditing Commission of Public Joint Stock Company "Rosseti North-West";

2) date and place of drawing up the Report of the Auditing Commission of the Company;

3) date (period) and place of the inspection (audit);

4) grounds for the inspection (audit) (resolution passed by the Auditing Commission of the Company, the General Meeting of Shareholders of the Company, the Board of Directors of the Company, shareholders (shareholder) of the Company);

5) the purpose of the inspection (audit) (determining whether the Company's operations are legitimate, verification of reliability of accounting and other documentation, its compliance with the law of the Russian Federation, etc.);

6) inspection (audit) item (certain activities of the Company, financial and economic documentation, including accounting and statistical reporting, etc.);

7) a list of requests on provision of information submitted during the inspection (audit) to management bodies, heads of structural and standalone divisions of the Company;

8) received refusals to provide information and reasons for failure to submit it;

9) information about written explanations given by the General Director of the Company, members of the Board of Directors of the Company and employees of the Company;

10) information on the involvement of specialists (experts) on certain issues of financial and economic activities who do not hold positions in the Company to assist members of the Auditing Commission of the Company, as well as information on the conclusion and execution of contracts with them;

11) a list of regulatory legal acts and other documents regulating the activities of the Company, which were used during the inspection (audit).

11.2.2 The analysis contained in the Report of the Auditing Commission of the Company shall represent an objective assessment of the condition of the item being inspected and include:

1) general results of the inspection (audit) of accounting and reporting documentation and other documentation related to the financial and economic activities of the Company;

2) description of violations committed by the Company of the requirements of the Company's internal documents, the terms of concluded contracts and ongoing transactions, failure to comply with the resolutions passed by the Company's management bodies;

3) information on the facts of violation of the accounting procedures and procedure for provision of financial statements, as well as the conduction of financial and economic activities by the Company;

11.2.3 the summary of the Report of the Auditing Commission of the Company represents the reasoned conclusions of the Auditing Commission of the Company based on the results of the inspection (audit).

11.3 Based on the results of verification of consistency of data contained in the annual report of the Company, the accounting (financial) statements of the Company, the Auditing Commission of the Company prepares an Opinion, which shall consist of two parts: an introduction and a summary.

11.3.1 The introduction of the Auditing Commission's Opinion shall include:

- 1) name of the entire document “Opinion of the Auditing Commission of Public Joint Stock Company “Rosseti North-West”;
- 2) date and place of drawing up the Opinion;
- 3) date (period) and place of the inspection (audit);
- 4) grounds for conduction of the inspection (audit) (resolution passed by the Auditing Commission of the Company);
- 5) purpose of the inspection (audit) (verification of consistency of accounting and other documentation, its compliance with the law of the Russian Federation, etc.);
- 6) inspection (audit) item (financial and economic documentation, including accounting and statistical reporting, etc.);

11.3.2 The summary of the Auditing Commission’s Opinion shall include:

- 1) verification of consistency of data contained in the Company’s annual report, annual accounting (financial) statements;
- 2) information on the facts of violation of the accounting procedures and provision of financial statements, as well as conduction of financial and economic activities;

11.4 The Report, the Opinion of the Company's Auditing Commission shall be drawn up in 3 (three) copies no later than 10 (ten) working days from the date of the inspection (audit) and shall be signed by all members of the Company's Auditing Commission participating in the inspection (audit) at a meeting of the Company's Auditing Commission based on the results of the inspection (audit).

11.5 The experts involved in the process of inspection (audit) shall not sign the Report and the Opinion, the available expert materials shall be attached to the Report and the Opinion.

11.6 One copy of the Report, the Opinion shall be kept by the Secretary of the Company's Auditing Commission, one shall be sent to the Chairman of the Board of Directors of the Company, one - to the General Director of the Company.

11.7 The Company shall keep the Reports and the Opinions issued by the Auditing Commission of the Company and provide access to them in the manner prescribed by law and internal documents of the Company.