

APPROVED

by Annual General Shareholders' Meeting of the  
shareholders of Lenenergo PJSC 08.06.2018  
Minutes №2/2018 dated on 13.06.2018

## **R E G U L A T I O N**

**for payment of remunerations and compensations to  
members of the Audit commission  
of Public Joint Stock Company of Energy and Electrification  
Lenenergo**

(as amended)

St. Petersburg  
2018

## **1. General provisions**

1.1. This Provision for the payment of remuneration and compensation to the members of the Audit commission of PJSC Lenenergo (hereinafter - Provision) is a document of PJSC Lenenergo (hereinafter - Company) developed in accordance with Federal Law dated on the 26th of December, 1995 No. 208-ФЗ "On Joint-Stock Companies", by the Charter of the Company and other regulatory legal acts.

1.2. This Provision determines the procedure for calculating and paying remunerations and compensations to members of the Audit Commission provided by the legislation of the Russian Federation in connection with the fulfillment of their obligations under the Charter of the Company and the Provision for the Audit commission of the Company.

1.3. This Provision applies to members of the Audit committee of the Company who are not persons for whom federal laws provide restriction or prohibition of receiving any payments from commercial organizations.

1.4. In case of withdrawal of prohibition or restriction on receiving payments from commercial organizations on the grounds provided by the legislation of the Russian Federation, payment of remunerations and compensations to the member of the Audit committee shall be made from the date of written notification by the member of the Audit commission and the Audit commission to withdraw prohibition or restriction, with the procedure provided for in this Provision.

1.5. In case of early termination of powers, as well as election of a member of the Audit commission at the extraordinary General meeting of shareholders, the calculation of remuneration shall be made taking into account the actual time of fulfilling of duties of a member of the Audit commission.

1.6. Payments to members of the Audit committee are made in Russian rubles on the basis of statements / declarations of member of Audit commission payment of remuneration / payment, compiled according to the forms contained in Annexes 1, 2 to this Provision, by transfer of funds specified in the statement of the member of the Audit committee the details of bank account (deposit).

## **2. The amount and the procedure for the payment of remunerations to members of the Audit commission.**

2.1. The remuneration shall be paid to the member of the Audit commission of the Company on the basis of the results of work for the corporate year and depends on the degree of his participation in the work of the Audit commission. For the purposes of this Provision, in order to determine the remuneration amount to the members of the Audit commission, corporate year means the period from the moment of election of the personal composition of the Audit commission at the General meeting of shareholders of the Company to the moment of the next General meeting of shareholders of the Company with the question "On election of the members of the Audit committee of the Company."

For the purposes of calculating remuneration to the members of the Audit commission, whose powers were early terminated and who were elected to an

extraordinary general meeting of shareholders, the corporate year is recognized to be 365 days.

2.2. Remuneration to a member of the Audit commission is determined from the basic part of remuneration(basic remuneration). The basic remuneration to a member of the Audit commission is set based on the revenue of the Company calculated according to the Russian Accounting Standards (hereinafter - RAS) for the financial year, in accordance with the following scale:

Group	The amount of the Company's revenue for the financial year	The amount of the basic part of the remuneration
1	more than 200 billion RUB	150 000 RUB
2	more than 30 billion RUB	135 000 RUB
3	more than 10 billion RUB	120 000 RUB
4	more than 1 billion RUB	105 000 RUB
5	more than 600 million RUB	90 000 RUB

2.3. The actual amount of remuneration for a member of the Audit commission based on the results of work for the corporate year is calculated by the formula:

$$BR=AR* (m_i / m) * P_r, \text{ where}$$

AR is an actual amount of remuneration calculated on the basis of the base amount of remuneration;

BR is a basic amount of remuneration, determined on the scale given in paragraph 2.2 of this Provision;

$m_i$  -is a number of calendar days in the corporate year during which the duties of a member of the Audit commission were performed;

$m$  -is a total number of calendar days in a corporate year;

$P_r$  is a personal participation rate of a member of the Audit Commission.

2.3.1 The personal participation rate reflects the participation of a member of the Audit commission in the meetings of the Audit commission, as well as his performance of additional duties as Chairman or Secretary of the Audit Commission.

2.3.2 The personal participation rate is determined for each member of the Audit commission individually according to the formula:

$$P_r = (1 + R_M + R_{add}) * R_{ver}, \text{ where}$$

$P_r$  is a personal participation rate;

$R_m$  is a participation rate in meetings of the Audit commission;

$R_{add}$  is a rate that takes into account the work as Chairman of the Audit commission / Secretary of the Audit commission;

$R_{ver}$  is a rate of participation in the audit Commission's verification activities.

2.3.3.  $R_m$  is determined on the basis of the level of participation of the member of the Audit commission in  $n_i$  meetings from  $n$  meetings held by the Audit commission in the corporate year, including absent vote:

$R_m 0,1 * (n_i / n)$ , where

the value of  $n_i$  and  $n$  is determined based on the minutes of the meetings of the Audit commission.

2.3.4.  $R_{add}$  taking into account the work as the Chairman of the Audit commission / Secretary of the Audit commission, is calculated by the formula:

$R_{addC} = 0,3 * (f_i / m)$  - for the Chairman of the Audit commission,

$R_{addS} = 0,1 * (f_i / m)$  - for the Secretary of the Audit commission, where:

$f_i$  - a number of days in the corporate year (out of the total  $m$ ) during which the duties of the Chairman / Secretary were fulfilled is determined on the basis of the minutes of the meetings of the Audit commission.

2.3.5.  $R_{ver}$  is determined by the decision of the Chairman of the Audit commission on the basis of the level of participation of the member of the Audit commission in the verification process and the quality of his work, in the amount of 0.000 to 1.000.

When determining the value of individual rates  $R_{ver}$ , it is necessary to take into account the degree of participation of the member of the Audit Commission in all stages of the verification process:

- preparation / planning of the audit;
- implementation of verification;
- preparation of the inspection statement;
- interaction with the Company based on the results of the audit (including monitoring the elimination of identified violations).

2.3.6. Personal participation rate  $P_r$  and its components ( $R_m, R_{add}, R_{ver}$ ) are determined in decimal format, accurate to the third decimal place.

2.3.7. Personal participation rate  $P_r$  is established by the Chairman of the Audit commission and is forwarded to the Sole executive body of the Company in the format given in Annex 3 to this Provision.

2.3.8. No remuneration shall be paid to a member of the Audit commission who has not participated in more than half of the meetings held during his membership in the Audit commission (is established  $P_r = 0$ ).

2.3.9. The calculation of the actual amount of remuneration for each member of the Audit commission is made by the Company in the format given in Appendix 4 to this Provision.

2.3.10. The Company independently determines, withholds and pays income tax and other taxes and fees arising in connection with payment of remunerations and compensation to the members of the Audit commission.

2.4. If a member of the Audit commission in the corporate year took an active part in additional audits of the Audit Commission or control activities on certain issues conducted by decision of the General Meeting of shareholders, the Board of Directors of the Company or at the request of a shareholder (shareholders) of the Company, owning not less than 10 percent of the voting shares of the Company, the Chairman of the Audit commission has the right to petition the General Meeting of shareholders for an increase in the actual amount of remuneration, calculated according to the formula given in paragraph 2.3 of this Provision.

2.5. Control over remuneration calculation to the Company Audit committee members is entrusted to the Chairman of the Audit committee, control over remuneration payment is entrusted to the Company's Sole executive body.

2.6. The remuneration shall be paid not later than 30 (thirty) calendar days after the annual General meeting of shareholders of the Company and the Chairman of the Audit commission submits to the Sole executive body of the Company the calculation of the rate of personal participation  $P_r$  of the members of the Audit commission.

If the General Meeting of shareholders decides to increase the remuneration based on the results of inspections carried out on the bases given in paragraph 2.4 of this Provision, the Company shall take into account the amount of its increase established by the decision of the General Meeting of shareholders when calculating the actual remuneration of the members of the Audit commission.

If the decision of the General meeting of shareholders to increase the amount of the actual remuneration of the members of the Audit committee adopted later than the date of calculation of their compensation, the company shall be remunerated in the amount of the difference between assessed value and remuneration, calculated with respect to the increased amount established by resolution of the General meeting of shareholders.

2.7. A member of the Audit commission of the Company has the right to refuse to receive the remuneration and compensations provided for by this Provision, in whole or in part, by sending a corresponding application to the Sole executive body of the Company.

### **3. The amount and procedure for payment of compensation to the members of the Audit commission.**

3.1. Members of the Audit commission who are not subject to the restrictions specified in paragraph 1.3. of this Provision, in case of visiting the facilities of the Company, participating in meetings of the Auditing commission of the Company held at the location of the Company, as well as performing other tasks of the Auditing commission of the Company, the Company shall compensate for documented expenses associated with participation in activities of the Auditing commission of the Company.

3.2. The amount of compensation for expenses related to participation in the meetings of the Audit commission and the conduct of inspections are determined in the amount of actual expenses confirmed by the relevant documents, but not higher than the norms specified in paragraph 3.4. of this Provision.

3.3. If the amount of actual expenses incurred by the member of the Audit commission exceeds the amount calculated in accordance with paragraph 3.2. this Provision, the amount of excess shall not be refundable.

3.4. At the request of the Audit commission, the Company acquires travel documents for all types of transport for members of the Audit commission when

traveling to the place of business trip and back to the place of permanent work and provides (books, pays) hotel accommodation according to the following standards:

- by air transportation on economy-class ticket;
- by railway service in a compartment carriage of branded trains, in high-speed trains in an economy-class carriage;
- by highway transportation to the place of business trip and back in the indicated area on regular round of transport organizations;
- by automobile (except taxi), railway transport to the airport / railway station and back at the determined in this area value (by Aeroexpress trains to/from airports on an economy class ticket);
- accommodation in hotels not higher than 4\*, room category "standard".

in the absence of air or railway tickets, at the above rates, free rooms in hotels of the established category, the Company can issue travel tickets and reservation for accommodation of higher class.

3.5. In order to compensate for the expenses incurred, the member of the Audit commission shall send to the Company a written application on a form specified in Appendix 2 to this Provision of original documents, confirming the expenses, the details of the bank account (deposit).

Documents, which confirm expenses incurred and subject to compensation shall be provided by a member of the Audit committee in accordance with the procedure established by the legislation of the Russian Federation for accounting for travel expenses.

3.6. Compensation is paid by the Company within 5 business days from the date of receipt to the Company of the documents specified in paragraph 3.5 of this Provision.

#### **4. Final provisions.**

4.1. This Provision shall enter into force on the date of approval by the General Meeting of shareholders of the Company.

4.2. In case of conflict of the Provision of the legislation of the Russian Federation, before brining it into compliance with these regulations and its amendment (approved in the new edition) the General meeting of shareholders, the provisions of the current legislation of the Russian Federation shall apply.

Attachment 1  
to Provision on payment to members of  
the audit Commission  
of Lenenergo PJSC  
remunerations and compensations

\_\_\_\_\_  
*(the Sole executive body is indicated)*  
*of Lenenergo PJSC*

\_\_\_\_\_  
*(Full name)*

from a member of the Audit commission  
*Full name of a member of the Audit  
commission*

### **The statement on the remuneration**

I ask you to give the order to pay me the monetary remuneration connected with performance of duties of the member of the audit Commission *(the name of Company)* during the period \_\_\_\_\_.

I confirm that during this period I was not among the persons with respect to whom federal laws provide for a restriction or prohibition on receiving payments from commercial organizations

I ask for payment of remuneration by transferring to a bank account (deposit) *(indicate the details of the bank account (deposit))*.

Date \_\_\_\_\_

\_\_\_\_\_/Full name/

Attachment 2  
to Provision on payment to members of  
the audit Commission  
of Lenenergo PJSC  
remunerations and compensations

\_\_\_\_\_  
*(the Sole executive body is indicated)*  
*of Lenenergo PJSC*

\_\_\_\_\_  
*(Full name)*

from a member of the Audit commission  
*Full name of a member of the Audit  
commission*

### **Declaration for compensation**

I ask you to give an order to compensate me for expenses in the amount of \_\_\_\_\_ rubles associated with the trip and accommodation within the framework (*indicate the event of the Audit commission*):

- travel expenses - (*indicate details, class of tickets and cost, amount of expenses*);

- living expenses - (*in the hotel « »in the period from « to »in the amount*).

I ask you to pay compensation by transferring to a bank account (deposit):(*indicate the details of the bank account (deposit)*).

Supplement: Documents confirming the expenses incurred and subject to compensation.

Date \_\_\_\_\_

\_\_\_\_\_/Full name/



## Attachment 3

to the Provision on payment to members of the Audit commission of PJSC Lenenergo remunerations and compensations in the new edition

**Payment  
Of personal participation rate  
member of the Audit commission<sup>1</sup>**

Member of the Audit  
commission \_\_\_\_\_

Design coefficient	Indicator amount	Justification
n		The number of meetings held by the Audit commission in the corporate year, including absent vote.
ni		The number of meetings in which a member of the Audit commission attended.
$R_m$		Rate of participation in meetings of the Audit Commission: $R_m = 0,1 * (ni / n)$ .
fi		The number of days in the corporate year during which the duties of the Chairman / Secretary were fulfilled.
m		The total number of days in a corporate year.
$R_{add}$		Rate taking into account the work as Chairman/Secretary: $R_{addC} = 0,3 * (fi / m)$ - for the Chairman of the Audit commission, $R_{addS}$ for the Secretary of the Audit commission, where:
$R_{ver}$		$R_{ver}$ is participation rate in audit activities of the Audit commission: from 0,0 to 1,0 For The Chairman of the Audit commission is established in the amount of $R_{ver} = 1,000$
$P_r$		$Pr = (1 + R_m + R_{add}) * R_{ver}$ To a member of the Audit commission who missed more than half of the meetings held during his membership in the Audit commission is set to $Pr = 0.0$

Chairman of the Audit commission /Full name/

<sup>1</sup> It is filled in by the Chairman of the Audit commission for each member of the Audit commission, including the Chairman of the Audit commission.

Attachment 4  
to the Provision on payment to members of  
the Audit commission of PJSC Lenenergo  
remunerations and compensations in the new  
edition

**Payment  
the actual amount of the remuneration  
member of the Audit commission**

Member of the Audit  
commission \_\_\_\_\_

<b>Design coefficient</b>	<b>Indicator amount</b>	<b>Justification</b>
m		The total number of days in a corporate year.
m <sub>i</sub>		The number of days in the corporate year during which the duties of a member of the Audit commission were performed.
R <sub>b</sub>		According to paragraph 2.2. approved Regulation
P <sub>r</sub>		It is established by the Chairman of the Audit commission of the Company and is provided to the Sole executive body of the Company.
<b>R<sub>a</sub></b>		$R_a = R_b * (m_i / m) * P_r$
Application for an increase in the actual amount of remuneration _____ %		The decision to increase the actual amount of remuneration
<b>Total R<sub>a</sub></b> , taking into account the decision to increase		

Chief Accountant of the Company

/Full name/