

APPROVED BY  
«Rosseti Lenenergo», PJSC  
Annual General Shareholders' Meeting \_\_\_\_\_  
Minutes \_\_\_\_\_ dated \_\_\_\_\_

## **REGULATIONS**

### **on Remuneration and Compensatory Payments to Members of the Internal Audit Board of Public Joint stock company «Rosseti Lenenergo»**

(new version)

St. Petersburg  
2021

## **1. General Provisions**

1.1. These Regulations on Remuneration and Compensatory Payments to Members of the Internal Audit Board of «Rosseti Lenenergo», PJSC (hereinafter referred to as the Regulations) are a document of «Rosseti Lenenergo», PJSC (hereinafter referred to as the Company) developed in accordance with Federal Law No. 208-FZ On Joint Stock Companies dated December 26, 1995, the Company's Articles of Association, and other regulatory legal acts.

1.2. These Regulations determine the procedure for calculating and paying remuneration and compensation to members of the Internal Audit Board provided for by the legislation of the Russian Federation in connection with the performance of their duties stipulated by the Company's Articles of Association and the Regulations on the Company's Internal Audit Board.

1.3. These Regulations apply to members of the Company's Internal Audit Board who are not persons in respect of whom federal laws provide for a restriction or prohibition on receiving any payments from commercial organizations.

1.4. In the event of lifting the prohibition or restriction on receiving payments from commercial organizations on the grounds provided for by the legislation of the Russian Federation, the remuneration and compensation payable to an Internal Audit Board member shall be calculated from the date of written notification by a member of the Company's Internal Audit Board and the Internal Audit Board about the lifting of the prohibition or restriction, in accordance with the procedure set forth herein.

1.5. In the event of early termination of powers, as well as the election of an Internal Audit Board member at an extraordinary General Shareholders' Meeting, the amount of remuneration shall be calculated taking into account the actual time of performance of the duties by that Internal Audit Board member.

1.6. Settlements with Internal Audit Board members shall be made in Russian rubles, based on the request / requests of the Internal Audit Board member for payment of remuneration/compensation, drawn up in accordance with the forms specified in Appendices 1 and 2 hereto, by transferring funds to the bank account (deposit) details specified in the Internal Audit Board member's request.

## **2. Amount and Procedure for Payment of Remuneration to Internal Audit Board Members.**

2.1. Remuneration shall be paid to an Internal Audit Board member based on the Company's performance results for the corporate year and depend on the extent of his/her participation in the work of the Internal Audit Board. For the purposes of these Regulations, in order to determine the amount of remuneration to Internal Audit Board members, a corporate year shall mean the period from the date of election of the Internal Audit Board members at the General Shareholders' Meeting of the Company until the date of the subsequent General Shareholders' Meeting of the Company considering the issue of Election of Members of the Company's Internal Audit Board.

For the purposes of calculating the remuneration to Internal Audit Board members whose powers have been terminated early and who have been elected at an extraordinary General Shareholders' Meeting, the corporate year shall be deemed to be equal to 365 days.

2.2. Remuneration payable to an Internal Audit Board member shall be determined from the basic part of the remuneration (R<sub>bas</sub>). The basic remuneration to an Internal Audit Board member shall be determined on the basis of the Company's revenue calculated pursuant to Russian Accounting Standards (hereinafter referred to as RAS) for the financial year, in accordance with the below scale:

Group	Company's revenue for the financial year	Basic part of the remuneration
1	over 200 RUB bn	150,000 RUB
2	over 30 RUB bn	135,000 RUB
3	over 10 RUB bn	120,000 RUB
4	over 1 RUB bn	105,000 RUB
5	over 600 RUB mln	90,000 RUB

2.3. The actual amount of remuneration of an Internal Audit Board member based on the performance for the corporate year shall be calculated using the formula:

$$R_{act} = R_{bas} * (m_i / m) * F_p, \text{ where:}$$

R<sub>act</sub> is the actual amount of remuneration calculated from the basic amount of remuneration;

R<sub>bas</sub> is the basic amount of remuneration determined according to the scale given in Clause 2.2 hereof;

m<sub>i</sub> is the number of calendar days in the corporate year during which the duties of an Internal Audit Board member were performed;

m is total number of calendar days in the corporate year;

F<sub>p</sub> is the factor of personal participation of the Internal Audit Board member.

2.3.1 The factor of personal participation shows the participation of an Internal Audit Board member in Internal Audit Board meetings, as well as the performance of his/her additional duties as the Internal Audit Board Chairman or Secretary.

2.3.2 The factor of personal participation shall be determined for each Internal Audit Board member individually using the following formula:

$$F_p = (1 + F_m + F_{add}) * F_{aud}, \text{ where:}$$

F<sub>p</sub> is the factor of personal participation;

F<sub>m</sub> is the factor of participation in Internal Audit Board meetings

F<sub>add</sub> is the factor that takes into account the work as the Internal Audit Board Chairman/Secretary.

F<sub>aud</sub> is the factor of participation in the Internal Audit Board's audit activities.

2.3.3. The  $F_m$  factor shall be determined based on the degree of participation of an Internal Audit Board member in  $n_i$  meetings out of  $n$  meetings held by the Internal Audit Board in the corporate year, including absentee voting:

$$F_m = 0.1 * (n_i / n), \text{ where}$$

the  $n_i$  and  $n$  value determined on the basis of the Internal Audit Board meeting minutes.

2.3.4. The  $F_{add}$  factor that takes into account the work as the Internal Audit Board Chairman/Secretary shall be calculated using the following formula:

$$F_{add C} = 0.3 * (f_i / m) - \text{for the Internal Audit Board Chairman,}$$

$$F_{add S} = 0.1 * (f_i / m) - \text{for the Internal Audit Board Secretary, where:}$$

$f_i$  is the number of days in the corporate year (out of the total number of  $m$ ) during which the duties of the Chairman/Secretary were performed and determined on the basis of the Internal Audit Board meeting minutes.

2.3.5. The  $F_{aud}$  shall be determined by the resolution of the Internal Audit Board Chairman on the basis of the degree of the Internal Audit Board member's participation in the audit process and the quality of his/her work, in the amount from 0.000 to 1.000.

When determining the value of individual factors  $F_{aud}$ , it is necessary to take into account the degree of participation of an Internal Audit Board member at all stages of the audit process:

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

2.3.6. The factor of personal participation  $F_p$  and its components ( $F_m$ ,  $F_{add}$ ,  $F_{aud}$ ) shall be determined in the decimal fraction format, with an accuracy of the third decimal place.

2.3.7. The factor of personal participation  $F_p$  shall be determined by the Chairman of the Internal Audit Board and communicated to the Sole Executive Body of the Company in the format set out in Appendix 3 hereto.

2.3.8. No remuneration shall be paid to an Internal Audit Board member who has not participated in more than half of the meetings held during the period of his/her membership in the Internal Audit Board ( $F_p = 0$ ).

2.3.9. The actual amount of remuneration to each Internal Audit Board member shall be calculated by the Company in the format set out in Appendix 4 hereto.

2.3.10. The Company shall independently determine, withhold and pay income tax and other taxes and fees arising in connection with the payment of remuneration and compensation to Internal Audit Board members.

2.4. If during the corporate year an Internal Audit Board member took an active part in additional audits of the Internal Audit Board or control activities with respect to certain matters carried out by resolution of the General Shareholders' Meeting, Board of Directors of the Company or at the request of the shareholder(s)

holding a total of at least 10 percent voting shares of the Company, the Internal Audit Board Chairman may apply to the General Shareholders' Meeting for an increase in the actual amount of remuneration calculated using the formula specified in Clause 2.3 hereof.

2.5. Control over the calculation of remuneration to Internal Audit Board members shall be assigned to the Internal Audit Board Chairman, and control over the payment of remuneration shall be assigned to the Sole Executive Body of the Company.

2.6. Remuneration shall be paid no later than thirty (30) calendar days following the Annual General Shareholders' Meeting of the Company and once the Internal Audit Board Chairman submits the calculation of the factor of personal participation  $F_p$  with respect to Internal Audit Board members to the Sole Executive Body of the Company.

If the General Shareholders' Meeting resolves to increase the amount of remuneration based on the results of audits conducted on the grounds set out in Clause 2.4 hereof, the Company, when calculating the actual remuneration to Internal Audit Board members, shall take into account the amount of the increase set by the resolution of the General Shareholders' Meeting.

If the resolution of the General Shareholders' Meeting to increase the amount of the actual remuneration to Internal Audit Board members is adopted later than the date of remuneration accrual, the Company shall accrue remuneration in the amount of the difference between the accrued amount and the remuneration calculated taking into account the increased amount pursuant to the resolution of the General Shareholders' Meeting.

2.7. An Internal Audit Board member may refuse to receive remuneration and compensation provided for herein, in whole or in part, by submitting the relevant statement to the Sole Executive Body of the Company.

### **3. Amount and Procedure for Payment of Compensations to Internal Audit Board Members.**

3.1. Internal Audit Board members who are not subject to the restrictions set out in Clause 1.3. hereof, in the event of visiting the Company's facilities, participating in meetings of the Company's Internal Audit Board held at the Company's actual location, as well as performing other tasks of the Company's Internal Audit Board, shall be compensated by the Company for documented expenses associated with their participation in the activities of the Company's Internal Audit Board.

3.2. The amount of compensation for expenses associated with participation in Internal Audit Board meetings and conducting audits shall be determined based on the actual expenses confirmed by the relevant documents, but not exceeding the values specified in Clause 3.4. hereof.

3.3. If the amount of the actual expenses incurred by an Internal Audit Board member exceeds the amount calculated in accordance with Clause 3.2. hereof, the amount of excess shall not be subject to compensation.

3.4. At the request of the Internal Audit Board, the Company will purchase travel documents for all modes of transport for Internal Audit Board members when traveling to the place of business trip and back to the place of permanent work and will provide (book, pay for) hotel accommodation in accordance with the following standards:

- by air transport with an economy class ticket;
- by rail in a compartment car of premium-service trains, in an economy class car of high-speed trains;
- by regular road transport to the place of business trip and back at the existing regular-route fare of local transport organizations;
- by car (except taxi), by rail to the airport/railway station and back at the local fare (by Aeroexpress trains to/from airports with an economy class ticket);
- accommodation in hotels no higher than 4\*, standard room category.

In the absence of air or railway tickets of the above fares, free rooms in hotels of the said category, the Company may purchase higher-class travel tickets and accommodation bookings.

3.5. In order to receive compensation for the expenses incurred, an Internal Audit Board member shall submit a written request to the Company in accordance with the template given in Appendix 2 hereof, together with the original documents confirming the expenses incurred, and the bank account (deposit) details.

Documents confirming the expenses incurred and subject to compensation shall be provided by an Internal Audit Board member in accordance with the procedure stipulated by the legislation of the Russian Federation for travel expenses accounting.

3.6. The compensation shall be paid by the Company within 5 business days once the Company receives the documents provided for in Clause 3.5 hereof.

#### **4. Final Provisions.**

4.1. These Regulations shall enter into force on the date of approval by the General Shareholders' Meeting of the Company.

4.2. In the event of a conflict with the provisions of the legislation of the Russian Federation, until the Regulations are brought into compliance with these provisions and amended accordingly (approved in a new version) by a resolution of the General Shareholders' Meeting of the Company, the provisions of the legislation of the Russian Federation shall apply.

## Appendix 1

to the Regulations on  
Remuneration and Compensatory  
Payments to Members  
of the Internal Audit Board  
of «Rosseti Lenenergo», PJSC

\_\_\_\_\_  
(specify the Sole Executive Body)  
of «Rosseti Lenenergo», PJSC

\_\_\_\_\_  
(full name)

from Internal Audit Board member  
*full name of the Internal Audit Board  
member*

### **Request for Remuneration Payment**

I hereby request that you give an order to pay me a monetary remuneration associated with the performance of my duties of an Internal Audit Board member of (*name of the Company*) for the following period: \_\_\_\_\_.

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

Please pay my remuneration by transferring it to the following bank account (deposit) (*specify the details of the bank account (deposit)*).

Date \_\_\_\_\_

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

Appendix 2 to  
the Regulations on Remuneration  
and Compensatory Payments to  
Members  
of the Internal Audit Board  
of «Rosseti Lenenergo», PJSC

\_\_\_\_\_  
*(specify the Sole Executive Body)*  
of «Rosseti Lenenergo», PJSC

\_\_\_\_\_  
*(full name)*

from Internal Audit Board member  
*full name of the Internal Audit Board*  
member

### Request for Compensation

I hereby request that you give an order to compensate me for my expenses in the amount of

\_\_\_\_\_ RUB, associated with travel and accommodation as part of (*specify the Internal Audit Board activity*):

- travel expenses – (*specify the details, class and cost of tickets, amount of expenses*);

- accommodation expenses - (*in hotel “ \_\_\_\_\_ “ in the period from \_\_\_\_\_ until \_\_\_\_\_ amounting to \_\_\_\_\_*).

Please pay my compensation by transferring it to the following bank account (deposit): (*specify the details of the bank account (deposit)*).

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

Date \_\_\_\_\_

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



Appendix 3  
to the Regulations on Remuneration and  
Compensatory Payments to Members  
of «Rosseti Lenenergo», PJSC, in a new  
version

### Calculation Internal Audit Board member's factor of personal participation<sup>1</sup>

Internal Audit Board member \_\_\_\_\_

Calculated factor	Indicator value	Justification
n		The number of meetings held by the Internal Audit Board in the corporate year, including absentee voting.
ni		The number of meetings attended by the Internal Audit Board member.
F <sub>m</sub>		Factor of participation in Internal Audit Board meetings: $F_m = 0.1 * (ni / n)$ .
fi		The number of days in a corporate year during which the Chairman's/Secretary's duties were performed.
m		The total number of days in the corporate year.
F <sub>add</sub>		The factor that takes into account the work as a Chairman/Secretary: $F_{add C} = 0.3 * (fi / m)$ – for the Internal Audit Board Chairman, $F_{add S} = 0.1 * (fi / m)$ – for the Internal Audit Board Secretary.
F <sub>aud</sub>		F <sub>aud</sub> is the factor of participation in the Internal Audit Board's audit activities: from 0.0 to 1.0 For the Internal Audit Board Chairman, F <sub>aud</sub> = 1.000
F <sub>p</sub>		$F_p = (1 + F_m + F_{add}) * F_{aud}$ For an Internal Audit Board member who missed more than half of the meetings held during his/her membership in the Internal Audit Board, F <sub>p</sub> = 0.0.

Internal Audit Board Chairman \_\_\_\_\_ / Full name \_\_\_\_\_ /

<sup>1</sup> To be filled in by the Internal Audit Board Chairman for each Internal Audit Board member, including the Internal Audit Board Chairman himself/herself.

Appendix 4  
to the Regulations on Remuneration and  
Compensatory Payments to Members  
of «Rosseti Lenenergo», PJSC, in a new  
version

**Calculation  
the actual amount of remuneration to an  
Internal Audit Board member**

Internal Audit Board member \_\_\_\_\_

Calculated factor	Indicator value	Justification
m		The total number of days in the corporate year.
m <sub>i</sub>		The number of calendar days in the corporate year during which the duties of an Internal Audit Board member were performed.
R <sub>bas</sub>		As per Clause 2.2 of the approved Regulations
F <sub>p</sub>		To be determined by the Company's Internal Audit Board Chairman and provided to the Company's Sole Executive Body.
<b>R<sub>act</sub></b>		$R_{act} = R_{bas} * (m_i / m) * F_p$
The request for an increase in the actual amount of remuneration by _____%		The resolution on an increase in the actual amount of remuneration
<b>Total R<sub>act</sub></b> , subject to the resolution on the increase		

Chief Accountant of the Company

/ Full name /