

APPROVED BY:

Resolution of «Rosseti Lenenergo»,

PJSC

Annual General Shareholders' Meeting

_____, _____ 2021

(Minutes No. _____ dated _____)

REGULATIONS
on Remuneration and Compensatory Payments
to Members of the Board of Directors
of «Rosseti Lenenergo», PJSC

(NEW VERSION)

St. Petersburg

2021

1. These Regulations on Remuneration and Compensatory Payments to Members of the Board of Directors of «Rosseti Lenenergo», PJSC (hereinafter referred to as the Regulations) have been developed in accordance with the Federal Law On Joint Stock Companies and establish the amount and procedure for the payment of remuneration and compensatory payments to members of the Board of Directors of «Rosseti Lenenergo», PJSC (hereinafter referred to as the Company).

2. The remuneration shall be paid by the Company in cash.

3. These Regulations shall not apply to members of the Company's Board of Directors who simultaneously serve as members of the Company's collegiate executive body or as the sole executive body (General Director).

4. Remuneration shall not be accrued or paid to the Chairman and members of the Company's Board of Directors being persons in respect of whom the federal law provides for a restriction or prohibition on receiving any payments from commercial organizations.

5. Remuneration Payment.

5.1. Remuneration shall be paid to a member of the Company's Board of Directors for the period from the date of election of a nominee to the Company's Board of Directors until the date of termination of powers of the member of the Company's Board of Directors.

5.2. Remuneration shall be paid to each member of the Board of Directors on a quarterly basis.

5.3. The amount of quarterly remuneration for participation of each member of the Company's Board of Directors in the Company's Board of Directors shall be calculated taking into account the total number of Company's Board of Directors meetings for the reporting quarter and the number of meetings in which the member of the Board of Directors participated, using the following formula:

$$S(1) = R_{\text{basic}}/4 \times 100/130 \times \left(\frac{n}{m} \right), \text{ where}$$

S(1) is the amount of quarterly remuneration for participation in the Company's Board of Directors;

R_{basic} is the amount of the base annual remuneration determined in accordance with the procedure set forth in Clause 5.4 hereof;

n is the number of Board of Directors meetings (regardless of the form thereof) in which the member of the Board of Directors participated in the reporting quarter;

m is the total number of the Board of Directors meetings (regardless of the form thereof) in the reporting quarter.

5.4. The amount of the basic annual remuneration (R_{basic}) shall be set based on the Company's revenue calculated in accordance with Russian Accounting Standards for the last completed reporting year preceding the election of the Company's Board of Directors and shall be as follows:

Revenue	R _{basic}
over 200 RUB bn	3,000,000 RUB
over 70 RUB bn	2,700,000 RUB
over 30 RUB bn	2,200,000 RUB
over 10 RUB bn	1,600,000 RUB
over 1 RUB bn	1,000,000 RUB
over 600 RUB mln	800,000 RUB
less than 600 RUB mln	600,000 RUB

5.5. The remuneration specified in Clause 5.3 hereof shall be paid within thirty (30) calendar days upon the end of the reporting quarter.

5.6. In addition to the remuneration specified in Clause 5.3. hereof, the following allowances shall be payable:

30% of S(1) to the Chairman of the Company's Board of Directors;

20% of S(1) - to the Chairman of a specialized Committee under the Company's Board of Directors;

10% of S(1) - to the member of a specialized Committee under the Company's Board of Directors.

If the personal list of members of the Board of Directors changes during the reporting quarter, the total number of Board of Directors meetings for the reporting quarter shall be taken into account when calculating the amount of quarterly remuneration (in accordance with Clause 5.3 hereof), regardless of the date of election or termination of powers of a member of the Board of Directors.

5.7. Allowances for the chairmanship and/or membership in a specialized Committee under the Company's Board of Directors shall not be paid if no meetings of the Committee were held during the reporting quarter.

5.8. For the purposes of these Regulations, in order to determine the amount of remuneration and compensatory payments due to members of the Board of Directors, the reporting quarter shall mean a calendar quarter (from the date of election of members of the Board of Directors at the Annual General Shareholders' Meeting of the Company and until the subsequent Annual General Shareholders' Meeting of the Company).

If a member of the Board of Directors is elected to a number of specialized Committees under the Board of Directors, the corresponding allowance shall be payable for membership (performance of the functions of the Chairman) in each of the Committees.

5.9. The total amount of quarterly remuneration payable to each member of the Company's Board of Directors as specified in Clause 5.3 hereof, taking into account the allowances specified in Clause 5.6 hereof, may not exceed 1/4 of R_{basic}.

5.10. No remuneration shall be paid unless a member of the Company's Board of Directors participated in more than 50% of the meetings held in the reporting quarter.

5.11. A member of the Company's Board of Directors may refuse to receive the remuneration provided for in these Regulations by sending the relevant statement to the sole executive body (General Director) of the Company.

6. Compensation Payment.

6.1. A member of the Board of Directors shall be compensated for expenses associated with his/her participation in meetings of the Board of Directors, specialized Committee under the Board of Directors, and General Shareholders' Meetings of the Company, in accordance with the travel expenses reimbursement standards set forth for senior managers of the Company, as applicable on the date of the meeting.

6.2. Compensation shall be paid by the Company within three (3) business days after the submission of documents confirming the expenses incurred.

7. Remuneration shall be paid out of the profits from unregulated activities.