

APPROVED  
by the Annual General Meeting  
of «Rosseti Lenenergo», PJSC  
held on \_\_\_\_\_ 2022  
(Minutes No. \_\_\_\_\_ of \_\_\_\_\_ 2022)

«Rosseti Lenenergo», PJSC

REGULATIONS  
for the Remuneration and Compensations  
Payable to the Members of the Board of Directors

(AMENDED AND RESTATED)

Saint Petersburg  
2022

1. These Regulations for the Remuneration and Compensations Payable to Members of the Board of Directors of «Rosseti Lenenergo», PJSC (hereinafter referred to as the “Regulations”) have been prepared in accordance with the Federal Law On Joint Stock Companies and set out the amount and procedure for payment of remuneration and compensations to members of the Board of Directors of «Rosseti Lenenergo», PJSC(hereinafter referred to as the “Company”).

2. Remuneration is paid by the Company in cash in rubles.

Remuneration is transferred to the relevant bank account in line with the payment details provided by the respective member of the Company’s Board of Directors.

3. These Regulations do not apply to the members of the Company’s Board of Directors who are simultaneously members of the Company’s collective executive body and the sole executive body (General Director) of the Company.

4. No remuneration is paid or accrued to the Chairperson and members of the Company’s Board of Directors if Russian federal legislation restricts or prohibits payment of any benefits from commercial organizations to such persons.

5. Payment of remuneration

5.1. Remuneration to a member of the Company’s Board of Directors is paid for the period from the date of election of the relevant candidate to the Company’s Board of Directors until the date of termination of powers of such member of the Company’s Board of Directors.

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

5.3. The amount of quarterly remuneration payable to each member of the Company’s Board of Directors for sitting on the Company’s Board of Directors is calculated taking into account the total number of meetings of the Company’s Board of Directors over the reporting quarter and the number of meetings in which such member of the Board of Directors took part using the formula below:

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

S(1) is the quarterly remuneration for sitting on the Company’s Board of Directors;

R<sub>base</sub> is the amount of annual base remuneration calculated in accordance with the procedure set forth in clause 5.4 hereof;

n is the number of meetings of the Board of Directors (irrespective of their format), in which a member of the Board of Directors took part in the reporting quarter;

m is the total number of meetings of the Board of Directors (irrespective of their format) in the reporting quarter.

5.4. The amount of annual base remuneration (R<sub>base</sub>) is calculated based on the Company’s revenue assessed in accordance with the Russian Accounting Standards for the last full fiscal year preceding the election of the Company’s Board of Directors:

Revenue	R <sub>base</sub>
Over RUB 200 bn	RUB 3,000,000
Over RUB 70 bn	RUB 2,700,000
Over RUB 30 bn	RUB 2,200,000
Over RUB 10 bn	RUB 1,600,000
Over RUB 1 bn	RUB 1,000,000
Over RUB 600 m	RUB 800,000
Less than RUB 600 m	RUB 600,000

5.5. The remuneration referred to in clause 5.3 hereof is paid within thirty (30) calendar days after the end of the reporting quarter.

5.6. In addition to the remuneration referred to in clause 5.3 hereof, the following bonuses are paid:

30% of S(1) to the Chairperson of the Company’s Board of Directors;

20% of S(1) to the Chairperson of a specialized Committee of the Company’s Board of Directors;

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

If the membership of the Board of Directors changes during the reporting quarter, the total number of meetings of the Board of Directors during such reporting quarter, regardless of the time of election or termination of powers of the respective member of the Board of Directors, is taken into account for the purposes of calculating the amount of quarterly remuneration (in line with clause 5.3 hereof).

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

5.8. For the purposes of these Regulations and for the purpose of determining the amount of remuneration and compensations payable to members of the Board of Directors, the reporting quarter is understood as the next calendar quarter (from the date when members of the Board of Directors were elected at the Company's Annual General Meeting and up to the date of the subsequent Annual General Meeting of the Company).

If a member of the Board of Directors is elected to several specialized Committees of the Board of Directors, the corresponding allowance is paid for membership (chairmanship) in each of the Committees.

5.9. Total quarterly remuneration payable to each member of the Company's Board of Directors specified in clause 5.3 hereof, including the bonuses listed in clause 5.6 hereof, may not exceed  $1/4$  of  $R_{base}$ .

5.10. No remuneration is paid if the relevant member of the Company's Board of Directors did not participate in more than 50% of meetings held during the reporting quarter.

5.11. Any member of the Company's Board of Directors may waive the remuneration provided for in these Regulations by submitting a relevant application to the sole executive body (CEO) of the Company.

#### 6. Payment of compensations.

6.1. A member of the Board of Directors is reimbursed for the following expenses related to participation in meetings of the Board of Directors, a specialized Committee of the Board of Directors, and the Company's General Meetings (hereinafter referred to as "meetings").

6.1.1. Reimbursement of travel expenses to the place of meeting and back to the place of location/residence (including insurance premium for compulsory personal passenger transport insurance, travel tickets, etc.) in the amount of actual expenses as evidenced by travel tickets, but not more than the cost of travel:

- by rail, in a business class luxury car (sleeper, high-speed trains, etc.);
- by sea and river transport, at fares charged by the carrier, but not exceeding the cost of travel in a luxury cabin with all-inclusive passenger services;
- by air (business class);
- by motor transport, in public transport (except for taxi and rented cars);

6.1.2. reimbursement of expenses for accommodation, in the amount of actual expenses as evidenced by relevant documents, but no more than three minimum monthly wage rates of a first-grade worker as set by the industry tariff agreement for the Russian electricity industry (hereinafter referred to as the "Agreement") on the day of expenses reimbursement, subject to indexation under such Agreement, for each day of accommodation.

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

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