

"APPROVED"

By the decision of the annual General Meeting  
of Shareholders of PJSC "Moscow United  
Electric Grid Company"

Minutes № 20 dated June 13, 2018

Chairman of the Annual General Meeting of  
Shareholders P.A. Livinskiy

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**REGULATIONS**  
**on payment to members of the Audit Commission**  
**Public Joint-Stock Company "Moscow United**  
**Electric Grid Company"**  
**remuneration and compensation**  
(new edition)

Moscow  
2018

## **1. General regulations**

1.1. These Regulations on the payment of remuneration and compensation to the members of the Audit Commission of PJSC "Moscow United Electric Grid Company" (hereinafter - the Regulations) is a document of PJSC "Moscow United Electric Grid Company" (hereinafter - the Company) developed in accordance with the Federal Law dated December 26, 1995 №208- FL "On Joint-Stock Companies", the Charter of the Company and other regulatory legal acts.

1.2. These Regulations determine the procedure for calculating and paying remuneration and compensation to members of the Audit Commission, provided for by the legislation of the Russian Federation, in connection with the performance of their duties stipulated by the Charter of the Company and the Regulations on the Audit Commission of the Company.

1.3. These Regulations apply to members of the Audit Commission of the Company 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 ban or restriction on receiving payments from commercial organizations on the basis provided by the legislation of the Russian Federation, the calculation of remuneration and compensation to a member of the Audit Commission is made from the date of written notification by a member of the Audit Commission of the Company and the Audit Commission of the lifting of the ban or restriction, in the manner prescribed by these Regulations.

1.5. In the event of early termination of powers, as well as the election of a member of the Audit Commission at an extraordinary General Meeting of Shareholders, the calculation of the amount of remuneration is made taking into account the actual time of performing the duties of a member of the Audit Commission.

1.6. Settlements with members of the Audit Commission are made in Russian rubles, based on the application / applications of a member of the Audit Commission for payment of remuneration / compensation, drawn up in the forms specified in Appendixes 1, 2 to these Regulations, by transferring funds according to the details specified in the application of a member of the Audit Commission bank account (deposit).

## **2. Amount and procedure for payment of remuneration to members of the Audit Commission**

2.1. Remuneration is paid to a member of the Audit Commission of the Company based on 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 these Regulations, to determine the amount of remuneration to members of the Audit Commission, the corporate year is understood as the period from the moment of election of the members of the Audit Commission at the General Meeting of Shareholders of the Company and until the next General Meeting of Shareholders of the Company with the issue "On the election of members of the Audit Commission of the Company".

For the purpose of calculating the remuneration for members of the Audit Commission, whose powers have been terminated early and who have been elected at an extraordinary general meeting of shareholders, the corporate year is considered equal to 365 days.

2.2. Remuneration to a member of the Audit Commission is determined from the basic part of remuneration (R<sub>bas</sub>). The basic remuneration for a member of the Audit

Commission is set based on the Company's revenue calculated according to Russian Accounting Standards (hereinafter-RAS) for the financial year, in accordance with the scale below:

Group	The amount of the Company's revenue for the financial year	The amount of the basic part of the remuneration
1	over 200 billion rub.	150 000 rub.
2	over 30 billion rub.	135 000 rub.
3	over 10 billion rub.	120 000 rub.
4	over 1 billion rub.	105 000 rub.
5	over 600 million rub.	90 00 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 using the formula:

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

$R_{act}$  - the actual amount of remuneration calculated on the basis of the basic amount of remuneration;

$R_{bas}$  - the basic amount of remuneration determined on the scale given in paragraph 2.2 of these Regulations;

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

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

$C_p$  - coefficient of personal participation of a member of the Audit Commission.

2.3.1. The coefficient of personal participation reflects the participation of a member of the Audit Commission in meetings of the Audit Commission, as well as the performance of additional duties by him as the Chairman or Secretary of the Audit Commission.

2.3.2. The coefficient of personal participation is determined for each member of the Audit Commission separately according to the formula:

$$C_p = (1 + C_M + C_{add}) * C_{ver}, \text{ where:}$$

$C_u$  - coefficient of personal participation;

$C_M$  - coefficient of participation in meetings of the Audit Commission;

$C_{add}$  - coefficient that takes into account the work as the Chairman of the Audit Commission / Secretary of the Audit Commission;

$C_{rev}$  - coefficient of participation in the Audit Commission's verification activities.

2.3.3. The  $C_M$  coefficient is set based on the degree of participation of a member of the Audit Commission in  $n_i$  meetings out of  $n$  meetings conducted by the Audit Commission in the corporate year, including absentee voting:

$$C_M = 0.1 * (n_i / m), \text{ where}$$

the value type is determined on the basis of the minutes of the meetings of the Audit Commission.

2.3.4. The  $C_{add}$  coefficient, taking into account the work as the Chairman of the Audit Commission / Secretary of the Audit Commission, calculated according to the formula:

$$C_{add Ch} = 0.3 * (f_i / m) - \text{for the Chairman of the Audit Commission,}$$

$C_{addS} = 0.1 * (f_i / m)$  - for the Secretary of the Audit Commission, where:

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

2.3.5. The  $C_{ver}$  coefficient is set by the decision of the Chairman of the Audit Commission based on the degree of participation of a 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  $C_{ver}$  coefficients, it is necessary to take into account the degree of participation of a member of the Audit Commission at all stages of the verification process:

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

2.3.6. The coefficient of personal participation of  $C_p$  and its components ( $C_M$ ,  $C_{add}$ ,  $C_{ver}$ ) are determined in the format of a decimal fraction, with an accuracy of the third decimal place.

2.3.7. The coefficient of personal participation of the  $C_p$  is established by the Chairman of the Audit Commission and sent to the Sole Executive Body of the Company in the format given in Appendix 3 to these Regulations.

2.3.8. No remuneration is paid to a member of the Audit Commission who has not participated in more than half of the meetings conducted during his / her membership in the Audit Commission (set  $C_p = 0$ ).

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 these Regulations.

2.3.10. The Company independently determines, withholds and pays income tax and other taxes and fees arising in connection with the payment of remuneration and compensation to 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 measures on certain issues carried out by a 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 in aggregate at least 10 percentage of voting shares of the Company, the Chairman of the Audit Commission has the right to petition the General Meeting of Shareholders to increase the actual amount of remuneration calculated according to the formula given in paragraph 2.3 of these Regulations.

2.5. Control over the calculation of remuneration to the members of the Audit Commission of the Company is entrusted to the Chairman of the Audit Commission, control over the payment of remuneration is entrusted to the Sole Executive Body of the Company.

2.6. Remuneration is paid no later than 30 (thirty) calendar days after the Annual General Meeting of Shareholders of the Company and the submission by the Chairman of the Audit Commission to the Sole Executive Body of the Company of the calculation of the coefficient of personal participation  $C_p$  of the members of the Audit Commission.

If the General Meeting of Shareholders adopts a decision to increase the amount of remuneration based on the results of inspections carried out on the grounds given in paragraph 2.4 of these Regulations, the Company, when calculating the actual remuneration of members of the Audit Commission, takes into account the amount of its increase established by the decision of the General Meeting of Shareholders.

If the decision of the General Meeting of Shareholders to increase the size of the actual remuneration of the members of the Audit Commission is adopted later than the date of accrual of remuneration to them, the Company calculates remuneration in the amount of the difference between the accrued amount and the remuneration calculated taking into account the increased amount established by the decision of the General Meeting of Shareholders.

2.7. A member of the Audit Commission of the Company has the right to refuse to receive remuneration and compensation provided for by these Regulations, in whole or in part, by sending a corresponding application to the Sole Executive Body of the Company.

### **3. Amount and procedure for payment of compensation to members of the Audit Commission.**

3.1. Members of the Audit Commission who are not subject to the restrictions given in paragraph 1.3. of these Regulations, in case of visiting the Company's facilities, participating in meetings of the Company's Auditing Commission held at the place of actual location of the Company, as well as performing other tasks of the Company's Auditing Committee, the Company compensates for documented expenses related to participation in the activities of the Company's Auditing Committee.

3.2. The amount of compensation for expenses related to participation in meetings of the Audit Commission and the conduct of inspections is determined in the amount of actual expenses, confirmed by relevant documents, but not higher than the norms given in paragraph 3.4 of these Regulations.

3.3. If the amount of actual expenses incurred by a member of the Audit Commission exceeds the amount calculated in accordance with paragraph 3.2 of these Regulations, the amount of excess shall not be reimbursed.

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 (reservations, pays for) hotel accommodation according to the following rates:

- by air with an economy class ticket;
- by rail in a compartment carriage of branded trains, in high-speed trains in an economy class carriage;
- by regular road transport to the place of business trip and back at the existing fare in the specified area on regular flights of transport organizations;
- by car (except for taxis), by rail to the airport / railway station and back at the current fare in the area (by "Aeroexpress" trains to / from airports with an economy class ticket);
- accommodation in hotels not higher than 4 \*, room of the "standard" category.

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

3.5. In order to compensate for the expenses incurred, a member of the Audit Commission shall send to the Company a written application according to the model

specified in Appendix 2 to these Regulations with the attachment of original documents confirming the expenses, indicating the details of the bank account (deposit).

Documents confirming the expenses incurred and subject to compensation are provided by a member of the Audit Commission in the manner prescribed by the legislation of the Russian Federation for recording travel expenses.

3.6. Payment of compensations is made by the Company within 5 working days from the date of receipt by the Company of the documents provided by paragraph 3.5 of these Regulations.

#### **4. Final regulations.**

4.1. These Regulations come into force from the date of approval by the General Meeting of Shareholders of the Company.

4.2. In the event of a conflict of the Regulations with the norms of the legislation of the Russian Federation, until it is brought in line with the specified norms and amendments are made (approved in a new version) by the decision of the General Meeting of Shareholders of the Company, the norms of the current legislation of the Russian Federation shall be applied.

Appendix 1  
to the Regulation on payments to members  
of the Audit Commission  
PJSC " Moscow United  
Electric Grid Company"  
remuneration and compensation

\_\_\_\_\_  
*(the Sole Executive Body is indicated)*

PJSC " \_\_\_\_\_ "

\_\_\_\_\_  
*(Full Name)*

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

### **Application for payment of remuneration**

I ask you to give an order to pay me a monetary remuneration related to the performance of the duties of a member of the Audit Commission (*name of the Company*) during the period \_\_\_\_\_.

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

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

Date \_\_\_\_\_ /FULL NAME/

Appendix 2  
to the Regulation on payments to members  
of the Audit Commission  
PJSC " Moscow United  
Electric Grid Company"  
remuneration and compensation

\_\_\_\_\_  
*(the Sole Executive Body is indicated)*

PJSC " \_\_\_\_\_ "

\_\_\_\_\_  
*(Full Name)*

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

### **Application for payment of compensation**

I ask you to give an order to compensate me for expenses in the amount of \_\_\_\_\_ rub., related to travel and accommodation within *(indicate the event of the Auditing Commission)*:

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

- living expenses - *(in the hotel " " in the period from " " to " " in total )*.

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

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

Date \_\_\_\_\_ /FULL NAME/



**CALCULATION  
of the Personal Participation Coefficient  
a member of the Audit Commission<sup>1</sup>**

Member of the Audit  
Commission \_\_\_\_\_

Calculated coefficient	Indicator size	Substantiation
n		The number of meetings conducted by the Audit Commission in the corporate year, including absentee voting.
ni		The number of meetings attended by a member of the Audit Commission.
C <sub>M</sub>		Coefficient of participation in meetings of the Audit Commission: $C_M = 0.1 * (ni/n)$ .
fi		The number of days in the corporate year during which the duties of the Chairman / Secretary were acted.
m		The total number of days in the corporate year.
C <sub>add</sub>		Coefficient that takes into account the work as a Chairman/Secretary: $C_{addCh} = 0.3 * (fi / m)$ - for the Chairman of the Audit Commission, $C_{addC} = 0.1 * (fi / m)$ - for the Secretary of the Audit Commission.
C <sub>ver</sub>		C <sub>ver</sub> - coefficient of participation in verification activities of the Audit Commission: from 0.0 to 1.0. For the Chairman of the Audit Commission, it is set in the amount of $C_{ver} = 1,000$
C <sub>p</sub>		$C_p = (1 + C_M + C_{add}) * C_{ver}$ A member of the Audit Commission who has missed more than half of the meetings held during the period of his membership in the Audit Commission is set $C_p = 0.0$

Chairman of the Audit Commission

/ FULL NAME /

<sup>1</sup> filled by the Chairman of the Audit Commission for each member of the Audit Commission, including the Chairman of the Audit Commission himself

**CALCULATION  
of the actual amount of remuneration  
a member of the Audit Commission<sup>2</sup>**

Member of the Audit  
Commission \_\_\_\_\_

Calculated coefficient	Indicator size	Substantiation
<b>m</b>		The total number of days in the corporate year.
<b>mi</b>		The number of days in the corporate year during which the duties of a member of the Audit Commission were acted.
<b>R<sub>bas</sub></b>		According to paragraph 2.2 of the approved Regulations
<b>C<sub>p</sub></b>		It is established by the Chairman of the Audit Commission of the Company and provided to the Sole Executive Body of the Company.
<b>R<sub>act</sub></b>		$R_{act} = R_{bas} * (mi / m) * C_p$
Solicitation for an increase in the actual amount of remuneration by %		Decision to increase the actual amount of remuneration
<b>Total R<sub>act</sub></b> , taking into account the decision to increase		

Chief Accountant of the Company

/ FULL NAME /

<sup>2</sup> filled by the Chairman of the Audit Commission for each member of the Audit Commission, including the Chairman of the Audit Commission himself

/ stamp: Public Joint-Stock Company “Moscow United Electric Grid Company”. 115114, Russian Federation, Moscow, Danilovsky district, 2nd Paveletsky passage, 3 bldg, 2. OKPO: 75273098 PSRN: 1057746555811 TIN: 5036065113 RRC: 997650001 /

**Numbered, laced and stamped**

**10 (ten) sheets**

Secretary of the Annual General Meeting of Shareholders  
PJSC "MUEGC"

\_\_\_\_ / signature / \_\_\_\_\_ A.N. Svirin