

APPROVED

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

14 October 2019

(Minutes № 21 dated June 19, 2019)

Chairman of the Annual

General Meeting of Shareholders

/ signature / P.A. Livinskiy

**REGULATIONS**  
**on payment of remuneration and compensation to**  
**members of the Board of directors of the Public**  
**Joint-Stock Company "Moscow**  
**United Electric Grid Company"**

Moscow

2019

1. These Regulations on the payment of remuneration and compensation to members of the Board of directors of PJSC MUEGC (hereinafter - the Regulations) has been developed in accordance with the Federal Law "On Joint-Stock Companies" and establishes the amount and procedure for payment of remuneration and compensation to members of the Board of directors of PJSC MUEGC (hereinafter - the Company ).

2. The remuneration is paid by the Company in cash.

3. These Regulations do not apply to members of the Board of directors of the Company who are simultaneously members of the collegial executive body of the Company or the sole executive body (General director) of the Company.

4. Remuneration to the Chairman and members of the Board of directors of the Company, who are persons in respect of whom the federal law provides for a restriction or prohibition on receiving any payments from commercial organizations, are not accrued or paid.

5. Payment of remuneration.

5.1. Remuneration to a member of the Board of directors of the Company is paid for the period from the date of election of a candidate to the Board of directors of the Company until the date of termination of the powers of a member of the Board of directors of the Company.

5.2. Remuneration to each member of the Board of directors is paid quarterly.

5.3. The amount of quarterly remuneration for participation in the Board of directors of each member of the Board of directors of the Company is calculated taking into account the total number of meetings of the Board of directors of the Company for the reporting quarter and the number of meetings in which the member of the Board of directors took part, according to the formula:

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

S (1) – the amount of quarterly remuneration for participation in the Board of directors of the Company;

R<sub>base</sub>– the amount of the basic annual remuneration determined in accordance with the procedure established by paragraph 5.4 of these Regulations;

N – the number of meetings of the Board of directors (regardless of the form of their holding), in which a member of the Board of directors participated in the reporting quarter;

m – the total number of meetings of the Board of directors (regardless of the form of their conducting) in the reporting quarter.

5.4. The amount of the basic annual remuneration (R<sub>base</sub>) is established based on the Company's revenue, calculated according to Russian accounting standards for the last completed reporting year preceding the election of the Board of directors of the Company, and amounts to:

Revenue amount	R <sub>base</sub>
over 200 billion rub.	3 000 000 rub.
over 70 billion rubles.	2 700 000 rub.
over 30 billion rub.	2 200 000rub.
over 10 billion rub.	1 600 000 rub.

over 1 billion rub.	1 000 000rub.
over 600 million rub.	800 000 rub.
less than 600 million rub.	600 000 rub

5.5. The remuneration given in paragraph 5.3 of these Regulations is paid within 30 (Thirty) calendar days after the end of the reporting quarter.

5.6. In addition to the remuneration given in paragraph 5.3 of these Regulations, the following allowances are established:

30% of S(1) - to the Chairman of the Board of directors of the Company;

20% of S (1) - to the Chairman of the Specialized Committee under the Company's Board of directors;

10% of S (1) - for membership in the specialized Committee of the Company's Board of directors.

5.7. Allowances for chairmanship and / or membership in a specialized Committee under the Board of directors of the Company are not paid if not a single meeting of the Committee was held during the reporting quarter.

5.8. For the purposes of these Regulations, to determine the amount of remuneration and compensation to the members of the Board of directors, the reporting quarter means the next calendar quarter (from the moment of election of the personnel of the Board of directors at the annual General Meeting of Shareholders of the Company and until the next annual General Meeting of Shareholders of the Company).

5.9. The total amount of quarterly remuneration of each member of the Company's Board of directors given in paragraph 5.3 of these Regulations, taking into account the allowances given in paragraph 5.6 of these Regulations, may not exceed 1/4 FROM Rbase.

5.10. Remuneration is not paid if a member of the Company's Board of directors did not participate in more than 50% of the meetings conducted 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 a corresponding application to the sole executive body (General director) of the Company.

6. Payment of compensation.

6.1. A member of the Board of directors is reimbursed for expenses related to participation in meetings of the Board of directors, a specialized Committee under the Board of directors, general meetings of Shareholders of the Company, in accordance with the norms for reimbursement of travel expenses established for top managers of the Company at the time of the meeting (meeting).

6.2. Payment of compensation is made by the Company within 3 (Three) working days after the submission of documents confirming the expenses incurred.

7. Remuneration is paid at the expense of profits from unregulated activities.

Numbered, laced and stamped  
PJSC "Moscow United Electric Grid Company"  
3 (Three) sheets  
Secretary of the Annual General Meeting of Shareholders  
PJSC "Moscow United Electric Grid Company"

/signature/

A.N. Svirin

/ stamp: Public Joint-Stock Company, Moscow United Electric Grid Company \*  
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