

Appendix 15
to Minutes of the Board of Directors
of RusHydro
No. 239 dated June 23, 2016
as amended on June 21, 2017 (No. 254),
on December 24, 2018 (No. 281)

**Regulation on the Audit Committee
under the Board of Directors of RusHydro**

1. General provisions

1.1. This Regulation on the Audit Committee under the Board of Directors of RusHydro (hereinafter, the Regulation) was developed in accordance with the laws of the Russian Federation, the Articles of Association of RusHydro (hereinafter, the Company), the Regulation on the Procedure for Convening and Holding Meetings of the Company's Board of Directors, the Corporate Governance Code of the Company, the Listing Rules of the MICEX Stock Exchange CJSC, the Methodological Recommendations for organizing the work of the Audit Committees of the Board of Directors in joint stock companies with the participation of the Russian Federation, approved by Order of the Federal Agency for State Property Management No. 86 dated March 20, 2014.

1.2. The Audit Committee under the Board of Directors of RusHydro (hereinafter, the Committee) is established by the decision of the Company's Board of Directors and is a consultative and advisory body ensuring that the Board of Directors of the Company effectively performs functions to monitor the Company's financial and economic activities.

The Committee is not a management body of the Company and is not entitled to act on behalf of the Company.

Decisions of the Committee are advisory in nature for the Board of Directors of the Company.

1.3. The Committee carries out its activities in accordance with this Regulation, determining the legal status, purpose, and objectives of the Committee and the rights and obligations of Committee members.

1.4. In its activities, the Committee is guided by the laws of the Russian Federation, the Articles of Association of the Company, the Regulation on the Procedure for Convening and Holding Meetings of the Company's Board of Directors, the Corporate Governance Code of the Company, and decisions of the Board of Directors of the Company.

2. Purpose of establishment and objectives of the Committee

2.1. The purpose of establishment of the Committee is to facilitate effective performance of functions by the Board of Directors regarding control over the financial and economic activities of the Company.

2.2. The main functions of the Committee are:

- Oversight of assurance of the integrity, accuracy, and reliability of the Company's financial statements
- Oversight of the functioning of the internal control, risk management, and corporate governance system
- Assurance of the independent and unbiased performance of internal audit functions
- Assurance of the independent and unbiased performance of external audit functions
- Oversight of the functioning of the notification system for potential cases of unscrupulous actions of Company employees (including opportunistic use of insider or confidential information) and third parties and other violations in the

Company's activities, as well as oversight of the implementation of measures taken by the Company within such system.

3. Scope of the Committee

The scope of duties of the Committee includes:

3.1. In the area of oversight of assurance of the integrity, accuracy, and reliability of the Company's financial statements:

3.1.1. Analysis of significant aspects of accounting policies.

3.1.2. Supervision of assurance of the integrity, accuracy, and reliability of the annual and interim accounting (financial) statements of the Company.

3.1.3. Implementation of preliminary consideration, analysis, and development of recommendations (conclusions) on the following issues within the competence of the Company's Board of Directors:

3.1.3.1. preliminary approval and recommendations to the General Meeting of Shareholders on approval of the Company's annual report;

3.1.3.2. preliminary approval and recommendations to the General Meeting of Shareholders on approval of the Company's annual accounting (financial) statements.

3.1.4. Participation in the consideration of significant issues in relation to the Company's accounting (financial) statements.

3.1.5. Analysis of significant adjustments made as a result of an external audit of the accounting (financial) statements.

3.1.6. Preliminary consideration of materials submitted to the Board of Directors of the Company on significant issues related to the preparation of the Company's accounting (financial) statements.

3.1.7. Interaction with the Company's Internal Audit Commission on the results of the analysis of the accuracy of the accounting (financial) statements.

3.2. In the area of oversight of the functioning of the internal control, risk management, and corporate governance system:

3.2.1. Oversight of the functioning of the risk management and internal control system and the corporate governance system, including an assessment of the risk management and internal control procedures of the Company, corporate governance practices, and preparation of proposals for their improvement.

3.2.2. Consideration of the results of the assessment of the Company's internal control and risk management system at least once a year according to the reports of the executive bodies of the Company, materials of the internal audit checks, conclusions of the external auditor of the Company, as well as reports of the external independent assessment (if conducted).

3.2.3. Preliminary review before the Board of Directors of the Company approves the risk management and internal control policy and subsequent amendments thereto.

3.2.4. Analysis and evaluation of the implementation of the Company's internal control and risk management policy.

3.2.5. Consideration prior to submission for approval to the Board of Directors and issuance of a conclusion regarding the level of risk appetite of the Company and the level of risk tolerance.

3.2.6. Analysis of the list and structure of the Company's risks, discussing with the executive bodies of the Company the material risks and their indicators, as well as analysis of measures for managing critical risks. The Committee should pay particular attention to significant risks of misstatement of the accounting (financial) statements.

3.2.7. Holding regular meetings with the Company's executive bodies to discuss significant shortcomings of the internal control system and plans to eliminate them.

3.2.8. Analysis of the results of inspections carried out by external control bodies and the planned measures developed by the executive bodies of the Company to eliminate the revealed violations and shortcomings of the internal control system.

3.2.9. Consideration of issues relating to the procedures for ensuring the Company's compliance with the requirements of the legislation of the Russian Federation, as well as with the ethical norms, rules, and procedures of the Company, and the requirements of the Bank of Russia and MICEX Stock Exchange.

3.3. In the area of assurance of the independent and unbiased performance of internal audit functions:

3.3.1. Preliminary review before the Board of Directors of the Company approves the internal audit policy and subsequent amendments thereto.

3.3.2. Consideration and approval of the activity plan (schedule of control measures) of the internal audit unit.

3.3.3. Consideration of the existing restrictions on the powers of the internal audit unit, budgetary restrictions, and other restrictions that could adversely affect the performance of the internal audit functions.

3.3.4. Assurance of the independent and unbiased performance of internal audit functions.

3.3.5. Consideration of the appointment (dismissal) of the head of the internal audit unit.

3.3.6. Regular interaction with the head of the internal audit unit on:

- significant deficiencies in the risk management and internal control system;
- approval of quarterly reports on implementation of the schedule of control measures of the internal audit unit.

At the same time, the Chairman of the Committee at least once a year holds an individual meeting with the head of the internal audit unit on issues related to the internal audit function.

3.3.7. Analysis of the results of implementation of the action plan developed by the executive bodies of the Company based on the results of violations and shortcomings of the internal control system identified by the internal audit unit.

3.3.8. Discussion with the head of the internal audit unit on the action plan to improve the function.

3.3.9. Organization of independent assessment of the quality of the internal audit activity to be conducted at least once every 5 years. The results of the assessment of the internal audit function must be communicated to the Board of Directors of the Company.

3.3.10. Preliminary approval of internal documents of the Company related to the internal audit activities required to be submitted to external control and

supervisory bodies upon their request, including working documents, reports from the Company's internal auditors, the Company's plans for corrective measures, reports on them, and other documents.

3.3.12. Assessment of the effectiveness of the internal audit function.

3.4. In the area of assurance of the independent and unbiased performance of external audit functions:

3.4.1. General supervision of the organization and conducting of the external audit of the Company and interaction with the external auditor.

3.4.2. Participation in the negotiation of tender documentation for an open tender to select an external auditor for the right to conclude an agreement on the provision of services to audit the Company's accounting (financial) statements.

3.4.3. Implementation of preliminary consideration, analysis, and development of recommendations (conclusions) on the following issues within the competence of the Company's Board of Directors:

3.4.3.1. development of recommendations to the Board of Directors of the Company on the selection of candidates for external auditor of the Company;

3.4.3.2. determination of the maximum cost of services to perform an external audit of the Company's accounting (financial) statements;

3.4.3.3. determination of the amount payable to the Company's Auditor;

3.4.3.4. approval of the essential terms and conditions of agreements on the provision of audit-related services to the Company by the Company's auditor and/or persons affiliated with it.

3.4.4. Implementation of an annual assessment of the quality of the external auditor's work and the effectiveness of the external audit process as a whole, the results of which may revise the criteria and requirements for the selection of an auditor.

3.4.5. Assessment of the external audit results on compliance with the laws of the Russian Federation and international financial reporting standards.

3.4.6. Meetings with the external auditor and the executive bodies of the Company to discuss issues of generating accounting (financial) statements, checking the clarity and completeness of information disclosure in accounting (financial) statements, as well as determining the correctness of information disclosure in the presented context.

3.4.7. Meetings with the external auditor and the executive bodies of the Company to discuss material aspects of the accounting policy and methods used when accounting for transactions in cases where several approaches are allowed.

3.4.8. Consideration of the findings of the external auditor on the results of the audit for a list of the main resolved and unresolved issues, verification of the main accounting and audit judgments, analysis of the level of errors identified during the audit, and obtaining explanations from the executive bodies.

3.4.9. Consideration of the opinion of the auditor of the Company before submitting it for approval to the General Meeting of Shareholders of the Company.

3.4.10. Conducting an assessment of the effectiveness of the external audit process at least once a year, which includes:

3.4.10.1. analysis of compliance with the external audit plan, as well as analysis of the reasons for any deviations from it, including the auditor's actions taken in the event of a change in the audit risk;

3.4.10.2. consideration of the opinion on the work of key employees of the Company involved in the process of conducting an external audit, including the chief accountant and the head of the internal audit unit.

3.4.11. Assessment of the independence, objectivity, and absence of conflicts of interest of the Company's external auditors, including evaluation of candidates for the Company's auditors, development of proposals for the selection, re-selection, and dismissal of the company's external auditors, and for payment of services and conditions of their involvement.

3.4.12 Analysis of the relationship between the external auditor and the Company (provision of non-auditing services, remuneration for services rendered, etc.) in order to determine the circumstances that may affect the independence of the external auditor.

3.4.13 Determination of the principles of rendering and combining audit and non-audit services by the auditor and exercising control over their execution.

3.4.14. Ensuring effective interaction between the internal audit unit of the Company and the external auditor.

3.5. In the area of oversight of the functioning of the notification system for potential cases of unscrupulous actions of Company employees (including opportunistic use of insider or confidential information) and third parties and other violations in the Company's activities, as well as oversight of the implementation of measures taken by the executive management of the Company within such system:

3.5.1. Analysis of response measures for the implementation by the executive bodies of the Company of actions in response to regulatory inspections.

3.5.2. Analysis of the adequacy of the activities carried out by the Company aimed at ensuring compliance with the requirements of the law in terms of combating corruption.

3.5.3. Analysis and evaluation of the implementation of the conflict of interest management policy.

3.5.4. Control over the functioning of the notification system (“hotline”) for potential cases of unscrupulous actions of employees of the Company and third parties, as well as for other violations in the Company.

3.5.5. Control over the implementation of measures taken by the executive bodies of the Company on the facts of reporting on potential cases of unscrupulous actions of employees and other violations.

3.5.6. Implementation of the preliminary consideration of issues on the settlement of corporate conflicts, if they are submitted to the meeting of the Board of Directors of the Company.

3.5.7. Approval of the quarterly reports on the Company's compliance with the requirements of the legislation of the Russian Federation on countering the unlawful use of insider information and market manipulation and of the Regulation on Insider Information of the Company.

3.5.8. Monitoring compliance with the Company's information policy.

3.5.9. Supervision of special investigations on potential cases of fraud and unscrupulous use of insider or confidential information of the Company.

4. Rights of the Committee

4.1. In order to exercise the scope of duties set forth in Section 3 of this Regulation, the Committee shall have the following rights:

4.1.1. To conduct research on issues related to its scope of duties.

4.1.2. To request and receive information and documents necessary for the implementation of its activities from officials of the Company, and also the right to request information from outside organizations through the Chairman of the Board of Directors or the Chairman of the Management Board – the Company's General Director.

4.1.3. If necessary, to involve experts and consultants (who do not have the right to vote when making decisions on issues in the Committee's competence) in the work of the Committee on a temporary or permanent basis, including in the preparation of materials and recommendations on the agenda items of the meeting.

4.1.4. To invite employees, officials of the Company, members of other Committees under the Board of Directors of the Company, as well as other persons to attend Committee meetings without the right to vote.

4.1.5. Other rights specified in this Regulation.

5. Obligations of the Committee

5.1. The Committee shall:

5.1.1. Carry out the functions assigned to the Committee in accordance with the requirements of the legislation of the Russian Federation, the Articles of Association, this Regulation, and other internal documents of the Company.

5.1.2. Provide the Board of Directors of the Company with sound recommendations on issues within its competence.

5.1.3. Promptly inform the Board of Directors of the Company about the risks to which the Company is exposed.

5.1.4. Not disclose information about the Company that constitutes a commercial and/or business secret of the Company.

6. Composition of the Committee and the procedure for its formation. Rights and obligations of the Committee members

6.1. The quantitative composition of the Committee is at least 3 (three) people.

6.2. The personal composition of the Committee is elected by the Board of Directors of the Company from among candidates nominated by members of the Board of Directors of the Company by a majority vote of the members of the Board of Directors of the Company participating in the meeting.

6.3. Members of the Committee can only be members of the Board of Directors of the Company if they are independent directors in accordance with the criteria established by the Listing Rules of the MICEX Stock Exchange, and if this is impossible due to objective reasons, the majority of the Committee members should be independent directors. The other members of the Committee can be members of

the Board of Directors who are not the sole executive body and/or members of the collegial executive body of the Company.

6.4. Proposals by members of the Board of Directors of the Company on candidates for election to the Committee must be submitted to the Corporate Secretary of the Company in writing no later than 5 (five) business days before the date of the meeting of the Board of Directors of the Company (deadline for accepting ballots for absentee voting) whose agenda included the issue of electing members of the Committee.

6.5. A proposal to nominate a candidate(s) to the Committee must contain the following information about the candidate:

- Full name of the candidate
- Place of work and position of the candidate at the time of the proposal;
- Information about the career of the candidate over the past 5 (five) years.

A proposal to nominate a candidate(s) to the Committee must be signed by the member of the Board of Directors of the Company who submitted the proposal.

6.6. The candidate provides written consent to work in the Committee. Such consent is sent to the Corporate Secretary of the Company in the manner provided for by Clause 6.4. of this Regulation.

6.7. When electing members of the Committee, their education, professional training, experience in the field of the Committee's activities, and other special knowledge necessary for the members of the Committee to exercise their powers should be taken into account.

6.8. Members of the Committee are elected for the period until the General Meeting of Shareholders of the Company is held in which a new composition of the Board of Directors is elected. If all Committee members are elected to the new composition of the Board of Directors, such members shall work until new Committee members are elected. The powers of the Committee, as well as of any member of the Committee, may be terminated early by decision of the Board of Directors of the Company.

6.9. The Chairman of the Committee, as well as members of the Committee, may resign by sending a statement about such to the Chairman of the Board of Directors of the Company and the Chairman of the Committee no later than fifteen (15) calendar days before the expected date of termination of the powers in the Committee.

6.10. If the quantitative composition of the Committee drops lower than the quorum specified by this Regulation for holding Committee meetings, the Chairman of the Company's Board of Directors should include the issue of electing Committee members on the agenda of the next meeting of the Company's Board of Directors.

6.11. Within the scope of duties of the Committee, members are entitled to:

6.11.1. In writing, request through the Chairman of the Committee documents and information necessary for making decisions on issues in the competence of the Committee from the Company's Management Board, Chairman of the Management Board – the Company's General Director and heads of the Company's divisions. The Chairman of the Committee no later than 1 (one) business day from the moment of receiving such a request from a member of the Committee ensures that it is sent to the Secretary of the Committee and the Corporate Secretary of the Company via fax or electronic communication.

6.11.2. Make proposals in writing on forming a program of work of the Committee.

6.11.3. Submit items to the agenda of the meeting of the Committee in the manner prescribed by this Regulation.

6.11.4. Demand the convening of a meeting of the Committee.

6.11.5. Exercise other rights prescribed by this Regulation.

6.12. Members of the Committee should act solely in the interests of the Company when exercising their rights and fulfilling their obligations.

6.13. Members of the Committee shall exercise their rights and fulfill their obligations in relation to the Company conscientiously and in good faith.

7. Chairman and Vice Chairman of the Committee. Procedure for their election

7.1. The Committee is headed and organized by the Chairman of the Committee, who is elected by the Board of Directors of the Company from among independent directors¹ elected by a majority of votes of members of the Board of Directors of the Company participating in the meeting of the Board of Directors of the Company. The Chairman of the Board of Directors may not be elected as the Chairman of the Committee.

7.2. In the Chairman of the Committee's absence, his/her duties are performed by the Vice Chairman of the Committee. The Vice Chairman of the Committee is elected by the members of the Committee from among them by a majority of votes of the members of the Committee who are present at the Committee meeting.

7.3. The Chairman of the Committee:

7.3.1. Convenes meetings of the Committee and chairs them.

7.3.2. Determines the date, time, place, and form of the meeting and approves the agenda of the Committee meeting.

7.3.3. Determines the list of persons invited to participate in the Committee meeting.

7.3.4. Arranges the keeping of the minutes of the Committee meetings and signs the minutes of the Committee meetings.

7.3.5. Represents the Committee in interactions with the Board of Directors of the Company, other Committees under the Board of Directors of the Company, executive bodies of the Company, heads of departments of the Company, and other bodies and persons.

7.3.6. Carries out the Committee's official correspondence, and signs requests, letters, and documents on behalf of the Committee.

7.3.7. Develops the Committee's program of work and submits this plan for approval to the Committee, and controls the implementation of decisions and the Committee's programs of work.

7.3.8. Ensures compliance with requirements of Russian legislation, the Company's Articles of Association, the Company's other internal documents, and this Regulation in the course of the Committee's activities.

7.3.9. Performs other functions stipulated by Russian legislation, the Company's Articles of Association, this Regulation, and the Company's other internal documents.

8. Secretary of the Committee

8.1. The Secretary of the Committee is elected from among the employees of the Executive Office of the Company by a majority of votes of the members of the Committee participating in the meeting upon the recommendation of the Chairman of the Committee.

¹ If this is impossible for objective reasons, the majority of Committee members should be independent directors, and the rest of the Committee members can be members of the Board of Directors who are not the sole executive body and/or members of the issuer's collegial executive body (in accordance with the listing rules of the MICEX Stock Exchange).

The Secretary of the Committee is elected for the period until the General Meeting of Shareholders of the Company is held in which a new Board of Directors is elected. The Secretary of the Committee is elected at the first meeting of the Committee after such General Meeting of Shareholders of the Company.

8.2. The powers of the Secretary of the Committee may be terminated early by decision of the Committee.

8.3. The Secretary of the Committee performs the following functions:

8.3.1. Ensures the preparation and holding of Committee meetings.

8.3.2. Collects and systematizes materials for meetings.

8.3.3. Ensures timely distribution of notification about the Committee meetings, the agenda of the meetings, materials on the agenda items of the meeting, and ballots to the Committee members and invited individuals.

8.3.4. Keeps the minutes of the meetings and prepares the Committee's draft decisions.

8.3.5. Ensures that members of the Committee and those invited to attend the Committee meetings are sent the minutes of the Committee meetings.

8.3.6. Keeps records of correspondence addressed to the Committee and/or members of the Committee (including requests, demands, petitions) and ensures that the Committee members receive the necessary information.

8.3.7. Ensures storage of the minutes of the Committee meetings and other documents and materials related to the activities of the Committee in accordance with the document storage procedures adopted by the Company.

8.3.8. Follows the instructions of the Chairman of the Committee related to the organizational and technical support of the Committee's activities.

8.3.9. Performs other functions in accordance with this Regulation.

9. Organization of the Committee's work

9.1. Committee meetings are held as needed, but at least once per quarter.

9.2. Committee meetings are convened by the Chairman of the Committee in accordance with the program of work approved at the Committee meeting (scheduled meetings), as well as in other cases provided for in this Regulation.

9.3. The program of work of the Committee is formed by the Chairman of the Committee for the relevant corporate year, taking into account the approved program of work of the Company's Board of Directors for the same period, the proposals received from the Chairman of the Company's Board of Directors and members of the Committee, and the decisions of the Company's Board of Directors.

9.4. The program of work of the Committee is approved at the Committee meeting, which must be held no later than 30 (thirty) days after the meeting of the Company's Board of Directors at which the program of work of the Company's Board of Directors was approved.

9.5. When convening a Committee meeting, the Chairman of the Committee determines the date, time, place, and form of the meeting, the agenda of the meeting, and the list of people invited to participate in the Committee meeting.

9.6. Notice of the Committee meeting, which includes the agenda of the meeting, is generated by the Secretary of the Committee in accordance with the approved Program of Work of the Committee, decisions of the Company's Board of Directors, and proposals from the Chairman of the Company's Board of Directors.

The notice of the Committee meeting is signed by the Chairman of the Committee.

9.7. Members of the Committee are entitled to make proposals on the formation of the agenda of the scheduled meeting of the Committee.

These proposals must be received by the Chairman of the Committee no later than the first day of the month (if the first day of the month falls on a non-business day, then no later than the next business day following such non-business day) in which the meeting of the Committee is scheduled and must contain the wording of the item, the rationale for consideration of the item, the draft decision of the Committee, as well as accompanying materials and other necessary information.

The Chairman of the Committee has the right to include received proposals in the agenda of a scheduled meeting or convene an out-of-session meeting of the Committee.

9.8. Out-of-session meetings of the Committee are held:

- when an item(s) related to the scope of duties of the Committee is (are) included in the agenda of the meeting of the Board of Directors of the Company (based on a signed notice of the meeting);

- on the initiative of the Chairman of the Committee;
on behalf of the Board of Directors or the Chairman of the Board of Directors of the Company.

9.9. Notice of the Committee meeting, as well as materials (information) on the agenda items are sent by the Secretary of the Committee to the members of the Committee, the Corporate Secretary of the Company, and other persons participating in the meeting no later than 5 (five) business days before the date of the meeting.

Materials (information) on the agenda items can be provided to the Committee members in person or by e-mail.

If the items submitted to an extraordinary meeting of the Committee are urgent, the time frames for convening an extraordinary meeting and sending materials on the agenda items of such a meeting can be reduced by the decision of the Chairman of the Committee.

Items not included in the meeting's agenda may be considered with the unanimous consent of all members of the Committee present at the Committee meetings held in the form of joint attendance.

9.10. Upon receiving notice from the Corporate Secretary of the Company about a meeting of the Board of Directors of the Company, whose agenda contains items within the competence of the Committee, the Chairman of the Committee must take all measures to ensure timely holding of Committee meetings in order to develop recommendations (decisions) on the specified agenda items of the meeting of the Board of Directors and their submission to the Board of Directors of the Company in accordance with the approved Regulation on the Procedure for Convening and Holding Meetings of the Board of Directors of the Company.

10. Procedure for holding Committee meetings

10.1. Committee meetings are opened by the Chairman of the Committee, and in case of his/her absence, by the Vice Chairman.

10.2. Members of the Committee, the Secretary of the Committee, as well as individuals invited to the meeting take part in the Committee meeting.

10.3. The Secretary of the Committee determines the presence of a quorum for holding the Committee meeting. When determining the presence of a quorum, the written opinions of members of the Committee on agenda items of the meeting received prior to the meeting are taken into account. The Chairperson of the meeting informs those present of the presence of a quorum for holding the Committee meeting and announces the agenda of the meeting. The Committee meeting is recognized (has a quorum) if at least half of the elected members of the Committee took part in it.

10.4. Decisions at a Committee meeting are made by a majority of votes from the total number of Committee members participating in the meeting. Each member of the Committee has one vote. In case of a tie vote, the Chairman of the Committee has the deciding vote. Transfer of a vote by one member of the Committee to another member of the Committee or to another person is not allowed.

10.5. Committee meetings may be held in the form of joint attendance and absentee voting by decision of the Chairman of the Committee.

Information on the form of the Committee meeting is indicated in the Notice of the meeting.

The following items are obligatory for consideration by the Committee in joint attendance meetings:

- recommendations to the Board of Directors of the Company on the item “On preliminary approval and recommendations to the General Meeting of Shareholders on approval of the Company's annual report”;
- recommendations to the Board of Directors of the Company on the item “On preliminary approval and recommendations to the General Meeting of Shareholders on approval of annual accounting (financial) statements”;
- consideration of the opinion of the auditor of the Company before submitting it for approval to the General Meeting of Shareholders of the Company.

10.6. When holding a meeting in the form of joint attendance, the written opinions of Committee members who were absent from the meeting are taken into account when determining the results of voting on the agenda items of the meeting.

10.7. When holding a meeting in the form of absentee voting, Committee members vote by filling out an absentee ballot (Appendix 1 to this Regulation). The absentee ballot for voting is sent to Committee members no later than one (1) business day prior to the end date of the period for accepting absentee ballots specified in the absentee voting notice.

10.8. Members of the Committee are entitled to submit their suggestions and/or comments on the proposed draft decisions of the Committee on items put to absentee voting no later than 2 (two) business days from the date of their receipt if the Notice and materials are sent within 5 (five) business days or no later than 1 (one) business

day from the date of their receipt if the Notice and materials are sent less than 5 (five) business days before the deadline for accepting the absentee ballots for voting specified in the absentee voting notice.

The Secretary of the Committee generates an absentee ballot for absentee voting, taking into account the received proposals (new wordings) and/or comments on the proposed draft decisions of the Committee on the agenda items of the meeting.

When filling in an absentee ballot, Committee members must cross out inapplicable voting options, thereby leaving only one option for each draft decision for each item (for, against, abstained). The completed absentee ballot must be signed by the member of the Committee, indicating their last name and initials. The completed and signed absentee ballot must be submitted by the Committee member on or before the date indicated in the absentee ballot to the Secretary of the Committee as an original copy or by fax or electronic communication.

The results of voting on the agenda items of a meeting held in absentee form are based on the absentee ballots received and signed by the Committee members received by the Secretary of the Committee.

An absentee ballot received by the Secretary of the Committee in violation of the requirements and deadlines specified in this clause shall not be taken into account when determining the quorum and counting the votes.

10.9. No later than 3 (three) business days after the date of the Committee meeting (deadline for receipt of absentee ballots), the Secretary of the Committee prepares the minutes of the meeting, which are signed by the Chairperson of the meeting and the Secretary of the Committee.

The minutes of the Committee meeting include:

- the date, place, and time of the meeting (or the date of absentee voting);
 - the list of Committee members who took part in the consideration of agenda items of the meeting, indicating the form of voting (in person or absentee) and the presence of a quorum, as well as the list of other persons who attended the meeting;
 - meeting agenda;
 - proposals from members of the Committee on agenda items of the meeting and an indication of the written opinions received from members of the Committee on agenda items of the meeting;
 - items put to a vote and the voting results thereof;
- adopted resolutions.

The minutes of a Committee meeting are drawn up in 1 (one) copy.

Within 1 (one) business day after the minutes are signed, a copy of the minutes is sent to all members of the Committee and the Corporate Secretary of the Company.

The Chairperson of the meeting and the Secretary of the Committee are responsible for the correctness of the minutes.

The Secretary of the Committee is responsible for storing the minutes, absentee ballots, materials, and recommendations of the Committee.

11. Interaction with the Company and other persons

11.1. When performing its duties, the Committee interacts with the Company's management bodies, other committees under the Board of Directors of the Company, structural divisions of the Company, and other organizations and individuals.

11.2. The Chairman and Secretary of the Committee are required to provide the Committee's informational, technical, and coordinated interaction with the Board of Directors of the Company, with the management bodies and structural divisions of the Company, and with other committees under the Board of Directors of the Company.

11.3. The Company's management bodies and the heads of structural divisions, upon the written request of the Chairman of the Committee, must provide information and materials necessary for members of the Committee to make decisions on issues within the competence of the Committee.

Such information and materials must be submitted no later than 2 (two) business days from the date of receipt of the request, unless a different deadlines is established in the request.

In case of submission of incomplete information (materials), members of the Committee are entitled to request additional information (materials).

12. Confidentiality

12.1. During the term of office of Committee members, as well as for 1 (one) year after the end of the term of office of the Committee, individuals who are (were) members of the Committee, the Secretary of the Committee, and third parties involved in the work of the Committee must comply with confidentiality requirements with respect to non-publicly available information received by them in connection with their activities in the Committee.

12.2. By decision of the Board of Directors of the Company/Committee, a Confidentiality Agreement may be entered into with members of the Committee, the Secretary of the Committee, and third parties involved in the work of the Committee in accordance with the form established by the Company's internal documents.

12.3. All documents related to the Committee's activities must be stored in accordance with the document storage procedure established in the Company. The Secretary of the Committee is responsible for storing these documents.

13. Ensuring the activities of the Committee, the procedure for paying remuneration to Committee members

13.1. If necessary, experts and consultants (who do not have the right to vote when making decisions on issues in the Committee's competence) can be involved in the work of the Committee on a temporary or permanent basis, including in the preparation of materials and recommendations on the agenda items of the meeting.

The operating procedure and tasks of experts and consultants are determined by the decision of the Committee.

The amount of remuneration for experts and consultants of the Committee is determined by decision of the Committee (within the framework of the Committee's budget approved by the Board of Directors of the Company) on the recommendation of the Chairman of the Committee.

13.2. Remuneration to Committee members who are at the same time members of the Board of Directors of the Company is paid in the amount and in the manner determined by the Regulation on Payment of Remuneration and Compensation to the Members of the Board of Directors of the Company.

13.3. The Chairman of the Committee is responsible for drafting the Committee's budget and submitting it for approval to the Company's Board of Directors.

13.4. In order to hold Committee meetings, the Chairman of the Management Board – the Company's General Director, at the request of the Chairman of the Committee must provide the Committee with premises, ensure unrestricted access to it for the persons listed in this request, and take other measures to hold the Committee meeting.

14. Reporting of the Committee

14.1. The Committee reports to the Board of Directors of the Company on a regular basis at least 2 (two) times per year.

14.2. The Chairman of the Committee ensures the preparation of a report on the activities of the Committee and submits it for consideration to the Board of Directors of the Company, including directly prior to the annual General Meeting of Shareholders of the Company.

The Committee's report is subject to prior approval by the Committee and must be signed by the Chairman of the Committee.

14.3. The Committee's report contains information for the period from the date of election of new members of the Committee to the date of approval of the report.

The report on the activities of the Committee must contain the following information:

- number of meetings held;
 - list of items addressed;
 - results of implementation of the Committee's budget;
 - information on the participation of Committee members in meetings;
- other material facts at the discretion of the Committee.

14.4. The Board of Directors of the Company is entitled at any time to request from the Chairman of the Committee a report on the work of the Committee. The Chairman of the Committee has the right to provide the Board of Directors of the Company with separate reports on issues within the competence of the Committee.

14.5. Information on individual decisions of the Committee is subject to disclosure on the Company's website in accordance with the Regulation on the Company's Information Policy.

14.6. Information on the work of the Committee is included in the Company's annual report.

15. Final provisions

15.1. Issues not regulated by this Regulation are governed by the laws of the Russian Federation, the Company's Articles of Association, the decisions of the Company's Board of Directors, the Regulation on the Procedure for Convening and Holding Meetings of the Company's Board of Directors, and other internal documents of the Company.

15.2. If, as a result of a change in the legislation of the Russian Federation, certain articles of this Regulation conflict with them, such articles will become null and void, and until the date of amendments to this Regulation, the members of the Committee are guided by the legislation of the Russian Federation.

15.3. This Regulation and the composition of the Committee are subject to disclosure on the Company's website.

COMPANY LETTERHEAD

AUDIT COMMITTEE

UNDER THE BOARD OF DIRECTORS OF RUSHYDRO

ABSENTEE BALLOT
for voting on agenda items of the meeting
held in absentia on _____, 20__

ITEM:

RESOLUTION:

FOR

AGAINST

ABSTAINED

(leave your response uncrossed out)

The completed and signed absentee ballot for voting is sent by fax _____, or by e-mail _____, or as the original copy no later than _____ (date, time).

No absentee ballot received by the Company after the above deadline shall be accepted for the vote count or for tallying absentee votes.

Please send the original absentee ballot to the address:

Committee member

_____/_____
(signature) (full name)

THE ABSENTEE BALLOT IS INVALID WITHOUT THE SIGNATURE OF THE MEMBER OF THE

(name of committee)