

(Translation from Russian)

APPROVED BY
The Resolution of the annual General
Meeting of Shareholders
of Public Joint-Stock Company
Federal Hydro-Generating Company – RusHydro
(Minutes No. 18 dated July 02, 2019)

REGULATION
on Payment of Remunerations and Compensations
to the Members of the Board of Directors
of Public Joint-Stock Company
Federal Hydro-Generating Company – RusHydro
(PJSC RusHydro)

1. General provisions

1.1. This Regulation on Payment of Remunerations and Compensations to the Members of the Board of Directors of RusHydro (hereinafter, the "Regulation") was developed in accordance with Federal Law No. 208-FZ dated December 26, 1995, "On Joint-Stock Companies", the Articles of Association of RusHydro (hereinafter, the "Company"), and the Company's Code of Corporate Governance.

1.2. The Regulation establishes the amount, procedure and time frames for payment of remunerations and compensations to the members of the Board of Directors of the Company.

1.3. The Resolution does not extend to the members of the Board of Directors of the Company who are members of the collective executive body of the Company or exercise the functions of the sole executive body of the Company (during a full or partial term of office of a Member of the Board of Directors of the Company).

1.4. Remuneration to members of the Company's Board of Directors is not accrued or paid for the period of the powers of the members of the Board of Directors during which they were persons with regard to whom the legislation of the Russian Federation restricts or prohibits the receipt of any payments from commercial organizations.

1.5. This Regulation shall come into force from the date of its approval by the General Meeting of Shareholders of the Company.

2. Remuneration amount and payment procedure

2.1. Remunerations shall be paid to members of the Company's Board of Directors for the period from election of a candidate to the Company's Board of Directors to election of a new composition of the Company's Board of Directors.

2.2. The amount of remuneration for the participation of each member of the Company's Board of Directors in the meetings of the Company's Board of Directors shall be calculated on the basis of the total number of meetings of the Company's Board of Directors for the period between the annual General Meetings of Shareholders and the number of meetings in which a member of the Company's Board of Directors took part, using the following formula:

$$S = R_{\text{base}} \times \frac{100}{130} \times \frac{n}{m}$$

where:

S is the amount of remuneration for participation in the meetings of the Company's Board of Directors;

*R*_{base} is the base part of remuneration;

n is the number of meetings of the Company's Board of Directors (regardless of their form) in which the member of the Company's Board of Directors took part during the period between the annual General Meetings of Shareholders of the Company;

m is the total number of meetings of the Company's Board of Directors (regardless of their form) during the period between the annual General Meetings of Shareholders of the Company.

2.3. The amount of the base part of remuneration (*R*_{base}) is three million five hundred and ten thousand (3,510,000) rubles.

2.4. Remuneration shall not be paid if the member of the Company's Board of Directors did not take part in more than twenty-five (25) percent of the meetings held (from the moment of their election until a new composition of the Company Board of Directors is elected).

2.5. In addition to the remuneration for participation in the meetings of the Company's Board of Directors calculated as described in Clause 2.2 hereof, the members of the Board of Directors shall receive the following increments for performing additional duties:

- thirty (30) % of *S*: to the Chairman of the Company's Board of Directors;

- twenty (20) % of S: to the Chairman of a Committee under the Company's Board of Directors;
 - fifteen (15) % of S: to the Senior Independent Director;
 - ten (10) % of S: to a member of a Committee under the Company's Board of Directors (for participation in each Committee under the Company's Board of Directors).
- 2.6. The increments are not cumulative (the biggest of the increments will apply) if:
- the Chairman of the Company's Board of Directors is also the Senior Independent Director;
 - a member of a Committee under the Company's Board of Directors is also the Chairman of this Committee.
- 2.7. Furthermore, the increments for participation in the meetings of a Committee under the Company's Board of Directors shall not be paid if a member of the Board of Directors elected to the Committee under the Company's Board of Directors and/or who is the Chairman of the Committee under the Company's Board of Directors did not take part in more than twenty-five (25) % of the meetings of the Committee under the Company's Board of Directors of which he/she is a member (the Chairman) which have been held from the time of his/her election to the election of a new composition of the Company's Board of Directors.
- 2.8. Remuneration and bonuses are paid by the Company in monetary form (in Russian rubles) on a one-time basis within sixty (60) days after the holding of an annual General Meeting of Shareholders of the Company where the decision to elect a new composition of the Company Board of Directors was made.
- 2.9. The General Meeting of Shareholders of the Company may decide not to pay remuneration to the members of the Company's Board of Directors.
- 2.10. A member of the Company's Board of Directors may decline to receive remuneration and increments by submitting an application to that effect to the Chairman of the Management Board and General Director of the Company. Should such application be submitted, no remuneration or increments will be accrued or paid.

3. Compensation amount and payment procedure

- 3.1. A member of the Board of Directors of the Company shall be entitled to compensation, upon their request, for expenses incurred in connection with participation in the meetings in praesentia of the Board of Directors of the Company and the General Meeting of Shareholders of the Company.
- 3.2. A member of the Board of Directors of the Company shall be entitled to compensation of the following expenses:
- 3.2.1. Travel to the destination and back to their place of permanent employment or residence (including the insurance policy for compulsory personal insurance of passengers on transport, payment for services for issuance of travel documents, etc.): in the amount of the actual expenses:
- By air transport: in the amount of the business class fare;
 - By rail transport: in an enhanced comfort business class car (first-class sleeping car);
 - By sea and river transport: in the amount of fares established by the carrier that should not exceed the cost of traveling in a deluxe cabin;
 - By motor transport: transfer from the airport located in the city where the meeting of the Board of Directors/the General Meeting of Shareholders is held or from the closest airport near such city (or from the railway station or sea or river port) and from the hotel to the place of the meeting and back.
- 3.2.2. Use of a VIP lounge: in the amount of actual expenses.
- 3.2.3. Rental of accommodations for the period of the meeting of the Board of Directors/the General Meeting of Shareholders, including the day of arrival/departure of the member of the Board of Directors: in the amount of actual expenses.

3.2.4. Compensations shall be paid by the Company in cash (in Russian rubles) within 30 business days after the presentation of an application and original documents confirming the expenses incurred to RusHydro.