

Approved by the resolution of the Annual General Shareholders Meeting of PJSC "RusHydro" (Minutes of June 29, 2016, №15)

REGULATIONS

on payment of remuneration and compensation to members of the Board of Directors of Public Joint-Stock Company Federal Hydro-Generating Company – RusHydro (PJSC RusHydro)

1. General provisions

1.1. These Regulations on payment of remuneration and compensation to members of the Board of Directors of PJSC "RusHydro" (hereinafter - Regulations) have been developed in accordance with the Federal Law of 26.12.1995 No. 208-FZ "On Joint Stock Companies", by Charter of PJSC "RusHydro" (hereinafter - the Company) and corporate governance Code.

1.2. Regulations establish the amount, order and terms of payment of remuneration and compensation to members of the Board of Directors.

1.3. This Regulations do not apply to members of the Board of Directors, who are (for a full or partial term of membership at the Board of Directors) members of the collegial executive body of the Company or perform functions of a sole executive body of the Company.

1.4. Remuneration to the Chairman and members of the Board of Directors, who are (for a full or partial term of membership at the Board of Directors) persons in respect of which by legislation of the Russian Federation are provided restrictions or bans for any payments from commercial organizations, is not accrued or paid.

1.5. These Regulations shall enter into force on the date of its approval by the General Meeting of Shareholders.

2. Remuneration: rates and procedures

2.1. Remuneration to members of the Board of Directors shall be paid for the period from the date of election to the Board of Directors of the candidate up to the election of new Board of Directors.

2.2. The rate of remuneration for participation in meetings of the Board of Directors for each member of the Board of Directors is calculated according to the total number of meetings of the Board of Directors for the period between the Annual General Meeting of Shareholders and number of meetings in which the member of the Board of Directors took part, as follows:

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

where:

S - amount of remuneration for participation in meetings of the Board of Directors; B_{base} - basic part of the remuneration;

n - number of meetings of the Board of Directors (regardless of their form), in which a member of the Board of Directors of the Company took part during the period between annual General meetings of shareholders of the Company;

m - total number of meetings of Board of Directors (regardless of their form) during the period between the Annual General Meetings of Shareholders of the Company.

2.3. The basic part of the remuneration (B_{base}) is 900 000 (nine hundred thousand) rubles.

2.4. No remuneration shall be paid if member of the Board of Directors did not take part in more than twenty five (25)% of held meetings (since his election until the election of new Board of Directors).

2.5. Additionally to the amount of remuneration for participation in meetings of the Board of Directors of the Company, calculated in the way prescribed by paragraph 2.2 of this Regulations, members of the Board of Directors can get following allowances for performing additional duties:

- 30 (thirty) % value of S - to the Chairman of the Board of Directors of the Company
- 20 (twenty) % value of S - to the Chairman of the Board of Directors of the Company;
- 15 (fifteen) % value of S - to the Senior Eligible Director;
- 10 (ten) % value of S - to the Committee man of the Board of Directors of the Company (for participation in each Committee of the Board of Directors of the Company).

2.6. Allowances are not summarized (the greater of established allowances is paid), if:

- the Chairman of the Board of Directors is also a Senior Eligible Director;
- Member of Committee of the Board of Directors is also a Chairman of this Committee.

2.7. Thus allowances for participation in meetings of the Committee of the Board of Directors of the Company will not be paid if member of the Board of Directors elected to Committee of the Board of Directors and / or who is the Chairman of the Committee of the Board of Directors of the Company did not take part in more than 25 (twenty five) % held (since his election until election of new Board of Directors) meetings of Committee of the Board of Directors, a member (Chairman) of which he is.

2.8. Remunerations and allowances are paid by Company in monetary form (Russian rubles) in a time within 60 (sixty) days after the Annual General Meeting of shareholders of the Company at which was decided to elect a new Board of Directors.

2.9. General Meeting of Shareholders of the Company may decide not to pay remuneration to the members of Board of Directors.

2.10. Member of the Board of Directors may refuse to accept remunerations and allowances by corresponding application to the Chairman of the Board - Director General of the Company. In case of mentioned application, remunerations and allowances are not accrued and paid.

3. Compensation: rates and procedures

3.1. Member of the Board of Directors, upon his request, shall be compensated actual expenses related to the participation in intramural meetings of the Board of Directors and the General Meetings of Shareholders.

3.2. Member of the Board of Directors shall get compensation for the following expenses:

3.2.1 Travel expenses to the place of destination and back to the place of work or residence (including individual passenger insurance by transport, covering expenses on preparation of travel documents) - - in the amount of actual costs:

- by air transport - as per business class tariff;
- by railway transport - in luxury business-class carriage (sleeper);
- by sea and river transport - a per tariff set by the carrier, but not higher than the cost of travel in the "suite" cabin ;
- by road transport - transfer from the place which hosts the meeting of the Board of Directors / General Meeting of Shareholders, or the closest location to the Airport (railway station, sea or river port), the hotel to the place meeting / assembly and back.

3.2.2 Usage of the VIP room - in the amount of actual expenses.

3.2.3 Hiring dwelling for the period of the meeting of the Board of Directors / General Meeting of Shareholders, including the day of arrival / departure of member of the Board - in the amount of actual expenses.

3.2.4 Payment of compensation shall be made by Company in monetary form (Russian rubles) within thirty (30) business days after submission of application and original documents confirming expenses to PJSC RusHydro.