

Appendix # 16
APPROVED BY
the decision of the Board of Directors
of IDGC of Centre, JSC
Minutes No. 13/09 dated 02.09.2009
Chairman of the Board of Directors of IDGC of Centre, JSC

_____/S.B. Kosarev/

With amendments, approved by
the Board of Directors of IDGC of Centre, PJSC
Minutes No. 28/12 dated 31.12.2015

**The REGULATIONS
on remuneration and compensation payment
to members of the Audit Committee of the Board of Directors
of IDGC of Centre, JSC**

1. These Regulations were developed in accordance with the Federal Law “On Joint Stock Companies” and establish the amount and procedure of payment of remuneration and compensation to members of the Audit Committee under the Board of Directors of IDGC of Centre, JSC (hereinafter referred to as the Committee under BD).

2. The effect of these Regulations does not cover members of the Committee under BD, who are the sole executive body of IDGC of Centre, JSC (hereinafter referred to as the Company) or a member of the Company’s collegial executive body.

Remuneration and compensation shall not be accrued or paid to Chairperson and members of the Committee under BD of the Company if they are persons, in relation to whom the federal law stipulates a restriction or an interdiction to receive any payments from commercial organizations.

If Chairperson and/or members of the Committees of the Board of Directors at the same time are also members of the Board of Directors of the Company, their remuneration payment is made in a manner and amount prescribed by an internal document governing the payment of remuneration and compensation to members of the Board of Directors, approved by the General Meeting of Shareholders of the Company.

3. Payment of remuneration and compensations shall be made by the Company in the monetary form.

Payment of compensation and remuneration shall be made on the basis of the Committee’s budget approved by the Company’s Board of Directors. The budget of the Committee is approved quarterly. The total quarterly amount of remuneration and compensation payments may not exceed the amount of the Committee’s budget approved for a quarter.

4. Payment of remuneration.

4.1. For participation in the Committee meeting held in the form of joint presence, a member of the Committee shall receive a remuneration in the amount equivalent to 2 (two) minimal monthly wage rates of the first category worker (hereinafter referred to as the MMWR) established by the sector tariff agreement in the electric power complex of the Russian Federation (hereinafter referred to as the Agreement) at the date of carrying out the Company’s Committee meeting, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting.

The amount of remuneration paid to Chairperson (Deputy Chairperson for every meeting at which he/she exercised functions of the Committee’s Chairperson) shall be increased by 50%.

The amount of remuneration paid to the Committee’s Secretary for every meeting shall be equivalent to 1 (one) MMWR at the date of carrying out the Committee’s meeting, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting.

4.2. For participation in the Committee meeting held in the absentee form, a member of the Committee shall receive a remuneration equivalent to 1 (one) MMWR, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting.

The amount of remuneration paid to Chairperson (Deputy Chairperson for every meeting at which he/she exercised functions of the Committee’s Chairperson) shall be increased by 50%.

The amount of remuneration paid to the Committee’s Secretary for every meeting shall be equivalent to 0,5 (zero point five) MMWR at the date of carrying out the

Committee's meeting, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting.

4.3. A member of the Committee under BD of the Company may refuse to receive the remuneration stipulated by these Regulations completely, or may refuse to receive a part of it, by forwarding the respective application addressed to the Company's General Director.

At availability of the respective written application of a member of the Committee under BD of the Company, payment of all kinds of remuneration shall be carried out only on the basis of a written approval of such a member of the Committee under BD of the Company. Thus, at occurrence of the grounds for remuneration payment, the Company shall be obliged to forward a notice specifying the amount of the remuneration due to the member of the Committee under BD of the Company. Such a notice should be forwarded on or before the respective term of payment of the remuneration stipulated by these Regulations.

At presence of the written consent to receive remuneration from a member of the Committee under BD of the Company, the respective remuneration shall be paid to him/her within seven calendar days from the moment of its reception.

5. Payment of compensation.

5.1. A member of the Committee under BD of the Company shall receive compensation of charges actually incurred by him/her in connection with participation in a meeting of the Committee under BD of the Company (travelling, accommodation, food, etc.) in the amount specified in paragraph 5.2. of these Regulations (except for payment of daily allowances).

5.2. If a member of the Committee under BD is sent on a business trip for visiting the Company's facilities, having meetings with shareholders and investors, participating in the General Shareholders Meeting, and also for performing other tasks related to the functions of a member of the Committee under BD of the Company, the following compensation shall be paid to him/her:

- payment of daily allowances according to the procedure established for the sole executive body of the Company, or the sole executive body of the managing organization of the Company;

- reimbursement of expenses on a travel to the place of a business trip and back to the place of permanent employment or residence (including insurance payment on the obligatory personal insurance of the passengers on transport, payment for the services on processing travel documents, etc.) in the amount of actual expenses confirmed by the travel documents, but no more than the travel fare:

 - by railway transport - in the carriage of the heightened comfort of business-class (de luxe, comfort plus);

 - by marine and river transport - on the tariffs set by the transport company, but no more than the fare in a "de luxe" cabin with a full package of services for passengers;

 - by air transport - on the business-class tariff;

 - by motor transport - in the vehicle of the common use (except for a taxi and car rent);

- reimbursement of expenses on an apartment rent (except for cases when the Member of the Committee is provided with free accommodation) in the amount of actual expenses confirmed by the corresponding documents, but no more than three minimum monthly wage rates of a first-class worker, set by the sector tariff agreement in the electric power industry of the Russian Federation as at the day of compensation payment, taking into account the indexation set by the Agreement, for each day of accommodation.

5.3. The compensation shall be paid by the Company within one calendar day after submitting the documents confirming the expenses incurred.