

## Proposals for Amendments to the Regulation on the payment of remuneration and compensation to members of the Audit Commission of Rosseti Centre, PJSC

No.	Text of the current version of the norm	Proposed revision of changes	Reasons for making changes
Title of the internal document			
1.	REGULATION on the payment of remuneration and compensation to members of the Audit Commission <del>of IDGC of Centre, PJSC</del>	REGULATION on the payment of remuneration and compensation to members of the Audit Commission <b>of Public Joint stock company «Rosseti Centre»</b>	The current name of Rosseti Centre, PJSC is indicated.
1. General provisions			
2.	1.1. This Regulation on the payment of remuneration and compensation to members of the Audit Commission <del>of IDGC of Centre, PJSC</del> (hereinafter referred to as the Regulation) is a document <del>of IDGC of Centre, PJSC</del> (hereinafter referred to as the Company) developed in accordance with Federal Law No. 208-FZ of <b>26 December 1995</b> "On Joint-Stock Companies", the Company Articles of Association and <del>other regulatory legal acts</del> .	1.1. This Regulation on the payment of remuneration and compensation to members of the Audit Commission <b>of Rosseti Centre, PJSC (hereinafter referred to as the Regulation) is an internal document Public Joint stock company «Rosseti Centre»</b> (hereinafter referred to as the Company), developed in accordance with the Federal Law of <b>26.12.1995</b> No. 208-FZ "On Joint-Stock Companies", <b>other regulatory legal acts of the Russian Federation and</b> the Articles of Association of the Company.	The current name of Rosseti Centre, PJSC is indicated. Clarifying technical corrections have been made.
3.	1.2. This Regulation define the procedure for calculating and paying remuneration and compensation to members of the Company's Audit Commission, as provided for by the legislation of the Russian Federation, in connection with the performance of their duties as provided for by the Company's Articles of Association and the Regulation on the Company's Audit Commission.	1.2. This Regulation defines <b>the term</b> , procedure for calculating and paying remuneration and compensation <b>for expenses to members of the Audit Commission of the Company</b> , as provided for by the legislation of the Russian Federation, in connection with the performance of their duties as provided for by the Articles of Association of the Company and the Regulation on the Audit Commission of the Company.	Clarifying edit
4.	1.3. The effect of this Regulation shall apply to members of the Company's Audit Commission who are not persons in respect of whom <del>federal laws</del> <b>There is</b> a restriction or prohibition on receiving any payments from commercial organizations.	1.3. The effect of this Regulation shall apply to members of the Audit Commission of the Company who are not persons in respect of whom <b>the legislation of the Russian Federation provides for</b> restrictions or prohibitions on receiving any payments from commercial organizations.	
5.	1.4. In the event of lifting a ban or restriction on receiving payments from commercial organizations on the grounds stipulated by the legislation of the Russian Federation, the calculation of remuneration and compensation for a member of the Audit Commission shall be made from the date of written notification by the member of the Audit Commission of the Company and the Audit Commission	1.4. In the event of lifting a ban or restriction on receiving payments from commercial organizations on the grounds stipulated by the legislation of the Russian Federation, the calculation of remuneration and compensation <b>for expenses</b> of a member of the Audit Commission of the Company shall be made from the date of written notification by the member of the Audit Commission <b>of the Company</b> and the Audit Commission of the Company of the lifting	

	of the lifting of the ban or restriction, in the manner prescribed by this Regulation.	of the ban or restriction, in the manner prescribed by this Regulation.	
6.	1.5. In case of early termination of powers, as well as the election of a member of the Audit Commission at an extraordinary General Meeting of Shareholders, the calculation of <del>the amount</del> <b>remuneration</b> is made taking into account the actual time spent performing the duties of a member of the Audit Commission.	1.5. In the event of early termination of the powers of <b>members of the Audit Commission of the Company</b> , as well as <b>in the event of</b> the election of <b>members of the Audit Commission of the Company</b> at an extraordinary <b>meeting</b> of the General Meeting of Shareholders <b>of the Company</b> , the calculation of the amount <b>of remuneration payable to members of the Audit Commission of the Company</b> is made taking into account the actual time <b>they performed their</b> duties as members of the Audit Commission <b>of the Company</b> .	The article has been amended in accordance with the changes made to the Law on JSC by Federal Law No. 287-FZ of 08.08.2024.
7.	1.6. Settlements with members of the Audit Commission shall be made in Russian rubles, on the basis of an application/applications of a member of the Audit Commission for payment <b>of remuneration / compensation</b> , drawn up in accordance with the forms <b>specified</b> in Appendices 1,–2 to this Regulation, by transferring funds to the bank account (deposit) details specified in the application of the member of the Audit Commission.	1.6. Settlements with members of the Company's Audit Commission shall be made in Russian rubles, on the basis of an application / applications of a member of the Company's Audit Commission for payment of remuneration / <b>compensation of expenses</b> , drawn up in accordance with the forms <b>specified</b> in Appendices 1 and 2 to this Regulation, by transferring funds to the bank account (deposit) details specified in the application of a member of the Company's Audit Commission.	
2. The amount and procedure for payment of remuneration to members of the Audit Commission <b>of the Company</b>			
8.	<p>2.1. Remuneration is paid to a member of the Audit Commission of the Company. based on the results of work for the corporate year and depends on the degree of his participation in the work of the Audit Commission. For the purposes of this Regulation, to determine <b>the size remuneration</b> of members of the Audit Commission under the corporate year is understood to be the period <del>from the moment</del> of election of <del>the personal composition</del> of the Audit Commission at the General Meeting of Shareholders of the Company until <del>the moment</del> of holding the subsequent General Meeting of Shareholders of the Company <del>with the issue "On election of members of the Audit Commission of the Company"</del>.</p> <p>For the purposes of calculating the remuneration of members of the Audit Commission whose powers have been terminated early and who were elected at an extraordinary general meeting of shareholders, the corporate year is recognized as equal to 365 days.</p>	<p>2.1. Remuneration is paid to a member of the Audit Commission of the Company. based on the results of work for the corporate year and depends on the degree of his participation in the work of the Audit Commission <b>of the Company</b>. For the purposes of this Regulation, for determining <b>the amount of remuneration payable</b> to members of the Audit Commission <b>of the Company</b>, a corporate year shall be understood to mean the period <b>from the date</b> of election <b>of members of the Audit Commission of the Company</b> at <b>the annual meeting of</b> the General Meeting of Shareholders of the Company until <b>the date</b> of the subsequent <b>annual meeting. meetings</b> of the General Meeting of Shareholders of the Company.</p> <p>For the purposes of calculating remuneration for members of the <b>Company's Audit Commission</b> whose powers have been terminated early and who have been elected at an extraordinary <b>meeting</b> of the General Meeting of Shareholders <b>of the Company</b>, the corporate year is recognized as equal to 365 days.</p>	<p>The article has been amended in accordance with the changes made to the Law on JSC by Federal Law No. 287-FZ of 08.08.2024.</p> <p>Clarifying technical corrections have been made.</p>

9.	<p>2.2. The remuneration <b>of a member</b> of the Audit Commission is determined from the base part of the remuneration (Rbase). The base remuneration of a member of the Audit Commission is established based on the Company's revenue, calculated according to Russian Accounting Standards (hereinafter referred to as RAS) for <del>the financial</del> year, in accordance with the scale below:</p> <table> <tr> <th>Group</th><th>The amount of the Company's revenue for <del>the financial</del>-year</th><th>The amount of the basic part of the remuneration</th></tr> <tr> <td>1</td><td>over 200 billion rubles</td><td>150,000 RUB</td></tr> <tr> <td>2</td><td>over 30 billion rubles</td><td>135,000 RUB</td></tr> <tr> <td>3</td><td>over 10 billion rubles</td><td>120,000 RUB</td></tr> <tr> <td>4</td><td>over 1 billion rubles</td><td>105,000 RUB</td></tr> <tr> <td>5</td><td>over 600 million rubles</td><td>90,000 RUB</td></tr> </table>	Group	The amount of the Company's revenue for <del>the financial</del> -year	The amount of the basic part of the remuneration	1	over 200 billion rubles	150,000 RUB	2	over 30 billion rubles	135,000 RUB	3	over 10 billion rubles	120,000 RUB	4	over 1 billion rubles	105,000 RUB	5	over 600 million rubles	90,000 RUB	<p>2.2. The remuneration <b>of a member</b> of the Audit Commission is determined from the base part of the remuneration (Rbase). The base remuneration of a member of the Audit Commission is established based on the revenue of the Company, calculated according to Russian Accounting Standards (hereinafter referred to as RAS) for <b>the reporting</b> year, in accordance with the scale below:</p> <table> <tr> <th>Group</th><th>The amount of the Company's revenue for <b>the reporting</b> year</th><th>The amount of the basic part of the remuneration</th></tr> <tr> <td>1</td><td>over 200 billion rubles</td><td>150,000 RUB</td></tr> <tr> <td>2</td><td>over 30 billion rubles</td><td>135,000 RUB</td></tr> <tr> <td>3</td><td>over 10 billion rubles</td><td>120,000 RUB</td></tr> <tr> <td>4</td><td>over 1 billion rubles</td><td>105,000 RUB</td></tr> <tr> <td>5</td><td>over 600 million rubles</td><td>90,000 RUB</td></tr> </table>	Group	The amount of the Company's revenue for <b>the reporting</b> year	The amount of the basic part of the remuneration	1	over 200 billion rubles	150,000 RUB	2	over 30 billion rubles	135,000 RUB	3	over 10 billion rubles	120,000 RUB	4	over 1 billion rubles	105,000 RUB	5	over 600 million rubles	90,000 RUB
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10.	<p>2.3.1. The personal participation coefficient reflects the participation of a member of the Audit Commission in meetings of the Audit Commission, as well as the performance of additional duties as Chairman or Secretary of the Audit Commission.</p>	<p>2.3.1 The personal participation coefficient reflects the participation of a member of <b>the Company's Audit Commission</b> in meetings (<b>absentee voting</b>) of <b>the Company's</b> Audit Commission, as well as the performance of additional duties as the Chairman <b>of the Audit Commission. of the Company</b> or the Secretary of the Audit Commission <b>of the Company</b>.</p>																																				
11.	<p>2.3.2. The personal participation coefficient is determined for each member of the Audit Commission individually using the formula:</p> $K_u = (1 + K_3 + K_{add}) * K_{prov}, \text{ where:}$ <p><math>K_y</math> - coefficient of personal participation;  <math>K_3</math> - coefficient of participation in meetings of the Audit Commission;  <math>K_{dop}</math> - a coefficient that takes into account work as Chairman of the Audit Commission / Secretary of the Audit Commission;  <math>K_{prov}</math> - coefficient of participation in audit activities of the Audit Commission.</p>	<p>2.3.2 The personal participation coefficient is determined for each member of the <b>Company's Audit Commission</b> separately using the formula:</p> $K_u = (1 + K_3 + K_{add}) * K_{prov}, \text{ where:}$ <p><math>K_y</math> - coefficient of personal participation;  <math>K_3</math> - coefficient of participation in meetings <b>and/or absentee voting</b> of the Audit Commission <b>of the Company</b>;  <math>K_{dop}</math> - coefficient that takes into account work as Chairman of the Audit Commission <b>of the Company</b> / Secretary of the Audit Commission <b>of the Company</b>;  <math>K_{prov}</math> - coefficient of participation in audit activities of the <b>Audit Commission of the Company</b>.</p>																																				

12.	<p>2.3.3. The coefficient <math>K_3</math> is established based on the degree of participation of a member of the Audit Commission in <math>n_i</math> meetings out of <math>n</math> meetings held by the Audit Commission in the corporate year, <del>including absentee voting:</del></p> <p><math>K_3 = 0.1 * (n_i / n)</math>, where</p> <p>The value of <math>n_i</math> and <math>n</math> is determined on the basis of the minutes <del>of the meetings of the Audit Commission.</del></p>	<p>2.3.3. The coefficient <math>K_3</math> is established based on the degree of participation of a member of the <b>Company's Audit Commission</b> in <math>n_i</math> meetings (<b>absentee voting</b>) out of <math>n</math> meetings (<b>absentee voting</b>) held by the <b>Company's</b> Audit Commission in the corporate year:</p> <p><math>K_3 = 0.1 * (n_i / n)</math>, where</p> <p>the value of <math>n_i</math> and <math>n</math> is determined on the basis of minutes <b>of the results of the meetings (absentee voting) of the Audit Commission of the Company (hereinafter referred to as the minutes of the Audit Commission of the Company).</b></p>	
13.	<p>2.3.4. The coefficient <math>K_{dop}</math>, taking into account work as Chairman of the Audit Commission / Secretary of the Audit Commission, is calculated using the formula:</p> <p><math>K_{dop C} = 0.3 * (f_i / m)</math> - for the Chairman of the Audit Commission,</p> <p><math>K_{dop S} = 0.1 * (f_i / m)</math> - for the Secretary of the Audit Commission, where:</p> <p><math>f_i</math> - the number of days in the corporate year (out of the total number <math>m</math>) during which the duties of the Chairman/Secretary were performed, determined on the basis of the minutes <del>of the meetings</del> of the Audit Commission.</p>	<p>2.3.4. The coefficient <math>K_{dop}</math>, taking into account work as Chairman of the Audit Commission <b>of the Company</b> / Secretary of the Audit Commission <b>of the Company</b>, is calculated using the formula:</p> <p><math>K_{dop C} = 0.3 * (f_i / m)</math> - for the Chairman of the Audit Commission <b>of the Company</b>,</p> <p><math>K_{dop S} = 0.1 * (f_i / m)</math> - for the Secretary of the Audit Commission <b>of the Company</b>, where:</p> <p><math>f_i</math> - the number of days in the corporate year (out of the total number <math>m</math>) during which the duties of the Chairman of <b>the Audit Commission of the Company</b> /Secretary <b>of the Audit Commission of the Company</b> were performed, determined on the basis of the minutes of the Audit Commission <b>of the Company</b>.</p>	
14.	<p>2.3.5. The coefficient <math>K_{prov}</math> is established by the decision of the Chairman of the Audit Commission of the Company based on the degree of participation of the member of the Audit Commission of the Company in the audit process and the quality of his work, in the amount from 0.000 to 1.000.</p> <p>When determining the value of individual coefficients <math>K_{prov}</math>, <del>it is necessary to take into account</del> the degree of participation of a member of the Company's Audit Commission at all stages of the audit process:</p> <ul style="list-style-type: none"> <li>- preparation/planning of the audit;</li> <li>- audit implementation;</li> <li>- preparation of the audit report;</li> </ul>	<p>2.3.5. The coefficient <math>K_{prov}</math> is established by the decision of the Chairman of the Audit Commission of the Company based on the degree of participation of the member of the Audit Commission of the Company in the audit process and the quality of his work, in the amount from 0.000 to 1.000.</p> <p>When determining the value of individual coefficients <math>K_{prov}</math>, the degree of participation of a member of the Company's Audit Commission at all stages of the audit process <b>is taken into account:</b></p> <ul style="list-style-type: none"> <li>- preparation/planning of the audit;</li> <li>- audit implementation;</li> <li>- preparation of the audit report;</li> <li>- interaction with the Company based on the results of the audit (including monitoring the elimination of identified violations).</li> </ul>	

	- interaction with the Company based on the results of the audit (including monitoring the elimination of identified violations).		
15.	2.3.7. The personal participation coefficient Ku is established by the Chairman of the Audit Commission and sent <b>to the Sole Executive Body</b> of the Company <del>in the format</del> given in Appendix 3 to this Regulation.	2.3.7. The personal participation coefficient Ku is established by the Chairman of the Audit Commission of the Company and sent <b>to the General Director</b> of the Company <b>in the form</b> given in Appendix 3 to this Regulation.	
16.	2.3.8. A member of the Audit Commission who did not <del>participate</del> in more than half of the meetings held during his/her membership in the Audit Commission shall not be paid remuneration ( $K_y = 0$ is set).	2.3.8. A member of the Audit Commission of the Company who did not <b>participate</b> in more than half of the meetings ( <b>absentee voting</b> ) held during the period of his membership in the Audit Commission of the Company shall not be paid remuneration ( $K_y = 0$ is set).	
17.	2.3.9. The calculation of the actual amount of remuneration for each member of the Audit Commission is carried out by the Company <del>in the format</del> provided <b>in Appendix 4</b> to this Regulation.	2.3.9. The calculation of the actual amount of remuneration for each member of the Audit Commission of the Company is carried out by the Company in accordance with <b>the form provided in Appendix 4</b> to this Regulation.	
18.	2.3.10. The Company independently determines, withholds and pays <del>income</del> -tax and other taxes and fees arising in connection with the payment of remuneration and compensation to members of the Audit Commission.	2.3.10. The Company independently determines, withholds and pays <b>personal income tax</b> and other taxes and fees arising in connection with the payment of remuneration and compensation <b>for expenses to members of the Company's Audit Commission</b> .	
19.	2.4. If a member of the Audit Commission during the corporate year took an active part in additional audits of the Audit Commission or control <b>measures</b> on individual issues carried out by decision of the General Meeting of Shareholders, the Board of Directors of the Company or at the request of a shareholder (shareholders) of the Company owning in total at least 10 percent of the voting shares of the Company, the Chairman of the Audit Commission has the right to petition the General Meeting of Shareholders to increase the actual amount of remuneration calculated according to the formula given in paragraph 2.3. of this Regulation.	2.4. If a member of the Company's Audit Commission has actively participated in additional audits of the Company's Audit Commission or control <b>measures</b> on individual issues during the corporate year, conducted by decision of the General Meeting of Shareholders of the Company, the Board of Directors of the Company or at the request of a shareholder (shareholders) of the Company who own in total at least 10 ( <b>Ten</b> ) percent of the voting shares of the Company, the Chairman of the Company's Audit Commission shall have the right to petition the General Meeting of Shareholders of the Company to increase the actual amount of remuneration calculated using the formula provided in paragraph 2.3. of this Regulation.	
20.	2.5. Control over the calculation of remuneration for members of the Audit Commission of the Company is assigned to the Chairman of the Audit Commission, control over the payment of remuneration is assigned to <b>the Sole Executive Body</b> of the Company.	2.5. Control over the calculation <b>of the amount</b> of remuneration for members of the Audit Commission of the Company is assigned to the Chairman of the Audit Commission of the Company, control over the payment of remuneration is assigned to <b>the General Director</b> of the Company.	
21.	2.6. The remuneration shall be paid <b>no later than 30</b> (thirty) calendar days <del>after</del> the annual General Meeting of	2.6. The remuneration shall be paid <b>within 30</b> (Thirty) calendar days <b>from the date of the annual meeting</b> of the General Meeting of	

	<p>Shareholders of the Company and the submission by the Chairman of the Audit Commission. <del>The sole executive body</del> of the Company shall calculate the personal participation coefficient <math>K_y</math> of members of the Audit Commission.</p> <p>In the event that the General Meeting of Shareholders makes a decision to increase the amount of remuneration based on the results of audits <b>conducted</b> on the grounds specified in paragraph 2.4 of this Regulation, the Company, when calculating the actual remuneration of the members of the Audit Commission, shall take into account the amount of its increase established by the decision of the General Meeting of Shareholders.</p> <p>If the decision of the General Meeting of Shareholders to increase the amount of actual remuneration of members of the Audit Commission is made later than the date of accrual of their remuneration, the Company shall accrue remuneration in the amount of the difference between the accrued amount and the remuneration calculated taking into account the increased amount established by the decision of the General Meeting of Shareholders.</p>	<p>Shareholders of the Company and the submission by the Chairman of the Audit Commission <b>of the Company to the General Director</b> of the Company for calculating the personal participation coefficient <math>K_y</math> of members of the Audit Commission <b>of the Company</b>.</p> <p>In the event that the General Meeting of Shareholders <b>of the Company makes</b> a decision to increase the amount of remuneration based on the results of audits conducted on the grounds <b>specified</b> in paragraph 2.4 of this Regulation, the Company, when calculating <b>the amount of</b> actual remuneration of the members of the Audit Commission <b>of the Company</b>, shall take into account the amount of its increase established by the decision of the General Meeting of Shareholders <b>of the Company</b>.</p> <p>If the decision of the General Meeting of Shareholders <b>of the Company</b> to increase the amount of actual remuneration of the members of the Audit Commission <b>of the Company</b> is made later than the date of accrual of their remuneration, the Company shall accrue remuneration in the amount of the difference between the accrued amount and the remuneration calculated taking into account the increased amount established by the decision of the General Meeting of Shareholders <b>of the Company</b>.</p>	
22.	<p>2.7. A member of the Audit Commission of the Company has the right to refuse to receive <b>remuneration</b> and compensation provided for by this Regulation, in whole or in part, by sending a corresponding application <del>to the Sole Executive Body</del> of the Company.</p>	<p>2.7. A member of the Audit Commission of the Company has the right to refuse to receive <b>remuneration</b> and compensation <b>for expenses</b> stipulated by this Regulation, in whole or in part, by sending a corresponding application <b>to the General Director</b> of the Company.</p>	
23.	<p>3. The amount and procedure for payment of compensation <b>for expenses to members of the Company's</b> Audit Commission</p>		
24.	<p>3.5. In order to obtain compensation for expenses <b>incurred</b>, a member of the Audit Commission shall send a written application to the Company in <del>the form specified in Appendix 2 to this Regulation</del>, with the original documents confirming the expenses attached, indicating the bank account (deposit) details.</p> <p>Documents confirming expenses incurred and subject to compensation shall be provided by a member of the Audit Commission in the manner established by the legislation of the Russian Federation for recording travel expenses.</p>	<p>3.5. In order to obtain compensation for expenses, a member of the Audit Commission of the Company shall send a written application to the Company in the <b>form provided in Appendix 2</b> to this Regulation, with the original documents confirming the expenses attached, indicating the bank account (deposit) details.</p> <p>Documents confirming expenses incurred and subject to compensation shall be provided by a member of the Audit Commission of the Company in the manner established by the legislation of the Russian Federation for recording travel expenses.</p>	

25.	3.6. Payment of compensation shall be made by the Company within 5 working days from the date of receipt by the Company of the documents specified in paragraph 3.5 of this Regulation.	3.6. Payment of compensation <b>for expenses</b> shall be made by the Company within 5 <b>(Five)</b> working days from the date of receipt by the Company of the documents specified in paragraph 3.5 of this Regulation.	
26.	4. Final provisions		
27.	<del>4.2. In the event of a conflict between the Regulation and the norms of the legislation of the Russian Federation, until it is brought into conformity with the said norms and amendments are made to it (approval of a new version) by decision of the General Meeting of Shareholders of the Company, the norms of the current legislation of the Russian Federation shall apply.</del>	4.2. If, as a result of changes in the regulatory legal acts of the Russian Federation, individual provisions of this Regulation come into conflict with them, these provisions are recognized as invalid and, until changes are made to this Regulation, the Company is guided by the regulatory legal acts of the Russian Federation.	
28.	Appendices 1-4 to the Regulation	Amendments have been made due to the changes introduced to the Law on JSC by Federal Law No. 287-FZ of 08.08.2024, as well as technical and clarifying amendments	