Approved by
Resolution of the Annual General Meeting of
Shareholders of
Unipro PJSC dated __ _____ 2021
(Minutes No. ___ dated __ _____ 2021)

Policy on Remuneration of Members of the Board of Directors of Unipro Public Joint-Stock Company

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1. General Provisions

1.1. This Policy on Remuneration of Members of the Board of Directors of Unipro Public Joint-Stock Company (hereinafter, the Policy) has been developed in accordance with the Federal Law *On Joint-Stock Companies*, the Articles of Association of Unipro PJSC, based on recommendations of the Corporate Governance Code of the Central Bank of Russia and the Corporate Governance Code of Unipro PJSC (as amended).

1.2. The Policy determines amounts, the procedure and terms of payment of remunerations and compensations to the members of the Board of Directors of Unipro PJSC (hereinafter, the Board of Directors).

1.3. According to Clauses 4.3.–4.6. hereof, no remuneration shall be paid to the members of the Board of Directors, who hold paid offices in the Company and/or its affiliates or are members of the Management Board of the Company and/or its affiliates, for performing their duties as members of the Board of Directors, the Chairman of Committees and a member of Committees. However, they shall be compensated for all expenses incurred performing their duties in accordance with Clauses 5.1–5.4 hereof.

1.4. No remuneration shall be calculated and paid to the members of the Board of Directors, while holding the office of members of the Board of Directors, during the period in which they were deemed to be persons in respect of whom a restriction or prohibition on receiving any payments from commercial organisations is stipulated by the legislation of the Russian Federation.

1.5. This Policy shall come into effect from the date of approval by the General Meeting of Shareholders of Unipro PJSC (hereinafter, the General Meeting of Shareholders).

2. References to Legal Documents

2.1. This Policy refers to the following legal documents:

- Federal Law No. 208-FZ dated 26.12.1995 *On Joint-Stock Companies*;
- Letter of the Central Bank of Russia No. 06-52/2463 dated 10.04.2014 *On the Corporate Governance Code*;
- Articles of Association of Unipro PJSC;
- Corporate Governance Code of Unipro PJSC.

3. Abbreviations and Terms

3.1. Abbreviations used in this Policy:

Unipro PJSC shall mean Unipro Public Joint-Stock Company.

3.2. Terms used in this Policy:

Company shall mean Unipro Public Joint-Stock Company;

Policy shall mean this Policy on Remuneration of Members of the Board of Directors of Unipro Public Joint-Stock Company;

Committee(s) shall mean the Audit Committee of the Board of Directors of Unipro PJSC, the Appointment and Remuneration Committee of the Board of Directors of Unipro PJSC and/or some other committee (committees) of the Board of Directors of Unipro PJSC, which may be formed under the Board of Directors of the Company.

4. Amount and Procedure for Payment of Remunerations

4.1. The remuneration of the members of the Board of Directors of the Company shall consist of the following remuneration types:

4.1.1. the fixed remuneration;

4.1.2. the remuneration for chairing a Committee;

4.1.3. the remuneration for membership and participation in meetings of a Committee.

4.2. Remunerations to the members of the Board of Directors, the Chairman of a Committee, a member of a Committee shall be paid for the period from election of the candidate to the position of a member of the Board of Directors, the Chairman or a member of a Committee, until election of a new composition of the Board of Directors, the Committee or a new Chairman.

4.3. Subject to provisions of Clauses 1.3., 1.4. hereof, each member of the Board of Directors shall have the right to receive the fixed remuneration from the Company for the performance of his/her duties as a member of the Board of Directors in the amount of Seventy Thousand (70,000) euros per year before tax.

4.4. The Chairman of the Audit Committee of the Board of Directors shall be paid an extra remuneration in the amount of Fifteen Thousand (15,000) euros per year before tax.

4.5. The Chairman of the Appointment and Remuneration Committee of the Board of Directors shall be paid an extra remuneration in the amount of Ten Thousand (10,000) euros per year before tax.

4.6. Each member of a Committee (except for the Chairman of the Committee) shall be paid an extra remuneration in the amount of Five Thousand (5,000) euros per year before tax.

4.7. If a member of a Committee under the Board of Directors of the Company simultaneously serves as the Chairman of the same Committee, the extra remuneration, stipulated by Clause 4.6., shall not be paid (the largest remuneration out of the established ones shall be applied).

4.8. If a member of the Board of Directors of the Company simultaneously serves as the Chairman of two or more Committees, the extra remuneration, stipulated by Clauses 4.4.–4.6., shall be paid as a one-time sum (the largest remuneration out of the established ones shall be applied).

4.9. The remuneration specified in Clause 4.3. hereof shall be paid if a member of the Board of Directors took part in at least 25% of meetings of the Board of Directors held during the quarter (taking into account the date of election and the date of termination of powers).

4.10. The remuneration specified in Clauses 4.4.–4.6. hereof shall be paid if the Chairman/a member of a Committee took part in at least 25% of meetings of Committees held during the quarter (taking into account the date of election and the date of termination of powers).

4.11. In addition, attendance in person shall mean, for the purposes of Clauses 4.9.–4.10. hereof, the physical presence of a member of the Board of Directors at a meeting of the Board of Directors (a member of a Committee at a meeting of the Committee) or attendance by a conference call or a video conference (or by any other technical means, which ensure the possibility of mutual oral communication) and shall not mean attendance by sending a written opinion.

4.12. The remuneration stipulated by Clauses 4.3.–4.6. hereof shall be paid by equal instalments within Thirty (30) days after the end of the reporting quarter. Payments in roubles shall be made at the exchange rate of the Central Bank of the Russian Federation established on the last day of the reporting quarter, following the completion of which the remuneration shall be paid.

4.13. The remuneration stipulated by Clauses 4.3.–4.6. hereof shall not be paid if no meeting of the Board of Directors (Committees) was held in the reporting quarter.

5. Amount and Procedure for Payment of Compensations

5.1. Members of the Board of Directors (Committees) shall be compensated for expenses (including VAT), if any, incurred thereby in connection with their participation in meetings of the Board of Directors (Committees), or otherwise in connection with the performance of their duties as members of the Board of Directors (Committees). Such expenses shall be reimbursed upon an application of a member of the Board of Directors (Committee) with the attachment of documents confirming the amount of the expenses, within the limits specified in Clause 5.2. hereof.

5.2. Members of the Board of Directors (Committees) shall be paid:

5.2.1. a per diem allowance in accordance with the procedure and in the amount stipulated for the sole executive body of the Company or the sole executive body of the management organisation of the Company;

5.2.2. a compensation of travel expenses to the place of the meeting of the Board of Directors (Committee) and back to the permanent place of work or residence (including an insurance premium for compulsory personal insurance of passengers on transport, payment for the issuance of travel documents, etc.) in the amount of actual expenses incurred, as confirmed by travel documents, but not exceeding the cost of travel by:

- air – business class tariff;
- rail – in an enhanced comfort business class carriage (SV, S categories);
- sea and river transport – according to the carrier's tariffs, but not exceeding the cost of traveling in a luxury category cabin with integrated passenger service;
- road – in a public transport vehicle and taxi (except for car rental);

5.2.3. a compensation of expenses for renting accommodation (except for cases when a member of the Board of Directors (Committee) is provided accommodation free of charge) – in the amount of actual expenses incurred, but not exceeding the cost of a single room in a four-star hotel.

5.3. Compensations shall be paid in a monetary form by transferring the funds to a bank account specified by a member of the Board of Directors (Committee).

5.4. Compensations shall be paid by the Company within Fourteen (14) calendar days upon presentation of documents confirming the expenses incurred. An application for reimbursement of expenses incurred with the attachment of documents confirming thereof (tickets must have boarding passes) shall be submitted to the Company within One (1) month from the date the expenses were incurred.

5.5. To optimise the document flow, the Company may purchase tickets, pay for a hotel for the members of the Board of Directors (Committees) by itself. In such case, payment of per diem allowances and reimbursement of other expenses shall be made in accordance with the procedure set forth in Clause 5.4. hereof on the basis of an application accompanied by the documents confirming the expenses incurred (with the attachment of boarding passes, if any).

6. Final Provisions

6.1. This Policy shall come into effect from the date of its approval by the General Meeting of Shareholders.

6.2. Any amendments and supplements hereto shall be made by resolution of the General Meeting of Shareholders.

6.3. If some other committees under the Board of Directors of the Company are established, this Policy shall be revised, the amount and the procedure for payment of remuneration shall be determined by the recommendation of the Board of Directors of the Company.

6.4. In case of a conflict between the provisions of this Policy and the provisions of the current legislation of the Russian Federation, the provisions of the current legislation of the Russian Federation shall be applied.